

NHS Ayrshire & Arran



Meeting:	Ayrshire and Arran NHS Board
Meeting date:	Monday 14 August 2023
Title:	Integrated Governance Committee Terms of Reference
Responsible Director:	Claire Burden, Chief Executive
Report Author:	Shona McCulloch, Head of Corporate Governance

1. Purpose

This is presented to the Committee for:

- Decision

This paper relates to:

- Government policy/directive
- Local policy

This aligns to the following NHSScotland quality ambition(s):

- Safe
- Effective
- Person Centred

2. Report summary

2.1 Situation

The Integrated Governance Committee Terms of Reference (ToR) have been updated to add a duty related to Corporate Parenting to the Remit of the Committee. The ToR with proposed changes is presented to the NHS Board for approval.

2.2 Background

Governance Committee ToR are informed by the Board's Standing Orders which align with the model Standing Order template issued to NHS Boards in December 2019. The Board Standing Orders require Boards to review Board committees' Terms of Reference within 2 years of their approval if there has not been a review.

The Integrated Governance Committee Terms of Reference were subject to annual review in early 2023 and an updated version was approved by the NHS Board in March 2023.

2.3 Assessment

A requirement to re-assess the governance assurance arrangements for Corporate Parenting has been highlighted. Previously the governance assurance route for Corporate Parenting was through Healthcare Governance Committee. However, updated national requirements mean that our obligations as a Corporate Parent are whole-system and cut across all areas of governance. Corporate Parenting also links closely with legislation for The United Nations Convention on the Rights of the Child (UNCRC) which does not fit with a stand-alone governance model.

The Nurse Director, Board Chair and Chief Executive have reviewed the governance requirements for both these areas and proposed that governance assurance for Corporate Parenting and UNCRC move to Integrated Governance Committee to receive assurance reports on, and scrutinise delivery of, our legal requirements.

The opportunity was also taken to update the attendees for the meeting to include the Director of ISS or delegated lead for Climate emergency and sustainability reporting and update the terminology for the Caring for Ayrshire programme at 3.4.

2.3.1 Quality/patient care

The Integrated Governance Committee remit enables monitoring and scrutiny of cross-governance issues in delivery of the Board's strategies and programmes where remitted to Integrated Governance Committee, including areas which impact quality and patient care.

2.3.2 Workforce

There are no workforce implications.

2.3.3 Financial

There are no financial implications.

2.3.4 Risk assessment/management

There are no risk implications.

2.3.5 Equality and diversity, including health inequalities

EQIA is not required.

2.3.6 Other impacts

- Robust monitoring and scrutiny of issues and programmes of work across the organisation will deliver effective governance and accountability.
- Delivery of robust governance and assurance enable compliance with corporate objectives in achieving the Boards intended outcome.

2.3.7 Communication, involvement, engagement and consultation

Stakeholder engagement is not required.

2.3.8 Route to the meeting

The updated Terms of Reference were reviewed and supported at Integrated Governance Committee meeting on 31 July 2023.

2.4 Recommendation

For decision. Board Members are asked to approve the updated Terms of Reference at Appendix 1.

3. List of appendices

Appendix 1 – Draft Integrated Governance Committee Terms of Reference

Integrated Governance Committee Terms of Reference

1. Introduction
 - 1.1 The Integrated Governance Committee is established as a committee of the NHS Board as described in the Board's Standing Orders. The approved Terms of Reference and information on the composition and frequency of the Committee have been informed by the Board's Standing Orders with specific reference to Section 9 Committees.
 - 1.2 The Terms of Reference will be reviewed annually and submitted to the NHS Board for approval.
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 ensure 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 where defined.
3. **Duties**

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

 - 3.1 Discuss and consider specific themes and issues relating to governance and risk that have implications for the Board's Governance Committees.
 - 3.2 Review actions taken by the organisation on recommendations made by the Committee or the NHS Ayrshire & Arran Board on all governance matters, through routine monitoring of progress against actions.
 - 3.3 Consider and scrutinise the health system's compliance with relevant legislation and performance against national standards with regards to governance on issues that have application across Ayrshire and Arran and are not aligned to a specific governance committee
 - 3.4 Provide assurance to the NHS Board on governance issues that have application across Ayrshire and Arran and when required on specific programmes of work across health and social care to monitor and scrutinise delivery on a regular basis.

Specific programme areas over which the committee will look to gain assurance relate to:

- Caring for Ayrshire. To ensure that the Caring for Ayrshire **Strategic Advisory Group programme** takes a joined up approach to corporate governance when designing health and care services across Ayrshire and Arran
- Community Wealth Building programme. To receive assurance on progress and scrutinise delivery of programme plans.
- Climate Emergency and sustainability. Reference the Climate Change and Sustainability Strategy 2021-2032. To receive assurance reports on meeting key indicators on delivery and meeting all the legal compliance for environmental law.
- Organisation resilience – to receive assurance on meeting key indicators and scrutinise delivery of required National Standards and Civil Contingency legislation.
- Digital Strategy and reform plan – governance scrutiny of strategic delivery of the Strategy and plan and related strategic risks.
- **Corporate parenting and The United Nations Convention on the Rights of the Child (UNCRC) – to receive assurance on and scrutinise delivery of our legal requirements**

3.5 Monitor and review risks falling within its remit.

4. **Authority**

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

4.2 The Committee may establish sub-committees to support its functions.

4.3 The Committee is authorised to seek and obtain any information it requires from any employee whilst taking account of policy and legal rights and responsibilities.

4.4 The Committee will have the authority to require the attendance of any employee of NHS Ayrshire & Arran, as may be required.

5. **Committee Membership**

5.1 The Committee shall be established by the full NHS Board and be composed of the Chairs of the five other standing Board Governance Committees. The Chair will be the NHS Board Chair. The Vice Chair will be the NHS Board Vice Chair.

6. **Quorum**

6.1 Three Non-Executive members will constitute a quorum.

7. **Attendance**

- 7.1
- The Chief Executive and the Lead Directors for each of the five other standing Board Governance Committees will attend meetings in an *ex-officio* capacity to provide information and guidance.
 - The Head of Corporate Governance to provide information and advice.

- 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.
- The Director for Transformation and Sustainability for Caring for Ayrshire and Community Wealth Building
- The Non-Executive Chair of the Climate Emergency and Sustainability Group (if not a Chair of a Governance Committee)
- **The Director of Infrastructure and Support Services or an agreed delegate for Climate Emergency and sustainability** and the Digital strategy and reform plan
- The Director of Public Health or an agreed delegate for organisation resilience when reported.

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

8. **Frequency of Meetings**

8.1 The Committee will normally meet four times per annum.

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

9. **Conduct of Business**

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

9.2 The agenda and supporting papers will normally be 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 provided, normally within ten working days, to the Chair of the Committee. Once the Chair has approved, the draft minute will be shared with committee members for information, not for comment, 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. A summary of key points from each meeting and the approved minute will be submitted to the NHS Board meeting for information.

10.3 Committee will conduct an annual review of its role and function by completing a self-assessment checklist and providing this and an annual assurance report to the NHS Board each year.

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
02.0	01/03/2021	Amendments to deliver a standard approach to Governance Committee ToR. <ul style="list-style-type: none"> Sections reordered to bring committee business together, ie. Remit/Duties/Authority Introduction amended to note that ToR are informed by the Board standing orders and the requirement for an annual review. Remit and Duties amended to reflect standard approach across Governance Committee Reporting arrangements amended to 10 days for draft minute to be available and ensuring approved draft shared with members. Inclusion of requirement for annual self-assessment checklist in addition to the Annual Report. Agreed by IntGC 01/03/21 	NHS Board 29/03/2021
03.0	07/02/2022	Annual review of terms of reference – changes made: 3.4 Duties addition. Include reporting from the Sustainability Management Group. 7.1 Attendees additions. Director of Transformation and Sustainability and the Non-Executive Chair of Sustainability Management Group	NHS Board 28/03/2022
04.0	31/01/2023	Annual review of terms of reference – changes made: 3.2 Reference to Corporate Governance learning and improvement plan removed 3.3 Statement added on committee role for “issues that have application across Ayrshire and Arran and are not aligned to a specific governance committee” 3.4 Duties added/amended on areas of assurance: Community wealth building Strategic Climate Emergency and Sustainability; Organisation resilience Digital strategy and reform plan 3.5 Added to monitor and review risks falling within committee remit. 5. Removed Chief Executive as Member, CE attends as an ex-officio adviser. 7. Attendees added for the added duties described in 3.4.	NHS Board 28/03/2023
04.1	31/07/2023	Duties: 3.4 Change to CFA terminology and to add Corporate Parenting and UNCRC. Attendees 7.1 to add the Director of ISS or delegated lead for Climate emergency and sustainability reporting.	