

TERMS OF REFERENCE

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BUILDING A BRIGHTER FUTURE COMMITTEE ('BBF')

TERMS OF REFERENCE

1. Constitution & Authority

- 1.1. The Committee is constituted as a Standing Committee of the Board of Directors (the "Board") of Torbay and South Devon NHS Foundation Trust (the "Trust"). Its constitution and terms of reference are subject to amendment by the Board, to which it remains accountable.
- 1.2. These terms of reference may only be changed with the approval of the Board.
- 1.3. The Committee shall embody the principles of the NHS Constitution and the Trust's values, at all times.
- 1.4. The Committee shall have the ability to delegate and establish Sub-Committees or other groups as and when required, with ultimate discretion to disband such groups, in accordance with this provision.
- 1.5. These Terms of Reference shall be published on the Trust's website.

2. Purpose

- 2.1. The purpose of the Committee is to provide assurance to the Board regarding the processes, procedures and management of the strategic transformation and partnership functions that support the overall delivery of the Trust strategy.
- 2.2. The scope of the Committee will include assurance regarding the development and delivery of the Trust Strategy, Digital Strategy, Improvement and Innovation Strategy, BBF Infrastructure Programme and Strategic Partnerships.
- 2.3. The Committee will assure the Board of the achievement of the objectives set out within each of the strategic plans, providing assurance that the supporting programmes of work are being effectively managed and controlled.
- 2.4. The Committee will promote local level responsibility and accountability.
- 2.5. This is a Tier 1 Committee, in accordance with the Trust's governance framework.

3. Duties

- 3.1. In pursuance of its purpose, the duties delegated to the Committee are:

3.1.1. Risk and Assurance

- 3.1.1.1. Review and provide assurance on those elements of the Board Assurance Framework identified as the responsibility of the Committee, seeking where necessary further action/assurance.

3.1.1.2. Review related risks identified on the Risk Register and seek assurance in relation to risk mitigation and future activity/plans.

3.1.1.3. Review and advise the Board on the risks associated with any material issues as required from time to time. In preparing such advice, the Committee shall satisfy itself that a due diligence appraisal of the proposition is undertaken and is within the risk appetite and tolerance of the Trust, drawing on independent external advice where appropriate and available, before the Board takes a decision whether to proceed.

3.1.2. BBF Infrastructure

3.1.2.1. Receive reports from the BBF Executive Infrastructure Group to provide assurance on the delivery of the National New Hospital Programme development, in line with agreed annual objectives.

3.1.3. Trust Strategy

3.1.3.1. Receive reports from the Trust Strategy Group to provide assurance in the development of the Trust Strategy, the annual review process and the delivery of in-year milestone objectives.

3.1.3.2. Receive reports from the Peninsula Acute Sustainability Programme and the Local Care Partnership to provide assurance on the delivery of partnership actions that have implications for the Trust strategic objectives.

3.1.3.3. Receive reports, to provide assurance on the delivery of the Trust overall Transformation Programme aligned to the maturity milestones outlined within the Trust Improvement and Innovation Strategy.

3.1.4. Digital Strategy

3.1.4.1. Maintain oversight and approval of the development of the Digital Strategy, providing challenge prior to Board approval.

3.1.4.2. Receive updates on implementation of the Digital Strategy, ensuring capital requirements remain within budget.

3.1.4.3. Scrutinise the realisation of benefits associated with digital investments; including but not limited to the Electronic Patient Record procurement and implementation.

4. Powers

4.1. In accordance with the delegated authority outlined above, the Committee is authorised to seek any information it requires from any member of staff, who shall be under a positive obligation to co-operate with any request made by the Committee.

- 4.2. The Committee may request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary in the best interests of the Trust.
- 4.3. The Committee derives its power from the Board and has no powers, other than those specifically delegated in these terms of reference.

5. Membership and Attendance

- 5.1. The Membership shall be defined by the Board under direction of the Chairman; for avoidance of doubt membership shall always include:
- Non-Executive Director (Chair)
 - Non-Executive Director
 - Non-Executive Director
 - Chief Strategy and Transformation Officer
 - Chief Medical Officer
 - Chief Finance Officer
- 5.2. One of the Non-Executive Directors shall act as Committee Chair. In their absence, one of the other Non-Executive Directors present shall be nominated and appointed as acting Chair for the meeting.
- 5.3. The following shall be requested to attend Committee meetings as required:
- BBF Infrastructure Programme Director
 - HIS Director
 - Deputy Director of Transformation Workplace Director
 - Health and Social Care Director
 - Director of Capital Development
 - Associate Director of Communications and Partnerships
 - Associate Director for Strategy and Provider Partnerships
- 5.4. Other members/attendees may be co-opted or requested to attend as considered appropriate.
- 5.5. All other members of the Board of Directors shall be entitled to attend and receive Committee agenda and papers.
- 5.6. Unless otherwise determined by the Chairman, the duration of appointments to this Committee shall be for a continuous term, with annual review; for the avoidance of doubt, no member may continue to attend following the completion of their Non-Executive or Executive role at the Trust.
- 5.7. Governor and Devon ICS representatives may be invited to attend as observers.

6. Meeting Administration, Record Keeping and Decision-Making

- 6.1. The Committee shall be supported by a Committee Secretary, or their nominee, who shall be appointed by the Chair.
- 6.2. The duties of the Committee Secretary shall include, the:

- 6.2.1. creation and maintenance of a work plan and reporting schedule;
 - 6.2.2. collation of papers and drafting of the agendas;
 - 6.2.3. record of proceedings and decisions taken by the Committee; including decisions taken in writing outside of the meeting; with such record presented at the following meeting for approval; and
 - 6.2.4. where the Committee have met, virtually or otherwise a record of those present and in attendance should be maintained;
- 6.3. Items for the agenda must be sent to the Committee Secretary a minimum of seven (7) working days prior to the meeting. Urgent items may be raised under any other business.
- 6.4. A decision is taken in accordance with these Terms of Reference when a quorate majority of the members indicate to each other, by any means, that they share a common view on a matter; with each Member holding one vote.
- 6.5. In the event of equality of votes (however communicated) in relation to a specific matter the Chair may exercise a casting vote.

7. Quorum

- 7.1. The quorum necessary for the transaction of business shall be three (3) members; including the Chair, or their nominated deputy. In order to be quorate at least two (2) non-executive directors and one (1) executive director must be present.
- 7.2. A duly convened meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the committee.
- 7.3. Deputies shall count towards the quorum.

8. Frequency of Meetings and Notice

- 8.1. The Committee shall meet as required, at the discretion of the Chair. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair or any of its members.
- 8.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five (5) working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

9. Conduct of Meetings and Conflicts of Interest

- 9.1. Except as outlined above, meetings shall be conducted in accordance with the provisions of the Trust's Standing Orders.
- 9.2. As per the Trust's Standards of Business Conduct Policy and Conflicts of Interest Policy, any potential, actual or perceived conflict of interest shall be declared and managed through the Trust's declaration procedure; noting the enhanced obligations of Executive Officers in accordance with the Trust's Fit and Proper Persons Regulations SOP.
- 9.3. At the commencement of any meeting, or should any potential, actual or perceived conflict arise during a meeting, the relevant Committee member must declare this and recuse themselves from any relevant decision; this shall be formally noted in the minutes of the meeting.

10. Review and Monitoring Effectiveness

- 10.1. As part of the Trust's committee effectiveness review process, the Committee shall review its collective performance annually. The purpose of this review is to be assured that the Committee is operating at maximum effectiveness in discharging its responsibilities as set out in these terms of reference and, if necessary, to recommend any changes to the Board.
- 10.2. The Committee shall review its Terms of Reference and membership annually.