



## **BUILDING A BRIGHTER FUTURE ('BBF') COMMITTEE**

### **TERMS OF REFERENCE**

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## **TORBAY AND SOUTH DEVON NHS FOUNDATION TRUST**

### **BUILDING A BRIGHTER FUTURE ('BBF') COMMITTEE TERMS OF REFERENCE**

#### **1. Constitution**

- 1.1 The Building a Brighter Future Committee ('the Committee') is formally established as a sub-committee of the Board of Directors of Torbay and South Devon NHS Foundation Trust.
- 1.2 The Committee will adhere to, and be cognisant of the Trust values at all times.
- 1.3 These Terms of Reference, which should be published on the Trust's website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.

#### **2. Authority**

- 2.1 The Committee is constituted as a Standing Committee of the Trust Board ('Board'). Its constitution and terms of reference are subject to amendment by the Board.
- 2.2 The Committee derives its power from the Board and has no executive powers, other than those specifically delegated in these terms of reference.

#### **3. Purpose**

- 3.1 The purpose of the Committee is to provide assurance to the Board regarding the processes, procedures and management of the BBF Programme and to support the successful achievement of the Programme investment objectives and realisation of the stated benefits.
- 3.2 The Committee will assure the Board of the achievement of the objectives set out in the Programme; approved projects are being effectively managed and controlled; and confirm that projects are delivering the stated benefits, are value for money, and are ultimately affordable.
- 3.3 The Committee may set up sub-groups aligned to key areas of its activity as it deems appropriate.
- 3.4 The Committee will promote local level responsibility and accountability.

## 4. Powers

- 4.1 The Committee is authorised by the Board to investigate any activity within its terms of reference.
- 4.2 The Committee is accountable to the Board and any changes to these terms of reference must be approved by the Board of Directors.
- 4.3 The Committee is authorised to seek any information it requires from any member of staff and all members of staff are directed to co-operate with any request made by the Committee.
- 4.4 The Committee is authorised by the Board to request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary.
- 4.5 The Committee is authorised by the Board to obtain outside legal or other specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.
- 4.6 The Committee reserves the right to hold meetings in private ie comprising of Committee members only.

## 5 Duties and Responsibilities

- 5.4 The Committee is required to:-
  - 5.4.1 Establish a Programme of independent assurance to ensure the BBF Programme plan and its projects are managed and delivered in a controlled way.
  - 5.4.2 Receive reports from the BBF Programme Group that address delivery progress, including, costs; key risks; outcome of assurance activities; and, actions to address recommendations including key decisions with reference to the capital development forward plan.
  - 5.4.3 Ensure that prior to formal approval, confirmation of appropriate processes have been implemented and assurance activities completed on key BBF Programme documents, to include:
    - Programme and project delivery plans
    - Strategic Outline Case ('SOC')
    - Outline Business Case ('OBC')
    - Full Business Case ('FBC')
    - Contract and procurement strategies
    - Contract and works procurement documentation
  - 5.4.4 Ensure that appropriate internal and external due diligence has been completed prior to appointment of any preferred bidders/contractors in connection with any contract.
  - 5.4.5 Ensure that robust and effective governance arrangements are implemented to oversee the delivery of the BBF Programme and

- approved projects.
- 5.4.6 Provide advice and support to the identification and effective control of the BBF Programme and any key project risks.
  - 5.4.7 Review identified inter-dependencies across the Programme and its approved projects (and external to the BBF Programme) and ensure that controls are established to manage these effectively.
  - 5.4.8 Ensure that effective control and risk management arrangements are implemented to manage the delivery of the BBF Programme and the approved projects within its control.
  - 5.4.9 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.
  - 5.4.10 Review BBF Programme related risks identified on the Corporate Risk Register and seek assurance in relation to risk mitigation and future activity/plans.
  - 5.4.11 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.
  - 5.4.12 To consider within its agenda, material issues communicated to it by the Audit Committee, arising from the work of Internal Audit function relating to matters which fall within the scope of the Committee. The Committee shall provide feedback as to any shortcomings perceived in the scope or adequacy of the BBF Programme and shall respond to any other matters of an internal audit nature that are referred to it by the Audit Committee.
  - 5.4.13 Review and endorse the content of any description associated with the BBF Programme within the Trust's annual report and account.
  - 5.4.14 Seek assurance on any additional matter referred to the Committee from the Board.
  - 5.4.15 Conduct an annual review of the Committee's Terms of Reference and its own effectiveness and recommend to the Board any changes deemed necessary.
  - 5.4.16 Report to the Board on matters set out in these Terms of Reference and the Committee has discharged its responsibilities.
  - 5.4.17 Where the Committee's monitoring and review activities reveal cause for concern or scope for improvement, it shall make recommendations to the Board on action needed to address the issue or to make improvements.

## **6 Membership**

6.1 The Committee shall consist of the following members:

- Non-Executive Director (Chair)
- Non-Executive Director
- Non-Executive Director
- Senior Responsible Officer, BBF Programme Sponsor
- Medical Director
- Chief Finance Officer

6.2 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.

6.3 The following shall be required to attend all meetings of the Committee:

- BBF Programme Director
- Capital Development Director

6.4 The following shall be invited to attend all meetings of the Committee. Other attendees may be invited for whole or part meetings.

- Governor observer (see 6.5 for appointment process)

6.5 The process for selecting the Governor observer is a matter for the Chair of the Council of Governors and Governors. In the event that the nominated Governor observer is unable to attend a meeting, the Committee Chair will allow a substitute Governor to attend.

6.6 Other members/attendees may be co-opted or requested to attend as considered appropriate.

## **7 Attendance**

7.1 A register of attendance will be maintained and the Chair of the Committee will follow up any issues related to the unexplained non-attendance of members. Should continuing non-attendance of a member jeopardise the functioning of the Committee, the Chair will discuss the matter with the member and, if necessary, select a substitute or replacement.

## **8. Quorum**

8.1 The quorum necessary for the transaction of business shall be 3 members, of which two Non-Executive Directors and one Executive Director must be present.

- 8.2 Any member of the Committee who is able to speak and be heard by each of the other members shall be deemed to be present in person and shall count towards the quorum.
- 8.3 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.
- 8.4 Deputies will not count towards the quorum.
- 8.5 If any member of the Committee has been disqualified from participating on an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.
- 8.6 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

## **9. Decision-Making and Voting**

- 9.1 The Committee will ordinarily reach conclusions by consensus. When this is not possible, the Chair may call a vote.
- 9.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 9.3 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.
- 9.4 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

## **10. Conduct of meetings**

- 10.1 Members will be expected to conduct business in line with the Trust's values and objectives.
- 10.2 Members must demonstrably consider the equality and diversity implications of decisions they make.

## **11. Administration**

- 11.1 The Committee shall be supported by the Director of Corporate Governance, or their nominee, whose duties in this respect will include:
  - In consultation with the Committee Chair and BBF Programme Director develop and maintain the reporting schedule to the Committee.
  - Collation of papers and drafting of the agenda for agreement by the Chair of the Committee.

- Taking the minutes and keeping a record of matters arising and issues to be carried forward.
- Advising the Committee of scheduled agenda items.
- Agreeing the action schedule with the Chair and ensuring circulation.
- Maintaining a record of attendance.

## **12. Meetings**

12.1 Meetings will be held on the following basis:

- Meetings will be held monthly.
- Meeting duration will be no longer than 2.5 hours.
- The Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.
- Items for the agenda should be sent to the BBF Meeting Administrator no later than 5 working days prior to the meeting. Urgent items may be raised in exceptional circumstances under 'any other business'.
- The agenda will be issued by email to the Committee members and attendees, no later than 3 business days prior to the meeting, together with the action schedule and other associated papers.
- An action schedule will be circulated to members following each meeting and must be duly completed and returned to the BBF Meeting Administrator for circulation with the following meeting's agenda and associated papers.

## **13. Reporting**

13.1 The Committee will provide a report from the Committee Chair following each meeting to the next Trust Board of Directors in support of its work on promoting good management and assurance processes. The report shall include matters requiring escalation and key risks (as applicable).

13.2 The Committee will receive reports as per the meeting work plan.

13.3 A briefing from those Groups reporting up to the Committee detailing items for escalation and key risks (as applicable) will be received by the Committee along with exception reports as agreed.

## **14. Review**

14.1 As part of the Trust's annual committee effectiveness review process, the Committee shall review its collective performance on an annual basis.

14.2 The Committee's Terms of Reference shall be reviewed on an annual basis and approved by the Board of Directors.

## **15. Monitoring effectiveness**

15.1 In order that the Committee can be assured that it 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, the Chair will ensure that once a year a review of the following is undertaken and reported to the next meeting of the Committee:

- The objectives set out in section 5 were fulfilled; and
- An annual self-assessment on the effectiveness of the Committee is undertaken.

15.2 An annual report on the work and effectiveness of the Committee will be submitted to the Trust Board.