Terms of reference

Name of governance body

Strategy and Culture Committee

Constitution

The Strategy and Culture Committee ("the Committee") is a standing committee of the Board of Directors, established in accordance with the Trust's standing orders, standing financial instructions and Constitution.

Accountability

The Committee is accountable to the Board of Directors for its performance and effectiveness in accordance with these terms of reference.

The Board will retain its responsibility for defining the strategic aims and objectives of the Trust and oversight of organisational culture.

Authority

The Committee is authorised by the Board of Directors to seek any information it requires from within the Trust and to commission independent reviews and studies if it considers these necessary.

Purpose

The purpose of the Committee is to:

- Provide oversight and direction regarding the development of the Trust's strategic and sustainable future model
- Provide oversight and direction regarding the delivery of the QVH strategy 2025-2030, clinical ambitions and key enablers in the national context.
- Assist the Board in its oversight and delivery of people, culture and organisational development strategies which support the delivery of The QVH strategy 2025-2030 and ensure a sustainable future

To fulfil its purpose, the Committee will:

- Maintain oversight of the effective management of Board Assurance Framework and organisational risks appropriate to the committee's remit
- Identify the key strategic issues, risks and opportunities requiring discussion or decision by the Board of Directors
- Advise on appropriate mitigating actions

Duties and responsibilities

Duties

Sustainability

- Detailed oversight of the development of the Trust's strategic sustainable future model
- Inform proposals related to partnerships and strategic collaborations and making recommendations to the Board
- Influence proposals related to leadership and governance models and making recommendations to the Board

- Oversight of key strategic engagement activities related to organisational sustainability
- Oversight of how the organisation is embedding national priorities and direction in its strategic and sustainable future model

Strategy

- Oversight and direction of the QVH strategy 2025-2030 and provide assurance to the Board regarding its delivery
- Oversight and direction of the delivery of the Trust's strategic clinical ambitions
- Oversight and direction of the delivery of the Trust's key strategic enabling strategies - research & innovation and digital
- Monitor and provide assurance to the Board that the Trust's strategic direction is in alignment with national priorities and direction
- Oversight of key engagement related to organisational strategy
- Identify information needed by the Board for strategic decision making and ensure that the Board is sighted on key strategic risks, issues and opportunities

Culture

- Oversight of the development of the Trust's organisational culture and the delivery of people, culture and organisational development strategies
- Monitor and assure the Board on the development of an organisational culture which:
  - supports the delivery of a strategic sustainable future
  - is aligned with the Trust's values and behaviour framework
- Support the Board with its annual assessment of organisational culture

Risks and opportunities

- Maintain oversight of the effective management of Board Assurance Framework and organisational risks appropriate to the committee's remit

Chairing

The Committee shall be chaired by a Non-executive director.

If the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of a meeting, the Committee shall be chaired by one of the other Non-executive director members of the committee.

Meetings

Meetings of the Committee shall be formal, minuted and compliant with relevant statutory and good practice guidance as well as the Trust's codes of conduct.

The Committee will bi-monthly.

The Chair of the Committee may cancel, postpone or convene additional meetings as necessary for the Committee to fulfil its purpose and discharge its duties.

Secretariat

The Company secretary or their nominee shall be the secretary to the Committee and shall provide administrative support and advice to the Chair and membership. The duties of the secretary shall include but not be limited to:

- Preparation of the draft agenda for agreement with the chair.
- Organisation of meeting arrangements, facilities and attendance.
- Collation and distribution of meeting papers.
- Taking the minutes of meetings and keeping a record of matters arising and issues to be carried forward.

Membership

Members

The following post holders are members of the Committee and shall have full voting rights

- Two non-executive directors (one of which will be Chair)
- Chief Executive Officer
- Chief Medical Officer
- Chief People Officer
- Acting Chief Strategy Officer

Attendees

- The secretary to the committee
- Deputy Chief Strategy Officer
- Associate Non-executive director

The following posts shall be invited to attend meetings of the Committee as required according to the agenda, in full or in part, but shall neither be a member nor have voting rights:

- Chief Finance Officer
- Chief Nursing Officer
- Any member of the Board of Directors or senior manager considered appropriate by the chair of the Committee.

Quorum

For any meeting of the Committee to proceed, two Non-executive directors and one executive director must be present.

Attendance

Members and attendees are expected to attend all meetings or to send apologies to the Chair and secretary of the Committee at least five clear days* prior to each meeting.

Attendees may, by exception and with the consent of the Chair, send a suitable deputy if they are unable to attend a meeting. Deputies must be appropriately senior and empowered to act and vote on behalf of the Committee member.

Papers

Papers to be distributed to members and those in attendance at least three clear days* in advance of the meeting.

Reporting

Minutes of the Committee meetings shall be recorded formally and ratified by the Committee at its next meeting.

The Chair shall prepare a report of the latest Committee meeting for submission to the Board of Directors at its next formal business meeting. The report shall draw attention to

any issues of concern and any significant opportunities.

Review

These terms of reference shall be reviewed annually or more frequently if necessary. The review process should include the company secretarial team for best practice advice and consistency.

The next scheduled review of these terms of reference will be undertaken by the Committee in March 2027 in anticipation of approval by the Board of Directors at its meeting in May 2027.

*Definitions

In accordance with the Trust's constitution, 'clear day' means a day of the week not including a Saturday, Sunday or public holiday.