

**Review of the effectiveness
of the Governance Assurance Committee including its Terms of
Reference and Programme of Work – 2017/18**

1.0 Introduction

- 1.1 The Trust Board established a Governance Assurance Committee which held its inaugural meeting in March 2010. As part of its annual Programme of Work the Committee is required to review its Terms of Reference and the effectiveness of the Committee, this also includes reviewing the operation of its Programme of Work. This paper, therefore, provides a narrative report on the outcome of this work.
- 1.2 The paper will be presented to the Committee at its meeting on 21 March 2018 in draft form for consideration and amendment, as required.

2.0 Membership of Committee

- 2.1 Membership of the Committee comprises all Executive Management Team members (9 in total), the Chairman of the Trust Board and five Non-Executive Directors who chair the Audit, Charitable Funds, Finance and Governance Committees / nominated lead Non-Executive Director for Safeguarding. An additional Non-Executive Director was added to the membership following the appointment of new Non-Executive Directors on 1 January 2017.
- 2.2 The Board Secretary is in attendance at all meetings and the Head of Internal Audit attends meetings twice per year (September and March). Meetings are held on a quarterly basis – June, September, December and March. Appendix 1 details the current members of the Committee and their attendance at the meetings during the year. 75% attendance (3 out of 4 meetings) is expected of all members (as per the Governance Controls Assurance KPI).
- 2.3 During the year, a number of Executive Directors had difficulty in attending meetings – this was primarily due to the scheduling of other important meetings by outside bodies which required their attendance. All members are committed to attending meetings on a regular basis and in their absence provide any required briefings to the Assistant Director, Risk Management & Governance. Deputies also attend meetings, as and when required.

3.0 Frequency of Meetings

- 3.1 Meetings are held on a quarterly basis – June, September, December and March. During 2017/18, all four meetings were held as per the agreed schedule with the

exception of December which was held in January at the request of the Chair of the Committee.

4.0 Remit of Committee

4.1 The remit of the Committee was agreed at the Committee’s inaugural meeting held on 31 March 2010 having been previously approved by the Trust Board on 24 March 2010 and subsequently amended and reapproved on 26 May 2010. It is reviewed and updated on an annual basis and was last presented to the Trust Board on 29 March 2017.

4.2 In order to discharge this remit, the Committee developed a Programme of Work on 31 March 2010 which was subsequently revised and updated on 15 March 2011 and approved by the Trust Board on 29 June 2011. It is also updated on an annual basis and was last presented to Trust Board on 29 March 2019. A copy of the extant Programme of Work is attached at Appendix 2, for information purposes.

Remit	How is this discharged by the Committee	When last performed
<p>The Committee will review the development and maintenance of an effective system of integrated governance (ie, risk management, finance and clinical and social care) and internal control, across the whole of the organisation’s activities (both clinical and non-clinical) that supports the achievement of the organisation’s objectives.</p> <p>In particular the Committee will review:</p> <ul style="list-style-type: none"> The adequacy of the underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the disclosure statements. This will also include the adequacy of the Board 	<p>Implementation of Annual Programme of Work</p> <p>Preparation of an Annual Report on Governance</p> <p>Via review of Corporate Risk Register Reports - quarterly basis – June, September, December and March</p> <p>Board Assurance Framework</p>	<p>Revised in March each year</p> <p>Meeting – 21 Mar 2018</p> <p>21 Mar 2018</p> <p>Last review December 2017¹</p>

¹ Decision taken by GAC on 10/1/18 to extend the date of the Board Assurance Framework, Risk Management Strategy and Governance Strategy until 30/6/18 pending confirmation of alternative assurance arrangements for Controls Assurance (ceases on 31/3/18) and the AS/NZ standard (ceases on 30/6/18)

Assurance Framework, the control and assurance mechanism in place, and additional action taken to address gaps in controls and gaps in assurance.		
<ul style="list-style-type: none"> The adequacy of all governance and risk management and control related disclosure statements (in particular the Statement of Internal Control). 	Input to the Mid-Year Assurance Statement and Governance Statement	Circa April October each year
<ul style="list-style-type: none"> The adequacy of the policies for ensuring compliance with the relevant regulatory, legal and code of conduct requirements, including the Trust's Standing Orders. The adequacy of strategies for integrated governance for eg, integrated governance and risk management etc. The annual work plans of the Corporate Control and Safety and Quality Committees. 	<p>Review/amendments to Standing Orders and Standing Financial Instructions</p> <p>Board Assurance Framework Risk Management Strategy</p> <p>Governance Strategy 2012-2015</p> <p>Approval of annual work plans – Corporate Control and Safety & Quality Committee</p>	<p>Annual basis Circa March Last update – March 2018</p> <p>Updated December 2017²</p> <p>Updated December 2017³</p> <p>March meeting each year 21 March 2018</p>
In carrying out its work, the Committee will primarily utilise the work of Internal Audit. It will also seek reports and assurances from other Trust Committees, Directors and Assistant Directors, as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control,	<p>Receipt and review of relevant Internal Audit Reports on Governance & Risk Management issues</p> <p>Via Chairman of Governance Assurance Committee (Dr Briscoe) and Chairman of Audit</p>	<p>Attendance at Governance Assurance meetings – 2017 /18</p> <p>Attendance at Audit Committees – 2017/18</p>

² Decision taken by GAC on 10/1/18 to extend the date of the Board Assurance Framework, Risk Management Strategy and Governance Strategy until 30/6/18 pending confirmation of alternative assurance arrangements for Controls Assurance (ceases on 31/3/18) and the AS/NZ standard (ceases on 30/6/18)

³ As above

<p>together with indicators of their effectiveness.</p>	<p>Committee (Mr Brady) sitting on both Governance Assurance and Audit Committees.</p> <p>Dr Briscoe's membership of SQIIC</p>	<p>Attendance at Safety, Quality Improvement & Innovation Committee (SQIIC) – 2017/18</p>
<p>This will be evidenced through the Committee's use of an effective Board Assurance Framework to guide its work. The Committee shall have the flexibility to scrutinise in depth particular high risk areas identified through the Board Assurance Framework or other assurance functions.</p>	<p>Board Assurance Framework -2014-2017 Risk Management Strategy -2014-2017</p> <p>Governance Strategy 2012-2015</p>	<p>New 3 year framework/strategy developed and approved by GAC on 17 June 2014; last updated Dec 2017</p> <p>Reviewed on an annual basis; last update Dec 2016 with a view to aligning development of new strategy in 2017 to same time as BAF/Risk Management Strategy</p>
<p>Other Assurance Functions</p> <p>The Governance Assurance Committee shall review the findings of other significant assurance functions, both internal and external to the organisation and consider the implications for the governance of the organisation.</p>	<p>Receipt and review of relevant Internal Audit Reports on Governance & Risk Management issues</p> <p>Via Chairman of Governance Assurance Committee (Dr Briscoe) and Chairman of Audit Committee (Mr Brady) sitting on both Governance Assurance and Audit Committees.</p> <p>Dr Briscoe's membership of Safety &</p>	<p>Attendance at Governance Assurance meetings – 2017/18</p> <p>Attendance at Audit Committees –2017/</p> <p>Attendance at Safety, Quality Improvement & Innovation Committee –</p>

	Quality Committee	2017/18
These will include, but will not be limited to, any reviews by DHSS&PS commissioned bodies, the Regulation and Quality Improvement Authority (RQIA) or professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, Northern Ireland Social Care Council (NISCC), other accreditation bodies, etc.).		
In addition the Committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the Governance Assurance Committee's own scope of work.	Corporate Control Committee – minutes/action plans Safety & Quality Committee – Minutes/action plans	Quarterly basis June, Sept, Dec and March (last review – 21 March 2018)

5.0 Reporting Arrangements

Reporting Arrangements	How Discharged
Formally recorded by Board Secretary and submitted to Board.	Minutes documented by the Board Secretary. Minutes and formal report submitted to Trust Board following each meeting (4 times per year)
Annual Report submitted to Trust Board, commenting on:	Yes. Item included in Committee's programme of work and submitted to its March meeting (21 March 2018) for approval prior to submission to Trust Board on 28 March 2018.
	All bullet point items in section 5.0 of this report included in the draft Annual Report of the Governance Assurance Committee
<ul style="list-style-type: none"> The fitness for purpose of the Assurance Framework. 	Yes
<ul style="list-style-type: none"> The completeness and embeddedness of risk management 	Yes

in the organisation.	
<ul style="list-style-type: none"> The integration of governance arrangements. 	Yes
<ul style="list-style-type: none"> The appropriateness of the self assessment of the Controls Assurance Standards and other relevant standards. 	Yes

6.0 Other Matters

Committee should be supported by the Board Secretary	Yes – Board Secretary in attendance at all meetings.
<ul style="list-style-type: none"> Papers and agenda issued one week in advance of meeting. 	Yes – papers issued the Wednesday prior to the meeting date.

7.0 Conclusion

Following discussion at the Governance Assurance Committee meeting on 21 March 2018, and based on the information presented in this paper, members concluded that they were satisfied that the Committee had carried out its duties appropriately during the year – 1 April 2017 to 31 March 2018.

Also, following discussion at the meeting held on 21 March 2018, the Terms of Reference and Programme of Work for the Committee were approved subject to the tracked changes listed in the documents circulated with the papers for the meeting. These were minor in nature.

8.0 Recommendations

There were no recommendations for action made by the Committee as a result of this paper or discussion at the meeting on 21 March 2018.

Miss I Low
Assistant Director, Risk Management & Governance

21 March 2018

Table 1 – Summary of members attending Governance Assurance Committee Meetings – 2017/18

Members		Date of Meetings				Total	75% attendance (3/4 meetings)
		21 June 2017	20 Sept 2017	10 Jan 2018 ⁴	21 Mar 2018		
Non-Executive Directors							
Colm McKenna	Chairman of Trust Board	Apology	Apology	Yes	Apology	1/4	25%
Dr Maura Briscoe	Non-Executive Director (Chairman) – wef 21 September 2016)	Yes	Yes	Yes	Yes	4/4	100%
Noel Brady	Non-Executive Director (Chairman of Audit Committee) – wef 9 June 2016	Yes	Yes	Yes	Yes	4/4	100%
Maynard Mawhinney	Non-Executive Director (Chairman of Finance Committee)	Apology	Apology	Apology	Yes	1/4	25%
Jonathan Patton	Non-Executive Director (Lead for Safeguarding) wef Feb 2017	Apology	Yes	Yes	Yes	3/4	75%
Laura O'Neill	Non-Executive Director (wef Feb 2017)	Yes	Yes	Apology	Yes	3/4	75%
Executive Management Team							
Charlie Martyn	Medical Director	Yes	Yes	Yes	Apology	3/4	75%
Nicki Patterson	Director of Primary Care & Older People & Executive Director of Nursing	Yes	Yes	Yes	Yes	4/4	100%
Bria Mongan	Director of Adult Services & Prison Healthcare	Yes	Yes	Yes	Yes	4/4	100%
Myra Weir	Director of Human Resources & Corporate Affairs	Yes	Apology	Yes	Yes	3/4	75%
Hugh McCaughey	Chief Executive	Yes	Apology	Yes	Apology	2/4	50%
Brendan Whittle	Director of Children's Services & Executive Director of Social Work	Yes	Yes	Yes	J Lewis (obo)	4/4	100%
Roisin Coulter	Director of Planning, Performance & Information Management	Yes	Yes	Yes	Yes	4/4	100%
Neil Guckian	Director of Finance & Estates	Apology	Apology	Yes	Apology	1/4	25%
Seamus McGoran	Director of Hospital Services	Yes	Yes	Yes	Apology	3/4	75%

⁴ Scheduled date was 19/12/18 – changed at request of Chair

In attendance							
Irene Low	Assistant Director, Risk Management & Governance	Yes	Yes	Yes	Yes	4/4	100%
Catherine McKeown /or Jenny McCaw	Head of Internal Audit (attends 2 per year)	N/A	Yes	N/A	Apology	1/2	N/A

**Governance Assurance Committee
Programme of Work**

Month	Governance Assurance Meeting	Governance Committee Work – outside of meeting
January		Report to Trust Board (GAC December Meeting)
February		Consideration of Internal Audit Plan (in terms of Governance & Risk Management issues) with Internal Audit
March	<p>Corporate Risk Register – end of year position Preparation of draft Annual Governance Assurance Committee Report Approval of the incoming annual work plans for 2 domains - Corporate Control, Safety & Quality Consider the Committee’s own effectiveness in its work Review and update, as required, Committee’s Terms of Reference and Programme of work Update on Controls Assurance – end of year position Review of Standing Orders & SFIs Presentation by Chairpersons of Corporate Control and Safety & Quality Committees – end of year position</p>	<p><i>Internal Audit to attend meeting</i></p> <p>Report to Trust Board (GAC March meeting)</p>
April		Comment and input to the draft Governance Statement
May		Comment on the draft Annual Report on Risk Management (via email prior to submission to Trust Board)
June	<p>Corporate Risk Register – 1st quarter report Update on Controls Assurance – incoming year Annual Report on Risk Management</p>	Report to Trust Board (GAC June Meeting)
July		
August		
September	<p>Corporate Risk Register – Update report Update on Controls Assurance (for Mid Year Assurance Statement)</p>	<p>Comment and input to the Mid year Assurance Statement</p> <p><i>Internal Audit to attend meeting</i></p>
October		Report to Trust Board (GAC September Meeting)
November		
December	<p>Corporate Risk Register – Update report Annual review – Board Assurance Framework,</p>	

	Risk Management and Integrated Governance Strategies Update on Controls Assurance (results of November baseline assessments)	
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