Airedale NHS Foundation Trust
Securing the Future Committee
Terms of Reference

Document Control

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1. Constitution

The Trust Board hereby resolves to establish a committee of the Board to be known as the Securing the Future Committee (the committee).

The Committee will adhere to and be cognisant of the Trust values at all times.

2. Membership

The Committee shall comprise at least three Non-Executive Directors, and at least two Executive Director members.

The Trust Chair will appoint a Non-Executive Director to act as Committee Chair. In their absence, one of the other Non-Executive Directors present shall be nominated and appointed as acting Chair for the meeting.

Deputies may attend the meeting in the absence of a member. However, prior permission must be sought from the Committee Chair before attendance is permitted. Deputies shall no count towards the quorum.

For decisions taken by the Committee to be valid, the meeting must be quorate. The quorum necessary for the transaction of business shall be three members, of which two are Non-Executive Directors and one Executive Director.

The membership shall be disclosed in the Trust's Annual Report.

3. Attendance at meetings

The Senior Responsible Officers for New Hospital and Reinforced Autoclaved Aerated Concrete (RAAC) Programmes will be expected to attend each meeting. Others may be invited to attend all or part of any meeting depending upon issues under discussion.

All other members of the Board of Directors shall be entitled to attend and receive papers to be considered by the Committee.

A Governor may attend the Committee in an observer capacity to gain a better understanding of the work of the Trust and to observe Non-Executive Directors in their role of holding the Executive Directors to account for the operational performance of the Trust. The Governor will be required to declare any interest they may have in respect of the items being discussed.

4. Frequency of meetings

The Committee shall meet bi-monthly. Additional meetings may be called at the request of the Committee Chair.

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To assist in the management of business over the year an annual workplan will be maintained, capturing the main items of business at each scheduled meeting.

5. Authority

The committee is constituted as a standing committee of the Trust Board. Its constitution and Terms of Reference are subject to amendment by the Trust Board.

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 employee, and all employees are directed to cooperate with any request made by the committee. 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.

6. Purpose and Responsibilities

The committee's purpose can be detailed as:

The Committee shall be accountable to the Trust Board and examine assurances relating to:

- the New Hospital Programme; and
- RAAC remedial works.

It will ensure that there are clear processes and mechanisms of assurance, for oversight of the Securing the Future Programme Board ('Programme Board'), and that these meet the statutory duties of the organisation.

It will operate in line with the principles of good governance, financial accountability, internal control, and risk management.

The Committee will understand and ensure alignment to the work of other Committees of the Board and seek to work with them as appropriate. It will also operate in line with the Trust Corporate Governance Framework including Scheme of Delegation and Standing Financial Instructions.

Responsibilities

Oversee a programme of independent assurance to ensure that both the New Hospital Programme and RAAC remedial works projects are both managed and delivered in a controlled manner.

Provide oversight and scrutiny of the design and scope of works relating to the Securing the Future Programme.

Receive reports from the Programme Board that include progress against delivery of the Programmes aims and objectives, including finance, risk, assurance (such as audit) and external advisory activities and any key information as requested by the Committee;

Ensure that robust and effective governance arrangements are implemented to oversee the delivery of the Programme and approved projects.

Ensure that the Programme Board and Programme Team have clear management and delivery responsibilities or a clear oversight and monitoring responsibility for all projects identified throughout the delivery process, and which are necessary to support the operationalisation of new facilities.

Ensure that effective control and risk management arrangements are implemented to manage the delivery of the Securing the Future Programme and the approved projects within its control.

Identify and manage risks within the committee's remit on the high-level risk register and the Board Assurance Framework (BAF) by performing detailed reviews of those risks aligned to the committee and provide the Trust Board with the relevant assurance on mitigations, controls, and assurances for those risks.

Have oversight, on behalf of the Board, of the New Hospital Programme and RAAC remedial works revenue and capital plans, current position, forecast risk and mitigations.

Authorise transactions in respect of the New Hospital Programme and RAAC remedial works activity as defined in Scheme of Delegation, in keeping with thresholds aligned with the Finance, Performance, and Digital Committee.

Prior to their formal approval by the Trust Board, confirm that appropriate processes have been implemented and assurance activities completed on key Securing the Future Programme documents, as is to be determined by the Committee including:

- Programme and Project Delivery Plans
- Strategic Outline Case (SOC)
- Outline Business Case (OBC)
- Full Business Case (FBC)
- Key Procurement Strategies
- Key contracts

This will be done in conjunction with the Trust's Corporate Governance Framework and noting any interdependencies with other key Board Committee such as the Finance, Performance and Digital Committee. It will also be mindful of Bradford District & Craven Place ('Place') and wider West Yorkshire Integrated Care Board (ICB) considerations.

Ensure that the appropriate due diligence has been completed (and where necessary appropriate specialist external advice and assurance sought) prior appointment of a provider of services or contractor in connection with main works related to the New Hospital Programme and RAAC remedial works.

To monitor, review and provide assurance that the Securing the Future Programme Board, as far as practically possible, is delivering against the principles of the New Hospital Programme Memorandum of Understanding and other processes and procedures as formally notified to the Trust.

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To consider and advise the Board on the risks associated with any material issues as required by any Director in consultation with the Trust Chair and Chief Executive. In preparing such advice the committee shall satisfy itself that a due diligence appraisal of the proposition is undertaken and is within the risk appetite of the Trust, drawing on independent external advice where appropriate and available, before the Board takes a decision whether to proceed. Escalation will also be mindful of Place and wider West Yorkshire ICB considerations.

To work closely with, and support, the Audit and Risk Committee to review and oversee the effectiveness of the Trust's internal control framework over the New Hospital Programme and RAAC Remedial works.

To undertake or consider on behalf of the Chair or Chief Executive for the Board such other related tasks or topics as the Chair or Chief Executive of the Board may from time to time entrust to the Committee, for example a wider brief around Transformation once the New Hospital Programme is being operationalised

Where there is a perceived overlap of responsibilities between the Trust's Other Assurance Committees - Finance, Performance and Digital, Quality and Safety, and People - the respective Committee Chair shall have the discretion to agree the most appropriate Committee to fulfil any obligation.

Where the Committee's monitoring and review activities reveal cause for concern or scope for improvement, it shall make recommendations to the Board on action needed to address the issue or to make improvements.

7. Behaviours and conduct

Trust values
Members will be expected to conduct business in line with the trust values and objectives.

Members of, and those attending, the committee shall behave in accordance with the trust's constitution, standing orders, standards of business conduct and conflicts of interest policy.

Confidentiality
The papers relating to this agenda are subject to commercial confidentiality and in no circumstances must any information from these reports be shared with anyone beyond the purposes of this meeting.

Equality and diversity
Members must demonstrably consider the equality and diversity implications of decisions they make.

8. Accountability and reporting

The committee shall report to the Trust Board on how it discharges its responsibilities.

The Head of Corporate Governance has responsibility for ensuring that meetings are formally recorded by the nominated secretariat and available for the Trust Board. The chair of the committee shall draw to the attention of the Board any issues that require disclosure to the full Board or require executive action and a Committee Chair's Report will be presented to the next Trust Board meeting.

The committee will report to the Board at least annually to describe how the committee has fulfilled its Terms of Reference and the delivery against its workplan, reports will specifically comment on assurance of delivery against key timelines set out in the overall project plan, risks, mitigations and deviation from plans. And.

An annual committee effectiveness evaluation will be undertaken and reported to the committee and the Trust Board.

The Securing the Future Committee will review these Terms of Reference, at least annually as part of the annual committee effectiveness review and recommend any changes to the Trust Board.

Members unable to attend a committee meeting should inform the Corporate Governance Office as soon as possible in advance of the meeting except in extenuating circumstances.

A register of attendance will be maintained, and the Chair of the committee will follow up any issues related to the unexplained non-attendance of members. Should continuing non-attendance of a member jeopardise the functioning of the committee, the Chair will discuss the matter with the member and, if necessary, seek a substitute or replacement.

9. Meetings

Items for the agenda must be sent to the Corporate Governance Office a minimum of ten working days prior to the meeting; urgent items may be raised under any other business.

The agenda will be sent out to the committee members at least five working days prior to the meeting date, together with the updated action schedule and other associated papers.

Meetings, other than those regularly scheduled as above, shall be called by the committee secretary at the request of the Chair.

10. Review

The committee will review its effectiveness at least annually.

Noting the nature of the programme of work, the Committee may also take a phased approach to the review of its Terms of Reference to ensure it is aligned and remains effective in delivering its responsibility and duties, in relation to the requirements of the New Hospital Programme.