

OPERATIONAL PERFORMANCE ASSURANCE COMMITTEE - GROUP

TERMS OF REFERENCE

1. Constitution

1.1. The County Durham and Darlington NHS Foundation Trust Board of Directors' Operational Performance Assurance Committee (the "Committee") is formally constituted under paragraph 5.9 of Standing Orders for the Practice and Procedure of the Board of Directors ("Trust Board").

2. Delegated Powers

2.1. Under Standing Orders paragraph 4.3, the Trust Board has delegated powers to be exercised by the Committee.

2.2. Board committees exist to support the Trust Board in fulfilling its responsibilities for corporate and clinical governance.

2.3. The primary role of each committee is to give assurance to the Trust Board for its individual remit. The remit of the Operational Performance Assurance Committee is to seek assurance on behalf of the Board with respect to the development and delivery of the CDDFT Group's annual and medium-term plans, to support the Non-Executive Directors in holding Executives to account for the implementation of plans and achievement of performance targets.

2.4. The Committee must satisfy itself that:

2.4.1. Risks to the achievement of core objectives within the above remit are being identified and appropriately assessed;

2.4.2. Controls are either in place or being put in place;

2.4.3. Significant residual risks within its remit are regularly reviewed by the Committee and actions plans are in place and being implemented; and

2.4.4. An appropriate level of assurance is being sought on controls for its significant risks, to support the requirements for the Annual Governance Statement.

2.5. All Board committees and their respective subcommittees will:

2.5.1. Be responsible for a work programme determined by the Board on an annual basis in accordance with strategic objectives and the annual plan.

2.5.2. Have delegated authority to review progress and take decisions within a framework approved by the Board and linked firmly to the annual business cycle;

2.5.3. Ensure that Terms of Reference recognise key inter-relationships to ensure focus and minimise duplication; and

2.5.4. Have delegated authority to approve policies and procedures within their remit for use throughout the Trust.

3. The Committee's Duties and Objectives are outlined as:

3.1. Seek assurance on behalf of the Board with respect to:

- The development of annual plans and any more medium-term plans required by regulators
- Delivery of objectives within annual plans
- Delivery of objectives within the Information Systems Strategy
- Development of, and delivery of objectives within the Medium Term Financial Strategy
- Achievement of core performance measures including:
 - NHS Constitutional Standards
 - Financial targets, including any agreed control total, use of resources rating, savings from improving quality and eliminating waste and capital constraints
 - Workforce performance measures set out in the annual plan and People Matter strategy
- The delivery of the annual capital plan
- The quality of business cases for significant investments
- Implementation of, and benefits realisation, with respect to major programmes including the EPR implementation
- Operational efficiency, with reference to cost improvement schemes and relative benchmarks where reliable
- Data Security and Protection including Cybersecurity
- Information Systems Security
- Achievement of objectives in the Procurement Strategy and annual plans
- Health and Safety
- Violence and Aggression, under the Violence and Aggression Reduction Standard
- Delivery of objectives within the Trust's Green Plan
- Emergency Preparedness and Business Continuity
- Processes to ensure data quality, particularly for external submissions or external reporting
- Achievement of key performance indicators and longer-term objectives for estates and facilities
- Any other performance measures set by, or agreed with NHS England and Improvement and / or within the Trust's Provider Licence

3.2. Review and seek assurance on annual and longer-term planning processes, including the development of specific plans such as:

- The financial plan, capital plan and medium-term financial strategy.
- The Information Systems Strategy
- The People Matter Strategy, and any underpinning components

3.3. Review and seek assurance with respect to the quality of the performance management framework, in overseeing the achievement of key performance measures, including its operation in practice.

3.4. Review and seek assurance on specific aspects financial operations, management of patient access (including waiting times), workforce, estates and facilities and IT operations, allowing the Committee to seek assurance from Executive Directors on more detailed areas as considered necessary. This may include, for example, theatre efficiency, staff recruitment, or cash management.

3.5. Review of SFI breaches and waivers.

3.6. Review of debtors and creditors as part of seeking assurance on financial operations.

3.7. The Committee will develop an annual work plan, demonstrating how it will deliver on its role and responsibilities, to be agreed by the Board as part of overall Board Assurance arrangements.

4. Committee Chair and Membership

4.1. In accordance with Schedule 7 of the National Health Service Act 2006, only members of the Trust Board may be noted as members of a Board subcommittee and be permitted to cast votes in relation to the business of such a subcommittee.

4.2. The Committee Chair will be one of two Non-Executive Directors, as nominated by the Trust Board.

4.3. In addition to the Committee Chair, the Committee members will consist of:

- One of two Non-Executive Directors, as nominated by the Trust Board;
- Chief Executive;
- Executive Director of Finance;
- Executive Director of Nursing;
- Executive Medical Director; and
- Executive Director of Operations

4.3.1. The Senior Associate Director of Assurance and Compliance will provide support to the Chair in agreeing the agenda for the meetings, securing papers and attendance and briefing the Chair. A pre-meeting discussion between the Chair and a member of the Executive Team will take place if required.

4.4. The following officers may be asked to attend the meeting:

- Director of Workforce and OD
- Director of Performance
- Associate Director of Operations for each Clinical Care Group
- Associate Director of Operations (Productivity and Efficiency)
- Associate Directors (Corporate Directorates)
- Senior Associate Director of Assurance and Compliance
- Senior Associate Director of Finance
- Directors and Associate Directors of Synchronicity Care Limited
- Minute-taker.

4.5. The Committee may invite other officers to attend for specific items of business.

5. Attendance and Non Attendance at meetings by Committee members

5.1. In the event that the Committee Chair is absent from a meeting, or any part of a meeting, the Committee will be chaired by the second Non-Executive Director.

5.2. In the event that a Committee member is unable to attend a meeting, or any part of a meeting, the member may send a deputy to represent them. However, under Schedule 7 of the National Health Service Act 2006, any such deputy can only be counted as “in attendance” and may not vote on the members behalf unless the deputy themselves is also a member of the Trust Board.

5.3. The members of the Committee must attend a minimum of three quarters of the meetings scheduled throughout the financial year, unless the Trust Board is satisfied that:

5.4. Such absence was due to a reasonable cause; and

5.5. The member will be able to attend meetings within such time as the Trust Board considers reasonable.

5.6. The attendance of the Committee is to be reported to the Trust Board on a minimum of an annual basis.

6. Attendance at meetings by non-Committee members and links to other Committees

6.1. Committee members may invite other non-Committee members to attend as required.

6.2. Support will be provided to the Committee by the Trust Secretariat office and/or the Trust Secretary's delegated officers.

6.3. The Committee shall receive a copy of the Integrated Quality and Assurance Committee's preface report to the Board enable it to co-ordinate work with IQAC and avoid duplication.

7. Committee Quorum

7.1. The quorum is **three** Committee members one of whom must be a Non-Executive Director (see Section 4). The Committee Chair will count towards the quorum.

8. Voting

8.1. Decisions of the meeting will require to be approved by a majority of members (see Section 4). The Chair, or the member who is chairing the meeting in the Chair's absence, will have a second or casting vote in the event of a tied vote.

9. Frequency of Committee Meetings

9.1. The Committee will meet monthly, except where agreed in advance or stood down on the authority of the Chair.

10. Accountability and Reporting Arrangements

10.1. The Committee Chair will be accountable for reporting to the Trust Board and ensuring that the Committee delivers its objectives and its responsibilities for assurance.

10.2. The Committee Chair will submit a report on an annual basis on behalf of the Committee to the Trust Board which demonstrates the Committee's compliance for the year with the objectives set out within its terms of reference and any subsequent objections.

10.3. The Committee Chair will ensure their Committee meetings are minuted in accordance with Trust protocols. The Trust Board shall be provided with agreed minutes at the next Board meeting following agreement of the minutes by the Committee members. Any such minutes should be clearly noted as "agreed" by the Committee as a full and final record of their meeting.

10.4. The Committee Chair / Executive Sponsor shall ensure that significant matters discussed by the Committee are escalated to the Trust Board, either through provision of a formal Preface Report for review by the Trust Board outlining any activities, findings, risks or other such issues of note which require disclosure, executive or Trust Board review and/or action by the Trust executive(s) and/or Trust Board, or through a verbal update or within the reports to the Board by the relevant Executive Directors.

10.5. The Committee will report to the Board at least annually on the fulfilment of its remit. The Committee Chair shall prepare this report with the support of the Trust Secretary.

10.6. The Committee will conduct an annual self-assessment of its effectiveness.

11. Conflicts of Interest

- 11.1. Any potential conflict of interest arising in the course of conducting Committee business shall be handled in accordance with the Protocol set out in Appendix 1.

12. Review of Terms of Reference

- 12.1. The Committee's Terms of Reference will be reviewed annually by the Committee and thereafter presented to the Trust Board for final approval.
- 12.2. To ensure appropriate compliance, the Committee is to seek advice from the Trust Secretary in relation to any review and/or any proposed changes of its Terms of Reference.

13. Monitoring Compliance

- 13.1. In accordance with Section 9, through receipt of the Committee minutes, Preface Reports and the Committee Annual Report to the Board, the Trust Board will monitor the Committee's compliance against its objectives.
- 13.2. In accordance with Section 11, the Trust Secretary will monitor compliance of the Committee's terms of reference against any statutory or other such regulatory requirements and will report any non-compliance issues to the Trust Board and/or the Committee as appropriate.

Date ToR Implemented:	June 2021
Date ToR approved by Board:	June 2021
Date ToR revised:	March 2023
Date for review	March 2024

APPENDIX 1 – PROTOCOL FOR THE MANAGEMENT OF CONFLICTS OF INTEREST

Conflicts of Interest relating to Associate Directors or Directors of Subsidiary Companies

1. Any Director of the Trust who is also a Director of a subsidiary company will be required to declare the latter directorship for inclusion in the Trust's register of interests and at the outset of any meeting where business of relevance to the subsidiary may be discussed by the Board or a Board Committee.
2. Any Associate Director or Director of a subsidiary company (being an "**Authorised Representative**") attending a Board or Board Committee meeting, for purposes associated with the delivery of services due to the Trust, should declare their interest in the subsidiary at the outset of the meeting or when any relevant business arises for discussion.
3. Where Authorised Representatives attend a Board or Board Committee it is acknowledged and accepted that they are attending such Board or Board Committee in their capacity as an authorised representative of the relevant subsidiary.
4. If during the course of the Board or Board Committee the Authorised Representative identifies a conflict of interest between the interests of the subsidiary and those of the Trust, the Authorised Representative shall declare such an interest to the meeting.
5. If the conflict identified requires approval of the subsidiary board of directors the Board or Board Committee shall confirm that no decision will be made on the relevant matter until confirmation of approval is received from that subsidiary board of directors. Where the subsidiary board of directors do not approve the conflict of interest the matter shall be escalated for resolution between the subsidiary board of directors and the Trust Board.
6. The Board or Board Committee should determine the action required in response to any other declaration of interest, which may include exclusion of the relevant individual from the meeting, whilst the matter is under discussion and / or exclusion from voting. No Trust Board Director who is a Chair of a Board Committee, and also a Director of a subsidiary company, should chair that part of the Committee meeting when the performance of that subsidiary is under discussion.
7. The terms of reference of Board Committees shall include requirements for the formal declarations and actions set out above.
8. The Trust Secretary shall agree the work plans and agendas for meetings of the Trust Board, and any Board Committee in which one of the Committee members is also a subsidiary company director. The Trust Secretary shall agree with the Committee Chair (or should the subsidiary company director in question occupy that position, the Trust Chairman), in advance of the papers being issued, any safeguards required with respect to that individual's access to the relevant papers and participation in discussions within the meeting.
9. All actions taken to manage a conflict of interest arising in a meeting shall be recorded in the minutes of that meeting.

Protocol for the management of personal conflicts of interest

10. Any Committee Member, or attendee, with a personal conflict of interest will be required to declare that interest at the outset of any meeting where business of relevance to the subsidiary may be discussed by the Board or a Board Committee.
11. The Board or Board Committee should determine the action required in response to any declaration of interest, which may include exclusion of the relevant individual from the meeting, whilst the matter is under discussion and / or exclusion from voting. No Committee Member who

is a Chair of a Board Committee, should chair that part of the Committee meeting when the matter to which their declared interest is relevant is under discussion.

12. All actions taken to manage a conflict of interest arising in a meeting shall be recorded in the minutes of that meeting.