Oxford University Hospitals
NHS Foundation Trust

Update Cover Sheet

Trust Board Meeting in Public: Wednesday 25 November 2026

TB2026.95

Title:	**Board Committee Structure: Implementation Update and Terms of Reference**

Status:	**For Decision**
History:	Board seminars on 10 June and 8 July 2026; Trust Board on 29 July 2026 (TB2026.64); subsequent committee review as set out in section 4.

Board Lead:	**Trust Chair**
Presenter:	**Sir Andrew Morris, Trust Chair**
Author:	**Neil Scotchmer, Head of Corporate Governance**
Confidential:	**No**
Strategic Pillar:	**Patients, People, Partnerships, Performance**

Executive Summary

1. This paper updates the Board on implementation of the revised committee structure following its endorsement of the direction of travel and phased approach on 29 July 2026. It seeks approval of the terms of reference set out below.
2. The People Committee first met on 11 November 2026 and the Quality and Performance Committee first met on 28 October 2026. The Finance Committee has met three times since the July Board, in August, September and October 2026. The Integrated Assurance Committee held its final meeting on 9 September 2026. The existing Investment Committee will first meet as the Investment, Digital and Estates Committee in January 2027 and the existing Audit Committee will first meet as the Audit and Risk Committee in February 2027.
3. The Quality and Performance, People and Investment Committees recommend their respective terms of reference for Board approval. The Finance Committee's terms of reference have already been recommended and approved by the Board. The Audit Committee wishes to undertake further review and the Board is asked to agree its revised terms of reference on an interim basis pending that review.
4. Standard provisions have been reflected in the terms of reference to support a consistent approach to limited delegated approval powers and reporting those approvals to the Board. Committees may approve reports, action plans and submissions or returns within their remits and existing Board-approved strategy, policies and plans, but this does not confer authority to approve expenditure or override other approval requirements. Common provisions for the portfolio committees also address appropriately authorised deputies and another Non-Executive Director chairing in the Committee Chair's absence. These consistency amendments also apply to the previously approved Finance Committee terms of reference.
5. The revised model retains detailed scrutiny within portfolio committees and collective responsibility for strategy, significant decisions and cross-cutting assurance at Board level. A formal review of the arrangements remains planned for September 2027.

Recommendations

6. The Trust Board is asked to:
    - note progress with implementation, including the final Integrated Assurance Committee meeting on 9 September 2026;
    - approve the terms of reference for the Quality and Performance Committee, People Committee and Investment, Digital and Estates Committee;

- note the previous approval of the Finance Committee terms of reference and approve the additional consistency amendments to the version presented;
- agree the Audit and Risk Committee terms of reference on an interim basis pending further Audit Committee review and return of any proposed revisions to the Board;
- note the updated committee memberships and meeting schedule; and
- note the planned formal review in September 2027.

Board Committee Structure: Implementation Update and Terms of Reference

1. Purpose

1.1. This paper updates the Board on implementation of the revised committee structure following its consideration of paper TB2026.64 on 29 July 2026. It seeks approval of the terms of reference recommended by the Quality and Performance, People and Investment Committees, approval of consistency amendments to the previously approved Finance Committee terms of reference and agreement to interim Audit and Risk Committee terms of reference.

1.2. The terms of reference will be presented at Appendix 1. Updated committee memberships and the meeting schedule are presented for noting at Appendices 2 and 3.

2. Background and July Board decision

2.1. On 29 July 2026 the Board endorsed the direction of travel for a revised committee structure, the phased implementation approach and the use of draft Finance Committee and Quality and Performance Committee terms of reference for initial meetings, subject to further review and refinement.

2.2. The intended change was to replace the broad Integrated Assurance Committee model with more clearly defined committees capable of deeper scrutiny, enabling more strategic triangulation by the Board. This paper concerns implementation and the terms of reference rather than seeking fresh endorsement of the overall direction.

2.3. The Board specifically requested clarity that the Audit Committee's role concerned oversight of the risk management architecture, systems, processes and Board Assurance Framework rather than ownership of individual risks. Scrutiny of individual risks was to sit with committees with relevant subject matter expertise. This distinction is reflected in the proposed Audit and Risk Committee remit.

3. Implementation progress

3.1. The Quality and Performance Committee first met on 28 October 2026 and the People Committee first met on 11 November 2026. Each has met once. The Finance Committee has met three times, in August, September and October 2026.

3.2. The existing Investment Committee has continued to meet and will first meet as the Investment, Digital and Estates Committee in January 2027.

3.3. The existing Audit Committee has continued to meet and will first meet as the Audit and Risk Committee in February 2027. Further committee review of its revised terms of reference remains outstanding.

3.4. The Integrated Assurance Committee held its final meeting on 9 September 2026. It is therefore no longer operating as the residual transitional forum envisaged in the July proposals.

3.5. Implementation has progressed through a phased transition rather than a single commencement date. The updated memberships and meeting schedule will accompany the final paper for noting without reproducing those details in this report.

4. Terms of reference and approval status

4.1. The Quality and Performance Committee recommends its terms of reference for Board approval. Its remit brings together quality, patient safety, clinical effectiveness, patient experience and operational performance assurance, including clinical pathway transformation and research quality and governance.

4.2. The People Committee recommends its terms of reference for Board approval. Its remit includes workforce planning, workforce supply, culture, wellbeing, speaking up and workforce education and development, with defined interfaces for safe staffing and matters with material financial implications.

4.3. The Investment Committee recommends the terms of reference for the Investment, Digital and Estates Committee for Board approval ahead of its first meeting under the revised arrangements in January 2027. The remit covers investment scrutiny, capital prioritisation, estates, digital transformation, major programme delivery and benefits realisation.

4.4. The Finance Committee has already recommended its terms of reference and these have been approved by the Board. The paper does not seek initial approval again. It seeks approval of the additional consistency amendments included in the version now presented, covering delegated approval powers and reporting, deputies, chairing arrangements and cross-committee referrals as summarised below.

4.5. The Audit Committee wishes to review its revised terms of reference further to clarify its responsibilities in relation to the Board Assurance Framework (BAF) and Corporate Risk Register. The Committee also

recommended that all committee terms of reference be reviewed in the round, as is being undertaken through this paper. The Board is asked to agree the Audit and Risk Committee terms of reference on an interim basis pending that further review. Any proposed revisions following the review will require further Board approval.

4.6. Standard provisions have been reflected in the terms of reference to support a consistent approach to limited delegated approval powers. Committees may approve reports, action plans and submissions or returns within their remits where these are consistent with Board-approved strategy, policies and plans. This does not extend to setting new strategic direction, materially changing Board-approved commitments or approving expenditure, contracts or other financial commitments. Statutory, regulatory and other governance approval requirements continue to apply. Matters requiring approval elsewhere must be referred with a recommendation and matters of uncertain authority or wider significance must be referred to the Board. Operational implementation remains an executive responsibility.

4.7. Approvals made under delegated authority must be reported to the Board through the Committee Chair's Alert, Advise, Assure report after each meeting. Reports must record any conditions or requirements for separate financial approval and distinguish delegated approvals from recommendations requiring Board approval.

4.8. Common provisions in the Finance, Investment, Digital and Estates, People and Quality and Performance Committee terms of reference allow an appropriately senior deputy to attend with the Committee Chair's agreement when a member is unavailable. Deputies must be sufficiently briefed and authorised to contribute on the member's behalf and count towards quorum. These terms of reference also provide for another Non-Executive Director present to chair the meeting in the appointed Chair's absence. The Audit and Risk Committee retains its separate Non-Executive membership and quorum requirements.

4.9. A standard provision in all committee terms of reference allows matters to be referred to another Board committee for advice, clarification or approval within that committee's remit and delegated authority. Referrals must specify the advice or decision sought and any relevant timescale. Outcomes and responsibility for further action must be reported to the referring committee, with significant matters included in the relevant Alert, Advise, Assure reports. Referral does not alter delegated authority or override requirements for approval elsewhere.

5. Assurance, implementation risks and review

5.1. The terms of reference retain the distinction between detailed portfolio scrutiny, independent oversight of the overall assurance system and the Board's collective responsibility for strategy, principal risks and significant decisions. They provide for committee reporting through Alert, Advise, Assure reports and referral of cross-cutting matters between committees. Executive delivery remains accountable through TME.

5.2. The principal implementation risks remain duplication of business, gaps between committee remits, silo working and an unsustainable burden of meetings and reporting. Clear remits, coordinated forward plans, concise escalation reports and visibility of the wider organisational risk context are intended safeguards. It is too early to conclude from the initial meetings that the revised model has delivered its intended benefits.

5.3. A formal review of the arrangements remains planned for September 2027. This should consider the quality and focus of assurance, gaps and duplication, Board-level triangulation, the use of Board time and the sustainability of membership and reporting arrangements. It should identify any changes needed to remits, forward plans, reporting or interfaces with executive and governor governance.

6. Recommendations

6.1. The Trust Board is asked to:

- note progress with implementation, including the final Integrated Assurance Committee meeting on 9 September 2026;
- approve the terms of reference for the Quality and Performance Committee, People Committee and Investment, Digital and Estates Committee;
- note the previous approval of the Finance Committee terms of reference and approve the additional consistency amendments to the version presented;
- agree the Audit and Risk Committee terms of reference on an interim basis pending further Audit Committee review and return of any proposed revisions to the Board;
- note the updated committee memberships and meeting schedule; and
- note the planned formal review in September 2027.

Oxford University Hospitals
NHS Foundation Trust

Audit and Risk Committee

Terms of Reference

1. Authority

1.1. The Audit and Risk Committee (the Committee) is constituted as a standing committee of the Trust Board. The Committee is a Non-Executive Committee and has no executive powers, except those specifically delegated by the Trust Board through these Terms of Reference, the Standing Orders, Standing Financial Instructions, Scheme of Delegated Authorities or Board Reservation and Delegation of Powers. The Terms of Reference can only be amended with the approval of the Trust Board.

1.2. The Committee is authorised by the Trust Board to investigate any activity 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 Trust 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.

1.4. The Committee may approve reports, action plans and submissions or returns on behalf of the Board where these relate directly to its responsibilities under these Terms of Reference and are consistent with the Trust's Board-approved strategy, policies and plans. This authority does not extend to determining new strategic direction or approving material changes to Board-approved commitments. It does not override any requirement for approval by the Board or another body or officer under legislation, regulatory requirements, the Trust's Constitution, Standing Orders, Standing Financial Instructions (SFIs), Scheme of Reservation and Delegation or other applicable governance requirements. Matters requiring approval elsewhere shall be scrutinised and referred with a recommendation to the appropriate body or officer. Where there is uncertainty about the Committee's authority or the Committee considers that a matter warrants Board determination because of its significance or wider implications, it shall refer the matter to the Board rather than approve it.

1.5. This delegation does not confer authority to approve expenditure, enter into contracts or make other financial commitments. Such approvals remain with TME, the Board or other bodies or officers authorised under the SFIs, Scheme of Reservation and Delegation and other applicable requirements. Approval of a report, action plan, submission or return does not constitute approval of associated expenditure or financial commitments. Any required financial

approval must be obtained before expenditure is incurred or a commitment made. Responsibility for operational implementation remains with the accountable Executive Director and relevant executive governance bodies.

2. Purpose of the Committee

2.1. The Audit and Risk Committee is responsible for providing assurance to the Trust Board that of the Trust's system of governance, internal control and risk management supports the achievement of the Trust's strategic objectives. It does this by means of independent and objective review of financial and corporate governance, and risk management arrangements, including compliance with law, guidance, and regulations governing the NHS. The Committee reviews, monitors and advises the Board and does not replace the Board's collective responsibility for identifying and managing principal and emerging risks or for maintaining effective systems of risk management and internal control.

2.2. The Committee's principal focus shall be the adequacy and effectiveness of the overarching systems through which the Trust is governed and assured. It is not responsible for the operational management of quality, performance, workforce, estates, digital services, research and development, innovation, education or teaching, but shall assure the Board that overall risk management and control framework appropriately addresses those areas through the committee structure and assurance architecture of the Trust.

3. Membership

3.1. The membership of the committee shall be composed of the following members:

- Chair of the Committee, Non-executive Director (Mr Paul Dean)
- Non-executive Director (Mr Kanwaljit Kamal)
- Non-Executive Director (Dr Claire Feehily)

3.2. Membership of the Committee is limited to Non-Executive Directors, whom the Board appoints on the recommendation of the Chair of the Trust. The Chair of the Trust may not be a member of the Committee. At least one of the Non-executive Directors should have recent and relevant financial experience. The Committee shall collectively have competence relevant to the Trust's activities and to its governance, risk, audit and financial responsibilities.

3.3. The Deputy Chief Executive Officer and Chief Finance Officer along with senior members of the Finance and Assurance teams shall generally be in attendance at routine meetings of the Audit and Risk Committee. Internal Audit, External Audit and the Local Counter Fraud Specialist shall generally be in attendance at relevant meetings of the Committee. The Chief Executive Officer shall attend the meeting at which the Committee reviews the annual statutory accounts and annual report.Other Executive Directors and senior managers shall attend the

Committee when requested by the Chair or where the Committee is considering matters that fall within their portfolio of responsibility.

3.4. Other Non-Executive Directors of the Trust may attend the Audit and Risk Committee meetings.

3.5. The Audit and Risk Committee may sit privately without any non-members present for all or part of the meeting if they so decide.

3.6. Representatives of Internal Audit, External Audit, and Counter Fraudhave a right of direct access to the Chair of the Committee.

4. Attendance and Quorum

4.1. The quorum for any meeting of the Committee shall be attendance by two members, one of whom should have recent and relevant financial experience. Participation by teleconference or videoconference shall constitute attendance, provided that all participants are able to hear one another.

4.2. It is expected that all members will attend at least 3 out of 4 committee meetings per financial year. An attendance record will be held for each meeting and an annual register of attendance will be included in the annual report of the committee to the Board.

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

5. Frequency of meetings

5.1. Meetings of the Committee shall be held at least four times per year, scheduled to support the business cycle of the Trust, subject to agreement with the Chair of the Trust.

5.2 The Committee Chair, acting on their own authority or in response to a request from a Committee member, Chair of the Trust Board, Chief Officer or representative of external audit, internal audit, or counter fraud, may at any time convene additional meetings of the Committee to consider business that requires urgent attention.

5.1. Meetings of the Committee shall be set at the start of the calendar year and reflected in the Committee's Forward Plan.

5.2. The Internal and External Auditors shall be afforded the opportunity at least once per year to meet with the Committee without Executive Directors present.

6. Duties of the Committee

6.1 **Integrated Governance, Risk Management and Internal Control.** The Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the Trust's activities, both clinical and non-clinical, which supports the achievement of the Trust's strategic objectives. It shall review the adequacy of the Board Assurance Framework, Annual Governance Statement and associated

risk and control disclosures, together with the underlying assurance processes. It shall advise the Board on the annual review of the effectiveness of risk management and internal control, including whether arrangements identify, assess, manage and report principal and emerging risks.

Specifically, the Committee will:

- receive and consider the Annual Governance Statement, making recommendations to the Board for approval, where appropriate.
- review the adequacy of the Trust's arrangements by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and control, or related matters or other matters of concern.
- oversee the maintenance of the policy framework of the Trust, in particular the Policy for the Development of Procedural Documents.
- oversee the effective governance of key anti-bribery and corruption activities and risks.

Internal Audit

- oversee the effective operation of Internal Audit and ensure its co-ordination with External Audit.
- review and approve the Internal Audit programme, consider the major findings of Internal Audit investigations and management's response, and monitor progress on implementation of recommendations.

External Audit

- assess the independence of the External Auditor.
- assess the External Auditor's work and fees on an annual basis.
- discuss with the External Auditor, before the audit commences, the nature and scope of the audit, and ensure co-ordination, as appropriate, with other External Auditors in the local health economy.
- review External Audit reports, including the Annual Audit Letter, together with the management response, and to monitor progress on the implementation of recommendations.
- develop and implement a policy on the External Auditor to supply non-audit services.

Counter Fraud

- assure itself that the organisation has adequate arrangements, policies and procedure in place for counter fraud, bribery and corruption that meet NHSCFA's standards and to review the outcomes of work in these areas.

- review and monitor the local counter fraud specialist work plans prior to their approval by the Chief Executive Officer and Chief Finance Officer.

Risk

- maintain an oversight of the Trust's general risk management structures, processes and responsibilities, including the production and issue of any risk and control related disclosure statements.
- review the risk register at each meeting or as the Board determines.
- monitor and review the Board Assurance Framework, and ensure its presentation to the Board of Directors at intervals that the Board determines.

Annual Account Review

- review the Trust's annual statutory accounts, before they are presented to the Trust Board, to determine their objectivity, integrity and accuracy. This review will cover:
    - The meaning and significance of the figures, notes and significant changes;
    - Accounting policies and practices followed and significant changes;
    - Explanation of estimates or provisions having material effect;
    - The schedule of losses and special payments;
    - Any reservations and disagreements between the External Auditors and management not satisfactorily resolved.

Standing Orders, Standing Financial Instructions and Standards of Business Conduct

- review on behalf of the Trust Board the operation of, and proposed changes to the Standing Orders and Standing Financial Instructions, Codes of Conduct and Standards of Business Conduct; including maintenance of registers of interest.
- examine the circumstances of any significant departure from the requirements of any of the foregoing.
- review the Scheme of Delegation.

Other audit related issues

- review performance indicators relevant to the Committee.
- review cross-committee referrals and escalation routes and identify material gaps, duplication or risks without a clear assurance route. Portfolio committees shall scrutinise performance, delivery and risks within their remits; this Committee shall test the completeness and effectiveness of the overall assurance system.

- annually review the accounting policies, judgements and material misstatements of the Trust and make appropriate recommendations to the Trust Board.
- Identify annual objectives of the Committee, produce an annual work plan in the agreed Trust format, measure performance at the end of the year and produce an annual report
- Undertake any other responsibilities as delegated by the Trust Board

7. Sub-Committees

7.1 The Committee has no established sub-committees.

8. Administrative Support

8.1 The Committee will be supported by the Chief Finance Officer, as the nominated lead Executive Director. The Committee will be supported administratively by the Head of Corporate Governance, or nominated deputy, whose duties in this respect will include:

- Agreement of the agenda with the Chief Finance Officer and the Committee Chair, collation and distribution of papers at least five 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 Committee members must consider the equality and diversity implications of decisions they make.

9.3 The Committee shall report to the Trust Board after each meeting through a concise, structured Alert, Advise, Assure report owned by the Committee Chair. Alert shall identify significant issues requiring escalation; Advise shall identify areas where some assurance exists but further work is required; and Assure shall summarise areas where sufficient assurance has been received. It shall also record approvals made under delegated authority, including any conditions or requirements for separate financial approval, and distinguish these from recommendations requiring Board approval.

9.4 The Committee shall receive and consider the Board Assurance Framework and Corporate Risk Register in full, focusing on risks, controls and assurances relevant to its remit and maintaining awareness of cross-cutting issues. It shall assess whether the frameworks are complete, current, appropriately scored, supported

by effective controls and reliable assurance, and allocated to the correct committee routes.

9.5 The Committee may refer matters to another Board committee for advice, clarification or approval within that committee's remit and delegated authority. Referrals shall specify the advice or decision sought and any relevant timescale. Outcomes and responsibility for further action shall be reported to the referring committee, with significant matters included in the relevant Alert, Advise, Assure reports. Referral shall not alter delegated authority or override requirements for approval elsewhere.

9.6 The Committee shall prepare an annual report to the Board on its work during the year, including its opinion on the adequacy of the Trust's systems of governance, risk management and internal control.

9.7 Key points for escalation shall be agreed promptly between the Committee Chair and the Corporate Governance team after each meeting to support timely action tracking, dissemination and proactive Board agenda-setting.

9.8 The Committee shall undertake an annual review of its Terms of Reference and an annual effectiveness review, reporting the outcome and any proposed changes to the Board.

10. Review of Terms of Reference

10.1. The Terms of Reference of the Committee shall be reviewed at least annually by the Committee and approved by the Trust Board.

Date approved:	**November 2026**
Approved by:	**Trust Board**
Next review date:	**September 2027**

Oxford University Hospitals
NHS Foundation Trust

Finance Committee

Terms of Reference

1 Authority

1.1 The Finance Committee (the Committee) is constituted as a standing committee of the Trust Board. The Committee has no executive powers, other than those specifically delegated in these Terms of Reference. The Terms of Reference can only be amended with the approval of the Trust Board.

1.2 The Committee is authorised by the Trust Board to investigate any activity 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 Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

1.4 The Committee may approve reports, action plans and submissions or returns on behalf of the Board where these relate directly to its responsibilities under these Terms of Reference and are consistent with the Trust's Board-approved strategy, policies and plans. This authority does not extend to determining new strategic direction or approving material changes to Board-approved commitments. It does not override any requirement for approval by the Board or another body or officer under legislation, regulatory requirements, the Trust's Constitution, Standing Orders, Standing Financial Instructions (SFIs), Scheme of Reservation and Delegation or other applicable governance requirements. Matters requiring approval elsewhere shall be scrutinised and referred with a recommendation to the appropriate body or officer. Where there is uncertainty about the Committee's authority or the Committee considers that a matter warrants Board determination because of its significance or wider implications, it shall refer the matter to the Board rather than approve it.

1.5 This delegation does not confer authority to approve expenditure, enter into contracts or make other financial commitments. Such approvals remain with TME, the Board or other bodies or officers authorised under the SFIs, Scheme of Reservation and Delegation and other applicable requirements. Approval of a report, action plan, submission or return does not constitute approval of associated expenditure or financial commitments. Any required financial approval must be obtained before expenditure is incurred or a commitment made.

Responsibility for operational implementation remains with the accountable Executive Director and relevant executive governance bodies.

2 Purpose of the Committee

2.1 The Committee is responsible for providing assurance to the Trust Board in relation to financial performance, the robustness of financial information, financial planning, cash, accounts and delivery against budget. It should also provide assurance on the Trust's underlying financial position, financial recovery and medium- and longer-term financial sustainability. The Committee shall focus on financial stewardship, scrutiny of the actions required to address the Trust's financial challenges, and the testing of performance against plan. Material investment proposals, capital prioritisation, transformation governance and post-project review sit primarily within the remit of the Investment, Digital and Estates Committee before escalation to the Board where required.

2.2 The Committee shall provide the Board with assurance, information on key issues and clear decision points in support of the Board's financial stewardship responsibilities. Financial implications of operational, workforce and strategic decisions should be considered first by the relevant portfolio committee and escalated to the Finance Committee and/or Board where material, so that financial scrutiny supports rather than duplicates wider portfolio assurance. The Committee shall work in alignment with the People Committee where workforce plans, workforce controls, staffing models or productivity assumptions have material financial implications.

3 Membership

3.1 The membership of the Committee shall include the following core members:

- at least three Non-Executive Directors, one of whom shall be the Chair of the Committee
- Chief Executive Officer
- Chief Finance Officer
- Chief Operating Officer
- Other Chief Officers as agreed

3.2 The following shall normally be expected to be in attendance:

- senior finance staff
- senior operational and planning leads as required

- any other Executive Director or senior manager whose area of responsibility is relevant to the matters under discussion, ensuring visibility of estates, digital and operational dependencies where required without broadening formal membership unnecessarily.

7.2 The Committee shall have visibility of the full Board Assurance Framework and Corporate Risk Register in order to maintain awareness of the wider organisational risk context. Its routine scrutiny shall focus on finance-related risks and on cross-cutting organisational risks with material financial implications.

7.3 The Committee may refer matters to another Board committee for advice, clarification or approval within that committee's remit and delegated authority. Referrals shall specify the advice or decision sought and any relevant timescale. Outcomes and responsibility for further action shall be reported to the referring committee, with significant matters included in the relevant Alert, Advise, Assure reports. Referral shall not alter delegated authority or override requirements for approval elsewhere.

7.4 Key points for escalation shall be agreed promptly between the Committee Chair and the Corporate Governance team after each meeting to support timely action tracking, dissemination and proactive Board agenda-setting.

7.5 The Committee shall undertake an annual review of its Terms of Reference and an annual effectiveness review, reporting the outcome and any proposed changes to the Board. The Committee may also receive an annual overview of the wider risk profile to identify broader organisational risks with material financial implications and to support alignment with the work of other Board committees.

Date approved:	**November 2026**
Approved by:	**Trust Board**
Next review date:	**September 2027**

Oxford University Hospitals
NHS Foundation Trust

Investment, Digital and Estates Committee

Terms of Reference

1 Authority

1.1 The Investment, Digital and Estates Committee (the Committee) is constituted as a standing committee of the Trust Board. The Committee has no executive powers, other than those specifically delegated in these Terms of Reference. The Terms of Reference can only be amended with the approval of the Trust Board.

1.2 The Committee is authorised by the Trust Board to investigate any activity 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 Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

1.4 The Committee may approve reports, action plans and submissions or returns on behalf of the Board where these relate directly to its responsibilities under these Terms of Reference and are consistent with the Trust's Board-approved strategy, policies and plans. This authority does not extend to determining new strategic direction or approving material changes to Board-approved commitments. It does not override any requirement for approval by the Board or another body or officer under legislation, regulatory requirements, the Trust's Constitution, Standing Orders, Standing Financial Instructions (SFIs), Scheme of Reservation and Delegation or other applicable governance requirements. Matters requiring approval elsewhere shall be scrutinised and referred with a recommendation to the appropriate body or officer. Where there is uncertainty about the Committee's authority or the Committee considers that a matter warrants Board determination because of its significance or wider implications, it shall refer the matter to the Board rather than approve it.

1.5 This delegation does not confer authority to approve expenditure, enter into contracts or make other financial commitments. Such approvals remain with TME, the Board or other bodies or officers authorised under the SFIs, Scheme of Reservation and Delegation and other applicable requirements. Approval of a report, action plan, submission or return does not constitute approval of associated expenditure or financial commitments. Any required financial approval must be obtained before expenditure is incurred or a commitment made.

Responsibility for operational implementation remains with the accountable Executive Director and relevant executive governance bodies.

2 Purpose of the Committee

2.1 The Committee is responsible for advising the Trust Board on investments and for providing assurance on major transformation programmes, capital prioritisation, estates, digital transformation, innovation, research translation, commercial opportunities and benefits realisation. The Committee shall focus on prioritisation, business cases, programme delivery, transformation governance and benefits realisation for material investments and transformation programmes.

2.2 The Finance Committee shall support scrutiny of affordability, funding, cash, revenue consequences and financial sustainability where appropriate, while quality, workforce, operational, education and risk implications shall be considered through the appropriate committee interfaces and escalated to the Board where material.

2.3 The Committee shall provide a structured forum for considering the Trust's approach to making and monitoring investments, capital prioritisation, major capital and revenue business cases, transformation governance, delivery confidence, implementation risk and the realisation of benefits from major programmes.

3 Membership

3.1 The Committee shall comprise at least three Non-Executive Directors, including the Committee Chair, and at least three Executive Directors.

3.2 Executive membership shall normally include:

- Chief Finance Officer
- Chief Estates and Facilities Officer
- Chief Digital and Information Officer.
- Other Chief Officers as agreed

3.3 Other Executive or Non-Executive Directors, programme directors, senior responsible owners and subject matter experts may be invited to attend all or part of a meeting as required.

3.4 In the absence of the appointed Chair, one of the remaining Non-Executive Directors present shall chair the meeting.

4 Attendance and Quorum

4.1 The quorum shall comprise a minimum of two Non-Executive Directors and a minimum of two Executive Directors, one of whom should normally be drawn from the Chief Finance Officer, Chief Estates and Facilities Officer or Chief Digital and Information Officer. Participation by teleconference or videoconference shall constitute attendance, provided that all participants are able to hear one another.

4.2 Members shall be expected to attend a minimum number of meetings annually, usually at least two-thirds of the annual total. Attendance shall be monitored and reported annually to the Board through the Committee's annual report.

4.3 Where a member is unable to attend, an appropriately senior deputy may attend with the agreement of the Committee Chair. Deputies shall be sufficiently briefed and authorised to contribute on behalf of the member. Deputies shall count for the purpose of quorum. Divisional Directors may exceptionally nominate a deputy from within the divisional senior management team, subject to the agreement of the Committee Chair.

5 Frequency of Meetings

5.1 Meetings shall be held at a frequency determined by the Chair, but in normal circumstances not less than once a quarter and more frequently where the scale or complexity of major programmes or transactions requires closer oversight.

6 Duties of the Committee

6.1 Investment Framework and Policies

The Committee shall review the Trust's approach to making and monitoring investments, including the policies and criteria by which investments are considered and prioritised, and the Trust's approach to financing investments over the medium to long term.

6.2 Business Cases and Transactions

The Committee shall review capital cases, including leases and asset disposals, that are subject to Board approval, and may review other cases where the Chair considers that the level of value or risk justifies Committee scrutiny. It shall also review proposals to set up special purpose vehicles where Board approval is required, together with ongoing monitoring of such arrangements.

6.3 Estates Strategy and Major Capital Programme Delivery

The Committee shall review the development and delivery of the Trust's estate strategy and major capital programmes, including programme governance, milestones, affordability, resource capacity, operational readiness, benefits realisation and management of principal risks and issues.

6.4 Digital Strategy and Transformation

The Committee shall provide assurance on the delivery of the Trust's digital strategy and significant digital transformation programmes. It shall review programme governance, milestone delivery, affordability, resource capacity, management of principal risks and issues, organisational readiness and benefits realisation for significant digital investments.

6.5 Innovation, Research Translation and Commercial Opportunities

The Committee shall provide assurance on innovation, research translation, commercial opportunities and partnership proposals where these involve material investment, significant transformation, digital or technology adoption, estates implications, intellectual property, commercial risk, benefits realisation or implementation risk. The Committee shall consider such matters within the investment and transformation framework approved by the Board and shall not assume responsibility for determining the Trust's overarching strategy for research, education or academic partnership.

6.6 Transformation and Organisational Change

The Committee shall provide assurance that major transformation initiatives are supported by robust plans, clear governance, realistic milestones, effective risk management and appropriate arrangements to deliver safe transition into business as usual.

6.7 Post-Project Review and Organisational Learning

The Committee shall receive post-project reviews of selected investments and major programmes and shall ensure that lessons learned are identified and used to improve future investment and transformation activity.

6.8 Relationship with Other Committees and Executive Governance

Clinical pathway transformation shall sit principally within the remit of the Quality and Performance Committee, with this Committee considering relevant investment, digital, estates, programme delivery or benefits realisation dependencies where these form part of a material transformation programme. The Committee shall receive assurance from, but not duplicate, executive governance arrangements and programme boards accountable through TME, including arrangements for productivity, delivery, transformation, digital and estates change.

7 Reporting to the Board

7.1 The Committee shall report to the Trust Board after each meeting through a concise, structured Alert, Advise, Assure report owned by the Committee Chair. Alert shall identify significant issues requiring escalation or matters that the Board needs to be alerted to. Advise shall summarise areas where there is some

assurance, but where further work is required and the Board should therefore be advised of the position. Assure shall summarise areas where the Committee is satisfied that it has received sufficient assurance and can therefore assure the Board. The report shall focus particularly on significant investment, digital, estates, transformation and benefits realisation matters. It shall also record approvals made under delegated authority, including any conditions or requirements for separate financial approval, and distinguish these from recommendations requiring Board approval.

7.2 The Committee shall have visibility of the full Board Assurance Framework and Corporate Risk Register in order to maintain awareness of the wider organisational risk context. Its routine scrutiny shall focus on investment, digital, estates and transformation risks and on cross-cutting organisational risks with material implications for those areas.

7.3 The Committee may refer matters to another Board committee for advice, clarification or approval within that committee's remit and delegated authority. Referrals shall specify the advice or decision sought and any relevant timescale. Outcomes and responsibility for further action shall be reported to the referring committee, with significant matters included in the relevant Alert, Advise, Assure reports. Referral shall not alter delegated authority or override requirements for approval elsewhere.

7.4 Key points for escalation shall be agreed promptly between the Committee Chair and the Corporate Governance team after each meeting to support timely action tracking, dissemination and proactive Board agenda-setting.

7.5 The Committee shall undertake an annual review of its Terms of Reference and an annual effectiveness review, reporting the outcome and any proposed changes to the Board.

Date approved:	**November 2026**
Approved by:	**Trust Board**
Next review date:	**September 2027**

Oxford University Hospitals
NHS Foundation Trust

People Committee

Terms of Reference

1 Authority

1.1 The People Committee (the Committee) is constituted as a standing committee of the Trust Board. The Committee has no executive powers, other than those specifically delegated in these Terms of Reference. The Terms of Reference can only be amended with the approval of the Trust Board.

1.2 The Committee is authorised by the Trust Board to investigate any activity 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 Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

1.4 The Committee may approve reports, action plans and submissions or returns on behalf of the Board where these relate directly to its responsibilities under these Terms of Reference and are consistent with the Trust's Board-approved strategy, policies and plans. This authority does not extend to determining new strategic direction or approving material changes to Board-approved commitments. It does not override any requirement for approval by the Board or another body or officer under legislation, regulatory requirements, the Trust's Constitution, Standing Orders, Standing Financial Instructions (SFIs), Scheme of Reservation and Delegation or other applicable governance requirements. Matters requiring approval elsewhere shall be scrutinised and referred with a recommendation to the appropriate body or officer. Where there is uncertainty about the Committee's authority or the Committee considers that a matter warrants Board determination because of its significance or wider implications, it shall refer the matter to the Board rather than approve it.

1.5 This delegation does not confer authority to approve expenditure, enter into contracts or make other financial commitments. Such approvals remain with TME, the Board or other bodies or officers authorised under the SFIs, Scheme of Reservation and Delegation and other applicable requirements. Approval of a report, action plan, submission or return does not constitute approval of associated expenditure or financial commitments. Any required financial approval must be obtained before expenditure is incurred or a commitment made.

Responsibility for operational implementation remains with the accountable Executive Director and relevant executive governance bodies.

2 Purpose of the Committee

2.1 The Committee is responsible for providing assurance to the Trust Board that the Trust's People Strategy supports the Trust's corporate aims and strategic objectives and that the strategy is being implemented with appropriate results.

2.2 The Committee shall provide a structured forum for detailed scrutiny and assurance on workforce planning, workforce numbers and costs, training budgets, staff wellbeing, engagement, culture, organisational development, leadership, equality, diversity and inclusion, speaking up, education, teaching and workforce-related risks. It shall support the Board's triangulation of people issues with quality, operational performance, finance, transformation and risk through clear escalation rather than duplicating the work of other portfolio committees.

2.3 The Committee shall exercise delegated approval authority on behalf of the Board for reports, action plans and submissions/returns within its remit subject to the limits and requirements set out above.

3 Membership

3.1 The membership of the Committee shall include the following core members:

- at least three Non-Executive Directors, one of whom shall be the Chair of the Committee
- Chief People Officer
- Chief Nursing Officer
- Chief Medical Officer
- Other Chief Officers as agreed

3.2 The following may be invited to attend all or part of meetings as required:

- Freedom to Speak Up Guardian
- Guardian of Safe Working Hours
- Director of Medical Workforce
- organisational development, staff experience and EDI leads
- education, teaching and workforce development leads
- divisional workforce representatives
- other Executive Directors and senior managers as appropriate.

3.3 In the absence of the appointed Chair, one of the remaining Non-Executive Directors present shall chair the meeting.

4 Attendance and Quorum

4.1 The quorum for any meeting of the Committee shall be four members, of which at least two shall be Non-Executive Directors and at least two shall be Executive Directors. Participation by teleconference or videoconference shall constitute attendance, provided that all participants are able to hear one another.

4.2 Members shall be expected to attend a minimum number of meetings annually, usually at least two-thirds of the annual total. Attendance shall be monitored and reported annually to the Board through the Committee's annual report.

4.3 Where a member is unable to attend, an appropriately senior deputy may attend with the agreement of the Committee Chair. Deputies shall be sufficiently briefed and authorised to contribute on behalf of the member. Deputies shall count for the purpose of quorum. Divisional Directors may exceptionally nominate a deputy from within the divisional senior management team, subject to the agreement of the Committee Chair.

5 Frequency of Meetings

5.1 The Committee shall meet at least quarterly and more frequently where this is necessary to support effective oversight of workforce priorities, culture and risk.

6 Duties of the Committee

6.1 People Strategy and Workforce Planning

The Committee shall receive, scrutinise, shape and recommend to the Board the Trust's People Strategy and annual workforce plan, and shall monitor delivery of the intended outcomes. It shall seek assurance that workforce plans align with the wider business plan and strategic direction of the Trust. Workforce plans, workforce controls, staffing models and productivity assumptions with material financial implications shall be aligned with scrutiny by the Finance Committee, while this Committee retains responsibility for workforce strategy and assurance.

6.2 Workforce Supply, Design and Productivity

The Committee shall review workforce supply, recruitment and retention, workforce redesign, succession planning, headcount development, vacancy trends, staffing models, workforce controls, agency and bank usage, temporary staffing and productivity, and the effective use of the Trust's human resources. Matters with material financial implications shall be considered consistently with the Finance Committee, while this Committee retains responsibility for workforce strategy and assurance.

6.3 Health, Wellbeing, Engagement and Culture

The Committee shall review staff health and wellbeing, the findings of the NHS Staff Survey, staff engagement, leadership development, culture and organisational development, and the effectiveness of action taken in response.

6.4 Equality, Diversity and Inclusion

The Committee shall monitor the Trust's approach to equality, diversity and inclusion, including compliance with nationally mandated standards and associated action plans, and shall seek assurance that the Trust is fostering an inclusive culture.

6.5 Freedom to Speak Up

The Committee shall ensure that the Trust has effective systems in place for raising concerns through formal and informal speaking up routes, including but not exclusively through review of Freedom to Speak Up activity and themes arising from concerns, and that concerns are assessed, followed up and escalated appropriately. It shall review themes, action taken, organisational learning and feedback to staff, including the effectiveness of arrangements to prevent and respond to detriment associated with speaking up.

6.6 Safe Working Hours

The Committee shall receive reports from the Guardian of Safe Working Hours as appropriate and seek assurance on safe working hours governance, the response to exception reports and the management of associated risks.

6.7 Education, Teaching, Learning and Development

The Committee shall receive assurance on education, teaching, learning and development arrangements across the Trust insofar as these relate to workforce capability, professional development, statutory and mandatory training, clinical education, leadership development, placement capacity, apprenticeship and career development pathways, and the learning environment for staff and students. The Committee shall seek assurance that education and teaching activity supports safe, effective and sustainable services, that risks relating to workforce education and training are appropriately managed, and that there are effective working arrangements with relevant academic, education and training partners. Overall strategic decisions on the Trust's academic, research and education mission remain reserved to the Board.

6.8 Safe Staffing and Establishment Reviews

The Committee shall seek assurance that the Trust has effective arrangements to determine, review and maintain safe and sustainable staffing establishments, staffing levels and skill mix in accordance with applicable statutory requirements and other relevant national guidance and professional standards. Consideration

of workforce proposals by the Committee shall not replace any executive or financial approval required under the Trust's governance arrangements.

6.9 Workforce Risks

The Committee shall review workforce-related risks within the Board Assurance Framework and Corporate Risk Register and shall report any material risks, gaps in assurance or concerns directly to the Trust Board for triangulation.

6.10 Interface with Executive Governance

Executive committees, programme boards and functional groups shall remain accountable through TME for delivery, executive decision-making within delegated authority and progression of actions. The Committee shall receive assurance on whether delivery is on track, risks are being managed, controls are effective and matters requiring Board attention are escalated.

7 Reporting to the Board

7.1 The Committee shall report to the Trust Board after each meeting through a concise, structured Alert, Advise, Assure report owned by the Committee Chair. Alert shall identify significant issues requiring escalation or matters that the Board needs to be alerted to. Advise shall summarise areas where there is some assurance, but where further work is required and the Board should therefore be advised of the position. Assure shall summarise areas where the Committee is satisfied that it has received sufficient assurance and can therefore assure the Board. The report shall focus particularly on significant workforce, culture, staff experience and workforce risk matters. It shall also record approvals made under delegated authority, including any conditions or requirements for separate financial approval, and distinguish these from recommendations requiring Board approval.

7.2 The Committee shall have visibility of the full Board Assurance Framework and Corporate Risk Register in order to maintain awareness of the wider organisational risk context. Its routine scrutiny shall focus on workforce-related risks and on cross-cutting organisational risks with material workforce implications.

7.3 The Committee may refer matters to another Board committee for advice, clarification or approval within that committee's remit and delegated authority. Referrals shall specify the advice or decision sought and any relevant timescale. Outcomes and responsibility for further action shall be reported to the referring committee, with significant matters included in the relevant Alert, Advise, Assure reports. Referral shall not alter delegated authority or override requirements for approval elsewhere.

7.4 Key points for escalation shall be agreed promptly between the Committee Chair and the Corporate Governance team after each meeting to support timely action tracking, dissemination and proactive Board agenda-setting.

7.5 The Committee shall undertake an annual review of its Terms of Reference and an annual effectiveness review, reporting the outcome and any proposed changes to the Board.

Date approved:	**November 2026**
Approved by:	**Trust Board**
Next review date:	**September 2027**

Oxford University Hospitals
NHS Foundation Trust

Quality and Performance Committee

Terms of Reference

1 Authority

1.1 The Quality and Performance Committee (the Committee) is constituted as a standing committee of the Trust Board. The Committee has no executive powers, other than those specifically delegated in these Terms of Reference. The Terms of Reference can only be amended with the approval of the Trust Board.

1.2 The Committee is authorised by the Trust Board to investigate any activity 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 Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

1.4 The Committee may approve reports, action plans and submissions or returns on behalf of the Board where these relate directly to its responsibilities under these Terms of Reference and are consistent with the Trust's Board-approved strategy, policies and plans. This authority does not extend to determining new strategic direction or approving material changes to Board-approved commitments. It does not override any requirement for approval by the Board or another body or officer under legislation, regulatory requirements, the Trust's Constitution, Standing Orders, Standing Financial Instructions (SFIs), Scheme of Reservation and Delegation or other applicable governance requirements. Matters requiring approval elsewhere shall be scrutinised and referred with a recommendation to the appropriate body or officer. Where there is uncertainty about the Committee's authority or the Committee considers that a matter warrants Board determination because of its significance or wider implications, it shall refer the matter to the Board rather than approve it.

1.5 This delegation does not confer authority to approve expenditure, enter into contracts or make other financial commitments. Such approvals remain with TME, the Board or other bodies or officers authorised under the SFIs, Scheme of Reservation and Delegation and other applicable requirements. Approval of a report, action plan, submission or return does not constitute approval of associated expenditure or financial commitments. Any required financial approval must be obtained before expenditure is incurred or a commitment made.

Responsibility for operational implementation remains with the accountable Executive Director and relevant executive governance bodies.

2 Purpose of the Committee

2.1 The Committee is responsible for providing detailed scrutiny and assurance to the Trust Board on the quality of services and the Trust's operational performance, including patient safety, clinical effectiveness, patient experience, access, operational delivery, clinical pathway transformation and operational risk.

2.2 The Committee shall provide assurance to the Board that the Trust has effective systems of quality governance and operational performance management in place, and that where quality or operational performance falls below expected standards, appropriate action is being taken to address the position and mitigate associated risks.

3 Membership

3.1 The membership of the Committee shall include the following core members:

- at least three Non-Executive Directors, one of whom shall be the Chair of the Committee
- Chief Executive Officer
- Chief Medical Officer
- Chief Nursing Officer
- Chief Operating Officer
- Other Chief Officers as agreed
- One Divisional Director (with the expectation that membership will rotate amongst Divisional Directors on an annual basis)

3.2 The following shall normally be expected to be in attendance:

- senior quality governance leads and operational performance leads, as determined by the Chair and Chief Executive
- any other Executive Director or senior manager whose area of responsibility is relevant to the matters under consideration, including where this is necessary to support triangulation and direct assurance from service areas.

3.3 In the absence of the appointed Chair, one of the remaining Non-Executive Directors present shall chair the meeting.

4 Attendance and Quorum

4.1 The quorum for any meeting of the Committee shall be attendance by a minimum of two Non-Executive Directors and two Executive Directors. Either the Chief Medical Officer or Chief Nursing Officer shall normally be present for the transaction of business. Participation by teleconference or videoconference shall constitute attendance, provided that all participants are able to hear one another.

4.2 Members shall be expected to attend a minimum number of meetings annually, usually at least two-thirds of the annual total. Attendance shall be monitored and reported annually to the Board through the Committee's annual report.

4.3 Where a member is unable to attend, an appropriately senior deputy may attend with the agreement of the Committee Chair. Deputies shall be sufficiently briefed and authorised to contribute on behalf of the member. Deputies shall count for the purpose of quorum. Divisional Directors may exceptionally nominate a deputy from within the divisional senior management team, subject to the agreement of the Committee Chair.

5 Frequency of Meetings

5.1 Meetings of the Committee shall be held at least ten times per year and shall be scheduled, where practicable, to support the monthly Board reporting cycle and timely preparation of Alert, Advise, Assure reports. The Committee may also schedule deep dives or additional briefing sessions where this would assist it in discharging its responsibilities.

6 Duties of the Committee

6.1 Quality of Services

The Committee shall receive, scrutinise and triangulate evidence relating to patient safety, clinical effectiveness and patient experience across the organisation. This shall include oversight of significant incidents, complaints, claims, inquests, learning from deaths, external inspections, accreditations, quality priorities and other indicators of the quality of care provided by the Trust. The Committee shall be responsible for a review of the outcomes of the clinical audit programme.

6.2 Operational Performance

The Committee shall review the Trust's operational performance against NHS Constitutional standards, other nationally mandated operational targets, and any other key operational indicators required to support Board assurance. These shall include access standards, urgent and emergency care, elective care, diagnostics, cancer performance, length of stay, discharge and flow. It shall seek assurance that there are appropriate recovery plans and management actions in place where

performance is below plan or trajectory. Operational recovery plans with material financial consequences shall be aligned with scrutiny by the Finance Committee, without transferring responsibility for operational and quality assurance from this Committee.

6.3 Quality and Performance Information

The Committee shall seek assurance that systems for the collection, validation and reporting of quality and operational performance information are robust and provide reliable information for decision-making.

6.4 Clinical Pathway Transformation

The Committee shall provide assurance to the Board on the quality, performance and operational impact of clinical pathway transformation, including changes to models of care, pathway redesign and service improvement. It shall consider whether proposed and implemented pathway changes support safe, effective, timely and patient-centred care, and whether their intended benefits are being realised through improvements in outcomes, access, flow, experience and sustainable delivery. Clinical pathway transformation with material financial consequences shall be aligned with scrutiny by the Finance Committee, without transferring responsibility for quality, performance and operational assurance from this Committee.

6.5 Divisional Assurance

The Committee shall receive assurance on divisional governance and performance arrangements and may require divisional leaders to attend to provide explanation, assurance or recovery plans. It may commission specific deep dives where additional assurance is needed, including on areas of heightened concern, persistent non-delivery or complex cross-cutting issues.

6.6 Regulatory and Quality Governance Requirements

The Committee shall receive assurance in relation to compliance with quality-related regulatory requirements, including matters relevant to CQC registration and standards, action plans arising from CQC inspections, enforcement activity, undertakings, warning notices and other external regulatory requirements, and may commission additional review where this is necessary to ensure continuing compliance and quality oversight.

6.7 Research, Development and Clinical Innovation

The Committee shall receive assurance on the quality, safety and governance of research and development activity where this has implications for patient safety, clinical effectiveness, patient experience, regulatory compliance or the quality of services. This shall include assurance that appropriate arrangements are in place for the safe and ethical conduct of research, management of research-related

risks, learning from research activity and the translation of evidence into improvements in care. Research shall sit principally with this Committee for quality and governance assurance purposes, while the Investment, Digital and Estates Committee shall retain oversight where research relates to commercialisation, strategic investment, digital or estates implications, innovation or benefits realisation. Overall strategic decisions on the Trust's academic, research and education mission remain reserved to the Board.

6.8 Safe Staffing

The Committee shall receive assurance on safe staffing insofar as this relates to the quality, safety and effectiveness of services, with appropriate cross-reference to the People Committee for workforce planning, workforce supply, education, training and related staffing implications.

6.9 Risks Within Remit

The Committee shall monitor the principal and significant operational, clinical, quality and safety risks associated with the matters within its remit and shall report those risks, together with the adequacy of assurance and mitigation, directly to the Trust Board for triangulation.

6.10 Interface with Executive Governance

Executive committees, programme boards and functional groups shall remain accountable through TME for delivery, executive decision-making within delegated authority and progression of actions. The Committee shall receive assurance on whether delivery is on track, risks are being managed, controls are effective and matters requiring Board attention are escalated.

7 Reporting to the Board

7.1 The Committee shall report to the Trust Board after each meeting through a concise, structured Alert, Advise, Assure report owned by the Committee Chair. Alert shall identify significant issues requiring escalation or matters that the Board needs to be alerted to. Advise shall summarise areas where there is some assurance, but where further work is required and the Board should therefore be advised of the position. Assure shall summarise areas where the Committee is satisfied that it has received sufficient assurance and can therefore assure the Board. The report shall focus particularly on significant quality, patient safety, operational performance and clinical pathway transformation matters. It shall also record approvals made under delegated authority, including any conditions or requirements for separate financial approval, and distinguish these from recommendations requiring Board approval.

7.2 The Committee shall have visibility of the full Board Assurance Framework and Corporate Risk Register in order to maintain awareness of the wider organisational

risk context. Its routine scrutiny shall focus on quality and operational performance risks and on cross-cutting organisational risks with material quality or performance implications.

7.3 The Committee may refer matters to another Board committee for advice, clarification or approval within that committee's remit and delegated authority. Referrals shall specify the advice or decision sought and any relevant timescale. Outcomes and responsibility for further action shall be reported to the referring committee, with significant matters included in the relevant Alert, Advise, Assure reports. Referral shall not alter delegated authority or override requirements for approval elsewhere.

7.4 Key points for escalation shall be agreed promptly between the Committee Chair and the Corporate Governance team after each meeting to support timely action tracking, dissemination and proactive Board agenda-setting.

7.5 The Committee shall undertake an annual review of its Terms of Reference and an annual effectiveness review, reporting the outcome and any proposed changes to the Board.

Date approved:	**November 2026**
Approved by:	**Trust Board**
Next review date:	**September 2027**

Appendix 2: Proposed committee memberships

Audit and Risk Committee

Name	Title / role	Committee status
Adrian Gardner	Non-Executive Director	Chair
Claire Feehily	Non-Executive Director	Member
Kenny Kamal	Non-Executive Director	Member
Professor Meghana Pandit	Chief Executive Officer	Attendee (as required)
Simon Crowther	Deputy Chief Executive Officer	Attendee (as required)
Dr Ben Attwood	Chief Digital and Information Officer	Attendee (as required)
Professor Andrew Brent	Chief Medical Officer	Attendee (as required)
Yvonne Christley	Chief Nursing Officer	Attendee (as required)
Jason Dorsett	Chief Finance Officer	Attendee
Lisa Hofen	Chief Estates and Facilities Officer	Attendee (as required)
Jay Mistry	Interim Chief Strategy Officer	Attendee (as required)
Terry Roberts	Chief People Officer	Attendee
Felicity Taylor-Drewe	Chief Operating Officer	Attendee (as required)
Clair Young	Director of Finance	Attendee
Eirian David	Deputy Director of Finance - Technical & Developments	Attendee

Finance Committee

Name	Title / role	Committee status
Sarah Hordern	Trust Vice Chair	Chair
Adrian Gardner	Non-Executive Director	Member
Professor Gavin Screaton	Non-Executive Director	Member
Professor Aidan Fowler	Non-Executive Director	Member
Professor Meghana Pandit	Chief Executive Officer	Member
Simon Crowther	Deputy Chief Executive Officer	Member
TBC	Deputy Chief Medical Officer	Member
Yvonne Christley	Chief Nursing Officer	Member
Jason Dorsett	Chief Finance Officer	Member
Felicity Taylor-Drewe	Chief Operating Officer	Member
Laura Bick	Director of Workforce	Member
Dr Anny Sykes	Divisional Director, SuWOn	Member
Clair Young	Director of Finance	Attendee
Eirian David	Deputy Director of Finance - Technical & Developments	Attendee
Ian Howe	Deputy Director of Finance - Performance & Reporting	Attendee

Investment, Digital and Estates Committee

Name	Title / role	Committee status
Sarah Hordern	Trust Vice Chair	Chair
Adrian Gardner	Non-Executive Director	Member
Claire Feehily	Non-Executive Director	Member
Kenny Kamal	Non-Executive Director	Member
Dr Ben Attwood	Chief Digital and Information Officer	Member
Jason Dorsett	Chief Finance Officer	Member
Lisa Hofen	Chief Estates and Facilities Officer	Member
Jay Mistry	Interim Chief Strategy Officer	Member
Felicity Taylor-Drewe	Chief Operating Officer	Member
Ben Wright	Interim Divisional Director, CSS	Member
Dr Sam Barclay	Director of Clinical Infomatics	Attendee
Ian Fabbro	Director of Digital Services	Attendee
John Pointon	Deputy Chief Estates and Facilities Officer, Capital	Attendee
Clair Young	Director of Finance	Attendee
Eirian David	Deputy Director of Finance - Technical & Developments	Attendee
Carl Hooper	Interim Director of Procurement & Supply Chain	Attendee

People Committee

Name	Title / role	Committee status
Lynne Graham	Non-Executive Director	Chair
Kenny Kamal	Non-Executive Director	Member
Professor Ashok Soni OBE	Non-Executive Director	Member
Professor Aidan Fowler	Non-Executive Director	Member
Joy Warmington MBE	Non-Executive Director	Member
Simon Crowther	Deputy Chief Executive Officer	Member
Dr Ben Attwood	Chief Digital and Information Officer	Member
Professor Andrew Brent	Chief Medical Officer	Member
Yvonne Christley	Chief Nursing Officer	Member
Jason Dorsett	Chief Finance Officer	Member
Jay Mistry	Interim Chief Strategy Officer	Member
Terry Roberts	Chief People Officer	Member
Laura Bick	Director of Workforce	Member
Lisa Glynn	Director of Clinical Services	Member
Dr Elaine Hill	Director of Medical Workforce	Attendee
Dr Penny Lennox	Divisional Director, NOTSSCaN	Member
Professor Meghana Pandit	Chief Executive Officer	Attendee
Vacant	Deputy Chief People Officer	Attendee

Quality and Performance Committee

Name	Title / role	Committee status
Professor Aidan Fowler	Non-Executive Director	Chair
Claire Feehily	Non-Executive Director	Member
Lynne Graham	Non-Executive Director	Member
Professor Gavin Screaton	Non-Executive Director	Member
Professor Ashok Soni OBE	Non-Executive Director	Member
Joy Warmington MBE	Non-Executive Director	Member
Professor Meghana Pandit	Chief Executive Officer	Member
Simon Crowther	Deputy Chief Executive Officer	Member
Professor Andrew Brent	Chief Medical Officer	Member
Yvonne Christley	Chief Nursing Officer	Member
Lisa Hofen	Chief Estates and Facilities Officer	Member
Terry Roberts	Chief People Officer	Member
Felicity Taylor-Drewe	Chief Operating Officer	Member
Ian Fabbro	Director of Digital Services	Member
Clair Young	Director of Finance	Member
Dr Larry Fitton	Divisional Director, MRC	Member

Committee meeting schedule

January 2027 onwards

£ Year	Year	Month	Day	Date	Meeting	Venue	Time
26/27	2027	Jan	Wed	27 Jan 2027	Quality & Performance Committee	GPEC 4A/4B	09:00-11:30
26/27	2027	Jan	Wed	27 Jan 2027	Finance Committee	GPEC 4A/4B	12:30-14:00
26/27	2027	Jan	Wed	27 Jan 2027	Investment, Digital and Estates Committee	GPEC 4A/4B	14:30-17:00
26/27	2027	Feb	Wed	10 Feb 2027	People Committee	OxHEC Room 5	09:30-11:30
26/27	2027	Feb	Wed	24 Feb 2027	Quality & Performance Committee	GPEC 4A/4B	09:00-11:30
26/27	2027	Feb	Wed	24 Feb 2027	Finance Committee	GPEC 4A/4B	12:30-14:00
26/27	2027	Feb	Wed	24 Feb 2027	Audit and Risk Committee	GPEC 4A/4B	14:45-17:00
26/27	2027	Mar	Wed	24 Mar 2027	Quality & Performance Committee	GPEC 4A/4B	09:00-11:30
26/27	2027	Mar	Wed	24 Mar 2027	Finance Committee	GPEC 4A/4B	12:30-14:00
26/27	2027	Mar	Wed	24 Mar 2027	Investment, Digital and Estates Committee	GPEC 4A/4B	14:30-17:00
27/28	2027	Apr	Wed	14 Apr 2027	People Committee	TBC	09:00-11:00
27/28	2027	Apr	Wed	28 Apr 2027	Quality & Performance Committee	TBC	09:00-11:30
27/28	2027	Apr	Wed	28 Apr 2027	Finance Committee	TBC	12:30-14:00
27/28	2027	May	Wed	12 May 2027	Audit and Risk Committee	TBC	15:00-17:30
27/28	2027	May	Wed	26 May 2027	Quality & Performance Committee	TBC	09:00-11:30
27/28	2027	May	Wed	26 May 2027	Finance Committee	TBC	12:30-14:00
27/28	2027	May	Wed	26 May 2027	Investment, Digital and Estates Committee	TBC	14:15-16:45
27/28	2027	Jun	Wed	9 Jun 2027	People Committee	TBC	09:00-11:00
27/28	2027	Jun	Mon	28 Jun 2027	Audit and Risk Committee (Annual Report and Accounts)	TBC	09:30-11:30
27/28	2027	Jun	Wed	30 Jun 2027	Quality & Performance Committee	TBC	09:00-11:30
27/28	2027	Jun	Wed	30 Jun 2027	Finance Committee	TBC	12:15-13:45
27/28	2027	Jun	Wed	30 Jun 2027	Board in Private (Annual Report and Accounts)	TBC	14:00-15:00
27/28	2027	Jul	Wed	28 Jul 2027	Quality & Performance Committee	TBC	09:00-11:30
27/28	2027	Jul	Wed	28 Jul 2027	Finance Committee	TBC	12:30-14:00
27/28	2027	Jul	Wed	28 Jul 2027	Investment, Digital and Estates Committee	TBC	14:15-16:45
27/28	2027	Aug	Wed	25 Aug 2027	Quality & Performance Committee	TBC	09:00-11:30
27/28	2027	Aug	Wed	25 Aug 2027	Finance Committee	TBC	12:15-13:45
27/28	2027	Aug	Wed	25 Aug 2027	People Committee	TBC	14:00-16:00
27/28	2027	Sep	Wed	8 Sep 2027	Audit and Risk Committee	TBC	15:00-17:30
27/28	2027	Sep	Wed	29 Sep 2027	Quality & Performance Committee	TBC	09:00-11:30
27/28	2027	Sep	Wed	29 Sep 2027	Finance Committee	TBC	12:30-14:00
27/28	2027	Sep	Wed	29 Sep 2027	Investment, Digital and Estates Committee	TBC	14:15-16:45
27/28	2027	Oct	Wed	13 Oct 2027	People Committee	TBC	09:00-11:00
27/28	2027	Oct	Wed	27 Oct 2027	Quality & Performance Committee	TBC	09:00-11:30
27/28	2027	Oct	Wed	27 Oct 2027	Finance Committee	TBC	12:30-14:00
27/28	2027	Nov	Wed	10 Nov 2027	Audit and Risk Committee	TBC	15:00-17:30
27/28	2027	Nov	Wed	24 Nov 2027	Quality & Performance Committee	TBC	09:00-11:30
27/28	2027	Nov	Wed	24 Nov 2027	Finance Committee	TBC	12:30-14:00
27/28	2027	Nov	Wed	24 Nov 2027	Investment, Digital and Estates Committee	TBC	14:15-16:45
27/28	2027	Dec	Wed	8 Dec 2027	People Committee	TBC	09:00-11:00
27/28	2028	Jan	Wed	26 Jan 2028	Quality & Performance Committee	TBC	09:00-11:30
27/28	2028	Jan	Wed	26 Jan 2028	Finance Committee	TBC	12:30-14:00
27/28	2028	Jan	Wed	26 Jan 2028	Investment, Digital and Estates Committee	TBC	14:15-16:45
27/28	2028	Feb	Wed	9 Feb 2028	People Committee	TBC	09:00-11:00
27/28	2028	Feb	Wed	23 Feb 2028	Quality & Performance Committee	TBC	09:00-11:30
27/28	2028	Feb	Wed	23 Feb 2028	Finance Committee	TBC	12:30-14:00
27/28	2028	Feb	Wed	23 Feb 2028	Audit and Risk Committee	TBC	14:45-17:00
27/28	2028	Mar	Wed	29 Mar 2028	Quality & Performance Committee	TBC	09:00-11:30
27/28	2028	Mar	Wed	29 Mar 2028	Finance Committee	TBC	12:30-14:00
27/28	2028	Mar	Wed	29 Mar 2028	Investment, Digital and Estates Committee	TBC	14:15-16:45