

Strategy & Planning Committee

TERMS OF REFERENCE AND BUSINESS PLAN

1. Constitution

- 1.1. The County Durham and Darlington NHS Foundation Trust Council of Governors' Strategy & Planning Committee (the "Committee") is formally constituted under paragraph 5.9 of Standing Orders for the Practice and Procedure of the Council of Governors ("CoG").

2. Delegated Powers

- 2.1. Under Standing Orders paragraph 4.1, the CoG has delegated powers to be exercised by the Committee.
- 2.2. CoG subcommittees exist to support the CoG in fulfilling its responsibilities.
- 2.3. The primary role of each committee is to obtain assurance on those areas within its individual remit, to support the CoG in fulfilling its duty to hold the Board, through the Non-Executive Directors, to account
- 2.4. The main purpose of the Committee is to exercise on behalf of the CoG the functions delegated to it in relation to strategy and planning within the Trust.
- 2.5. All CoG subcommittees and their respective subcommittees will:
 - 2.5.1. Be responsible for a work programme approved by the CoG on an annual basis as reviewed by the Committee Chair;
 - 2.5.2. Have delegated authority to review progress and make recommendations within a framework approved by the CoG 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.

3. Duties and Objectives:

- 3.1. Develop an understanding of key strategic processes and enabling strategies in the Trust, in order to ensure that the wider Council of Governors has an informed perspective of these issues, including but not limited to:
 - 3.1.1. The Trust's medium to long-term strategies
 - 3.1.2. Annual and long-term plans
 - 3.1.3. Financial strategy and budget-setting
 - 3.1.4. Strategic risks
 - 3.1.5. The Workforce & OD Strategy
 - 3.1.6. The Health Informatics Strategy
 - 3.1.7. The Estates Strategy/Plan
 - 3.1.8. The Engagement/Communication Strategy

- 3.2. Act as the main forum for discussion of strategic and planning issues between Governors and Directors, outside of Council of Governors meetings, and advise when the Council of Governors and wider Trust Membership should be involved or notified of such issues;
- 3.3. Seek assurance that the Directors take account of the views of the Council of Governors in developing plans and enabling strategies, including representing the views of the Trust's membership.
- 3.4. Seek assurance, on behalf of the Council of Governors, with respect to performance against the key objectives in the annual plan and the implementation of strategic projects.

4. Committee Chair and Membership

- 4.1. The Committee Chair will be elected by the committee members on a routine basis following the CoG subcommittee allocation process, or sooner should a vacancy arise.
- 4.2. Including the Committee Chair, the Committee will have **12 members** consisting of:
 - 8 x Public Governors;
 - 2 x Staff Governors;
 - 1 x Appointed Governor; and
 - 1 x Additional Staff or Appointed Governor
- 4.3. The following officers to be **in attendance** as required:
 - Non-Executive Directors whose work is aligned to the **Committee (Chair and members of the Operational Performance and Assurance Committee)** – the aim being to secure attendance for a minimum of three meetings per annum.
 - Chief Executive or their Deputy
 - Executive Director of Operations;
 - Executive Director of Finance;
 - Director of Workforce & OD;
 - Senior Associate Director of Assurance and Compliance (Trust Secretary);
 - Head of Communications.

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 another CoG member of the Committee, as agreed at the meeting.
- 5.2. The members of the Committee must attend a minimum of 50% of meetings throughout the financial year, unless the CoG are satisfied that:
 - 5.2.1. such absence was due to a reasonable cause; and
 - 5.2.2. the member will be able to attend meetings within such time as the CoG considers reasonable.
- 5.3. The attendance of the Committee is to be reported to the CoG on a minimum of an annual basis.

6. Attendance at meetings by non-Committee members

- 6.1. The Committee Chair may invite non-Committee members to attend as required.
- 6.2. Non-Executives leading on related areas on behalf of the Board shall be invited to, and expected to attend, at least two meetings of the Committee per annum.
- 6.3. Support will be provided to the Committee by the Trust Secretariat office and/or the Trust Secretary's delegated officers.

7. Committee Quorum

- 7.1. The quorum is **three** Committee members (see Section 4). The Committee Chair will **not** count towards the quorum **and one member in attendance must be a public governor.**

8. Voting

- 8.1. Decisions of the meeting, on recommendations to be made to the Council of Governors, 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 a minimum of four times a year

10. Subgroups

- 10.1. The Committee has discretion to form working subgroups and determine reporting arrangements for those subgroups.

11. Accountability and Reporting Arrangements

- 11.1. The Committee Chair will be accountable for reporting to the CoG and ensuring that the Committee delivers its objectives and its responsibilities.
- 11.2. The Committee Chair will submit a report on an annual basis on behalf of the Committee to the CoG which demonstrates the Committee's compliance for the year with the objectives set out within its terms of reference and any subsequent objectives.
- 11.3. The Committee Chair will ensure their Committee meetings are minuted in accordance with Trust protocols and provide the CoG with their agreed minutes upon request 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. Committee meetings are private and confidential and minutes should be marked and treated as such.
- 11.4. Following each and every meeting of the Committee, the Committee Chair will provide an update for review by the CoG outlining any activities, findings, risks or other such issues of note which require disclosure, executive or CoG review and/or action by the Trust executive(s) and/or CoG.
- 11.5. The Committee Chair shall ensure that any questions to be asked of the Trust's Non-Executive Directors at full CoG meetings, arising from the Committee's business, are noted in the meeting where they arise and shall raise such questions with support from other Committee members.
- 11.6. Where the minutes of the Committee's subcommittees (as outlined in section 10) have been received by the Committee and activities, findings, risks or other such issues have been noted as requiring disclosure, executive or CoG review and/or action by the Trust executive(s) and/or CoG, then these should also be referred to in the Committee's Report to the CoG (as outlined in paragraph 11.6).

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 CoG 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 11, through receipt of the Committee minutes, Committee Reports and the Committee Annual Report to the CoG, the CoG will monitor the Committee's compliance against its objectives.
- 13.2. In accordance with Section 12, 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 Governors' Audit and Governance Committee and/or the CoG and/or the Committee as appropriate.

Date ToR Revised: Implemented – 23 September 2016
 Reviewed by the Committee – March 2023
 Agreed by CoG –
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