

Cover Sheet

Council of Governors Meeting: Wednesday 17 January 2024

CoG2024.05

Title: Performance, Workforce and Finance Committee Report

Status: For Information

History: Report from PWF to Council

Lead: Committee Chair

Author: Joan Adegoke, Corporate Governance Officer

Confidential: No

Key Purpose: Strategy

Performance, Workforce and Finance Committee Report

1. Purpose

- 1.1. This paper forms part of the Performance, Workforce and Finance Committee's regular reporting to Council of Governors, providing Council with a summarised report highlighting key Committee business and issues arising from its meetings.

2. Background

- 2.1. The remit of the Committee is to consider, for the Council of Governors, matters concerning the performance of the Trust against key standards and how the Trust's Board of Directors obtains assurance about this; matters concerning the planning and development of the Trust's workforce and how the Trust's Board of Directors obtains assurance about this; and matters concerning the Trust's financial position and planning and how its Board of Directors obtains assurance about this.
- 2.2. Since the last meeting of the Council of Governors the Committee held a meeting on 6 December 2023. Ms Flint and Ms Kapernaros, Non-Executive Directors (NEDs), attended the meeting, answered questions from Governors, and provided comments. The main issues considered and discussed at this meeting are set out below.

3. Trust Financial Position

- 3.1. At the December meeting Katie Kapernaros introduced an update to governors on the Trust's financial position and highlighted the Non-Executive Directors' involvement in discussion about finances. Doyin Ogunbiyi (Director of Finance) presented the item and updated the Committee on the Trust's participation in a national exercise to update the financial forecast to year end.
- 3.2. The Committee reviewed the financial position at month 6 and noted that the deficit had generally been reducing month-on-month. It was also briefed on how the Trust's position benchmarked with other trusts in the ICB.
- 3.3. The Committee heard that the Trust had received some additional government funding to cushion the impact of industrial action and that OUH continued to progress other actions to improve its financial position.
- 3.4. The Committee was also briefed on the Trust's approach to improving efficiency and productivity through its Productivity Committee and in particular its work on theatre productivity. It was noted that industrial action had, in the current year, diverted some focus from this activity.

- 3.5. The Committee discussed the Trust's cash position which was recognised to present a challenge and was the subject of close monitoring by the Board, as evidenced by answers provided by the NEDs present.
- 3.6. It was noted that the Trust was currently behind plan with its capital programme. To manage the cash position, it had been deemed important not to spend too much capital too early in the year.
- 3.7. The Committee discussed support for the Trust from the ICB and noted the work of patient safety groups across the ICS and their desire to innovate.

4. Review of Committee Effectiveness

- 4.1. The Committee reviewed a report on its effectiveness over the year and confirmed that it believed that it had complied with requirements of its Terms of Reference (ToR), which have been recently revised. A version of this report, amended based on feedback from the Committee is attached as Appendix A.
- 4.2. The Committee discussed the metrics that were regularly reviewed through the Board and Integrated Assurance Committee and noted its desire not to duplicate the scrutiny that was already being undertaken through these routes.
- 4.3. The Committee noted the proposals that had emerged from the joint Board and Council seminar and supported further developing and progressing these.

5. People Plan Update

- 5.1. The Chief People Officer, Terry Roberts, presented the People Plan 2022-2025 Year Two priorities providing an overview of key achievements and progress against the four priorities and the proposed areas of focus for Year Three.
- 5.2. The Committee noted the significant amount that had been achieved in the provision of resources, education, and opportunities and commended the level of transparency regarding the areas where progress was required.
- 5.3. An update was also provided regarding the approach that was being taken to strengthen the appraisal process and to ensure that these were meaningful and developmental.
- 5.4. The Committee discussed the approaches that were in place to address organisational bullying and grievances including through Freedom to Speak Up and the need to encourage staff to report these.

6. Recommendations

6.1. The Council is asked to note this report.

Appendix A

Governors Performance, Workforce and Finance Committee:

Wednesday 6 December 2023

PWF2023.08 (updated)

Title: Performance, Workforce and Finance Committee Review of Effectiveness

Status: For Discussion

History: Annual Report

Lead: Committee Chair

Author: Neil Scotchmer, Head of Corporate Governance

Confidential: No

Key Purpose: Assurance and Strategy

1. Purpose

- 1.1. This paper aims to support an annual review by the Performance, Workforce and Finance Committee of the effectiveness with which it undertakes its role under its terms of reference and to enable it to make recommendations to the Council of Governors regarding ways in which its contribution to the Council's business could be further enhanced.

2. Background

- 2.1. The remit of the Committee is to consider, for the Council of Governors, matters concerning the performance of the Trust against key standards and how the Trust's Board of Directors obtains assurance about this; matters concerning the planning and development of the Trust's workforce and how the Trust's Board of Directors obtains assurance about this; and matters concerning the Trust's financial position and planning and how its Board of Directors obtains assurance about this.

3. Membership and Attendance

- 3.1. The Committee's current membership, including its non-executive attendees is shown at Appendix 1 which also shows the attendance for the four meetings in the last twelve months.
- 3.2. It is noted that three Committee members have terms of office ending in March 2024 though all three are eligible to stand for a further term of office should they choose to do so.
- 3.3. There has been strong attendance from the Committee's membership including from non-executive attendees at its meetings with only small numbers of apologies at each meeting.

4. Terms of Reference

- 4.1. The Committee recommended minor amendments to its Terms of Reference to the Council at its September meeting. The Council approved these changes. The Committees current terms of reference are presented at Appendix 2.

5. Overview of Committee Business

- 5.1. Overall, the Committee is regarded as having delivered on its duties under its terms of reference and its agendas have focussed on matters across the performance, workforce and finance domains. In this year the

Committee had focussed in particular on issues of staff wellbeing and assurance that these were being appropriately addressed by the Trust.

5.2. An overview of the main items of business undertaken by the Committee over the last twelve months is provided below.

5.3. December 2022

- The Committee received an update on the Trust's financial position and planning and how the Board of Directors obtains assurance about this.
- An overview of the Digital Strategy was provided to the Committee.

5.4. February 2023

- The Committee focused on Annual Planning for 2023-24, one of the core duties of this committee. The discussion provided a key opportunity to consult with governors on the content of the Annual Plan and to consider how the Trust Board receives assurance on its development.

5.5. April 2023

- The Committee considered a presentation on integrated systems which provided it with an overview of the discharge model and delayed discharges.
- In addition the Committee received an update on the Year 1 People Plan Priorities and had a broad ranging discussion about the priority areas, actions and updates outlined.

5.6. September 2023

- The Committee received an update on the Trust's approach to assessing, monitoring and managing issues related to sexual misconduct in the NHS.
- A presentation to the Committee outlined how integrated performance reporting was used by the Board to identify trends and specific areas for additional analysis and improvement.
- Work done by the Trust on an annual basis to provide assurance that other income-generating activities (eg education and training, research and development) did not significantly interfere with the Trust's principal purpose of delivering NHS-funded healthcare was summarised to the Committee.

5.7. The Committee will wish to consider the extent to which its activities over the last twelve months have been successful in achieving its terms of reference.

6. Next Steps from Joint Board and Council Seminar Discussion

- 6.1. At the joint seminar of the Board and the Council of Governors on Wednesday 29 November consideration was given to the respective roles of executive directors, non-executive directors and governors with consideration given to how these could be undertaken to maximise effectiveness and minimise duplication so as to deliver effective management, assurance and accountability. A number of the topics raised are pertinent to the functioning of governor committees and some of the key points are summarised below.
- 6.2. Consideration was given to how governor feedback could be used to test assurance on key questions without a distracting focus on specific examples rather than underlying issues.
- 6.3. The issue of how to ensure that governor committees are performing a different function from Board committees was discussed. The merits of free-standing governor committees versus governor involvement in Board committees were considered. It was suggested that opportunities to streamline committees be considered.
- 6.4. The role of non-executives in these meetings was reflected upon. It was noted that some questions were too specific to be addressed by non-executives and that the focus should be on more general issues regarding the effectiveness of the Board's systems and its level of assurance. This could form part of the mechanism for holding non-executives to account, along with the observation of Board meetings.
- 6.5. It was suggested that governor committees could make effective use of Board reports and papers and documents such as the Quality Account. The availability of Board minutes or a paper outlining shared information might also assist in providing structure for discussions.
- 6.6. It was observed that there were many processes and systems of assurance which governors were reassured to hear about but had not been aware of prior to the seminar discussion.

7. Recommendations

- 7.1. The Committee is asked to consider this report and any recommendations that it might wish to make to the Council to allow it to further improve its effectiveness.

Governors Performance, Workforce and Finance Committee				
			Term	Term End
Jeremy Hodge	Public Governor	Chair	First	31 Mar 25
Robin Carr	Public Governor	Member	First	31 Mar 25
Helen Higham	Nominated Governor	Member	First	09 Sep 23
Aliki Kalianou	Staff Governor	Member	First	31 Mar 24
George Krasopoulos	Staff Governor	Member	First	31 Mar 25
Nina Robinson	Public Governor	Member	First	31 Mar 24
Graham Shelton	Public Governor & Lead Governor	Member	Second	31 Mar 24
Pauline Tendayi	Staff Governor	Member	First	31 Mar 25
Paul Dean	Non-Executive Director	NED Attendee	First	03 Sep 26
Claire Flint	Non-Executive Director & SID	NED Attendee	Second	30 Apr 25
Katie Kapernaros	Non-Executive Director	NED Attendee	Second	27 Oct 25

	Attendance			
	05-Dec-22	22-Feb-23	26-Apr-23	13-Sep-23
Jeremy Hodge	Present	Present	Present	Present
Robin Carr	Present	Present	Apologies	Present
Helen Higham	Present	Present	Present	Apologies
Aliki Kalianou	Present	Present	Present	Present
George Krasopoulos	Apologies	Present	Present	Present
Nina Robinson	Present	Present	Present	Apologies
Graham Shelton	Present	Present	Present	Present
Pauline Tendayi	Present	Present	Present	Present
Paula Hay-Plumb	Present	Present	Present	N/A
Claire Flint	Present	Apologies	Present	Present
Katie Kapernaros	Apologies	Present	Present	Present

**Performance, Workforce and Finance Committee
Terms of Reference**

1. Authority

- 1.1. The Performance, Workforce and Finance Committee (the Committee) is constituted as a standing committee of the Council of Governors. The Terms of Reference can only be amended with the approval of the Council of Governors.
- 1.2. The Council of Governors may commission work from the Committee within its scope, taking account of paragraph 5.4 of Annex 6 of the Constitution which states that “the Council of Governors shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Council of Governors.”
- 1.3. The Committee is authorised to secure the attendance of other Trust staff with relevant experience and expertise if it considers this necessary. External expert opinion may exceptionally be sought with the approval of the Council of Governors.

2. Purpose of Committee

- 2.1. The remit of the Committee is to consider, for the Council of Governors, matters concerning the performance of the Trust against key standards and how the Trust’s Board of Directors obtains assurance about this; matters concerning the planning and development of the Trust’s workforce and how the Trust’s Board of Directors obtains assurance about this; and matters concerning the Trust’s financial position and planning and how its Board of Directors obtains assurance about this.

3. Membership

- 3.1. The membership of the Committee shall be determined by the Chair of the Council of Governors from amongst those members of the Council of Governors who express an interest in joining it. The composition of the Committee should be considered in respect of required skills and experience and of ensuring an appropriate balance between public, staff and stakeholder governors as relevant to the work of the Committee.
- 3.2. Only members of the Council of Governors may be members of the Committee although other individuals may be invited to attend meetings and participate in the work of the Committee with the agreement of its membership as noted in paragraph 1.3 above.
- 3.3. The Chair of the Council of Governors may at any time suggest additional governors to join the Committee. The existing membership of the Committee is entitled to be consulted in advance of any additions to the membership.
- 3.4. The Committee will review its membership annually and may make recommendations at any time to the Chair of the Council of Governors for the addition or removal of governors from the Committee.

4. Attendance and Quorum

- 4.1. A governor chosen by the members of the Committee from amongst its membership shall act as chair of the Committee and shall preside over any meetings of the

Committee. If the chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, a chair the governors that are present shall appoint, shall preside.

- 4.2. No business shall be transacted at a meeting unless at least three members of the Committee are present, at least two of whom should be public governors.
- 4.3. Meetings of the Committee should be attended by the designated Non-executive Directors, though they are not a member of the Committee and do not have a vote.
- 4.4. The chair of the Committee may request attendance by relevant staff at any meeting.
- 4.5. The Chair and Vice-Chair, if not members of the Committee, may choose to attend any meeting of the Committee.

5. Frequency of meetings

- 5.1. Meetings of the Committee should take place with a frequency to be agreed by its membership as appropriate to fulfil its agreed purpose.
- 5.2. The Chair of the Committee may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 5.3. Meetings of the Performance, Workforce and Finance Committee shall be set at the start of the calendar year.

6. Specific Duties

- 6.1 The Performance, Workforce and Finance Committee shall:
 - Liaise with the office of the Chief Finance Officer regarding the development of the Trust Business Plan.
 - Work with the Audit Committee to prepare recommendations for the Council of Governors as required to fulfil the Council's statutory duties in relation to the appointment of the Trust's external auditors.
 - Consider specific issues in relation to Workforce, including matters related to the recruitment and retention of staff, as agreed with the Council of Governors in line with the Council's overall priorities, making relevant recommendations to the Council of Governors as required.
 - Undertake any other responsibilities as delegated by the Council of Governors.

7. Administrative Support

- 7.1. The Committee will be supported administratively by the office of the Head of Corporate Governance.
- 7.2. The agenda for meetings will be drawn up and circulated by the office of the Head of Corporate Governance in consultation with the chair of the Committee. Members of the Committee will be invited to submit items to be taken into account in preparing the agenda.
- 7.3. The minutes of the proceedings of a meeting shall be drawn up by the office of Head of Corporate Governance and submitted for agreement at the next ensuing meeting.

8. Accountability and Reporting arrangements

- 8.1. The Committee shall be directly accountable to the Council of Governors and will agree work priorities with the Council of Governors on an annual basis.

- 8.2. The Committee should provide a verbal update on its work to each meeting of the Council of Governors through a nominated member of the Committee. Written reports on specific areas of work should be provided as required by the Council of Governors.
- 8.3. The minutes of the Committee meetings shall be formally recorded and submitted to the next meeting of the Council of Governors following the production of the minutes.

9. Conflicts of Interest

- 9.1. If a governor is present at a meeting of the Committee and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact. The Chair of the Committee shall determine whether the governor should take part in the consideration or discussion of the matter.

10. Monitoring Effectiveness and Compliance with Terms of Reference

- 10.1. The Committee will carry out an annual review of its effectiveness and provide an annual report to the Council on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference.

11. Review of Terms of Reference

- 11.1. The Terms of Reference of the Committee shall be reviewed at least annually by the Performance, Workforce and Finance Committee and approved by the Council of Governors.

October 2023