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**Terms of Reference for the**

# INTEGRATED GOVERNANCE COMMITTEE

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| **1.** | **INTRODUCTION** | | |
| 1.1 | The Board of Directors is accountable for :   * continuously improving the quality of the Trust’s services and safeguarding high standards, by creating an environment in which excellence will flourish * ensuring that there is an appropriately structured control environment in place, where risks are identified, assessed and properly managed. | | |
| 1.2 | The Board of Directors’ responsibilities for ensuring that an effective control system is on place are undertaken by the Audit Committee. Independent assurance on governance arrangements will be provided to the Board by the Audit Committee, the Audit Commission, the Healthcare Commission and other relevant agencies | | |
| 1.3 | The Board of Directors works within a governance framework which sets out the aims and objectives of governance in the Trust; how clinical and non-clinical risk management sit within the Trust’s governance framework; demonstrating the links between practice governance, CNST standards and the Healthcare standards; demonstrating how risk management processes and structures across clinical, environmental and business areas of the organisation will be co-ordinated. | | |
| 1.4 | HSC 1999/65 requires Trusts to establish a sub-committee of the Board of Directors for overseeing practice governance, eg clinical risk matters, clinical excellence, service improvement and compliance with Healthcare standards and CNST standards. | | |
| 1.5 | The Board of Directors has delegated, in accordance with its Standing Orders, responsibility to the Integrated Governance Committee for:   * overseeing the effective development of the Trust’s corporate and practise governance arrangements * ensuring that there is an objective and systematic approach to the identification and assessment of risk and delivery of the organisation’s priorities in the context of all national standards | | |
| 1.6 | The Integrated Governance Committee will be a formal committee of the Board of Directors and its terms of reference will be incorporated into the Trust’s Standing Orders. | | |
| 1.7 | The Committee is authorised to obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Trust’s Standing Orders. | | |
| **2.** | **MEMBERSHIP** | | |
| 2.1 | The committee shall be chaired by the Chair of the Trust. | | |
| 2.2 | The membership of the committee will include the Executive Chairs of the 5 Executive “Quality Improvement” Committees and 3 non-executive directors. Members of the Audit Committee should not be members of the Integrated Governance Committee. | | |
| 2.3 | Deputies for the Chairs of the QUICs (the named vice chair of the committee) will attend in an Executive’s absence. There will be no deputies for the non-executive directors. | | |
| 2.4 | The Board of Directors will review membership of the Committee annually. | | |
| 2.5 | The committee shall appoint one member to be the vice chair of the committee who shall exercise the powers and functions of the chair of the committee in their absence. | | |
| **3.** | **ATTENDANCE AT MEETINGS** | | |
| 3.1 | The quorum for the committee is five members to include the Chair of the Trust (or the vice chair of the committee in their absence), one Non-Executive and one Executive director. Deputies will count towards the quorum and attendance rates. Attendance will be monitored as part of the Annual Report on the Committee’s performance to the Board of Directors and members are expected to attend at least 75 per. cent. of committee meetings. | | |
| 3.2 | The Committee may invite other managers and staff of the Trust, NHS Professionals, Internal or External Audit to attend meetings. | | |
| **4.** | **FREQUENCY OF MEETINGS** | | |
| 4.1 | Meeting shall be held not less than three times per annum. | | |
| 4.2 | The frequency of meetings can be varied at the discretion of the chair of the committee. | | |
| 4.3 | An indicative timetable for business to be considered by the Committee is set out in an annual work-plan of the Committee. However, the agenda is not restricted to those items shown in the work-plan and can be changed at the discretion of the chair of the committee, to deal with any other governance matter. | | |
| **5.** | | **CALLING MEETINGS** |
| 5.1 | | Meetings will be called and conducted in accordance with the Trust’s Standing Orders. The notice period will be a minimum of ten days. Written reports are to be sent to members at least five clear days before the meeting. |
| **6.** | | **REMIT** |
| 6.1 | | Ensure the development and maintenance of the integrated governance framework (clinical, business and environment), reviewing and approving any major change to the governance framework, structures or management taking account of national strategies, priorities and developments concerning governance and risk management. |
| 6.2 | | Critically review and recommend to the Board of Directors the strategies set out below, and receive annual progress reports on the anniversary of their approval:   * + - Risk Management     - Human Resources     - Communications and Involvement   Including resourcing, training and development, and communication plans underpinning delivery. Approve supporting strategies relating to these key strategies. |
| 6.3 | | Ensuring effective interfaces between the Quality Improvement Committees and the co-ordination of risk management processes across the Trust, both clinical and non-clinical areas, including the review and recommendation to the Board of the Risk Management Strategy. |
| 6.4 | | Ensure that workforce planning, education and training are fully integrated into the integrated governance framework, ensuring a workforce fit for purpose. |
| 6.5 | | Ensure the Trust’s readiness for submission to external governance reviews and developing and monitoring action plans to identify shortfalls eg.   * Healthcare Commission * Clinical Negligence Scheme for Trusts * Health & Safety Executive * External Auditors * Monitor |
| 6.6 | | Ensure that the findings of the Audit Committee are responded to, including the development and monitoring of action plans in response to gaps in controls identified within the Trust’s Assurance Framework. Provide an annual report to the Audit of assurance gained throughout the year. |
| 6.7 | | Agree and monitor the work of the “Quality Improvement” committees and review, through their annual report, their performance and effectiveness within the Integrated Governance Structure. |
| 6.8 | | Receive reports from the Section 75 JMG(s) as required by the Section 75 agreement(s). |
| 6.9 | | The Committee shall receive and review at each of its meetings the minutes of the Quality Improvement Committees with an oral summary of the business transacted being provided by the Chair of the relevant committees. More substantive issues arising from the business of the QUICs will be brought to the Committee through the provision of papers to the Committee outlining the issue, the discussion and views of the QUIC, and providing recommendations to the Committee. |
| 6.10 | | Review a schedule of SUIs where Root Cause Analysis has been undertaken at each meeting. |
| 6.11 | | Approve new policies. |
| 6.12 | | Receive briefings on legal and key national policy developments. |
| **7.** | | **REPORTING** |
| 7.1 | | Minutes of the Committee meetings will be formally recorded and circulated to the Board of Directors members within ten working days and be formally reviewed at the following Board of Directors meeting. |
| 7.2 | | The chair of the committee will submit an Annual Report of the work of the Committee to the Board of Directors to include reports on frequency of meetings, members’ attendance and any recommendations to address non-attendance or changes to membership, business conducted by the Committee (cross referenced to its remit) and consideration of sub committee(s) business. The purpose of the Annual Report is to ensure that the Committee is working to its Terms of Reference. |
| **8.** | | **LIMITATIONS OF AUTHORITY** |
| 8.1 | | The Committee shall be delegated the power of the Board of Directors to require the attendance of any member of the Trust staff. |
| 8.2 | | Save as is expressly provided in the Terms of Reference, the Committee shall have no further power or authority to exercise, on behalf of the Board of Directors, any of its functions or duties. |
| 8.3 | | For the avoidance of doubt, the Committee shall not itself be responsible for undertaking any operational involvement in the Trust’s governance (internal control) or risk management systems. Its responsibilities shall be limited to providing strategic leadership and supervision of the work of the Executive Quality Improvement Committees or specific issues referred to the Committee, requiring directors and managers of the Trust to undertake certain work, to receiving their reports (both verbal and written), considering such and reporting to the Board of Directors, thereafter. |