



STRATEGY AND TRANSFORMATION COMMITTEE

TERMS OF REFERENCE

VERSION	0.2
ASSURANCE	SECOND LINE ASSURANCE
CONSTITUTION	The Trust Board (The Board) hereby resolves to establish a Committee of the Board to be known as the Strategy and Transformation Committee (The Committee) to assist the Board and the Accounting Officer in exercising its key function of: Establishing the overall strategic direction of the Trust within the policy and resources framework determined by the Department/Minister The Committee is a Non-Executive and Executive Director committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.
PURPOSE	The Committee will provide assurance and identify any issues to the Trust Board in relation to the delivery of the Trust's Strategy and Transformation agenda. This will be delivered by providing evidence based and timely advice to the Board to assist it in discharging its functions and responsibilities with regard to : - Strategic direction - Strategic planning and related matters - Organisational development - Digital services (Encompass, Equip), estates (redevelopment) and other enabler services - Sustainable development
MEMBERSHIP	Membership: - Chair of Strategy and Transformation Committee (Non-Executive Director) 2 Non-Executive Directors, following recommendation from the Trust Chair - Chief Executive - Executive Director of Finance, Procurement and Estates - Executive Director of Nursing, Midwifery, AHPs, Functional Support Services - Executive Medical Director In exceptional circumstances:- Where the Chair is unavailable, a Non-Executive Director shall Chair the Committee. Where the Chief Executive is unavailable, an Executive Director will be required to deputise. Where a Director is unavailable, a deputy (Assistant Director) will be required to attend.

	Attendance for the full meeting: • Programme Director for Transformation & Improvement • Director of Planning, Performance and Informatics • Director of Human Resources and Organisational Development • Head of Communications Attendance for specific agenda items: Requirement that a Director / Assistant Director will be requested to attend when a report pertinent to their area of responsibility is being discussed. Secretary: Board Assurance Manager, supported by Committee Secretary Other members of Trust staff may be required to attend meetings as the Committee considers necessary.
DUTIES	The remit of the Committee is to: - Strategy - Review and when satisfied recommend the Trust's vision and strategy for approval to Trust Board Review Trust-wide strategic objectives prior to discussion by the Board. - Identify strategic opportunities whilst ensuring transformation schemes are developed and delivered to support sustainability not only within the Trust but in the local and regional integrated health and social care system. - Receive regular updates from the Trust's Strategic Implementation Programme Board on the implementation of strategic programmes and system wide developments. - Review the Trust's Capital Plan to ensure alignment with key Trust strategies, plans and sustainable development principles. - Monitor progress against major projects such as redevelopment of sites and large scale digital change projects. - Review Trust developments involving significant investment or modernisation. Transformation - Monitor progress against the Transformation Priorities in line with the Regional Transformation programmes applicable to this Trust. Organisation Development • Ensure the Trust has in place an Organisational Development Plan to support the implementation of the Strategic Plan • Receive regular updates from the People and Culture Steering Group To fulfil its duties, the Committee's programme of work will be designed to provide assurance that: - Risks to achievement of strategy and transformation are identified and monitored through the Trust's Board Assurance Framework and /or corporate risk register.

	b) The Trust communicates and engages effectively with internal and external stakeholders regarding its strategic priorities and programmes. c) Clarity is provided regarding those areas that are commercially sensitive. d) There is clear, consistent strategic direction, strong leadership and transparent lines of accountability.
AUTHORITY	The Committee is authorised to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee, through the relevant Director, and will be given the resources necessary to carry out its role. The Committee will be given full access to any information within the Southern Health and Social Care Trust that it requires to fulfil its function. The Committee is authorised by the Board to obtain external professional advice and to invite external personnel with relevant experience and expertise if it considers this necessary.
MEETINGS	Quorum: A quorum shall be three members, two of which must be Non-Executive Directors and one Executive Director (which includes Chief Executive and/or Deputy Chief Executive). Frequency of Meetings: Meetings shall be held on a quarterly basis. The Chair can convene a meeting for a special purpose at any time. Papers: Meeting agenda and papers will be disseminated no later than 5 working days prior to the meeting date. Meeting Arrangements: All meetings will be held in person. At the Chair's discretion, a virtual meeting may be held.
REPORTING	The minutes of the Committee shall be formally recorded by the Committee Secretary and submitted to the Board following approval of the Committee. Following each Committee meeting, the Committee Chair will present a written summary report on the meeting to the next Board meeting, drawing to the attention of the Board any issues that require executive action. This will include recommendations made by the Committee for Trust Board approval. Any business conducted in a confidential session by the Committee will be reported to a confidential session of the Trust Board. The Committee will report to the Board annually on its work in discharging its responsibilities.
OTHER MATTERS	The Committee shall be supported administratively by the Board Assurance Manager and the Committee Secretary, whose duties in this respect will include:

	• Agreement of agenda with the Chair • Collation and distribution of papers no less than 5 working days in advance of the meeting • Ensuring appropriate arrangements are in place for the servicing of the Committee including taking and producing draft minutes of the meeting for the Chair's approval • Taking forward matters arising and issues to be carried forward • Assisting the Committee Chair in ensuring the effective operation of the Committee • Advising the Committee on pertinent issues • Annual review of the Terms of Reference and recommendation of updates • Development and maintenance of the Committee work plan for the calendar year • Production of Committee Annual Report in conjunction with the Committee Chair • Ensuring that new members receive appropriate induction training and that all members are supported in identifying and participating in ongoing training
CONFLICT/ DECLARATION OF INTEREST	The Chair of the Committee shall seek any declaration or conflict of interest on any matter at the outset of each meeting. Withdrawal of individuals in attendance: During the course of a meeting, if a Conflict of Interest is established, the member concerned should withdraw from the discussion / meeting and play no part in the relevant discussion or decision. Individuals invited for a specific item will be asked to withdraw following completion of that item. All stated declarations of interest made shall be formally recorded in the minutes.
REVIEW	The Committee will review its Terms of Reference on an annual basis for Trust Board approval.