

GROUP SENIOR LEADERSHIP TEAM

TERMS OF REFERENCE

1. Constitution

1.1. The County Durham and Darlington NHS Foundation Trust Board of Directors' Group Senior Leadership Team (SLT) is formally constituted under paragraph 5.9 of Standing Orders for the Practice and Procedure of the Board of Directors ("Trust Board").

2. Delegated Powers and core responsibilities

2.1. SLT has no delegated powers of decision-making within the Scheme of Decisions Reserved to the Board and Scheme of Delegation. Decisions and actions resulting from SLT meetings will be enacted under the powers delegated to the Chief Executive Officer / other Executive Directors within those documents.

2.2. The primary purpose of SLT is to seek Group-wide consensus and secure Group-wide action on Group-wide issues, initiatives and programmes of work, including informing operational decisions and the development of strategy. SLT can consider any matter within this remit. In practice, however, SLT will seek to ensure that the matters covered focus on decisions and action commensurate with the seniority of the membership and attendees.

2.3. Additional specific responsibilities for SLT are:

2.3.1. To act as the Programme Board for the Trust's strategic change programme, including the major projects portfolio, the content of which may vary over time.

2.3.2. To review and approve (with such amendments as may be required) such corporate policies and procedures as may be specified for SLT within the Trust's Policy for Corporate Policies, Procedures and Clinical Guidelines.

2.4. Legally, only formal Board members (Executive Directors) can be members of the SLT. However, SLT will seek to operate as a single management group, enabling views to be shared freely by all members and attendees. Decisions reached on the basis of a consensus, and ratified within the meeting by SLT members, will be implemented under the powers delegated to the Chief Executive or the relevant Director.

2.5. Inability to reach agreement in the meetings is expected to be a rare event. In such cases, SLT members may make a decision in the meeting or may consider the matter further within Executive Directors meetings. Any decisions made in that forum pertaining to business discussed at SLT should, however, be reported back to SLT.

2.6. Some decisions, for example, decisions involving expenditure exceeding limits set out in Standing Financial Instructions, will require final approval from the Trust Board in line with the Scheme of Decisions Reserved for the Board.

3. Specific duties:

- 3.1. Secure and co-ordinate action on Group-wide issues and in support of Group-wide initiatives or projects. This includes both clinical and non-clinical issues and initiatives.
- 3.2. Seek consensus from Clinical Leaders and senior managers to assist in formulating corporate policies, inform operational decisions and the development of strategy.
- 3.3. Agree and ratify reports from working groups reporting to SLT as necessary.
- 3.4. Review and approve policies referred to SLT under the Trust's Policy for Corporate Policies, Procedures and Clinical Guidelines.

4. Committee Chairman and Membership

- 4.1. In accordance with Schedule 7 of the National Health Service Act 2006, only members of the Trust Board may be designated as **members** of a Board Subcommittee and be permitted to cast votes in relation to the business of such a subcommittee.
- 4.2. The SLT Chair will be:
 - The Chief Executive
- 4.3. In addition to the Chair, the formal **members** of SLT will consist of:
 - Executive Director of Operations;
 - Executive Medical Director;
 - Executive Director of Nursing; and
 - Executive Director of Finance.
- 4.4. The following officers are to be **in attendance**:
 - Director and Deputy Director of Workforce & OD
 - Director of Performance
 - Deputy Director of Nursing
 - Senior Associate Director of Assurance and Compliance (Trust Secretary)
 - Senior Associate Director of Finance
 - Care Group Clinical Director for each Clinical Care Group
 - Clinical Directors for Pathology and Radiology (CSS)
 - Associate Director of Operations for each Clinical Care Group
 - Associate Director of Operations (Improvement and Efficiency)
 - Associate Director of Nursing for each Clinical Care Group
 - General Manager and Governance Lead (CSS)
 - Head of Communications
 - Managing Director of CDDFT Services.
- 4.5. SLT may invite other officers to attend for specific items of business.

5. Attendance and Non Attendance at meetings by Committee members

- 5.1. In the event that Chair is absent from a meeting, or any part of a meeting, the meeting will be chaired by any other SLT member nominated by the Chair or agreed by the members.

- 5.2. In the event that a member, or core attendee, is unable to attend a meeting, or any part of a meeting, the member may send a deputy to represent them. However, under Schedule 7 of the National Health Service Act 2006, any such deputy can only be counted as “in attendance” and may not vote on the members behalf unless the deputy themselves is also a member of the Trust Board.
- 5.3. The members of the Committee, and those required to be in attendance, must attend a minimum **two thirds** of the meetings scheduled throughout the financial year, unless SLT is satisfied that:
 - 5.3.1. such absence was due to a reasonable cause; and
 - 5.3.2. the member will be able to attend meetings within such time as SLT considers reasonable.

6. Administrative support to the Committee

- 6.1. SLT members may invite non-Committee members to attend as required.
- 6.2. Support will be provided to SLT by the Trust Secretariat office and/or the Trust Secretary’s delegated officers.

7. Committee Quorum

- 7.1. The quorum is **two** SLT members (see Section 4). The meeting Chair will count towards the quorum.

8. Voting

- 8.1. As outlined in Section 2, SLT will operate in practice as a single management group, with decisions reached by consensus ratified by SLT members in the meeting. Should a vote of members be required, decisions can be determined by a majority of the formal SLT members taking part in the vote (this is expected to be a very rare event).

9. Frequency of Committee Meetings

- 9.1. SLT will meet at least twice in each calendar month and aims to meet weekly.

10. Subcommittees

- 10.1. SLT will have the power to establish Task and Finish Groups, or other working groups and sub-committees, to achieve its objectives.
- 10.2. SLT will receive outcomes and escalation of any significant matters from EPSEC, CEC, TRF, the Health, Safety and Security Committee and DSPC, as well as from the Executive Performance Review meetings.

11. Accountability and Reporting Arrangements

- 11.1. The Chair will be accountable for reporting to the Trust Board and ensuring that the Committee delivers its objectives and its responsibilities.

- 11.2. The Chair will ensure that Committee meetings are minuted in accordance with Trust protocols. Trust Board members will receive copies of minutes, once agreed, for information.
- 11.3. The Chair will ensure that significant matters discussed are escalated to the Trust Board. This may be through the Chief Executive's report to the Board, reports to the Board by the relevant Executive Directors or, should the Chair require it, in a formal escalation report.

12. Conflicts of Interest

- 12.1 Any potential conflict of interest arising in the course of conducting Committee business shall be handled in accordance with the Protocol set out in Appendix 1.

13. Review of Terms of Reference

- 13.1. SLT's Terms of Reference will be reviewed annually by SLT and thereafter presented to the Trust Board for final approval.
- 13.2. To ensure appropriate compliance, SLT is to seek advice from the Senior Associate Director of Assurance and Compliance (Trust Secretary) in relation to any review and/or any proposed changes of its Terms of Reference.

14. Monitoring Compliance

- 14.1. In accordance with Section 11, through receipt of SLT minutes and upward reporting, the Trust Board will monitor SLT's compliance against its objectives.

In accordance with Section 13, the Senior Associate Director of Assurance and Compliance (Trust Secretary) will monitor compliance of the Committee's terms of reference against any statutory or other such regulatory requirements and will report any non-compliance issues to the Trust Board and/or SLT as appropriate.

Date ToR Adopted – April 2021

Date ToR Revised –

Date ToR to be reviewed –

APPENDIX 1 – PROTOCOL FOR THE MANAGEMENT OF CONFLICTS OF INTEREST

Conflicts of Interest relating to Associate Directors or Directors of Subsidiary Companies

1. Any Director of the Trust who is also a Director of a subsidiary company will be required to declare the latter directorship for inclusion in the Trust's register of interests and at the outset of any meeting where business of relevance to the subsidiary may be discussed by the Board or a Board Committee.
2. Any Associate Director or Director of a subsidiary company (being an "**Authorised Representative**") attending a Board or Board Committee meeting, for purposes associated with the delivery of services due to the Trust, should declare their interest in the subsidiary at the outset of the meeting or when any relevant business arises for discussion.
3. Where Authorised Representatives attend a Board or Board Committee it is acknowledged and accepted that they are attending such Board or Board Committee in their capacity as an authorised representative of the relevant subsidiary.
4. If during the course of the Board or Board Committee the Authorised Representative identifies a conflict of interest between the interests of the subsidiary and those of the Trust, the Authorised Representative shall declare such an interest to the meeting.
5. If the conflict identified requires approval of the subsidiary board of directors the Board or Board Committee shall confirm that no decision will be made on the relevant matter until confirmation of approval is received from that subsidiary board of directors. Where the subsidiary board of directors do not approve the conflict of interest the matter shall be escalated for resolution between the subsidiary board of directors and the Trust Board.
6. The Board or Board Committee should determine the action required in response to any other declaration of interest, which may include exclusion of the relevant individual from the meeting, whilst the matter is under discussion and / or exclusion from voting. No Trust Board Director who is a Chair of a Board Committee, and also a Director of a subsidiary company, should chair that part of the Committee meeting when the performance of that subsidiary is under discussion.
7. The terms of reference of Board Committees shall include requirements for the formal declarations and actions set out above.
8. The Trust Secretary shall agree the work plans and agendas for meetings of the Trust Board, and any Board Committee in which one of the Committee members is also a subsidiary company director. The Trust Secretary shall agree with the Committee Chair (or should the subsidiary company director in question occupy that position, the Trust Chairman), in advance of the papers being issued, any safeguards required with respect to that individual's access to the relevant papers and participation in discussions within the meeting.
9. All actions taken to manage a conflict of interest arising in a meeting shall be recorded in the minutes of that meeting.

Protocol for the management of personal conflicts of interest

10. Any Committee Member, or attendee, with a personal conflict of interest will be required to declare that interest at the outset of any meeting where business of relevance to the subsidiary may be discussed by the Board or a Board Committee.
11. The Board or Board Committee should determine the action required in response to any declaration of interest, which may include exclusion of the relevant individual from the meeting, whilst the matter is under discussion and / or exclusion from voting. No Committee Member who is a Chair of a Board Committee, should chair that part of the Committee meeting when the matter to which their declared interest is relevant is under discussion.
12. All actions taken to manage a conflict of interest arising in a meeting shall be recorded in the minutes of that meeting.