NHS Devon
Executive Committee

Terms of Reference

1. Introduction and Authority

1.1 The Executive Committee is established by the Integrated Care Board for Devon (known and referred to as NHS Devon) as a Committee of the Board in accordance with its Constitution.

1.2 These Terms of Reference (ToR) set out the membership, remit, responsibilities and reporting arrangements of the Executive Committee. They shall have effect as if incorporated into the NHS Devon Constitution and Standing Orders and may only be changed with the approval of the NHS Devon Board.

1.3 The Executive Committee is authorised by NHS Devon to:

1.3.1 Investigate and report on any activity within its ToR;
1.3.2 Seek any information it requires within its remit, from any employee or member of NHS Devon (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference;
1.3.3 Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by NHS Devon for obtaining legal or professional advice;
1.3.4 Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and ToR of any such task and finish sub-groups in accordance with the NHS Devon constitution, standing orders and Scheme of Reservation and Delegation but may /not delegate any decisions to such groups.

1.4 In the event of any conflict, the NHS Devon Standing Orders (SOs), Standing Financial Instructions (SFIs) and the Scheme of Reservation and Delegation (SoRD) will prevail over these ToR.

2. Purpose

2.1 The purpose of the Committee is to support the Chief Executive Officer (CEO) of NHS Devon in the discharge of their executive functions.

3. Responsibilities

3.1 The Committee's responsibilities will be driven by the objectives set out in the Devon Plan and the associated risks to their delivery. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.

3.2 The Committee's responsibilities can be categorised as follows:

Objectives and strategy

3.3 Recommend objectives and strategies for the NHS Devon Board in the development of its business, having regard to the interests of the population of Devon;

Performance and operations

3.4 Recommend high level budgets and financial plans to be agreed by the NHS Devon Board and, following their adoption, ensure the achievement of these budgets and plans;

3.5 Monitor performance against targets, objectives and key performance indicators agreed by the NHS Devon Board;

3.6 Agree and keep under review the budgets for the different teams within NHS Devon to ensure that they fall within agreed targets;

3.7 Optimise the allocation and adequacy of NHS Devon resources;

System leadership and oversight

3.8 Provide effective leadership within the Devon Health and Care System to ensure delivery of the NHS Devon Board's objectives;

3.9 Provide assurance to the NHS Devon Board around the arrangements for discharging, and implications of, NHS Devon responsibilities in respect of the NHS Oversight Framework;

Human resources

3.10 Ensure appropriate levels of authority are delegated to senior management throughout NHS Devon.

3.11 Ensure the provision of adequate management development and succession planning.

Organisational structure and risk management

3.12 Ensure the organisational structure of NHS Devon is fit for purpose.

3.13 Ensure the control, co-ordination and monitoring within NHS Devon of risk and internal controls.

3.14 Ensure compliance with relevant legislation and regulations.

3.15 Safeguard the integrity of management information and financial reporting systems.

4. Membership

4.1 Members of the Committee shall be appointed by the CEO.

Chair & Vice Chair

4.2 The Committee will be chaired by the NHS Devon CEO.

4.3 The CEO may appoint a Vice Chair, who must be someone who the CEO considers has the requisite skills and experience to act in that capacity.

4.4 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

Members and attendees

Membership

4.5 The CEO is required to appoint the three other Executive Members of the NHS Devon Board:

- Chief Finance Officer (N.B. whilst the CFO is acting as Interim CEO, the Interim Deputy CFO will be invited to act as CFO at meeting of the Committee);
- Chief Medical Officer; and
- Chief Nursing Officer.

4.6 The CEO may appoint other members of the Committee who need not be members of the Board. The additional members will be the Chief Officers of NHS Devon:

- Chief Corporate Affairs and Communications Officer
- Chief Operating Officer; and
- Chief People Officer.

Other Attendees

4.7 Only members of the Committee have the right to attend and vote at Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:

- Company Secretary;
- (Whilst NHS Devon continues to be in National Oversight Framework (NOF) segment 4) Improvement Director, NHS England; and
- Any other attendees that the Committee considers have expertise that would be relevant to the responsibilities of the Committee.

4.8 Other attendees may be invited to attend all or part of any meeting as and when the Committee considers they have expertise that would be relevant to the responsibilities of the Committee.

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

Attendance

4.10 When a Committee member is unable to attend a meeting, they may, with the agreement of the Chair of the Committee, appoint an appropriate alternate to attend in their place

5. Quorum, Decisions and Voting

Quorum

5.1 For a meeting to be quorate a minimum of 4 Committee members must be present, including two members who are Executive Members of the Board, and also including the Chair or Vice Chair of the Committee. If a Vice Chair has not been appointed and the Chair is unable to attend, they may appoint a deputy to Chair the meeting on their behalf who can be included in the quorum.

5.2 If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

5.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decision Making and Voting

5.4 Decisions will be taken in according with the SOs. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

5.5 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

5.6 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

5.7 When there is an urgent matter where a decision is required outside of the meeting (which cannot wait for the next scheduled meeting), the Chair of Committee may make a decision after conferring with at least two other members ("Chair's Action").

5.8 When Chair’s Action has been taken then the next quorate meeting of the Committee must ratify it. Urgent decisions will only be taken when there is insufficient time available for the decision to be delayed until the next meeting.

Equality Diversity and Inclusion

5.9 Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

6. Behaviours and Conduct

6.1 Members will be expected to conduct business in line with the NHS Devon values and objectives.

6.2 Members of, and those attending, the Committee shall behave in accordance with the Constitution, SOs and Standards of Business Conduct Policy.

6.3 Members of the Committee have a duty to demonstrate leadership in the observation of the NHS Code of Conduct and to work to the Nolan Principles, which are selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

6.4 The Committee will apply best practice in its deliberations and in the decision-making processes. It will conduct its business in accordance with national guidance and relevant codes of conduct and good governance practice.

6.5 All members of the Committee are expected to comply with all relevant policies and procedures relating to confidentiality and information governance, noting the sensitivity of the information that will be considered by the Committee.

7. Accountability and Reporting Arrangements

7.1 The Committee is accountable to the NHS Devon Board. The CEO shall report to the Board at each meeting on how it has discharged its responsibilities.

7.2 The Executive Committee report will provide assurance to the NHS Devon Board on the work of the Committee at each NHS Devon Board meeting and shall draw to the attention of the NHS Devon Board any issues that require disclosure to the NHS Devon Board or require further action. Matters for significant risk will be escalated through the Board Assurance Framework.

8. Meetings and Administration

Frequency of Meetings

8.1 The Committee will meet twice a month. Additional meetings may take place as required.

8.2 One of the Committee's meetings each month will focus solely on oversight of NHS Devon's finance, quality, performance, workforce and health inequalities responsibilities, through the following activities:

8.2.1 Reviewing the monthly integrated quality and performance report and determining key actions to be taken in light of the data presented in that report.
8.2.2 Receiving assurance on progress towards developing and achieving key planning objectives and implementation of agreed strategies.
8.2.3 Receiving reporting on assurance oversight of NHS providers within the Devon Health and Care System, determining Provider Oversight Meeting agendas.

8.3 Arrangements and notice for calling meetings are set out in the SOs.

8.4 In accordance with the SOs, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

Administration

8.5 The Committee shall be supported with a secretariat function which will include ensuring that:

8.5.1 The agenda and papers are prepared and distributed in accordance with the SOs, having been agreed by the Chair with the support of the relevant executive lead;
8.5.2 Attendance of those invited to each meeting is monitored and recorded on a central register. Those that do not meet the minimum requirements are highlighted to the Chair;
8.5.3 Records of members' appointments and renewal dates are kept and the Board is prompted to renew membership and identify new members where necessary;
8.5.4 Good quality formal minutes are taken in accordance with the SOs and agreed with the Chair and that a record of matters arising, action points and issues to be carried forward are kept;
8.5.5 The Chair is supported to prepare and deliver reports to the NHS Devon Board;
8.5.6 The Committee is updated on pertinent issues/ areas of interest/ policy developments;
8.5.7 There is a Forward Planner for the Committee;
8.5.8 Action points are taken forward between meetings and progress against those actions is monitored;
8.5.9 A decision log is maintained for the Committee; agreed by the Chair with the support of the relevant executive lead;
8.5.10 Committee papers will be stored and archived.

9. Review

9.1 The Committee will review its effectiveness at least annually and reports its findings to the NHS Devon Board.

9.2 These ToR will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of references will be submitted to the NHS Devon Board for approval.

Document Control

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Change Record

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