

MAJOR PROJECTS ASSURANCE COMMITTEE

TERMS OF REFERENCE

1 CONSTITUTION, CONTEXT AND PURPOSE

- 1.1 The Trust faces a significant challenge in delivery of major projects:
- the Norfolk & Norwich Orthopaedic Centre (NANOC) is under construction;
 - a Diagnostic & Assessment Centre (DAC) on the Norwich Research Park is under construction;
 - it is intended that the Trust will implement an Electronic Patient Record (EPR);
 - the Trust has a wide-reaching transformation programme to secure significant efficiency and quality improvements at a strategic level.
- 1.2 Successful delivery of these schemes will be of strategic importance to the Trust. The Board of Directors has accordingly established a committee of the Board to be known as the Major Projects Assurance Committee (or 'MPAC'). The position of the Committee within our Organisational Framework for Governance is illustrated at **Appendix 1**.
- 1.3 The **Purpose** of the Committee is to provide scrutiny and challenge with regard to delivery of certain major projects as selected by the Board, in order to obtain assurance and make appropriate reports or recommendations to the Board.
- 1.4 To ensure clarity over which projects fall within the remit of the Committee, and to avoid duplication with the work of the other Board assurance committees, there will be a defined schedule approved by the Board (as per **Appendix 2**). This schedule will be reviewed by the Board of Directors as part of its regular review of the MPAC Terms of Reference and otherwise as required. An indicative financial threshold >£10m is to be applied in identifying the Major Projects to fall under the remit of the Committee, but this threshold will be applied at the discretion of the Board.
- 1.5 The Board may be asked to add or remove Projects from the schedule at Appendix 2 by the relevant project SRO, by MPAC or another Board assurance committee or by the Board at its own initiation.
- 1.6 For the avoidance of doubt, it is noted that the MPAC is an assurance committee. Executive and managerial responsibility for relevant projects remains with the executive directors, project SROs and the Hospital Management Board.

2 AUTHORITY

- 2.1 The Committee has no delegated powers other than those specified in these Terms of Reference or as requested by the Trust Board.
- 2.2 The Committee is authorised to investigate any activity within its Terms of Reference and all Trust employees are directed to co-operate with any request made by the Committee.
- 2.3 The Committee is authorised to obtain independent professional advice as it considers necessary in accordance with these Terms of Reference.
- 2.4 To avoid doubt, it is noted that authority and responsibility for approval of business cases, does not fall within the scope of this Committee but rather rests with the Capital and Estates Committee, Hospital Management Board Investment Group, the Finance,

Investments & Performance Committee and Board of Directors as detailed in the Scheme of Delegation. The MPAC becomes engaged with regard to assurance oversight of implementation programmes and project management once business cases have been approved.

3 MEMBERSHIP

3.1 Membership of the Committee shall comprise:

- ❖ At least three Non-Executive Directors
- ❖ Chief Executive
- ❖ Director of Strategy and Major Projects
- ❖ Director of Transformation
- ❖ Chief Digital Officer
- ❖ Chief Operating Officer
- ❖ Chief Finance Officer
- ❖ Clinical Executive (Medical Director or Chief Nurse)

3.2 The Board of Directors will review membership of the Committee annually to ensure that it meets the evolving needs of the Trust.

3.3 The Committee may invite non-members to attend all or part of its meetings as it considers necessary and appropriate, at the discretion of the Committee Chair. If not already members, any Board director may attend any meeting of the Committee.

4 MEETINGS, ATTENDANCE AND QUORUM

4.1 The Committee may ask any or all of those who normally attend Committee meetings but who are not members to withdraw to facilitate discussion of any particular matters at the discretion of the Chair.

4.2 In exceptional circumstances when an executive member cannot attend Committee meetings, they must arrange for a fully briefed deputy of sufficient seniority to attend on their behalf.

4.3 Meetings of the Committee shall be Chaired by one of the Non-Executive Director members, with another acting as deputy in his/her absence.

4.4 Responsibility for calling meetings of the Committee shall rest with the Committee Chair.

4.5 To be quorate at least 3 members of the Committee must be present including at least one Non-Executive Director. Attendance at the meeting may be by teleconference or videoconferencing at the discretion of the Committee Chair. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions invested in, or exercised by the Committee.

4.6 In accordance with Standing Orders, if it is necessary to resolve an issue at a meeting of the Committee by way of a vote, this shall be determined by a majority of the votes of the Members present and voting and, in the case of any equality of votes, the person presiding shall have a second or casting vote.

5 SUPPORT ARRANGEMENTS

5.1 The Board Secretary will be responsible for ensuring provision of administrative and company secretarial support to the Committee.

5.2 The Committee shall operate as follows:

- the Committee will routinely meet monthly (c.10x per annum) unless agreed otherwise;
- the Committee will establish an annual Work Programme, summarising those items that it expects to consider at forthcoming meetings;

- agendas for forthcoming meetings will be based on the Work Programme, reviewed by the Committee and agreed with the Committee Chair;
- unless otherwise agreed, papers for the meeting should be submitted to the Committee secretary a minimum of 6 working days prior to the meeting. Papers on other matters will be put on the agenda only at the request of or with the prior agreement of the Chair;
- papers will be sent out by the Committee secretary at least 4 days before each meeting unless otherwise agreed;
- to facilitate oversight by the Board of Directors, papers for meetings of the Committee will be made available for information to those members of the Board who are not members of the Committee;
- Minutes will be prepared after each meeting of this Committee within 14 days and circulated to members of the Committee and others as necessary once confirmed by the Chair of the Committee. A record of action points arising from meetings of the Committee shall be made and circulated to its members with the minutes;
- following each meeting of the Committee, the Chair of the Committee shall make a report to the next meeting of the Board of Directors highlighting any issues that require its particular attention, or require it to take action;
- the Terms of Reference of the Committee will be reviewed annually and will only be changed with the approval of the Trust Board.

6 **DECLARATION OF INTERESTS**

All members must declare any actual or potential conflicts of interest relevant to the work of the Committee, which shall be recorded in the Minutes accordingly. Members should exclude themselves from any part of a meeting in which they have a material conflict of interest. The Chair will decide whether a declared interest represents a material conflict.

7 **DUTIES**

In furtherance of achievement of its Purpose, particular duties of the Committee shall be to:

7.1 provide assurance to the Board in relation to:

7.1.1 the **delivery of Major Projects** (as defined by the Board and detailed at Appendix 2) to include arrangements to ensure the successful application of the Board approved Management Case and implementation plan including (but not limited to):

- adequate and robust programme and project arrangements for the effective management of major projects
- that projects are underpinned by strong monitoring and governance
- compliance with any conditions relating to relevant business cases, regulatory or Board approvals
- achievement of major delivery milestones
- compliance with agreed budgets
- review and management of risks and mitigations
- adequate and appropriate corrective action to rectify escalated issues
- completion of post-project reviews and benefits realisation assessment

7.1.2 implementation of the Trust's **Strategic Transformation Programme** to achieve:

- service transformation and system & process optimisation to enhance productivity, cost-effectiveness and patient experience
- progress towards delivery of the Trust's Strategic Commitments

- c) appropriate response to risks and opportunities associated with Transformation Workstreams, including interdependencies and connection with wider system working
- d) significant financial savings
- e) greater understanding of the organisational capacity and cultural readiness for ongoing transformation and change

7.2 review reports received from external and multi-party sources, such as:

- DAC Gateway Review
- N&W DAC Programme Board and
- N&W EPR Programme Board

7.3 review reports or extracts from the Board Assurance Framework and Corporate Risk Register as relevant to the remit of the Committee

7.4 advise the Board with regard to insights and lessons learnt from the work of the Committee and its oversight of Major Projects.

8 RELATIONSHIP WITH OTHER BOARD COMMITTEES & THE HOSPITAL MANAGEMENT BOARD

8.1 The respective roles of the Board Assurance committees are outlined in the Organisational Governance Framework. In practice, issues of finance, quality, safety and performance are inextricably linked. Through alignment of the relevant Terms of Reference and Work Programmes for each of the Board Committees overlap or gaps in their collective assurance function will be avoided and overseen by the Audit Committee in its annual review of the Committee structure.

8.2 For the avoidance of doubt, it is noted that the following items remain within the area of responsibility of the Finance, Investments & Performance Committee (as specified in its Terms of Reference):

- management of the NNUH PFI Contract;
- development and approval of business cases;
- review, prioritisation and monitoring of the Capital Plan;
- digital capacity & capability falling outside the EPR Programme.

8.3 Whilst the Major Projects Assurance Committee will focus on a defined list of Major Projects (updated over time), core change activity must remain 'Business As Usual' for the other Board assurance committees to oversee as relevant to their ToRs. Inclusion in the remit of the MPAC is by exception; the default position is that assurance regarding change and improvement activity will rest with the relevant assurance committee (Quality & Safety, People & Culture and Finance, Investments & Performance) unless determined otherwise by the Board.

8.4 The list of major projects to be overseen by the MPAC will be reviewed by the Board as part of reviewing its Terms of Reference and otherwise as required. The Board may be asked to add Projects onto the MPAC list by the relevant project SRO, by another Board assurance committee or by the Board at its own initiation.

8.5 Whilst the Major Projects Assurance Committee will seek assurance on behalf of the Board, executive and managerial responsibility for relevant projects remains with the executive directors, project SROs and the Hospital Management Board.

9 PROCESS FOR MONITORING COMMITTEE EFFECTIVENESS

- 9.1 A report to the Board will be made following each meeting of the Committee, highlighting any key issues and matters of escalation.
- 9.2 The Committee will carry out an annual review of its performance and function in satisfaction of these Terms of Reference and report to the Board on any consequent recommendations for change.
- 9.3 The Committee shall submit an Annual Report to the Trust Board and Audit Committee, reporting on the work of the Committee, member attendance and the results of its annual review of performance and function.

10 REPORTING COMMITTEES

- 10.1 In order to obtain assurance with regard to the implementation of Major Projects, the Committee will receive regular reports from relevant operational and managerial committees which may include:
- Capital & Estates Committee
 - DAC Programme Board
 - EPR Programme Board
 - Transformation Steering Group
 - Digital Transformation Group.

11 APPENDICES

- 11.1 **Appendix 1:** Current Reporting & Accountability Structure (as approved by Board of Directors from time to time)
- 11.2 **Appendix 2:** Current List of Major Projects agreed as falling under remit of Major Projects Assurance Committee (as approved by Board of Directors from time to time)
- 11.3 **Appendix 3:** Extract from current Organisational Framework for Governance depicting Key Sources of Assurance for the Major Projects Assurance Committee (as approved by Board of Directors from time to time)

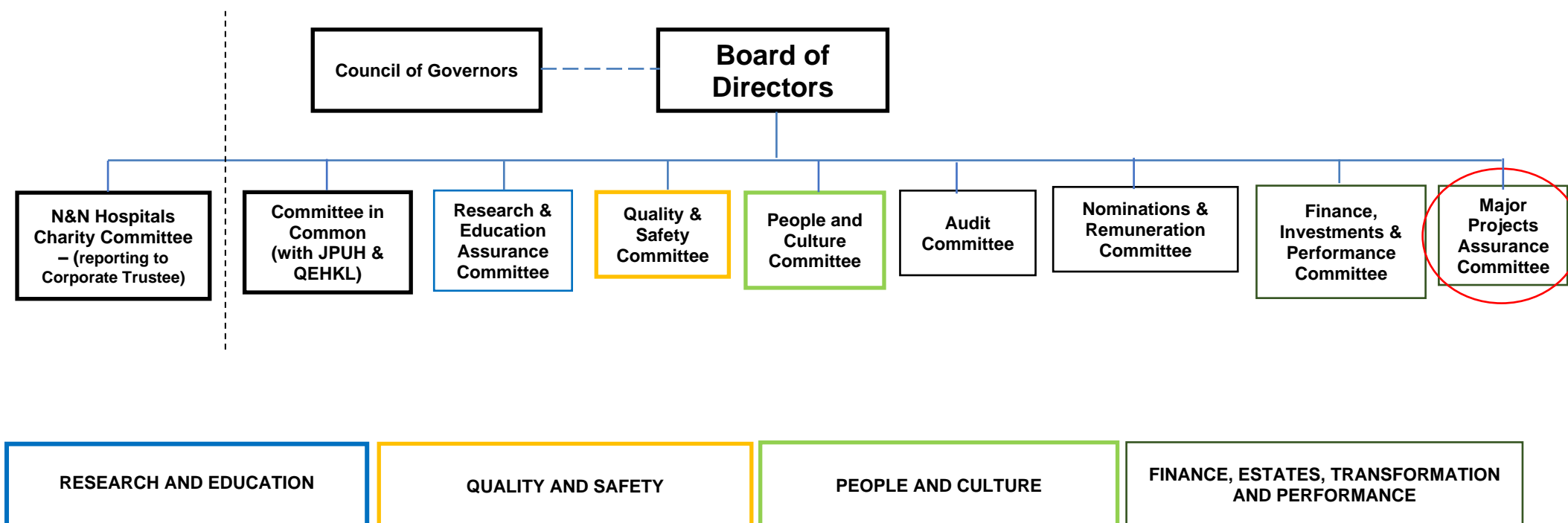
Approved by the Trust Board on: 3 April 2024

Annual Review date: April 2025

Appendix1: Current Reporting & Accountability Structure (as approved by Board of Directors from time to time)

Foundation Trust Board Reporting Structure

- Leadership of the Foundation Trust is provided by its Board of Directors (a unitary Board with a majority of Non-Executive Directors).
- The Board has established a structure of Board Committees with responsibility to seek assurance on behalf of the Board and/or to exercise specific delegated authority.
- That Committee structure is detailed below:



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Appendix 2 (to the MPAC ToRs):

Current List of Major Projects agreed as falling within the remit of the Major Projects Assurance Committee – as at March 2024

In order to ensure clarity as to the remit and scope of the Major Projects Assurance Committee (MPAC), and to avoid duplication with regard to the work of this Committee and that of the other Board assurance committees, the Board of Directors has agreed this schedule of major projects that will be overseen by the MPAC:

1. Completion of the construction of **Norfolk & Norwich Orthopaedic Centre (NANOC)**
2. Completion of the construction of **paediatric theatre complex** in the Jenny Lind Children's Hospital
3. Construction of the NNUH **Diagnostic & Assessment Centre (DAC)** on the NRP – (recognising the role of the DAC Programme Board with respect to the 3-site Norfolk & Waveney DAC Programme)
4. The NNUH **Strategic Transformation Programme** comprising workstreams:
 - i) Length of Stay
 - ii) Outpatients
 - iii) Diagnostics
 - iv) Theatres
 - v) Digital – business admin processes
 - vi) Pharmacy
5. Implementation of the **Electronic Patient Record** system (recognising the role of the EPR Programme Board with respect to the 3-site Norfolk & Waveney EPR Programme).
6. Commissioning & Implementing the **Laboratory Information Management System (LIMS)**

This schedule will be reviewed by the Board of Directors as part of its regular review of the MPAC Terms of Reference and otherwise as required. The Board may be asked to add or remove Projects from this schedule by the relevant project SRO, by another Board assurance committee or by the Board at its own initiation. An indicative financial threshold >£10m is to be applied in identifying the Major Projects to fall under the remit of the Committee, but this threshold will be applied at the discretion of the Board.

For the avoidance of doubt, it is noted that the Major Projects Assurance Committee is an assurance committee. Executive and managerial responsibility for relevant projects remains with the executive directors, project SROs and Hospital Management Board.

Appendix 3: Extract from current Organisational Framework for Governance depicting Key Sources of Assurance for the Major Projects Assurance Committee (as approved by Board of Directors from time to time)

