South Eastern Health and Social Care Trust

GOVERNANCE ASSURANCE COMMITTEE

TERMS OF REFERENCE

Date: **July 2023**
Version: Version 1.2
Review Date: July 2024

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1.0 ESTABLISHMENT

The Board of the South Eastern Health & Social Care Trust has established a Non-Executive Committee to be known as **the Governance Assurance Committee**.

The Committee has no executive powers other than those specifically delegated and detailed within these Terms of Reference for information purposes.

2.0 MEMBERSHIP

The membership of the Committee shall be determined by Trust Board and appointments made from amongst its membership.

The Committee shall comprise of all Members of Trust Board. A full list of Members as of the date of these Terms of Reference can be found at Page 7 hereto.

A quorum shall be six Members including at least two Non-Executive Members appointed to the Committee and present.

The Chair of the Committee shall be a Non-Executive Director appointed by the Chair of Trust Board and will hold office for a term specified on appointment or until such time as the Chair of Trust Board determines otherwise.

The Chair of the Committee will cease to act as Chair if they are no longer a Non-Executive Director or they notify the Chair of Trust Board in writing that they no longer wish to continue.

If the Chair of the Committee is absent, a Non-Executive Director present may act as Chair for the duration of the meeting.

3.0 ATTENDANCE

The Assistant Director, Risk Management & Governance/Board Secretary (or their nominee) will be in attendance at Committee meetings.

In the event a Member of the Executive Management Team is unavailable to attend, he/she can nominate a senior manager to attend in their absence by recording an apology in advance with the Board Secretary and confirming the identity of the intended substitute no later than three working days prior to the date of the scheduled meeting.

4.0 FREQUENCY OF MEETINGS

The Committee shall meet at least four times annually. Members are requested to attend a minimum of two meetings during the course of the year.

5.0 AUTHORITY (including Escalation to Trust Board)

The Committee is authorised by Trust Board to undertake any activity stated within these Terms of Reference. The Committee is further authorised to secure the attendance of relevant external parties necessary in order to fulfill its remit.

The Chair of the Committee shall draw to the attention of Trust Board any issues that require disclosure to the full Board or may require executive action by the Chief Executive and/or wider Executive Management Team. In addition, the Committee has authority to formally escalate any issues Members judge require notification and/or further consideration by Trust Board.

6.0 REMIT

The Committee will review the maintenance of an effective system of integrated governance and internal control across the organisation's activities (both clinical and non-clinical) that supports the achievement of the organisation's objectives. This will include regular review of the Trust's governance infrastructure (including recommendations where appropriate to ensure on-going efficiency and effectiveness).

The Committee shall embed the Trust's vision and values in conducting its business.

The Committee holds delegated authority to approve the following strategies and documents:

- Risk Management Strategy;
- Sub-Committee Terms of Reference, End Year Reports & Programmes of Work;
- Integrated Governance & Assurance Framework (IGAF);
- Board Assurance Framework Risk Document;
- Risk Management Annual Report;
- Governance Statement;
- Information Governance Annual Report;
- Coronial & Litigation Services Annual Report;
- Complaints & Compliments Annual Report ***(also to be approved by Trust Board)***

The Committee will report to Trust Board annually on its work in support of the Governance Statement, the fitness for purpose of the Integrated Governance & 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 Organisational Controls Assurance Standards (or their subsequent replacement) and other relevant standards.

The Committee will undertake to:

- Maintain and seek assurance from a Safety, Quality Improvement and Innovation Sub-Committee (SQIIC) responsible for all matters pertaining to Safety, Quality Improvement and Innovation (including Clinical and Social Care

Governance) including adherence to specific guidelines and standards which demonstrate evidence based practice;

- Maintain and seek assurance from a Corporate Governance Sub-Committee (CGC) responsible for all matters pertaining to integrated governance issues including Corporate Governance, Risk Management & Organisational Controls;

- Review Sub-Committee annual Programmes of Work, give consideration to all items escalated from Sub-Committees and receive regular reports on their activities and outcomes including the work of their related Sub-Committees;

- Review the adequacy of assurance processes that indicate the degree of the achievement of corporate objectives and the effectiveness of the management of the Board Assurance Framework Risk Document. This will also include the adequacy of the Integrated Governance & Assurance Framework, control and assurance mechanisms in place, and additional action taken to address gaps in controls and in assurance;

- Review and approve all governance and risk management and control related disclosure statements (including the Governance Statement);

- Review and approve Trust strategies relating to integrated governance & risk management;

- Receive Reports where an internal weakness has been identified in governance and risk management systems or services within the Trust.

In carrying out its work, the Committee will primarily utilise the work of the Risk Management & Governance Sub-Directorate.

The Committee will also seek assurances from other Trust Board Committees and Sub-Committees, the Executive Management Team 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 use of an effective Integrated Governance & Assurance Framework (IGAF) to guide its work. The Committee shall have flexibility to scrutinise high risk areas identified through the IGAF or other assurance functions.

The Committee will consider the implications for integrated governance arising from other significant external and internal assurance functions such as relevant reviews by the Department of Health (DoH), other DoH ALB or 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.).

7.0 OPERATIONAL ARRANGEMENTS

Administrative Support to the Committee

The Committee shall be supported administratively by the Board Secretary (or nominee) whose duties in this respect include:

- Preparation and issue of agenda on behalf of the Chair;
- Collation and distribution of papers sufficiently in advance of each meting to facilitate their full consideration and discussion at the meeting;
- Ensuring appropriate arrangements 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;
- Assist the Chair in ensuring the effective operation of the Committee;
- Arranging the attendance of appropriate staff at meetings;
- Ensuring the annual review of these Terms of Reference and the making of recommendations for updating;
- Development and maintenance of the Committee's Meeting Schedule.

Conduct of Meetings

All questions arising will be decided by a simple majority of the Committee. In the case of equal votes, the Chair will have a casting vote. It is intended meetings will not last more than 2 hours.

Should an item of business need to be raised on the day of the meeting, this can be covered under Any Other Business subject to there being available time for discussion.

Agenda Items and Papers for Meetings

The Board Secretary (or nominee) will issue the agenda and associated papers for each meeting no later than five days prior to the date of the scheduled meeting.

If separate papers require circulation, these should, wherever possible, be issued with the agenda. This is intended to enable Members to have the opportunity to read information in advance.

Minutes of Meetings

The minutes of the Committee shall be formally recorded by the Board Secretary (or nominee) and agreed with the Chair of the Committee prior to issue in advance the next meeting. Minutes will be circulated as soon as possible after the meeting listing topics discussed, actions agreed and individuals responsible for undertaking those actions. Once approved by the Committee at its subsequent meeting, the minutes will be submitted to Trust Board for noting.

8.0 DECLARATIONS OF INTEREST

The Chair of the Committee shall ask Members to declare any action or potential conflict of interest on any matter listed on the agenda for consideration at the outset of each meeting.

Where a conflict arises during the course of the meeting, any Member so conflict should declare their interest immediately and withdraw. It is the responsibility of individual Members to ensure they declare any interest in a timely manner.

All stated declarations of interest made during each meeting shall be formally recorded in the minutes.

List of Members of the Governance Assurance Committee – July 2023

Non-Executive Directors	
Chair of Committee	Dr Maura Briscoe
	Mr Noel Brady
	Mr Maynard Mawhinney
	Mr Jonathan Patton
	Mrs Joan O'Hagan

Executive Management Team	
Chief Executive	Ms Roisin Coulter
Director of People & Organisational Development	Mrs Claire Smyth
Deputy Chief Executive, Executive Director of Nursing, Midwifery & AHPs and Director of Patient Experience	Dr David Robinson
Medical Director	Mr Charlie Martyn
Director of Surgery, Elective Care, Maternity & Paediatrics	Ms Maggie Parks
Director of Unscheduled Care	Mr Marc Neil
Director of Children's Services & Executive Director of Social Work	Mrs Lyn Preece
Director of Adult Services & Healthcare in Prison	Mrs Rachel Gibbs
Director of Planning, Performance & Informatics	Mrs Helen Moore
Director of Finance & Estates	Ms Wendy Thompson
Director of Primary Care & Older People's Services	Mrs Clare-Marie Dickson

In attendance:

- **Board Secretary**: Mrs Martine McNally
- **Head of Internal Audit**: Mrs Catherine McKeown (or nominee) (observer twice yearly)