

GROUP STRATEGIC CHANGE AND INVESTMENT BOARD

DRAFT TERMS OF REFERENCE

1. Background and Constitution

- 1.1. The County Durham and Darlington NHS Foundation Trust Board of Directors' Strategic Change and Investment Board (SCIB) is formally constituted under paragraph 5.9 of Standing Orders for the Practice and Procedure of the Board of Directors ("Trust Board").
- 1.2. The Committee brings together the senior leadership of the Trust to reach consensus on the development of strategy, including sub-strategies such as Quality Matters and People Matter, and to oversee the implementation of those strategies, including monitoring of delivery, evaluation of investment proposals and oversight of major projects.
- 1.3. The Board approves the Trust's capital programmes and related capital spending profiles as part of the annual budget-setting round. The programme is collated, taking account of recommendations from three sub-groups, covering Estates works, Health Informatics and Medical and Surgical Equipment, and is supplemented by allocations for specific major projects.
- 1.4. Business cases (whether capital revenue or combined) involving net spend in excess of the limit delegated by the Board (currently £100,000) require full Board approval. Below that level business cases are approved in line with the powers delegated to the Executive Directors.
- 1.5. To facilitate approval of both the capital programme and business cases, SCIB is charged with providing a level of detailed scrutiny, to ensure that cross-Trust implications from investment proposals are fully captured and that business cases meet the Business Case Criteria.

2. Delegated Powers and core responsibilities

- 2.1. The SCIB has no delegated powers of decision-making within the Scheme of Decisions Reserved to the Board and Scheme of Delegation. Decisions and actions resulting from meetings of the SCIB will be enacted under the powers delegated to the Chief Executive Officer / other Executive Directors within those documents.
- 2.2. The primary purpose of the SCIB is to reach consensus on the development of strategy, including sub-strategies such as Quality Matters and People Matter, and to oversee the implementation of those strategies, including monitoring of delivery, evaluation of investment proposals and oversight of major projects.
- 2.3. SCIB will not replace the programme and project boards responsible for individual projects, nor the groups or committees in place to co-ordinate delivery of agreed projects of specific types (for example, the Information Strategy Steering Group for Health Informatics Projects); its primary role with respect to implementation is to ensure that dependencies and significant risks between different programmes and major projects are managed effectively.
- 2.4. Legally, only formal Board members (Executive Directors) can be members of the SCIB. However, the SCIB will seek to operate as a single management group, enabling views to be shared freely by all members and attendees. Decisions reached on the basis of a consensus, and ratified within the meeting by SCIB members, will be implemented under the powers delegated to the Chief Executive or the relevant Director.
- 2.5. Inability to reach a position which can be ratified by the SCIB members is expected to be a rare event. In such cases, the SCIB members may make a decision in the meeting or may consider the

matter further within Executive Directors meetings. Any decisions made in that forum pertaining to business discussed at SCIB should, however, be reported back to SCIB.

- 2.6. Some decisions, for example, decisions involving expenditure exceeding limits set out in Standing Financial Instructions, will require final approval from the Trust Board in line with the Scheme of Decisions Reserved for the Board.

3. Specific duties:

- 3.1. SCIB shall be responsible for:

3.2 Strategy development and implementation

- Developing the Trust's overall strategic objectives for Executive Directors' agreement and proposal to the Trust Board;
- Overseeing and supporting the development of an overall, integrated strategy for the Trust that that supports the delivery of the overall strategic objectives / direction;
- Briefing senior management on developments in local health economy-wide strategies (in particular, Integrated Care Systems and Integrated Care Partnerships), agreeing the Trust's response and co-ordinating any work required.
- Overseeing and supporting the development of component and enabling strategies including:
 - Clinical Services Strategy;
 - Quality Strategy;
 - People Strategy;
 - Estates strategy;
 - Information Systems Strategy;
 - Financial Strategy;
 - Improvement Strategy; and
 - Stakeholder Engagement Strategy.
- Reviewing the progress of work to develop the strategies in 2 and 3 above;
- Periodically reviewing the progress in implementing the over-arching, component and enabling strategies, focusing on the extent to which outcomes from the implementation process are as expected and managing emerging risks and dependencies;
- Reviewing the strategy in the light of outcomes from implementation and changes in the external environment and suggesting amendments to the strategy, for Trust Board consideration, as necessary
- Where there are delays or risks to expected outcomes, unblocking barriers to implementation and ensuring that the appropriate mechanism is charged to take action in favour of implementation.
- Reviewing the external environment at least twice per annum, and in response to significant changes, to ensure that the strategy, and component and enabling strategies remain appropriate and recommending changes to the overall or component / enabling strategies as considered necessary.
- Acting as a strategic change control function, evaluating requests and imperatives for major change with regard to their impact on the implementation of the agreed strategy, recommending changes to the Trust Board where agreed and approving changes within any tolerance(s) delegated by the Trust Board.
- Similarly acting as a gateway for the Trust's participation in significant initiatives requested by external stakeholders in the local, regional and national landscape, to ensure that work is aligned with the strategy, synergies are maximised and duplication of effort within the Trust is minimised.
- Overseeing the Trust's response to any major tendering exercise.

3.3 Capital planning and management

- Recommending a capital strategy to the Trust and reviewing this strategy on an annual basis.
- Recommending the annual capital plan to the Trust Board, as part of the annual budget setting process, including any in-year changes to the plan.
- Monitoring and reviewing performance against the annual capital plan to ensure that spending is contained within approved allocations.
- Receiving monthly reports including updates from the Estates, Health Informatics and Medical and Surgical Equipment sub groups on the progress of capital schemes delegated to it.
- Agreeing and periodically reviewing the procedures associated with allocation of capital and control of capital expenditure.
- Reviewing and prioritising all requests for capital funding with the support of three sub-groups who will consider and rank business cases that fall into the broad categories of Estates, Health Informatics and Medical Equipment.

3.4 Business cases

- Executive-level review of all business cases which are:
 - a. Revenue only
 - b. Capital and revenue combined
 - c. Capital only and which either exceed the sub-group approval limit of £99,999, or involve utilisation of the funding allocation differently to the agreed plan for that sub-group.
- Approval of business cases under £100,000 and recommendation of approval to the Trust Board for any cases over that limit. The Committee may reject business cases or may require further work.
- As part of the above, the Committee will sign off the benefits realisation plans for each approved / recommended investment

4. SCIB Chairman and Membership

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

4.2. All meetings of the SCIB will be chaired by one of:

- The Chief Executive; or
- The Deputy Chief Executive

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

- The Chief Executive or Deputy Chief Executive, when not chairing the meeting
- Executive Director of Operations;
- Executive Director of Nursing; and
- Executive Director of Finance.

4.4. The following officers are to be **in attendance**:

- Director of Workforce & OD
- Deputy Director of Workforce and OD
- Director of Quality and Deputy Director of Nursing
- Deputy Director of Operations and Performance

- Senior Associate Director of Assurance and Compliance
- Senior Associate Director of Finance
- Care Group Clinical Director for each Clinical Care Group
- Care Group Directors for Pathology and Radiology
- Associate Director of Operations for each Clinical Care Group
- Associate Director of Operations (Improvement and Efficiency)
- Associate Director of Nursing for each Clinical Care Group
- Chief Information Officer
- Associate Director of Nursing – Patient Safety and Chief Nursing Information Officer
- Associate Director of Nursing – Patient Experience, Legal Services and Safeguarding
- General Manager / Governance Lead for CSS
- Head of Communications
- Managing Director of SCL, or their deputy
- Representatives from SCL with responsibility for the estates and M&SE elements of the capital programme

4.5. The SCIB will invite other officers to attend for specific items of business.

5. Attendance and Non Attendance at meetings by SCIB members

- 5.1. In the event that the SCIB Chair is absent from a meeting, or any part of a meeting, the SCIB will be chaired by any other SCIB member nominated by the Chair or agreed by the members.
- 5.2. In the event that a SCIB 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 SCIB, and those required to be in attendance, must attend a minimum **two thirds** of the meetings scheduled throughout the financial year, unless the SCIB is satisfied that:
- 5.3.1. Such absence was due to a reasonable cause; and
- 5.3.2. The member will be able to attend meetings within such time as the SCIB considers reasonable.

6. Administrative support to the SCIB

- 6.1. SCIB members may invite non- members to attend as required.
- 6.2. Support will be provided to the SCIB by the Trust Secretariat office and/or the Trust Secretary’s delegated officers.

7. Quorum

- 7.1. The quorum is **two** SCIB members (see Section 4). The SCIB Chair will count towards the quorum.

8. Voting

- 8.1. As outlined in Section 2, the SCIB will operate in practice as a single management group, with decisions reached by consensus ratified by the SCIB members in the meeting. Should a vote of SCIB members be required, decisions can be determined by a majority of the SCIB members taking part in the vote.

9. Frequency of SCIB Meetings

- 9.1. The SCIB will a minimum of six times per annum and aims to meet at least once per month.

10. Subcommittees

- 10.1. SCIB can require existing groups and committees responsible for co-ordinating the development of implementation of strategies, capital programmes and major projects to report to it in respect of progress, and significant risks and issues. Examples might include the Digital Systems Strategy Committee.

11. Accountability and Reporting Arrangements

- 11.1. The SCIB Chair will be accountable for reporting to the Trust Board and ensuring that the SCIB delivers its objectives and its responsibilities.
- 11.2. The SCIB Chair will ensure that SCIB meetings are minuted in accordance with Trust protocols. Copies of minutes, once agreed, will be made available to Trust Board members, for information, once approved.
- 11.3. The SCIB Chair shall ensure that significant matters discussed by the SCIB are escalated to the Trust Board. This may be through the Chief Executive's report to the Board, reports to the Board by the relevant Executive Directors or, should the Chair require it, in a formal escalation report.
- 11.4. The Director of Finance will submit the original, and any revised, capital programmes to the Board (and or its sub-committees) for approval and will update the Trust Board on progress through the monthly finance report.
- 11.5. The Director of Finance will include requests for the approval of proposed investments over £100,000, with supporting business cases, in his monthly Finance Report.
- 11.6. Business cases for investments over £100,000, will be provided in full to the Board to support any request for their approval.

12. Conflicts of Interest

- 12.1 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.

13. Review of Terms of Reference

- 13.1. The SCIB's Terms of Reference will be reviewed annually by the SCIB and thereafter presented to the Trust Board for final approval.
- 13.2. To ensure appropriate compliance, the SCIB is to seek advice from the Senior Associate Director of Assurance and Compliance (Trust Secretary) in relation to any review and/or any proposed changes of its Terms of Reference.

14. Monitoring Compliance

- 14.1. In accordance with Section 11, through receipt of the SCIB minutes and any upward reporting, the Trust Board will monitor the SCIB's compliance against its objectives.
- 14.2. In accordance with Section 13, the Senior Associate Director of Assurance and Compliance (Trust Secretary) will monitor the compliance of the SCIB'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 SCIB as appropriate.

Date ToR Implemented: November 2023
Date ToR Revised:
Date ToR to be reviewed:

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.