



South Eastern Health
and Social Care Trust

Governance Assurance Committee

Terms of Reference

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1.0 Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Governance Assurance Committee (the Committee). The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.

2.0 Membership of the Committee

- Non-Executive Directors (x 6) [currently 4 due to vacancies as of 25/5/20]
- Chief Executive [currently held as interim position]
- Director of Human Resources & Corporate Affairs
- Medical Director
- Director of Hospital Services [currently held as interim position]
- Director of Children's Services & Executive Director of Social Work
- Director of Primary Care, Older People and Executive Director of Nursing
- Director of Adult Services & Prison Healthcare [currently held as interim position]
- Director of Planning, Performance and Information Management
- Director of Finance and Estates [currently held as interim position]

In attendance:

- Board Secretary

The Committee shall be appointed by the Board from amongst the Non-Executive and Executive Directors of the Trust and shall consist of not less than five members.

A quorum shall be one third (5) of the members of the committee (15). One of the Non Executive members will be appointed by the Board to act as Chairman.

The Board Secretary shall be the Secretary to the Committee and shall attend the meetings and provide appropriate support to the Chairman and Committee members.

The Head of Internal Audit shall be invited to attend at least two meetings per year (March and September) as an observer.

Other members of staff may be required to attend meeting/s as the Committee Chair /members consider necessary.

3.0 Frequency of Meetings

Meetings shall be held on a quarterly basis.

4.0 Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and

all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain legal or other independent professional advice and to secure the attendance of external personnel with relevant experience and expertise if it considers this necessary.

5.0 Remit of the Committee

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. This will include regular review and update of the Governance infrastructure.

The Committee shall embed the Trust's vision and values, through the conduct of its business.

In particular, the Committee will:

- Review 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 Assurance Framework, the control and assurance mechanism in place, and additional action taken to address gaps in controls and gaps in assurance.
- Review the adequacy of all governance and risk management and control related disclosure statements (in particular the Governance Statement).
- Review the adequacy of the policies for ensuring compliance with the relevant regulatory, legal and code of conduct requirements, including the Trust's Standing Orders.
- Review the adequacy of the strategies for integrated governance for eg, integrated governance and risk management etc.
- Review the annual work plans of the Corporate Control and Safety, Quality Improvement and Innovation Committees.
- Receive reports (including recommendations and/or actions taken or proposed) if there is an internal failing in governance/risk management systems or services within the organisation (excluding those items which would fall within the domain of the Audit Committee)

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, together with indicators of their effectiveness.

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.

Other Assurance Functions

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.

These will include, but will not be limited to, any reviews by - DoH 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.

6.0 Reporting arrangements

The minutes of the Committee shall be formally recorded by the Board Secretary (or nominee) and submitted to the Board. The Chairman of the Committee shall draw to the attention of the Board any issues that require disclosure to the full Board, or may require executive action as determined by the Chief Executive or Executive Management Team.

The Committee will report to the Board annually on its work in support of the - Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation, the integration of governance arrangements and the appropriateness of the self assessment of the Controls Assurance Standards (or their subsequent replacement) and other relevant standards.

7.0 Other matters

The Committee shall be supported administratively by the Board Secretary, whose duties in this respect will include:

- Preparation and issue of agenda on behalf of the Chairman;
- Collation and distribution of papers sufficiently in advance of each meeting to facilitate their full consideration and discussion at the meeting;

- Ensuring appropriate arrangements are in place for the servicing of the committee including the taking of minutes and keeping a record of matters arising and issues to be carried forward.
- Advising the Committee on pertinent issues.

8.0 Conflict/Declaration of Interest

The Chair shall ask members about any conflict or declaration of interests at the outset of each meeting. These should be formally recorded in the minutes.

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List of members of the Governance Assurance Committee – May-2020

Members:

- Non-Executive Directors (x 6)
 - Dr Maura Briscoe, Chairman of Governance Assurance Committee
 - Mr Noel Brady, Chairman of the Audit Committee
 - Mr Maynard Mawhinney, Chairman of the Finance Committee
 - Mr Jonathan Patton, Chairman (Acting) of the Trust Board (wef 31/3/20) and Lead for Safeguarding
 - Vacant post, Non-Executive Director (arising from the departure of Mrs L O'Neill)
 - Vacant post, Non-Executive Director (arising from the appointment of Mr J Patton as Chairman (Acting))
- Interim Chief Executive – Mr Seamus McGoran
- Director of Human Resources & Corporate Affairs – Mrs Myra Weir
- Medical Director – Mr Charlie Martyn
- Interim Director of Hospital Services – Mr David Robinson
- Director of Children's Services & Executive Director of Social Work – Mrs Barbara Campbell (wef 6/4/20)
- Director of Primary Care, Older People and Executive Director of Nursing – Ms Nicki Patterson
- Interim Director of Adult Services & Prison Healthcare – Mrs Margaret O'Kane (wef 19/5/20)
- Director of Planning, Performance and Information Management – Ms Roisin Coulter
- Interim Director of Finance and Estates – Mr Paul Morgan

In attendance:

- Interim Board Secretary – Mrs Valerie Walker

Observer status (twice per year)

- Head of Internal Audit – Mrs Catherine McKeown (or nominee)