



## **GOVERNANCE COMMITTEE**

### **TERMS OF REFERENCE**

<b>VERSION</b>	0.4
<b>ASSURANCE</b>	<b>SECOND LINE ASSURANCE</b>
<b>CONSTITUTION</b>	<p>The Trust Board (The Board) hereby resolves to establish a Committee of the Board to be known as the Governance Committee (The Committee</p> <p>The Committee is a Non-Executive and Executive Director committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.</p>
<b>PURPOSE</b>	<p>The Committee provides a second line of assurance within the Integrated Governance and Assurance Framework. Its purpose is to support the Trust Board to ensure that robust governance processes are in place across the whole of the Trust's activities that support the achievement of the Trust's strategic objectives. This will include regular review of the Trust's corporate and clinical and social care governance system (including recommendations where appropriate to ensure ongoing efficiency and effectiveness).</p>
<b>MEMBERSHIP</b>	<p><b>Membership:</b></p> <ul style="list-style-type: none"> <li>• Chair of Governance Committee (Non-Executive Director)</li> <li>• 2 Non-Executive Directors, following recommendation from the Trust Chair</li> <li>• Chief Executive</li> <li>• Executive Director of Nursing, Midwifery and AHPs &amp; Functional Support Services / Deputy Chief Executive</li> <li>• Executive Director of Finance, Procurement and Estates/Deputy Chief Executive</li> <li>• Executive Medical Director</li> <li>• Executive Director of Social Work</li> </ul> <p>In exceptional circumstances:-</p> <p>Where the Chair is unavailable, a Non-Executive Director shall Chair the Committee.</p> <p>Where the Chief Executive is unavailable, one of the Deputy Chief Executives will be required to deputise.</p> <p>Where a Director is unavailable, a deputy (Assistant Director) will be required to attend.</p> <p><b>Attendance for the full meeting:</b></p> <ul style="list-style-type: none"> <li>• Director of Mental Health and Disability Services</li> </ul> <p><b>Attendance for specific agenda items:</b></p> <p>Requirement that any Director / Assistant Director will be requested to attend when a report pertinent to their area of responsibility is being discussed.</p> <p>Other members of Trust staff may be required to attend meetings as the Committee considers necessary.</p>

	<p><b>Secretary:</b> Mrs Sandra Judt, Board Assurance Manager, supported by Committee Secretary</p> <p>The Board Assurance Manager, supported by the Committee Secretary, shall be secretary to the Committee and shall attend the meetings and provide appropriate support to the Chair and Committee members.</p>
<p><b>DUTIES</b></p>	<p>The remit of the Committee is to:-</p> <ul style="list-style-type: none"> <li>• Oversee the Integrated Governance and Assurance Framework</li> <li>• Ensure that there are effective and regularly reviewed structures in place to support the effective implementation and continued development of integrated governance across the Trust.</li> <li>• Ensure that there is sufficient independent and objective assurance as to the robustness of key processes across all areas of governance.</li> <li>• Review the adequacy of all governance and risk management and control related disclosure statements (in particular the Governance Statement).</li> <li>• Seek assurance from the Senior Leadership Team Risk and Assurance Group whose work provides relevant assurance to the Committee’s remit.</li> <li>• Receive assurances from the following Steering Groups via reports by the Chair as a standing agenda item: <ul style="list-style-type: none"> <li>- Organisational Governance Steering Group</li> <li>- Safety and Quality Steering Group</li> <li>- Standards, Compliance and Regulation Steering Group</li> </ul> </li> <li>• The Committee will work closely with the Audit and Risk Assurance Committee whose work will provide comprehensive assurance to the Governance Committee. Each Committee will remain within its own scope of work.</li> <li>• 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 Department of Health 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, other accreditation bodies, etc.).</li> <li>• Support a learning culture across the Trust in response to lessons learned via receipt of a report from the Learning from Experience Committee</li> <li>• Ensure robust and formal independent oversight of ‘Whistleblowing’ cases activity within the Trust</li> <li>• Ensure robust and formal independent oversight of claims activity within the Trust</li> <li>• Receive the minutes of the Trust’s Mid-Year and End-Year Ground Clearing meetings for information</li> </ul>

	<p>In fulfilling its remit, the committee will utilise information from a range of governance systems and other areas as it deems necessary.</p>
<p><b>AUTHORITY</b></p>	<p>The Committee is authorised to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee, through the relevant Director, and will be given the resources necessary to carry out its role. The Committee will be given full access to any information within the Southern Health and Social Care Trust that it requires to fulfil its function. The Committee is authorised by the Board to obtain external professional advice and to invite external personnel with relevant experience and expertise if it considers this necessary.</p>
<p><b>MEETINGS</b></p>	<p><b>Quorum:</b> A quorum shall be four members, two of which must be Non-Executive Directors, and two Executive Directors (one of which must be the Chief Executive and/or Deputy Chief Executive).</p> <p><b>Frequency of Meetings:</b> Meetings shall be held on a quarterly basis. The Chair can convene a meeting for a special purpose at any time.</p> <p><b>Papers:</b> Meeting agenda and papers will be disseminated no later than 5 working days prior to the meeting date.</p> <p><b>Meeting Arrangements:</b> All meetings will be held in person. At the Chair’s discretion, a virtual meeting may be held.</p> <p><b>Withdrawal of individuals in attendance:</b> During the course of a meeting, if a Conflict of Interest is established, the member concerned should withdraw from the discussion / meeting and play no part in the relevant discussion or decision. The Conflict of Interest should be recorded in the minutes.</p> <p>Individuals invited for a specific item will be asked to withdraw following completion of that item.</p>
<p><b>REPORTING</b></p>	<p>The minutes of the Governance Committee shall be formally recorded by the Committee Secretary and submitted to the Board following approval of the Committee.</p> <p>Following each Committee meeting, the Committee Chair will present a written summary report on the meeting to the next Board meeting, drawing to the attention of the Board any issues that require executive action.</p> <p>Any business conducted in a confidential session by the Committee will be reported to a confidential session of the Board.</p> <p>The Committee will report to the Board annually on its work in discharging its responsibilities in support of the annual Governance Statement</p>

<p><b>OTHER MATTERS</b></p>	<p>The Committee shall be supported administratively by the Board Assurance Manager and the Committee Secretary, whose duties in this respect will include:</p> <ul style="list-style-type: none"> <li>• Agreement of agenda with the Chair</li> <li>• Collation and distribution of papers no less than 5 working days in advance of the meeting</li> <li>• Ensuring appropriate arrangements are in place for the servicing of the Committee including taking and producing draft minutes of the meeting for the Chair’s approval</li> <li>• Taking forward matters arising and issues to be carried forward</li> <li>• Assisting the Committee Chair in ensuring the effective operation of the Committee</li> <li>• Advising the Committee on pertinent issues</li> <li>• Annual review of the Terms of Reference and recommendation of updates</li> <li>• Development and maintenance of the Committee work-plan for the calendar year</li> <li>• Production of Committee Annual Report in conjunction with the Committee Chair</li> <li>• Ensuring that new members receive appropriate induction training and that all members are supported in identifying and participating in ongoing training</li> </ul>
<p><b>CONFLICT/ DECLARATION OF INTEREST</b></p>	<p>The Chair of the Committee shall seek any declaration or conflict of interest on any matter at the outset of each meeting.</p> <p>All stated declarations of interest made shall be formally recorded in the minutes.</p>
<p><b>REVIEW</b></p>	<p>The Committee will review its Terms of Reference on an annual basis for Trust Board approval.</p>