

Board of Directors Meeting: 16 January 2025

Agenda item	026/25		
Report Title	Annual review of PODAC terms of reference		
Executive Lead	Rhia Boyode, Chief People Officer; and Anna Milanec, Director of Governance		
Report Author	Deborah Bryce, Head of Corporate Governance & Compliance		
CQC Domain:	Link to Strategic Goal:	Link to BAF / risk:	
Safe	Our patients and community	BAF13	
Effective	Our people		
Caring	Our service delivery	Trust Risk Register id:	
Responsive	Our governance	√	N/A
Well Led	Our partners	√	
Consultation Communication	People & Organisational Development Assurance Committee (PODAC) – 02 December 2024		
Executive summary:	<p>1. The Committee's terms of reference have been subject to their annual review.</p> <p>2. A small number of amendments are proposed to the terms of reference.</p>		
Recommendations to the Board:	The Board is asked to approve the PODAC terms of reference.		
Appendices:	Appendix 1: PODAC terms of reference		

1.0 Introduction

1.1 The People & OD Assurance Committee's terms of reference have been subject to their annual review. They were previously agreed by Board of Directors on 12 October 2023.

1.2 A small number of amendments are proposed to the terms of reference.

2.0 Updates proposed to PODAC terms of reference

2.1 Within section 3.1 – committee purpose - the reference to the “eight” NHS People Promises has been changed to: “seven people promises via delivery of the future vision for HR and People services”.

2.2 Within section 4.1 – committee membership - “Chief Operating Officer” updated to “Director of Strategy and Partnerships” and “Director of People & OD” updated to “Chief People Officer”.

2.3 Section 6.1 – quorum - updated within second bullet point to state that an Executive Director's agreed named deputy with acting status may be present on the basis that at least one Executive Director is also present.

2.4 Section 9 – meeting administration - reference to “working days” updated to “days”. And section 9.3 updated from 14 days to 10 days in relation to agenda papers being submitted prior to the meeting.

2.5 Sections 10.2.1 and 10.9 – reference to “Operational People Group” updated to “Strategic People Group”.

2.6 A new section 10.7.2 has been added in relation to policies as follows: “To review and agree existing updated People/OD policies, as per the Scheme of Delegation.” This has been added as section 10.7.1 only refers to new policies.

2.7 Section 10.8.5 - Reference to “Finance & Performance Assurance Committee” updated to “Finance Assurance Committee and Performance Assurance Committee”.

3.0 Recommendation

3.1 The Board is asked to **approve** the PODAC terms of reference.

Deborah Bryce
Head of Corporate Governance & Compliance
December 2024

People and Organisational Development Assurance Committee

Terms of Reference

Version 4

1 Constitution
<p>1.1 The Board of Directors hereby resolves to establish a standing committee of the Board to be known as the People & Organisational Development (OD) Assurance Committee (“the Committee”).</p> <p>1.2 The Committee is a non-executive Committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference, or otherwise by the Board of Directors in its Scheme of Delegation.</p> <p>1.3 As a Committee of the Board the Standing Orders of the Trust shall apply to the conduct of the working of the People & OD Assurance Committee.</p>
2 Authority
<p>2.1 The Committee is authorised by the Board of Directors to investigate any activity within these terms of reference.</p> <p>2.2 It is authorised to seek any information it deems relevant to fulfil its duties. All members of staff are directed to co-operate with any request made by the Committee.</p> <p>2.3 The Committee is empowered by the Board of Directors to seek to obtain external professional advice and to invite external representatives or consultants with relevant experience and expertise to attend, if necessary, subject to Standing Financial instructions, Scheme of Delegation and approval of the Chief Executive and Trust Chair.</p> <p>2.4 These Terms of Reference can be amended only with the approval of the Board of Directors.</p>
3 Purpose
<p>The purpose of the Committee is:</p> <p>3.1 To undertake on behalf of the Board of Directors objective scrutiny and obtain evidence of assurance of delivery of the NHS seven people promises via delivery of the future vision for HR and People services, including: health and wellbeing of our people, employee experience, inclusion and belonging, supporting and developing the people profession, talent, improvement change and innovation, embedding digital solutions and working and planning for the future which supports the delivery of safe, high-quality patient-centred care.</p> <p>3.2 To assure the Board of compliance with key national and statutory people / workforce / organisational development requirements, and develop necessary recommendations to Board, as required.</p> <p>3.3 To provide the Board with an objective review of the position with regard to the culture of the organisation and embedding of the six culture elements: Trust vision and values, goals and performance, learning and innovation, compassion, teamwork and health and wellbeing.</p>

4 Committee Membership

4.1 The membership of the Committee shall be appointed by the Board of Directors and shall consist of not less than five members:

- Committee Chair: a nominated Non-Executive Director
- Two Further nominated Non-Executive Directors
- Chief People Officer (who is a non-voting Director of the Board) - Lead Executive for the Committee
- Director of Strategy and Partnerships

4.2 In the absence of the nominated Committee Chair, another Non-Executive Director member will chair the meeting.

4.3 Only members of the Committee shall attend the meetings, save for those stated in section 5. below.

5 Attendees

5.1 It is for the Committee Chair to indicate whether other senior members of the Trust attend, according to the requirements of each agenda. This will vary from meeting to meeting and will depend on whose area of responsibility an agenda item falls within. Directors / managers should be given sufficient notice that their presence is required so that they come fully prepared. Regular attendance will not imply or construe membership of the Committee.

5.2 Relevant Trust Executive Directors and Trust officers will be required by the Committee to provide assurances and explanations to the Committee when discussing reports or other matters within the area of their responsibility.

5.3 Those in attendance do not count towards the quorum except where formal acting status is specifically in place for executive members.

5.4 A Committee Secretary will be in attendance for each meeting.

5.5 Meetings are not open to members of the public.

6 Quorum

6.1 The Committee will be deemed quorate to the extent that the following members are present:

- Two Non-Executive Directors; and
- One Executive Director, or an Executive Director's agreed named deputy with acting status, with the advance agreement of the Committee Chair, on the basis that at least one Executive Director is also present.

6.2 By exception, in the absence of two Non-Executive Director committee members, a Non-Executive Director who is not a Committee member may count towards the quorum with the advance agreement of the Committee Chair and Trust Chair

6.3 No business shall be transacted by the Committee unless a quorum is present. A quorate meeting shall be competent to exercise all or any of the authorities, powers and duties vested in or exercised by the Committee

6.4 At the discretion of the Chair of the Committee, business may be transacted through either: a tele/video-conference where an agenda has been issued in advance; or in person, face to face; or through the signing by at least three of all Committee members of a written resolution (including

email) sent in advance to members outside of the meeting and recorded in the minutes of the next formal meeting

7 Responsibilities of members

7.1 If unable to attend, members should send their apologies to the Chair and Committee Secretary with adequate notice prior to the meeting.

7.2 If appropriate, for members of the meeting, seek the approval of the Committee Chair to send a deputy to attend on their behalf, in line with 6.1 above.

7.3 When matters are discussed in confidence at the meeting, maintain such confidences.

7.4 At the start of the meeting, declare any relevant conflicts of interest/potential conflicts of interest in respect of specific agenda items in order that these can be considered by the Committee/Chair of the meeting in relation to participation in the agenda item.

8 Frequency of Meetings

8.1 The Committee shall meet at least four times a year.

8.2 The Board or Committee Chair may request an additional meeting(s) if they consider that one is necessary to enable the Committee to discharge all its responsibilities.

9 Meeting administration

9.1 Meetings dates will be agreed by the committee members each year in advance. Notice of additional meetings will be given at least 14 days in advance unless members agree otherwise.

9.2 The agenda shall be determined by the Committee's agreed annual cycle of business/schedule, the Committee Chair, and the lead executive director (Director of People & OD).

9.3 Agenda papers shall be submitted at least 10 days prior to the meeting.

9.4 The agenda and papers will normally be circulated at least 6 days prior to the meeting.

9.5 The Committee Secretary, or their nominee, shall record the minutes of the meetings and provide relevant support for agenda setting, action logs and meeting invitations.

10 Duties of the Committee

The duties and responsibilities of the committee are as follows:

10.1 People Plan Strategy

10.1.1 To oversee and scrutinise the implementation of the Trust's People Plan Strategy, sub strategies and annual Workforce Plan.

10.1.2 To receive assurances on the preparation and the content of the People Plan Strategy and sub strategies, recommending these to Board.

10.2 Workforce

10.2.1 To consider reports relating to the creation and delivery of workforce plans aligned to Trust strategies to provide assurance that the Trust has adequate staff with the necessary skills and competencies to meet the current and future needs of patients and service users, linking with education and training governance processes, including chairs' assurance reports from the Strategic People Group and Education Group.

10.2.2 To provide assurance to the Board on workforce matters, taking account of local and national agendas and provide a focus on workforce activity in relation to organisational design, development and education, meeting legal and regulatory requirements, employee relations and engagement, and recruitment and retention.

10.2.3 To review and monitor workforce performance data and metrics progress within the Integrated Performance Report and Recruitment & Retention Dashboard, along with associated action plans, reporting to Board on an exception basis.

10.2.4 To review the risks and adequacy of assurance that statutory and mandatory training requirements, appraisal rates and revalidation of the clinical workforce are being met.

10.2.5 To receive assurance on trends, issues and progress in relation to employment relations.

10.2.6 To consider relevant progress on system working and system leadership in respect of workforce in line with the Trust's commitment to Shrewsbury, Telford and Wrekin Integrated Care System.

10.3 Culture, values and organisational development

10.3.1 Assess and monitor culture and seek assurance that management has taken corrective action where the committee is not satisfied that policy, practices or behaviour throughout the business are aligned with the Trust's vision, values and strategy, reporting assurances on this to the Board of Directors.

10.3.2 With regard to 10.3.1, review the annual staff survey report including narrative comments and consider the findings in terms of the culture of the organisation, ensuring subsequent action plans are being delivered and advising the Board on developments, as required or by exception.

10.4 Health and wellbeing

10.4.1 Seek assurance that action is being taken to invest in, reward and promote the wellbeing of the Trust's workforce.

10.4.2 Monitor and agree the Trust's Health & Wellbeing (HWB) programme and ensure that attention is focused on the health and wellbeing of staff at all times.

10.4.3 Receive periodic assurance updates from the Trust's Wellbeing Guardian.

10.5 Inclusion and belonging

10.5.1 To receive assurance and monitor reports, and provide assurance on, compliance and improvements with key statutory and NHS specific workforce, equality, diversity and inclusion requirements, monitoring the implementation of statutory obligations under the public sector equality duty (2011), as created by the Equality Act 2010.

10.5.2 To consider and recommend to Board, the Diversity, Equality and Inclusion Strategy and annual report, and monitor progress against the strategy.

10.6 Learning and development

10.6.1 To consider and approve relevant staff education, training and leadership plans and monitor their implementation.

10.6.2 Monitor results, assurances and progress with annual GMC national trainee and trainer survey(s) and receive periodic updates from the Director of Medical Education with regard to the medical workforce.

10.7 Policies

10.7.1 To support new People/OD policies and procedures following national directive, with the Committee recommending approval of the Board as per the Scheme of Delegation, following development and review of the new policies at appropriate operational committees (e.g. Partnership Forum).

10.7.2 To review and agree existing updated People/OD policies, as per the Scheme of Delegation.

10.8 Risk management

10.8.1 To review and oversee the strategic risks identified in the Board Assurance Framework that are assigned to the committee and to make recommendations to Board on any changes required to the strategic risk profile.

10.8.2 Monitor and oversee emerging significant people and OD risks, escalating to Board and providing assurance and recommendations on their effective control and management, as required.

10.8.3 Commission and consider any relevant risk-based in-depth (deep dive) reviews, covering areas within these Terms of Reference

10.8.4 Seek assurances, where appropriate, on any significant system of internal control matters, and associated action plans, in relation to the remit of the committee, reporting into the Audit & Risk Assurance Committee, or Board, as appropriate.

10.8.5 The Committee shall also provide information to the Audit & Risk Assurance Committee, the Finance Assurance Committee, Performance Assurance Committee and the Quality and Safety Assurance Committee as appropriate to assist those Committees in ensuring good structures, processes, and outcomes across all areas of governance in respect of the Trust's people/workforce.

10.9 The Committee receives information from the following:

- Strategic People Group
- Education Group

11. Reporting

11.1 The Committee is accountable to the Board of Directors, and the Committee Chair will report regularly on the Committee's proceedings in discharging its responsibilities and the effectiveness of systems and processes. The Committee Chair shall bring to the Board's attention significant matters that are under consideration and make necessary recommendations on any area within its remit where executive action or Board decision may be required.

11.2 The minutes of Committee meetings shall be formally recorded and made available to the Board of Directors.

11.3 The Committee will report to the Board at least annually on its work in support of the business of the Board. This annual report should also describe how the Committee has fulfilled its terms of

reference and give details of any significant issues that the Committee considered and how they were addressed.

11.4 The Committee will refer to the Audit & Risk Assurance Committee any matters requiring review in that forum.

12. Monitoring Effectiveness

12.1 The Committee will conduct an annual review of its effectiveness and provide an annual report to the Board on its work in discharging its duties, delivering its objectives and complying with its terms of reference.

13. Status of these Terms of Reference

13.1 The Committee's Terms of Reference, including membership, will be subject to annual review. Any proposed variations will require approval of the Board of Directors.

Agreed by PODAC on: 02 December 2024 (previously 25 September 2023 by People Committee)

Approved by the Board of Directors on: TBC (previously 12 October 2023)