



Board

Meeting Papers

1st December 2020

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Date	1 st December 2020	Agenda item	14
Title	Update on Governance Framework arrangements		
Author	Julie Sharma - Director of Transformation		
Lead Director	Julie Sharma	Date signed off	20.11.20
Presented by	Julie Sharma	Version	1.0
For	Approval/decision Debate ✓ Assurance ✓ Information ✓		

Aims/Summary

The purpose of this paper is to bring the Board up to date with the latest activities surrounding the development of the Governance Framework, to seek ratification of the additional Board Sub-Committee Terms of References since the framework was last reviewed in September and consider the addition of two additional Sub-Committees of the Board.

Options and decisions

The development of our Governance Framework is an iterative process as our new structures and processes continue to develop. In addition, the wider health and care system is moving from being an aspirant Integrated Care System to the next stage of becoming a thriving Integrated Care System. This means there are likely to be new system wide structures and processes developed that we will need to consider in the context of our own Governance Framework and these will be brought to the Board at the appropriate times.

Resource implications (financial/staffing/other resources)

The resources associated with the implementation of the Framework are included within the agreed structures.

Quality considerations

The continued development of the Framework will ensure improved assurance and reporting; clear and transparent decision making all contributing to our programme of continuous improvement.

Paper/information previously considered by	Date
Board of Directors	1 st September 2020

1. Background

The Board approved a revised Governance Framework in September 2020 which had been updated to reflect the experiences we have had in mobilising the new Community Adult Services contract and the learning that has come from the implementation of new arrangements in the light of the COVID-19 pandemic.

Some revisions were noted and logged as part of our ongoing Board action tracker, these actions remain underway. The Board's Governance Team are overseeing these actions and will ensure that the Board is regularly appraised of changes.

2. Key points

At its meeting in October, the Board approved the Terms of Reference for:

- Audit and Assurance Committee
- Quality and Outcomes Committee

The Board is now being asked to approve the following Terms of Reference:

- Sirona Board (App 1)
- Nominations Committee (App 2)
- Professional Council (App 3)
- Senior Leadership Team (App 4)

Each of these is in line with approvals given elsewhere in line with our agreed decision making processes and within our overall Governance Framework document.

At its January/February meetings the Board will receive the Terms of Reference for:

- People's Council
- Equality and Diversity Committee
- Remuneration Committee

This will then complete the suite of Terms of Reference for all of the formal sub-committees of the Board as currently agreed (see Structure Diagram after the recommendations on page 4 of this paper).

3. Further Considerations

At previous discussions, the Board has also considered the requirement for two further sub-committees namely:

- Finance Committee
- Performance Committee

No formal decisions have been taken on the establishment of these committees and the Board is asked to determine how it wishes to take these discussions forward and the timescale for agreeing whether to establish these committees and an outline of their role for formal approval by the Board.

4. Board Vice-Chair

David Purdon is currently the Vice-Chair of the Board. Given that David is retiring in December, the Board needs to consider the appointment of a new Vice-Chair.

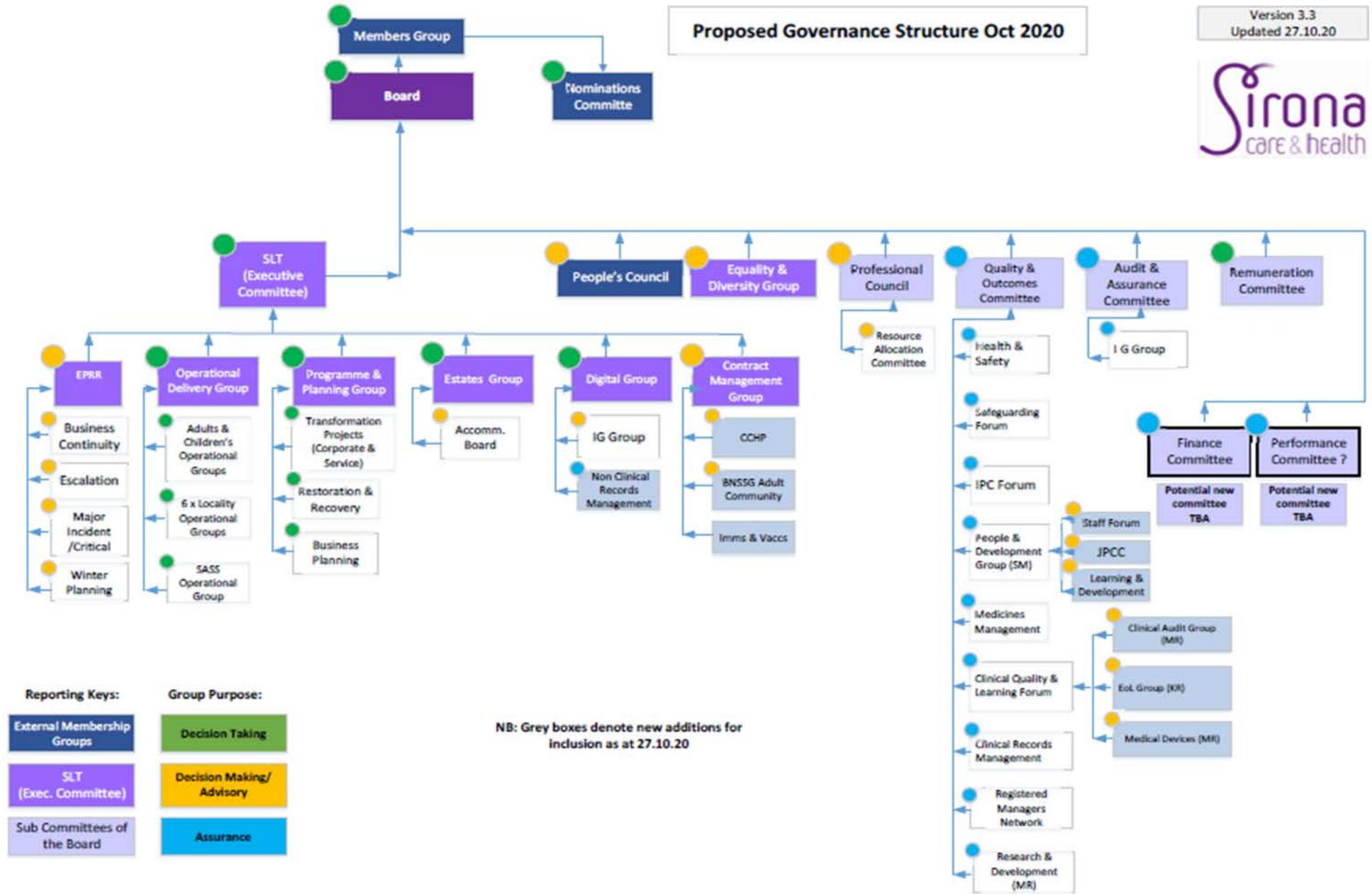
In line with our constitution, the Vice-Chair must be a Non-Executive Director. It is proposed, therefore, that the responsibility for the appointment of a new Vice-Chair should sit with the Chair of the Board following discussions with the current Non-Executive Directors. It is further proposed that this appointment should be for the period that the current Chair remains in office. This will allow for a reconsideration of Vice-Chair once the new Chair is in position.

5. Recommendations

The Board is asked to:

- Approve the Terms of References for:
 - Sirona Board
 - Nominations Committee
 - Professional Council
 - Executive Committee
- Note that further Terms of Reference will be brought to the January/February meetings for the remaining Committees
- Determine the process for considering the establishment of a Finance Committee and/or Performance Committee
- Agree that the Chairman should appoint a new Vice-Chair, following discussions with each Non-Executive Director for the remaining period of his office
- Note that the Governance Framework will continue to be updated to reflect these approvals and will be brought back to the Board in March 2021 for final sign off.

App 1 – Governance Framework Diagram as at 27.10.20



Terms of Reference Board

Version Control:

Version	Date	Author	Owner	Status (Active or Dissolved)	Review Date
1.0	Nov 2020	Julie Sharma	Chief Executive	Active - Draft	Nov 2023

Approval Process:

These Terms of Reference must be approved by those people identified as members of the group and signed off by the Directorate Executive or Committee to which this group reports.

Name	Position	Signature	Date
Janet Rowse	Chief Executive		

Purpose *(the why and how)*

The Sirona Board is the body of appointed non-executive and executive directors which is responsible for the management of the Company's business. It includes those Directors who are Company Directors registered with Companies House as well as those Directors agreed and appointed by the Board.

Principle Function *(consider the decision making, assurance and delivery aims for the group)*

- Setting the vision and values of the organisation, its purpose and the difference it intends the organisation to make and contributing to the vision and values of the wider health and care system (Healthier Together)
- Setting strategy – the planned means by which the organisation will deliver its planned vision and that of Healthier Together.
- Receiving assurance that the organisation is delivering the strategy to plan, manages risk to itself and others, works within the law, delivers safe, quality services and has a proper control on resources of all kinds and for which it is accountable.
- Ensuring the organisation meets the standards of openness and transparency, acts with integrity and in good faith, and takes note it is behaving according to proper standards of conduct and acts in an open and transparent manner.
- Ensures the organisation applies proper care to resources belonging to others for which it is responsible, or can effect.
- To ensure dialogue, and engage with external bodies and the local community.
- Ensure Sirona is a Fit for Purpose organisation

The Board is authorised to undertake its duties by the Directors and Members of the Company.

MEETINGS OF COMPANY MEMBERS

The Chair of the Board and Chief Executive shall also be the nominated Directors for the Company Membership Group and, in this role, be prepared to respond to any Member questions on the Board's activities.

OPERATING PRINCIPLES

The Board will adhere to the following principles:

1. to be collectively responsible for the performance of the organisation;
2. to act with a view to promoting the success of Sirona so as to maximise the benefits to our service users and the local health and social care system.
3. to be responsible for creating a culture of continuous improvement, openness and honesty where speaking up is modelled at all levels of the Organisation.
4. to provide entrepreneurial leadership of the Organisation within a framework of prudent and effective controls, which enables risk to be assessed and managed;
5. to develop and articulate a clear "vision" for the organisation. This will be a formally agreed statement of the organisation's purpose and intended outcomes which can be used as the basis for the Organisation's overall strategy, planning and other decisions. The vision for the Organisation will be developed within the context of Sirona's role within an integrated care system;
6. to set the organisation's strategic aims and review these annually taking into consideration the views of its stakeholders and partners, ensuring that the necessary financial and human resources are in place for the organisation to meet its priorities and objectives and, then, periodically reviewing progress and management of performance;
7. to be collectively responsible for ensuring the quality and safety of services, education, training and research delivered by Sirona and applying the principles and standards of clinical governance set out by the Department of Health & Social Care (DHSC), NHS England, NHS Improvement, the Care Quality Commission (CQC), the Social Care Institute for Excellence and the National Institute for Health and Care Excellence.
8. to ensure that the organisation functions effectively, efficiently and economically;
9. to set the values and standards of conduct and ensure that its obligations to its staff are understood, clearly communicated and met;
10. to take decisions objectively in the best interests of the organisation and the communities that it serves, and avoid conflicts of interest;
11. all members to have joint responsibility for every decision of the Board regardless of their individual skills or status;
12. all members to challenge constructively during discussions of the Board and help develop proposals on priorities, risk mitigation, values, standards and strategy.

Meeting Arrangements and Support *(To include frequency and timing of meetings)*

The Board shall hold such meetings as it considers appropriate to discharge its roles and responsibilities.

In line with principles of openness and transparency meetings of the Board at least four meetings a year will be open for staff and members of the public to attend. This will take effect from the 2021/22 financial year.

At the discretion of the Chair, where items of commercial confidence or matters relating to individual members of staff or service users are to be discussed, that part of the meeting will be held in private.

The dates of meetings open to staff and members of the public will be advertised 10 working days in advance and wherever possible papers will be made available on the Organisation's website 5 days in advance of the meeting.

At the discretion of the Chair staff and members of the public may be invited to submit questions or comment on the items on the Board agenda in advance of the meeting.

Meetings of the Board that are "open to staff and members of the public" includes access to the meeting being via remote means including (but not limited to) video conferencing, live webcast, and live interactive streaming. Where a meeting is accessible to the public via remote means, the meeting is considered open to the public whether or not members of the public are able to attend the meeting in person. The recording of such meetings will be available on the organisation's public website for two weeks after the date of the meeting.

Secretary

The Head of Corporate Governance shall act as the Secretary to the Board.

Minutes of meetings

The Head of Governance shall be responsible for ensuring that they, or their nominated representative, minute the proceedings, agreed actions and resolutions of all meetings of the Board.

The minutes shall record any conflicts of interest declared by Directors.

The Board Action Log shall be circulated promptly and no later than one week following the meeting.

MEMBERSHIP AND QUORACY *(the minimum representatives from the organisation required for the group to make any decisions)*

The composition of the Board is to be defined from time to time by a decision of the Board itself. There will be a mix of Executive Directors and Non-Executive Directors.

The Chair of the Peoples' Council will be a member of the Sirona Board.

The Board will normally be a non-voting Board and decisions will be reached by consensus. Where the Board is unable to reach agreement by consensus, the voting members of the Board will be those Directors registered as Company Directors which are currently:

- Chairman
- Chief Executive
- Non-Executive Directors x 4
- Director of Operations
- Director of Finance
- Director of Transformation

The Board shall be chaired by the Chair of the Company and the Chair shall appoint one of the Non-Executive Directors as Vice Chair.

The Chief Executive will be accountable to the Sirona Board for the effective management of the organisation.

The constitution of the Sirona Board is:

- Chair of Company Directors
- Four x Non-Executive Directors (registered with Companies House)
- Chief Executive
- Director of Finance
- Director of Nursing and Quality
- Director of Operations
- Director of People and Development
- Director of Therapies
- Director of Transformation
- Medical Director
- Chair of People's Council

The Board may appoint Associate Non-Executive Directors at its discretion to enhance the diversity of the Board and support aspirant Non-Executives to become "Board ready".

QUORUM

The quorum for the Board meetings may be fixed from time to time by a decision of the Board, but it must never be less than five (including at least two executive Directors and three non-executive Directors).

A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board.

FIT AND PROPER PERSONS TEST

Members of the Board are subject to a "Fit and proper Persons" assessment in line with the requirements of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 Regulation 5. The assessment is undertaken prior to appointment and compliance reviewed annually. All members of the Senior Leadership Team are subject to the Fit and Proper Persons assessment.

COMMITTEE STRUCTURE

To support the Board in carrying out its duties effectively, the following committees which report to the Board have been established.

Quality & Outcome Committee

- review of all aspects of quality assurance on behalf of the Board.

Audit & Assurance Committee

- review of the controls and assurances in place to ensure the organisation achieves its goals and remains financially sound and has sound systems and process.

Remuneration Committee

- review of remuneration and associated terms of condition of the Executive Directors

People's Council

- review meeting with service users, carers and their representatives to receive and respond to feedback on their experiences of care, chaired by a service user or carer or their representative.
- The Peoples' Council will be underpinned by service users' groups in each Locality.

Professional Council

- to provide professional/clinical advice to the Board.

The following Committee has also been established as a sub-committee of the Members Group:

Nominations Committee

- review of remuneration of the Non-Executive Directors
- performance review of the Chair of the Board
- assist in the appointment of the Chair of the Company and Non-Executive Directors, and oversee the process for the review of performance of the Non-Executive Directors by the Chair of the Company.

COMMUNICATIONS (*briefings, comms planning, decision and/or outcome cascades and comms risks i.e. reputational*)

Privacy Notice for attendees

In line with the General Data Protection Regulations (GDPR) and the Data Protection Act (DPA 2018) Sirona care & health is registered as a Data Controller. As an attendee of this meeting, you can find out how your personal data is processed by visiting our website www.sirona-cic.org.uk.

Individual's Rights

In accordance with the Data Protection Act 2018 individuals have rights, including a right of access to personal data that is held about them. Therefore, if the meeting is intending to discuss and record information about individuals (data subjects), then the above Act of legislation will apply.

Notification of recording, (including Video Conferencing)

If the meeting is to be recorded then all those attending the meeting must be notified in advance of the intention to record proceedings.

Any objections to recording must be considered by the Chair and the Chair will ultimately decide whether the recording is appropriate in light of any objection.

The Chair of the meeting will make it clear to all attendees if recording will be happening and outline our plans for the recordings and/or transcripts (e.g. sharing with all attendees).

Any implications for attendees as a result of turning on their camera in order to participate in a video conference call or meeting will be explained at the start of the meeting, including if their image will become available to everyone in attendance.

Attendees may choose to participate via audio only, especially for Safeguarding, confidential or meetings of a sensitive nature.

Depending on how personal accounts are set up by external attendees, their name, email, etc. may be available to other attendees, and it is essential to ensure that they are informed that what they say may be recorded.

Clarity must be provided by the Chair at the beginning of the meeting in regards to the retention of any recordings gathered during the meeting, including screen sharing or discussions of a Safeguarding, confidential or sensitive nature.

Meeting participants should be informed that when meetings on MS Teams are recorded, the resulting video file is stored on the NHSmail cloud for all in the NHSmail population, i.e. nationally available to the NHS Mail network.

This means that the following elements **should not be included** in external MS Teams conference meetings or calls:

- patient identifiable information
- sensitive business information
- confidential corporate information

STANDING AGENDA ITEMS

- TBA (2021 onwards)

**Terms of Reference
Members Nominations Committee**

Version Control:

Version	Date	Author	Owner	Status (Active or Dissolved)	Review Date
1.0	Nov 2020	Rachel Corrigan/Donna Cairns	Head of Corporate Governance	Active - Approved	Nov 2023

Approval Process:

These Terms of Reference must be approved by those people identified as members of the group and signed off by the Directorate Executive or Committee to which this group reports.

Name	Position	Signature	Date
Julie Sharma	Director of Transformation		

Purpose <i>(the why and how)</i>
The Nominations Committee has been established as a Committee of the Members and reports to the Members on the discharge of its functions in relation to the appointment, re-appointment and removal of the Chair and Non-Executive Directors and their remuneration, allowances and other terms and conditions.

Principle Function <i>(consider the decision making, assurance and delivery aims for the group)</i>
The Committee is authorised by the Members to act within its terms of reference, to oversee the recruitment process for Non-Executive Directors and to make recommendations as to their appointment or re-appointment. Decision making powers in relation to recruitment rest with the full Members Group.
The Committee is authorised to set the remuneration and terms and conditions of the non-executive directors, with the exception of the Chair. The Committee shall review the remuneration and terms and conditions for the Chair and make recommendations to the full Members group.

Governance <i>(should include the group's delegated authority and reporting requirements)</i>
The functions of the Committee will be:
<u>Recruitment/Nomination Role:</u>
<ul style="list-style-type: none"> To consider the appointment and re-appointment to the office of Chair and other Non-Executive Director positions having first consulted with the Board of Directors and having regard to such views as may be expressed by the Board of Directors.

- To determine the criteria and process for the selection of the candidates for office as Chair or other Non-Executive Director.
- In the case of a vacant position, to seek by way of open advertisement and other means candidates for office and to oversee the process for the assessment and selection for interview such candidates as are considered appropriate.
- To give consideration to the balance of skills, knowledge and experience and diversity of the non-executive directors, and to succession planning, in carrying out the above functions.
- In the context of the above, the Committee shall be at liberty to seek advice and assistance from persons other than members of the Committee.

The Committee shall also advise Members in regard to any matters relating to the removal from office of a Non-Executive Director.

Remuneration Role:

- To periodically review the remuneration and other terms and conditions for non-executive directors, taking into account the views of the Chair (except in respect of his or her own remuneration and terms and conditions) and the views of the Chief Executive and any external advisers.
- The Committee is authorised to set the remuneration and other terms and conditions for Non-Executive Directors with the exception of the Chair.
- The Committee shall make recommendations to the full Member group in respect of the remuneration and other terms and conditions for the Chair.
- The Committee should seek to establish levels of remuneration for all Non-Executive Directors which:
 - are sufficient to attract, retain and motivate Non-Executive Directors of the quality and with the skills and experience required to lead the company successfully, without paying more than is necessary for this purpose, and at a level which is affordable for the company;
 - reflect the time commitment and responsibilities of the roles;
 - take into account appropriate benchmarking and market-testing, while ensuring that increases are not made where company or individual performance do not justify them; and
 - are sensitive to pay and employment conditions elsewhere in the company.

The committee shall make all recommendations to the Members as it deems appropriate on any area within its remit where action or improvement is needed.

The Committee shall have oversight of the process for the evaluation of the performance of the Non-Executive Directors, including the Chair of the Board. The Chair of the Board will be responsible for conducting the individual performance reviews of each Non-Executive Director. The Chair of the Nominations Committee, together with the Vice Chair of the Board of Directors shall undertake the review of performance for the Chair of the Board, following consultation with other members of the Board and Members.

Meeting Arrangements and Support *(To include frequency and timing of meetings)*

The Committee shall meet at least twice per year, and whenever there is a need to consider matters relating to the Committee's functions. The dates and times of the meetings are to be proposed by the Secretary and agreed by the Chair.

The agenda and papers will be sent to the Committee members at least five working days before the meeting. Relevant papers will also be sent to attendees of the meeting. It is the responsibility of the person producing the paper to ensure their paper is with the Committee's secretariat at least six working days before the meeting. Any papers received after this date will only be included on the agenda with the agreement of the Committee Chair.

All authors of papers will be required to attend to present their paper(s) and respond to any questions raised.

The Head of Corporate Governance (or their nominee) shall be the Secretary to the Committee.

Minutes of Meetings

The Secretary (or their nominee) shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance and the recording of any agreed actions or decisions.

The Chair shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and they shall be minuted accordingly.

Minutes of Committee meetings shall be circulated promptly to all members of the Committee.

MEMBERSHIP AND QUORACY *(the minimum representatives from the organisation required for the group to make any decisions)*

The Members of the Committee shall be appointed by the Members of Sirona.

The Committee shall be made up of at least 7 Members from the Members Group, to include a Director Member, two Members from each of the Service User and Staff groups and one Member from each of the Independent and Strategic Member classes. Where the Committee is determining matters relating to the Chair of the Board, the Chief Executive shall always be the Director representative.

Members shall appoint a Chair who shall be appointed from either Service User, Independent or Strategic Partner Members.

The Committee shall only be quorate if there are at least 1 Director Member, 1 Member present from each of the Service User and Staff groups and 1 Member from either the Independent or Strategic Member classes in addition to the Committee Chair. This will mean a total of 5 members present.

In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall defer the meeting until the Committee Chair and/or appointed deputy are able to chair the meeting.

Only members of the Committee have the right to attend Committee meetings, although standing invitations are extended to the Director of People & Development, the Director of Transformation and the Finance Director. Invitations may be extended by the Committee to any other person, should they be asked to prepare reports or papers for the Committees consideration or decision.

The Committee reserves the right to extend an invite to individuals to attend all or part of any meeting as and when appropriate.

COMMUNICATIONS (*briefings, comms planning, decision and/or outcome cascades and comms risks i.e. reputational*)

The work of the Nominations Committee, including the process it has used in relation to board appointments, will be outlined in the Annual Report.

GDPR

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Notification of recording, (including Video Conferencing)

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- patient identifiable information
- sensitive business information

- confidential corporate information

STANDING AGENDA ITEMS

- Welcome & Apologies
- Minutes and/or actions from the previous meeting
- Annual Review of Remuneration and Terms and Conditions for Non-Executive Directors (once per year)
- Annual Report from Chair on performance of Chair of the Board

Terms of Reference
Professional Council

Version Control:

Version	Date	Author	Owner	Status (Active or Dissolved)	Review Date
1.0	Nov 2020	Kate Rush	Medical Director	Active Draft	1 April 2021

Approval Process:

These Terms of Reference must be approved by those people identified as members of the group and signed off by the Directorate Executive or Committee to which this group reports.

Name	Position	Signature	Date

Purpose *(the why and how)*

The Sirona Professional Council has three core functions:

- To be responsible for oversight of clinical matters, and the provision of assurance, advice and guidance relating to such matters to SLT and Board
- To ensure any changes to clinical practice are able to be delivered safely & in line with national and local guidance
- To provide support on ethical issues relating to staff during and after the Covid-19 pandemic

Day to day operational management of clinical services remains the responsibility and accountability of the Director of Operations. The Professional Council will be a source of clinical support and challenge to ensure the best possible outcomes for local people.

Principle Function *(consider the decision making, assurance and delivery aims for the group)*

- To oversee and provide a co-ordinated clinical response and assurance on the delivery of services:
 - Supporting clinical decision making – from individual complex cases to wider service developments
 - Identifying and supporting the management of clinical priorities
 - Carefully considering any changes to clinical practice through an agreed framework of clinical assurance, make recommendations as a result and record the decision-making process with a date for review
 - To monitor and mitigate key clinical risks and feed into the Sirona risk register
- To provide clinical guidance and assurance to Senior Leadership Team (SLT) and the Board

- To identify and respond to key ethical challenges during Covid-19 and provide advice, support and assurance to staff, SLT and Board about this
- To give, receive & understand guidance to and from BNSSG Clinical Cabinet as required
- At least twice a year to receive and analyse information on Sirona services from the Resource Allocation Group (RAG) – supporting decision making on the use of clinical resource according to the needs of the population and wider system

Governance *(should include the group's delegated authority and reporting requirements)*

The Professional Council is authorised to undertake its duties by the Board, see App1 Governance Structure

SCOPE

All clinical activity related to Sirona

PRINCIPLES FOR ESCALATION TO SLT AND THE BOARD

- Risks that meet the criteria to be added to the Sirona risk register
- It is identified that there may be a significant impact on staff, the model of community care and/or system plans

REPORTING COMMITTEES/GROUPS

To support the Professional Council in carrying out its duties effectively, the following groups will inform the Professional Council:

- Operational and Corporate Delivery Groups
- SLT
- Resource Allocation Group

The Professional Council will also report into BNSSG Clinical Cabinet directly.

Meeting Arrangements and Support *(To include frequency and timing of meetings)*

A weekly meeting held on a Monday but with “touch points” as necessary. This is different to the originally proposed quarterly meeting, due to the workload at the current time. The standing agenda is provided at the end of the Terms of Reference, but is subject to change.

Membership and Quoracy (*the minimum representatives from the organisation required for the group to make any decisions*)

The core Professional Council Team is:

Name	Role
Kate Rush	Medical Director (Chair)
Mary Lewis	Director of Nursing
Mike Richards	Director of Therapies
Jenny Theed	Director of Operations
Clive Bassett	Director of Finance
Amanda Cheesley	Non-Executive Director
Mel Reeks	Associate Director for Service Transformation
Jessica Metti	PA representative
In attendance	
Sandra Yarnold	Head of Quality Improvement and Patient Experience
Sandra Farmer	Head of Clinical Governance
Lorraine McMullen	Children's Operational Representative
Claire Chapman	Adult's Operational Representative
Rebecca Wright	Workforce Representative

The membership may extend to others as required.

QUORUM

The group will be quorate when 2 or more directors are present

Communications (*briefings, comms planning, decision and/or outcome cascades and comms risks i.e. reputational*)

- Identify key communication issues, actions and messages for escalation to Gold/cascade to staff and other cells where appropriate
- Coordinate the Clinician 2 Clinician programme to ensure consistent communication messages and enable two-way clinical conversations

GDPR

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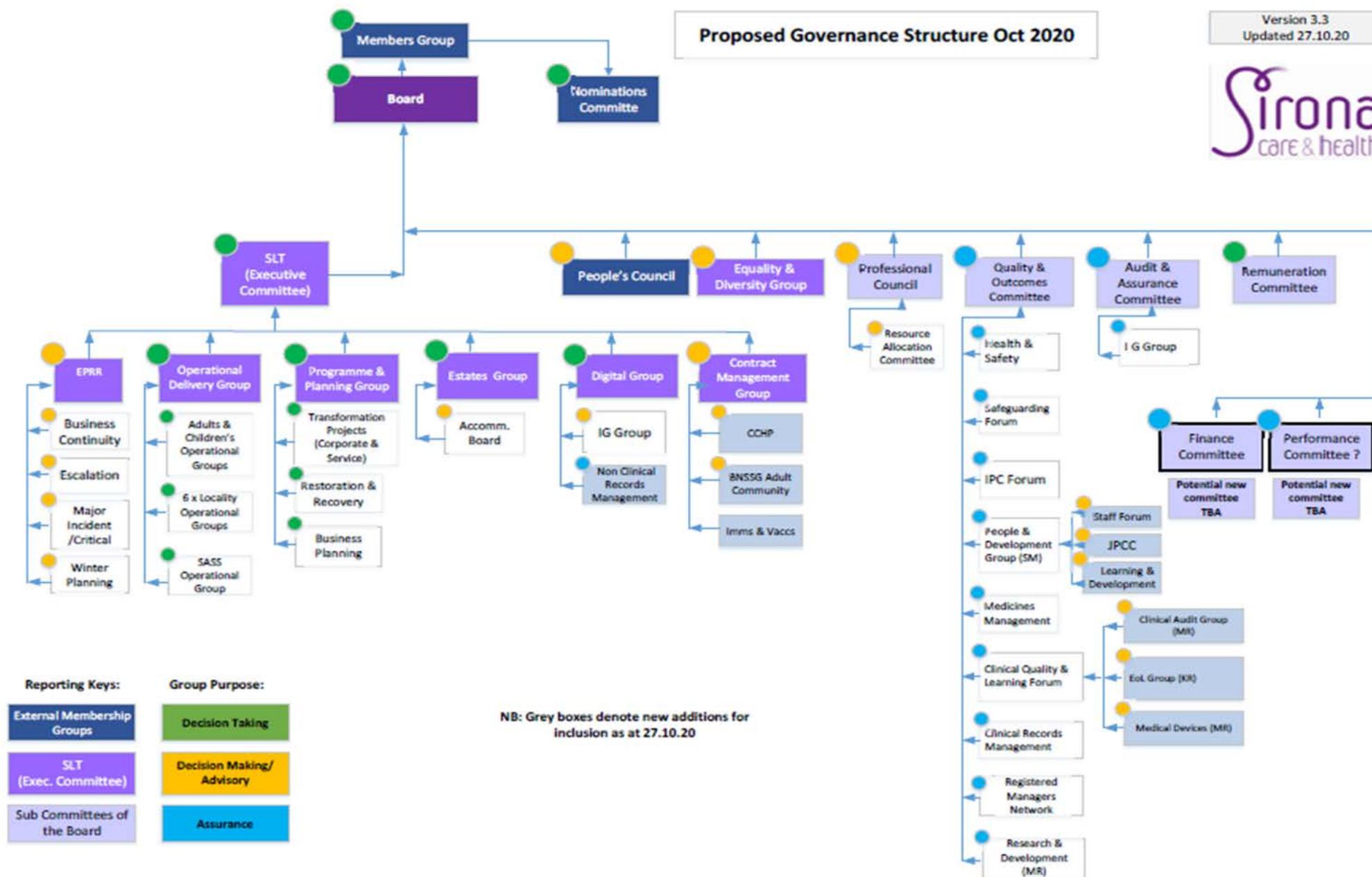
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Standing Agenda Items

Item no.	Detail
	Professional Council main meeting – 11.30-1.00pm
1.	Welcome and apologies
2.	Review of action log
3.	Clinical areas for decision/discussion/update Pathway updates Update from clinical cabinet Update from Operational Leads Group Update from service restoration task and finish group
5	Ethical Challenges
6	<ul style="list-style-type: none">• Risks and issues
7	<ul style="list-style-type: none">• Points of escalation to SLT/Board
8	<ul style="list-style-type: none">• AOB



Terms of Reference

Senior Leadership Team (Executive Committee)

Version Control:

Version	Date	Author	Owner	Status
2.0	18.11.20	Julie Sharma	Janet Rowse	Chief Executive

Approval Process:

These Terms of Reference must be approved by those people identified as members of the group and signed off by the Executive or SLT owner and approved by the Board of Sirona.

Name	Position	Signature	Date
Janet Rowse	Chief Executive		

Purpose

The Senior Leadership Team is the executive arm of the Board. Its purpose is to collectively lead the organisation in delivering our vision and strategy for creating a high performing organisation.

In this context, the Senior Leadership Team is the most senior executive decision making forum for the organisation constituted to:

- Provide effective leadership of the organisation through the combined efforts of the individual directors
- Support individual Executive Directors to deliver their delegated responsibilities by providing a forum for exchange of information, mutual support, resolution of issues and achievement of agreement.
- Make management decisions on issues within the remit delegated to them by the Board.
- Ensure delivery of safe and effective services and of both the organisation's strategy and business plans as well as those of the wider Healthier Together system
- Ensure staff are provided with the resources, training, infrastructure, policies and procedures as well as the leadership and pastoral support to maintain their well being
- Ensure that key risks and issues that might jeopardise the organisation's ability to deliver its objectives are being managed and mitigated in an appropriate way. Provide assurance to the Board that this is the case.

The Team will provide clear, concise and relevant communication and information to the wider organisation and Board. They will drive the change required to deliver our business plan, model our organisational values and challenging themselves to think and act strategically.

Principle Function

Executive Decision Making

- Recommendation of the budget or material changes to the board.
- Approval of material changes to key policies that are outside the scope of individual directors or other approved groups
- Approval of investment business cases in line with delegated authority.
- Bid / no bid decisions and sign off of tenders in line with delegated authority.

Board Assurance

- Ownership of the corporate risk register.
- Oversight of assurance and exception reports from agreed Directorates and Assurance Groups/Committees.
- Providing overall assurance or escalation to the board on the delivery of our organisational objectives through our agreed Board Assurance Framework.

Strategic Delivery

- Development of our organisational vision and strategy.
- Ownership and oversight of the delivery of our strategy and business plan.
- Horizon scanning of external opportunities and risks.

Duty of Care

- Ensuring safe and effective services and a positive service user experience
- Ensuring staff are safe and well supported
- Ensuring the contribution of Sirona to the well being of the wider Healthier Together system

Governance

The Senior Leadership Team has a key role in the effective governance of the organisation and alongside the other Board subcommittees is a key conduit of assurance for the Board. It will operate through a number of key operational and corporate groups agreed from time to time and will review Finance, Quality, Performance and Workforce assurance reports prior to submission to the Board and external parties.

Senior Leadership Team Members

Name	Job Title
Core Members	
Janet Rowse	CEO
Clive Bassett	Finance Director
Linda Frankland	Deputy Director of Finance
Mary Lewis	Director of Nursing and Quality
Sarah Margetts	Director of People & Development
Mike Richards	Director of Therapies and AHP's
Kate Rush	Medical Director
Julie Sharma	Director of Transformation
Jenny Theed	Director of Operations

Roles and Duties:

Chair (CEO):

- Leadership and stewardship of the Senior Leadership Team
- Chairing and managing the meetings and ensuring the associated administration
- Identifying and communicating key messages regarding decisions, risks etc.

Executive Leads:

- Provide accurate, timely and relevant information, data and analysis to give assurance on their area's performance, workforce and budgets including actions to be taken where assurance cannot be given or is insufficient.
- Bring relevant matters for decision, with clear information and recommendations.
- Highlight relevant risks that either cannot be managed at Director level or have an impact across the organisation as a whole.
- Provide accurate, timely and relevant assurance on progress against key business objectives, programmes and projects.

Everyone:

- Exemplify good meeting behaviours.
- Talk to colleagues outside of / in advance of meetings about key issues and items in line with the principles of
 - listening with an outward mindset
 - empowering others to make decisions with the appropriate support
- Provide challenge and support to peers where other services are struggling to deliver to their objectives.
- Provide challenge and support for programmes and projects reporting to the board.
- Highlight external opportunities and manage and mitigate potential risks as they emerge.

Meeting Arrangements and Support

- Agenda to be based on the agreed functions of the Senior Leadership Team and agreed in advance at SLT Touchbase Meetings.
- Papers will all include a standard SBAR cover sheet.
- Papers are to be submitted to the nominated Executive Administrator no later than noon on the day preceding the meeting, sooner if available.
- Papers for "Information" only (e.g. programme board/committee minutes) will not be included in the agenda pack but placed in a dedicated workspace on Glass Cubes – a list of papers added since the previous meeting will be included at the end of each Agenda.
- Notes and actions arising from the meeting will be circulated within 3 working days, where possible.
- Notes to be taken by the nominated Executive Administrator or another senior member of the administrative staff.
- Associate Directors or other senior managers will be invited to bring items to the Senior Leadership Team as appropriate.
- Issues requiring urgent decisions outside of the Senior Leadership Team meeting timetable can be brought to the intervening SLT Touchbase Meeting. These will need to be notified in advance and a short written summary of the decision requested provided wherever possible
- Decisions made at SLT Touchbase meetings will be noted and then recorded at the weekly Senior Leadership meeting in accordance with good governance practice.
- Meeting frequency is to be weekly
- Individual Directors will be required to share the key actions and decisions with their respective teams as early as possible following each meeting.

Quoracy (*the minimum representatives from the organisation required for the group to make any decisions*)

A minimum of five executives will be expected to be present at every meeting for the purpose of decision making, at least one of whom shall be a Registered Practitioner.

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