

**Review of the effectiveness
of the Governance Assurance Committee including its Terms of
Reference and Programme of Work – 2019/20**

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 13 May 2020 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 & Performance 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 [post vacant since 7 September 2019].
- 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 2019/20, two meetings were held (June and September). The scheduled December meeting was cancelled due to widespread industrial action across HSC

Trusts and the scheduled March meeting was re-arranged until 13 May 2020 due to the disruption arising from the Covid-19 emergency.

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 11 February 2019

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 11 February 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 Assurance Framework, the control and assurance mechanism in place, and 	<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>Revised in March each year</p> <p>This was due to take place at the scheduled meeting on 18 March 2020 which was re-arranged to 13 May 2020 due to the COVID-19 emergency.</p> <p>This was due to take place at the scheduled meeting on 18 March 2020 which was re-arranged to 13 May 2020 due to the COVID-19 emergency.</p>

<p>additional action taken to address gaps in controls and gaps in assurance.</p>	<p>Board Assurance Framework 2018/21</p>	<p>Approved in December 2018 and updated on an annual basis.</p>
<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). 	<p>Input to the Mid-Year Assurance Statement and Governance Statement</p>	<p>Circa April and October each year</p>
<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 2018/21 Risk Management Strategy 2018/21 Governance Strategy 2012-2015</p> <p>Approval of annual work plans – Corporate Control and Safety & Quality Committee</p>	<p>Circa March each year. This was due to take place at the scheduled meeting on 18 March 2020 which was re-arranged to 13 May 2020 due to the COVID-19 emergency.</p> <p>Approved in December 2018 and updated on an annual basis.</p> <p>Last updated December 2017 and draft 2018/21 strategy to be reviewed once new AD Risk Management & Governance appointed.</p> <p>This was due to take place at the scheduled Meeting on 18 March 2020 which was re-arranged to 13 May 2020 due to the COVID-19 emergency.</p>

<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, together with indicators of their effectiveness.</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 SQIIC</p>	<p>Attendance at Governance Assurance meetings – 2019/20</p> <p>Attendance at Audit Committees – 2019/20</p> <p>Attendance at Safety, Quality Improvement & Innovation Committee (SQIIC) – 2019/20</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 – 2018/21 Risk Management Strategy 2018/2021</p> <p>Governance Strategy 2012-2015</p>	<p>New 3 year framework/strategy developed and approved by GAC on 19/12/18; Trust Board on 11/2/19</p> <p>Last updated December 2017 and draft 2018/21 strategy to be reviewed once new AD Risk Management & Governance appointed.</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</p>	<p>Receipt and review of relevant Internal Audit Reports on Governance & Risk Management issues</p>	<p>Attendance at Governance Assurance meetings – 2019/20</p>

<p>the governance of the organisation.</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 & Quality Committee</p>	<p>Attendance at Audit Committees – 2019/20</p> <p>Attendance at Safety, Quality Improvement & Innovation Committee – 2019/20</p>
<p>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.).</p>	<p>As above</p>	<p>As above</p>
<p>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.</p>	<p>Corporate Control Committee – minutes/action plans Safety & Quality Committee – Minutes/action plans</p>	<p>Quarterly basis June, Sept, Dec and March (This was due to take place at the scheduled Meeting on 18 March 2020 which was re-arranged to 13 May 2020 due to the COVID-19 emergency.)</p>

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 was submitted to its March meeting (18 March 2020) which was re-arranged to 13 May 2020 due to the COVID-19 emergency for approval prior to submission to Trust Board on 24 June 2020. 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 in the organisation. 	Yes
<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 13 May 2020 which constituted the previously scheduled meeting due to be held on 18 March 2020, 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 2019 to 31 March 2020.

Also, following discussion at the meeting held on 13 May 2020, 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 and additional feedback from the Chair of the Committee. 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 13 May 2020.

Comment [WV1]: Update post meeting

Mrs Valerie Walker
Interim Assistant Director, Risk Management & Governance

9 June 2020.

Table 1 – Summary of members attending Governance Assurance Committee Meetings – 2019/20

Members		Date of Meetings				Total	75% attendance (3/4 meetings)
		24 July 2019	18 Sept 2019	19 Dec 2019 Cancelled due to IA	18 Mar 2020 Cancelled due to COVID-19		
Non-Executive Directors							
Deep Sagar	Chairman of Trust Board (until 27/3/20)	Apology	Yes	N/A	N/A	1 of 2	50%
Dr Maura Briscoe	Non-Executive Director (Chairman) – wef 21 September 2016)	Yes	Yes	N/A	N/A	2 of 2	100%
Noel Brady	Non-Executive Director (Chairman of Audit Committee) – wef 9 June 2016	Apology	Yes	N/A	N/A	1 of 2	50%
Maynard Mawhinney	Non-Executive Director (Chairman of Finance Committee)	Yes	Yes	N/A	N/A	2 of 2	100%
Jonathan Patton	Non-Executive Director (Lead for Safeguarding) wef Feb 2017 Chairman (Acting) of Trust Board - wef 31/3/20	Yes	Yes	N/A	N/A	2 of 2	100%
Executive Management Team							
Charlie Martyn	Medical Director	Apology	Yes	N/A	N/A	1 of 2	50%
Nicki Patterson	Director of Primary Care & Older People & Executive Director of Nursing	Apology	Yes	N/A	N/A	1 of 2	50%
Don Bradley	Interim Director of Adult Services & Prison Healthcare	Yes	Yes	N/A	N/A	2 of 2	100%
Myra Weir	Director of Human Resources & Corporate Affairs	Yes	Yes	N/A	N/A	2 of 2	100%
Seamus McGoran	Interim Chief Executive	Yes	Yes	N/A	N/A	2 of 2	100%
Bria Mongan	Director of Children's Services & Executive Director of Social Work	Yes	Apology	N/A	N/A	1 of 2	50%
Roisin Coulter	Director of Planning, Performance & Information Management	Yes	Apology	N/A	N/A	1 of 2	50%
Paul Morgan	Interim Director of Finance & Estates	-	Yes	N/A	N/A	1 of 1	100%
Neil Guckian	Director of Finance & Estates (until 9/8/19)	Yes	N/A	N/A	N/A	1 of 1	100%
David Robinson	Interim Director of Hospital Services	Yes	Yes	N/A	N/A	2 of 2	100%

In attendance							
Irene Low	Assistant Director, Risk Management & Governance (until 27/2/20)	Yes	Yes	N/A	N/A	2 of 2	100%
Valerie Walker	Interim Assistant Director, Risk Management & Governance (wef 1/3/20)	---	---	---	Yes	1 of 1	100%
Catherine McKeown /or Jenny McCaw	Head of Internal Audit (attends 2 per year)	N/R	Yes	N/R	N/A	1 of 1	100%

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South Eastern Health
and Social Care Trust

**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	Corporate Risk Register – end of year position and preparation for incoming year 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 Improvement & Innovation Committees – end of year position (including outcomes)	Internal Audit to attend meeting Report to Trust Board (GAC March meeting)
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	Corporate Risk Register – 1 st quarter report Update on Controls Assurance – incoming year Annual Report on Risk Management	Report to Trust Board (GAC June Meeting)
July		
August		
September	Corporate Risk Register – Update report Update on Controls Assurance (for Mid-Year Assurance Statement)	Comment and input to the Mid-Year Assurance Statement Internal Audit to attend meeting
October		Report to Trust Board (GAC September Meeting)
November		
December	Corporate Risk Register – Update report Annual review – Board Assurance Framework, Risk Management and Integrated Governance Strategies Update on Controls Assurance (results of November baseline assessments)	

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