

TERMS OF REFERENCE

for the


**University Hospitals Dorset NHS Foundation
Trust**

**Population Health and System
Committee**

August 2024

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BOARD OF DIRECTORS/COMMITTEE APPROVAL

If the Board/Committee has approved this document, please sign and date it and forward copies for inclusion on the Intranet.

Name of approving body	Board of Directors	Date	4 September 2024
Print Name	Rob Whiteman	Signature of Chair	

UNIVERSITY HOSPITALS DORSET NHS FOUNDATION TRUST

POPULATION HEALTH AND SYSTEM COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

- 1.1 The Trust's vision is to positively transform its health and care services as part of the Dorset Integrated Care System. Its mission is to provide excellent healthcare for its patients and wider community and be a great place to work now and for future generations.
- 1.2 The Population Health and System Committee will do this including through:
- Providing oversight of the implementation by the Trust of its responsibilities pursuant to the Our Dorset strategic plan for population health and health inequalities;
 - Assisting the Trust's Board of Directors (Board) in its oversight of achievement of breakthrough objectives and strategic initiatives relating to population health and health inequalities;
 - Receiving and reviewing information and data relating to population health and health inequalities reporting to the Board.
- 1.3 The Committee is a committee of the Board and has no executive powers other than those specifically delegated in these terms of reference.

2. RESPONSIBILITIES

Our Dorset Strategic Plan and Trust's objectives and initiatives for Population Health and Health Inequalities

- 2.1 To receive confirmation from the Board, on an annual basis, of:
- the relevant breakthrough objectives; and
 - the relevant strategic initiatives;
- which are to be held to account by the Committee.
- 2.2 To obtain assurance that the relevant breakthrough objectives and strategic initiatives for which the Board has delegated responsibility for oversight to the Committee, are being delivered effectively through monitoring progress, appropriate challenge and escalating to the Board when required.

Population Health and Health Inequalities

2.3 Strategic development, monitoring and review

- 2.3.1 To develop the architecture to support outcomes-based population health improvement and measurement.
- 2.3.2 To consider key population health/pathway issues and commission work from clinical groups within the Trust as appropriate, reviewing re-engineered pathways and outcomes.

2.4 Assurance

- 2.4.1 To obtain assurance that the Trust's delivery plan aligns with the Dorset Integrated Care Board strategy and/or relevant aspects of the Core 20 plus 5 approach.

2.4.2 To obtain assurance that the Trust has efficient processes to identify variation in outcomes, incorporating those with protected characteristics and other vulnerable groups.

2.4.3 To obtain assurance that significant strategic change programmes deliver a positive impact, where possible, on reducing variation in outcomes between groups with protected characteristics and other vulnerable groups and services are adapted to meet the needs of those groups appropriately.

2.5 **ICS**

2.5.1 To receive and review relevant reports of or relating to the Dorset integrated care system and provider collaborative.

2.6 **Learning and innovation**

2.6.1 To consider and review, as appropriate, available good practices and learning from other organisations.

2.7 **Anchor Institutions**

2.7.1 To conduct deep dives in relation to the Trust's approach to being an anchor institution.

3. MEMBERSHIP/ ATTENDANCE

3.1 Membership of the Population Health and System Committee comprises of three Non-Executive Directors and the Chief Strategy & Transformation Officer.

3.2 In addition, the following will attend the Committee to provide information and advice with prior agreement of the Committee Chair and/or to present a report to the Committee or if a Chief Officer is unable to attend:

- Medical Director for Integrated Care
- Director of Operational Performance & Oversight
- Representatives of the Dorset Integrated Care Board

and others as invited by the Committee Chair.

3.3 The Committee will be chaired by a Non-Executive Director of the Trust. A Non-Executive Deputy Chair may be nominated. In the absence of the Chair and/or an appointed Deputy, the remaining members shall elect one of the Non-Executive Directors present to chair the meeting.

3.4 Subject to paragraphs 3.2 above and 3.6 below, only members of the Committee have the right to attend Committee meetings. If a standing member is unable to attend, they may exceptionally send a deputy to the meeting, but the deputy will not have voting rights at the meeting. The Chief Executive Officer may attend on an ad-hoc basis or as required.

3.5 Committee members should aim to attend all scheduled meetings but must attend a minimum of two thirds of meetings. The Company Secretary (or their nominee) will maintain a register of members' attendance.

3.6 Any member of the Board may attend any meeting of the Committee with prior agreement of the Committee Chair.

- 3.7 Governor(s) may be invited by the Chair to attend meetings of the Committee as observer(s) Observers are not members of the Committee.

4. AUTHORITY

- 4.1 The Committee is authorised by the Board to investigate/review any activity within the Terms of Reference.
- 4.2 The Committee is authorised to approve its governance cycle.
- 4.3 The Committee is authorised by the Board to obtain any external advice it requires to discharge its duties and to request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.
- 4.4 The Committee is authorised to obtain such internal information as is necessary and expedient to the fulfilment of its functions.
- 4.5 The Committee is authorised to approve policies in accordance with the Document Control Policy.

5. CONDUCT OF BUSINESS

- 5.1 The Constitution, Scheme of Delegation and Standing Orders of the Trust, as far as they are applicable, shall apply to the Committee and any of its meetings.
- 5.2 The Committee will normally meet on a quarterly basis and at such other times as the Committee Chair shall require.
- 5.3 Meetings of the Committee shall be quorate if there at least two members present, which will include the Chair (or a Non-Executive Director deputy). For the avoidance of doubt, an Officer in attendance who has been formally appointed by the Board to act up for an Executive Director shall count towards the quorum.
- 5.4 If a meeting of the Committee is inquorate, then the meeting can progress if those present determine. However, no business shall be transacted; items requiring approval may be submitted to the next meeting of the Board as an urgent item.
- 5.5 Meetings of the Committee shall be called by the Company Secretary at the request of the Chair.
- 5.6 The Company Secretary (or their nominee) is responsible for preparing the agenda for agreement by the Chair, with the Chair consulting with the Chief Medical Officer, as considered appropriate. The Company Secretary (or their nominee) shall collate and circulate papers to Committee members. Unless otherwise agreed by the Committee Chair, papers should be provided not less than seven working days before the meeting and the agenda and papers should be circulated not less than five working days before the meeting.
- 5.7 The agenda and papers shall be made available upon request to members of the Board.

- 5.8 Under exceptional circumstances, in the case of emergency or urgency, items of business may be conducted outside of formal meetings. This should normally be agreed by the Committee in advance and carried out either by: Chair's action, calling an extraordinary meeting or reaching consensus on a decision by e-mail. Any decisions made in this manner must be formally ratified by the Committee and/or Board at the next meeting.
- 5.9 Committee business may be transacted through virtual media (including, but not limited to video conferencing). At the start of each meeting taking place without all parties physically present, the Chair shall be responsible for determining that the meeting is quorate.
- 5.10 Proceedings and decisions made will be formally recorded by the Company Secretary team in the form of minutes, which will be submitted to the next meeting of the Committee for approval.
- 5.11 Members will be expected to conduct business in line with the Trust's values and objectives.
- 5.12 Members of, and those attending, the Committee shall behave in accordance with the Trust's Constitution, Standing Orders and Codes of Conduct (including, but not limited to, observing confidentiality).
- 5.13 Members must demonstrably consider the equality and diversity implications of decisions they make.

6. RELATIONSHIPS AND REPORTING

- 6.1 The Committee shall be accountable to the Board.
- 6.2 The Committee shall make recommendations to the Board in relation to issues that require decision or resolution by the Board.
- 6.3 The Chair shall present a report summarising the proceedings of each Committee meeting at the next meeting of the Board. For the avoidance of doubt, where practicable, this shall be a written report, with a verbal update being provided as necessary.
- 6.4 The Committee shall refer to the Audit Committee, Finance & Performance Committee, People & Culture Committee and/or Quality Committee any matters requiring review or decision in such forum(s).
- 6.5 For the avoidance of doubt:
- the People and Culture Committee will have oversight of the development by the Trust of an effective staff structure and workforce operating model across the organisation; and
 - the Quality Committee will have oversight of quality and safety issues including private patient care as part of the quality governance process.
- 6.5 The Committee shall receive reports from sub-groups of the Trust Management Group and/or Board Committees that specify matters requiring escalation to the Committee. The Committee shall also receive, from time to time, such reports from such sub-groups as it may require to provide it with assurance relating to matters within the scope of the Committee's responsibilities.

7. MONITORING

- 7.1 Attendance will be monitored at each committee meeting. A matrix (see example at Appendix A) of membership attendees will be used for monitoring purposes.
- 7.2 The Trust's Annual Report will include attendance of members, frequency of meetings and whether meetings were quorate.
- 7.3 On an annual basis, the Committee will provide a self-assessment report to the Board detailing how the Committee has discharged its obligations as set out within its terms of reference, specifically incorporating an assessment of its effectiveness and making recommendations for improvement, where appropriate.

8. REVIEW

- 8.1 These Terms of Reference will be reviewed annually or sooner if appropriate.
- 8.2 The position of the Chair of the Committee will be reviewed at least every three years.

APPENDIX A

ATTENDANCE AT POPULATION HEALTH AND SYSTEM COMMITTEE MEETINGS

NAME OF COMMITTEE:	Population Health and System Committee								
Present <i>(include names of members present at the meeting)</i>	Meeting Dates								
In Attendance									
Was the meeting quorate? Y / N <i>(Please refer to Terms of Reference)</i>									