NHS
Worcestershire
Acute Hospitals
NHS Trust

Date of meeting	9 November 2017
Paper number	I1

Board Assurance Framework (BAF)

For approval:	√	For assurance:		To note:		For information:	

Accountable Director	Michelle McKay Chief Executive Officer
Presented by	Kay Darby Interim Director of Governance
Author	Sonia Lloyd Clinical risk and governance lead

Alignment to the Trust's strategic priorities (√)	Deliver safe, high quality, compassionate patient care	√	Design healthcare around the needs of our patients, with our partners	√
	Invest and realise the full potential of our staff to provide compassionate and personalised care	√	Ensure the Trust is financially viable and makes the best use of resources for our patients	√
	Develop and sustain our business	√		

Alignment to the Single Oversight Framework (√)	Leadership and Improvement Capability	√	Operational Performance	√
	Quality of Care	√	Finance and use of resources	√
	Strategic Change	√	Stakeholders	√

Report previously reviewed by		
Committee/Group	Date	Outcome
Risk management group	25 October 2017	noted
QGC (quality risks)	19 October	Approved
P&C (workforce risks)	20 October	Approved
F&P (finance risks)	23 October	Approved

Worcestershire Acute Hospitals NHS Trust

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Assurance: *Does this report provide assurance in respect of the Board Assurance Framework strategic risks?*	Yes	BAF number(s)	All

Level of assurance and trend			
		√	↑ ↓ →
	Significant		
	Limited	√	→
	None		
	Not applicable		

Purpose of report	To present to the Board the latest Board Assurance Framework for approval.
Summary of key issues	The Board is asked to receive the Board Assurance Framework which sets out the principal risks to the Trust achieving its objectives. It provides a structure and process that enables the organisation to focus on those risks that might compromise achieving its most important annual objectives; and to map out both the key controls that should be in place to manage those objectives and confirm the Board has gained sufficient assurance about the effectiveness of those controls The BAF is reviewed at Board committees and the risk management group and updated by the Executive leads for each of the principal risks in advance of each meeting.
Recommendations	It is recommended that the Board approves the BAF.

Worcestershire NHS
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Board Assurance Framework
31st October 2017

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Board Assurance Framework

Summary

The Board Assurance Framework is a dynamic document. It is reviewed prior to Board committee meetings by the Executive lead for each of the Principal risks in conjunction with the Clinical risk and governance lead and the Company Board Secretary.

The relevant sections of the BAF are considered and updated at:

- Quality Governance Committee
- Finance and Performance Committee
- People and Culture Committee
- Audit and Assurance Committee

Following each meeting required amendments to the BAF are shared with the Patient Safety and risk team.

In addition to the review of the principal risks the clinical risk and governance lead also reviews the underpinning risks on the BAF.

This BAF reflects the review undertaken at the Risk management group on 25th October 2017.

Risk Heat Map				Current Score (likelihood x impact, arrow indicates any movement since last report) No Movement since last report ↔							
Strategic Objective	**Priorities**	**Risks**	**Outset Scores**	**<=9**	**10**	**12**	**15**	**16**	**20**	**25**	**Target Score**
1. **Deliver safe, high quality compassionate patient care**	P1.1 Embed and assure the revised ward to board governance structures and processes and improve the identification and management of risk	R1.1 If we do not have in place robust clinical governance for the delivery of high quality compassionate care, we may fail to consistently deliver what matters to patients- which may impact on patient experience (including safety & outcomes) with the potential for further regulatory sanctions.	4x5=20						**4x5=20** ↔		**2x4=8**
	P1.2 Develop a more robust improvement, quality and safety culture across the Trust, including learning when things go wrong	R1.2 If we do not have a clear improvement journey vision that engages staff and builds improvement capability, we may fail to deliver sustained change and improvements required.	5 x 4 = 20						**5 x 4 = 20** ↔		**2x4 = 8**
	P1.3 Ensure the appropriate measures are taken to address all the quality and safety concerns identified by the CQC	R1.3 There is a risk that patient safety and performance may be adversely affected due to weaknesses in systems and processes	5X4=20						5X4+20 ↔		**3 x 3 = 9**
2. Design healthcare around the needs of our patients, with our partners	P2.1 Improve urgent care and patient flow pathways across the whole system to ensure the care is delivered by the right person in the right place first time P2.2 Ensure the Trust meets its agreed trajectories for patient access and operational performance improvement in urgent and elective care	R2 Unless we work with our health and social care partners to understand flow across the system, then we may have inadequate arrangements in place to manage demand (activity)- which may impact on the system resilience and internal efficiencies impacting on delivery of contractual performance (4hr access standard; RTT; Cancer etc)	4x5=20						**4 x 5 = 20** ↔		**3x3=9**
3. Invest and realise the full potential of our staff to provide compassionate and personalised care	P3.1 Develop leadership capacity and capability at all levels within the organisation	R3.1 If we do not have in place a suitably qualified and experienced leadership team (across sub board levels including Divisional and Directorate) then we may fail to deliver the required improvements at pace- with the potential for further deterioration in patient care & experience & escalated regulatory enforcement actions	4 x 4 = 16					**4 x 4 = 16** ↔			**2x2=4**
	P3.2 Develop at all levels an organizational culture and set of behaviours that embody the Trust's values	R3.2 If we do not deliver a cultural change programme we may fail to attract and retain staff with the values and behaviours required to deliver the high quality care we aspire to.	**3 x 5 = 15**				**3 x 5 = 15** ↔				**2 x 2 =4**
4. Ensure the Trust is financially viable and makes the best use of resources for our patients.	P4.1 Systematically improve efficiency and sustain financial performance ensuring that the Trust delivers its financial control total.	R4.1 If we do not have in place effective organisational financial management, then we may not be able to fully mitigate the variance and volatility in financial performance against the plan leading to failure to deliver the control total, impact on cash flow and long term sustainability as a going concern.	3x4=12					**5x4 =20** ↑			**2x3=6**

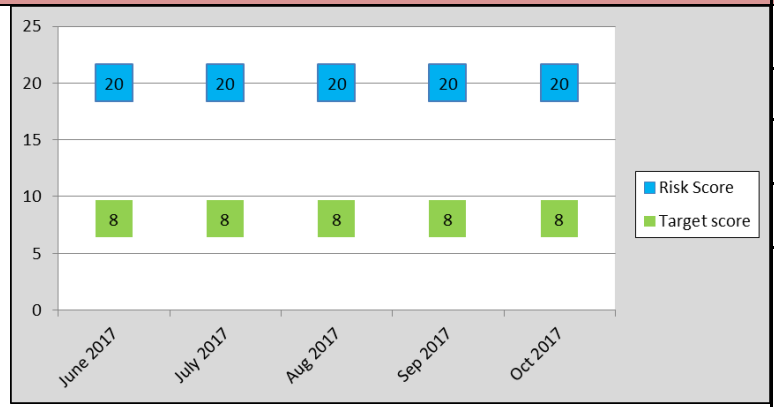
	P4.2 A compelling vision for the Trust and a workforce strategy that supports the retention of current staff recruitment to vacancies and development of new roles	R4.2 If we do not resource our clinical staff rotas at ward/departmental level then we will not meet patient needs consistently- with the potential for reduced quality & co-ordination of care provision, negative impact on patient flow & access targets: long term impact on staff resilience; poor retention of staff & inability to attract staff.	**5 x 4 = 20**						**5 x 4 = 20** ↔		**3 x 3 = 9**
		R4.3 If we do not have a workforce strategy that addresses organizational development, values and behaviours as well as workforce development and recruitment we will not be able to provide care that meets the needs of our patients; meets the internal workforce demands and fills our vacancies.	**4 x 3 = 12**			**4 x 3 = 12** ↔					**2 x 3 = 6**
5. Develop and sustain our business	Develop a 5 year clinical service strategy that supports the clinical and financial sustainability goals described in the Herefordshire and Worcestershire STP. Strengthen our collaboration and partnership working with other providers in Worcestershire and beyond to ensure local access to a full range of high quality services.	R5 If we are unable to secure the support of our clinical workforce, community and STP stakeholders for the 5 year clinical strategy, we may not be able to make the changes required to ensure long term viability of services.	4x4=16				**4 x 4 = 16** ↔				**3x3=9**

Mapped to Single Oversight Framework

1. Leadership and Improvement Capability	2. Operational Performance	3. Quality of Care	4. Finance and use of resources	5. Strategic Change	6. Stakeholders
Invest and realise the full potential of our staff to provide compassionate and personalised care	**Design healthcare around the needs of our patients, with our partners**	**Deliver safe, high quality compassionate patient care**	**Ensure the Trust is financially viable and makes the best use of resources for our patients.**	**Develop and sustain our business**	**Design healthcare around the needs of our patients, with our partners**

Risk Description	**Principal Risk:** The Trust fails to deliver safe, high quality compassionate patient care to our patients					**Risk ID**	R1.1
Risk Details	If we do not have in place robust clinical governance for the delivery of high quality compassionate care, we may fail to consistently deliver what matters to patients- which may impact on patient experience (including safety & outcomes) with the potential for further regulatory sanctions.						
Executive lead	**Chief Medical Officer**	**Last Reviewed**	**25th October 2017**	**Target Date**	**July 2018**	**Review Group**	**QGC**
CQC Domain(s)	**Safe**	**Caring**	Responsive	**Effective**			**Well Led**
Corporate Objective(s)	**1**	**2.**	3	**4**			5

Risk Rating: Likelihood x Severity	
Initial Risk Score	20
Current Risk Score	20
Target Risk Score	8
Risk Appetite	Low
Direction of travel	⟺



Relevant Key Performance Indicators		
Metric	**Trust compliance September 2017**	**Target**
Complaints responded to within 25 days	42.5%	85%
Number of serious incidents	11	0
Primary Mortality Review completion	45.8%	>60%
Secondary Mortality Review completion	Transition to revised process November 17	>50%
Friends and Family Test A&E Score Acute Score Outpatients Score	 88.2 94.9 93.7	 >75 >85

Rationale for current score

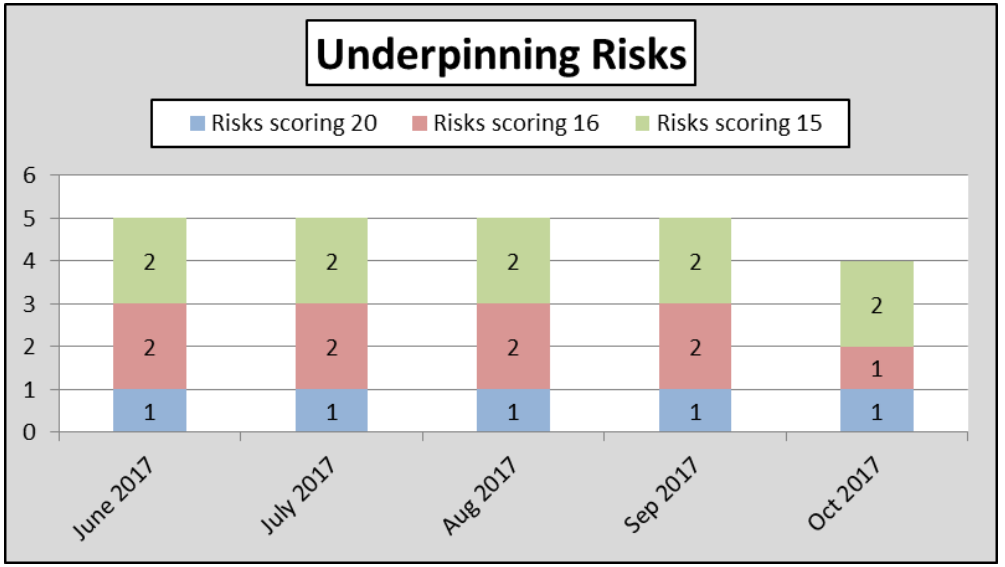
The Trust Clinical Governance systems are not fully embedded from Ward to Board. There is a lack of understanding of risk within the organization. The current process for managing complaints is in need of review. The Trust has been rated as Inadequate by the CQC and is currently in Special Measures.

Controls: what are we currently doing about the risk?	**Assurances: how do we know if the things we are doing are having an impact?**
Quality Improvement Plan reviewed at Quality Improvement Board Quality Governance Committee receives monthly reports from Divisions. National SI reporting system	Review of KPIs at the following :Divisional performance and Accountability meetings Quality Improvement Board Clinical Governance Group

Trust BAF identifying risks to Trust objectives Corporate Risk Register Risk Management Strategy Risk awareness session held with the Board 6/06/17 & BAF discussion held 08/08/17	Quality Governance Committee Quality Improvement Review Group NHSI performance Review meetings Complaints targeted approach with Divisions SI performance monitoring
Gaps in controls and assurances: what additional controls and assurances should we seek?	**Mitigating Actions: what more should we do?**
Corporate Governance systems and process under review. Additional support required. Review of risk maturity required Exploring support required to strengthen Clinical Governance systems and processes. Engaging support of NHSI to develop a patient experience strategy	Review Divisional Governance meetings to ensure capability exists within the Divisions and provide training as required. Develop agreed proforma with KPI's that all Divisions must report on through their Clinical Governance meetings up to CGG. Support sought from OUH for Risk Maturity review. Seeking additional Governance support for a six month period.

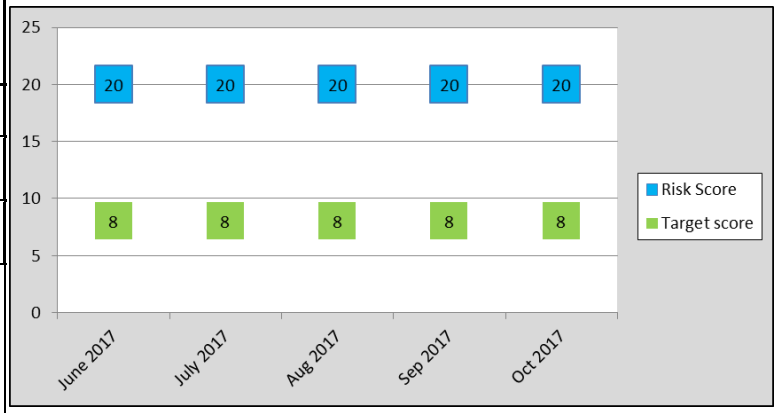
Related High Risks (>14 and DATIX ID)

3419	**Corporate Risk Register:** There is a risk of avoidable harm if improvements are not made following mortality review	12
2591	**Medicine Risk Register:** EDS not completed in a timely manner	20
3428	**Corporate Risk Register:** There is a risk that patients may suffer avoidable harm if deterioration is not recognised and escalated via NEWS	15
3325	**Corporate Risk Register:** There is a risk that stroke patients may not get timely assessment, diagnosis and treatment.	16
3340	**Corporate Nursing, Governance and Risk:** Risk of non-compliance to MRSA policy leading to bacteraemia or wound infection resulting in patient harm.	15



Risk Description	**Principal Risk:** The Trust fails to deliver safe, high quality compassionate patient care to our patients					**Risk ID**	R1.2
Risk Details	If we do not have a clear improvement journey vision that engages staff and builds improvement capability, we may fail to deliver sustained change and improvements required.						
Executive lead	**Chief Nurse**	**Last Reviewed**	**25th October 2017**	**Target Date**	**July 2018**	**Review Group**	**QGC/TLG**
CQC Domain(s)	**Safe**	Caring		Responsive		**Effective**	**Well Led**
Corporate Objective(s)	**1**	2		3		**4**	**5**

Risk Rating: Likelihood x Severity	
Initial Risk Score	20
Current Risk Score	20
Target Risk Score	8
Risk Appetite	Moderate
Direction of travel	⟺



Relevant Key Performance Indicators		
Metric	**Trust compliance September 2017**	**Target**
F&F Test (Q1 17/18) Re care & treatment Re place to work	Likely/extremely likely 66% 50%	70%
Discharges before 10:00	7%	15%
Number of staff training in improvement methodology	0	TBA
CQC Well Led Domain	Inadequate	Requires improvement
Number of improvement projects started per month	Commence November	TBA
Number of improvement projects that are off trajectory	Commence November	TBA

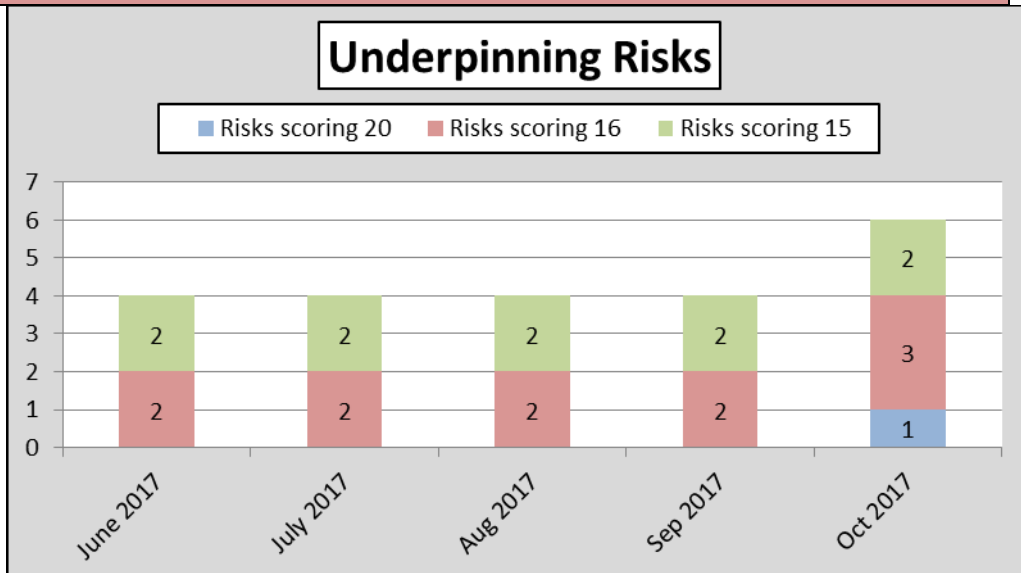
Rationale for current score
The Trust does not currently have a Quality Improvement Strategy and agreed QI methodology. There is limited QI capability within the organization.

Controls: what are we currently doing about the risk?	**Assurances: how do we know if the things we are doing are having an impact?**
Some QI methodology being applied to specific projects such as Red to Green. Quality Improvement framework based on Model for Improvement (PDSA) underdevelopment to be cross referenced with 4ward Process Flow approach Trust invite to wave 3 of Quality Service Improvement and Redesign (QSIR) issued	KPI's for Red to Green programme KPI's for PMO projects KPIs for QIP projects Annual staff survey report.

Human Factors monthly training programme ongoing. Human Factors 2018 approach ongoing, plans to train another cohort of 6 HF trainers to further develop HF capacity and capability. Review of LfE online training modules has been undertaken, these will be promoted across the trust Close links established with West Midlands AHSN, training opportunities to be promoted to trust staff as available. Project Management support in process of being set up to enable delivery of improvements, initial focus on CIP's ensuring link to quality. Quality Improvement Plan written and Quality Improvement Board in place to monitor progress.	Monthly QIP exception reports Frailty Improvement 4ward programme Mandated professional standards Wards pulling patients Ward round/board round Training booked for November
Gaps in controls and assurances: what additional controls and assurances should we seek?	**Mitigating Actions: what more should we do?**
Lack of QI methodology Lack of QI capability, Board development started 6/7th June with session from AQuA. Further session planned on Mortality in September 2017.	Strengthen links with West Midlands Academic Health Science Network to agree programme of training and development for staff linked to patient safety. Identify individuals who have QI capability. .

Related High Risks (>14 and DATIX ID)

3428	**Corporate Risk Register:** There is a risk that patients may suffer avoidable harm if deterioration is not recognised and escalated via NEWS	15
3419	**Corporate Risk Register:** There is a risk of avoidable harm if improvements are not made following mortality review	16
3340	**Corporate Nursing, Governance and Risk:** Risk of non-compliance to MRSA policy leading to bacteraemia or wound infection resulting in patient harm.	15
2976	**SCSD Risk Register:** Failure to achieve JAG Accreditation	16
3482	**Corporate risk register**: There is a risk that patient safety, effectiveness and management may be compromised in ED	20
2957	**Corporate risk register**: Risk of HCAI due to inadequate or ineffective performance and quality of cleaning in clinical areas	16



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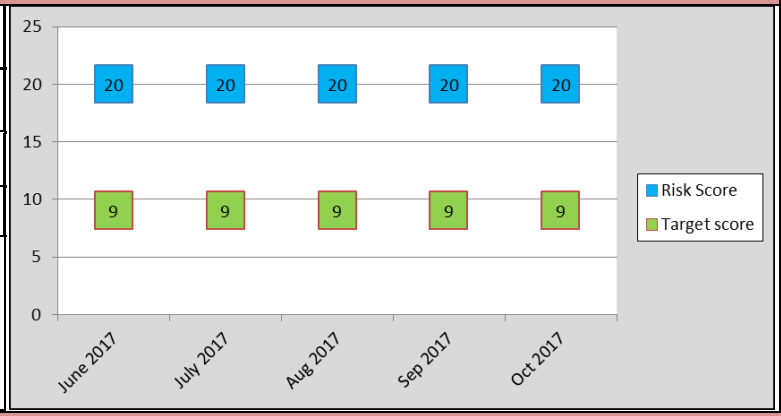
Risk Description	**Principal Risk:** There is a risk that patient safety and performance may be adversely affected due to weaknesses in systems and processes					**Risk ID**	R1.3
Risk Details	There is a risk that patient safety and performance against objectives may be adversely affected. This is caused by weaknesses in Trust systems and processes that are unknown or undetected prior to an incident occurring. The effect has potential for delays in communication, diagnosis, treatment and follow up within and without of the organisation. The impact is an increased patient safety risk, increased reputational risk, failure to meet objectives and likelihood of complaint/claim.						
Executive lead	**Chief Medical Officer**	**Last Reviewed**	**25th October 2017**	**Target Date**	**Dec 2018**	**Review Group**	**TLG**
CQC Domain(s)	**Safe**	Caring		Responsive		**Effective**	Well Led
Corporate Objective(s)	**1**	2		3	4		5

Risk Rating: Likelihood x Severity

Initial Risk Score	16
Current Risk Score	20
Target Risk Score	9
Risk Appetite	Low
Direction of travel	↑



Relevant Key Performance Indicators

Metric	Trust compliance June 2017	Target
% of eligible staff trained to use electronic systems	Unable to establish baseline	90% of relevant staff
Valid NHS Number on patient records	99%	100%
Valid GP on patient records	100%	100%

Rationale for current score

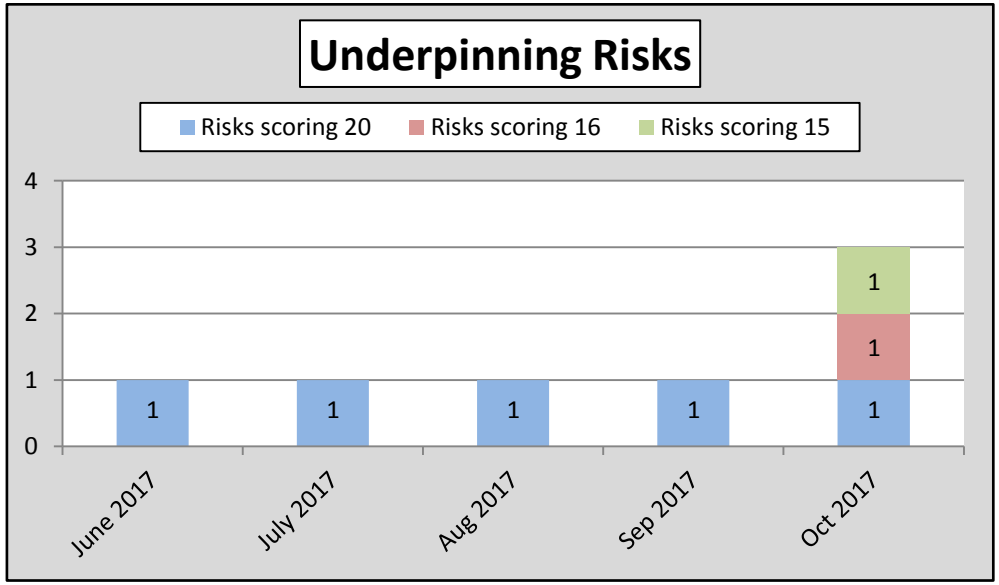
Recent serious incident has highlighted significant weaknesses in a communication system with external stakeholders. At present, it is unclear whether this has resulted in patient harm.
The Trust needs to be assured that adequate controls are in place to prevent serious incidents within Trust systems and processes. It is unknown when a similar incident could occur.

Controls: what are we currently doing about the risk?	**Assurances: how do we know if the things we are doing are having an impact?**

Audit of electronic system for clinic letter generation and circulation with an associated action plan Harm review where communication with patients and or GPs has failed	Monthly backlog reports from Bluespier. Harm reviews of all letters underway - weekly reports on progress. Review scheduled by Internal audit
Gaps in controls and assurances: what additional controls and assurances should we seek?	**Mitigating Actions: what more should we do?**
The Trust is unclear whether other systems may fail No audit of electronic reporting systems Staff training position unclear	Staff training is required to reduce the existing problem Identification of current systems and audits already undertaken to formulate gap analysis. There is a need to secure an external review of all patient data systems to ensure there are no other gaps in controls across the Trust.

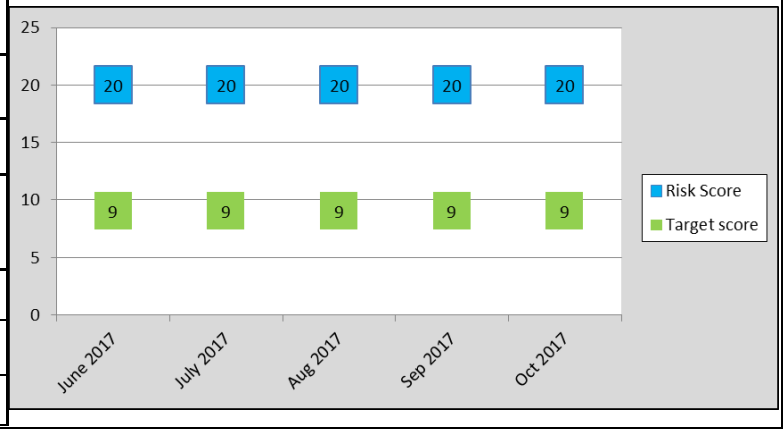
Related High Risks (>14 and DATIX ID)

3522	**Corporate risk register**: There is a risk that patient safety and performance may be adversely affected due to weaknesses in systems and processes	20
3395	Risk of interruption to clinical services as the trust network switches are End of Life and cannot be supported by the supplier The Trust has a number of switches that are End of Life. These switches are no longer supported by the manufacturer or by Computacenter and cannot be fixed in the event of failure. A failure of switches will stop the delivery of ICT services to any clinical or corporate area or for a business critical application.	16
3524	Trust remote access solution is end of life and not supported by vendor. The current remote access solution is now End of Life and is not supported by the vendor Microsoft. With application and system updates (Java update, system patches) and technological advances, the UAG solution will not be able to service staff who require remote access once these updates have been applied to desktop and laptop devices in the next three months.	15



Risk Description	**Principal Risk :** The Trust is unable to design healthcare around the needs of our patients, with our partners					**Risk ID**	R2.1
Risk Details	Unless we work with our health and social care partners to understand flow across the system, then we will have inadequate arrangements in place to manage demand (activity) which will impact on the system resilience and internal efficiencies impacting on delivery of contractual performance (4hr access standard; RTT; Cancer etc.)						
Executive lead	**Chief Operating officer**	**Last Reviewed**	**25th October 2017**	**Target Date**	**Sept 2018**	**Review Group**	**QGC/TLG**
CQC Domain(s)	**Safe**	Caring		**Responsive**		**Effective**	Well Led
Corporate Objective(s)	1	**2**		3		4	5

Risk Rating: Likelihood x Severity	
Initial Risk Score	20
Current Risk Score	20
Target Risk Score	9
Risk Appetite	High
Direction of travel	⟺



Relevant Key Performance Indicators

Metric	Trust compliance September 2017	Target
Emergency Access Standard	79.77%	95%
Non-elective stranded patients	40.5%	15%
12 hour breaches	0	0
Number of DTOC patients	27	As good as or better than the national average
Referral to Treatment	84.29%	92%
Cancer 62 day	76.58%	85%
Diagnostics	4.42%	<1%

Rationale for current score

The Trust is not currently meeting any of the national performance standards and has significant problems with flow of urgent care patients.

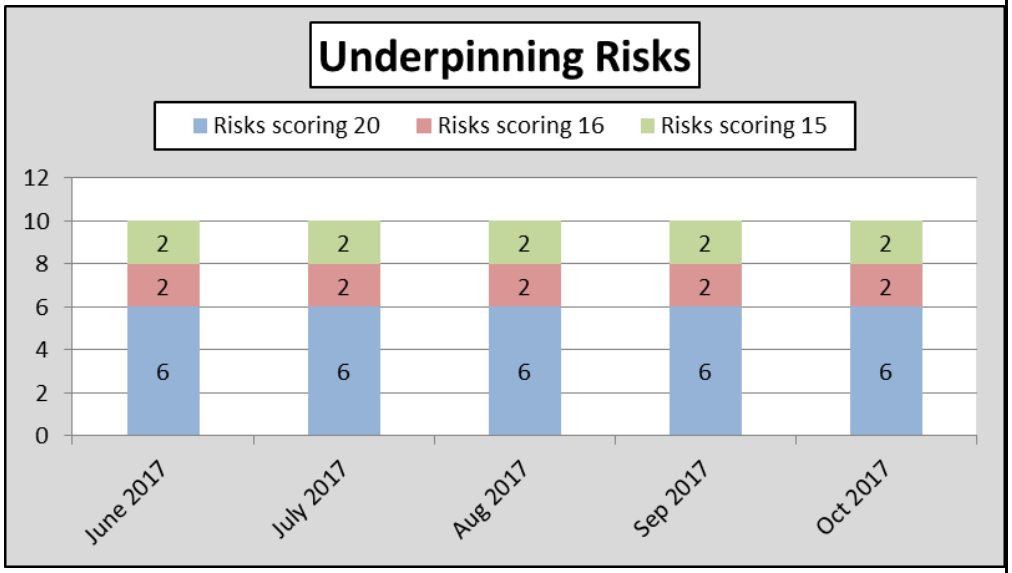
Controls: what are we currently doing about the risk?	**Assurances: how do we know if the things we are doing are having an impact?**

A comprehensive Patient Flow work stream has been created. It has five key projects underpinned by Internal Professional Standards: 1. **Front** - covering A&E, MAU and Short stay 2. **Middle** - covering Ward Processes 3. **Back** - covering Stranded Patients 4. **Bed Management** - covering our SOPs and Operational processes 5. **Frailty** - countywide frailty pathway at the Alexandra Hospital	**Front:** Compliance with the 4 hour ED standard - mandated nationally 90% by September, 95% by March 2018 All patients triaged in 15 minutes All patients seen by an ED doctor within an hour All patients seen by a Specialist Doctor within 1 hour of referral % of patients spending less than 24 hours in MAU % of Patients spending less than 72 hours in Short Stay **Middle:** Number of beds given to the Assessment Units by 10am Daily Senior Reviews completed by noon % of beds allocated within one hour of DTA EDS completed within one hour of decision to discharge 33% of discharges by noon Number of patients through the Discharge Lounge daily Empty beds in Assessment Units by noon **Back:** No patient waiting more than 24 hours for an assessment Discharge Planned on admission using EDDs (within 14 hours of Admission) 'Ticket Home' (drawn up by the Ward on the day of Admission to the Ward) Less than 20 patients waiting for external POCs, Community or Nursing/Residential Care beds **Bed Management** All SOPs and Bed Management policies reviewed and implemented by 9/17 Site Management and On Call system revisited and changes implemented by 8/17 Medical Bed numbers on the Worcester site reviewed and Demand clearly articulated by 8/17 **Frailty** Frailty pathway commenced on 16/10/2017

6. **System level Winter plan and escalation**	A&E delivery Board and A&E escalation meetings monitor progress against plans Local Health Economy wide Winter Control room to be in place from 01/11/2017
Gaps in controls and assurances: what additional controls and assurances should we seek?	**Mitigating Actions: what more should we do?**
Failure to adhere to internal professional standards, escalate and follow escalation policy Limited impact of whole system working Lack of out of hospital pathways	Ensure all internal processes are followed in line with internal policies. Continue to push system partners to develop strategies to ensure patients receive care in the right place at the right time. Ensure implementation of Winter plan initiatives within the set timescales.

Related High Risks (>14 and DATIX ID)

2148	**Corporate Risk Register:** Patients may be harmed following a delay in diagnosis due to lack of appointment capacity within Endoscopy	20
2709	**Corporate Risk Register**: Risk of delayed admission to critical care from full unit	16
2790	As a result of high occupancy levels, patient care may be compromised (previous BAF risk incorporated into R2)	20
2981	**Medicine Risk Register:** Capacity	20
3289	**Corporate Risk Register:** Risk that patient safety may be compromised as Trust will be unable to meet contracted activity (RTT) within Gynaecology service	20
3331	**Surgical Risk Register:** There are high levels of patients that are not in the right specialty bed. Leading to delay in specialty review.	15
3482	**Corporate Risk Register:** There is a risk that patient safety, effectiveness and management may be compromised in ED.	20
2299	**Corporate Risk Register:** Patients not receiving follow-ups within clinically stipulated timescale, may result in loss of vision	15
3361	**Medicine Risk Register:** SIAN area -ED WRH	20
3483	**Corporate Risk Register:** Patients may be harmed due to delays in treatment/waiting times	16



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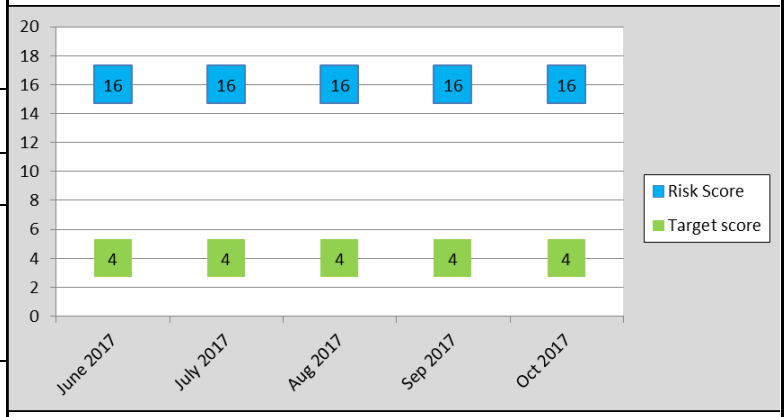
Risk Description	**Principal Risk:** Failure to invest and realise the full potential of our staff to provide compassionate and personalised care					**Risk ID**	R3.1
Risk Details	If we do not have in place a suitably qualified and experienced leadership team (across sub board levels including Divisional and Directorate) then we may fail to deliver the required improvements at pace with the potential for further deterioration in patient care & experience & escalated regulatory enforcement actions						
Executive lead	**Chief Executive Officer**	**Last Reviewed**	**31st October 2017**	**Target Date**	**April 2018**	**Review Group**	**P&C/TLG**
CQC Domain(s)	**Safe**	**Caring**	Responsive	**Effective**			**Well Led**
Corporate Objective(s)	1	2	**3**	4			5

Risk Rating: Likelihood x Severity	
Initial Risk Score	16
Current Risk Score	16
Target Risk Score	4
Risk Appetite	High
Direction of travel	⟺



Relevant Key Performance Indicators		
Metric	**Trust compliance September 2017**	**Target**
CQC well led domain rating	Inadequate	Requires Improvement
Fit and Proper Persons Test is completed for all of the leadership team	100%	100%
Vacancies	7.75%	Vacancy rate of 8% or lower
Mandatory Training	87.62	>90%
Pulse	Baseline N/A	Net Leadership score of 50% for EP2 Net Culture score of 45% for CP1
% of Eligible medical Staff Completed Appraisal (excludes Doctors in training)	87.8%	85%

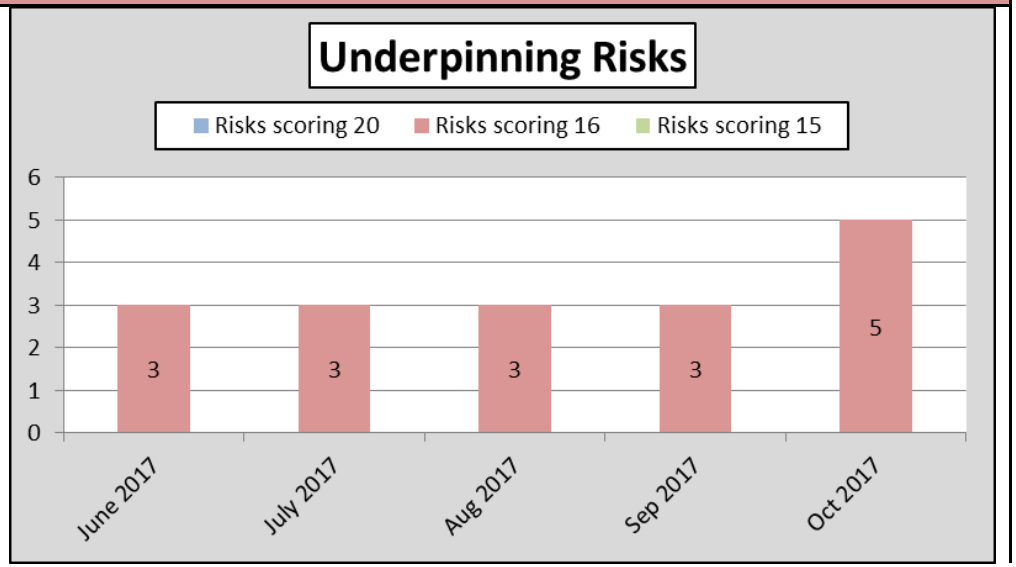
Rationale for current score

The Trust has only recently appointed substantively to the majority of its Executive Director positions and a number of the NEDs are new in post. In addition there are significant gaps in capability within the current divisional leadership teams.

Controls: what are we currently doing about the risk?	Assurances: how do we know if the things we are doing are having an impact?
Executive Team appointed NEDs appointed. Board development Programme Culture Change programme (Pulse) including one-on-one coaching for TLG and Board Trust Leadership Group	Accountability Framework in development Staff survey results FFT CQC rating on Well Led domain Appraisal and mandatory training KPI's Net Leadership score Net culture score Board workforce sub-committee
Gaps in controls and assurances: what additional controls and assurances should we seek?	**Mitigating Actions: what more should we do?**
Recruitment plan not fully embedded. Lack of overarching workforce strategy Lack of Trust wide Training needs analysis	Develop workforce strategy that addresses recruitment issues and has a clear OD element within it to address leadership gaps. Ensure Pulse culture change programme is fully supported.

Related High Risks (>14 and DATIX ID)

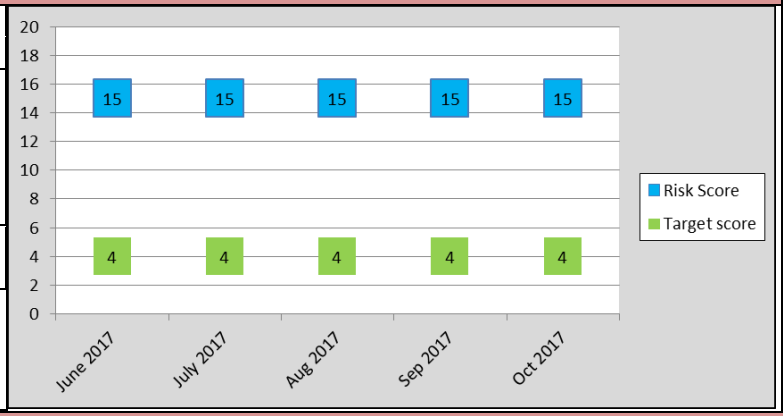
2932	Turnover of Trust Board members adversely affecting business continuity and impairing the ability to operate services (previous BAF risk incorporated)	16
2678	If we do not attract and retain key clinical staff we will be unable to ensure safe and adequate staffing levels (previous BAF risk incorporated)	16
3079	**Corporate Risk:** Inability to substantiate medical workforce resulting in excess workforce costs and impacts on clinical care	16
3485	**Corporate risk register**: There is a risk that the Trust is unable to deliver safe and effective care due to medical and nursing vacancies	16
2711	Risk to quality and safety of patient care due to difficulties in recruiting to nursing vacancies.	16



Worcestershire NHS
Acute Hospitals NHS Trust

Risk Description	**Principal Risk:** Failure to invest and realise the full potential of our staff to provide compassionate and personalised care					**Risk ID**	R3.2
Risk Details	If we do not deliver a cultural change programme we may fail to attract and retain staff with the values and behaviours required to deliver the high quality care we aspire to.						
Executive lead	**Chief Executive Officer**	**Last Reviewed**	**25th October 2017**	**Target Date**	**Sept 2018**	**Review Group**	**P&C/TLG**
CQC Domain(s)	**Safe**	**Caring**	Responsive		**Effective**		**Well Led**
Corporate Objective(s)	1	2	**3**		4		5

Risk Rating: Likelihood x Severity	
Initial Risk Score	15
Current Risk Score	15
Target Risk Score	4
Risk Appetite	Significant
Direction of travel	⟺



Relevant Key Performance Indicators

Metric	**Trust compliance September 2017**	**Target**
Mandatory training compliance	87.62	90%
Pulse Net leadership and culture scores	**No baseline available**	Net leaderships core for EP2- 50% Net culture score for CP1- 45%
Board leadership score		
National Staff Survey 2017		

Rationale for current score

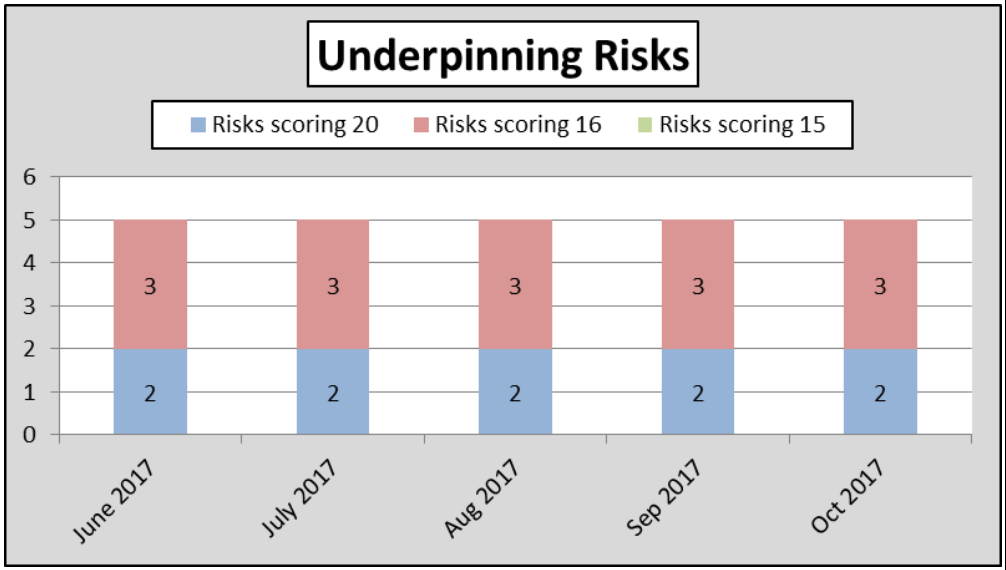
There are significant cultural and behavioural issues within the Trust that require action. The Trust has engaged external support to deliver a cultural change programme over the next three years.

Controls: what are we currently doing about the risk?	**Assurances: how do we know if the things we are doing are having an impact?**
Pulse Australasia appointed to deliver cultural change programme Culture Committee in place. Board development Programme Trust Leadership Group and Board one-on-one coaching	Accountability Framework in development Staff survey results Staff FFT CQC rating on Well Led domain

4ward programme	Appraisal and mandatory training KPI's Net Leadership scores Patient feedback, themes from complaints
Gaps in controls and assurances: what additional controls and assurances should we seek?	**Mitigating Actions: what more should we do?**
Lack of overarching workforce strategy Pulse programme not fully rolled out	Develop workforce strategy that addresses recruitment issues and has a clear OD element within it to address leadership gaps. Deliver cultural change programme.

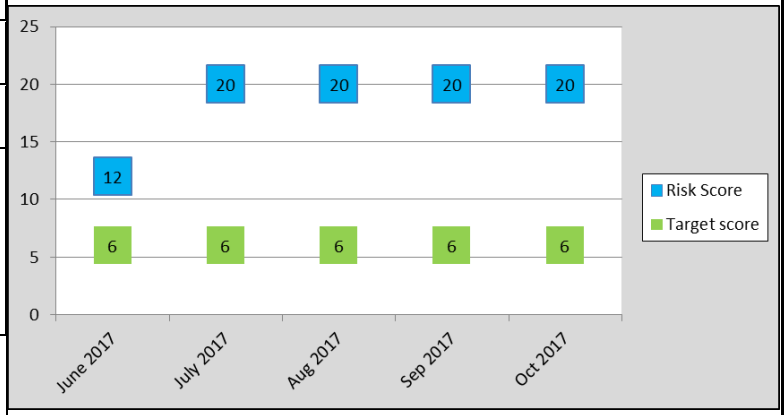
Related High Risks (>14 and DATIX ID)

2678	If we do not attract and retain key clinical staff we will be unable to ensure safe and adequate staffing levels (previous BAF risk incorporated)	16
2711	**Corporate Nursing Governance and Risk:** Risk to quality and safety of patient care due to difficulties in recruiting to nursing vacancies.	16
2873	**Corporate Nursing Governance and Risk:** Staff do not complete appropriate Safeguarding Training, opportunities to identify patients at risk of harm will be missed	20
3485	**Corporate Risk Register:** There is a risk that the trust is unable to deliver safe and effective care due to medical and nursing vacancies	16
2791	**Medicine Risk Register:** Inappropriate staffing levels	20



Risk Description	**Principal Risk:** .The Trust is unable to ensure financial viability and make the best use of resources for our patients.					**Risk ID**	R4.1
Risk Details	If we do not have in place effective organizational financial management, then we may not be able to fully mitigate the variance and volatility in financial performance against the plan leading to failure to deliver the control total, impact on cash flow and long term sustainability as a going concern.						
Executive lead	**Chief Finance Officer**	**Last Reviewed**	**25th October 2017**	**Target Date**	**March 2018 +1/4ly gateway checks**	**Review Group**	**FPC**
CQC Domain(s)	**Safe**	**Caring**		Responsive	**Effective**		**Well Led**
Corporate Objective(s)	1	2		3	**4**		**5**

Risk Rating: Likelihood x Severity	
Initial Risk Score	12
Current Risk Score	20
Target Risk Score	6
Risk Appetite	Moderate
Direction of travel	↑



Relevant Key Performance Indicators

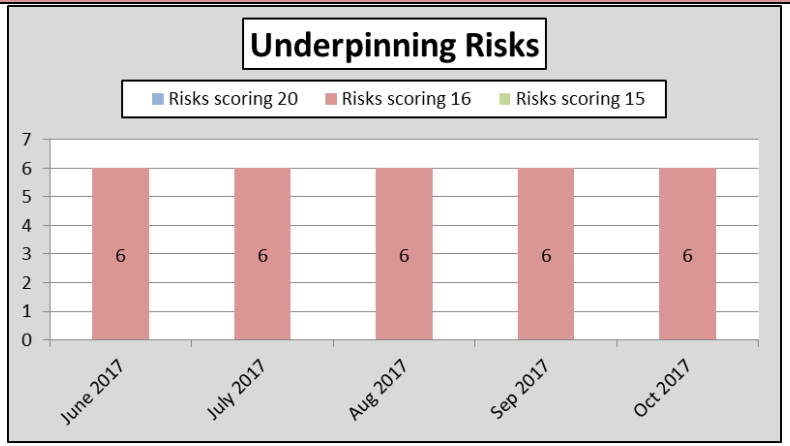
Metric	**Trust compliance September 2017**	**Target**
Compliance with monthly control total	Q1 Target achieved Q2 target missed	Per the financial plan
CIP delivery in Line with Plan	Not compliant at End of September	Per the financial plan
Operational Metrics linked to STF	Partially compliant at End of September	Per the agreed trajectories
Compliance with Capital Resource Limit (Forecast)	N/A	Per the financial plan
Carter productivity data through model hospital	Model Hospital key opportunity areas identified and being developed into action plans aligned to medium term financial plan	TBA
Better Payment practice Code	Performance deteriorated over Q2; further deterioration expected throughout remainder of 2017/18. Not compliant	95%

Rationale for current score
The Trust has robust monitoring of financial management in place reported through the monthly Performance meetings up to Finance and Performance Committee. There are risks to the control total due to the scale of improvement required within the Trust and the continued high use of temporary staff.

Controls: what are we currently doing about the risk?	Assurances: how do we know if the things we are doing are having an impact?
Finance and Performance Committee ensuring that risks are being acted on Financial Recovery Plans requested from each Budget Holder (Division & Corporate) to focus on: • Cost Control actions – Medical Staff, Job Planning, Additional Sessions & Agency control, Nurse roster management, Agency Cap, automated procurement system • Detailed budget analysis at directorate level (monthly) • Activity Data Quality, recording and coding Finance Training refreshed with all budget managers to ensure compliance with Trust procedures CIP programme integrated with Model Hospital and focus on key projects Monitoring performance against capital programme Daily Cashflow forecasting	Monitoring of development and performance against CIP targets Monthly finance reports with detailed analysis of performance v control total and actions identified in Financial Recovery plans Numbers of breaches of agency cap Weekly review of RTT remediation plans External review through NHSI, internal audit and benchmarking Better Payment Practice Code performance Capital spend variance to CRL
Gaps in controls and assurances: what additional controls and assurances should we seek?	**Mitigating Actions: what more should we do?**
QIA process for CIPs not embedded Further use of resources of model hospital	Ensure QIA meetings in diary and process agreed. Ensure all CIP projects have completed QIAs

Related High Risks (>14 and DATIX ID)

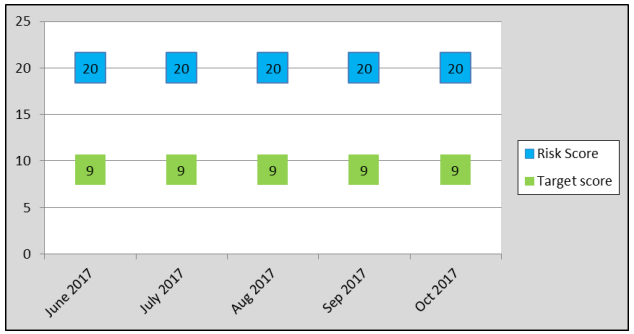
3481	**Corporate Risk Register:** Lack of capital resources prevents the Trust from transforming operations	16
3486	**Corporate Risk Register:** If the Trust does not achieve patient A&E Targets, there will be significant impact on finances	16
3487	**Corporate Risk Register:** There is a risk that there will be insufficient funding available to open 2 extra wards this winter 2017/18	16
3342	**SCSD Risk Register:** Potential failure to the operational X-ray service for WRH A&E/In patients as CR/XR units are failing and beyond usable life	16
2744	**Corporate Risk Register:** There is a risk that the CR units could fail. This could be catastrophic for plain film service delivery to the Alexandra site	16



2856	**Corporate Risk Register:** Lack of Investment Leading to Failure of Essential Plant and Machinery Causing interruptions in Patient Care or Personal Injury	16

Risk Description	**Principal Risk:** The Trust is unable to ensure financial viability and make the best use of resources for our patients.					**Risk ID**	R4.2
Risk Details	If we do not resource our clinical staff rotas at ward/departmental level then we will not meet patient needs consistently with the potential for reduced quality & co-ordination of care provision, negative impact on patient flow & access targets: long term impact on substantive staff resilience; appropriate deployment of staff and poor retention of staff & inability to attract staff.						
Executive lead	**Chief Executive Officer**	**Last Reviewed**	**25th October 2017**	**Target Date**	**April 2018**	**Review Group**	**F&P**
CQC Domain(s)	Safe	**Caring**		**Responsive**		**Effective**	**Well Led**
Corporate Objective(s)	1	2		3	**4**		5

Risk Rating: Likelihood x Severity	
Initial Risk Score	20
Current Risk Score	20
Target Risk Score	9
Risk Appetite	Moderate
Direction of travel	⟺



Relevant Key Performance Indicators		
Metric	**Trust compliance September 2017**	**Target**
Vacancies	7.75%	8% or less
Turnover rate	12.2%	10<>12%
NHSP - Agency Fill Rate	25.7%	n/a
Safer staffing	96.2% (day) 103% (night)	95%
Agency Staff - Medics (WTE) Indicative	123	<=85

Rationale for current score

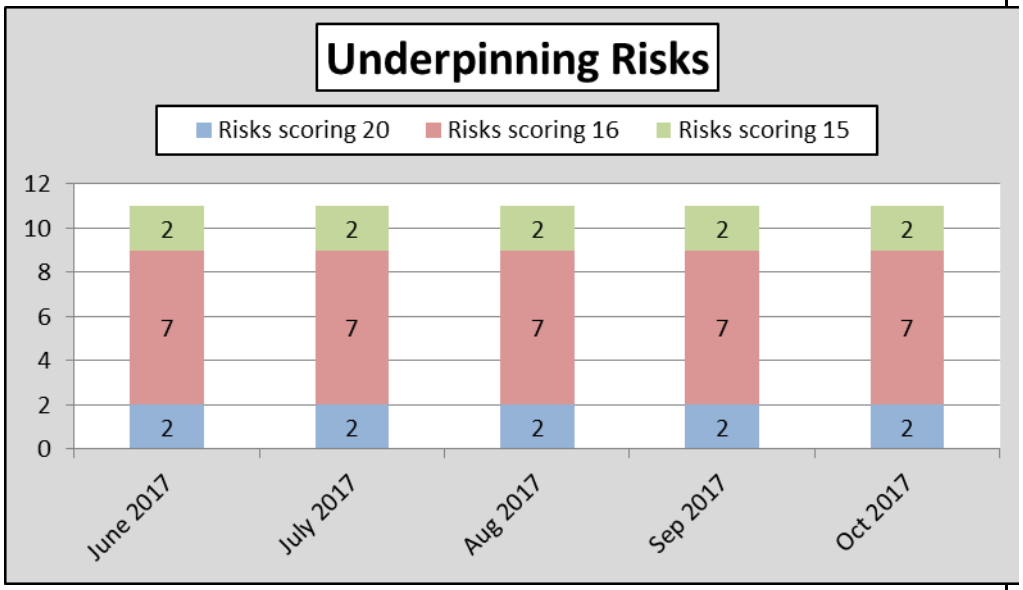
The Trust lacks a comprehensive workforce strategy and does not have robust recruitment plans embedded for the levels of vacancies that currently exist. The Trust is in Special Measures so will struggle to attract and retain staff.

Controls: what are we currently doing about the risk?	**Assurances: how do we know if the things we are doing are having an impact?**

Prospective staff rotas Recruitment plan developed but not yet embedded. Use of temporary staff to cover vacancies where possible. Vacancy rates monitored through Performance and Accountability meetings Business cases agreed for new Consultant posts being recruited to.	HR workforce reports Agency use/ shift fill rate. Performance against recruitment trajectory Staff survey FFT Recruitment KPIs Turnover rate Board workforce sub-committee
Gaps in controls and assurances: what additional controls and assurances should we seek?	**Mitigating Actions: what more should we do?**
Lack of workforce strategy and robust recruitment and retention plan.	Develop a workforce strategy

Related High Risks (>14 and DATIX ID)

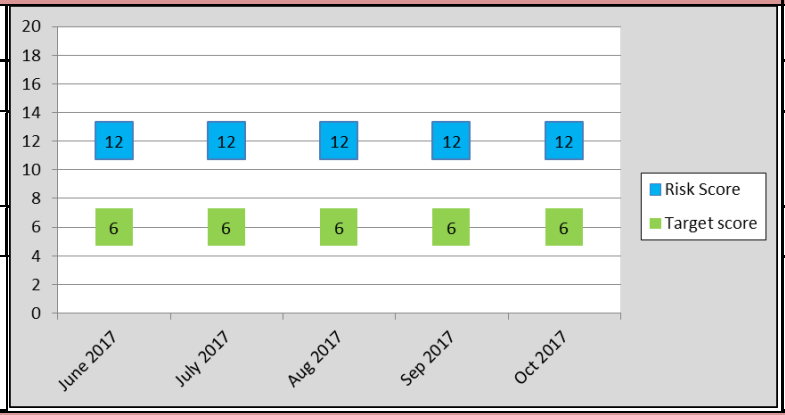
2678	If we do not attract and retain key clinical staff we will be unable to ensure safe and adequate staffing levels (previous BAF risk incorporated)	16
2711	**Corporate Nursing, Governance and Risk:** Risk to quality and safety of patient care due to difficulties in recruiting to nursing vacancies.	16
2791	**Medicine Risk Register:** Inappropriate staffing levels	20
3079	**Medical Director Corporate Risk:** Inability to substantiate medical workforce resulting in excess workforce costs and impacts on clinical care	16
3170	**Medicine Risk Register:** Lack of seven day Consultant review in respiratory high care	15
3292	**Corporate Nursing, Governance and Risk:** Poor fill rate from our temporary staffing provider NHSP resulting in reduced staffing levels below the required and safe level.	16
3296	**Medicine Risk Register:** Gastroenterology cover at the Alexandra Hospital	16
3327	**Surgical Risk Register:** Gaps in the workforce within the Surgical Division may have an adverse impact on patients care	15
3484	**Corporate Risk Register:** Potential sub optimal care in overflow wards due to staffing	16
3485	**Corporate Risk Register:** There is a risk that the trust is unable to deliver safe and effective care due to medical and nursing vacancies	16
3505	**Human Resources Risk:** Inability to recruit Clinical Staff	20



Worcestershire NHS
Acute Hospitals NHS Trust

Risk Description	**Principal Risk:** The Trust is unable to ensure financial viability and make the best use of resources for our patients.					**Risk ID**	R4.3
Risk Details	R4.3 If we do not have a workforce strategy that addresses organizational development, values and behaviours as well as workforce development and recruitment we will not be able to provide care that meets the needs of our patients; meets the internal workforce demands and fills our vacancies.						
Executive lead	**Chief Executive Officer**	**Last Reviewed**	**25th October 2017**	**Target Date**	**April 2018**	**Review Group**	**P&C**
CQC Domain(s)	Safe	**Caring**		**Responsive**		**Effective**	**Well Led**
Corporate Objective(s)	1	2		3		**4**	5

Risk Rating: Likelihood x Severity		
Initial Risk Score	12	
Current Risk Score	12	
Target Risk Score	6	
Risk Appetite	High	
Direction of travel	⟺	



Relevant Key Performance Indicators		
Metric	**Trust compliance September 2017**	**Target**
Vacancies	7.75%	8% or less
Turnover rate	12.2%	10<>12%
F&F Test (Q1 17/18) Re care & treatment Re place to work	Likely/extremely likely 66% 50%	70%
Pulse Net culture score	No baseline available	45% @CP1

Rationale for current score

The Trust lacks a comprehensive workforce strategy and does not have robust recruitment plans embedded for the levels of vacancies that currently exist. It also lacks a workforce development strategy that identifies new roles and plans to develop these. In addition the relationship with HEE, the West Midlands Academic Health Science Network and local Universities needs strengthening.

Controls: what are we currently doing about the risk?	**Assurances: how do we know if the things we are doing are having an impact?**
Prospective staff rotas Some recruitment plans in place. Use of temporary staff to cover vacancies where possible.	HR workforce reports Agency use/ shift fill rate. Performance against recruitment trajectory

Vacancy rates monitored through Performance and Accountability meetings Business cases agreed for new Consultant posts with recruitment underway. The Trust does have a small number of Physicians Assistants in place and a clinical lead identified to progress this work.	Staff survey FFT Recruitment KPIs Turnover rate Board workforce sub-committee
Gaps in controls and assurances: what additional controls and assurances should we seek?	**Mitigating Actions: what more should we do?**
Lack of workforce strategy and embedded recruitment and retention plan. Weak relationships with HEE and local Universities	Develop a workforce strategy Strengthen links with HEE and local Universities. Set trajectories for developing new roles

Related High Risks (>14 and DATIX ID)

2678	If we do not attract and retain key clinical staff we will be unable to ensure safe and adequate staffing levels (previous BAF risk incorporated)	16
2711	**Corporate Nursing, Governance and Risk:** Risk to quality and safety of patient care due to difficulties in recruiting to nursing vacancies.	16
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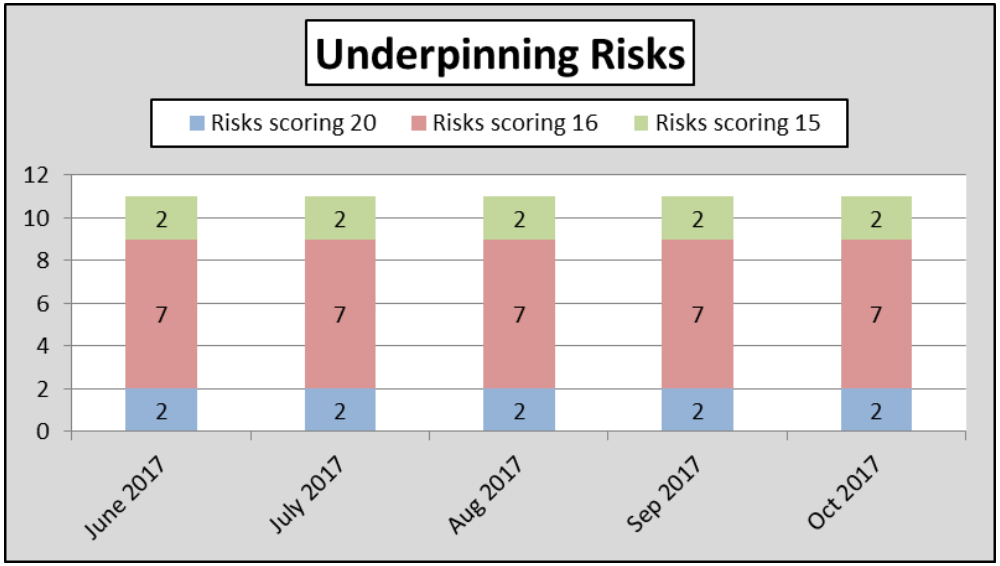
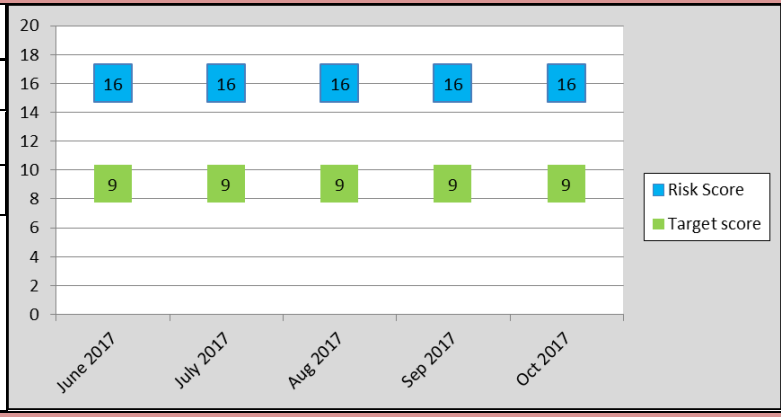


Risk Description	**Principal Risk:** The Trust is unable to develop and deliver a long term sustainable clinical services strategy					**Risk ID**	R5
Risk Details	If we are unable to secure the support of our community and STP stakeholders for the clinical services strategy, we may not be able to make the changes required to ensure long term viability of services						
Executive lead	**Director of Strategy and Planning**	**Last Reviewed**	**September 2017**	**Target Date**	**3 years**	**Review Group**	**TLG**
CQC Domain(s)	Safe	**Caring**		**Responsive**		**Effective**	**Well Led**
Corporate Objective(s)	1	2		3	4		**5**

Risk Rating: Likelihood x Severity	
Initial Risk Score	16
Current Risk Score	16
Target Risk Score	9
Risk Appetite	High
Direction of travel	⟺



Relevant Key Performance Indicators		
Metric	**Trust compliance June 2017**	**Target**
Medical vacancy rate	TBC	TBC
Clinical staff turnover	TBC	TBC
Clinical service line	TBC	TBC
Trust financial breakeven	TBC	TBC

Rationale for current score

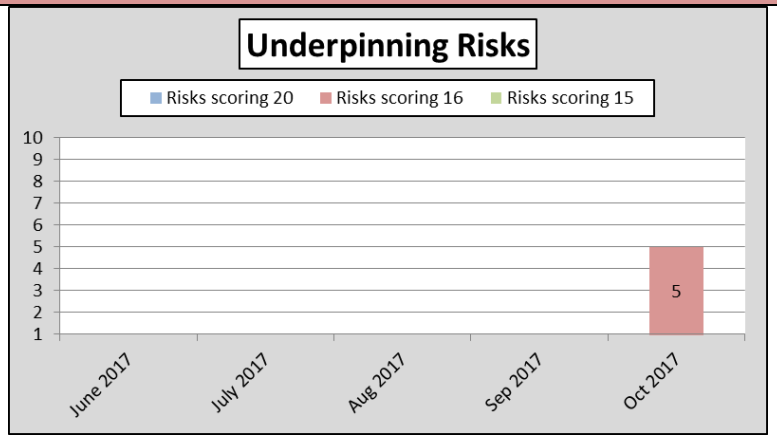
The Trust has recently completed the FoAHSW programme but the impact on the clinical and financial viability of services has been confined to a small number of Trust specialties. As a three site Trust with a significant underlying financial deficit and ongoing recruitment challenges there is the need for a more far reaching, more radical strategy for Trust sites and services. Currently the STP plans are underdeveloped and those which have greater traction are acute services focused with robust Trust leadership and are plans that support greater financial and clinical sustainability of acute services through new countywide service models, repatriation of out of county activity and stronger clinical networks. There is a risk that as NHSE resources are aligned with STPs the pace of change will increase and the Trust needs to have a clear clinical services strategy for inclusion in the STP that it can use STP mechanisms and processes to support and drive. There is a risk from competing priorities for clinical

leadership capacity to develop the strategy.

Controls: what are we currently doing about the risk?	Assurances: how do we know if the things we are doing are having an impact?
• The Trust is engaged in the STP at Partnership Board level and at Delivery Board level and is leading three of the key STP work streams. • The Trust has convened a Clinical Council reporting to the Strategy Group for the purpose of 1. Overseeing full implementation of the FoAHSW model 2. Sponsoring and overseeing the development of the Trust clinical service strategy and 3. Overseeing the sustainability of clinical services at the Trust reporting into the quarterly system – wide Quality and Sustainability Group • The Council will review the recommendations from the Herefordshire and Worcestershire STP Clinical Reference Group and ensure alignment with the Trust's strategic clinical service priorities.	Improvement in the clinical and financial sustainability of Trust services and the financial sustainability of the Trust overall. 4ward programme
Gaps in controls and assurances: what additional controls and assurances should we seek?	**Mitigating Actions: what more should we do?**
The Trust needs to elicit greater confidence in its ability to improve performance and delivery in terms of operational and quality improvement. The Trust needs a greater level of engagement with/from clinical leaders at all levels.	Develop robust quality, operational and financial improvement plans and increase our level of ambition in terms of clinical service redesign. Use the Pulse programme as a vehicle for improving clinical engagement in Trust plans and strategies.

Related High Risks (>14 and DATIX ID)

3485	**Corporate Risk Register:** There is a risk that the trust is unable to deliver safe and effective care due to medical and nursing vacancies	16
3481	**Corporate Risk Register:** Lack of capital resources prevents the Trust from transforming operations	16
3483	**Corporate Risk Register:** Patients may be harmed due to delays in treatment/waiting times	16
3079	**Medical Director Corporate Risk:** Inability to substantiate medical workforce resulting in excess workforce costs and impacts on clinical care	16
3483	**Corporate Risk Register:** Patients may be harmed due to delays in treatment/waiting times	16



NHS
Worcestershire
Acute Hospitals
NHS Trust

Date of meeting	9 November 2017
Paper number	I2

Audit and Assurance Committee Report

For approval:	√	For assurance:		To note:		For information:	

Accountable Director	Bryan McGinity Audit and Assurance Committee Chair
Presented by	Bryan McGinity Audit and Assurance Committee Chair
Author	Kimara Sharpe Company Secretary

Alignment to the Trust's strategic priorities (√)	Deliver safe, high quality, compassionate patient care		Design healthcare around the needs of our patients, with our partners	
	Invest and realise the full potential of our staff to provide compassionate and personalised care		Ensure the Trust is financially viable and makes the best use of resources for our patients	√
	Develop and sustain our business			

Alignment to the Single Oversight Framework (√)	Leadership and Improvement Capability		Operational Performance	
	Quality of Care		Finance and use of resources	√
	Strategic Change		Stakeholders	

Report previously reviewed by N/A		
Committee/Group	Date	Outcome

NHS
Worcestershire
Acute Hospitals
NHS Trust

Date of meeting	9 November 2017
Paper number	I2

Assurance: *Does this report provide assurance in respect of the Board Assurance Framework strategic risks?*	N	BAF number(s)	

Level of assurance and trend			
		√	↑ ↓ →
	Significant		
	Limited		
	None		
	Not applicable	√	

Purpose of report	To inform the Board of the Audit and Assurance Committee discussions held on 25 September 2017.
Summary of key issues	The Audit and Assurance Committee • Received an update from External Audit and Anti-Fraud. • Received two audit reports from Internal Audit, one giving moderate assurance • Approved the Internal Audit charter • Approved the Audit and Assurance Annual Report • Approved the annual declaration of interests, gifts and hospitality and security report • Received the data quality audit, Fit and Proper persons audit • Approved the terms of reference and Standing Orders

Recommendations	The Board is asked to
	• Approve:
	  • Annual Security Report
	  • The Gifts and Hospitality – annual register
	  • Revised Standing Orders
	  • Revised Terms of Reference
	• Note that concern was raised in respect of timeliness of the sign off of internal audit reports and the lack of closure of outstanding actions
	• Note this report.

Date of meeting	9 November 2017
Paper number	I2

WORCESTERSHIRE ACUTE HOSPITALS NHS TRUST

AUDIT AND ASSURANCE COMMITTEE REPORT

1 Introduction

This report provides the Board with the key areas discussed at the Audit and Assurance meeting held 25 September 2017.

2 Background

The Audit and Assurance Committee has been established to critically review the governance and assurance processes upon which the Trust Board places reliance, ensuring that the organisation operates effectively and meets its strategic objectives.

Membership is three non-executive directors.

3 Items discussed

3.1 External Audit progress report

The report outlined the audit cycle and that preliminary work would be undertaken in February and March 2018.

3.2 Internal audit

3.2.1 The Internal Audit plan for 2017/18 has now been finalised with additional audit reports being undertaken to support the Quality Improvement Plan. There was frustration expressed with the lack of timeliness of the sign off of reports and the system which was previously in place will be put back i.e. the Company Secretary chasing the outstanding reports from the executive directors. There are a number of outstanding actions from previous audit reports and Ms Robinson will raise this issue at the Trust Leadership Group.

3.2.2 **Waiting list audit**: This work had been previously undertaken and members requested action on revising the policy which was not applied consistently across the Trust.

3.2.3 **E-Rostering audit**: Moderate assurance was given to this audit which was completed as part of the 2016/17 audit plan. A follow up audit will be undertaken in 2018. Issues raised included consistency with the authorisation of rotas and this will be raised at the Trust Leadership Group.

3.2.4 **12 hour waits**: This audit had been undertaken in February. Some discrepancies had been found with the recording of times and there was therefore a mismatch between Oasis and Patient First.

3.2.5 **Internal Audit Charter**: This covered the fundamental standards and the Committee approved the charter.

3.3 Anti-fraud

The update provided information on the seven concerns rasied. There had been progress on the national initiative which matched national databases with local information and there had been no matches with procurement data. Data relating to

Companies house had been passed to the Company Secretary for review.

3.3 Audit and Assurance Annual Report
This was adopted by the Committee and is available on request.

3.4 Declarations of Interest
The Policy (approved by Trust board in September) was approved. The annual declarations of interest were noted for the Directors and Senior Leadership team.

3.5 Annual Security Report
This was approved by the Committee and is attached (appendix 1) for approval by the Trust Board.

3.6 Data Quality Audit
The bi-annual data quality audit was presented. The Committee noted limited assurance due to the number of unknown factors. Good progress was being made with clinical coding and this area met the Information Governance Toolkit requirement for 2016/17. Members were pleased to see the report and acknowledged the level of awareness of the subject.

3.7 Gifts and Hospitality Annual Report
The Committee approved the annual report and it is attached (appendix 2) for the Trust Board to approve.

3.8 Terms of Reference
The Committee approved the terms of reference and they are attached (appendix 3) for the Trust Board to approve.

3.9 Standing Orders
The Committee approved the standing orders and they are attached (appendix 4) for the Trust Board to approve.

3.10 Freedom to Speak Up/Fit and Proper Persons test
The Committee reviewed the process for the management of both of these areas and gave significant assurance on the progress.

3.11 Losses and compensations
The regular report was discussed and Members asked for clarification on the policy for patients to claim lost personal belongings.

4 Implications
None

5 Recommendations
The Board is asked to

- Approve:
  - Annual Security Report
  - The Gifts and Hospitality – annual register
  - Revised Standing Orders

- Revised Terms of Reference
- Note that concern was raised in respect of timeliness of the sign off of internal audit reports and the lack of closure of outstanding actions
- Note this report.

Compiled by
Kimara Sharpe
Company Secretary

Director
Bryan McGinity
Chairman, Audit and Assurance Committee

WORCESTERSHIRE ACUTE HOSPITALS NHS TRUST

ANNUAL SECURITY REPORT 2016/17

1. Situation

This report Is to inform the Trust Board of the security management activities that have been carried out during the past 12 months in line with meeting the security objectives outlined in the NHS Standard Contract. It summarises the activities that have been captured under the various key areas of security management and identifies a number of areas of action to mitigate the risks to the Trust.

2. Background

NHS Protect was decommissioned on the 3rd July 2017 and as a result there is no longer a need for the Trust to submit a return to demonstrate how they are meeting the requirements of the NHS Standard Contract and the Standards for Providers 2016/17 – Security Management. However the Standards remain extant and our Commissioners will continue to assess us against compliance.

The Trust's Health & Safety Committee, chaired by the Chief Operating Officer, reviews all security issues and where appropriate escalates any significant issues the Trust Audit Committee. During the last 12 months the following topics have been discussed:

- Conflict Management and Personal Safety training
- Use of administrative sanctions for patients displaying violent & abusive behaviour
- Security systems to manage potential incidents of child abduction

3. Assessment

Strategic Governance

The Chief Operating Officer is currently the appointed Security Management Director (SMD) however nominations for this role are no longer submitted to NHS Protect.

The Trust continues to use the risk assessment process to help identify where there is a need to allocate resources for security purposes.

The Trust has a Security Strategy in place which sets out the following objectives:

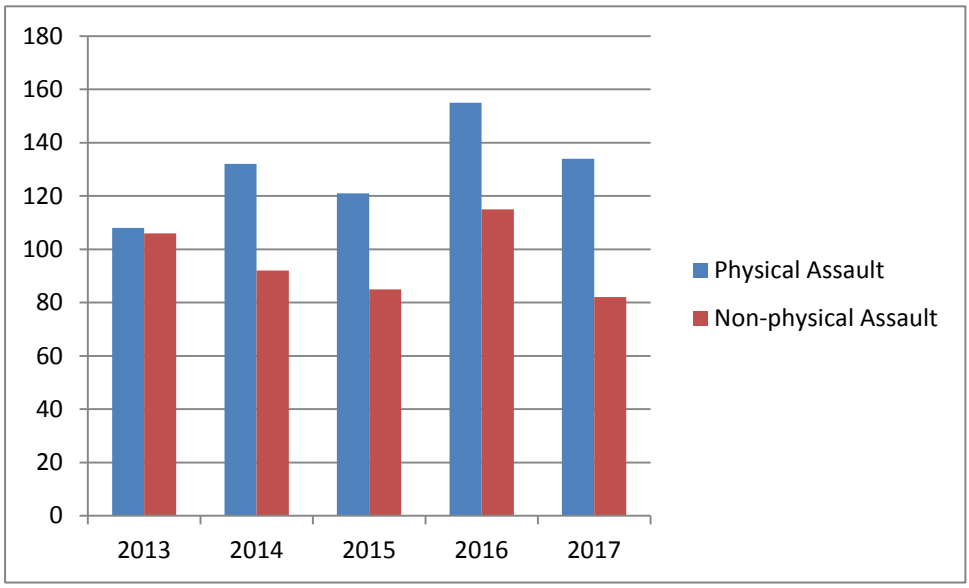
- To effectively manage any security risks
- To meet the security requirements of our Commissioners as set out in the NHS Standard Contract
- To provide Conflict Resolution training to all front line staff
- To provide lone workers with personal protective equipment

Inform & Involve:

The Trust continues to monitor compliance with Policy for the Management of Violence & Aggression and where appropriate follows up cases of non-compliance with the Police to ensure that the relevant criminal sanctions are applied to any offenders. The Trust has recently reviewed the way in which violent markers are used on OASIS to warn staff that a particular patient has subjected individuals to continued violent and/or abusive behaviour. The LSMS has also revised the Mandatory Training package to include information for staff on the provision and application of administrative sanctions against such patients.

Incidents of violence and aggression are recorded on the Trust DATIX Incident Reporting System and summary reports are submitted to the H&S Committee on a quarterly basis. The number of physical and non-physical assaults have decreased during 2016/17 compared to the previous years (see Graph 1 below). The vast majority of physical assaults continue to be committed by patients who lack the capacity to understand what they are doing. All these incidents are investigated by the responsible managers involving where necessary the LSMS and the Police.

Graph 1: Comparison of physical and non-physical assaults 2013-2017



Victims of violence & aggression are kept informed as to any follow actions taken by the Trust or Police. Details are also recorded on the Datix system. The LSMS continues to closely monitor the application of administrative and legal sanctions against members of the public who commit assaults against staff. This information is shared with staff to help demonstrate that the Trust does take violence & aggression seriously and will where necessary provide staff with the appropriate level of support.

Security has now been revised across on the Kidderminster Hospital site

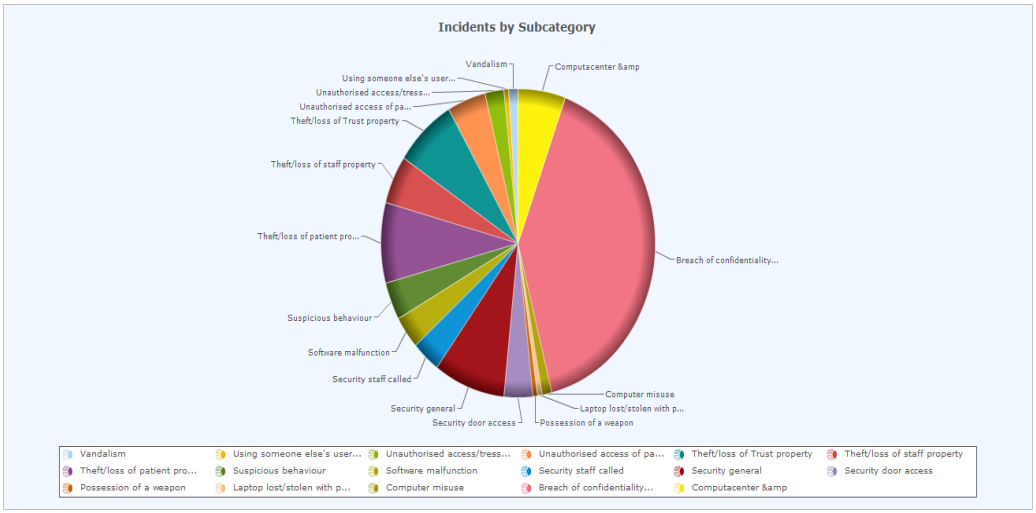
and outside of normal working hours there are now trained security staff based in the MIU Department.

Prevent & Deter

The Trust continues to provide Conflict Resolution training and training in the use of Therapeutic Holding techniques for appropriate staff. The current attendance rate for all violence & aggression training sits at 89%.

The Chart below shows the types of security incidents reported that were associated with Trust/Patient assets. All data protection incidents were followed up by the Head of Information Governance and action taken accordingly.

Summary of Asset Protection Incidents 2016/17



Cyber-Security

Despite the exponential increase in cyber-attacks and malware distribution, the Trust has not had any breaches relating to cyber-attacks. The Wannacry and Petrwrap outbreaks have increased the focus on cyber security within the NHS and other public sector organisations. NHS Digital, this year, invested in training NHS staff to a Certified Information System Specialist Professional (CISSP) level. WAHT's ICT Service Delivery Manager received this training as part of that programme. This is part of the phased process for managing the CareCERT programme. NHS Digital is also implementing a number of programmes of work to secure the NHS IT infrastructure against attack. This includes migration the new Health and Social Care Network (HSCN), which is replacing the current NHS N3 network, part funding standards based NHS Wi-Fi deployment in Primary and Secondary care, alongside implementing new CareCERT processes to make Trusts accountable for implementing fixes

to software applications deployed in the Trust estate. WAHT has submitted a documented plan of implementation for the CareCERT alerts to NHS Digital for assurance. The Trust has developed a Cyber Security Action plan with documented risks, captured in the risk register and a capital outline for remediation for the identified risks. An IT Security and Risk Forum has been established, which involves the clinical services to help manage, highlight and embed IT security within the organisation. This forum reports to the Information Governance Steering Group, who provides the overarching governance for information security in the Trust. The ICT services and solutions highlighted in last year's report are providing sufficient protection to the organisation, but there is a drive to improve upon what is in place. Over the next six months, a cyber security training programme for staff will be developed and rolled out. The implementation of some additional technologies to prevent information breaches from endpoint devices will be introduced into the organisation. This will carried out in parallel with the optimisation of existing security technologies to provide a more comprehensive scope of protection.

Hold to Account

The LSMS continues to work closely with the local Police to establish stronger links so that the Trust can receive timely feedback in terms of pending court cases and the application of criminal sanctions. During 2016/17 the Police were involved in 37 security incidents 2 of which resulted in criminal sanctions being applied.

Areas of Action

There is no longer a requirement to submit a Self-Review Tool (SRT) however the Trust will continue to produce a work plan (see attached) to demonstrate progress towards full compliance with the Security Management Standards.

4 Recommendation

The Committee is requested to accept the contents of this report as assurance that the Trust is continuing to manage security across all three hospital sites and acknowledge the outstanding actions as listed.

Jim O'Connell
Interim Chief Operating Officer

WORCESTERSHIRE ACUTE HOSPITALS NHS TRUST

GIFTS AND HOSPITALITY REGISTER 2016-17

DATE	NAME OF COMPANY	NAME OF MEMBER OF STAFF/DIRECTORATE	GIFT/HOSPITALITY RECEIVED	APPROXIMATE VALUE	COMMENTS
7-3-16	Cook	Sidi Harouna Rashid	Advanced Peripheral workshop – Italy	£600	
23-5-16	Grateful patient	Sian MidWinter	Four dancing flowers	£25	
19-9-16	Stryker	Charlie Docker	Business flights, accommodation	£2500	
9-16	Enteral UK	Joanna Logan	Lunch for Nutrition and Hydration nurses Hungry Horace for teaching nasogastric tube insertion	£50	
6-10-16	Smith and Nephew UK	Keshav Mathur	Meals flights and accommodation – Amsterdam	C £500	
10-11-16	QIAGEN	Hugh Morton	Infection Control group meeting	£500	
11-11-16	Osteo Ltd, Dorset	Gabor Simon	Accommodation Course fee		Unable to give value. Contacted USA (parent company) – no response
Dec 2016	Albany	Lisa Thomson	Biscuits	£500	
1-12-16	Arthex UK	Keshav Mathur	Cadaveric shoulder workshop	£125	
21-12-16	Midland Commercial	Briony Mills/Julie Bough	£80 gift vouchers – Boots		Donated to charity after discussion with the company

24-1-17	Abbott Vascular	Sidi Harouna Rashid	Leipzig Interventional Course (Germany)	£800	
29-3-17	Stryker	Karl Bell	Meals, Accommodation, flights	£500	
Arafa Education Centre, Alexandra Hospital, Redditch					
16.9.16	MDU		Arafa Centre	£220.00	
28.9.16	MSD		Arafa Centre	£175.00	
29.9.16	BMS		Arafa Centre	£220.00	
30.9.16	Norgine		Arafa Centre	£220.00	
30.9.16	Pfizer		Arafa Centre	£220.00	
5.10.16	AstraZeneca		Arafa Centre	£250.00	
7.10.16	Internis		Arafa Centre	£220.00	
7.10.16	Sanofi		Arafa Centre	£220.00	
12.10.16	Ashfield		Arafa Centre	£175.00	
21.10.16	AstraZeneca		Arafa Centre	£220.00	
9.11.16	AstraZeneca		Arafa Centre	£175.00	
11.11.16	A Menarini		Arafa Centre	£220.00	
4.7.16	Britannia		Arafa Centre	£175.00	
11.7.16	GSK		Arafa Centre	£175.00	
20.7.16	Dermasilk		Arafa Centre	£125.00	
1.8.16	MDU		Arafa Centre	£150.00	
17.8.16	Johnson & Johnson		Arafa Centre	£125.00	
7.9.16	Almirall		Arafa Centre	£220.00	
9.9.16	Astra Zeneca		Arafa Centre	£220.00	
14.9.16	Bayer		Arafa Centre	£175.00	
15.9.16	Smith & Nephew		Arafa Centre	£50.00	
16.9.16	Bayer		Arafa Centre	£220.00	
16.9.16	MDU		Arafa Centre	£220.00	
28.9.16	MSD		Arafa Centre	£175.00	
29.9.16	BMS		Arafa Centre	£220.00	
30.9.16	Norgine		Arafa Centre	£220.00	

30.9.16	Pfizer		Arafa Centre	£220.00	
5.10.16	AstraZeneca		Arafa Centre	£250.00	
7.10.16	Internis		Arafa Centre	£220.00	
7.10.16	Sanofi		Arafa Centre	£220.00	
12.10.16	Ashfield		Arafa Centre	£175.00	
21.10.16	AstraZeneca		Arafa Centre	£220.00	
9.11.16	AstraZeneca		Arafa Centre	£175.00	
11.11.16	A Menarini		Arafa Centre	£220.00	
15.11.16	OrthoD		Arafa Centre	£50.00	
21.11.16	Grunenthal		Arafa Centre	£175.00	
23.11.16	Nutricia		Arafa Centre	£175.00	
24.11.16	NovoNordisk		Arafa Centre	£257.00	
28.11.16	AstraZeneca		Arafa Centre	£175.00	
2.12.16	Pfizer		Arafa Centre	£220.00	
6.12.16	Coloplast		Arafa Centre	£115.00	
9.12.16	AstraZeneca		Arafa Centre	£220.00	
9.12.16	AstraZeneca		Arafa Centre	£220.00	
5.1.17	Novo Nordisk		Arafa Centre	£45.00	
11.1.17	AstraZeneca		Arafa Centre	£175.00	
13.1.17	MSD		Arafa Centre	£220.00	
13.1.17	Pfizer		Arafa Centre	£220.00	
20.1.17	Kyowa Kirin		Arafa Centre	£220.00	
20.1.17	A Menarini		Arafa Centre	£220.00	
25.1.17	Ashfield		Arafa Centre	£175.00	
26.1.17	Boehringer		Arafa Centre	£85.00	
26.1.17	Novo Nordisk		Arafa Centre	£65.00	
27.1.17	Grunenthal		Arafa Centre	£220.00	
27.1.17	Bristol Myers Squibb		Arafa Centre	£220.00	
2.2.17	Pfizer		Arafa Centre	£40.00	
3.2.17	Internis		Arafa Centre	£220.00	
3.2.17	Norgine		Arafa Centre	£220.00	
8.2.17	Pfizer		Arafa Centre	£175.00	

9.2.17	Bristol Myers Squibb		Arafa Centre	£100.00	
16.2.17	MSD		Arafa Centre	£30.00	
17.2.17	Sanofi		Arafa Centre	£220.00	
17.2.17	AstraZeneca		Arafa Centre	£220.00	
23.2.17	A Menarini		Arafa Centre	£45.00	
23.2.17	Vifor		Arafa Centre	£40.00	
27.2.17	Astra Zeneca		Arafa Centre	£175.00	
2.3.17	UCB Pharma		Arafa Centre	£30.00	
8.3.17	MSD		Arafa Centre	£175.00	
9.3.17	Bristol Myers Squibb		Arafa Centre	£100.00	
10.3.17	Pfizer		Arafa Centre	£220.00	
10.3.17	Alexion Pharma		Arafa Centre	£220.00	
20.3.17	A Menarini		Arafa Centre	£175.00	
21.3.17	Urgomed		Arafa Centre	£55.00	
21.3.17	Activa		Arafa Centre	£55.00	
21.3.17	Aspen		Arafa Centre	£55.00	
21.3.17	Convatec		Arafa Centre	£55.00	
21.3.17	Advancis		Arafa Centre	£55.00	
21.3.17	Smith & Nephew		Arafa Centre	£55.00	
22.3.17	Astra Zeneca		Arafa Centre	£175.00	
23.3.17	Novo Nordisk		Arafa Centre	£65.00	
24.3.17	A Menarini		Arafa Centre	£220.00	
24.3.17	Astra Zeneca		Arafa Centre	£220.00	
27.3.17	Boehringer		Arafa Centre	£175.00	
29.3.17	Sanofi		Arafa Centre	£132.50	
29.3.17	MSD		Arafa Centre	£135.50	
Education Centre, Worcestershire Royal Hospital					
08.01.2016	Nutricia	Paediatric meeting	Lunch @ £5 perhead		Not declared in time for 2015/16 report
15.01.2016	GSK	Paediatric meeting	Lunch @ £5 perhead		
22.01.2016	Nutricia, Early Life Nutrition	Paediatric meeting	Lunch @ £5 perhead		

05.02.2016	APODI	Paediatric meeting	Lunch @ £5 perhead		
12.02.2016	Ashfield/ Internis	Paediatric meeting	Lunch @ £5 perhead		
19.02.2016	ABBOTT Diabetes Care	Paediatric meeting	Lunch @ £5 perhead		
26.02.2016	Nutricia, Early Life Nutrition	Paediatric meeting	Lunch @ £5 perhead		
04.03.2016	SMA	Paediatric meeting	Lunch @ £5 perhead		
18.03.2016	Nutricia	Paediatric meeting	Lunch @ £5 perhead		
01.04.2016	Thornton & Ross	Paediatric meeting	Lunch @ £5 perhead		
08.04.2016	Alexion	Paediatric meeting	Lunch @ £5 perhead		
22.04.2016	GSK	Paediatric meeting	Lunch @ £5 perhead		
29.04.2016	MJN	Paediatric meeting	Lunch @ £5 perhead		
13.05.2016	SMA	Paediatric meeting	Lunch @ £5 perhead		
27.05.2016	Ashfield/ Internis	Paediatric meeting	Lunch @ £5 perhead		
03.06.2016	APODI	Paediatric meeting	Lunch @ £5 perhead		
10.06.2016	Nutricia, Early Life Nutrition	Paediatric meeting	Lunch @ £5 perhead		
24.06.2016	Nutricia	Paediatric meeting	Lunch @ £5 perhead		
01.07.2016	Dermal	Paediatric meeting	Lunch @ £5 perhead		
08.07.2016	SMA/Nestle	Paediatric meeting	Lunch @ £5 perhead		
15.07.2016	Abbott –Diabetes Care	Paediatric meeting	Lunch @ £5 perhead		
22.07.2016	Griffiths and Nielsen Ltd	Paediatric meeting	Lunch @ £5 perhead		
29.07.2016	Cosgrove Intrapharm	Paediatric meeting	Lunch @ £5 perhead		
02.09.2016	Nutricia	Paediatric meeting	Lunch @ £5 perhead		
09.09.2016	SMA/Nestle	Paediatric meeting	Lunch @ £5 perhead		
16.09.2016	GSK	Paediatric meeting	Lunch @ £5 perhead		
23.09.2016	Nutricia- Early Life Nutrition	Paediatric meeting	Lunch @ £5 perhead		
30.09.2016	Wesleyan	Paediatric meeting	Lunch @ £5 perhead		
07.10.16	SMA/Nestle	Paediatric meeting	Lunch @ £5 perhead		
28.10.16	Consilient Health	Paediatric meeting	Lunch @ £5 perhead		
18.11.16	GSK	Paediatric meeting	Lunch @ £5 perhead		
25.11.16	Dermal	Paediatric meeting	Lunch @ £5 perhead		
02.12.16	Ashfield/Intermis	Paediatric meeting	Lunch @ £5 perhead		
09.12.16	SMA/Nestle	Paediatric meeting	Lunch @ £5 perhead		
16.12.16	Nutricia –Early life nutrition	Paediatric meeting	Lunch @ £5 perhead		

27.01.17	Nutricia Early Life Nutrition	Paediatric meeting	Lunch @ £5 perhead		
03.02.17	Nutricia	Paediatric meeting	Lunch @ £5 perhead		
10.02.17	AstraZeneca	Paediatric meeting	Lunch @ £5 perhead		
11.01.2016	A.Menarini & MEDA	Physician Meetings	£1.50 per head		
18.01.2016	Bayer & AstraZeneca	Physician Meetings	£1.50 per head		
25.01.2016	Norgine & Amgen	Physician Meetings	£1.50 per head		
01.02.2016	GSK & Almirall	Physician Meetings	£1.50 per head		
08.02.2016	Novartis & Wesleyan	Physician Meetings	£1.50 per head		
15.02.2016	MDU & BMA	Physician Meetings	£1.50 per head		
22.02.2016	Pfizer & Amgen	Physician Meetings	£1.50 per head		
29.02.2016	Teva & Ashfield	Physician Meetings	£1.50 per head		
07.03.2016	Alexion & Janssen	Physician Meetings	£1.50 per head		
14.03.2016	Norgine & AstraZeneca	Physician Meetings	£1.50 per head		
11.04.2016	GSK & Almirall	Physician Meetings	£1.50 per head		
25.04.2016	Pfizer & Boehringer- Ingelheim	Physician Meetings	£1.50 per head		
18.04.2016	Prostraken & Roche Diagnostics	Physician Meetings	£1.50 per head		
09.05.2016	AstraZeneca & Grunenthal	Physician Meetings	£1.50 per head		
16.05.2016	MEDA & Boehringer- Ingelheim	Physician Meetings	£1.50 per head		
23.05.2016	Bayer & Boehringer- Ingelheim	Physician Meetings	£1.50 per head		
06.06.2016	Amgen	Physician Meetings	£1.50 per head		
13.06.2016	Alexion & MEDA	Physician Meetings	£1.50 per head		
27.06.2016	Grunenthal & Boehringer- Ingelheim	Physician Meetings	£1.50 per head		
04.07.2016	Amenarini & Almirall	Physician meeting	£3.50 per head		
11.07.2016	Genzyme & Astrazeneca	Physician meeting	£3.50 per head		
18.07.2016	Ashfield Intermis & Intrapharma	Physician meeting	£3.50 per head		
05.09.2016	Ashfield & Chiesi	Physician meeting	£3.50 per head		
12.09.2016	MDU & Janssen	Physician meeting	£3.50 per head		
19.09.2016	Astrazeneca & Pfizer	Physician meeting	£3.50 per head		
26.09.2016	Alexion & Ashfield	Physician meeting	£3.50 per head		
03.10.2016	Norgine & Ashfield	Physician meeting	£3.50 per head		
10.10.2016	Kyowa Kirin & Grunenthal	Physician meeting	£3.50 per head		

17.10.2016	Bayer & Genzyme	Physician meeting	£3.50 per head		
24.10.2016	Teva & Intermis/ Ashfield	Physician meeting	£3.50 per head		
31.10.2016	Astrazeneca & Amgen	Physician meeting	£3.50 per head		
07.11.2016	Amenaling & Chiesi	Physician meeting	£3.50 per head		
14.11.2016	Astrazeneca	Physician meeting	£3.50 per head		
05.12.2016	Norgine & Grunenthal	Physician meeting	£3.50 per head		
12.12.2016	Teva & Bayer	Physician meeting	£3.50 per head		
19.12.2016	Intermis/Ashfield	Physician meeting	£3.50 per head		
16.01.17	Norgine & Almirall	Physician meeting	£4.50 per head		
30.01.17	Grunenthal & Kyowa Kirin	Physician meeting	£4.50 per head		
06.02.17	Janssen & Vifor	Physician meeting	£4.50 per head		
13.02.17	MDU	Physician meeting	£4.50 per head		
20.02.17	NAPP & Internis	Physician meeting	£4.50 per head		
27.02.17-	Mylan	Physician meeting	£4.50 per head		
06.03.17	Norgine & AstraZeneca	Physician meeting	£4.50 per head		
13.03.17	A.Menarini & Almirall	Physician meeting	£4.50 per head		
20.03.17	MSD	Physician meeting	£4.50 per head		
27.03.17	Tillots & Alexion	Physician meeting	£4.50 per head		
Riverbank/Neonatal					
03/12/16	Heather D	Riverbank	Toys and Chocolates	£75	
08/12/16	Olivia H	Riverbank	Assorted Presents	£25	
14/12/16	Independent Fundraisers of Worcester	Riverbank	Assorted Presents	£100	
19/12/16	Harvester, Timberdine	Riverbank	Assorted Presents	£100	
19/12/16	King Charles First School, Kidderminster	Riverbank	Assorted Toys	Second hand so unsure of value	
19/12/16	Pathology Department	Riverbank	Assorted presents	£100	
19/12/16	Morrisons	Riverbank	Teddies	£100	
19/12/16	Kings Hawford School	Riverbank	Chocolate Santas	£20	

19/12/16	A.K	Riverbank	Assorted toys	£20	
19/12/16	Lewis and Hannah	Riverbank	6 presents	£20	
19/12/16	Amanda G	Riverbank	Assorted presents	£25	
19/12/16	Ringway,	Riverbank	Selection boxes	£30	
19/12/16	Maureen T	Riverbank	Disney toys	£300	
19/12/16	Natwest, Worcester	Riverbank	Assorted presents	£50	
21-12-16	Booking services, WRH	Riverbank	Assorted presents	£200	
23-12-16	Sharon B	Riverbank	3x bags of new toys	£100	
23-12-16	Royal Mail	Riverbank	Assorted presents	-£900	
23-12-16	Claire H	Neonatal	Gifts for all mothers, hamper for staff	£100	
23-12-16	Family of NC	Neonatal	Assorted presents	£50	
24-12-16	Charlotte N	Riverbank	Assorted presents	-£25	
24-12-16	Sue H	Riverbank	Teddies	£50	
24-12-16	H and H W	Riverbank	Chocolates	£25	
24-12-16	John W	Riverbank	Assorted presents	£25	
24-12-16	Mr and Mrs W	Riverbank	Assorted presents	£25	
24-12-16	J, R and V G	Riverbank	Chocolates and Christmas poem	£10	
24-12-16	The Ts and the Cs	Riverbank	Assorted presents	£25	
7-3-17	Diana	Riverbank	Felt tip pens	£20	
10-3-17	Dr & Mrs R	Riverbank	Assortment of toys	£50	
11-3-17	Becky S	Riverbank	Assortment of toys	£50	
23-3-17	SP & RS	Riverbank	Play kitchen	£15	
9/9/16	HCL workforce solutions, 10 Old Bailey, London EC4M 7NG	All Sponsorship for Staff Achievement Awards 2016		£500	
25/9/16	Planned Office Interiors Ltd1 Forge Farm Offices, Stafford Road, Aston-by-Stone, Staffordshire, ST15 0BH			£500	

25/9/16	Kainos Evolve4-6 Upper Crescent Belfast BT7 1NT	All Sponsorship for Staff Achievement Awards 2016	£1500	
31/9/16	University of Worcester, Hylton Road Worcester		£1500	
31/9/16	P2GLLP - russell@p-2-g.co.uk		£500	
25/9/16	Siemens Charles Hastings Way Worcester WR5 1DD		£500	
11/8/16	Computacenter, Hatfield Avenue Hatfield, Hertfordshire, AL10 9TW		£3000	
25/8/16	Allscripts, Battersea Studios | 80 Silverthorne Rd | London | United Kingdom SW8 3HE		£500	
29/9/16	Engie, PO Box 1312 Ground floor Faraday Way Farada Court Blackpool#FY1 9HR		£1500	
25/9/16	Worcs Hospitals SPC PLC		£3000	
20/7/16	Pinnegar Hayward Design The Flaghouse 16 Graham Street Birmingham B1 3JR		£1500	

01/10/16	ISS	All Sponsorship for Staff Achievement Awards 2016	£1500	
25/9/16	Bluespier International Ltd Greenbank House Galton Way Hadzoe Droitwich WR9 7ER		£1500	
25/9/16	Hydrop ECS Wrens Court, 55 Lower Queen Street, Sutton Coldfield, West Midlands, B72 1RT		£500	
25/9/16	Chartered Management Institute CMI House Cottingham Rd Corby Northants NN17 1TT		£1500	
25/9/15	NHSP Corporate finance P O Box 647 Wakefield WF1 9HQ		£3000	
21/9/16	Capsticks Solicitors LLP 1 St Georges Road London SW19 4DR		£500	
25/9/16	Xerox Bridge House, Oxford Road, Uxbridge, Middlesex UB8 1HS		£3000	
20/9/16	Mills & Reeve 78-84 Colmore row Birmingham B3 2AB		£500	

20/9/16	Bevan Brittain LLP Kings Orchard 1 Queen Street Bristol BS2 0HQ	All Sponsorship for Staff Achievement Awards 2016	£500	
4/9/16	Nelson Training, 3 Drake Street, Welland, Malvern.		£500	
25/9/16	Woodrow Mercer dfleckner@woodrow.mercer.com		£1500	
25/9/16	Rider Levett Bucknall 15 Colmore Row Birmingham B32BH		£500	

Kimara Sharpe
August 2017

Worcestershire Acute Hospitals NHS Trust

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Appendix 3

Terms of Reference

AUDIT AND ASSURANCE COMMITTEE

Version: 3.0

Terms of Reference approved by: Audit and Assurance Committee/

Date approved: 25 September /

Author: **Company Secretary**

Responsible directorate: Finance

Review date: March 2018

NHS
Worcestershire
Acute Hospitals
NHS Trust

Enc I2
Appendix 3

WORCESTERSHIRE ACUTE HOSPITALS NHS TRUST

AUDIT AND ASSURANCE COMMITTEE

TERMS OF REFERENCE

1 Purpose

The Audit and Assurance Committee has been established to critically review the governance and assurance processes upon which the Trust Board places reliance, ensuring that the organisation operates effectively and meets its strategic objectives.

2 Constitution

The Committee is established by the Trust Board and is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.

3 Membership

Three non-executive directors, one of which shall be appointed chair by the Trust board.

The Chair of the Trust shall not be a member of the Committee.

4 Attendance

The following shall be in attendance at each meeting:

- The Director of Finance
- Assistant Director of Finance
- The Head of Internal Audit or representative
- External Audit engagement lead or represenntative
- Head of Anti Fraud
- Company Secretary

The Chief Executive and other executive directors should be invited to attend, particularly when the Committee is discussing areas of risk or operation that are the responsibility of that director.

In addition, the Chief Executive should be invited to attend, at least annually, to discuss with the Audit and Assurance Committee the process for assurance that supports the Annual Governance Statement.

5 Administrative support

The administrative support shall be through the Company Secretary.

6 Attendance

Except in exceptional circumstances, members are required to attend all of the meetings per year.

7 Quoracy

A quorum shall be two members.

8 Frequency of meetings

There should be a minimum of 5 meetings per year, scheduled on a bi-monthly basis.

The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary. The holding of such a meeting shall be at the discretion of the Chair of the Audit and Assurance Committee.

The Committee may meet the internal/external auditors privately as required.

9 Authority

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 co-operate 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.

10 Duties

The duties of the Committee can be categorised as follows:

10.1 Governance, Risk Management and Internal Control

The Committee will review the adequacy of:-

1. The Assurance Framework as the key source of evidence that links strategic objectives to risks, controls and assurances and the main tool that the Trust Board uses in discharging its overall responsibility for internal control. Thus, the Committee should review whether;

- The format of the Assurance Framework is appropriate for the organisation
- The processes around the Framework are robust and relevant
- The controls in place are sound and complete
- The assurances are reliable and of good quality
- The data the assurances are based on is reliable

2. All risk and control related disclosure statements (in particular the Annual Governance Statement), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board

3. The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.

4. The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.

5. The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the Anti Fraud and Security Management Service.

In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from

directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work, and that of the audit and assurance functions that report to it.

10.2 Internal Audit

The Committee shall ensure that there is an effective internal audit function established by management that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit and Assurance Committee, Chief Executive and Trust Board. This will be achieved by:-

1. Consideration of the provision of the Internal Audit Service, including the cost of the audit.
2. Review and approval of the Internal Audit strategy, operational plan and detailed programme of work, ensuring that this is consistent with the audit needs of the organisation, as identified in the assurance framework.
3. Consideration of the major findings of internal audit work (and management's response) and ensure co-ordination between the Internal and External Auditors to optimise audit resources.
4. Ensuring that the Internal Audit function is adequately resourced, suitably qualified and has appropriate standing and access within the organisation.
5. Annual review of the effectiveness of internal audit, including consideration of the Internal Audit Annual Report.

10.3 External Audit

The Committee shall review the work and findings of the External Auditor appointed by Auditor Panel and consider the implications and management's responses to their work. This will be achieved by:-

1. Consideration of the appointment and performance of the External Auditor.
2. Discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other Internal Audit and External Auditors in the local health economy.
3. Discussion with the External Auditor of its local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee**.**
4. Review all External Audit reports, including agreement of the annual audit letter before submission to the Trust Board and any work carried outside the annual audit plan, together with the appropriateness of management responses.
5. Ensure compliance with Ethical Standards (previously undertaken by the PSAA)

10.4 Other Assurance Functions

The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to the governance of the organisation.

These will include, but will not be limited to, any reviews by Regulators/Inspectors (e.g. Care Quality Commission, NHS Litigation) professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies). All whistle blowing final reports will be presented to the Committee. The Committee will report these to the Trust board in public at the next available Trust board meeting.

The Committee shall also ensure that the Trust appoints external auditors in compliance with the requirements of the Local Accountability and Audit Act 2014 and The Local Audit (Health Service Bodies Auditor Panel and Independence) Regulations 2015.

In addition, the Committee will through an agreed annual work plan, review the work of other committees within the organisation, whose work can provide relevant assurance to the Committee's own scope of work.

10.5 Anti Fraud

The Committee shall satisfy itself that the organisation has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work.

10.6 Management

The Committee shall request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

The Committee may also request specific reports from individual functions or major change programmes within the organisation as appropriate.

10.7 Financial Reporting

The Committee shall monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance.

The Committee should ensure that the systems for financial reporting to the Trust Board, including those of budgetary control are subject to review as to completeness and accuracy of the information provided to the Trust Board

The Committee shall review the Annual Report and financial statements before submission to the Board, focusing particularly on:-

- The wording in the Annual Governance Statement, and other disclosures relevant to the Terms of Reference of the Committee.
- Changes in, and compliance with, accounting policies, practices and estimation techniques.
- Unadjusted mis-statements in the financial statements.
- Significant judgments in preparation of the financial statements.
- Significant adjustments resulting from the audit.

- Letter of Representation

- Qualitative aspects of financial reporting

11 Reporting Structure

The Minutes of Committee meetings shall be formally recorded and a report of each meeting submitted to 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.

The Committee will report to the Board at least annually on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embedding of risk management in the organisation, the integration of governance arrangements and the appropriateness of the supporting evidence.

12 Record of Business

Minutes of Committee meetings shall be produced and circulated to members of the Committee no later than five working days following each meeting.

Agendas and associated papers shall be sent out no later than five working days before the meeting.

13 Review Period

The Committee's membership and terms of reference will be reviewed annually by 31st March.

September 2017

Trust Standing Orders

Approved by the Board of
Worcestershire Acute Hospitals NHS Trust
xxx 2017

WORCESTERSHIRE ACUTE HOSPITALS
NHS TRUST

STANDING ORDERS

Approved by the **Audit and Assurance Committee – 25 September 2017** **Trust Board – xxxx**	
This document was completed by, and queries should be directed to:	Company Secretary

Version history			Notes
V1.0	Apr 2012	Review	
V2.0	Jan 2014	Update	
V3.0	Sept 2017	Update and rewritten to be user friendly and incorporate new legislation	Credit – North Bristol NHS Trust

September 2017

(Review Date – January 2019)

Trust Standing Orders

Approved by the Board of
Worcestershire Acute Hospitals NHS Trust
xxx 2017

Purpose

NHS Trusts are required by law to make Standing Orders (SOs), which regulate the way in which the proceedings and business of the Trust will be conducted.

High standards of corporate and personal conduct are essential in the NHS. These Standing Orders, together with the Standing Financial Instructions (SFIs), Schedule of Reservations of Powers (SRP) and Scheme of Delegated Authorities (SoDA) identify who in the Trust is authorised to do what.

Key messages

- These documents provide the key rules under which the Trust is managed and governed.
- The regulations which determine the way that the Trust Board operates and the Trust is governed are spelt out in the Standing Orders.
- Financial responsibilities and authorities are described in the SFIs and SoDA

All employees of the Trust need to be aware of their responsibilities and authorities described in this document

Various legislation is relevant to the contents of the SOs and these are identified in the text. The SOs refer to the following Trust Policies:

- Policy Standards of Business Conduct, incorporating anti-bribery and corruption policy; and the recognition and treatment of conflicting interests, gifts and hospitality
- Anti Fraud and Corruption Policy

The NHS Trust Development Authority Accountability and Performance Management Framework may also be helpful.

Who should read this policy?

- All individuals employed or engaged by the Trust who have been given resource management and decision making authorities need to have a reasonable understanding of the extended SOs.
- All should be aware that the SOs exist and what they contain.

Trust Standing Orders

Approved by the Board of
Worcestershire Acute Hospitals NHS Trust
xxx 2017

Contents

Trust Standing Orders

Approved by the Board of
Worcestershire Acute Hospitals NHS Trust
xxx 2017

Trust Standing Orders

Foreword to Standing Orders

NHS Trusts are required by law to make Standing Orders (SOs), which regulate the way in which the proceedings and business of the Trust will be conducted. Regulation 19 of the NHS Trusts (Membership and Procedure) Regulations, 1990 (as amended) requires the meetings and proceedings of an NHS trust to be conducted in accordance with the rules set out in the Schedule to those Regulations and with Standing Orders made under Regulation 19(2).

These Standing Orders and associated documents are extremely important. High standards of corporate and personal conduct are essential in the NHS. As the NHS is publicly funded, it is accountable to Parliament for the services it provides and for the effective and economical use of taxpayers' money. The Standing Orders, Standing Financial Instructions, procedures and the rules and instructions made under them provide a framework and support for the public service values which are essential to the work of the NHS of:

- Accountability – the ability to stand the test of Parliamentary scrutiny, public judgements on propriety and professional codes of conduct.
- Probity – an absolute standard of honesty in dealing with the assets of the Trust; integrity in decisions affecting patients, staff and suppliers, and in the use of information acquired in the course of NHS duties.
- Openness – transparency about NHS activities to promote confidence between the organisation and its staff, patients and the public.

Additional documents are:

- Standing Financial Instructions, which detail the financial responsibilities, policies and procedures to be maintained by the Trust.
- Schedule of Decisions Reserved to the Board of the Trust
- Scheme of Delegated Authorities, which sets out delegated levels of authority and responsibility

These Standing Orders set out the ground rules within which Board directors and staff must operate in conducting the business of the Trust. Observance of them is mandatory. Such observance will mean that the business of the Trust will be carried out in accordance with the law, Government policy, the Trust's statutory duties and public service values. As well as protecting the Trust's interests, they will also protect staff from any possible accusation of having acted less than properly.

All executive and Non-Executive Directors and senior staff are expected to be aware of the existence of these documents, understand when they should be referred to and, where necessary and appropriate to their role, make themselves familiar with the detailed provisions.

Trust Standing Orders

Approved by the Board of
Worcestershire Acute Hospitals NHS Trust
xxx 2017

Introduction

I. The Worcestershire Acute Hospitals NHS Trust (the Trust) is a statutory body which came into existence on 1 January 2000 under The Worcestershire Acute Hospitals NHS Trust (Establishment) Order 1999 No. 3473, (the Establishment Order).

II. The principle places of business of the Trust are:-

Alexandra Hospital, Woodrow Drive, Redditch, B98 7UB

Kidderminster Hospital, Bewdley Road, Kidderminster, DY11 6RJ

Worcestershire Royal Hospital, Charles Hastings Way, Worcester, WR5 1DD

III. NHS Trusts are governed by statute, mainly the National Health Service Act 2006 and the Health and Social Care Act, 2012.

IV. The statutory functions conferred on the Trust are set out in the NHS Act 2006 (Chapter 3 and Schedule 4) and in the Establishment Order.

V. As a body corporate the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable as well as to the Secretary of State for Health. The Trust also has a common law duty as a bailee for property held by the Trust on behalf of patients.

VI. The (DH, revised April 2013) requires that boards draw up a schedule of decisions reserved to the Board and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior managers. The Code of Accountability makes various requirements concerning possible conflicts of interest of Board directors. The Membership and Procedure Regulations, 1990 requires the establishment of audit and remuneration committees with formally agreed terms of reference.

VII. The Code of Practice on Openness in the NHS (NHS Executive, 1995), as revised by the Freedom of Information Act, 2000 and the Environmental Information Regulations, 2004 sets out the requirements for public access to information on the NHS.

VIII. Through these Standing Orders, the Board exercises its powers to make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee appointed by virtue of the Standing Orders; or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit or as the Secretary of State for Health may direct.

1. Interpretation

IX. The Chairman of the Trust is the final authority in the interpretation of Standing Orders on which the Chief Executive, guided by the Company Secretary, shall advise and in the case of Standing Financial Instructions be advised by the Director of Finance.

X. The following definitions apply for this document.

Legislation definitions:

- the **2006 Act** is the National Health Service Act, 2006
- the **2012 Act** is the Health and Social Care Act, 2012

- **Membership and Procedure Regulations** are the National Health Service Trust (Membership and Procedure) Regulations 1990 (SI(1990)2024), as amended.

Other definitions:

- **Accountable Officer** is the officer responsible and accountable for funds entrusted to the Trust; and is responsible for ensuring the proper stewardship of public funds and assets. The Chief Executive, or their appointed replacement, is the Accountable Officer for this Trust.
- **Budget** is the plan, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
- **Chairman of the Trust** is the person appointed by the Secretary of State for Health to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chairman of the Trust" shall, if the Chairman is absent from the meeting or otherwise unavailable, be deemed to include the Vice-Chairman of the Trust, or other Non-Executive Director as is appointed in accordance with Standing Order 12.
- **Chief Executive** is the chief officer of the Trust.
- **Committee** is committee appointed by the Trust Board.
- **Committee Members** are formally appointed by the Trust Board to sit on, or to chair specific committees.
- **Clinical Directors** are specialty leads reporting to and accountable to the Chief Executive, with professional oversight from the Divisional Medical Directors. They are ***excluded*** from the term "Director" for the purposes of this document, unless specifically stated otherwise.
- **Company Secretary** is the officer appointed to provide advice on corporate governance issues to the Board and the Chairman; and monitor the Trust's compliance with the law, Standing Orders, and Department of Health guidance.
- **Directors** are the Non-Executive Directors and the Executive Directors
- **Director of Finance** is the Director of Finance; and is the chief finance officer of the Trust.
- **Establishment Order** is the The Worcestershire Acute Hospitals NHS Trust (Establishment) Order 1999 No. 3473.
- **Executive Director** is an officer of the Trust. Up to five will be voting members of the Trust Board, appointed in accordance with the Membership and Procedure Regulations, 1990. The remainder will not be eligible to vote on the Trust Board.
- **Funds Held on Trust** are those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Part 11 (eleven) of the NHS Act 2006. Such funds may or may not be charitable.
- **Motion** is a formal proposition to be discussed and voted on during the course of a Trust Board or Committee meeting.
- **NHS Improvement (NHSI)** is responsible for the oversight of NHS trusts and has delegated authority from the Secretary of State for Health for the

appointment of the Non-Executive Directors, including the Chairman of the Trust

- **Nominated Officer** is the officer charged with the responsibility for discharging specific tasks within the Standing Orders and Standing Financial Instructions.
- **Non-Executive Director** is a person appointed by the Secretary of State for Health, to help the Trust Board to deliver its functions.
- **Officer** (or **staff**) means an employee of the Trust or any other person holding a paid appointment or office with the Trust. (This includes all employees or agents of the Trust, including medical and nursing staff and consultants practising upon the Trust's premises and shall be deemed to include employees of third parties contracted to the Trust when acting on behalf of the Trust)..
- **SFIs** are the Standing Financial Instructions.
- **SOs** are the Standing Orders.
- **Standards of Business Conduct** is the Trust's "Policy Standards of Business Conduct, incorporating anti-bribery and corruption policy; and the recognition and treatment of conflicting interests, gifts and hospitality" or as amended
- **Trust** is the Worcestershire Acute Hospitals NHS Trust.
- **Trust Board** (or the **Board**) is the Chairman and Non-Executive Directors and Executive Directors
- **Vice Chairman** means the Non-Executive Director appointed by the Trust to take on the Chairman's duties if the Chairman is absent for any reason.
- **Working day** means any day, other than a Saturday, Sunday or legal holiday

XI. Any reference to an Act of Parliament, Statutory Instrument, Direction or Code of Practice shall be construed as a reference to any modification, replacement or re-enactment for the time being in force.

Standing Orders for the regulation of the proceedings of Worcestershire Acute Hospitals NHS Trust

Part I – Membership

1. Name and business of the Trust

1.1. All business shall be conducted in the name of Worcestershire Acute Hospitals NHS trust ("the Trust").

1.2. All funds received in trust shall be in the name of the Trust as corporate trustee. The powers exercised by the Trust as corporate trustee, in relation to funds held on trust, shall be exercised separately and distinctly from those powers exercised as a Trust.

1.3. The Trust has the functions conferred on it by Schedule 4 of the 2006 Act.

1.4. Directors acting on behalf of the Trust as a corporate trustee are acting as quasi-trustees. Accountability for charitable funds held on trust is to the Charity Commission and to the Secretary of State for Health. Accountability for non-charitable funds held on trust is only to the Secretary of State for Health.

1.5. The Trust has resolved that certain powers and decisions may only be exercised or made by the Trust Board in formal session, which may include members participating by video or telephone. These powers and decisions are set out in the Schedule of Decisions Reserved for the Trust Board in Appendix 1 to these Standing Orders and have effect as if incorporated into the Standing Orders.

2. Composition of the Trust Board

2.1. The voting membership of the Trust Board shall comprise the Chairman and five Non-Executive Directors, together with up to five Executive Directors. At least half of the membership of the Trust Board, excluding the Chairman, shall be independent Non-Executive Directors.

2.2. In addition to the Chairman, the Non-Executive Directors shall normally include:

- 2.2.1. one appointee nominated to be the Vice-Chairman
- 2.2.2. consider one appointee nominated to be the (shadow) Senior Independent Director.
- 2.2.3. one or more appointees who have recent relevant financial experience

Appointees can fulfil more than one of the roles identified.

2.3. The Executive Directors shall include:

- 2.3.1. Chief Executive
- 2.3.2. Director of Finance, or equivalent
- 2.3.3. Chief Medical Officer
- 2.3.4. Chief Nursing Officer
- 2.3.5. Chief Operating Officer

2.4. The Board may appoint additional Executive Directors, in crucial roles in the Trust, to be non-voting members of the Trust Board.

3. Appointment of the Chairman and directors

3.1. The Chairman and Non-Executive Directors of the Trust are appointed by the NHSI, on behalf of the Secretary of State for Health.

3.2. The Chief Executive shall be appointed by the Chairman and the Non-Executive Directors.

3.3. Where more than one person is appointed jointly to an Executive Director post in the Trust, those persons shall become appointed as an Executive Director, jointly. Where the post has voting rights attached, the joint appointees will have the power of one vote; and shall count for the purpose of Standing Order 2 as one person.

4. Vice-Chairman

4.1. To enable the proceedings of the Trust to be conducted in the absence of the Chairman, the Trust Board may elect one of the Non-Executive Directors to be Vice-Chairman, for a period that does not exceed the remainder of their appointed term as a Non-Executive Director of the Trust.

4.2. Any Non-Executive Director so elected may at any time resign from the office of Vice-Chairman by giving notice in writing to the Chairman. The appointment as Vice-Chairman will end with the termination for any reason of that Non-Executive Director's period of office as a director. On such resignation or termination the Trust Board may then appoint another Non-Executive Director as Vice-Chairman, in accordance with the provision of this Standing Order.

4.3. When the Chairman is unable to perform the duties required due to illness or absence for any reason, those duties will be undertaken by the Vice-Chairman.

5. Tenure of office

5.1. The regulations governing the period of tenure of office of the Chairman and Non-Executive Directors and the termination or suspension of office of the Chairman and Non-Executive Directors are contained in the Membership and Procedure Regulations and as directed by NHSI, under its delegated authority from Secretary of State for Health.

6. Code of Conduct and Accountability and the Trust's commitment to openness

6.1. All directors shall subscribe and adhere at all times to the principles contained in the Trust's Policy "Standards of Business Conduct, incorporating conflicting interests, gifts and hospitality" (the Policy Standards of Business Conduct).

7. Functions and roles of Chairman and directors

7.1. The function and role of the Chairman and members of the Trust Board is described within these Standing Orders and within those documents that are incorporated into these Standing Orders.

Part II – Meetings

8. Ordinary meetings of the Trust Board

8.1. All ordinary meetings of the Trust Board shall be held in public and shall be conducted in accordance with relevant legislation, including the Public Bodies (Admission to Meetings) Act 1960, as amended and guidance issued by the Secretary for State for Health. Members of the public and representatives of the press shall be afforded facilities to attend.

8.2. Ordinary meetings of the Trust Board shall be held at regular intervals at such times and places as the Trust Board may from time to time determine. A minimum of six meetings shall be held each year.

8.3. The Chairman shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press; to ensure that the Trust Board's business may be conducted without interruption and disruption.

8.4. Without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public and representatives of the press will be required to withdraw upon the Trust Board resolving as follows: "That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete business without the presence of the public"

8.5. Nothing in these Standing Orders shall require the Trust Board to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Trust Board.

8.6. The Chairman may invite any member of staff of Worcestershire Acute Hospitals NHS Trust, any other NHS organisation, an officer of the local council(s), or any other individual acting in an advisory capacity to attend meetings. These invitees shall not count as part of the quorum or have any right to vote at the meeting.

8.7. An annual public meeting shall be held on or before 30th September in each year for the purpose of presenting audited accounts, annual reports and any report on the accounts.

8.8. The Trust Board may, by resolution, exclude the public from a part or the whole of a meeting whenever publicity would be prejudicial to public interest by reason of the confidential nature of the business to be transacted

8.9. The provisions of these Standing Orders relating to meetings of the Trust Board shall refer only to formal Trust Board meetings, whether ordinary or extraordinary meetings. The provisions shall not apply to seminars or workshops or other meetings attended by members of the Trust Board.

9. Extraordinary meetings of the Trust Board

9.1. The Chairman may call a meeting of the Trust Board at any time. Directors may ask the Chairman to call a meeting of the Trust Board at any time.

9.2. A meeting may be called forthwith, by the directors who are eligible to vote, if the Chairman refuses to call a meeting after such a request has been presented to them, signed by at least one third of the whole number of directors who are eligible to vote (including at least one executive and one Non-Executive Director); and has been presented to them at the Trust's principal place of business. The directors who are eligible to vote may also call a meeting forthwith, if, without refusing, the Chairman does not call a meeting within seven days after receipt of such request.

10. Notice of meetings

10.1. The Trust shall set dates and times of regular Trust Board meetings for the forthcoming calendar year by the end of November of each year.

10.2. A notice of the meeting, specifying the business proposed to be transacted, shall be posted before each meeting of the Trust Board. This notice shall be signed by the Chairman, or by a director or officer of the Trust authorised by the Chairman to sign on their behalf. The notice shall be delivered to every director, by the most effective route, including being sent by post to the usual place of residence of the director, or sent electronically to the usual e-mail address of the director. The notice shall be delivered to each director at least three working days before the meeting. Notice shall be presumed to have been served two days after posting and one day after being sent out via email.

10.3. Lack of service of such notice on any individual director shall not affect the validity of a meeting. However, failure to serve such a notice on at least three directors who are eligible to vote will invalidate the meeting.

10.4. In the case of a meeting called by directors in default of the Chairman, see Standing Order 9, the notice shall be signed by those directors and no business shall be transacted at the meeting other than that specified in the notice.

10.5. Where a part or the whole of a meeting is to be open to the public, official notice of the time, place and agenda of the meeting shall be announced in public. Notice will be given by one or more of: an announcement in the local press, on the Trust's internet website, displaying the notice in a conspicuous place in the Trust's hospitals or other facilities, or displaying the notice in other public places. The Trust Board may decide to limit publication to details of the items on the meeting agenda that will be considered in the part of the meeting to be held in public. A copy of the notice including the agenda may also be sent to local organisations that will have an interest in the decisions of the Trust Board. These organisations include bodies responsible for commissioning acute NHS services locally, patient and public representative groups and local councils.

10.6. Notice will be given at least three working days before the meeting. Failure to do so will render the meeting invalid.

11. The agenda

11.1. The Chairman may determine that certain matters will appear on every agenda for an ordinary meeting of the Trust Board; and that these will be addressed prior to any other business being conducted at the discretion of the Chairman.

11.2. A director may request that a matter is included on an agenda.

11.3. Notwithstanding Standing Order 17 a director may with the consent of the Chairman of the meeting, add to the agenda of any meetings any item of business relevant to the responsibilities of the Trust, under “Any Other Business”.

12. Chairman of meetings

12.1. The Chairman shall preside at any meeting of the Trust Board, if present. In the Chairman’s absence, the Vice Chairman shall preside.

12.2. If the Chairman and Vice-Chairman are absent, the directors present, who are eligible to vote shall choose a Non-Executive Director who shall preside. An Executive Director may not take the chair.

12.3. The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and his interpretation of the Standing Orders shall be final. In this interpretation he shall be advised by the Chief Executive and the Company Secretary and in the case of Standing Financial Instructions he shall be advised by the Director of Finance.

13. Voting

13.1. It is not a requirement for decisions to be subject to a vote. The necessity of a vote shall be indicated by the agreement of at least one third of those attending and eligible to vote. The Chairman shall be responsible for deciding whether a vote is required and what form this will take.

13.2. Where it is necessary to take a vote to determine an issue, the decision shall be determined by a majority of the votes of the directors present and eligible to vote. If the result of the vote is equal, the Chairman of the meeting shall have a second or casting vote.

13.3. All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands. A paper ballot may be held, if a majority of the directors present and eligible to vote so request. Unless specifically agreed beforehand, the voting record of each individual director will not be made public, or recorded.

13.4. The voting record, other than by paper ballot, of any question will be recorded to show how each director present voted or did not vote, if at least one-third of the directors present and eligible to vote so request.

13.5. If a director so requests, his vote will be recorded by name. Such a request will not be accepted if doing so would reveal the votes of other directors that do not wish to have their vote recorded.

13.6. In no circumstances may an absent director vote by proxy.

13.7. An officer who has been appointed formally by the Trust to act up for an Executive Director during a period of incapacity, or temporarily to fill an Executive Director

vacancy, shall be entitled to exercise the voting rights of that Executive Director. An officer attending the Trust Board to represent an Executive Director during a period of incapacity or temporary absence, but without formal acting up status, may not exercise the voting rights of that Executive Director. An officer's status when attending a meeting shall be recorded in the minutes.

13.8. Where the office of a director who is eligible to vote is shared jointly by more than one person:

13.8.1. either or both of those persons may attend and take part in the meetings of the Trust Board.

13.8.2. if both are present at a meeting they will cast one vote if they agree.

13.8.3. in the case of disagreement no vote will be cast.

13.8.4. the presence of either or both of those persons will count as the presence of one person for the purpose of establishing a quorum.

13.9. Where necessary, a director may be counted as present when available constantly for discussions through an audio or video link and may take part in voting on an open basis.

14. Quorum

14.1. No business shall be transacted at a meeting unless at least six of the directors who are eligible to vote (including at least three Executive Directors with voting powers and three Non-Executive Director) are present.

14.2. An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

14.3. A director will not count towards the quorum on a matter where he is ruled to be ineligible to participate in the discussion, or vote, due to the declaration of a conflict of interest, see Standing Order 21 and 22. If a quorum is not available for the passing of a resolution on any matter, that matter may be discussed further at the meeting, but no resolution can be made. That position shall be recorded in the minutes of the meeting. The meeting shall then proceed to the next business.

15. Record of attendance

15.1. The names of the directors and others invited by the Chairman, in accordance with Standing Order 8, present at the meeting, shall be recorded in the minutes.

15.2. If a director is not present for the entirety of the meeting, the minutes shall record the items that were considered whilst they were present.

16. Minutes

16.1. The minutes of the proceedings of a meeting shall be drawn up, entered in a record kept for that purpose and submitted for agreement at the next meeting.

16.2. There should be no discussion on the minutes, other than as regards their accuracy, unless the Chairman considers discussion appropriate.

16.3. Any amendment to the minutes as to their accuracy shall be agreed and recorded at the next meeting and the amended minutes shall be regarded as the formal record of the meeting.

17. Notice of motion

17.1. Subject to the provision of Standing Order 20, a director of the Trust desiring to move a motion shall give notice of this, to the Chairman, at least seven working days before the meeting. The Chairman shall insert all such notices that are properly made in the agenda for the meeting. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

18. Motions

18.1. When a motion is under discussion or immediately prior to the discussion it shall be open to a director to move:

- 18.1.1. an amendment to the motion.
- 18.1.2. the adjournment of the discussion or the meeting.
- 18.1.3. that the meeting proceed to the next business.
- 18.1.4. the appointment of an ad hoc committee to deal with a specific item of business.
- 18.1.5. that the motion be now put
- 18.1.6. a motion resolving to exclude the public (including the press).

18.2. The proposer may withdraw a motion or amendment once moved and seconded with the concurrence of the seconder and the consent of the Trust Board.

19. Right of reply

19.1. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment to it.

20. Motion to rescind a decision of the Trust Board

20.1. Notice of a motion to rescind any decision of the Trust Board (or general substance of any decision) which has been passed within the preceding six calendar months, shall bear the signature of the director who gives it and also the signature of four other directors who are eligible to vote.

20.2. When the Trust Board has debated any such motion, it shall not be permissible for any director, other than the Chairman to propose a motion to the same effect within a further period of six calendar months.

21. Declaration of Interests and Register of Interests

Declaration of Interests

21.1. In addition to the statutory requirements relating to pecuniary interests dealt with in Standing Order 22, the Trust's Policy on Standards of Business Conduct requires directors to declare interests which are relevant and material to the Trust Board. All existing directors and any senior officers who may act up into an Executive Director post should declare such interests on an annual basis, or as otherwise recommended in the Policy. Any directors and senior officers appointed subsequently should declare these interests on appointment.

21.2. Interests, which would be regarded as "relevant and material", are:

21.2.1. directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies).

21.2.2. ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.

21.2.3. majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.

21.2.4. a position of authority in a charity or voluntary organisation in the field of health and social care.

21.2.5. any connection with a voluntary or other organisation contracting for NHS services.

21.3. Subject to the requirements stated in Standing Order 22, the interests of directors' spouses, partners, or other family members must be disclosed where these maybe in conflict with the Trust .

21.4. If directors have any doubts about the relevance of an interest, this should be discussed with the Chairman. Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that the potential level of influence, rather than the immediacy of the relationship is more important in assessing the relevance of an interest.

21.5. Annual declarations of interests should be considered by the Trust Board and retained as part of the record of the Trust Board meeting. Any changes in interests should be declared at the next Trust board meeting following the change occurring.

21.6. If a conflict of interest is established during the course of a Trust Board meeting, whether arising from a declared interest or otherwise, the director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. The declared conflict of interest should be recorded in the minutes of the meeting. When a Director has declared an interest arising solely from a position with a charity or voluntary body under this Standing Order, the Trust Board may resolve that the director may remain in the meeting and take part in the discussion, but not vote on the relevant item. A record of this decision shall be made in the minutes.

21.7. Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report or a link provided within the report to the website. The information should be kept up to date for inclusion in succeeding annual reports.

Register of Interests

21.8. The Company Secretary will ensure that a Register of Interests is established and maintained to record formally declarations of interests of directors. The Register of

Interests will include details of all directorships and other relevant and material interests which have been declared by both executive and Non-Executive Directors.

21.9. These details will be kept up to date by means of an annual review of the Register of Interests in which any changes to interests declared during the preceding twelve months will be incorporated.

21.10. The Register of Interests will be available to the public and open to inspection at the Trust's usual place of business at any time during normal business hours (between 09:00 and 17:00 on any working day).

21.11. With the exception of the requirement to report interests in the Annual Report (Standing Order 21.7), this Standing Order also applies in full to any committee or sub-committee or group of the Trust Board; and to any member of such committee or sub-committee or group (whether or not they are a director).

22. Disability of directors in proceedings on account of pecuniary interest

22.1. Subject to Standing Order 21 and the provisions of this Standing Order, if a director has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

22.2. The Secretary of State may, subject to such conditions as he may think fit to impose, remove any disability imposed by this Standing Order, in any case where it appears to them to be in the interests of the NHS that the disability should be removed.

22.3. The Trust Board, or any committee or sub-committee may, if it thinks fit, provide for the exclusion of a director from a meeting while any contract, proposed contract or other matter in which that person has a pecuniary interest, direct or indirect, is under consideration.

22.4. Any remuneration, compensation or allowances payable to a director by virtue of paragraph 233, Part 11 of the NHS Act 2006 shall not be treated as a pecuniary interest for the purpose of this Standing Order.

22.5. For the purpose of this Standing Order a director shall be treated, subject to Standing Order 2 as having an indirect pecuniary interest in a contract, proposed contract or other matter, if:

22.5.1. he, or a nominee of his, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or,

22.5.2. he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;

22.5.3. and in the case of persons living together as a couple, whether married or not, the interest of one person shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

22.6. A director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

22.6.1. of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body;

22.6.2. of an interest in any company, body or person with which he is connected as mentioned in Standing Order 22.5 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

22.7. This Standing Order shall not prohibit a director from taking part in the consideration or discussion of the contract or other matter, or from voting on any question with respect to it, if:

22.7.1. he has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, **and**

22.7.2. the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, **and**

22.7.3. the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of the class.

This does not affect his duty to disclose the interest

22.8. This Standing Order also applies in full to any committee or sub-committee or group of the Trust Board; and to any member of such committee or sub-committee or group (whether or not they are a director).

23. Standards of Business Conduct

23.1. All staff must comply with the Trust's current adopted Policy on Standards of Business Conduct, which reflects national guidance, including HSG(93)5 'Standards of Business Conduct for NHS staff', 'Code of Conduct for NHS Managers' 2002, 'Managing Conflicts of Interests in the NHS' 2017 and the seven principles set out by the Committee on Standards in Public Life, published by the Professional Standards Authority, November 2012. The following provisions should be read in conjunction with the Trust Policy.

23.2. All staff shall declare any relevant and material interest, such as those described in Standing Order 21. The declaration should be made on appointment or, if the interest is acquired, or recognised subsequently, at that time to the Executive Director, clinical director, or senior manager to whom they are accountable. Such director or senior manager shall ensure that such interests are entered in a Register of Interests, kept for that purpose.

23.3. Officers who are involved in, have responsibility for, or are able by virtue of their role or functions to influence the placing of contracts by the Trust, may be required by the Trust to give statements from time to time, or in connection with particular contracts, confirming that they have no relevant or material interest to declare.

23.4. If an officer becomes aware of a potential or actual contract in which he has an interest of the nature described in Standing Orders 21 and 22 and this Standing Order, he shall immediately advise the Director of Finance formally in writing. This requirement applies whether or not the officer is likely to be involved in administering the proposed, or awarded contract to which he has an interest.

23.5. Gifts and hospitality shall only be accepted in accordance with the Trust's Policy Standards of Business Conduct. Officers of the Trust shall not ask for any rewards or gifts; nor shall they accept any rewards or gifts of significant value.

23.6. All gifts and hospitality, other than those that are of clearly minimal value (as determined in the Trust Policy on Standards of Business Conduct), should be declared in a Register of Gifts and Hospitality kept by the Company Secretary, and departmental managers for that purpose. Acceptance of gifts by way of inducements or rewards is a criminal offence under the Fraud Act, 2006 and the Bribery Act 2010.

23.7. In addition to Standing Orders 21 and 22 and this Standing Order, an officer must also declare to the Chief Executive any other employment, business or other relationship of his, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with interests of the Trust, unless specifically allowed under that officer's contract of employment.

Part III – Arrangements for the exercise of functions by delegation and committees

24. Exercise of functions

24.1. Subject to Standing Order 3 and any such directions as may be given by the Secretary of State for Health, the Trust Board may delegate any of its functions to a committee or sub-committee appointed by virtue of Standing Order 25, or to a director or an officer of the Trust. In each case, these arrangements shall be subject to such restrictions and conditions as the board thinks fit.

Emergency powers

24.2. The powers which the Trust Board has retained to itself within these Standing Orders may in emergency be exercised by the Chief Executive and the Chairman acting jointly and, if possible, after having consulted with at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chairman shall be reported to the next formal meeting of the Trust Board for ratification.

Delegation to committees

24.3. The Trust Board shall agree from time to time to the delegation of specific powers to be exercised by committees or sub-committees, which it has formally constituted. The Trust Board shall approve the constitution and terms of reference of these committees and their specific powers.

Delegation to officers

24.4. Those functions of the Trust, which have not been retained as reserved by the Trust Board or delegated to a committee of the Trust Board, shall be exercised on behalf of the Trust Board by the Chief Executive. The Chief Executive shall determine which

functions he will perform personally and shall nominate officers to undertake the remaining functions for which he will still retain accountability to the Trust Board.

Schedule of Decisions Reserved for the Trust Board

24.5. The Trust Board shall adopt a Schedule of Decisions Reserved for the Trust Board setting out the matters for which approval is required by the Trust Board. The Schedule that is current at the date of adoption of these Standing Orders is contained in Appendix 1 and shall be regarded as forming part of these Standing Orders.

24.6. Subject to Standing Order 44, the Trust Board shall review such Schedule at such times as it considers appropriate; and shall update such Schedule in Appendix 1 after each review.

24.7. The Schedule of Decisions Reserved for the Trust Board shall take precedence over any terms of reference or description of functions of any committee or sub-committee established by the Trust Board. The powers and functions of any committee or sub-committee shall be subject to and qualified by the reserved matters contained in that Schedule.

Scheme of Delegated Authorities

24.8. The Trust Board shall adopt a Scheme of Delegated Authorities setting out details of the directors and officers of the Trust to whom responsibility has been delegated for deciding particular matters; and in a director's or officer's absence, the director or officer who may act for them. The Schedule that is current at the date of adoption of these Standing Orders is contained in the standing financial instructions.

24.9. Subject to Standing Order 44, the Trust Board shall review such Schedule at such times as it considers appropriate; and shall update such Schedule after each review.

24.10. The direct accountability, to the Trust Board, of the Director of Finance and other Executive Directors to provide information and advise the Trust Board in accordance with any statutory requirements shall not be impaired, in any way, by the delegations set out in the Scheme of Delegated Authorities.

25. Appointment of committees

25.1. Subject to Standing Order 3 and such directions as may be given by, or on behalf of, the Secretary of State for Health, the Trust may, and if directed by them, shall appoint committees of the Trust, consisting wholly or partly of directors of the Trust or wholly of persons who are not directors of the Trust. Committees will be subject to review by the Trust Board from time to time.

25.2. A committee appointed under Standing Order 25 may, subject to such directions as may be given by, or on behalf of, the Secretary of State for Health or the Trust Board, appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include directors of the Trust) or wholly of persons who are not members of the committee (whether or not they include directors of the Trust).

25.3. The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration, to meetings of any committee or sub-committee.

25.4. The Trust Board shall approve the terms of reference of each such committee. Each committee shall approve the terms of reference of each sub-committee reporting to it. The terms of reference shall include details of the powers vested and conditions, including reporting back to the committee, or Trust Board. Such terms of reference

shall have effect as if incorporated into the Standing Orders and be subject to review every two years, at least, by that committee; and adoption by the Trust Board.

25.5. Committees may not delegate their powers to a sub-committee unless expressly authorised by the Trust Board.

25.6. The Board shall approve the appointments to each of the committees and sub-committees that it has formally constituted. Where the Board determines that a committee shall include members who are neither directors nor officers, the Board shall determine the terms of such appointment. The payment of travelling and other allowances shall be in accordance with the rates as may be determined by the Secretary of State for Health, with the approval of the Treasury (see Part 11, paragraph 233 of the 2006 Act).

25.7. Minutes, or a representative summary of the issues considered and decisions taken, of any committee appointed under this Standing Order are to be formally recorded and submitted for inclusion onto the agenda of the next possible Trust Board meeting. Minutes, or a representative summary of the issues considered and decisions taken of any sub-committee shall be submitted for inclusion onto the agenda of the next committee meeting to which it reports.

25.8. The committees to be established by the Trust will consist of statutory and mandatory; and non-mandatory committees.

Statutory and Mandatory Committees

Audit and Assurance Committee

25.9. The Trust Board shall appoint a committee to undertake the role of an audit committee. This role shall include providing the Trust Board with a means of independent and objective review of the financial systems and of general control systems that ensure that the Trust achieves its objectives, the reliability of the financial information used by the Trust and of compliance with law, regulations, guidance and codes of conduct. This Committee will pay due regard to good practice guidance, including, in particular, the NHS Audit Committee Handbook.

25.10. The terms of reference of the Audit Committee shall have effect as if incorporated into these Standing Orders and their approval shall be recorded in the appropriate minutes of the Trust Board and may be varied from time to time by resolution of the Trust Board.

Remuneration and Nominations Committee

25.11. The Trust Board shall appoint a committee to undertake the role of a remuneration and nominations committee. This role shall include providing advice to the Trust Board about appropriate remuneration and terms of service for the Chief Executive and other Executive Directors (Regulations 17-18, Membership and Procedure Regulations), as well as advising the Trust Board on the terms of service of other senior officers, and ensuring that the policy of the Trust Board on remuneration and terms of service is applied consistently.

25.12. The Committee shall advise the Trust Board on the size, structure and membership and succession plans for the Trust Board and maintain oversight of the performance of the Chief Executive and Executive Directors.

25.13. The terms of reference of the Remuneration and Nominations Committee shall have effect as if incorporated into these Standing Orders and their approval shall be recorded in the appropriate minutes of the Trust Board and may be varied from time to time by resolution of the Trust Board.

Charitable Funds Committee

25.14. The Trust Board, acting as Corporate Trustee, shall appoint a Committee to be known as the Charitable Funds Committee, whose role shall be to advise the Trust on the appropriate receipt, use and security of charitable monies.

25.15. The terms of reference of the Charitable Funds Committee shall have effect as if incorporated into these Standing Orders and shall be recorded in the appropriate minutes of the Trust Board, acting as Corporate Trustee, and may be varied from time to time by resolution of the Trust Board, acting in this capacity.

Non mandatory committees

25.16. The Trust Board shall appoint such additional non-mandatory committees as it considers necessary to support the business and inform the decisions of the Trust Board (Regulations 15-16, Membership and Procedure Regulations).

25.17. The terms of reference of these committees shall have effect as if incorporated into these Standing Orders. The approval of the terms of reference shall be recorded in the appropriate minutes of the Trust Board and may be varied from time to time by resolution of the Trust Board.

25.18. The membership of these committees may comprise Non-Executive Directors or Executive Directors, or a combination of these. The membership and voting rights shall be set out in the terms of reference of the committee and shall be subject to approval by the Board.

25.19. The current non-mandatory committees in place are (September 2017):

- Quality Governance Committee
- Finance and Performance Committee
- People and Culture Committee

These are subject to change at the discretion of the Trust Board. All new, or amended non-mandatory committees will have the same standing and will be subject to the same standing orders.

26. Proceedings in committee to be confidential

26.1. There is no requirement for meetings of Trust Board committees and sub-committees to be held in public, or for agendas or records of these meetings to be made public. However, the records of any meetings may be required to be disclosed, should a valid request be made under the rights conferred by the Freedom of Information Act, 2000 and there is no legal justification for non-disclosure.

26.2. Committee members should normally regard matters dealt with, or brought before the committee as being subject to disclosure, unless stated otherwise by the chairman of the committee. The chairman shall determine whether specific matters should remain confidential until they are reported to the Trust Board.

26.3. A director of the Trust or a member of a committee shall not disclose any matter reported to the Trust Board, or otherwise dealt with by the committee if the Trust Board resolves that it is confidential.

26.4. Regardless of this Standing Order 26, individual directors and officers of the Trust have a right and a duty to raise with the Trust any matter of concern they may have about health service issues concerned with the delivery of care or services.

27. Election of chairman of committee

27.1. Each committee shall appoint a chairman; and may appoint a vice-chairman from its membership. The terms of reference of the committee shall describe any specific rules regarding who the chairman should be. Meetings of the committee will not be recognised as quorate, if the chairman, or vice chairman, or other suitably qualified, nominated member of the committee is not present to undertake the role.

27.2. Each committee shall review the appointment of its Chairman, as part of the annual review of the committee's role and effectiveness.

28. Special meetings of committee

28.1. The Chief Executive shall require any committee to hold a special meeting, on the request of the Chairman, or on the request, in writing of any two members of that committee.

Part IV – Custody of seal, sealing of documents and signature of documents

29. Custody of seal

29.1. The common seal of the Trust shall be kept by the Chief Executive in a secure place.

30. Sealing of documents

30.1. The Seal of the Trust shall only be attached to documents where the sealing has first been approved by the Trust Board, or the Chairman, or the Chief Executive, or their designated acting replacement, in accordance with the Scheme of Delegated Authorities.

30.2. The seal shall be affixed in the presence of two Board directors including the Company Secretary. The Director should not be from the originating department.

31. Bearing witness to the affixing of the Seal

31.1. A recommended wording for the witnessing of the use of the Seal is "The Common Seal of the Worcestershire Acute Hospitals NHS Trust was hereunto affixed in the presence of…."

32. Register of sealing

32.1. An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose. The entry shall be signed by the persons who approved and authorised the sealing of the document; and who attested the seal.

32.2. A report of all sealing shall be made to the Trust Board, or a committee delegated to oversee the register at periods of its discretion. The report shall contain details of the seal number, the description of the document and date of sealing.

33. Signature of documents

33.1 Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall be signed by the Chief Executive, or by any Executive Director of the Trust duly authorised for that purpose by the Board in accordance with the Scheme of Delegated Authorities, unless any enactment otherwise requires or authorises differently

33.2 In land transactions, the signing of certain supporting documents will be delegated to Managers and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).

Part V – Appointment of directors and officers of the Trust

34. Canvassing of, and recommendations by, directors

34.1. Canvassing of any director of the Trust or member of a committee of the Trust directly or indirectly for any appointment under the Trust, shall disqualify the candidate from such appointment. Where the Chairman or any such director or committee member is so canvassed they shall notify the Chief Executive in writing. The purpose of this Standing Order shall be included in any form of application or otherwise brought to the attention of candidates.

34.2. No director of the Trust shall solicit for any person any appointment under the Trust or recommend any person for such appointment; but this shall not preclude a director from sharing knowledge about the availability of potential candidates prior to the commencement of recruitment, nor from giving a written testimonial of a candidate's ability, experience or character for submission to the appropriate panel or committee of the Trust Board.

35. Relatives of directors or officers of the Trust

35.1. Candidates for any appointment under the Trust shall, when making application, disclose in writing to the Trust whether they are related to any director or senior officer of the Trust. Failure to disclose such a relationship is likely to disqualify a candidate and, if appointed, render them liable to instant dismissal.

35.2. Every director and senior officer of the Trust shall disclose to the Chief Executive any relationship between themselves and a candidate of whose candidature that director or senior officer is aware. It shall be the duty of the Chief Executive to report to the committee with responsibility for oversight of remuneration and terms of service any such disclosure made.

35.3. Where the relationship to the director or senior officer of the Trust is disclosed, Standing Order 21 (Interest of directors in contracts and other matters) shall apply.

35.4. This Standing Order applies to circumstances where a candidate or candidate's partner or spouse is an immediate family relation or dependent of the director or senior officer of the Trust, or their partner or spouse.

Part VI – Tendering and contracting procedures

36. General

36.1. The Trust will adopt and maintain a procurement strategy. This may be developed by the Trust's procurement service supplier.

36.2. Every contract made by or on behalf of the Trust shall comply with the procedures and requirements of:

36.2.1. these Standing Orders

36.2.2. the Trust's Standing Financial Instructions

36.2.3. any direction by the Trust Board

36.3. Wherever possible and provided it protects the Trust's position adequately, contracts made will reflect the most up to date and relevant model Standard Conditions that are provided by the Department of Health. These models may be amended to develop bespoke contracts.

36.4. Directives of the Council of the European Union (EU) for awarding all forms of contracts shall take precedence over all other procedural requirements and guidance and shall have effect as if incorporated in these Standing Orders. The EU Procurement Rules apply to public authorities under the, Public Contracts Regulations 2015 for England, Wales and Northern Ireland. The regulations cover fully regulated procurements and 'light touch regime'. The rules set out detailed procedures for contracts where the value equals or exceeds specific thresholds. These thresholds are exclusive of VAT and relate to the full life of the contract. The Chief Executive shall be responsible for ensuring the best value for money can be demonstrated for all services provided under contract or in-house. The Trust Board may also determine from time to time those in-house services should be market tested by competitive tendering.

36.5. Contract procedures shall take account of the Trust's Policy Standards of Business Conduct and the necessity to avoid any possibility of collusion or allegations of collusion between contractors and suppliers; or between contractors and suppliers and staff of the Trust.

36.6. The application of the provisions of this part of the Standing Orders to contracts and purchases may be varied by resolution of the Trust Board from time to time.

37. Delegated authority to enter into contracts

37.1. The Trust Board shall have power to accept tenders and to authorise the conclusion of contracts. It may delegate such authority subject to financial limits set in accordance with Standing Order 36.2 to:

37.1.1. a committee appointed under sections 24 and 25 of these Standing Orders

37.1.2. the Chief Executive

37.1.3. to the Chief Executive jointly with the Chairman

37.1.4. the directors or nominated officers

37.1.5. officers of the Trust's procurement service supplier, in accordance with that organisation's standard operating procedures.

37.2. The financial limits determining whether quotations (competitive or otherwise) or sealed bid tenders must be obtained shall be set in accordance with the procedure in the Standing Financial Instructions the current thresholds being set out in the Trust Scheme of Delegated Authorities (Appendix 3).

38. Competition in purchasing or disposals – procedures

38.1. The Trust Board shall from time to time adopt procedures which shall be regarded as being incorporated into these Standing Orders and which shall take account of Standing Financial Instructions, the Trust's Procurement Policy and Rules and Regulations implementing EC Directives on Public Procurement and which shall deal with:

38.1.1. Tender process selection

38.1.2. methods for inviting tenders

38.1.3. the manner in which tenders are to be submitted

38.1.4. the receipt and safe custody of tenders

38.1.5. the opening of tenders

38.1.6. evaluation

38.1.7. re-tendering

38.1.8. such other matters in connection with tendering as the Board considers appropriate

39. Disposals of land and buildings

39.1. Land and buildings that are owned by the Trust, or are otherwise recorded as being part of the estate of the Trust, shall be disposed of in accordance with the most recent rules and guidance issued by the Department of Health. Disposal will require the approval of the Trust Board.

Part VII – Miscellaneous

40. Suspension of Standing Orders

40.1. Except where this would contravene any statutory provision or any direction made by the Secretary of State for Health, any one or more of the Standing Orders, except for Standing Order 40 which may not be suspended, may be suspended at any meeting, provided that at least two-thirds of the directors of the Trust are present and the majority of those present vote in favour of suspension.

40.2. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

40.3. A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the directors.

40.4. No formal business may be transacted while Standing Orders are suspended.

40.5. The Audit Committee shall review every decision to suspend Standing Orders.

41. Variation of Standing Orders

41.1. These Standing Orders shall be varied only if:

41.1.1. A notice of motion under Standing Order 17 has been given **and**

41.1.2. no fewer than half of the appointed Non-Executive Directors vote in favour of such variation **and**

41.1.3. at least two-thirds of the directors who are eligible to vote are present **and**

41.1.4. the variation proposed does not contravene a statutory provision or direction made by the Secretary of State for Health.

41.2. Standing Order 41 (this Standing Order) may not be varied.

41.3. Any financial limits in these Standing Orders and the Schedule of Decisions Reserved for the Trust Board and the Scheme of Delegated Authorities may be varied by resolution of the Trust Board at any time.

41.4. Where financial limits are varied the Director of Finance will advise the Audit Committee, and internal and external audit.

42. Availability of Standing Orders

42.1. The Company Secretary shall make available a copy of the Standing Orders to each director of the Trust and to such other employees as the Chief Executive considers appropriate.

42.2. A copy of these Standing Orders will be held, with unrestricted access to all staff, on the Trust's intranet site.

43. Standing Financial Instructions

43.1. Standing Financial Instructions adopted by the Trust shall have effect as if incorporated in these Standing Orders.

44. Review of Standing Orders

44.1. Standing Orders shall be reviewed annually, or earlier, if developments within or external to the Trust indicate the need for a significant revision to the Standing Orders. The requirement to review extends to all documents having the effect as if incorporated in Standing Orders.

44.2. Any change will be reviewed by the Audit Committee before a recommendation is made to the Trust Board for adoption.

ENDS

APPENDIX 1 - SCHEME OF RESERVATION AND DELEGATION

1 DECISIONS RESERVED TO THE BOARD

Standing Order 1 provides that "the Trust has resolved that certain powers and decisions may only be exercised or made by the Trust Board in formal session." These powers and decisions are set out in this Schedule.

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
NA	THE BOARD	**General Enabling Provision** The Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.
NA	THE BOARD	**Structure and governance of the Trust, including regulation, control and approval of Standing Orders and documents incorporated into the Standing Orders** 1. Approve, including variations to: 1.1.1. Standing Orders for the regulation of its proceedings and business (SO40). 1.1.2. this Schedule of matters reserved to the Trust Board (SO 24). 1.1.3. Standing Financial Instructions (SO 44, SFI 2) 1.1.4. Scheme of Delegated Authorities, including financial limits in delegations, from the Trust Board to officers of the Trust (SO 24, SO 40). 1.1.5. suspension of Standing Orders (SO 39) 2. Determine the frequency and function of Trust Board meetings (SO 8), including: 1.2.1. administration of public and private agendas of Board meetings (SO 8) 1.2.2. calling extra-ordinary meetings of the Board (SO 9) 3. Ratify the exercise of emergency powers by the Chairman and Chief Executive (SO 24) 4. Establish Board committees including those which the Trust is required to establish by the

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
		Secretary of State for Health or other regulation (SO 25); and: 1.4.1. delegate functions from the Board to the committees (SO 24) 1.4.2. delegate functions from the Board to a director or officer of the Trust (SO 24) 1.4.3. approve the appointment of members of any committee of the Trust Board or the appointment of representatives on outside bodies (SO 25) 1.4.4. receive reports from Board committees and take appropriate action in response to those reports (SO 25) 1.4.5. confirm the recommendations of the committees which do not have executive decision making powers (SO 25) 1.4.6. approve terms of reference and reporting arrangements of committees (SO 25). 1.4.7. approve delegation of powers from Board committees to sub-committees (SO 25) 5. Approve and adopt the organisational structures, processes and procedures to facilitate the discharge of business by the Trust; and modifications thereto. 1.5.1. Appoint the Chief Executive (SO 3) 1.5.2. Appoint the Executive Directors (SO 3) 6. Require, from directors and officers, the declaration of any interests which might conflict with those of the Trust; and consider the potential impact of the declared interests (SO 21). 7. Agree and oversee the approach to disciplining directors who are in breach of statutory requirements or the Trust's Standing Orders. 8. Approve the disciplinary procedure for officers of the Trust. 9. Approve arrangements for dealing with and responding to complaints. 10. Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on Trust (SO 25) 11. Approve arrangements relating to the discharge of the Trust's responsibilities as a bailee for patients' property.
NA	THE BOARD	**Appointments/ Dismissal** 1. Appoint the Vice Chairman of the Board.

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
		2. Appoint and dismiss committees (and individual members) that are directly accountable to the Board. 3. Appoint, appraise, discipline and dismiss Executive Directors (subject to SO 2.2). 4. Confirm or rescind appointment of members of any committee of the Trust as representatives on outside bodies. 5. Approve proposals of the Remuneration Committee regarding directors and senior employees and those of the Chief Executive for staff not covered by national terms and conditions.
NA	THE BOARD	**Strategy, Plans and Budgets** 1. Approve those Trust policies that require consideration by the Trust Board. These will be determined by the individual directors responsible for adopting and maintaining the policies. 2. Approve the Trust's strategic direction: i. annual budget, strategy and business plans ii. definition of the strategic aims and objectives of the Trust. iii. clinical and service development strategy iv. overall, programmes of investment to guide the letting of contracts for the supply of clinical services. **3.** Approve and monitor the Trust's policies and procedures for the management of governance and risk. 4. Define the strategic aims and objectives of the Trust. 5. Approve proposals for ensuring quality and developing clinical governance in services provided by the Trust, having regard to any guidance issued by the Secretary of State. 6. Approve the Trust's policies and procedures for the management of risk. 7. Approve Outline and Final Business Cases for Capital Investment. 8. Approve budgets. 9. Approve annually Trust's proposed organisational development proposals. 10. Ratify proposals for acquisition, disposal or change of use of land and/or buildings. 11. Approve PFI proposals. 12. Approve the opening of bank accounts. 13. Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over £500,000 over a 3 year period or the period of the contract if

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
		longer. 14. Approve proposals in individual cases for the write off of losses or making of special payments above the limits of delegation to the Chief Executive and Director of Finance (for losses and special payments) previously approved by the Board. 15. Approve individual compensation payments. 16. Approve proposals for action on litigation against or on behalf of the Trust. 17. Decide the need to subject services to market testing
	THE BOARD	**Policy Determination** Approve management policies including personnel policies incorporating the arrangements for the appointment, removal and remuneration of staff.
	THE BOARD	**Audit** 1. Approve audit arrangements recommended by the Audit Committee (including arrangements for the separate audit of funds held on trust). 2. Receive reports of the Audit Committee meetings and take appropriate action. 3. Receive and approve the annual audit reports from the external auditor in respect of the Financial Accounts and the Quality Account. 4. Receive the annual management letter from the external auditor and agree action on recommendations of the Audit Committee, where appropriate. 5. Endorse the Annual Governance Statement for inclusion in the Annual Report 6. Approve the appointment (and where necessary dismissal) of External Auditors 7. Receive an annual report from the Internal Auditor and agree action on recommendations where appropriate of the Audit Committee.
NA	THE BOARD	**Annual Reports and Accounts** 1. Receive the Trust's Annual Report and Annual Accounts. 2. Receive the Annual Report and Accounts for funds held on trust. 3. Receive the Trust's Quality Account
NA	THE BOARD	**Monitoring** 1. Receipt of such reports as the Board sees fit from committees in respect of their exercise of powers delegated. 2. Continuous appraisal of the affairs of the Trust by means of the provision to the Board as the Board

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
		may require from directors, committees, and officers of the Trust as set out in management policy statements. 3. Monitor returns required by external agencies; and significant performance reviews carried out by, including, but not exclusively limited to: • The Care Quality Commission • NHS Improvement 4. Receive reports from Director of Finance on financial performance against budget and Sustainability and Transformation Plan 5. Receive reports from Director of Finance on actual and forecast income from SLA.

2 - DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
SO 25.9	AUDIT AND ASSURANCE COMMITTEE	The Committee will review the adequacy of:- 1. All risk and control related disclosure statements in particular the Head of Internal Audit opinion, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board 2. The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks (Board Assurance Framework) and the appropriateness of the above disclosure statements. 3. The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements. 4. The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the Counter Fraud and Security Management Service 5. Internal and external audit including appointing internal auditors 6. Approve the annual accounts, annual report and annual governance statement 7. Approve the Charitable Funds Annual Accounts and report 8. Review arrangements that allow staff to raise, in confidence, concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters. The audit committee's objective should be to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action. This should include ensuring safeguards for those who raise concerns are in place and operating effectively. 9. Other committees to discharge their functions, in particular relating to managing risks
SO 25.11	REMUNERATION AND NOMINATIONS COMMITTEE	The Committee will: 1 Establish and keep under review a remuneration policy in respect of executive board directors and senior managers earning over £70,000 or accountable directly to an executive director and on locally-determined pay 2 In accordance with all relevant laws, regulations and trust policies, decide and keep under review the terms and conditions of office of the trust's executive directors and senior managers earning over £70,000 or accountable directly to an executive director and on locally-determined pay, including:

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
		• Salary, including any performance-related pay or bonus; • Annual salary increase • Provisions for other benefits, including pensions and cars; • Allowances; • Payable expenses; • Compensation payments.
SO 25.14	CHARITABLE FUNDS COMMITTEE	The Committee will: 1. Ensure the management of the Trust's charitable funds complies with relevant legislation. 2. Monitor all significant transactions within charitable funds. 3. Monitor the charitable funds of the Trust to ensure that any specific conditions are met. 4. Appoint fund managers and monitor their investment performance. 5. Approve the annual financial accounts and annual report, prior to their submission to the Charity Commission. 6. Ensure gifted income is used in accordance with Standing Financial Instructions and the purpose stated by the donor. 7. Review the internal control arrangements within the Trust, in relation to donated funds held, in conjunction with Internal Audit, External Audit and individual staff. 8. Appoint Auditors to audit the Charitable Funds Accounts
SO 25.19	QUALITY GOVERNANCE COMMITTEE	The Committee will: 1. Enable the Board to obtain assurance that the quality of care within the Trust is of the highest possible standard. 2. Ensure that there are appropriate clinical governance systems and processes and controls are in place throughout the Trust in order to: ○ Promote safety and excellence in patient care ○ Identify, prioritise and manage risk arising from clinical care ○ Ensure the effective and efficient use of resources though evidence based clinical practice

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
		3. Approve the Quality Account
SO 25.19	FINANCE AND PERFORMANCE COMMITTEE	The Committee will: 1. Give the Board assurance on the management of the financial and corporate performance of the Trust 2. Monitor and support the financial planning and budget setting process. 3. Review and approve when within delegated financial limits business cases with a significant financial impact 4. Oversee developments in financial systems and reporting
SO 25.19	PEOPLE AND CULTURE COMMITTEE	The Committee will 1. Ensure that the Trust attracts and retains a high performing workforce capable of delivering the Trust strategic objectives