



NHS England's and NHS Improvement's Digital Committees: combined Terms of Reference

Approved by the Boards on 14 May 2021

1. Purpose

- 1.1 The Boards of NHS England and of NHS Improvement (which consists of the Boards of Monitor and the NHS Trust Development Authority) have both established Digital Committees to meet in Common (referred to in these combined terms of reference as “the Committee”) to support the discharge of each Board’s respective duties and powers and their combined responsibilities by:
 - 1.1.1 ensuring greater non-executive director engagement in technology strategy, priorities, spend, delivery and direction so they can adequately represent digital interests on the Boards; and
 - 1.1.2 enabling the Boards to receive direct assurance of the Digital Committee on technology delivery, assurance of the organisational alignment between NHS Improvement, NHS England and NHSX, on technology priorities; assurance of the strategic alignment of technology programmes to the Long Term Plan commitments; and assurance of dependencies of technology programmes to changes in the system operating model, commissioning of services, quality and workforce.
- 1.2 This Committee enables oversight of the matters above by NHS England and NHS Improvement, but does not assume oversight or responsibilities in relation to matters that remain the decision-making responsibility of the Department of Health and Social Care.

2. Composition

Membership

- 2.1 The members of the Committee are appointed by the Boards and will be made up of:
 - For NHS England:
 - 2.1.1 One or more Non-Executive Directors of NHS England;
 - 2.1.2 National Director Digital and CEO NHSX;
 - 2.1.3 National Director of Transformation;
 - 2.1.4 National Chief Clinical Information Officer; and
 - 2.1.5 National Director of Improvement.
 - For NHS Improvement:
 - 2.1.6 One or more Non-Executive Director of NHS Improvement;
 - 2.1.7 National Director Digital and CEO NHSX;
 - 2.1.8 National Director of Transformation;
 - 2.1.9 National Chief Clinical Information Officer; and
 - 2.1.10 National Director of Improvement.

Committee Chair

2.2 The respective Committees will be chaired by a Non-Executive Director for from each organisation. In the absence of the nominated Chairs another Non-Executive Director will chair the meeting.

Secretary

2.3 The Head of Board Governance or their nominee will act as the secretary to the Committee.

3.Meeting arrangements

Attendance

3.3 Members of the Committee are expected to attend meetings wherever possible. In exceptional circumstances and subject to prior approval from the Chair of the Committee, a deputy can attend.

3.4 Any Non-Executive Director who is not a member of the Committee is entitled to attend Committee meetings. At the invitation of the Committee Chair, others may also attend the Committee meetings.

3.5 The Committee Chair may ask any person in attendance who is not a member of the Committee to withdraw from a meeting to facilitate open and frank discussion of a particular matter.

Meetings

3.6 The Committees will meet in common (including by telephone or video conferencing) at least four times a year, or as determined by the Committee Chair. Any member of the Committee can ask for a meeting to be convened in person, by video conference or by telephone, or for a matter to be considered in correspondence.

3.7 The quorum for meetings is two members, including one Non-Executive Director for NHS England and one Non-Executive Director for NHS Improvement. 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

3.8 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be circulated to each member of the Committee, any other person required to attend and all other Non-Executive Directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members, and to other attendees as appropriate, no later than five working days before the date of the meeting.

3.9 The secretary will minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

3.10 Draft minutes shall be sent to the Committee Chair within four business days of the meeting and submitted for formal agreement at the next meeting.

- 3.11 Except as outlined above, meetings for the Committee will be conducted in accordance with the relevant provisions of NHS England's Standing Orders and NHS Improvement's Rules of Procedure.

4. Declaration of Interest

- 4.1 All members and attendees of the Committee must declare any relevant personal, non-personal, pecuniary or potential interests at the commencement of any meeting. The Chair of the Committee will determine if 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, including where in the member's view it may create a conflict between the powers or duties of NHS England and NHS Improvement.
- 4.3 The Head of Governance can provide advice on reporting Declarations of Interests.

5. Duties and Responsibilities

- 5.1 The Committee will provide advice and, where appropriate, make recommendations to the Boards on:
- 5.1.1 Strategic implications of technology within the context of the Long Term Plan outcomes and commitments;
 - 5.1.2 Effective delivery of the Digital commitment of the Long Term Plan;
 - 5.1.3 The adequacy of levers in place across the system to support technology spread, adoption, enforcement and compliance; and
 - 5.1.4 The prioritisation and alignment of technology investments to support the transformation of the system (including integrated care systems, accountable care organisations, primary care, providers, commissioner and industrial strategies) in line with the commitments of the Long Term Plan
- 5.2 The Committee will also provide assurance to the Boards on:
- 5.2.1 The management of dependencies between NHS England, NHS Improvement, NHSX, NHS Digital and other ALBs regarding implementation and operationalisation of digital initiatives such as business change, workforce and release planning;
 - 5.2.2 To enable direct line of sight to Digital delivery and alignment with other ALBs;
 - 5.2.3 The operating model and governance of digital implementation within the remit of NHS England, NHS Improvement, NHSX, NHS Digital and other ALBs; and
 - 5.2.4 The levers to support implementation of digital initiatives across the system, including incentives for adoption, best practice transfer, and compliance.

Other

- 5.3 The Committee will discuss any matter which any member of the Committee believes to be of such importance that it should be brought to the attention of the Committee.
- 5.4 Where the Committee considers an item of its business may give rise to a potential conflict by meeting in common, the Committee may refer that business to the Board.

6. Reporting responsibilities

- 6.1 The Committee's Chair shall report formally to the Boards on its proceedings after each meeting.
- 6.2 The Committee will make whatever recommendations to the Boards it deems appropriate in any area within its remit where action or improvement is needed.

7. Other matters

The Committee will:

- 7.1 have access to sufficient resources to carry out its duties, including access to the Head of Governance for assistance as required;
- 7.2 consider any other matters where requested to do so by the Boards; and
- 7.3 review on an annual basis its own performance and terms of reference to ensure that it is operating effectively as part of the Board's effectiveness review.

8. Authority

The Committee is authorised:

- 8.1 to seek any information it requires, or request attendance at a meeting, from any employee of NHS England or NHS Improvement or any other person in order to perform its duties;
- 8.2 to obtain, at NHS England or NHS Improvement's expense, legal or other professional advice on any matter within its terms of reference, subject to Board approval. For legal advice, the Director of Governance or one of the Deputy Directors of Legal shall be consulted prior to procurement of external advice; and
- 8.3 to appoint, with the agreement of the Board, sub-committees with such membership and terms of reference as the Committee may determine and delegate any of its responsibilities to such a sub-committee.