University Hospital Southampton NHS
NHS Foundation Trust

# People and Organisational Development Committee Terms of Reference

**Version:** 8

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**Document Status**

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## 1. Role and Purpose

1.1 The People and Organisational Development Committee (the **Committee**) is responsible for overseeing, monitoring and reviewing the development and implementation of the people and organisational development strategies and operational plans for University Hospital Southampton NHS Foundation Trust (**UHS** or the **Trust**), including the three areas of culture, capacity, and capability and skills.

1.2 The Committee provides the board of directors of the Trust (the **Board**) with a means of assurance regarding the Trust's culture, capacity, and capability and skills in support of the provision of outstanding care for all.

1.3 The duties and responsibilities of the Committee are more fully described in paragraph 7 below. A summary of the Committee's key assurance responsibilities, expected assurance outputs, inter-committee relationships, and risk oversight expectations can be found in Appendix B. In case of any conflict between Appendix B and the main body of these terms of reference, the main body of the terms of reference shall prevail.

## 2. Constitution

2.1 The Committee has been established by the Board. The Committee has no executive powers other than those set out in these terms of reference. It is supported in its work by other committees established by the Board and other committees and groups as shown in Appendix A.

2.2 The Committee is authorised by the 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 cooperate with any request made by the Committee.

2.3 In carrying out its role the Committee is authorised to seek reports and assurance from executive directors and managers and will maintain effective relationships with the chairs of other Board committees to understand their processes of assurance and links with the work of the Committee.

2.4 The Committee is authorised to obtain external legal or other independent professional advice if it considers this necessary, taking into consideration any issues of confidentiality and the Trust's standing financial instructions.

## 3. Membership

3.1 The members of the Committee will be appointed by the Board and will be:

3.1.1 at least two non-executive directors of the Trust;

3.1.2 the Chief Executive;

3.1.3 the Chief Nursing Officer;

3.1.4 the Chief Medical Officer; and

3.1.5 the Chief People Officer.

3.2 The Board will appoint the chair of the Committee from among its non-executive director members (the **Committee Chair**). In the absence of the Committee Chair and/or an appointed deputy, the remaining members present will elect one of the non-executive director members present to chair the meeting.

3.3 To ensure that non-executive directors hold the majority of votes on the Committee, only the Chief People Officer and Chief Nursing Officer shall be invited to vote on any matter. The Committee Chair will have a second and casting vote in the event of a tie.

3.4 Subject to paragraph 3.3 above, only members of the Committee have the right to attend and vote at Committee meetings. However, the following will be invited to attend meetings of the Committee on a regular basis:

3.4.1 Director of Operational Finance/Deputy Director of Finance;

3.4.2 Deputy Chief People Officer;

3.4.3 Director of Education and Workforce;

3.4.4 Head of Workforce and Workforce Planning; and

3.4.5 Associate Director of Corporate Affairs (**Company Secretary**).

3.5 Other individuals may be invited for one of more topics to be present depending on the nature of the agenda item.

3.6 Governors may be invited to attend meetings of the Committee as observers.

## 4. Attendance and Quorum

4.1 Members should aim to attend every meeting and should attend a minimum of two-thirds of meetings held in each financial year. Where a member is unable to attend a meeting, they should notify the Committee Chair or Company Secretary in advance.

4.2 The quorum for a meeting will be three members, including two non-executive directors and either the Chief People Officer or the Chief Nursing Officer. A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4.3 When an executive director or manager is unable to attend a meeting, they should appoint a deputy to attend on their behalf. A deputy for an executive director will not count towards quoracy.

## 5. Frequency of Meetings

5.1 The Committee will meet at least ten times each year (usually once each calendar month) and otherwise as required.

## 6. Conduct and Administration of Meetings

6.1 Meetings of the Committee will be convened by the Company Secretary at the request of the Committee Chair or any of its members.

6.2 The agenda of items to be discussed at the meeting will be agreed by the Committee Chair with support from the Chief People Officer. The agenda and supporting papers will be distributed to each member of the Committee and the regular attendees no later than four working days before the date of the meeting. Distribution of any papers after this deadline will require the agreement of the Committee Chair.

6.3 The Company Secretary (or a nominated deputy) will minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance and any declarations of interest.

6.4 Draft minutes of Committee meetings and a separate record of the actions to be taken forward will be circulated promptly to all members of the Committee. Once approved by the Committee, minutes will be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee Chair.

## 7. Duties and Responsibilities

The Committee will carry out the duties below for the Trust whilst making reference to the People Strategy and in particular the three pillars of Thrive, Excel and Belong

7.1 ***Culture***

7.1.1 The Committee will ensure that there are robust policies, systems and procedures for the development and monitoring of an inclusive culture with the Trust.

7.1.2 The Committee may review and monitor the following ensuring these support the achievement of the Trust People Strategy and Trust's objectives. It will identify areas for action at a corporate and local level, ensuring follow up takes place:

7.1.2.1 staff and team engagement;

7.1.2.2 compassionate and inclusive leadership;

7.1.2.3 quality improvement;

7.1.2.4 equality, diversity and inclusivity;

7.1.2.5 bullying and harassment;

7.1.2.6 staff sickness and wellbeing

7.1.2.7 Freedom to Speak Up and raising concerns; and

7.1.2.8 people aspects of the corporate and clinical strategy.

7.1.3 The Committee will also receive assurance on the organisation's compliance against the refreshed CQC quality statements that relate to culture, including equality diversity and inclusion.

7.2 ***Capacity***

7.2.1 The Committee will ensure that there are robust policies, systems and procedures to ensure delivery and monitoring of workforce planning and recruitment and retention of staff.

7.2.2 The Committee may review and monitor the following ensuring these support the achievement of the Trust People Strategy and Trust's objectives. It will identify areas for action at a corporate and local level, ensuring follow up takes place:

7.2.2.1 strategic workforce planning;

7.2.2.2 recruitment and retention;

7.2.2.3 staffing levels;

7.2.2.4 reports from the Guardian of Safe Working Hours;

7.2.2.5 talent management;

7.2.2.6 reward including pensions;

7.2.2.7 Coverage, Quality, and Impact Networks (CQUINs);

7.2.2.8 bank and agency staff; and

7.2.2.9 volunteers.

7.3 ***Capability and Skills***

7.3.1 The Committee will ensure that there are robust policies, systems and procedures to ensure delivery and monitoring of staff appraisal and development.

7.3.2 The Committee will review and monitor the following ensuring these support the achievement of the Trust People Strategy and Trust's objectives. It will identify areas for action at a corporate and local level, ensuring follow up takes place:

7.3.2.1 appraisals;

7.3.2.2 education and training;

7.3.2.3 mandatory training;

7.3.2.4 gaps to meet the long-term corporate and clinical strategy;

7.3.2.5 the annual staff survey;

7.3.2.6 the 'fit and proper persons' requirements;

7.3.2.7 the Staff Friends and Family Test; and

7.3.2.8 flu vaccinations and other national vaccination programmes.

7.4 ***Risk***

7.4.1 The Committee will monitor risks identified in the Trust's Board Assurance Framework that have been allocated for oversight by the Committee.

7.4.2 The Committee will establish and maintain an overview of the Trust's people risks and ensure the effectiveness and implementation of controls for people risks and actions to mitigate these risks.

7.4.3 The Committee will refer any potential risks to patient safety or quality identified by the Committee to the Quality Committee.

7.4.4 The Committee will commission and oversee assurance deep dives into specific identified risks at the request of either the Committee Chair or the chair of the Board.

7.5 ***Reporting***

7.5.1 The Committee will advise the Trust Board on the appropriate key performance indicators, measures and benchmarks in the three areas of culture, capacity and capability and skills.

7.5.2 The Committee will ensure robust supporting data quality for any key performance indicators, measures and benchmarks within the areas of culture, capacity and capability and skills.

7.5.3 The Committee will review any submissions to national bodies before these are presented to the Board for approval.

## 8. Accountability and Reporting

8.1 The Chair of the Committee will report to the Board following each meeting, drawing the Board's attention to any matters of significance or where actions or improvements are needed.

8.2 The Committee will report to the Audit and Risk Committee at least annually on its work in support of the annual governance statement, specifically commenting on the staff report and the appropriateness of the self-assessment of the effectiveness of the system of internal control and the disclosure of any significant internal control issues in the annual governance statement.

8.3 Appendix A sets out the sub-committees that report to and support the Committee in fulfilling its duties and responsibilities. The Committee will receive the minutes of those meetings and at least an Annual Report of their work.

## 9. Review of Terms of Reference and Performance and Effectiveness

9.1 At least once a year the Committee will review its collective performance and its terms of reference. Any proposed changes to the terms of reference will be recommended to the Board for approval.

## 10. References

Employment Rights Act 1996

Equality Act 2010

Public Interest Disclosure Act 1998

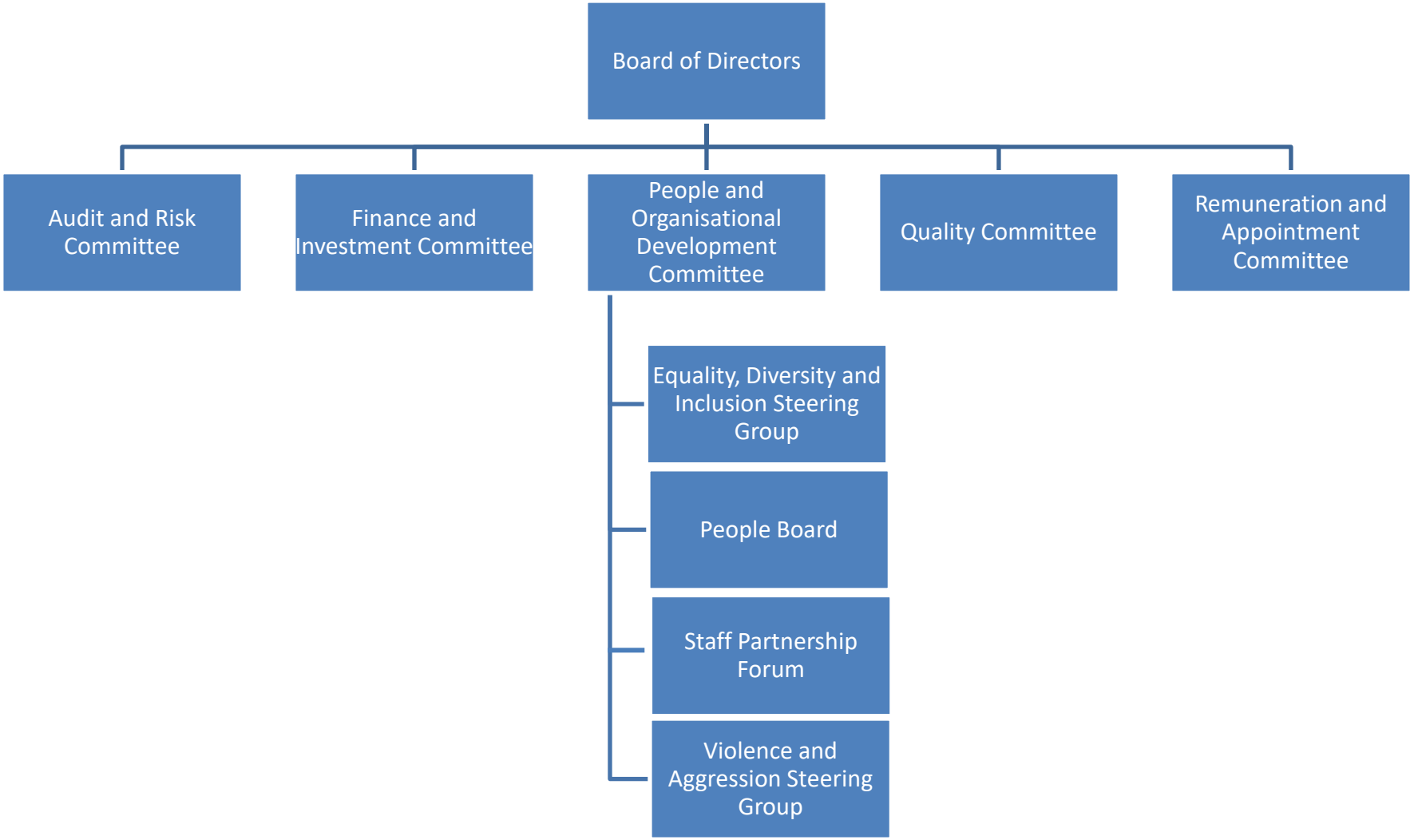
Health and Social Care Act 2008 (Regulated Activities) Regulations 2014

NHS Constitution

Terms and conditions of service for doctors and dentists in training (England) 2016 - December 2019

NHS England Staff Standards

**Appendix A**


Board of Directors
Audit and Risk Committee
Finance and Investment Committee
People and Organisational Development Committee
Quality Committee
Remuneration and Appointment Committee
Equality, Diversity and Inclusion Steering Group
People Board
Staff Partnership Forum
Violence and Aggression Steering Group

## Appendix B

### Key Assurance Responsibilities

The committee's key assurance responsibilities are:

| | |
|---|---|
| **Culture** | Reviewing the effectiveness of policies, systems and procedures for the development of an inclusive culture within the Trust. |
| | Reviewing and monitoring key indicators of culture and ensuring that these support achievement of the Trust's strategy and objectives. |
| Relevant Reports/Papers: | • Committee Chair's Report to the Board<br>• Committee Terms of Reference<br>• People Reports<br>• GMC National Training Survey Results<br>• Staff Survey<br>• NHS 10-Point Plan to Improve Resident Doctors' Working Lives updates<br>• Employee Relations updates<br>• People Priorities<br>• Violence, Aggression and Abuse Policy<br>• NHS England Staff Standards |
| **Capacity** | Reviewing the effectiveness of policies, systems and procedures for workforce planning, recruitment, and retention of staff. |
| | Reviewing and monitoring key workforce indicators and ensuring that these support achievement of the Trust's strategy and objectives. |
| Relevant Reports/Papers: | • Committee Chair's Report to the Board<br>• Committee Terms of Reference<br>• People Reports<br>• Consultant Job Planning reports<br>• Annual Workforce Plan<br>• Medium-Term Plan |
| **Capability and Skills** | Reviewing the effectiveness of policies, systems and procedures for appraisal and development of staff. |
| | Reviewing and monitoring key education, training and staff development indicators and ensuring that these support achievement of the Trust's strategy and objectives. |
| Relevant Reports/Papers: | • Committee Chair's Report to the Board<br>• Committee Terms of Reference<br>• People Reports<br>• People Priorities<br>• GMC National Training Survey Results<br>• Staff Survey |
| **Risk** | Monitoring the Trust's people risks and reviewing effectiveness of the controls and mitigations. |
| Relevant Reports/Papers: | • Board Assurance Framework |
| **Reporting** | Ensuring the robustness of data quality for any key performance indicators, measures and benchmarks within the areas of culture, capacity, and capability and skills. |
| | Reviewing any submissions to national bodies in respect of people-related matters before these are presented to Board for approval. |
| Relevant Reports/Papers: | • Committee Chair's Report to the Board<br>• Committee Terms of Reference |

## Expected Assurance Outputs

The committee's expected assurance outputs are:

| | |
|---|---|
| **Culture** | Reporting on the Trust's performance against its key indicators of culture and progress against the Trust's strategy and objectives. |
| | Reporting concerns in relation to the Trust's culture, the key indicators, and the effectiveness of policies, systems and procedures via the Committee Chair. |
| **Capacity** | Reporting on the Trust's performance against its key workforce indicators and progress against the Trust's strategy and objectives. |
| | Reporting concerns in relation to the Trust's workforce and the effectiveness of policies, systems and procedures via the Committee Chair. |
| **Capability and Skills** | Reporting on the Trust's performance against its key education, training and staff development indicators and progress against the Trust's strategy and objectives. |
| | Reporting concerns in relation to the education, training and staff development, and the effectiveness of policies, systems and procedures via the Committee Chair. |
| **Risk** | Reporting to the Board in respect of the effectiveness of the controls and mitigations in relation to the risks within the Committee's remit. |
| **Reporting** | Reporting concerns in relation to data quality for any key performance indicators, measures and benchmarks. |
| | Recommending for approval any submissions to national bodies. |

## Inter-Committee Relationships

The People and Organisational Development Committee shall report to the Audit and Risk Committee at least annually on its work in support of the annual governance statement, specifically commenting on the staff report and the appropriateness of the self-assessment of the effectiveness of the system of internal control and the disclosure of any significant internal control issues in the annual governance statement.

## Risk Oversight Expectations

| Board Assurance Framework Risk | Oversight |
|---|---|
| 1a: Lack of capacity to appropriately respond to emergency demand, manage the increasing waiting lists for elective demand, and provide timely diagnostics, that results in avoidable harm to patients. | N |
| 1b: Due to the current challenges, we fail to provide patients and their families / carers with a high-quality experience of care and positive patient outcomes. | N |
| 1c: We do not effectively plan for and implement infection prevention and control measures that reduce the number of hospital-acquired infections and limit the number of nosocomial outbreaks of infection. | N |
| 2a: We do not take full advantage of our position as a leading University teaching hospital with a growing, reputable, and innovative research and development portfolio, attracting the best staff and efficiently delivering the best possible treatments and care for our patients. | N |
| 3a: We are unable to meet current and planned service requirements due to the unavailability of staff to fulfil key roles. | Y |
| 3b: We fail to develop a diverse, compassionate, and inclusive workforce, providing a more positive staff experience for all staff. | Y |
| 3c: We fail to create a sustainable and innovative education and development response to meet the current and future workforce needs identified in the Trust's longer-term workforce plan. | Y |

| | |
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| 4a: We do not implement effective models to deliver integrated and networked care, resulting in sub-optimal patient experience and outcomes, increased numbers of admissions and increases in patients' length of stay. | N |
| 5a: We are unable to deliver a financial breakeven position, resulting in: inability to move out of the NHS England Recovery Support Programme, NHS England imposing additional controls/undertakings, and a reducing cash balance impacting the Trust's ability to invest in line with its capital plan, estates/digital strategies, and in transformation initiatives. | N |
| 5b: We do not adequately maintain, improve and develop our estate to deliver our clinical services and increase capacity. | N |
| 5c: Our digital technology or infrastructure fails to the extent that it impacts our ability to deliver care effectively and safely within the organisation, | N |
| 5d: We fail to prioritise green initiatives to deliver a trajectory that will reduce our direct and indirect carbon footprint by 80% by 2028-2032 (compared with a 1990 baseline) and reach net zero direct carbon emissions by 2040 and net zero indirect carbon emissions by 2045. | N |

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