

NHS Ayrshire & Arran



Meeting:	Ayrshire and Arran NHS Board
Meeting date:	Monday 31 March 2025
Title:	Board 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 Board 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 Board Governance Committees' Terms of Reference are reviewed annually by each committee and presented to the Board for approval.

2.2 Background

The NHS Board Standing Orders set out the requirement for the Board to review Board committees' Terms of Reference (ToR) as and when required, and that the Board shall review the terms within 2 years of their approval if there has not been a review.

In 2020 a review of arrangements for Governance Committee ToR highlighted a need for more robust arrangements. The Chief Executive and Board Chair agreed a local approach to review all Governance Committee ToR annually in January/February, prior to onward submission to the NHS Board for approval in March each year.

In 2021 the Board agreed a standard ToR format for all Governance Committees.

2.3 Assessment

For the 2025 review each Governance Committee has reviewed the Terms of Reference as below. Changes are also highlighted red within the ToR.

- Audit and Risk Committee: (ARC)
 - 3. Duties updated 3.4 to include all counter fraud activity including the annual self-assessment of compliance with Counter Fraud Standards.
 - 7.1 Attendees updated to add the Executive Medical Director, Executive Nurse Director and Director of Pharmacy
- Healthcare Governance Committee (HGC):
 - 3.6 - Groups reporting to HGC - removed Ethical Decision Making Advice Group as group has been stood down as no longer required
 - Item 7 Attendees updated to include Director of Clinical and Care Governance who will attend in an ex-officio capacity.
- Information Governance Committee:
 - Reviewed and no changes required
- Integrated Governance Committee:
 - 3. Duties updated at 3.4 to amend wording for Caring for Ayrshire and Digital Strategy and Reform to clarify the duties and reporting requirements for these duties.
- Performance Governance Committee:
 - 7.1 Attendees updated to add the Executive Medical Director, Executive Nurse Director and the Director
 - 8.3 addition of Performance Governance “Light” meetings to take place throughout the year to allow members to review the Financial Management Report before it is considered by the Board where there is no Performance Governance Committee meeting beforehand.
- Staff Governance Committee:
 - Reviewed and no changes required

2.3.1 Quality/patient care

The role of governance committees is to have scrutiny and gain assurance over a range of areas, including 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

Each ToR has been considered by the relevant Governance Committee and any changes supported by the Chair, Executive Lead and Committee members.

2.4 Recommendation

For decision. Board Members are asked to approve the Governance Committee Terms of Reference.

3. List of appendices

The following appendices are included with this report:

- Appendix 1 – Audit and Risk Committee ToR
- Appendix 2 – Healthcare Governance Committee ToR
- Appendix 3 – Information Governance Committee ToR
- Appendix 4 – Integrated Governance Committee ToR
- Appendix 5 – Performance Governance Committee ToR
- Appendix 6 – Staff Governance Committee ToR

Audit and Risk Committee Terms of Reference

1. Introduction

- 1.1 The Audit and Risk 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 support the Accountable Officer and Board by reviewing the comprehensiveness and reliability of assurance on governance, risk management, control environment and the integrity of financial statements and annual report.

3. Duties

- 3.1 Committee will review the overall Internal Control arrangements of the Board and make recommendations to the Board regarding signing of the Governance Statement.
- 3.2 Receive a regular review of the operational effectiveness of the internal audit function.
- 3.3 Monitor the internal and external audit programme, receiving and scrutinising reports, overseeing and reviewing action taken by the Chief Executive on audit recommendations to ensure enhanced control is evidenced and there is timely completion. Ensure appropriate updates are provided to Board.
- 3.4 Receive and scrutinise reports from the Chief Executive and/or Executive Director of Finance in relation to formal audit reports and **all counter fraud activity including the annual self-assessment of compliance with Counter Fraud Standards.**
- 3.5 Receive and scrutinise regular external audit reports, in particular any annual report or management letters relating to certification of the Board's statutory annual accounts.
- 3.6 Hold meetings with the external and internal auditors, to discuss their annual report, the scope of their audit examination and any matters which the External Auditor wishes to discuss, without Executive Board Directors present.
- 3.7 Receive assurance from other governance committees on actions by management to remedy weaknesses or other criticisms of the Board's systems made by the internal or external Audit.

- 3.8 Review risk management arrangements e.g. Risk Strategy, Risk Appetite and recommend to Board for approval. Receive and scrutinise Strategic Risk Register at least twice a year. Receive and review the Risk Management Annual Report from Risk and Resilience Scrutiny and Assurance Group.
- 3.9 Oversee the annual external audit financial reporting process to ensure balance, transparency and integrity of published financial information, providing input and scrutiny to reports received.
- 3.10 Receive annual reports and quarterly updates from the sub-committees established by the NHS Audit and Risk Committee in order to provide assurance and accountability.
- 3.11 Review any proposed changes to the Standing Orders, Scheme of Delegation and Standing Financial Instructions.

4. Authority

- 4.1 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 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 Audit and Risk Committee will have the authority to require the attendance of any employee of NHS Ayrshire and Arran as may be required.

5. Committee Membership

- 5.1 The Committee shall be established by the full NHS Board and be composed of six Non-Executive Board Members.
- 5.2 The NHS Board shall appoint the Chair and approve membership of the Committee.
- 5.3 A Vice Chair will be proposed by the Audit and Risk Committee Chair and agreed by the Committee.
- 5.4 Committee membership will be reviewed at least annually or as required, by the Board Chair.
- 5.5 All Audit and Risk Committee members will be Non-Executive Board members and none will be a Health Board employee.

6. Quorum

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

7. Attendance

- 7.1 The Executive Director of Finance, Chief Executive, **Executive Medical Director**,

Executive Nurse Director and Director of Pharmacy will attend meetings in an *ex-officio* capacity to provide information and advice.

- 7.2 The Committee can require the attendance of any officer of the Board.
- 7.3 The internal auditor should normally attend meetings and the external auditor will attend at least two meetings per annum.
- 7.4 Committee may co-opt additional advisors as required.

8. Frequency of Meetings

- 8.1 The Audit and Risk Committee will normally meet bi-monthly but will meet at least 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 the Committee will be called by the Committee Chair.
- 9.2 The agenda and supporting papers will be sent 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 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 as part of the Annual report. Committee will provide the Board with an Annual Report and Statement of Assurance to allow the approval of the Statutory Annual Accounts.
- 10.4 Items requiring urgent attention by the Audit and Risk Committee can be raised at any time at Audit and Risk Committee, subject to the approval of the Chair.

Version:	Date:	Summary of Changes:	Approved by
01.0	May 2019	No changes – approved as part of Annual report	Audit Ctee
01.1	Jan 2020	Change of Committee name	
01.2	Mar 2020	3.3 - All Committee members to be Non-Executive Board members, none will be Health Board Employee 8.3 – ‘Monitor’, not agree the internal and external audit programme 9.4 – Chair of Committee to provide assurance on work of Committee to each Board meeting and approved minutes to be submitted to Board. 8.7 - Receipt of assurance from other governance committees relating to audit recommendations.	Agreed by Audit Ctee
02.0	17/08/20	Approved by NHS Board	17/08/2020
02.1	20/01/21	Review by Audit Committee on 20 January 2021 – no revisions noted.	
03.0	10/03/21	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 Duplication removed if referred to in Board Standing Orders Introduction amended to note that ToR are informed by the Board standing orders and the requirement for an annual review. 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. No change to Remit or Duties 	NHS Board 29/03/2021
03.1	17/03/22	Annual Review of Terms of Reference – no changes made.	NHS Board 28/03/2022
04.0	15/03/23	Annual review of Terms of Reference 3.1 - Removed reference to specific Governance committees after Governance Statement. 3.6 – Removed “if necessary”	NHS Board 28/03/2023
05.0	06/03/24	Annual review of Terms of Reference 2.1 Remit wording updated. 3. Duties - wording amendments to 3.3, 3.4, 3.5, 3.8 and 3.9 to reinforce Committee duties in regards to review and scrutiny of papers	NHS Board 26/03/2024
06.0	23/01/25	Annual review of Terms of Reference 3. Duties – addition at 3.4 to include counter fraud activity. 7.1 Attendance updated to include Executive Medical Director, Executive Nurse Director and Director of Pharmacy	

Healthcare Governance Committee Terms of Reference

1. Introduction

- 1.1 The Healthcare 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 systems and procedures are in place to monitor healthcare governance in line with the Board's statutory duty for quality of care.

3. Duties

The Committee shall be responsible for the oversight of healthcare governance within NHS Ayrshire & Arran. Specifically it will:

- 3.1 Consider and scrutinise the health and care system's performance in relation to its statutory duty for quality of care, screening and immunisation programmes, as well as ensure appropriate remedial action takes place where required.
- 3.2 The areas over which the committee will look to gain assurance relate to but are not limited to the following:
- Infection control
 - Blood transfusion and organ transplant
 - Patient experience including complaints
 - Adverse Events
 - Quality and Safety (including SPSP and Excellence in Care)
 - Care Home Governance (added specially due to Covid19)
 - Quality Improvement
 - Public Protection (including Adult Support and Protection, Child Protection and Multi-Agency Risk Assessment Conference (MARAC))
 - Mental Welfare Commission reports/performance against action plans
 - Gender Based Violence
 - Health and Care in Health and Social Care Partnerships
 - Public Health
 - Duty of Candour
 - Unplanned Activity Exceptional Cases (UNPACS)

- 3.3 Hold the relevant staff of NHS Ayrshire & Arran to account in respect of their performance in relation to the system's duty for quality of care.
- 3.4 Review action taken by the Lead Directors on recommendations made by the Committee or the NHS Ayrshire & Arran Board on healthcare governance matters.
- 3.5 Provide assurance to NHS Ayrshire & Arran Board on the operation of healthcare governance within the health and care system in compliance with relevant national standards, highlighting problems and action being taken where appropriate.
- 3.6 Receive minutes and annual reports from the sub-committees established by the NHS Healthcare Governance Committee in order to provide assurance and accountability. The following groups/sub-committees report to Healthcare Governance Committee:
- Research and Development Committee
 - Prevention of Infection and Control Committee
 - Area Drug & Therapeutics Committee for Medicines Governance
 - Controlled Drug Accountable Officer Team
 - **Ethical Decision Making Advice Group**
 - Organ Donation Committee
 - Area Nutritional Care Strategic Group
 - Acute Services Clinical Governance
 - Public Health
 - Partnership Clinical and Care Governance groups (as set out in the Ayrshire and Arran Integrated Health and Care Governance Framework)
 - NHS GBV (Gender Based Violence) Steering Group
- 3.7 Monitor and review risks falling within its remit.
- 3.8 To review internal audit reports aligned to the Committee, to ensure that recommendations are reported, monitored and reviewed.

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 NHS Board and be composed of six Non-Executive members, one of whom is the Chair of the Area Clinical Forum.

- 5.2 The NHS Board shall appoint the Chair and approve membership of the Committee.
- 5.3 A Vice Chair will be proposed by the Healthcare Governance Committee Chair and agreed by Committee.
- 5.4 Committee membership will be reviewed annually or as required by the Board Chair

6. Quorum

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

7. Attendance

- 7.1 The Nurse Director, Medical Director, Director of Acute Services and **Director of Clinical and Care Governance** will attend in an *ex-officio* capacity to provide the Committee with advice and guidance. In addition, the Chief Executive, the Director of Public Health and the Health and Social Care Directors for each of the local authority areas will attend as appropriate.
- 7.2 The Committee may co-opt additional advisors as required
- 7.3 With the prior approval of the Chair, the Nurse Director, Medical Director, Director of Public Health and Chief Executive can provide deputies on an exceptional basis.

8. Frequency of Meetings

- 8.1 The Committee will normally meet bi-monthly but will meet at least five 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 the 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 circulated, 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.

10.4 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	05/03/18	Addition of Vice chair arrangements	HGC 30/04/18 NHS Board 21/05/2018
02.0	03/08/20	Amended to align with the updated NHS Board Standing Orders	NHS Board 17/08/2020
02.1	31/08/20	Section 8 updated to reflect recommendations from the Internal Audit - Healthcare Governance Committee Review of assurance arrangements on areas of assurance and reporting committees. Addition of reporting arrangements section and in line with other NHS Governance Committee ToR. Issue of committee papers 5 working days before the meeting in line with other NHS Governance Committee ToR.	NHS Board 05/10/2020
02.2	11/01/21	Reviewed and endorsed without change, following the new process agreed in December 2020 to review ToR in Jan/Feb each year. Agreed by HGC 11/01/21	
03.0	09/03/21	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 Duplication removed if referred to in Board Standing Orders Introduction amended to note that ToR are informed by the Board standing orders and the requirement for an annual review. 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. No change to Remit or Duties 	NHS Board 29/03/2021
04.0	10/01/22	Annual Review of Terms of Reference – no changes made	NHS Board 28/03/2022
05.0	09/01/22	Annual Review of Terms of Reference – changes: 3.2 updated to reflect that the new Public Protection structure has now been established (including Adult Support and Protection, Child Protection and MARAC) and the agreed new format of 'Quality and Safety' reports which encompass all elements of quality and safety, including SPSP and Excellence in Care. 3.8 added statement on monitoring of internal audit recommendations	NHS Board 28/03/2023
05.1	15/01/24	Annual Review of Terms of Reference – no changes	NHS Board 26/03/2024

06.0	13/01/25	Annual Review of Terms of Reference: Item 3.6, Groups reporting to HGC – Ethical Decision Making Advice Group has been stood down and will no longer report to Committee. Item 7, Attendance – addition of Director of Clinical and Care Governance who will attend in an ex-officio capacity.	
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Information Governance Committee Terms of Reference

1. Introduction

- 1.1 The Information 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 information governance is being discharged in relation to the Board's statutory duty for quality of care.

3. Duties

The Committee shall be responsible for the oversight of information governance arrangements within NHS Ayrshire & Arran. Specifically it will:

- 3.1 Consider and scrutinise the health system's compliance with relevant legislation and performance against national standards with regards to information governance and health and corporate records management.
- 3.2 Hold the relevant officers of NHS Ayrshire & Arran to account in respect of their compliance with relevant information governance legislation, organisational and national standards.
- 3.3 Review action taken by the organisation on recommendations made by the Committee or the NHS Ayrshire & Arran Board on information governance matters.
- 3.4 Monitor and review risks falling within its remit.
- 3.5 Receive annual reports and quarterly updates on Information Governance performance in order to provide assurance and accountability.
- 3.6 Provide assurance to the NHS Board that the Health Board arrangements for creating, collecting, storing, safeguarding, disseminating, sharing, using and disposing of information are appropriately designed and are functioning effectively in accordance with the Board's:
- stated purpose, values, commitments and vision;
 - legislative responsibilities, eg Data Protection legislation, the Freedom of Information (Scotland) Act 2002 and Public Records Scotland Act 2011; and
 - any relevant requirements and national standards.

- 3.7 Consider and scrutinise the health system's compliance with relevant legislation and performance against national standards with regards to IT Security. Monitor and review audit reports and IT Security risks with particular emphasis on Cyber Security and IT Resilience.
- 3.8 Provide support and champion the Caldicott Guardian on matters of data protection and confidentiality.
- 3.9 To review internal audit reports aligned to the Committee, to ensure that recommendations are reported, monitored and reviewed.

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 NHS Board and be composed of five Non-Executive members.
- 5.2 The NHS Board shall appoint the Chair and approve membership of the Committee.
- 5.3 A Vice Chair will be proposed by the Information Governance Committee Chair and agreed by the Committee.
- 5.4 Committee membership will be reviewed annually or as required, by the Board Chair.

6. Quorum

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

7. Attendance

- 7.1 The Medical Director (Caldicott Guardian), the Chief Executive (as Senior Information Risk Owner), the Director of Infrastructure and Support Services, the Head of Information Governance & Data Protection Officer will attend in an *ex-officio* capacity to provide the Committee with advice and guidance.
- 7.2 The Committee may co-opt additional advisors as required.

7.3 With the prior approval of the Chair, the Medical Director and the Director of Infrastructure and Support Services will be able to provide deputies on an exceptional basis.

8. Frequency of Meetings

8.1 The Committee will meet at least 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 circulated, 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.

10.4 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
01.1	04/06/18	Addition of Vice chair arrangements	IGC 04/06/18
02.0	19/06/18	Attendance – addition of Senior Information Risk Owner and Data Protection Officer. Duties – addition of scrutiny and monitoring in regard to IT security and cyber security risk	IGC 03/09/18 NHS Board 27/05/19
03.0	16/07/20	Review of Terms of Reference against new Board Model Standing Orders	NHS Board 17/08/2020
03.1	08/02/21	Annual review – addition under item 8.1, Duties, to include scrutiny and oversight of health and corporate records management.	IGC 08/02/2021

04.0	10/03/21	<p>Amendments to deliver a standard approach to Governance Committee ToR.</p> <ul style="list-style-type: none"> • Sections reordered to bring committee business together, ie. Remit/Duties/Authority • Duplication removed if referred to in Board Standing Orders • Introduction amended to note that ToR are informed by the Board standing orders and the requirement for an annual review. • 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. • No change to Remit or Duties 	NHS Board 29/03/2021
05.0	07/02/22	Annual review of Terms of Reference – no changes made	NHS Board 28/03/2022
06.0	06/02/23	<p>Annual review of Terms of Reference – changes to Section 3. Duties:</p> <ul style="list-style-type: none"> • Addition of more specific text around the Health Board's arrangements for creating, collecting, storing, safeguarding, disseminating, sharing, using and disposing of information. • Addition of support to the Caldicott function. • Added statement on monitoring of internal audit recommendations 	NHS Board 28/03/2023
07.0	26/02/24	Annual review of Terms of Reference – 3.6 minor typing corrections. 7.1 Attendance changed to reflect that the Chief Executive will attend as Senior Information Risk Owner.	NHS Board 26/03/2024
07.1	26/02/25	Annual review of Terms of Reference – no changes made.	

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 a joined up approach to corporate governance when designing health and care services across Ayrshire and Arran, to receive assurance on progress and scrutinise delivery of programme plans.~~ **To receive assurance on the strategic direction of Caring for Ayrshire as a platform to transform health and care services across Ayrshire and Arran enabling people to access the care they need closer to home, where it is safe and practical to do so.**
- **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** ~~—governance scrutiny of strategic delivery of the Strategy and plan and related strategic risks.~~ **Reference the Digital Strategy 2023-2025. To receive assurance reports on meeting key indicators on the strategic deliverables.**
- **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 To monitor and review risks falling within its remit.

3.6 To review internal audit reports aligned to the Committee, to ensure that recommendations are reported, monitored and reviewed.

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.
- 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	28/05/18	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	18/09/19	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	01/03/21	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	07/02/22	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	31/01/23	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	31/07/23	3.4 added duty for Corporate Parenting and UNCRC. 7.1 Attendees added to include Director of ISS or delegated lead for Climate emergency and sustainability reporting	NHS Board 26/03/2024
04.2	23/01/24	Annual review of Terms of Reference 3.4 revised wording for Caring for Ayrshire programme 3.6 added statement on monitoring of internal audit recommendations	
05.0	10/02/25	Annual review of Terms of Reference 3.4 revised wording for Duties for Caring for Ayrshire and Digital Strategy and reform to clarify duties and reporting requirements	

Performance Governance Committee Terms of Reference

1. Introduction

- 1.1 The Performance 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 systems and procedures are in place to monitor, manage and improve overall performance and best value is achieved from resources.

3. Duties

- 3.1 To scrutinise the overall performance of NHS Ayrshire & Arran across the following functions of the NHS Board:

- Resource allocation
- Performance management
- Strategic planning

- 3.2 To provide scrutiny and challenge on the progress and achievement of the NHS Ayrshire & Arran Transformational Change Programme.

- 3.3 To ensure that systems and procedures are in place to monitor, manage and improve performance, across the whole system, and liaise closely with relevant Governance Committees (Staff, Healthcare, Information and Audit and Risk) to ensure appropriate remedial action takes place.

- 3.4 Consider financial plans and approve annual budget proposals and business cases for submission to the NHS Board.

- 3.5 The Performance Governance Committee would consider:

- Annual Operational Plan performance targets
- Investment Scrutiny
- Benefits Realisation
- Post Project Evaluation
- Finance and Service Performance

- 3.6 To support the development of a performance management and accountability culture across NHS Ayrshire and Arran.
- 3.7 Receive annual reports and quarterly updates from any sub-committees established by the Performance Governance Committee in order to provide assurance and accountability.
- 3.8 To monitor and review risks falling within its remit.
- 3.9 To review internal audit reports aligned to the Committee, to ensure that recommendations are reported, monitored and reviewed.

4. Authority

- 4.1 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 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 six Non-Executive Board Members.
- 5.2 The NHS Board shall appoint the Chair and approve membership of the Committee.
- 5.3 A Vice Chair will be proposed by the Committee Chair and agreed by the Committee
- 5.4 Committee membership will be reviewed-annually or as required, by the Board Chair.

6. Quorum

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

7. Attendance

- 7.1 The Director of Finance, Chief Executive, **Executive Medical Director, Executive Nurse Director**, Director for Transformation and Sustainability **and the Director of Pharmacy** will attend meetings in an *ex-officio* capacity to provide information and advice.
- 7.2 The Committee may co-opt additional advisors as required.

7.3 With the prior approval of the Chair the Director for Transformation and Sustainability and the Executive Director of Finance can provide deputies on an exceptional basis.

8. Frequency of Meetings

8.1 The Committee will normally meet bi-monthly but will meet at least five times per annum.

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

8.3 Performance Governance “Light” meetings will take place throughout the year to allow members to review the Financial Management Report before it is considered by the Board where there is no Performance Governance Committee meeting beforehand.

9. Conduct of Meetings

9.1 Meetings of the 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 circulated, 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.

10.4 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	07/05/2019	New template used	PGC 07/05/2019
01.1	7/05/2020	Section 10.2 – Board to receive approved minutes Section 8.5 – HEAT targets replaced with AOP performance targets	Board 17/08/20
02.0	17/08/2020	Review by PGC 12/01/2021	

02.1	12/01/21	Old section 5.3 – to be removed. This was added to give SG a forum to engage with the Board about recovery planning and is no longer relevant. Old section 8.3 – inclusion of Information Governance Committee	NHS Board 29/03/2021
03.0	10/03/2021	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 Duplication removed if referred to in Board Standing Orders Introduction amended to note that ToR are informed by the Board standing orders and the requirement for an annual review. 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. No change to Remit Section 3.3 amended to correct Governance Committee titles 	NHS Board 29/03/2021
03.1	14/04/2021	Formatting update. Conduct section was not in agreed order as approved standard format. Moved to section 9. No change to wording or content.	Change made by Head of Corporate Governance 14/04/2021
03.2	20/01/2022	Annual Review of Terms of Reference – no changes made	NHS Board 28/03/2022
04.0	19/01/2023	Annual Review of Terms of Reference – 3. Duties: added statement on monitoring of internal audit recommendations	NHS Board 28/03/2023
04.1	18/01/2024	Annual Review of Terms of Reference – Section 8.2 addition to include PGC “Light” meetings to consider the Financial Management Report	NHS Board 26/03/2024
05.0	06/03/2025	Annual review of Terms of Reference - 7.1 Attendees updated to add the Executive Medical Director, Executive Nurse Director and the Director 8.3 addition of Performance Governance “Light” meetings throughout the year	

Staff Governance Committee Terms of Reference

1 Introduction

- 1.1 The Staff 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 shall be considered as an integral part of the Standing Orders.
- 1.2 The Committee shall review the Terms of Reference on an annual basis and present to the NHS Board for approval.

2. Remit

- 2.1 To provide assurance to the NHS Board on compliance with the Staff Governance standards.

3. Duties

- 3.1 The role of the Staff Governance Committee is to support and maintain a culture within the health system where the delivery of the highest possible standard of staff management is understood to be the responsibility of everyone working within the system and is built upon partnership and collaboration. It will ensure that robust arrangements to implement the Staff Governance Standard are in place and monitored.
- 3.2 The specific responsibilities of the Staff Governance Committee are to:
- Oversee the commissioning of structures and processes which ensure that delivery against the Standard is being achieved.
 - Monitor and evaluate strategies and implementation plans relating to people management.
 - Approve any policy amendment, funding or resource submission to achieve the Staff Governance Standard.
 - Take responsibility for the timely submission of all staff governance information required for national monitoring arrangements.
 - Oversee the Board's whistleblowing arrangements and monitor frequency and content of reports and any trend in the context of the national standards.
 - Provide staff governance information for the statement of internal control.
 - Provide assurance that systems and procedures are in place to manage the issues set out in MEL (1993) 114 (amended).
- 3.3 To review strategic risks aligned to the Committee, to ensure that they are reported, monitored and reviewed.
- 3.4 To review internal audit reports aligned to the Committee, to ensure that recommendations are reported, monitored and reviewed.

4. Authority

- 4.1 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. This will include Remuneration Committee.
- 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 and Arran, as may be required.

5. Committee Membership

- 5.1 The Committee shall be established by the full NHS Board and be composed of :
- six Non-Executive members, one of which must be the Employee Director;
 - four lay representatives from the trade unions and professional organisations (acting in an ex officio capacity), nominated by the NHS Board Partnership Forum.
- 5.2 The NHS Board shall appoint the Chair and approve membership of the Committee.
- 5.3 A Vice Chair will be proposed by the Staff Governance Committee Chair and agreed by Committee.
- 5.4 Committee membership will be reviewed annually or as required by the Board Chair.

5. Quorum

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

6. Attendance

- 6.1 The HR Director will attend in an ex-officio capacity to provide Committee with advice and guidance, in addition the NHS Chief Executive will attend if appropriate.
- 6.2 The Committee may require relevant officers/partnership representatives to attend at meetings where specific advice and/or guidance is required on relevant topics.
- 6.3 The Committee may co-opt additional advisors as required.
- 6.4 With the prior approval of the Chair of the Staff Governance Committee, the HR Director and Chief Executive can provide deputies on an exceptional basis.

7. Frequency of Meetings

- 7.1 The Committee will meet at least four times per annum.
- 7.2 The Chair may, at any time, convene additional meetings of the Committee.

8. Conduct of Business

- 8.1 Meetings of the Committee will be called by the Committee Chair.
- 8.2 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 circulated, 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.
- 10.4 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
01.1	24/01/2018	Addition of Vice chair arrangements.	SGC 24/01/2018
01.2	17/08/2020	Nil – submitted to NHS Board with Annual Report	NHS Board 17/08/2020
01.3	15/02/21	Review of Terms of Reference against new Board Standing Orders	SGC 15/02/2021
02.0	10/03/21	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• Duplication removed if referred to in Board Standing Orders• Introduction amended to note that ToR are informed by the Board standing orders and the requirement for an annual review.• 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.	NHS Board 29/03/2021

		<ul style="list-style-type: none"> • Language changes to bring standard approach to Governance Committee ToR • No change to Remit or Duties 	
03.0	14/02/22	Annual review of Terms of Reference – no change made	NHS Board 28/03/2022
04.0	13/02/23	Annual review of Terms of Reference – added 3.3 and 3.4 statements on monitoring of strategic risks and monitoring of internal audit reports recommendations	NHS Board 28/03/2023
4.1	12/02/24	Annual review of Terms of Reference – no change made	NHS Board 26/03/2024
4.2	11/02/25	Annual review of Terms of Reference – no change made	

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