



Oxford University Hospitals
NHS Foundation Trust

Trust Board Meeting: Wednesday 13 May 2020

TB2020.46a

Title	Trust Management Executive Annual Review of Committee Effectiveness
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Status	For review and approval
History	Annual Report summarising the activities of the Trust Management Executive

Board Lead(s)	Dr Bruno Holthof, Chief Executive Officer			
Key purpose	Strategy	Assurance	Policy	Performance

Executive Summary

1. The purpose of this Annual Report is to demonstrate to the Board the extent to which the Trust Management Executive has met its Terms of Reference during the financial year 2019/20.

2. The Governance team has reviewed the activities of the Committee and has assessed that they are consistent with their Terms of Reference. Attendance at the Committee was in line with the quorum set within its Terms of Reference.

Recommendation

The Committee is asked to review and approve the report.

Trust Management Executive Annual Report 2019/20**1. Background**

- 1.1. Good practice states that the Trust Board should review the performance of its Committees annually to determine if they have been effective, and whether further development work is required.
- 1.2. This Annual Report summarises the activities of the Trust Management Committee (the Committee) for the financial year 2019/20 setting out how it has met its Terms of Reference and key priorities.
- 1.3. The purpose of the Committee, as laid down in its Terms of Reference, is to provide assurance to the Trust Board concerning all aspects of setting and delivering the strategic direction for the Trust, and its associated clinical strategies and 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.

2. Scope of Review of Effectiveness

- 2.1. The review undertaken by the Corporate Governance Team focused on a review of the papers presented to the Committee and by the Committee to the Trust Board in line with the agreed Terms of Reference and Cycle of business. This review covers the financial year from 1 April 2019 to 31 March 2020.

3. Responsibilities

- 3.1. During 2019/20 the Committee has delivered the key responsibilities as set out in the Terms of Reference which are demonstrated by the following highlights of the work of the Committee:
 - Monitoring of standards of care, quality and safety and monitoring the delivery of the Trust's service activity and financial objectives through the routine presentation and consideration of the following:
 - ✓ Financial Performance Reports,
 - ✓ Integrated Improvement Plan Reports
 - ✓ Workforce Reports
 - ✓ Quality Reports
 - ✓ Performance Reports
 - Review of annual reports and reviews, including:
 - ✓ Freedom to Speak Up
 - ✓ Equality and Diversity,
 - ✓ Serious Incidents Requiring Investigation (SIRI),
 - ✓ Infection Control,
 - ✓ Adult and Children Safeguarding,
 - ✓ Research and Development,
 - ✓ Information Governance and Data Quality Group,
 - ✓ Emergency Preparedness,
 - ✓ Health and Safety.
 - Review of strategies being set at clinical, divisional and Trust level, including the review of the Trust Strategy 2020-25, approved by Trust Board in March 2020. The Committee

recognised the importance of this Strategy in providing a clear and consistent framework to guide the priorities and decisions across the OUH and to frame and inform business planning for 2020/21. TME provided a forum for cross divisional engagement on the development of the strategy.

- The consideration of business cases, including proposals to improve the efficiency, effectiveness and quality of the Trust's services.
- The Committee has monitored and ensured the delivery of specific actions agreed by the Trust Board, including:
 - ✓ Oversight of the production of the Annual Report and Accounts;
 - ✓ Monitoring of Estates Compliance;
 - ✓ Receiving regular updates regarding actions on implementing recommendations of the Internal Audit reports.
- TME is supported by a number of subcommittees and during the year the following regular reports were presented to the Committee in line with those Terms of Reference:
 - ✓ Regular reports from the Clinical Governance Committee;
 - ✓ Workforce Committee;
 - ✓ Performance Review;
 - ✓ Research and Development Committee.
- Review of CQC reports, action plans and areas of concern following the Well-led and unannounced inspections;
- Reviewing and approving policy updates and providing recommendations and amendments before circulation across the Trust;
- Reviewing the potential impact of the EU exit on the Trust, analysing the nature, degree and key concerns;
- Devised the Trust's capital programme and monitored its delivery through routine executive summary reports;
- Committee has also received Divisional Quarterly Performance Reviews presented to outline the greatest areas of concern by division and any deviations from the plan that could prevent the Trust from delivering its objectives;
- Review of the Corporate Risk Register (CRR) and discussions on the proposed risks, escalated CRR and ensuring that identified controls are appropriate to mitigate the risks to a level within the Trust's risk appetite;
- Updates on the development of the Board Assurance Framework.

3.2. Key risks discussed by the Committee and reported to the Trust Board for information included:

- Risks associated with financial performance: Financial performance has been kept under review, focusing on achieving the best possible underlying EBITDA.
- Risk associated with workforce and service pressures: Specific pressures in services related to demand-capacity gaps have continued to inform a number of business case proposals put forward to TME.
- Operational Performance: the on-going risks to delivering agreed key quality performance standards and keeping new developments under review.
- Risks associated with an ongoing requirement to replace ageing equipment: TME have considered business cases to fund the replacement and maintenance of equipment.

3.3. Reporting Requirements

3.4. Reporting to the Board was consistent. The Committee reported to the Trust Board, providing a summary of each meeting during the year. Reports included a description of the business conducted, highlighted significant issues of interest to the Board, risks identified, key actions agreed and decisions taken.

3.5. The Committee considered areas to be raised to the Trust Board during the scheduled meetings and through items to be referred to its sub-committees.

3.6. Significant items of interest reported to the Board included:

- Divisional Planning and Budgeting: Progress on agreeing budgets and operational plans for 2019/20, as well as NHS commissioning contracts, including the key actions discussed and agreed at Clinical Divisional Planning meetings.
- The Trust's Operational Plan was finalised on 4 April based on the assumptions set out in the Business Plan.
- Divisional Performance Reviews focussed on performance concerns in directorates and the corrective action that had taken place.
- TME considered the Well-Led Review that was undertaken by Deloitte and received an update on the development of the related action plan which was linked to the existing improvement.
- TME reviewed the national staff survey results with commitment to maintaining continued oversight of the development of and embedding of actions plans to take forward key themes.
- TME ratified a transfer in the management of the outpatient function: Horton Outpatients and the Blue Area Outpatients at the JR were moved from the corporate portfolio to the Clinical Support Services Division.
- The Theatres Refresh Project was regularly reported at TME.
- TME has received regular reporting on Serious Events Requiring Investigation and Never Events.
- TME noted the National Institute for Health Research Clinical Research Network Report which represented extremely positive progress, the Trust being the highest recruiting acute teaching hospital nationally during a record breaking year for participants in clinical research studies.
- TME heard that HRH Prince Harry, the Duke of Sussex would be visited the Oxford Children's Hospital on 14 May 2019 as part of a trip to Oxford to highlight positive work to support the needs of children, young people and adults.

4. Structure, Membership and Attendance Record

4.1. During 2019/20 the Operational Forum was established as a subcommittee of TME to provide a forum for the four divisional leadership teams to come together with the Executive to specifically discuss and debate issues that impact on two or more divisions and/or have impact on corporate directorates; or impact on the wider system or BOB STP.

4.2. The Committee met twenty three times in 2019/20 on a bi-monthly basis except for December where there was no meeting held. The attendance of the Committee members is recorded at Appendix 2.

4.3. The Committee's attendance has been quorate for the whole year in line with the Terms of Reference. Whenever the Chair was absent a nominated deputy chaired the meeting.

4.4. All members of the Committee in role for the whole year attended or were represented by their nominated deputy for the majority of the meetings scheduled 2019/20. As per the Terms

of Reference the nominated Deputy could only attend due to unforeseen absence or special arrangements agreed in advance.

5. Terms of Reference

- 5.1. The Terms of Reference was last reviewed and approved by the Trust Board in July 2019. A minor update is recommended as set out in Appendix 1 in relation to section 3, membership and section 7, subcommittees. The Terms of Reference is recorded at Appendix 1.

6. Conclusion and actions for 2019/20

- 6.1. Improving Board visibility and engagement between frontline staff and the Trust's senior leadership is a key element in the 'Our People' objective to make OUH a great place to work. TME have worked to improve transparency and commenced the publication of a fortnightly blog outlining key decisions and topics to all staff.
- 6.2. Following the Deloitte review on leadership and governance, the Operational Forum has been established as a sub-committee of TME. During 2020/21 TME will look to ensure there is appropriate reporting to and from all of the sub committees which may be in the format of written reports or through the identification of and referral of relevant business between Committees.
- 6.3. With TME's purpose to receive assurance on all aspects of setting and delivering the strategic direction for the Trust, there is a need in 2020/21 for TME to agree what type of information is required to monitor the delivery of the new strategy. Following the appointments in 2020/21 of the Chief People Officer and Chief Digital and Partnership Officer, there is scope to review oversight and monitoring information in their remits.
- 6.4. The Committee has continued to explore improvements to effectiveness and efficiency of the management of the Committee to ensure that the meetings are productive and Committee member time is effectively utilised. We are continuing to work on reducing the length and increasing the focus of the report pack to facilitate quality discussion and reduce the burden of producing papers and reviewing lengthy report packs. Agendas are to be focused, clearly setting out items for decision, discussion and information, and TME continue to welcome the opportunity for forward looking discussions. There is also commitment to develop a more relevant business schedule for TME and develop a stronger pipeline of upcoming decisions to support planning. This has been supported by engagement between Committee members and the Corporate Governance Team and there can be further improvements in this area through 2020/21.
- 6.5. A full review of the Board's meeting structure and processes was undertaken in 2019. Alongside all Committees, there is a continued need to ensure the meetings are used to make the right decisions in a timely way; and ensuring there is a focus on the right priorities. This will require a coordinated approach across the Board and all Committees.
- 6.6. The annual review has identified the Committee has delivered the responsibilities as set out in the Terms of Reference and attendance at meetings has been good and quorate for the year.

7. Recommendation

The Board is asked to:

- Review and approve the Annual Report 2019/20.
- Review the Trust Management Executive's terms of reference, revised to incorporate minor amendments to reflect changes in membership and subcommittee structure.

**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 Nursing Officer
 - Chief Medical Officer
 - Chief Finance Officer
 - Chief Operating Officer
 - Chief-Assurance Officer
 - Chief People Officer
 - *Chief Digital and Partnerships Officer*
 - ~~Director of Improvement & Culture~~
 - Divisional Directors (x 4)
 - Director of Strategy *and Partnerships*
 - Head of Corporate Governance
 - ~~Head of Communications~~ *Director of Communications and Engagement*

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 complying 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. Sub-Committees

- 7.1 The Trust Management Executive is supported by a number of subcommittees/groups, including:
- Clinical Governance Committee
 - Education and Training Committee
 - Performance Review
 - Research and Development Committee
 - *Operational Forum*
 - 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.

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:

Approved by: Trust Board

Next review date:

Member	Name
Chief Executive (Chair)	Dr Bruno Holthof
Chief Nursing Officer	Ms Sam Foster
Chief Medical Officer	Prof Meghana Pandit
Chief Finance Officer	Mr Jason Dorsett
Chief Operating Officer	Ms Sara Randall
Chief Assurance Officer	Ms Eileen Walsh
Chief People Officer	Mr Terry Roberts
Chief Digital and Partnership Officer	Mr David Walliker
Divisional Directors of SUWON	Prof Chris Cunningham
Divisional Director of NOTSCAAN	Dr Jon Westbrook
Divisional Director of CSS	Dr Chandi Ratnatunga
Divisional Director of MRC	Dr Larry Fitton
Director of Strategy	Dr Hannah Iqbal
Head of Corporate Governance	Dr Neil Scotchmer
Director of Communications and Engagement	Mr Matt Akid

Appendix 2 – Attendance

Member	Name	11-Apr-19	25-Apr-19	09-May-19	23-May-19	13-Jun-19	27-Jun-19	11-Jul-19	25-Jul-19	08-Aug-19	22-Aug-19	12-Sep-19	26-Sep-20	10-Oct-19	24-Oct-19	14-Nov-19	28-Nov-19	12-Dec-19	16-Jan-20	30-Jan-20	13-Feb-20	27-Feb-20	12-Mar-20	26-Mar-20
Chief Executive (Chair)	Dr Bruno Holthof	☑	✓	✓	✓	✓	✓	☑	☑	✓	✓	✓	✓	✓	✓	☑	✓	✓	☑	✓	☑	✓	✓	✓
Chief Nursing Officer	Ms Sam Foster	✓	✓	✓	✓	✓	✓	✓	☑	✓	x	✓	✓	✓	✓	✓	☑	✓	✓	☑	✓	✓	✓	☑
Chief Medical Officer	Prof Meghana Pandit	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Chief Finance Officer	Mr Jason Dorsett	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Chief Operating Officer	Ms Sara Randall	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	☑	✓	✓	✓	✓	✓	✓	✓	✓	✓
Chief Assurance Officer	Ms Eileen Walsh	✓	✓	✓	✓	✓	✓	☑	✓	✓	✓	✓	✓	✓	✓	✓	☑	✓	✓	✓	✓	✓	✓	✓
Chief People Officer Director of Improvement and Culture	Mr Terry Roberts (from 13 February 2020) Ms Jane Nicholson (Interim, from 13 June 2019) Mr John Drew (until 13 June 2019)	✓	✓	✓	✓	✓	✓	✓	✓	✓	x	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Chief Digital and Partnership Officer	Mr David Walliker (From 28 Nov 2019)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	✓	✓	✓	✓	✓	✓	✓	☑
Divisional Directors of SUWON	Prof Chris Cunningham (from 13 February 2020)	✓	✓	✓	☑	✓	✓	☑	✓	✓	☑	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Divisional Director of NOTSCAAN	Dr Jon Westbrook	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Divisional Director of CSS	Mr Chandi Ratnatunga	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Divisional Director of MRC	Dr James Price (until 9 May 2019) Dr Tim Peto (interim, from 9 May 2019) Dr Larry Fitton (from 13 February 2020)	✓	✓	✓	✓	✓	✓	✓	✓	✓	☑	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Director of Strategy	Ms Kathy Hall Dr Hannah Iqbal (from 24 October)	✓	✓	✓	✓	✓	✓	☑	✓	✓	✓	✓	☑	☑	✓	☑	X	✓	✓	☑	✓	☑	✓	✓
Head of Corporate Governance	Mr Chux Ebenezer (interim, until 11 April meeting) Dr Neil Scotchmer	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Director of Communications and Engagement	Mr Matt Akid	☑	✓	✓	☑	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	☑	✓	✓	✓	✓	✓	✓