

NHS Ayrshire & Arran



Meeting:	Ayrshire and Arran NHS Board
Meeting date:	Monday 17 August 2020
Title:	Integrated Governance Committee Annual Report
Responsible Director:	Lesley Bowie, Board Chair
Report Author:	Shona McCulloch, Head of Corporate Governance

1. Purpose

This is presented to the Committee for: Awareness

This paper relates to:

- Government policy/directive
- Local policy

This aligns to the following NHSScotland quality ambition(s): Safe, Effective and Person Centred

2. Report summary

2.1 Situation

The Integrated Governance Committee provides an assurance report annually which sets out key achievements through the year in discharging its remit. The approved Integrated Governance Committee report for 2019-2020 is presented to Board Members to report on progress and provide assurance that the committee has delivered its remit.

2.2 Background

Each NHS Board Governance Committee is required to provide an annual report to Committee and the Board to provide assurance that the Committee has discharged its role as set out in the agreed Terms of Reference. The Committees' approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the Board Standing Orders.

The Governance Committee annual reports are part of the overall assurance mechanism for the NHS Board and are considered by the Audit Committee in order to provide assurance in support of the Board's annual governance statement that the committees have fulfilled their remit.

2.3 Assessment

Due to temporary changes to corporate governance arrangements to support our emergency response to Covid-19, which paused governance Committee business on 25 March 2020, the Annual Reporting timetable for Governance Committee reports is behind schedule. Committees would normally consider and approve reports in March or April each year, for discussion at a May Board meeting, and subsequent submission to the June Audit committee meeting.

It was noted at the Audit Committee meeting on 12 June 2020 that the governance committee annual reports had been deferred and a statement to this effect included in the Annual Governance Statement for 2019/2020.

The annual report for Integrated Governance was progressed in June 2020 following agreement at the NHS Board meeting on 25 May 2020 to resume the normal timetable of governance committee meetings and committee business.

The Integrated Governance assurance report details the membership of the Integrated Governance Committee and provides information on the activities of the Committee in the past year.

Key Messages

- Strategic Governance for the Caring for Ayrshire Programme added to the Committee remit.
- Delivery of improvements in corporate governance are monitored through the Improvement Plan with a look ahead to continuous improvement in 2020-2021.

2.3.1 Quality/patient care

Ensuring good governance in monitoring delivery of programmes across Ayrshire and Arran supports the effective delivery of quality, patient-centred services.

2.3.2 Workforce

This assurance report has no workforce implications for the organisation and enhances joint working across the NHS Board and Ayrshire Integration Boards.

2.3.3 Financial

There are no financial implications

2.3.4 Risk assessment/management

The annual report process ensures an assessment of committee business against the agreed Terms of Reference. This mitigates against the risk of any gaps in assurance and supports the NHS Board's annual assurance statement.

2.3.5 Equality and diversity, including health inequalities

An impact assessment has not been completed because this is an assurance reporting paper.

2.3.6 Other impacts

- Best value - Reporting ensures sound governance and accountability.
- Compliance with Corporate Objectives - Providing this assurance report supports compliance with objectives on quality, safety, improved patient experience and a learning organisation

2.3.7 Communication, involvement, engagement and consultation

This paper requires no engagement with external stakeholders.

2.3.8 Route to the meeting

This has been previously considered by the following groups as part of its development. The groups have either supported the content, or their feedback has informed the development of the content presented in this report.

- Integrated Governance Committee on 11 June 2020 approved the draft report.

2.4 Recommendation

For awareness. Board Members are asked to receive the report and note the progress of the Integrated Governance Committee in 2019/20.

3. List of appendices

- Appendix 1 Integrated Governance Committee annual report



NHS Ayrshire & Arran Integrated Governance Committee

Annual Report for 2019/20

1. Summary

- 1.1 The report provides information on the activities of the Integrated Governance Committee during 2019-2020 and details the Committee membership and meeting attendance. The report provides assurance that the Integrated Governance Committee has discharged its role as set out in the agreed Terms of Reference.

The Integrated Governance Committee was approved as a standing committee of the NHS Ayrshire & Arran Board in August 2014, to further strengthen governance arrangements across NHS Ayrshire & Arran. The Committee continues to discuss and provide a level of scrutiny and assurance on a number of governance and risk issues that span more than one specific governance strand.

1.2 Key Messages

- Strategic Governance for the Caring for Ayrshire Programme added to the Committee remit.
- Delivery of improvements in corporate governance are monitored through the Improvement Plan with a look ahead to continuous improvement in 2020-2021.

2. Remit

- 2.1 The Committee Terms of Reference are provided at Annex 1.
- 2.2 The Committee Terms of Reference were revised on 19 September 2019 to include the strategic governance of the Caring for Ayrshire Programme. The opportunity was also taken to update the committee Remit to reflect the evolving remit of the committee for cross-governance and cross-organisational matters.

3. Membership

- 3.1 Members of the Integrated Governance Committee during 2019/20 were:

- Dr Martin Cheyne (Committee Chair) (left Board on 31/12/2019)
- Mrs Lesley Bowie (Committee Vice Chair to 31/12/2019, Committee Chair from 01/01/2020)
- Mr Michael Breen (joined 7 May 2019) – Audit Committee Chair (East Ayrshire IJB Chair)
- Mr Robert Martin – Performance Governance Chair (North Ayrshire IJB VC)
- Mr John Rainey – Staff Governance Chair
- Ms Linda Semple – Healthcare Governance Chair (South Ayrshire IJB VC)
- Miss Lisa Tennant – Information Governance Chair

Ex-officio members (attendees):

- Mr John Burns, Chief Executive
- Mr Derek Lindsay, Director of Finance, Lead for Audit and Performance Governance
- Prof Hazel Borland, Nurse Director, Lead for Healthcare Governance
- Dr Alison Graham, Medical Director, Lead for Information Governance
- Mrs Patricia Leiser, HR Director, Lead for Staff Governance
- Mr Stewart Donnelly, Chair of South Ayrshire Integration Joint Board
- Mrs Shona McCulloch, Head of Corporate Governance

The Non-Executive Director in position as Chair/Vice Chair of each IJB is also invited to attend meetings to provide representation for each Health and Social Care Partnership. It is noted that this person is often also a Chair of a Governance Committee.

4. Meeting

4.1 The Committee met on four occasions between 1 April 2019 and 31 March 2020. The meeting on 18 September 2019 was an additional extraordinary meeting to consider a change to the Committee Terms of Reference.

4.2 The NHS Board has previously agreed that attendance at Committee meetings should be recorded in the relevant Annual Report. The attendance record of each member is shown below (x indicates attended).

Member	Dates			
	28/05/19	18/09/19	25/11/19	29/01/2020
Dr Martin Cheyne	x	x	x	--
Lesley Bowie	-	x	-	x
Michael Breen	x	x	-	-
Bob Martin	x	-	x	-
John Rainey	x	x	-	x
Linda Semple	-	-	x	x
Lisa Tennant	x	x	x	x

5. Committee Activities

5.1 The Committee has ensured that the structure and format of the agenda during 2019-2020 supports the Committee ToR to provide a level of scrutiny and assurance on a number of governance and risk issues that span more than one specific governance strand. During the year Committee received reports and assurance on key issues that impact across the whole organisation, ensuring effective governance and scrutiny arrangements were in place.

- Corporate Governance Improvement Plan monitoring report
- Code of Corporate Governance review
- Governance Committee work plans

- Matters related to Corporate Governance, eg. governance committee reporting to Board, national Once for Scotland work on model standing orders
- Caring for Ayrshire programmes strategic governance
- Draft Internal Audit Plans
- Strategic Risk Register
- Whistleblowing monitoring
- MAST monitoring (from May 2019 remitted to Staff Governance Committee)
- Internal audit action monitoring for corporate Internal Audit reports, eg. Gifts and Hospitality processes.

5.2 **Caring for Ayrshire (CfA)**

In September 2019, Committee considered current governance arrangements and discussed a proposed governance process for the CfA Programme through Integrated Governance Committee. It was agreed this would provide an opportunity to discuss the overarching governance of the CfA Programme with Governance Committee Chairs and Integration Joint Board Chairs/Vice Chairs and for specific elements to be remitted to the appropriate Governance Committee and discussed at Board workshops prior to being submitted to the NHS Board.

Members were assured that this change would enable overarching governance for this important programme of work and approved that the Integrated Governance Committee provide scrutiny and governance for the Caring for Ayrshire Programme Board going forward. Members were assured that meetings of the Committee would be arranged and supported to suit the CfA programme needs.

5.3 **Corporate Governance**

The Committee has continued to monitor delivery of the agreed Corporate Governance Improvement Action Plan, which included outcomes from a benchmarking review in 2018 and the Blueprint for Good Governance national survey in early 2019.

The Committee received assurances that the work undertaken to produce the Board's first Corporate Governance Improvement Plan has provided a focus to take forward improvements across our corporate governance. Members were encouraged by the proactive approach in recognising improvements to our corporate governance are ongoing are re-evaluated and considered on an ongoing basis. This will be developed further into an improvement plan for 2020-2021.

National Once for Scotland corporate governance approaches to support the Blueprint for Good Governance were presented and discussed by the Committee and agreed and adopted to further strengthen the organisation's governance framework. For example, a model Board Standing Orders template, Non-Executive induction template and a revised approach to reporting to Board from governance committees

5.4 **Strategic risks**

The Committee received regular reports on the Strategic Risk Register, presented at the May and November meetings, prior to discussion at the NHS Board meetings. This provided assurance to Governance Committee Chairs that each Governance Committee fully addressed their area of responsibility and that there were no overlaps, or any gaps.

The Committee commended the considerable amount of work that continued to improve risk management processes to ensure the organisation has a robust approach to managing risk. The Committee also assured itself in respect of the effectiveness of the risk management systems and processes in place.

At the meeting on 28 May 2019 the Committee members, representing the Board governance structure, agreed change the review period for the organisation's Risk Appetite statement to every two years. Committee members were assured that the current format is fit for purpose and as no national appetite matrix is yet available, the Good Governance Institute matrix was still appropriate.

5.5 Mandatory and Statutory Training

Committee members were encouraged by the significant improvement in training compliance in recent years, and were assured that work continued to achieve full compliance. In considering future reporting, Committee members agreed that in view of the significant progress made, the report should be de-escalated from Integrated Governance Committee to Staff Governance Committee going forward.

5.6 Whistleblowing monitoring

Members received assurance through the routine whistleblowing monitoring report on the number of whistleblowing cases received and the outcomes from these, including any identified learning for sharing across the organisation.

Members were updated on national developments in relation to Whistleblowing with the role of an Independent National Whistleblowing Officer to be established to provide independent and external review on the investigation of NHS whistleblowing case, to be introduced in 2020. Members were assured that the HR Director had liaised with appropriate staff and Staff Governance Committee to respond to consultations received to support this national approach. These covered the Order to establish the role and functions of the INWO), the draft Standards which will provide the legislative basis for the INWO role and powers and the proposal for the role of a new Independent National Whistleblowing Officer role and the SPSO proposals for new standards for health services handling whistleblower concerns.

5.6 Internal Audit reporting

The Committee reviews internal audit reports and monitors delivery of actions where these do not align to one of the five other standing governance committees. During 2019-20 assurance was given to Members on progress in delivering the recommendations from the Internal Audit of Board processes on "UK Bribery Act – Gifts, Gratuities and Hospitality". A comprehensive guideline was produced which was supported by the Committee for onward submission to Board for approval, and inclusion in the organisation's Code of Corporate Governance.

The committee has a role in reviewing the draft NHS Ayrshire & Arran internal audit plan and a revised timeline for reporting was agreed to ensure Members had early opportunity to discuss and comment on the draft. Members were assured of the process agreed and discussed the draft for 2020-20201 in January 2020.

6. Priorities for 2020/2021

- 6.1 A key priority for the Committee through 2020-2021 will be to support Covid19 governance requirements as NHS Ayrshire & Arran moves from the emergency response stage to phase 2 mobilisation and towards recovery. The Integrated Governance Committee will continue to provide a robust governance route for Covid19 matters that cut across the organisation and other governance committees, without requiring changes to existing governance arrangements.
- 6.2 A second key priority will be the strategic governance for the Caring for Ayrshire programme to ensure that the programme workstreams are scrutinised and assurance sought. Committee will ensure an overarching approach to the programmes across both the Board and Integration Joint Boards is taken, ensuring that specific elements are remitted to the appropriate Governance Committee and discussed at Board workshops prior to being submitted to the NHS Board.
- 6.3 The Committee will continue to have a focus on monitoring actions from internal audits. During 2020 this will include internal audits on 1) Corporate Governance arrangements including the blueprint action plan and 2) Arrangements to ensure controlled documents comply with the organisation wide Document Policy.
- 6.4 The Committee will represent the Board governance structure in continuing to monitor and scrutinise the current Corporate Governance improvement plan and support continuous improvement in corporate governance, using the improvement plan approach, through 2020-2021.

7. Chair's Comments

- 7.1 I want to thank all committee members for their commitment and contribution to the work of the Integrated Governance Committee over the last year.

The Committee has been active in its role to further strengthen governance arrangements across NHS Ayrshire & Arran and has expanded its remit to include the strategic governance of the Caring for Ayrshire Programme, as part of the route to Board.

I am assured that this Committee is effective in fulfilling its role and I appreciate the support of all committee members.

Mrs Lesley Bowie
Chair – Integrated Governance Committee

Approved by Integrated Governance Committee
Thursday 11 June 2020

Integrated Governance Committee Terms of Reference

1. Introduction

- 1.1 The Integrated Governance Committee is identified as a committee of the NHS Board. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the Standing Orders.
- 1.2 The Committee will be known as the Integrated Governance Committee of the NHS Board and will be a Standing Committee of the Board.

2. Remit

- 2.1 To provide assurance to the NHS Board that issues identified in specific governance Committees that may have an impact across the Board are discussed to thereby ensuring joined up corporate governance.
- 2.2 To provide assurance on matters that do not fit within a standalone governance committee model to enable cross-governance discussion and consideration.
- 2.3 To provide assurance on specific programmes of work across health and social care to monitor and scrutinise delivery on a regular basis.
- The Corporate Governance improvement plan
 - The Caring for Ayrshire programme. In addition to ensure that the Caring for Ayrshire Programme Board takes a joined up approach to corporate governance when designing health and care services across Ayrshire and Arran.

3. Committee Membership

- 3.1 The Committee shall be established by the full NHS Board and be composed of the Chairs of the five other standing Board Governance Committees and the Chief Executive. The Chair will be the Chairman of the NHS Board. The Vice Chair will be the Vice Chair of the NHS Board.

4. Quorum

- 4.1 Three Non-Executive members will constitute a quorum.

5. Attendance

- 5.1 The Lead Director for each of the five other standing Board Governance Committees will attend.
- 5.2 The Head of Corporate Governance will attend to provide information and advice.

5.3 The Non-Executive Director in position as Chair/Vice Chair of each Integration Joint Board will attend to provide representation for the Ayrshire Health and Social Care Partnerships.

5.4 The Committee may co-opt additional advisors as required.

6. Frequency of Meetings

6.1 The Committee will normally meet four times per annum.

6.2 The Chair may, at any time, convene additional meetings of the Committee.

7. Authority

7.1 The Committee is authorised to investigate any matters which fall within its Terms of Reference, and obtain external professional advice.

7.2 The Committee may form one or more sub-committees to support its functions.

8 Duties

The Committee shall be responsible for ensuring an integrated approach across all strands of governance within NHS Ayrshire and Arran. Specifically it will:

8.1 Discuss and consider specific themes and issues relating to governance and risk that have implications for the Board's Governance Committees.

8.2 Review actions taken by the organisation on recommendations made by the Committee or the NHS Ayrshire and Arran Board on all governance matters.

8.3 Consider and scrutinise the health system's compliance with relevant legislation and performance against national standards with regards to governance.

8.4 Provide assurance to the NHS Board on governance issues that have application across Ayrshire and Arran.

9. Conduct of Business

9.1 Meetings of Committee will be called by the Chair of the Committee.

9.2 The agenda and supporting papers will available to members at least five working days before the date of the meeting.

10. Reporting Arrangements

10.1 A minute will be kept of the proceedings of the Committee. A draft minute of the meeting will be circulated, normally within five working days, to the Chair of the Committee and within five working days thereafter to Members, prior to consideration at a subsequent meeting of the Committee.

- 10.2 The Chair of Committee shall provide assurance on the work of the Committee and the approved minute will be submitted to the NHS Board meeting for information.
- 10.3 Items requiring urgent attention by the NHS Board can be raised at any time at NHS Board Meetings, subject to the approval of the Chair.

Version:	Date:	Summary of Changes:	Approved by
01.0	28/05/2018	Addition of Vice Chair arrangements; Appointment of IntGC Vice Chair, who will be Vice Chair of NHS Board; Change to meeting frequency to two meetings a year instead of three; Papers to be issued five working days in advance of the meeting.	IntGC 28/05/2018
01.1	18/09/2019	2. Remit updated to add assurance on matters that do not fit within stand-alone governance committees; plus specific programmes of work across health and social care in Ayrshire and Arran 6.1 Frequency of meetings increased to four per year from two per year 8.4 Amended to replace “across the organisation” with “across Ayrshire and Arran” 9.2 Update to issue of papers to reflect Paperlite working	IntGC 18/09/2019 NHS Board 07/10/2019