Ashford and St. Peter's Hospitals NHS
NHS Foundation Trust

TRUST BOARD
27th September 2012

TITLE	**Strategy Committee Meeting Terms of Reference**
EXECUTIVE SUMMARY	The Board has previously approved the establishment of a Strategy Committee as a formal sub-committee of the Trust Board. The Terms of Reference have been reviewed and updated. In particular the Terms of Reference now refer to 'Transactions' which will be incorporated in the Constitution following the Health and Social Care Act 2012, and responsibilities related to Monitor's Risk Evaluation for Investment Decision (REID) guidance.
BOARD ASSURANCE (Risk) / IMPLICATIONS	The establishment of this Committee will provide assurance to the Board on strategic context, risks and mitigation plans.
STAKEHOLDER / PATIENT IMPACT AND VIEWS	The Committee will, from time to time, consider the wider impact on stakeholders and patients and their views.
EQUALITY AND DIVERSITY ISSUES	The Committee will ensure that it carries out its function in accordance with equality and diversity principles.
LEGAL ISSUES	The establishment of this Committee is permissible within the context of the Constitution and Standing Orders.
The Trust Board is asked to:	Agree the revised Terms of Reference
Submitted by:	Andrew Liles, Chief Executive
Date:	13th September 2012.
Decision:	For approval.

Ashford and St. Peter's Hospitals NHS
NHS Foundation Trust

Terms of Reference; Strategy Committee
Draft 2012 v2

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Committee or Group and all employees are directed to co-operate with any request made by the Committee.

Membership

1. Trust Chairman (Chair)
2. Chief Executive
3. Non Executive Director Chairman of Finance Committee
4. Non Executive Director
5. Finance Director
6. Medical Director

In attendance

7. Integration Director
8. Director of Special Projects

All Board members have an open invitation to attendee while not forming part of the quorum

Attendance

Attendance at meetings is essential and each member is required to attend at least 75% of meetings.

Quorum

The quorum necessary for transaction of business will be at least 3 members. The attendees must include 1 Non Executive Director and 1 Executive Director.

Frequency and Conduct

The Committee will meet monthly, usually preceding the Closed Board meeting.

Chairman

The Trust Chairman will act as Chair of the Committee. In their absence the Chief Executive will deputise.

Secretary

The Head of Corporate Affairs will act as Committee Secretary and the duties include

- Collation of the papers
- Taking the minutes and keeping a record of matters arising and issues tp be carried forward
- Advising the committee on pertinent areas

The Chief Executive will agree the agenda with the Chair.

Papers will be circulated 1 week prior to the meeting.

Duties

The Strategy Committee is established to provide strategic leadership to the Trust's acquisition of Epsom Hospital.

The Committee will also take a longer term view and formulate strategy for the organisation including major service developments, partnerships, mergers and acquisitions.

The Committee's duties will include scrutiny of matters which fall within the definition of 'Transaction' within the Constitution and therefore require the approval of the Council of Governors.

Key Responsibilities

1 **RISK EVALUATION FOR INVESTMENT DECISIONS**

To carry out the functions of the Investment Committee described in the Monitor publication *Risk Evaluation for Investment Decisions by NHS Foundation Trusts* and specifically to :

a) establish the overall methodology, processes and controls which govern investments;

b) ensure that robust processes (e.g. evaluation of fit with the NHS foundation trust's overall strategy, use of appropriate independent professional advisers) are followed; and

c) evaluate, scrutinise and monitor investments.

d) Develop and review annually an investment policy that defines Ashford and St Peter's Hospitals investment policy, approach to risk and process for evaluation of target investments.

2 **STRATEGY**

To oversee the on-going development of the Trust's overall strategy.

3 **TRANSACTIONS**

The Constitution defines a Transaction for which Council of Governor approval is required.

The Strategy Committee will evaluate and scrutinise all Transactions which fall within this definition prior to their consideration by both the Board and the Council of Governors.

4 **EPSOM TRANSACTION**

a) To provide strategic direction to the Trust's activity to acquire Epsom General Hospital

b) To ensure the development of a robust commercial case for the acquisition which supports the delivery of Ashford and St Peter's Hospitals objectives

c) To guide the overall process by which Ashford and St Peter's Hospitals bids for, negotiates the acquisition terms of, and implements the transaction to integrate

Epsom General Hospital

d) To ensure the benefits and risks associated with the transaction are being identified and appropriately managed

e) To review the transaction in the light of the 'go/no-go' criteria agreed by the Board

Reporting Lines

The Chair will report to the Trust Board on the proceedings of the Committee and draw attention to any issues that require disclosure or require action.

Minutes of the Committee will be provided for the Trust Board after each meeting.

An Epsom Implementation Group has been established, with a series of supporting work groups and subgroups, to manage the acquisition, as summarised in the diagram below.

The Strategy Committee will oversee the operation of the Epsom Implementation Group and supporting Work groups.

Monitoring

The Chair of the Committee shall draw to the attention of the Trust Board any issues that require disclosure to the Board, or require executive action; the speed of communication should be proportionate to the seriousness and likely impact of the issue.

The Chair will also report to the Trust Board at each meeting on the proceedings of the Committee since the previous meeting.

Membership and terms of reference will only be changed with the approval of the Committee and the Board and will be reviewed and agreed annually.

Approved by Trust Board :

Review date