



**North East and
North Cumbria**

People & Organisational Development Subcommittee Terms of Reference

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1. Establishment

The People & Organisational Development (OD) Subcommittee is a Subcommittee established by the Executive Committee, in accordance with the NHS North East and North Cumbria's (hereafter referred to as the ICB) Scheme of Reservation and Delegation (SoRD) and Constitution.

2. Terms of reference:

Definition of terms: The terms of reference are defined by the ICB.

Amendment: The terms of reference may be amended in accordance with the provisions set out in this SOP (Establishing Subcommittees).

Publication: The terms of reference will be published in the ICB's Governance Handbook which is accessible here: <https://northeastnorthcumbria.nhs.uk/about-us/corporate-information/governance/>

3. Purpose

The People & OD Subcommittee has been established to provide assurance to the Executive Committee that adequate and appropriate governance structures, processes and controls are in place in respect of the ICB workforce and organisation development.

The Subcommittee is responsible for ensuring that effective People & OD programmes are developed and deliver continuous improvement in organisational effectiveness, within the context of system transformation and organisational change.

The Subcommittee is internally facing and has primary responsibility for receiving assurance regarding all aspects of strategic workforce and organisation development relating to ICB staff in support of getting the best outcomes.

4. Roles and responsibilities

This section describes the Subcommittee's duties, authority, accountability and reporting.

4.1 Duties

The People & OD Subcommittee's responsibilities are as follows:

- To provide assurance to the Executive Committee regarding the following strategic areas: workforce, health equity, diversity and inclusion, recruitment and retention, staff health, safety and wellbeing, organisation and leadership development, talent management, partnership, and citizenship.
- Embedding organisation wide ownership for the People & OD agenda and unblocking issues when they arise.
- Advocating for and upholding our ICB values, working to develop our engaging leadership, culture, and capacity for transformational change.
- Overseeing the continual development of an inclusive culture in which equity, diversity and belonging is embedded into all our people practices, ensuring that the ICB is meeting its legal obligations in relation to equality and diversity.
- Providing assurance to the Executive Committee on the development and delivery of a People and Organisational Development strategy that supports the ICB objectives and ensures an appropriate workforce culture is in place.

- Receiving reports relating to the creation and delivery of workforce plans aligned to ICB strategies to provide assurance to the Executive Committee that fit for purpose workforce plans are in place, which enable the ICB to operate within our budget and achieve sustainable staffing models.
- Reviewing the ICB's workforce performance indicators including sickness absence, training, appraisal, bank and agency usage and expenditure and monitor any necessary corrective plans and actions.
- Ensuring that legal and regulatory requirements relating to the workforce are met.
- Ensuring that processes are in place to understand and improve staff health and wellbeing.
- Monitoring the progress of the ICB plans to improve staff engagement and providing a forum for the employee voice to be heard through involvement and advocacy.
- Maintaining oversight and responsibility for People & OD practices across the whole employee lifecycle on behalf of the Executive Committee, ensuring we are continually improving outcomes.
- Providing assurance to the Executive Committee, and ultimately the Board, that there are mechanisms in place to allow staff to raise concerns and that these are dealt with in line with policy and national guidance.
- Consider the control and mitigation of workforce related risks and provide assurance to the Executive Committee that such risks are being effectively controlled and managed.
- Review and provide assurance on those elements of the Strategic Risk Register/ Board Assurance Framework identified as people and organisational development. This review should be upwardly reported to the Executive Committee when required.
- Implementation of the people priorities including delivery of the NHS Long Term Workforce Plan and People Promise.
- Internal workforce planning and sustainability.
- To approve arrangements for staff recruitment, retention, and development.
- To advise the Executive Committee on compliance with its statutory duties relating to people and employment legislation and to provide the Executive Committee performance reports of KPIs relating to people and employment.
- WRES disclosure.
- Prepare a Code of Conduct for staff for approval by the Executive Committee and Board if required
- Produce a dashboard of key workforce metrics that will be evaluated monthly by directorate line managers and the Subcommittee. Areas of concern will be highlighted to the Executive Committee as necessary.
- To produce quarterly reports for the Executive Committee

4.2 Authority

The Subcommittee is authorised to:	
Investigate	Investigate any activity within its terms of reference.
Seek information	Seek any information it requires within its remit, from any employee or member of the Board.
Investigate	Commission reports required to help fulfil its obligations from NECS.

The Subcommittee is authorised to:

Commission reports required to help fulfil its obligations from Audit One or the ICB's external auditors, in consultation with the Executive Chief Finance Officer.

Commission other external reports required to help fulfil its obligations, subject to the financial limits of the most senior member of the Subcommittee.

Obtain advice

Obtain independent professional advice and secure the attendance of advisors with relevant expertise to fulfil its functions. In doing so, the Subcommittee must follow any procedures put in place by the ICB for obtaining professional advice.

Create Groups

Groups may be established by the Subcommittee, but they have no formal status. They do not have any delegated authority from the Executive Committee. Their decision making is restricted to decisions and limits of individuals as set out in the ICB's financial limits and financial delegations. These may not be aggregated and therefore the limits are those of the most senior member present at any meeting of the group. Groups may be permanent or task and finish groups.

4.3 Delegation by Scheme of Reservation & Delegation (SoRD)

Decisions Delegated by the Scheme of Reservation & Delegation

Workforce Planning (delegated from the Executive Committee as the Parent Committee and in line with the financial limits and financial delegations)

4.4 Accountability and reporting

The Subcommittee is accountable to its parent committee and reports to its parent committee on how it discharges its responsibilities.

Accountabilities	Description
Draft minutes and reports	<p>The secretary formally records the minutes of each meeting.</p> <p>Approved minutes will be provided to the parent committee after each meeting, providing assurances on the business considered and escalating any concerns, where necessary.</p> <p>A quarterly highlight report will be presented to the parent committee.</p>

Monitor attendance	Attendance is monitored and profiled as part of the agenda at each Subcommittee meeting. Members should aim to attend 100% of meetings and must attend at least 75% of meetings and read all papers beforehand.
Cycle of business	In order to aid agenda planning, the Subcommittee may produce an annual work plan and cycle of business in consultation with its parent committee.
Continuous improvement	The Subcommittee utilises a continuous improvement approach in its delegation. Members review the effectiveness of the meeting at each sitting.

5. Subcommittee meetings

This section sets out meeting:

- Composition and quoracy
- Frequency and formats
- Procedures

5.1 Composition and quoracy

This section sets out the meeting composition and quoracy requirements.

Composition/ quoracy	Description of expectations
Chair	Deputy Chief of People & Culture
Deputy Chair	Deputy Director of People, OD and Culture
Absence of Chair or Vice Chair	In the absence of the chair, or vice chair, the remaining members present elects one of their number to chair the meeting.
Membership	Membership will comprise of core workforce representatives from across the ICB. Membership: Deputy Chief of People & Culture Deputy Directors of People & Culture Staff side representative Directors of Delivery

Composition/ quoracy	Description of expectations
	<p>Directors of Contracting and Oversight – North or South</p> <p>Director of Corporate Governance and Board Secretary</p> <p>Director of Communications</p> <p>Deputy Director of Technology</p> <p>Directors of Finance North / South</p> <p>Directors of Nursing North / South</p> <p>Director of Midwifery</p> <p>Director of Safeguarding</p> <p>Director of Strategy, Planning & Performance</p> <p>Director of Transformation, Primary Care, Community & UEC or Director of Transformation Healthier & Fairer</p> <p>Clinical Director of Medicines and Pharmacy</p> <p>Deputy director of Medical Directorate</p> <p>Medical Director of Cancer Alliance</p> <p>Members are required to send an appropriate deputy where they themselves cannot attend. Deputies as agreed by the Chair have the same voting rights as those that they are deputising for.</p> <p>Members are expected to have devolved accountability for their lead areas and be aware of the key issues to raise at People & OD Subcommittee and to endorse/support People & OD Subcommittee decision making. All members are expected to represent the views and requirements of their directorate or service group.</p> <p>EDI: When determining the membership of the Subcommittee, consideration will be given to diversity and equality.</p> <p>Involvement: In determining membership consideration will be given to the need for a patient and public involvement.</p> <p>Conflicts: Consideration must be given to material conflicts in the appointment of members.</p>
Attendees and procedure for absence	<p>Only members have the right to attend meetings.</p> <p>Other attendees: The chair may elect to co-opt additional attendees, where it is in the interests of the activities to do so. Membership will</p>

Composition/ quoracy	Description of expectations
	<p>be reviewed annually to ensure it remains relevant to the objectives of the Subcommittee.</p> <p>Procedure for absence:</p> <p>Where a member or any regular attendee of the Subcommittee is unable to attend a meeting, a suitable alternative may be agreed with the Chair.</p> <p>The Chair may ask any or all of those who normally attend to withdraw to facilitate open and frank discussion of particular matters.</p>
Quoracy and Procedure for Inquoracy	<p>Threshold: A minimum of half the membership and must include the Deputy Chief of People & Culture, 1x Director of Delivery, 1x Director of Finance, 1x Director of Contracting & Oversight and 1x Director of Nursing (or nominated deputies).</p> <p>Absence: Where members are unable to attend, they should agree this with the chair.</p> <p>Disqualification: If any member of the Subcommittee is disqualified from participating in an item on the agenda, due to a declared conflict of interest, that individual no longer counts towards the quorum.</p> <p>Inquoracy: If the quorum is not reached, the meeting may proceed if those members attending agree, but no decisions may be taken.</p>

5.2 Frequency and formats

This section on Subcommittee meetings describes the meeting frequency and formats.

Frequency/ format	Description
Meeting frequency	<p>The Subcommittee will meet at least 10 times per year.</p> <p>Additional meetings may be convened on an exceptional basis at the discretion of the Subcommittee Chair.</p> <p>The Executive Committee Chair may ask the Subcommittee to convene further meetings to discuss particular issues on which they want the Subcommittee's advice.</p>
Public vs closed	<p>The Subcommittee will generally meet in private, however any aspects that may have a requirement for public visibility will be managed in a public facing meeting.</p> <p>External Audit, Internal Audit and Local Counter Fraud representatives will have full and unrestricted rights of access to the Subcommittee.</p>

Frequency/ format	Description
Virtual meetings and extra-ordinary meetings	In accordance with the Standing Orders, the Subcommittee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

5.3 Procedures

Procedure	Description of rules and expectations:
Agenda	<p>The Chair is responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference.</p> <p>Members are expected to identify agenda items for consideration to the chair and any meeting papers using the prescribed format at least 5 working days before the meeting.</p>
Conflicts of interest	<p>Declarations: All members and those in attendance must declare any actual, potential, or perceived conflicts of interest. This is recorded in the minutes.</p> <p>Exclusions: The Subcommittee will follow and apply the ICB's Standards of Business Conduct and Declarations of Interest policy with regards to the management of conflicts of interest. This means that the chair will consider the exclusion of members and / or attendees from discussion and / or decision-making if individuals have a relevant material or perceived interest in a matter under consideration.</p>
Decision-making	Decisions: Decisions are taken in accordance with the Scheme of Reservation and Delegation, Financial Limits and Financial Delegations and Standing Orders and are arrived at by consensus.
Conduct	The Subcommittee's conducts its business in accordance with relevant codes of conduct / good governance practice, including the Nolan principles of public life, the ICB Standards of Business Conduct Policy and Declarations of Interest policy, and other relevant policies / guidance on good and proper meeting conduct for NHS organisations

6. Secretariat and administration

This section describes the functions of the secretariat whose role is to support the Subcommittee in the following ways:

Functions	Description
Distribute papers	Prepare and distribute the agenda and papers in accordance with the Standing Orders following their agreement by the chair with the support of the relevant executive lead.
Monitor attendance	Monitor the attendance of those invited to each meeting and highlight to the Chair those that are not meeting the minimum attendance requirements.
Maintain records	Record conflicts of interest.
Minute Taking	Take good quality minutes and agree them with the Chair. Keep a record of matters arising, action points and issues to be carried forward.
Support for Chair & Committee	Support the Chair in preparing and delivering reports to the parent committee. Take forward action points between meetings and monitor progress against those actions.
Provide updates	Update the Subcommittee on pertinent issues/ areas of interest/ policy developments.
Governance advice	Provide easy access to governance advice for Subcommittee members

Appendix 1: Approval History

Version	Date	Approved by	Status
V1.0	12/03/2024	Executive Committee	First Issue
V2.0	23/07/24		Second Issue

Appendix 2: Review History

Version	Date	Reviewed by	Changes Required Y/N?	Summary of changes (once changes are approved Appendix 1 should be updated)
V2.0	TBC	People & OD Subcommittee	Y	Membership reduced at the request of Executive Committee.

Review date: March 2025

Contact: ICB Corporate Governance Team

Document control

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