

GOVERNANCE COMMITTEE

ANNUAL REPORT 2024/25



Approved by Governance Committee on 7th July 2025

INTRODUCTION

It is the delegated responsibility of the Governance Committee 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 includes regular review of the Trust's corporate and clinical and social care governance system (including recommendations where appropriate to ensure ongoing efficiency and effectiveness).

This Annual Report outlines the Governance Committee's activity and assurance role to the Trust Board for the financial year ending 31 March 2025. It sets out how the Committee has fulfilled its oversight responsibilities and supports the overall assurance framework of the Trust.

This report complements the Annual Report of the Audit and Risk Assurance Committee and aligns with the Good Practice Principle 6 (Communication and Reporting) from the Department of Finance Audit and Risk Assurance Committee Handbook NI (April 2018).

CHAIR'S FOREWORD

It is my pleasure to present the Governance Committee's Annual Report for 2024/25. I would like to extend my sincere thanks to my fellow Non-Executive Directors - Mrs Geraldine Browne and Mr Chris Stewart - as well as the Chief Executive and Executive Directors, whose commitment and collaborative approach have contributed significantly to the Committee's effectiveness throughout the year.

I would also like to acknowledge the valued input of Mrs Jan McGall, Director of Mental Health and Disability Services, for her regular attendance and thoughtful contributions, along with the ongoing support provided by the Board Assurance Manager, the Committee Secretary and the Head of Office for the Chair and Chief Executive.

In particular, I wish to place on record my appreciation to Non-Executive Director colleagues Mrs Pauline Leeson, former chair of the Committee, and Ms Geraldine Donaghy who both served until 31st December 2024 when their tenure as Non-

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Executive Directors ended. Mrs Leeson’s leadership and dedication helped lay the foundation for the progress reported this year, and Ms Donaghy’s contribution to the work of the Committee was highly valued.

I am confident that the Committee has operated in accordance with its Terms of Reference and approved Schedule of Reporting. We remain committed to providing robust assurance to the Trust Board and contributing to continuous improvement in the Trust’s governance arrangements.

MEMBERSHIP OF THE COMMITTEE

A revised composition of the Governance Committee came into effect on 1st January 2025 in line with new Non-Executive Director appointments and is set out below: -

Mr J Johnston <i>(Chair from September 2024)</i>	Non-Executive Director
Mrs P Leeson <i>(Chair up to August 2024)</i>	Non-Executive Director
Ms G Donaghy <i>(Up to December 2024)</i>	Non-Executive Director
Mr C Stewart <i>(From February 2025)</i>	Non-Executive Director
Mrs G Browne <i>(From February 2025)</i>	Non-Executive Director
Dr M O’Kane <i>(Up to December 2024)</i>	Chief Executive
Mrs H Trouton <i>(Up to September 2024)</i>	Executive Director of Nursing, Midwifery, Allied Health Professionals, Functional Support Services and IPC / Deputy Chief Executive
Mrs D Ferguson <i>(From October 2024)</i>	Interim Executive Director of Nursing, Midwifery, Allied Health Professionals, Functional Support Services and IPC
Mr C McCafferty	Director of Children and Young People’s Services / Executive Director of Social Work
Dr S Austin	Executive Medical Director
Ms C Teggart	Executive Director of Finance, Procurement and Estates

In attendance

Ms J McGall, Director of Mental Health and Disability
Mr S Wallace, Head of Office for the Chair and Chief Executive

The Board Assurance Manager, supported by the Committee Secretary, is the Secretary to the Committee and attends all meetings to provide appropriate support to the Chair and Committee members.

MEETINGS OF THE COMMITTEE

The Committee is required by its Terms of Reference to meet on a quarterly basis. During the year, the Committee met on 4 occasions as detailed below: -

- 16th May 2024
- 5th September 2024
- 5th December 2024
- 27th February 2025

The attendance record for members was as follows: -

Mr J Johnston	3/4
Mrs P Leeson	2/3
Mr C Stewart	1/1
Mrs G Browne	1/1
Ms G Donaghy	3/3
Dr M O'Kane	2/3
Mrs H Trouton	2/2
Mrs D Ferguson	2/2
Mr C McCafferty	4/4
Dr S Austin	2/4
Ms C Teggart	2/4

The Committee met on 4 occasions in confidential session during the year.

Formal minutes are recorded of each meeting, both open and confidential sections, and these are approved at the subsequent meeting. Minutes of meetings reflect discussions held by the Committee and any actions agreed.

The Committee has an appropriate process between meetings in place for actions/matters arising from Committee business to be appropriately pursued by the relevant Director.

The Committee has a process in place for recording declarations of conflicts of interest and this mirrors the process used at Trust Board level.

TERMS OF REFERENCE FOR THE COMMITTEE

The Committee's Terms of Reference are reviewed on annual basis and were last reviewed by the Committee via email in January 2025 and approved by Trust Board on 30th January 2025.

Within the Audit and Risk Assurance Committee Handbook (2018) there is a strong emphasis on governance, risk management and internal control and this is delivered by both the Governance and Audit and Risk Assurance Committees.

REPORTING TO TRUST BOARD

Formal minutes are submitted to the Trust Board for information, following Committee approval.

The Chair of the Committee presents a summary report to the subsequent Board meeting bringing to the attention of Trust Board any items requiring attention or escalation to the Board.

Formal minutes of confidential session are submitted to Trust Board confidential section for information, following Committee approval.

Business conducted in confidential session by the Committee is reported to a confidential session of the Trust Board via the Committee Chair's report.

WORK PLAN

The Committee must satisfy itself of the reliability and integrity of the assurances it receives and of their comprehensiveness in meeting the needs of the Trust Board.

In order to discharge its remit, the Committee operates via a Work Plan which is revised on an annual basis and approved by Trust Board.

The following sections detail the areas and reports considered by the Committee in 2024/25.

Senior Leadership Team Risk and Assurance Group

The Senior Leadership Team Risk and Assurance Group reported to the Committee throughout the year. The Risk and Assurance Group provided review and scrutiny of all aspects of governance, including all reporting elements from the three Governance Steering Groups, (Safety and Quality Steering Group, Standards, Compliance and Regulation Steering Group and Organisational Governance Steering Group). The Committee were informed of updates on the progress of Internal Audit recommendations, recent RQIA inspections and Early Alerts. The Risk and Assurance Group provided assurance to the Committee in relation to the Trust meeting its Statutory Requirements and the provision of high quality and effective services.

Governance Steering Groups

The Governance Steering groups (Safety and Quality Steering Group, Standards, Compliance and Regulation Steering Group and Organisational Governance Steering Group) have had four cycles of reporting into Governance Committee. The groups, in line with their terms of reference, provide support to the Trust Risk and Assurance Group by obtaining assurance that there are robust processes in place for the effective management and monitoring of organisational governance processes across the Trust.

The Committee received minutes and Chairs' summaries from each of the groups every quarter, and reports presented at the groups were made available for Committee members to review in the library resource section held on the meeting software, One Advanced.

Annual Reports reviewed and discussed through the three Steering Groups, not mentioned elsewhere in this report, included:

- Health and Safety Annual Report
- Emergency Planning and Business Continuity
- Functional Support Services Annual Report
- Information Governance Annual Report
- Information Governance Framework Annual Report (PID) and (PSD)
- Organ Donation
- Research and Development

Risk Management/CRR

In line with its revised Terms of Reference, the Audit and Risk Assurance Committee provides oversight of the risk management process. The Governance Committee reviews, challenges and provides assurance on the risks contained in the Corporate Risk Register that are relevant to the Governance Committee's remit. The Committee seeks assurance from the Governance Steering Groups that all the risks listed are appropriate for inclusion on the Corporate Risk Register.

The Committee works closely with the Audit and Risk Assurance Committee whose work provides comprehensive assurance to the Governance Committee.

Clinical Audit

The annual National Audit Assurance Report was reviewed by the Committee. This provides an overview of the Trust's participation in the NHS England Quality Accounts List of National Clinical Audits (NCA), including participation in annual audit programmes, key outcomes and progress on plans for improvement.

Medicines Governance

The Annual Report from the Accountable Officer responsible for Controlled Drugs was presented to the Committee during the year, together with the Royal Pharmaceutical Society Report - Implementation of Standards.

Raising concerns (Whistleblowing)

A bi-annual report 'Raising Concerns – Whistleblowing' was provided to the Committee on cases and trends in May 2024 and December 2024. This included a case review on one whistleblowing case at each meeting.

EXTERNAL/INTERNAL INSPECTIONS/INDEPENDENT REVIEWS

The following reports and progress updates on recommendations were presented to the Committee during the year: -

- i) Report on the Directorate Governance Review by Olive MacLeod (September and December 2024)
- ii) RQIA Review of Urology Services Phase II Report (December 2024)
- iii) Statutory Functions Action Plan 2024/25
- iv) Maternity Services: (February 2025)
 - a. MBRRACE – UK Perinatal Mortality Report
 - b. Update on Oversight of Maternity Services within SHSCT following recommendations from the Ockenden Report

NON-EXECUTIVE DIRECTOR VISITS TO RESIDENTIAL CHILDREN'S HOMES

The Committee received a six-monthly report which provides assurance on the quality of care provided to our young people in residential care.

It also focuses on key issues raised as a result of the Non-Executive Directors' visits and actions taken / proposed to address the issues.

OTHER MATTERS

The Committee would wish to provide a summary to Trust Board with their work in the areas described below.

Annual Reports

During the year, the Committee received the following 2024/25 annual report: -

- Clinical Audit – National Audit Report – February 2025

GOVERNANCE STATEMENT

Separately, the Governance and Audit and Risk Assurance Committees review the adequacy and completeness of the Governance Statement. The draft Governance Statement 2023/24 was reviewed by members at the May 2024 meeting.

LEARNING AND DEVELOPMENT

Members are notified of relevant courses to meet their ongoing training and development needs.

Examples of training attended include cyber security and whistleblowing.

GOVERNANCE COMMITTEE SELF-ASSESSMENT

The Committee will assess its effectiveness against an on-line self-assessment checklist during June 2025.

END YEAR GOVERNANCE STATEMENT

The Committee received a draft of the end year Governance Statement

SUMMARY

The Governance Committee plays a critical role within the Trust's assurance framework, acting as a second line of defence in line with the Integrated Governance and Assurance Framework. Its delegated responsibility from the Trust

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Board is to ensure that comprehensive, robust governance arrangements are in place across the organisation.

Throughout 2024/25, the Committee has worked to discharge its responsibilities effectively and in accordance with its approved Terms of Reference. It has provided oversight across a wide range of governance activities, supported by a revised corporate governance structure which has enhanced the focus and efficiency of the Committee's agenda.

The Committee is satisfied that, where the Trust faced ongoing challenges in meeting specific recommendations, these matters were identified, addressed, and escalated to the Trust Board as appropriate. In this regard, the Committee has contributed to the promotion of transparency, accountability, and continuous improvement across governance domains.

The Committee is also assured that its business has been conducted in alignment with good practice standards. Furthermore, the closer integration and collaboration with the Audit and Risk Assurance Committee have supported a more coordinated approach to risk, internal control, and quality governance.

In conclusion, the Committee believes that it has delivered its oversight function effectively for the year ending 31st March 2025 and has contributed meaningfully to strengthening governance processes across the Trust.

MR JACKIE JOHNSTON CBE
CHAIR, GOVERNANCE COMMITTEE
July 2025

