

**Trust Board Meeting in Public: Wednesday 12 September 2018**  
**TB2018.91**

<b>Title</b>	<b>Revised Terms of Reference for Trust Management Executive</b>
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<b>Status</b>	For approval
<b>History</b>	TB2018.49 Trust Board – TME Report including Annual Report 2017/18

<b>Board Lead</b>	<b>Dr Bruno Holthof, Chief Executive</b>			
<b>Key purpose</b>	Strategy	Assurance	<b>Policy</b>	Performance

## Executive Summary

1. The Trust Management Executive [TME] is constituted by the Trust Board and is the executive decision-making committee of the Trust.

2. At its meeting in May 2018, the Trust Board received and approved the annual report of the Trust Management Executive, including its Terms of Reference.

3. Due to recent changes, some amendments to aspects of the terms of reference are required in relation to three areas:

- Responsibilities
- Membership
- Reporting arrangements

4. The revised Terms of Reference are attached at Appendix 1 and are presented to the Board for approval.

## Recommendation

5. The Board is asked to:

- Discuss the proposed amendments to the Terms of Reference; and
- Approve the amendments.

## 1. Introduction

- 1.1. Trust Management Executive [TME] is constituted by the Trust Board and is the executive decision-making committee of the Trust. The remit, responsibilities and membership of TME are described in the Terms of Reference, approved by the Trust Board.
- 1.2. These Terms of Reference require updating in three areas:
  - Responsibilities;
  - Membership; and
  - Reporting Arrangements;

## 2. Responsibilities

- 2.1. At the meeting of the Trust Board on 9 May 2018, the Board agreed that the remit of TME in relation to the approval of major capital schemes should be reviewed and amended to reflect the independence of the Oxford Hospitals Charity. It is therefore no longer required that TME approve any charitable funding bids prior to submission to the trustees.
- 2.2. This amendment has been included in the revised Terms of Reference attached at Appendix 1.

## 3. Membership

- 3.1. Due to approved changes in the senior team, the membership of TME requires updating as follows:
  - Director of Workforce
  - Director of Strategy
  - Head of Communications
  - Divisional Directors (x 4) – (previously five divisions)
- 3.2. When the TME was initially constituted in 2010, it was agreed that the Head of Medical Science Division (University of Oxford) should be a member of the committee to support better communication between the two organisations. In addition, the University also nominates a Non-Executive Director to sit on the Trust Board.
- 3.3. Since that time the relationship between the two organisations has been strengthened as follows:
  - Legal partnership agreement signed between both organisations
  - Joint Executive Group established to discuss key strategic decisions and partnership working
  - University nominated Governor on the Trust's Council of Governors
- 3.4. Given the recent resignation of the previous University nominated NED, the University have nominated the current Head of Medical Science Division to join the Trust Board as their nominated representative. This has resulted in a role conflict as

a Non-Executive Director with a scrutiny and assurance role cannot also be a member of an executive decision-making committee in the Trust.

- 3.5. Having reviewed the role conflict and taking into account the strengthened processes in place to enable improved partnership working as described in paragraph 3.3, it is recommended that the TME membership is amended to remove the role of Head of Medical Sciences Division and to optimise the other existing arrangements for engagement and involvement of University colleagues.

#### **4. Reporting Requirements**

- 4.1. Whilst the Trust Board received regular reports from TME, the review of effectiveness identified that there was a need to clarify the reporting requirements for each subcommittee of TME.
- 4.2. It is acknowledged that the frequency and nature of the reporting need not be identical for all of the subcommittees and that this should be customised to suit the business of each and incorporated into the Cycle of Business.
- 4.3. The revised Terms of Reference have been amended to reflect this and state that the Chief Executive will determine the reporting frequency and format from the subcommittees in conjunction with TME.
- 4.4. Under the updated Terms of Reference it is also clarified that the Committee Chair is authorised to establish such additional subcommittees as they determine are necessary to support TME in discharging its duties. This includes, for example, the Integrated Improvement Programme that coordinates work related to compliance with the NHSI undertakings.

#### **5. Conclusion**

- 5.1. A number of amendments to the Terms of Reference of TME are required to ensure the continued effectiveness of the committee and to reflect changes in the senior team. The revised Terms of Reference are presented for Board consideration and approval.
- 5.2. Further to this update of the TME Terms of Reference, it is proposed that those for the various subcommittees of TME be refreshed and brought to TME for approval.

#### **6. Recommendations**

- 6.1. The Board is asked to:
  - Discuss the proposed amendments to the Terms of Reference; and
  - Approve the amendments.

**Dr Bruno Holthof**  
**Chief Executive**

**September 2018**

## Trust Management Executive

### Terms of Reference

#### 1. Authority

- 1.1 The Trust Management Executive (TME) has been constituted by the Trust Board and is the executive decision making committee of the Trust, chaired by the Chief Executive.
- 1.2 The Committee is authorised by the Board to investigate any activities within its terms of reference. It 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.
- 1.3 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experiences and expertise if it considers this necessary.

#### 2. Purpose

- 2.1 The purpose of the Committee is to provide the Board with assurance concerning all aspects of setting and delivering the strategic direction for the Trust, and its associated clinical strategies;
- 2.2. To ensure that there is appropriate integration, connection and liaison between individual clinical services, between clinical and corporate functions and between strategic and operational matters: within the Trust and between the Trust's academic partners;
- 2.3. To support individual directors to deliver their delegated responsibilities by providing a forum for briefing, exchange of information, mutual support, resolution of issues and achievement of agreement;
- 2.4. To make management decisions on issues within the remit of the Trust Management Executive.
- 2.2 To assure the Board through consultation with appropriate other subcommittees as necessary that the structures, systems and processes are in place and functioning to support the Committee's work as set out above.
- 2.3 To assure the Board that, where there are risks and issues related to the role of the Committee that may jeopardise the Trust's ability to deliver its objectives, these are being managed in a controlled way through the Trust Management Executive Committee.

#### 3. Membership

- 3.1 The Committee will be appointed by the Board and its membership shall consist the following:

- Chief Executive (Chair)
- Chief Nurse
- Medical Director
- Chief Finance Officer
- Director of Clinical Services
- Director of Assurance
- Chief Information and Digital Officer
- Director of Improvement & Culture
- Divisional Directors (x 4)
- Director of Workforce
- Director of Strategy
- Chair of Clinical Governance Committee (currently Deputy Medical Director)
- Head of Corporate Governance
- Head of Communications

3.2 The Chair of the Committee has the overall responsibility for the performance of the Committee and also has the final decision on actions required in order to comply with the Terms of Reference.

#### **4. Attendance and Quorum**

4.1. The quorum for any meeting of the Committee shall be attendance by the Chair (or nominated deputy) and

- Three Executive Directors
- Two Divisional Directors

4.2 Members are expected to attend at least three quarters of all meetings each financial year. An annual register of attendance of members will be published by the committee.

4.3 If members are unable to attend, a deputy may attend with the agreement of the Chair. The nominated deputies for each Executive Director or Divisional Director should be specifically identified and should not be different for each meeting of the Committee that they attend. TME members shall not routinely allocate attendance at the Committee to their nominated deputy. This should only happen as a result of unforeseen absence or by special arrangement agreed in advance with the Chief Executive. Deputies will be counted for the purpose of the attendance record.

4.4 The Committee Chair may request attendance by relevant staff at any meeting.

#### **5. Frequency of meetings**

5.1. Meetings of the Trust Management Executive shall be held on the second and fourth Thursday of each month. The Chief Executive, as Chair of TME, is authorised to alter the timing and frequency of the meeting if required to ensure effective operation of the trust activities, and will notify the Trust Board if any changes are required on a permanent basis.

## 6. Specific Duties

- 6.1 Develop and agree objectives for submission to the Trust Board, in the form of the annual business plan, to deliver the agreed strategy and agree detailed capital and revenue business plans to deliver the objectives.
- 6.2. To ensure, where appropriate, the alignment of the Trust's strategy with the strategy of the University of Oxford and other key partners.
- 6.3. To develop the Trust's clinical service strategies, ensuring co-ordinating and alignment across the clinical divisions,
- 6.4. Closely monitor standards of care, quality and safety by ensuring appropriate actions are taken.
- 6.5. Identify and mitigate risk by monitoring the corporate risk register and board assurance framework, agreeing resourced action plans and ensuring their delivery and ensure compliance and appropriate escalation in accordance with the Trust's risk management systems and processes.
- 6.6. Develop, agree and monitor implementation of plans to improve the efficiency, effectiveness and quality of the Trust's services.
- 6.7. Monitor the delivery of the Trust's service activity and financial objectives and agree actions, allocate responsibilities, and ensure delivery where necessary to deliver the Trust's objectives or other obligations.
- 6.8. Monitor and ensure the delivery of all specific actions agreed by the Trust Board, by the Trust Management Executive and by committees of both.
- 6.9. Monitor the delivery of the Trust's enabling strategies as advised by the Trust Management Executive's subcommittees.
- 6.10. To devise the Trust's annual and longer term capital programme and monitor its delivery.
- 6.11. Agree all relevant policies – other than those retained by the Trust Board - to ensure the delivery of external and internal governance and best practice requirements and compliance.
- 6.12 Approve the Terms of Reference for all the sub-committees and groups of the Committee, delegate work as appropriate and hold the respective Chairs to account for compliance with their responsibilities.

## 7. Subcommittees

- 7.1 The Trust Management Executive is supported by a number of subcommittees/groups, including:
  - Clinical Governance Committee
  - Education and Training Committee<sup>1</sup>
  - Health Informatics Committee
  - Performance Review<sup>2</sup>

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<sup>1</sup> These subcommittees may also contribute to system level / partnership committees.

- Research and Development Committee<sup>1</sup>
- Workforce Committee
- Health and Safety Committee
- Business Planning Group
- Capital Programme Board

7.2 The Committee Chair is authorised to establish such additional subcommittees as they determine necessary to support TME in discharging its duties.

7.3 The Committee Chair will determine the reporting frequency and format from these subcommittees and groups in conjunction with TME.

## **8. Administrative Support**

8.1 The Committee will be supported administratively by the Head of Corporate Governance, whose duties in this respect will include:

- Agreement of the agenda with the Committee Chair, collation and distribution of papers at least two working days before each meeting.
- Taking the minutes and keeping a record of matters arising and issues to be carried forward.
- Providing support to the Chair and members as required.

## **9. Accountability and Reporting arrangements**

9.1 The Committee shall be directly accountable to the Trust Board.

9.2 The Chair of the Committee shall prepare a summary report to the Trust Board detailing items discussed, actions agreed and issues to be referred to the Trust Board.

9.3 The minutes of the Committee meetings shall be formally recorded and will be available to the Board on request.

9.4 The Committee shall refer to the Trust Board any issues of concern it has with regard to any lack of assurance in respect of any aspect of the running of the Committee.

9.2 Where the Chair of the Committee considers appropriate, they will escalate immediately any significant issue to the Trust Board.

## **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 Board on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference, specifically commenting on relevant aspects of the Board Assurance Framework and relevant regulatory frameworks.

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<sup>2</sup> Review will be undertaken through monthly and quarterly performance meetings.



**11. Review**

- 11.1 The Terms of Reference of the committee shall be reviewed at least annually by the Committee and approved by the Board.

**Date approved: 12<sup>th</sup> September 2018**

**(pending decision by Trust Board)**

**Approved by: Trust Board**

**Next review date: September 2019**