

# Commercial Development and Investment Committee

## Terms of Reference

### 1. Constitution

The Commercial Development and Investment Committee is formally established as a sub-committee of the Board of Directors of Frimley Health NHS Foundation Trust (the Trust).

The Commercial Development and Investment Committee will review these Terms of Reference on an annual basis as part of a self-assessment of its own effectiveness. Any recommended changes brought about as a result of the yearly review, including changes to the Terms of Reference, will require Board of Directors' approval.

### 2. Authority

The Commercial Development and Investment Committee is directly accountable to the Board of Directors. All minutes of committee meetings will be reported directly to the Board of Directors.

The Commercial Development and Investment Committee is authorised by the Board of Directors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee. The Commercial Development and Investment Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Commercial Development and Investment Committee has delegated powers to approve capital investments schemes, and long-term leases up to its authorised limits. The limits will be reviewed periodically by the Board of Directors. The authorised limits for the Committee are capital investment schemes and long-term leases (life cycle costs), which have been agreed by the Board of Directors in the Annual Plan, with costs between £3,000,000 and £5,000,000. If a capital investment scheme, or lease, exceeds the authorised limit, or was not previously agreed by the Board of Directors in the Annual Plan, it will be referred to the Board of Directors for approval, with a recommendation from the Committee.

### 3. Aim

The aim of the Commercial Development and Investment Committee is to provide the Board of Directors with assurance that major capital investment schemes are in line with the Trust's overall agreed strategy.

### 4. Objectives

Specific duties of the Commercial Development and Investment Committee include:

#### 4.1 Major Capital Investment Schemes

The Committee has a duty to ensure that a Business Case is prepared which includes sufficient information on the business needs, benefits, risks, funding and affordability, available options, costs, clinical and quality outcome measures, project development milestones, project management and regulatory requirements for it to decide whether or not to approve the scheme or lease.

If major capital investment schemes are approved by the Committee, and by the Board of Directors if appropriate (see Section 2), the Committee will be responsible for reviewing the outcomes achieved following completion.

## 4.2 Key Commercial Arrangements

The Committee will review key commercial arrangements including long-term leases, and major service developments. The Committee will track the progress of such developments, as appropriate.

## **5. Method of working**

A standard agenda as follows will be used by the Commercial Development and Investment Committee:

1. Apologies for absence
2. Declarations of Interest
3. Minutes of the previous meeting
4. Action Log
5. XXXX
6. XXXX
7. XXXX
8. Any Other Business
9. Date of next meeting

All minutes of the Committee will be presented in a standard format, as set out in Appendix A.

All meetings will receive an action log (detailing progress against actions agreed at the previous meeting) for the purposes of review and follow-up. The action log template is attached at Appendix B.

## **6. Membership**

### 6.1 Committee Membership

The members of the Commercial Development and Investment Committee shall comprise three Non-Executive Directors and five Executive Directors of the Trust, including the Chief Executive and Director of Finance.

### 6.2 Committee Chair

The Chair of the Committee is appointed by the Board of Directors and will be a Non-Executive Director. In the absence of the Chair of the Committee and/or appointed deputy, the remaining members present shall elect one of the other Non-Executive Directors to Chair the meeting.

### 6.3 Disclosure and Discussions

Each Committee member shall disclose to the Committee:

- Any personal financial interest in any matter to be decided to the Committee.
- Any conflict of interest;

Any such member shall refrain from discussions concerning such matters and, if requested by the Committee Chair, will leave the meeting for the duration of the discussion.

### 6.4 Attendees

Only members of the Commercial Development and Investment Committee have the right to attend Committee meetings. However, other individuals, including external advisors, may be invited to attend all or part of any meeting, as and when appropriate.

The Chief Executive, Director of Finance and other Executive Directors shall normally attend meetings.

## 6.5 Review of Membership

The membership will be reviewed annually by the Commercial Development and Investment Committee and Board of Directors to ensure it is still appropriate. Members' meetings attendance records will be kept and published in the Trust's Annual Report.

## **7. Quorum**

The quorum shall be three in person or by telephone, with at least two Non-Executive and one Executive Director present. 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 vested in or exercisable by, the Committee.

## **8. Frequency of Meetings**

The Commercial Development and Investment Committee will hold a minimum of four meetings a year. Meetings will be arranged as appropriate but generally every two months. Members of the Committee will be notified of each meeting confirming the venue, the time, date and duration no later than two months before the meeting.

Extraordinary meetings of the Committee may be called at short notice with the agreement of the Chair of the Committee.

Committee members are expected to attend a minimum of 75% of all meetings held each financial year.

The Commercial Development and Investment Committee will conduct its business as it sees fit. Decisions of the Committee will be a majority decision. In the case of equality of votes, the Chair of the Committee will have a second or casting vote or can decide to refer the matter to the Board for its consideration.

## **9. Secretariat**

An agenda and all supporting papers will be sent (electronically or as a hardcopy) to each Committee member, and any other person required to attend, usually no later than five working days before the date of the meeting. Where an external adviser has been retained, the adviser may circulate the papers to the members of the Nominations Committee.

Those persons submitting papers and reports for the meeting are instructed to do so no later than 10 days prior to the meeting.

Minutes and agenda will be circulated by the Assistant Company Secretary.

## **10. Reporting lines**

The minutes of each Committee meeting will be reported to private Board of Directors. Minutes of the Committee meetings will be circulated promptly to all members and, when agreed, to all members of the Board.

The Chair of the Committee will present the minutes of each meeting to the Board of Directors and shall draw its attention to all capital schemes, including those approved by the Committee within its delegated powers, through the routine capital investment reports presented to the Board of Directors. A summary of the minutes of each meeting will be included in the next public board agenda.

Where a significant risk emerges either through a report from through discussion at a Committee meeting, this will be reported to the Board.

## 11. Openness

Agenda, papers and minutes will be stored in the shared drive with restricted access.

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Reviewed by:

Date: 16 November 2018

Approved by: Board

Date: 7<sup>th</sup> December 2018

Review date: **November 2019**

## Redevelopment Programme Board

### Addendum to the Capital & Investment Committee terms of reference

#### Overview and purpose

The Board will oversee the programme to redevelop Heatherwood Hospital (HH), Wexham Park Hospital (WPH) Emergency Department (ED), WPH Women & Children's service (W&C) and the WPH Backlog maintenance programme.

#### Scope

It is responsible for providing assurance to the trust board concerning the progress of plans to redevelop HH, WPH ED, WPH W&C and the backlog maintenance programme ensuring that the programme delivers improvements that support the trust's aims and strategy within an acceptable timescale and cost. The initial programme objective is to ensure that Planning Permission is obtained and that Full Business Cases are produced and approval secured.

The scope of the redevelopment is set out in each approved Outline Business Case. Changes to this scope may be proposed but will need to be approved by the Steering Group and potentially the Programme Board.

#### Responsibilities

- 1 Ensure that the vision and strategic objectives for the Programme as set out in the Outline Business cases continues to support the Trust's aims and strategy.
- 2 Provide strategic leadership for the overall delivery of the Programme.
- 3 Approve the scope and direction of the Programme and sign off all the key stages and documents.
- 4 Monitor the progress and direction of the Programme making key decisions and agree corrective actions if required.
- 5 Monitor the achievement of the Programme Plan.
- 6 Agree the resource requirements necessary to support the implementation of the Programme and monitor resource use.
- 7 Ensure effective communication with internal and external stakeholders and align the programme with the wider strategic plans of key stakeholders.
- 8 Ensure a framework exists to achieve robust governance and accountability.
- 9 Receive assurance that the Programme is delivering against its stated aim, strategic objectives, and milestones to achieve the redevelopments within the agreed timescale.
- 10 Take proper account of views of the Clinical Commissioning Groups, and Local Authorities.
- 11 Monitor the identification and achievement of benefits to be delivered by the Programme.
- 12 Provide leadership and guidance in respect of issues and risks where these are escalated by the SRO or Steering Group. These may include, but are not limited to: addressing risks that may threaten the Programme as a whole, or that cannot be mitigated at Steering Group level; authorisation of any necessary corrective actions required; authorisation of changes in accordance with the change control process to be agreed; and review and agreement, or challenge (as appropriate), of proposed major changes to plans.
- 13 Receive progress reports from the SRO and Steering Groups and challenge and approve proposals concerning the design of clinical services.
- 14 Remove obstacles preventing or hampering the success of the Programme.