

<b>Terms of reference</b>
<b>Name of governance body</b>
Digital Committee
<b>Constitution</b>
The Digital 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.
<b>Accountability</b>
The Committee is accountable to the Board of Directors for its performance and effectiveness in accordance with these terms of reference.
<b>Authority</b>
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.
<b>Purpose</b>
<p>The purpose of the Committee is to:</p> <ul style="list-style-type: none"> <li>• Review and approve digital businesses cases, recommending for further approval as appropriate in accordance with the scheme of delegation</li> <li>• Assure the Board of Directors of the delivery and management of all digital projects and programmes</li> </ul> <p>To provide assurance the Committee will maintain a detailed overview of:</p> <ul style="list-style-type: none"> <li>• Progress against plan for all digital projects and programmes</li> <li>• The management of risks, both programme and corporate, appropriate to the Committee’s remit</li> </ul> <p>To fulfil its purpose, the Committee will also:</p> <ul style="list-style-type: none"> <li>• Identify the key issues and risks requiring discussion or decision by the Board of Directors</li> <li>• Advise on appropriate mitigating actions</li> <li>• Make recommendations to the Board of Directors as to the amendment or modification of the Trust’s strategic initiatives in the light of changing circumstances or issues arising from implementation</li> </ul>
<b>Duties and responsibilities</b>
<p><b>Duties</b></p> <p><i>Digital projects &amp; programmes</i></p> <ul style="list-style-type: none"> <li>• Oversight of all digital projects and programmes for QVH</li> <li>• Review and approval of digital investment in accordance with the scheme of delegation</li> <li>• Assurance that QVH projects and programmes align with the strategic ambitions of the NHS locally and nationally</li> <li>• Assurance that risks related to digital projects and programmes are appropriately managed</li> </ul>

- Assurance on financial control related to all digital projects and programmes
- Evaluate emerging digital opportunities on behalf of the Board of Directors.

#### *Corporate & digital programme risks*

- Review corporate risks allocated to the Committee for oversight and the implementation and monitoring of remedial actions
- Review and assess risks that have been escalated from the digital programmes that report to the Committee, where appropriate these will be escalated to the Board of Directors

#### **Responsibilities**

The Committee will oversee and provide assurance on the delivery of the QVH IM&T strategy, ensuring plans and services are aligned to local and national objectives. It will be responsible for oversight of all digital projects and programmes across the Trust to ensure objectives are aligned and resources are being effectively managed.

The Digital Board will make recommendations to the Board of Directors in relation to:

- Digital business cases and development opportunities
- Capital and other investment programmes related to digital
- Emerging digital opportunities

#### **Chairing**

The Committee shall be chaired by a non-executive director, appointed by the Trust Chair following discussion with the Board of Directors.

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 Digital Board.

#### **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 meet 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 Deputy 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 with voting rights**

The following postholders are members of the Committee and shall have full voting rights:

- Two Non-Executive Directors (including Digital Committee chair)

- Chief Executive
- Chief Finance Officer
- Director of Strategy and Partnerships
- Director of Operations
- Digital lead nurse (Chief Nurse to represent until post filled)
- Chief Information Officer
- Chief Clinical Information Officer
- Chairs of digital programme working groups

**In attendance without voting rights**

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

- The secretary to the Digital Committee (for the purposes described above)
- Digital programme leads
- 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, one non-executive director and one executive director member 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 December 2023 in anticipation of approval by the Board of Directors at its meeting in March 2024.

**\*Definitions**

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