Programme Board ToR

Cardiff and Vale University Health Board

UHW2 Programme Board

Terms of Reference

1. Purpose

1.1. The Programme Board has been set up to oversee the development of the overall UHW2 programme and constituent projects within the programme by:

- Providing assurance that the leadership, management and governance arrangements are robust and appropriately discharged to deliver the outcomes and benefits of the programme.

- Providing oversight of the workstreams involved in development of the SOFH Business Cases the subsequent project business cases, including oversight of external advisors engaged to support UHB.

- Reviewing and approving reports, papers and business cases put forward by the workstreams. **This includes** the PBC, SOC and the constituent project business cases prior to them being submitted to the SOFH Committee, UHB Board and Welsh Government.

- Scrutinising the progress of the programme and providing the Management Executive, the SOFH Committee and the UHB Board with assurance that any deliverables and outputs are produced on time, to budget and in accordance with all professional standards.

2. Duties and responsibilities

2.1. The Programme Board will carry out the following duties and responsibilities:

In relation to the overall programme

- Consider and agree the overall scope of the programme and each constituent project and act as an approving body for any changes to this scope.

- Steer, scrutinise, inform and approve relevant programme activities – in particular, provide leadership, coordination and strategic direction of the programme and relevant workstream deliverables.

- Provide assurance that the Programme has a clear and consistent strategic direction of travel, which is aligned to Shaping our Future Wellbeing and Wellbeing of Future Generations act; strong and effective leadership; transparent lines of accountability and responsibility; and effective and timely reporting to key internal and external decision-makers.

- Scrutinise programme and project documentation to ensure the direction of the SOFH programme remains within the scope set by the UHB Board and SOFH Committee and is consistent with wider system plans and political environment.

- Advise on stakeholder management strategy and specific plans to ensure buy-in from key internal and external stakeholders has been secured.

- Act as the first escalation point for the SOFH Working Group or any other stakeholder involved in the programme to seek advice and direction on any points of contention.

In relation to the SOC/S

- Oversee the development of the SOC/S and constituent project business cases for the SOFH programme within the time, cost and to required quality, as specified by the UHB Board and the Welsh Government

- Approve and monitor the ongoing progress of:

    (a) The programme plan, including objectives, key milestones, resource plan and performance monitoring for key deliverables

    (b) Appointment of all external project advisors and contractors

    (c) All procurement documentation relating to the programme

    It will seek explanations and remedies for any deviation from the timelines and report any concerns to the Management Executive and UHB Board as and when necessary.

- Ensure that an effective risk management system is in place and regularly scrutinise the programme risk register

- Receive and scrutinise progress reports from individual workstream leads and the SOFH Working Group

- Scrutinise and assure that the Programme and Project expenditure against the budget allocated is appropriate and managed effectively

3. Composition

3.1. The Programme Board is appointed by the Management Executive to ensure representation by key stakeholders involved in the programme development, as well as representation of the views of service users and staff.

3.2. Members:

- Executive Director of Strategic Planning (Chair);
- Chief Executive;
- Executive Medical Director;
- Director of Finance;
- Programme Director for UHW2;
- Pro Vice-Chancellor, College of Biomedical and Life Sciences, Cardiff University
- Estates Director, Cardiff University
- Chief Clinical Information Officer, Cardiff and Vale University Health Board

3.3. Attendees as requested:

- Director of Capital, Estates and Facilities, Cardiff and Vale University Health Board
- Director of Corporate Governance, Cardiff and Vale University Health Board
- Executive Director of Workforce and Organisational Development, Cardiff and Vale University Health Board
- Executive Director of Therapies & Health Sciences, Cardiff and Vale University Health Board
- Executive Director of Public Health, Cardiff and Vale University Health Board
- Executive Nurse Director, Cardiff and Vale University Health Board
- Interim Executive Director of Finance, Cardiff and Vale University Health Board
- Director of Estates and Campus Facilities, Cardiff University
- Director of Economic Development, Cardiff City Council
- Managing Director, Vale of Glamorgan Council

- A representative from Grant Thornton UK LLP, strategic advisor consortium lead to the UHB

3.4. The Board will be chaired by the Executive Director of Strategic Planning. In their absence, they will nominate a Deputy Chair from the membership to chair the meeting.

4. Declaration of Interest

4.1. All members and attendees of the Board must declare any relevant personal, non-personal, pecuniary or potential interests at the commencement of any meeting. The Chair of the Board will determine whether there is a conflict of interest such that the member and/or attendee will be required to not participate in a discussion or otherwise limit their involvement in the meeting.

4.2. Any member at any time is entitled to ask the Chair whether an item of business should be discussed outside of a meeting in common for any reason.

4.3. The Director of Corporate Governance can provide advice on reporting Declarations of Interests.

5. Meetings

5.1. The Programme Board will meet monthly. Agenda will be agreed by the Chair and agenda and papers to be circulated 2 working days before the meeting, unless by exception and agreed with Chair of meeting in advance.

5.2. The quorum for meetings is at least 50% of all members, including either the Chair or the Deputy Chair. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the duties or powers vested in or exercisable by the Board.

5.3. Any Independent Member who is not a member of the Programme Board is entitled to attend Programme Board meetings. At the invitation of the Programme Board Chair, others may also attend the Programme Board meetings.

5.4. The Committee Chair may ask any or all of those who normally attend, but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. Authority

The Programme Board is authorised:

6.1. To seek any information it requires, or request attendance at a meeting, from an employee of the UHB or any other person in order to effectively discharge its duties;

6.2. To obtain professional advice on any matter within its terms of reference, subject to Management Executive approval. UHB Procurement team will be consulted prior to procurement of external advice;

6.3. To appoint sub-committees or Working Groups with such membership and terms of reference as the Programme Board may determine, and delegate any of its responsibilities to such a sub-committee or working group.

7. Reporting responsibilities

The Programme Board Chair shall:

7.1. Report, on a monthly basis, to the Management Executive and on a bi-monthly basis to the SOFH Committee on the Programme Board's activities. This includes verbal updates and, where relevant, submission of written highlight reports by exception throughout the year.

7.2. Ensure appropriate escalation arrangements are in place to alert the Management Executive, SOFH Committee, the UHB Board or other relevant Committees of any critical matters that may affect the programme progress, operation or reputation of the UHB.

7.3. Bring to Management Executive's attention any significant matters under consideration by the Board.

7.4. Make the recommendations to the Management Executive it deems appropriate in any area concerning the programme where action or improvement is required.

8. Decisions and disputes

8.1. Decisions will normally be reached by consensus. In the event of a disagreement, a member vote will be taken. IN the event of a tie, the Chair will have the casting vote.

8.2. In the event of further disagreement, decisions will be referred to the Management Executive.

9. Review

9.1. These Terms of Reference will be reviewed in 6-month intervals by the Programme Board with reference to the Management Executive.