

Standing Orders, Amendment to Committee Terms of Reference (approval of new R&I Committee) and update to Scheme of Delegation

Public Board

30 November 2023

Presented for:	Approval
Presented by:	Jo Bray, Company Secretary
Author:	Jo Bray, Company Secretary
Previous Committees:	The draft Terms of Reference were reviewed at the 16 November 2023 initial meeting of the new R&I Committee

Our Annual Commitments for 2023/24 are:	
Effectively develop and deploy new assets (buildings, equipment, IT)	✓
Reduce healthcare associated infections	✓
Improve staff retention	✓
Deliver the financial plan	✓
Reduce average length of stay by 0.5 days per patient	✓
Achieve the Access Targets for Patients	✓
Support a culture of research	✓

Trust Risks (Type & Category)				
Level 1 Risk		Level 2 Risks	(Risk Appetite Scale)	Risk
Workforce Risk				
Operational Risk				
Clinical Risk				
Financial Risk				
External Risk		Legal & Governance We will operate the Trust in compliance with the law and UK Corporate Governance Code, where applicable.	Averse	↔ (same)

		Regulatory Risk We will comply with or exceed all regulations, retain its CQC registration and always operate within the law.		
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Key points	
The Board is asked to approve; <ul style="list-style-type: none"> • The new Terms of Reference of the Research & Innovation Committee • Update to job titles cited within the Scheme of Delegation 	Approval

1. Summary and Background

Standing Orders and Standing Financial Instructions along with the Scheme of Delegation are the rules and governance framework that underpin the Board and its Assurance Committee structures. For transparency any updates are presented in the Public Board for approval.

2. Proposal

Updates are required to reflect the following changes;

New Terms of Reference for Research & innovation Committee (Assurance Committee of the Board). The Board agreed in July to merge the Innovation District Committee and the previously formed Research & Innovation Committee. The Appendix to this report sets out the new defined Terms for this Committee moving forward.

The Terms of Reference for the Innovation District Committee will be removed from Standing Orders.

There are changes to the title of members of the Estates & Facilities Team cited within the Scheme of Delegation on page 39 as below;

- *General Manager (Estates and Facilities) should now be – Associate Director Estates, also Associate Director Facilities*
- *Head of Capital Estates Projects (Estates) should now be – Associate Director Estates Strategy and Development*
- *Head of Estates (Risk & Compliance) should now be – Associate Director Estates Compliance & Risk*
- *Head of Estates & Facilities (corporate, Site Management) should now be – Associate Director Estates & Facilities Commercial Services*

3. Financial Implications

N/A

4. Risk

The changes set out will support and maintain the Boards averse risk tolerance for legal & governance and regulatory risk appetite.

5. Communication and Involvement

Standing Orders are held on Sharepoint and can be accessed by all staff via the intranet.

6. Equality Analysis

There are no equality issues to raise. Standing Orders are applicable to all staff.

7. Publication Under Freedom of Information Act

This paper has been made available under the Freedom of Information Act 2000.

8. Recommendation

The Board is asked to approve to the amendments as set out in the report.

Supporting information

Appendix A of this report, is Appendix K of Standing Orders; Terms of Reference Research & innovation Committee

Jo Bray
Company Secretary
23 November 2023

APPENDIX K – Terms of Reference – Research & Innovation Committee (R&I)

1. Main Authority / Limitations

- 1.1 The Board hereby resolves to establish an assurance Committee to be known as the Research and Innovation (R&I) Committee ('the Committee'). The Committee is comprised of Non-Executive Directors, accounts to the Board shall have Non-Executive responsibilities, powers, authorities and discretion as set out in these terms of reference.

The purpose of the R&I Committee is to lead on behalf of the Board of Directors; the acquisition and scrutiny of assurances concerning (i) positioning LTHT in partnership with the University of Leeds and other academic organisations as a leading global research and innovation institution and as a catalyst for commercial opportunities that may emerge; (ii) individually, compete for and win research grants or funds that underpin the Board's long-term clinical and strategic aspirations; (iii) patient benefit from research participation and utilisation; (iv) linking research participation to quality and service improvement (v) having oversight of commercial opportunities that arise from research and innovation programmes, as well as related business-engagement activities that seek to exploit Trust-owned resources (vi) ensuring good governance and risk management of research and innovation activities in the Trust.

The R&I Committee shall be responsible for providing independent assurance to the Trust Board regarding the processes, procedures and management of the LGI Development Site (LDS) Project to support the successful achievement of the Project Investment Objectives and realisation of the stated benefits.

- 1.2 The Committee is authorised by the Board to investigate any activity within its terms of reference. The Committee may invite any Director, Executive, external or internal auditor, or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objective. The

Committee may appoint, employ or retain such professional or legal advisors the Committee consider appropriate. Any such appointment shall be made through the Company Secretary. All Board Members shall be entitled, should they wish to do so, to see the advice received from the Committee's advisors.

- 1.3 The Committee will report annually on the delivery of its work programme. Reports will specifically comment on;
 - (i) R&I Strategy and priorities in the year(s) ahead and progress of delivery of the key performance indicators along with assurance of financial management and governance of R&I
 - (ii) Assurance of delivery against key timelines set out in the overall project plan, risks, mitigations and deviation from plans for the LDS Project.
- 1.4 Approved minutes of the Committee are circulated to the Board for information at the first formal meeting of the Board after approval. The minutes are also circulated to those regularly in attendance. The Committee Chair provides the Board with a brief summary of the Committee's work at the first available Board meeting opportunity after each Committee meeting. The Chair of the Committee will escalate matters to the Board as deemed appropriate and, if necessary, to the trust Board Chair prior to a Board meeting.
- 1.5 Each Committee of the Board has a formal work plan that is approved by the Board, which will be used by the Committee Chair and respective Executive for preparing agendas for preparation towards the Committee meeting.
- 1.6 Trust Standing Orders and Standing Financial Instructions apply to the operation of this Committee. The Committee has no delegated authority to authorise transactions in respect of the LDS Project.

2. Objective

The Committee shall be accountable to the Board and examine assurances relating to Research and Innovation performance. The Committee will set annual SMART objectives which will be agreed by the Board.

3 Primary Duties and Responsibilities

- 3.1 To be assured of the development and implementation of strategies to promote LTHT as a global hub for research and innovation and to establish conditions for increasing participation in research, promoting and supporting innovation and continuing development opportunities.
- 3.2 Provide assurance of the establishment of partnerships with higher education institutes, industry, NHS organisations, and charities across the UK and internationally to increase participation in research, clinical innovation pathways and continuing development opportunities.
- 3.3 Provide assurance of the proactive development of commercial opportunities that may arise from research and innovation activities and from the networks that develop with partners and other organisations through the course of that work. When necessary, be underpinned by external advice and expertise to explore and exploit commercial opportunities.
- 3.4 Provide assurance of the process and review of the performance management for the delivery of the Research and Innovation Strategy and progress of the defined key performance indicators.

- 3.5 Provide assurance of the financial management, performance and governance of R&I activity, which enable the Committee to consider the risks involved in the Trust's R&I business and how they are controlled and monitored by management.
- 3.6 Provide assurance that opportunities to develop the research and clinical innovation portfolio are aligned with the Trust Board's strategy and that high quality bids are submitted.
- 3.7 Provide assurance that the research workforce is developed and replenished in sufficient numbers to meet LTHT's long-term strategic and clinical aspirations.
- 3.8 Provide assurance on the development and implementation of highly effective controls for research and innovation governance, including the management of risks, ensuring appropriate controls are in place, reporting to other Board committees as appropriate.
- 3.9 Provide assurance on the rapid resolution of any significant weaknesses found in the Trust's research and innovation endeavours by reviewing decisions to halt research and innovation activity and apply whatever learning is necessary to: (i) ensure safe, high-quality and compliance research and innovation practices at all times; and (ii) the success fulfilment of research obligations to which the Trust is committed. Ensure material concerns are addressed to the satisfaction of all concerned and properly declared to the Trust Board.
- 3.10 Provide assurance from the BtLW Programme Board that address delivery progress, which includes costs, key risks, outcome of assurance activities and actions to address recommendations, key decisions with reference to the LDS Project Key Decisions Forward Plan as well as specific items as requested by the Committee from time-to-time. This will include: (i) ensuring that effective control and risk management arrangements are implemented to manage the delivery of the LDS Project, (ii) oversight on behalf of the Board for the LDS Project's overall revenue and capital plans, current position, forecast risk and mitigations, (iii) seek an effective partnership to bring forward the development noting the limited appetite and ability of the Trust to invest capital in any such arrangement.
- 3.11 Prior to their formal approval (where appropriate via Capital Planning Group on related Business Cases, or via the R&I Committee for pre-Board assurance), confirm that appropriate processes have been implemented and assurance activities completed on key Project Documents to include:
 - Outline Business Cases (OBC)
 - Full Business Cases (FBC)
 - Contract and Procurement Strategies and
 - Contract and Works Procurement Documentation
- 3.12 Provide assurance that the synergies between the Trusts research and innovation activity and the LDS are being maximised including through the development of strategic partnerships, funding opportunities and programmes.
- 3.13 Provide assurance of communication plans and activities about the LDS Project to key internal and external groups, championing the investment objectives and benefits of the Project, ensuring alignment with the BtLW overall communication and engagement plan.
- 3.14 Provide assurance to the Chair of Audit Committee confirming the effectiveness of the Committee and fulfilment of its objective, and to the effect that the Committee has disclosed to the Audit Chair all significant deficiencies and material weaknesses in the design or operation of internal controls which could adversely affect the Trust's ability to achieve research, innovation, education, or training objectives.

- 3.15 To consider, within its agenda, material issues communicated to it by the Audit Committee arising from the work of the Internal Audit function relating to matters which fall within the scope of the objective and responsibilities of the Committee. The Committee shall provide feedback on its review of such referred internal audit work, in particular as to any shortcomings perceived in the scope or adequacy of the work. Additionally, the Committee shall respond to any other matters of an internal audit nature that are referred to it by the Audit Committee as appropriate.
- 3.16 The Committee shall review annually the Committee's terms of reference and its own effectiveness and recommend to the Board any necessary changes arising therefrom.
- 3.17 To report to the Board on matters set out in these terms of reference and how the Committee has discharged its responsibilities.
- 3.18 The Chair of the Committee shall provide an annual letter of assurance to the Chair of Audit Committee confirming the effectiveness of the Committee and fulfilment of its objective, and to the effect that the Committee has reported to the Board financial or operational performance which could adversely affect achievement of corporate objectives.
- 3.19 To undertake or consider on behalf of the Trust Chair or the Trust Board such other related tasks or topics as the Trust Chair or the Board may from time to time entrust to the Committee.
- 3.20 Where there is a perceived overlap of responsibilities between other assurance Committees of the Board, the respective Committee Chair shall have the discretion to agree the most appropriate Committee to fulfil any obligation. To support this, information will be shared (and reported to more than one Committee).

4. Duties and Etiquette

The duties of the Chairperson of the Committee shall be to:

- keep the Board informed regularly of any material matters which have come to the Committee's attention;
- ensure that minutes of the Committee are an accurate reflection of discussion;
- attend or designate another member of the Committee to attend public meetings of the Trust to answer any questions related to the work of the Committee;
- submit an annual report on the work and effectiveness of the Committee to the Board; and
- ensure that all significant risks are discussed and where necessary escalated in line with LTHT's Risk Management Policy.

The duties of members and attendees shall be to:

- attend and contribute;
- have read the papers and materials in advance and be ready to work with them;
- actively participate in discussions pertaining to Committee business ensuring that solutions and action plans have multidisciplinary perspectives and have considered the impact Trust-wide;
- disseminate the learning and actions from the meetings;
- to attend at least 75% of meetings of the Committee per year.

4. Constitution

- 4.1 The Committee shall meet with such frequency and at such times as it may determine. It is expected that the Committee shall meet a minimum of four times per year.
- 4.2 The quorum for meetings shall be two Non-Executive Directors, one of whom should be the Committee Chairman, unless he or she is unable to attend due to exceptional circumstances. In the absence of the Committee Chair a decision will be taken in advance of the meeting as to which independent Non-Executive Director who is a member of the Committee, shall Chair that particular meeting.

6. Membership and attendance

- 6.1 The Membership shall be disclosed in the Annual Report and shall be **at least** three independent Non-Executive Directors of the Board. There shall be no deputies allowed in the absence of a member attending. Any member of the Committee who is able to speak and be heard by each of the other members shall be deemed to be present in person and shall count towards the quorum.

The Members shall be:

- Chris Schofield (Chair)
- Julia Brown
- Rachel Woodman
- Georgina Mitchell

The Chief Medical Officer, Chief Nurse, Director of Strategy, Director of Innovation, Company Secretary, Deputy Medical Director for R&I, Director of Operations: Research & Innovation, Chief Scientific Officer, Chief Clinical Information Officer and Communications Officer.

- 6.2 Specific colleagues may be invited to address the Committee where appropriate and agreed with the Committee Chairman.
- 6.3 External partners will not participate in matters confidential to or of a sensitive nature for the Trust or where conflicted.
- 6.3 In order for decisions taken by the Committee to be valid, the meeting must be quorate. This will consist of two members of the Committee being present at the point when any business is transacted. [See 5 above].
- 6.4 The Committee is serviced by Research & Innovation team with support from Secretariat which organises meetings and oversees the governance of the Committee. Papers shall be available at least five clear days before each meeting. Papers shall not be tabled unless it is essential and only with the Committee Chair's prior agreement.

- 6.5 Terms of reference are reviewed annually or in the light of changes in practice or national/local guidance.

7. Version Control

Version Control	Date	Comments
V1	24 Oct 2023	JB draft – new Cttee merge with IDC
V1	17 Nov 2023	Feedback from discussion in R&I Cttee mtg 16 Nov, and presented to 30 Nov Board - approval

Document Owner

The Company Secretary is the owner of this document and of any Board Minute authorising any amendment.