

Transforming Cancer Services Programme Scrutiny Sub-Committee

Terms of Reference & Operating Arrangements

Reviewed:	November 2020
Approved:	November 2020
Next Review Due:	October 2021

1. INTRODUCTION

- 1.1 Within 3.1.1 of the Trust's standing orders it provides that *"The Board may and, where directed by the Welsh Ministers must, appoint Committees of the Trust either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by Committees"*.
- 1.2 The Quality, Safety & Performance Committee and Strategic Development Committee have been established by the Board to assist in discharging its functions and meeting its responsibilities with regards to the quality, safety and performance of healthcare and the strategic and organisational development of the Trust.
- 1.3 As part of their functions, the Quality Safety and Performance Committee and the Strategic Development Committee are supported by the Transforming Cancer Services (TCS) Programme Scrutiny Sub-Committee to scrutinise the programme governance arrangements for the TCS Programme, which extends to its constituent projects. At a project level the Sub-Committee will examine, Project arrangements, the application and project management methodologies, monitor project performance, risk management, progress and provide assurance to the Quality, Safety and Performance Committee. Assurance on development or proposed changes to the programme scope will be provided to the Strategic Development Committee.
- 1.4 The detailed terms of reference and operating arrangements set by the Quality, Safety and Performance Committee and Strategic Development Committee in respect of this Sub-Committee are set out below.

2. PURPOSE

- 2.1 The purpose of the Transforming Cancer Services (TCS) Programme Scrutiny Sub-Committee is to:
- Provide assurance that the leadership, management and governance arrangements are sufficiently robust to deliver the outcomes and benefits of the programme.
 - Scrutinise the progress of the programme and provide the Trust Board with assurance that implementation is effective, efficient and within the budget available.
 - Undertake any other scrutiny activity relating to the TCS Programme as directed by the Trust Board or Senior Responsible Owner (SRO).
 - Seek advice and guidance from appropriate Technical Advisors as well as the MIM Transactor (if relating to the nVCC Project) to assist the Committee with their scrutiny of the TCS Programme.
 - Provide assurance to the Trust Board on all aspects of the TCS Programme in relation to approvals sought on all decisions reserved for the full Board.
 - Receive all audit, gateway and assurance reviews pertaining to the programme or its constituent projects and provide assurance (or otherwise) to the Trust that the

programme is being delivered in accordance with all professional, financial and Trust standards.

- Provide assurance to the Trust Board and support to the Senior Responsible Officer in signalling the TCS closure activities once it has met its objectives.

2.2 Where appropriate, the Committee will advise the Trust Board and the Accountable Officer on where, and how, its system of assurance in relation to the TCS Programme may be strengthened and developed further.

3. DELEGATED POWERS AND AUTHORITY

With regards to its role in providing advice to the Trust Board, the Sub-Committee will fulfil the following functions:

3.1 Strategy and Policy Development

- Scrutinise programme and project documentation to ensure the direction of the TCS Programme remains within the scope and parameters set by the Trust Board and its alignment with the external commissioner and political environment.
- Scrutinise and provide assurance that the Programme and its constituent projects are conducted in line with the Trust's requirements on policy and legislative compliance, best practice and within the Trust's governance framework.

3.2 Governance, Monitoring and Review

The Sub-Committee will, in respect of its assurance role:

- Provide assurance that the Programme has a clear and consistent strategic direction of travel aligned with the Trust Boards requirements; strong and effective leadership; clear and transparent lines of accountability and responsibility; and effective reporting to key stakeholders and decision-makers.
- Provide assurance that Programme and Project governance arrangements are appropriately designed, proportionately applied and implemented and are operating appropriately to ensure the provision of a high quality programme and project management delivery.
- Undertake scrutiny and assurance of the Programme progress against the master programme plan, seeking explanations and remedies for any deviation from Programme timelines. It will report any concerns to the Trust Board as and when appropriate and necessary.
- Undertake scrutiny and assurance of Programme risks, issues and mitigating actions to satisfy itself that they can be placed back under the required levels of control.
- Scrutinise all sources of independent assurance in relation to the delivery of the Programme (e.g. Internal/External Audit, Independent Reviews, Gateway Reviews, CAP etc.) and scrutinise and monitor the organisation's response to independent reviews.

- Provide assurance that there are robust monitoring and management arrangements in place to identify important enablers and dependencies between the programmes projects, as failure to do so could impact on the programmes critical path.
- Scrutinise and assure that the Programme and Project expenditure against the budget allocated is appropriate and managed effectively.

3.3 Authority

The Sub-Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Sub-Committee shall have the right to inspect any books, records or documents of the Trust relevant to the Sub-Committees remit and ensuring patient/service user, client and staff confidentiality, as appropriate. It may seek any relevant information from any:

- Employee (and all employees and directed to cooperate with any reasonable request made by the Committee); and
- Other Committee, sub Committee, or group set up by the Board (including the Project Board) to assist it in the delivery of its functions.
- 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, subject to the Board’s budgetary and other requirements; and
- By giving reasonable notice, require the attendance of any of the officers or employees and auditors of the Board at any meeting of the Committee.
- Provide assurance that any proposals /actual amendments to delegated limits as necessary in relation to the all TCS Projects are in accordance with the Trust Boards direction and it’s Standing Orders and Statutory Financial Instructions.
- The Sub-Committee is authorised by the 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 it necessary, in accordance with the Board’s procurement, budgetary and other requirements.

3.4 Access

The Chair of the TCS Programme Scrutiny Sub-Committee shall have reasonable access to Executive Directors, Directors and other relevant staff.

4. MEMBERSHIP

Members

4.1 A minimum of three (3) members to include:

Chair	Independent member of the Board (Non-Executive Director) Two (2) other Independent members of the Board (Non-Executive Director) Other Trust Board members are extended an open invitation to attend all/any meeting
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Attendees

4.2 Core Attendance;

- Chief Executive Officer/ Senior Responsible Owner
- TCS Programme Director
- Executive Medical Director
- Executive Director of Nursing, Therapies and Clinical Scientists
- Director of Corporate Governance
- Executive Director of Organisational Development and Workforce
- Executive Director of Finance
- Director of Commercial and Strategic Partnerships
- Director Velindre Cancer Centre
- Chief Operating Officer

4.3 As Requested: Project Executives and other Programme / Project Staff

- Project Executive Project 1
- Project Executive Project 2
- Project Executive Project 3
- Project Executive: Project 4
- Project Executive: Project 5
- Project Executive: Project 6

The Committee Chair may extend invitations to others from within or outside the organisation who the Committee consider should attend, taking account of the matters under consideration of each meeting.

Secretariat

4.4 As determined by the Director of Corporate Governance.

Member Appointments

4.5 The membership of the Committee shall be determined by the Board based on the recommendation of the Trust Chair – taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government

Members shall be appointed for a maximum of 3 consecutive years before formally reviewing their role on the Committee. During this time a member may resign or be removed by the Board.

Support to Committee Members

4.6 The Director of Corporate Governance on behalf of the Committee Chair shall:

- Arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role: and
- Ensure the provision of a programme of Organisational development for Committee members as part of the Trust's overall OD programme developed by the Director of Workforce and Organisational Development.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least two (2) members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or - if the Chair is not present an agreement as to who will chair from the Independent Members in their absence.

Frequency of Meetings

- 5.2 Meetings shall be held no less than four times a year and otherwise as the Chair of the Committee deems necessary – consistent with the Trust’s annual plan of Board Business.

Withdrawal of individuals in attendance

- 5.3 The Committee Chair may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. RELATIONSHIPS & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/ GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for the safety, security and use of information to support the quality and safety of healthcare for its citizens through the effective governance of the Organisation.
- 6.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.3 The Committee, through its Chair and members, shall work closely with the Board’s other Committees and Groups to provide advice and assurance to the Board through the:
- Joint planning and co-ordination of Board and Committee business: and
 - Sharing of information

In doing so, contributing to the integration of good governance across the Organisation, ensuring that all sources of assurance are incorporated into the Board’s overall risk and assurance framework.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 The Committee Chair shall:
- Report formally, regularly and on a timely basis to the Quality, Safety and Performance Committee, the Strategic Development Committee Board and the Accountable Officer on the Sub-Committee’s activities. This includes verbal updates on activity and the submission of written highlight reports by exception throughout the year and an annual Committee report.
 - Bring to the Board’s specific attention any significant matters under consideration by the Committee;

- Ensure appropriate escalation arrangements are in place to alert the Trust Chair, Chief Executive or Chairs of other relevant Committees/Groups of any urgent/critical matters that may affect the operation and/or reputation of the Trust.

7.2 The Director of Corporate Governance, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Sub-Committee's performance and operation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

8.1 The requirements for the conduct of business as set out in the Trust's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum – as per section 5.1 above.
Cross reference with the Trust Standing Orders.

9. REVIEW

9.1 These Terms of Reference shall be reviewed annually by the Sub-Committee with reference to the Trust Board.

10. CHAIR'S ACTION ON URGENT MATTERS

10.1 There may, occasionally, be circumstances where decisions which normally be made by the Committee need to be taken between scheduled meetings. In these circumstances, the Committee Chair, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Board, after first consulting with one other Independent Members of the Committee. The Director of Corporate Governance must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

10.2 Chair's urgent action may not be taken where the Chair has a personal or business interest in the urgent matter requiring decision.

Structure and governance arrangements

Scrutiny and Assurance



Management Accountability

