

GOVERNANCE COMMITTEE

ANNUAL REPORT 2018/19

1. Purpose of Report

This is the sixth Annual Report of the Governance Committee to the Board of the Southern Health & Social Care Trust for the financial year ended 31 March 2019. Its purpose is to report on the work of the Committee for the year under review in its discharge of its oversight responsibilities to the Board.

This report is complementary to the Annual Report of the Audit Committee which is also presented to the Board in compliance with the Good Practice Principle 6 (Communication and reporting) of the Department of Finance Audit and Risk Assurance Committee Handbook NI (April 2018).

2. Chair's Foreword

In presenting this Annual Report of the Governance Committee of the Trust, I would like to thank all my Non-Executive Director colleagues for their support and effective contribution to the successful operation of the Governance Committee. On behalf of the Committee, I wish to express appreciation to the Chief Executive, Directors, the Director of Pharmacy and Assistant Director, Clinical & Social Care Governance for their attendance and contribution, as well as the Board Assurance Manager and the Committee Secretary for their work during the year.

I am satisfied that the Committee has discharged its duties in line with its agreed Terms of Reference and Schedule of Reporting for the year.

3. The work of the Committee

The Committee's primary responsibility is to oversee the development and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the organisation's activities that supports the achievement of the organisation's objectives.

The remit of the Committee is to ensure:-

- There are effective structures and systems in place to support the implementation and continued development of integrated governance across the Trust;
- Assessment of arrangements for effective risk management;

- Principal risks, gaps in controls or assurances are considered by the Committee and appropriately escalated to Trust Board;
- Timely reports are made to the Trust Board, including recommendations and remedial action taken or proposed, if there is an internal failing in systems or services;
- There is sufficient independent and objective assurance as to the robustness of key processes across all areas of governance;
- Recommendations considered appropriate by the Committee are made to the Board recognising that financial governance is primarily dealt with by the Audit Committee;
- The Committee will review the adequacy of all governance and risk management and control related disclosure statements (in particular the Governance Statement).

4. Terms of Reference for the Committee

The Committee's Terms of Reference are attached at Annex A. These are reviewed on annual basis and were last reviewed by the Committee on 7th February 2019 and approved by Trust Board on 28th March 2019. Minor changes were made to the Terms of Reference and duly agreed to ensure alignment with the Department of Finance Audit and Risk Assurance Committee Handbook (NI) April 2018.

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 Committees.

5. Membership of the Committee

The membership of the Governance Committee during 2018/19 is set out below:-

Ms E Mullan (Chair)	Non-Executive Director
Ms G Donaghy	Non-Executive Director
Mrs P Leeson	Non-Executive Director
Mrs H McCartan	Non-Executive Director
Mr M McDonald	Non-Executive Director
Mr J Wilkinson	Non-Executive Director
Mrs S Rooney	Non-Executive Director

In attendance

The Chief Executive and all Trust Directors, which now includes the Director of Finance, Procurement and Estates, attend meetings, together with the Director of Pharmacy and the Assistant Director, Clinical and Social Care Governance.

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

6. Meetings of the Committee

- i) 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:-

- 11th May 2018
- 6th September 2018
- 6th December 2018
- 7th February 2019

The attendance record for members was as follows:-

Ms E Mullan	4/4
Ms G Donaghy	3/4
Mrs P Leeson	4/4
Mrs H McCartan	3/4
Mr M McDonald	3/4
Mr J Wilkinson	4/4
Mrs S Rooney	3/4

The Committee also met in private on 4 occasions during the year.

- ii) Formal minutes are recorded of each meeting and these are approved at the subsequent meeting. Minutes of meetings reflect discussions held by the Committee and any actions agreed.
- iii) 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.
- iv) The Committee has a process in place for recording declarations of conflicts of interest and this mirrors the process used at Trust Board level.

7. Reporting to Trust Board

Formal minutes are reported on and approved at the following Board meeting, following Committee approval. The Chair of the Committee presents these to the Board and brings to the attention of Trust Board any items requiring attention or escalation to the Board.

Following each Governance Committee meeting, the Governance Committee Chair meets with the Trust Chair and Chief Executive and provides a written summary report on the meeting. The Governance Committee Chair presents this summary report to the next Trust Board meeting.

8. Schedule of Reporting

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 Board and the Accounting Officer.

In order to discharge its remit, the Committee operates via a Schedule of Reporting which is revised on an annual basis.

In carrying out its work, the Committee receives assurances from the following key internal governance processes:

- Risk management
- Clinical and Social Care Governance
- Information Governance
- Medicines Governance
- Controls assurance programme
- Health and Safety Governance

A short synopsis of the key issues discussed at meetings in relation to each of these areas during the year is listed below:-

i) Risk Management

The Committee has an active role in providing assurance to the Board on the management of risk across the Trust. The Corporate Risk Register is a standing item on the Committee's agenda and, at each meeting, the Committee reviewed the Corporate Risk Register and ensured that all risks were identified; actions were being progressed and that identified controls were effective. This included an 'in-depth' review of one corporate risk at each meeting with members providing direction and challenge. Committee Minutes attest to the challenge/scrutiny applied by members to the

Corporate Risk Register. Progress updates on areas highlighted through the risk management process such as Cyber Security were provided.

The Committee ensured that risks that are outside the Trust's ability to solely manage were escalated. One example was in relation to the risk associated with the absence of a Data Controller/Data Processor agreement between the Trust and the Business Services Organisation (BSO) when Governance Committee agreed action to escalate. As a result, the Chief Executive met with Chief Executive of BSO in December 2018 to agree a plan to address this risk.

ii) Clinical and Social Care Governance

The Committee received a report at each meeting on incidents, complaints and patient safety data. The Committee requested that further assurance work be undertaken in relation to Standards and Guidelines and reported to the Committee. This will be incorporated into the Clinical and Social Care Governance report going forward.

The Committee requested that information to provide assurances is further developed to identify areas of non-compliance which impact on quality, risk or patient safety. It is planned during 2019-20 to develop a Clinical and Social Care Governance Assurance Strategy and Patient Safety Strategy and reports will be developed in line with these documents.

iii) Information Governance

Regular reports on Freedom of Information, Environmental Information and Subject Access requests were reviewed by the Committee to ensure completion within the statutory timeframes.

The SIRO Information Governance Report was also presented to the Committee in February 2019. This provided a summary of the key aspects of the role of the Senior Information Risk Owner.

Members received specific updates on the Trust's compliance with the requirements of GDPR and NIS (Network Information Systems) legislation.

iv) Medicines Governance

The Committee reviewed quarterly reports throughout the year to assure itself of medicines management across the Trust. At each meeting, members discussed the medication incidents and the actions taken to prevent incident reoccurrence, as well as the medicines governance

activities. Updates were provided on the work of the Drugs and Therapeutics Committee.

The Annual Report from the Accountable Officer responsible for Controlled Drugs was presented to the Committee during the year.

v) Controls Assurance Programme – 2018/19

Following the cessation of the DoH led Controls Assurance Standards process from 1 April 2018, the Trust was required to put in place internal assurance arrangements for each area previously covered by the former Controls Assurance Standards. The Committee received progress updates throughout the year and a final report of assurance will be provided to the Committee in May 2019.

vi) Health and Safety Governance

In considering the Annual Health and Safety Governance Report, the Committee assured itself that the Trust is managing its health and safety risks and thereby complying with its statutory responsibilities.

Other matters

The Terms of Reference for the Committee require it to consider a number of matters not dealt with above. The Committee would wish to acquaint the Board with its work in the areas described below:-

i) Whistleblowing

Members received information on whistleblowing cases and assured itself that cases are being adequately investigated and lessons learned. As further assurance, members requested that the report would be expanded to include the work undertaken by the Trust since the launch of the Regional HSC Framework 'Your Right to Raise a Concern at Work' (Whistleblowing), along with the Trust's Policy and Procedure. This was provided and discussed at the December 2018 meeting.

ii) Claims Management

Arising as an action from the Internal Audit report on Claims Management, the Committee received management information on litigation claims and assured itself that the Trust has a process in place for shared learning.

iii) **Clinical Audit**

The Clinical Audit Strategy was endorsed by the Committee during the year.

iv) **Board to Ward Governance Assurance**

As part of the ongoing 'Board to Ward' governance assurance process, a framework for leadership walks is in place. The Committee received six-monthly reports to provide assurance that issues identified during these walks were being progressed.

v) **Non-Executive Director Visits to Children's Homes**

In line with good practice and the Trust's internal Governance arrangements, Non-Executive Directors are required to undertake quarterly visits to Children's Homes. The Committee received six monthly reports to provide assurance that issues identified were being progressed.

vi) **Service User Involvement**

The Chair of the Patient and Client Experience Committee is a member of the Governance Committee. There is a standing item on the Committee's agenda for the Chair of the Patient and Client Experience Committee to bring to the Committee's attention items discussed and provides assurance that the Trust's services, systems and processes provide effective measures of patient/client and community experience and involvement.

9. **Independent Assurance**

During the year, the Committee sought regular assurance from a number of independent sources to enable it to report to the Trust Board that the system of internal control, management of risk and governance arrangements are functioning effectively. These included:-

- NI Quality Assurance Reference Centre Report on the Breast Screening Unit;
- Report from the MBRAACE-UK programme (Mothers and Babies reducing risk through audit and confidential enquiries).
- Stroke Sentinel National Audit Programme. Members requested additional information on local actions to improve outcomes and progress updates were and continue to be provided to the Committee.
- Mortality and Morbidity - data for January 2017 – December 2017 was reviewed by the Committee in May 2018 as a means of assurance regarding the safety of hospital care.

10. Governance Statement

Separately, the Governance and Audit Committees review the adequacy and completeness of the Governance Statement. The Committee will review the draft Governance Statement 2018/19 at its meeting on 21 May 2019.

11. Mid and End Year Ground Clearing meetings

Minutes of the Trust's Mid and End-Year Ground Clearing meetings were received and noted by the Committee.

12. Lessons Learned Forum

Members received progress update from this Forum to assure itself that lessons from adverse incidents, complaints and litigation cases, internal to the Trust, regional and national were being identified and shared. Going forward, there will be ongoing review of systems and processes to ensure lessons are identified and shared.

13. Learning and Development

Members are notified of relevant courses to meet their ongoing training and development needs. They attended a series of internal Trust Board Workshops, one of which focused on the identifying and managing of corporate risks, as well as external training events during 2018/19 focused on the governance agenda.

14. Linkages with the Audit Committee

To ensure there is connectivity between the Governance and Audit Committees, the Chair of the Audit Committee is a member of the Governance Committee. Likewise, the Chair of the Governance Committee is also a member of the Audit Committee. There is an item on the Committee's agenda for the Audit Committee Chair to highlight any items requiring Governance Committee attention. One example was in relation to action plan from Internal Audit Report on Clinical Audit where the Committee felt that further assurance was required on actions being taken to address issues identified. At its meeting in September 2018, a presentation on Clinical Audit was provided and this included progress on outstanding Internal Audit recommendations.

15. Governance Committee – Self-Assessment

The Governance Committee assessed its effectiveness against a self-assessment checklist. Whilst current membership provides the requisite level of independence, the Committee noted that one Non Executive Director's term ends in August 2019 and raised the requirement for the replacement to have a clinical background.

16. Summary

The Governance Committee recognises that the Trust Board is ultimately responsible for the system of internal control, the management of risk and the governance framework. The Board has delegated to the Governance Committee responsibility for an assessment of the effectiveness of the system of integrated governance.

The Committee is of the opinion that, for the year ended March 2019, it has discharged its oversight responsibilities in accordance with the Terms of Reference set for the Committee by the Board. The Committee is satisfied that where the Trust has challenges in meeting recommendations, the Committee has ensured that these are appropriately escalated to Trust Board and beyond.

The Committee is also of the opinion that it has considered its business in accordance with best practice.

Overall Conclusion

The Committee is satisfied in respect of the reliability and integrity of the assurances and of their comprehensiveness in meeting the needs of the Board and the Accounting Officer. Furthermore, the Committee is of the opinion that the assurances available are sufficient to support the Board and the Accounting Officer in the decisions taken by them and in their accountability obligations.

Ms E Mullan
Chair, Governance Committee
May 2019

GOVERNANCE COMMITTEE

TERMS OF REFERENCE

- **CONSTITUTION**

The Board hereby resolves to establish a Committee of the Board to be known as the Governance Committee (The Committee). The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.

- **MEMBERSHIP OF THE COMMITTEE**

The Committee shall be appointed by the Board from amongst the non-executive directors of the Trust following recommendation from the Trust Chair and shall consist of not less than three members. A quorum shall be two members. One of the members will be appointed the Chair of the Committee by the Board.

- **ATTENDANCE**

The following senior staff shall be invited to attend meetings:

- Chief Executive
- Medical Director
- Director of Finance, Procurement and Estates
- Director of Children and Young People's Services/Executive Director of Social Work
- Director of Mental Health and Disability Services
- Interim Executive Director of Nursing
- Director of Acute Services
- Director of Older People and Primary Care Services
- Director of Human Resources and Organisational Development
- Director of Performance and Reform
- Assistant Director, Clinical and Social Care Governance
- Director of Pharmacy

Other members of Trust staff may be required to attend meetings as the Committee considers necessary.

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.

- **FREQUENCY OF MEETINGS**

Meetings shall be held on a quarterly basis.

- **AUTHORITY**

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.

- **REMIT**

The remit of the Committee is to 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.
- Assessment of assurance systems for effective risk management which provide a planned and systematic approach to identifying, evaluating and responding to risks and providing assurance that responses are effective.
- Principal risks and significant gaps in controls and assurances are considered by the Committee and appropriately escalated to Trust Board
- Timely reports are made to the Trust Board, including recommendations and remedial action taken or proposed, if there is an internal failing in systems or services.
- There is sufficient independent and objective assurance as to the robustness of key processes across all areas of governance.
- Recommendations considered appropriate by the Committee are made to the Trust Board recognising that financial governance is primarily dealt with by the Audit Committee.

In carrying out its work, the committee will utilise information from:

- Clinical and Social Care Governance systems
- Risk assessment and risk management systems
- Health and Safety
- Medicines management systems
- Information Governance systems
- Litigation systems
- National Audit outcomes
- Whistleblowing process

The Committee shall 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.).

The Committee will review the adequacy of all governance and risk management and control related disclosure statements (in particular the Governance Statement).

The Committee will work closely with the Audit Committee to provide comprehensive assurance to the Audit Committee's own scope of work.

The Committee will receive the minutes of the Trust's Mid-Year and End-Year Ground Clearing meetings for information.

• **REPORTING**

The minutes of the Governance Committee shall be formally recorded by the Committee Secretary and submitted to the Trust Board following approval of the Governance Committee. The Chair of the Committee shall draw to the attention of the Board any issues that require executive action.

Any business conducted in a confidential session by the Governance Committee will be reported to a confidential session of the Trust Board.

The Chair of the Governance Committee will meet with the Trust Chair and Chief Executive following each Committee meeting and provide them with a written summary report on the meeting.

The Committee will report to the Board annually on its work in support of the Governance Statement.

OTHER MATTERS

The Committee shall be supported administratively by the Board Assurance Manager and the Committee Secretary, whose duties in this respect will include:

- Agreement of agenda with the Chair.
- Collation and distribution of papers no less than 5 working days in advance of the meeting.
- Producing the minutes of the meeting and taking forward matters arising and issues to be carried forward.
- Advising the committee on pertinent issues.