



GOVERNANCE COMMITTEE

TERMS OF REFERENCE

VERSION	1.2
ASSURANCE	SECOND LINE ASSURANCE
CONSTITUTION	The Trust Board (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 and Executive Director committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.
PURPOSE	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).
MEMBERSHIP	Membership: • Chair of Governance Committee (Non-Executive Director) • 2 Non-Executive Directors, following recommendation from the Trust Chair • Chief Executive • Executive Director of Nursing, Midwifery and AHPs & Functional Support Services • Executive Director of Finance, Procurement and Estates • Executive Medical Director • Executive Director of Social Work In exceptional circumstances:- Where the Chair is unavailable, a Non-Executive Director shall Chair the Committee. Where the Chief Executive is unavailable, an Executive Director will be required to deputise. Where a Director is unavailable, a deputy (Assistant Director or Deputy Medical Director) will be required to attend. Attendance for the full meeting: • An Operational Director – The Director of Mental Health and Disability Services will aim to attend, however another Operational Director can deputise if required. Attendance for specific agenda items: Requirement that any Director / Assistant Director will be requested to attend when a report pertinent to their area of responsibility is being discussed. Other members of Trust staff may be required to attend meetings as the Committee considers necessary.

	Secretary: Mrs Sandra Judt, Board Assurance Manager, supported by Committee Secretary 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.
DUTIES	The remit of the Committee, with the approval of the Board, is to: • Hold the Trust to account for the quality of care it provides and ensure that the systems of control and impact measurement are robust and reliable. • Provide the Trust with a clear strategic direction and leadership for good Governance that will assist the Trust to meet its quality improvement challenges. • Foster a culture at every level of the Trust which is focussed on enabling staff (and subcontractors) to learn from past experiences and mistakes. • Ensure that the Trust possesses the necessary capability to identify learning and its implementation. • Oversee all aspects of integrated governance (excluding finance and performance) and to ensure that a robust Integrated Governance and Assurance Framework is maintained. • Ensure that there are effective structures in place to support the effective implementation and continued development of integrated governance across the Trust ensuring that there is sufficient assurance as to the robustness of key processes across all areas of governance. • Receive a report and assurances from the Chief Executive as Chair of the Senior Leadership Team Risk and Assurance (SLTRA) Group whose work provides relevant assurance to the Committee's remit. • Receive assurances from the following Steering Groups via reports by the Chair as a standing agenda item: - Organisational Governance Steering Group - Safety and Quality Steering Group - Standards, Compliance and Regulation Steering Group • Receive the Corporate Risk Register at each meeting and receive assurance via the summary report from the Chair of the SLTRA that the risks listed are appropriate for inclusion on the Corporate Risk Register • The Committee will work closely with the Audit and Risk Assurance Committee (ARAC) whose work will provide comprehensive assurance to the Governance Committee. There will be a standing item on the Governance Committee agenda during which the Chair of the ARAC can raise any area where the Committee requires further assurance, particularly in relation to those governance domains concerning clinical and social care governance, safety and quality. • Receive the findings of other significant assurance functions, (regulatory, professional and judicial) external to the organisation, and consider the implications for the governance of the organisation. Where appropriate

	seek assurance that action plans developed as a result of external reviews/progress reports are being progressed and implemented. • Seek assurance that where concerns have arisen that relate to the committee's remit that appropriate measures have been taken, any agreed actions delivered, and any appropriate learning has been identified and shared. • Ensure robust and formal independent oversight of 'Whistleblowing' cases activity within the Trust. • Receive the minutes of the Trust's Mid-Year and End-Year Ground Clearing meetings for information. • Escalate any risks or other areas of concern identified through the above responsibilities that require Trust Board scrutiny and/or decision making. In fulfilling its remit, the committee will utilise information from a range of governance systems and other areas as it deems necessary.
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.
MEETINGS	Quorum: 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). Frequency of Meetings: Meetings shall be held on a quarterly basis. The Chair can convene a meeting for a special purpose at any time. Papers: Meeting agenda and papers will be disseminated no later than 5 working days prior to the meeting date. Meeting Arrangements: All meetings will be held in person. At the Chair's discretion, a virtual meeting may be held. Withdrawal of individuals in attendance: 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. Individuals invited for a specific item will be asked to withdraw following completion of that item.

REPORTING	The minutes of the Governance Committee shall be formally recorded by the Committee Secretary and submitted to the Board following approval of the Committee. 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. Any business conducted in a confidential session by the Committee will be reported to a confidential session of the Board. The Committee will report to the Board annually on its work in discharging its responsibilities in support of the annual 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 • 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 • Taking forward matters arising and issues to be carried forward • Assisting the Committee Chair in ensuring the effective operation of the Committee • Advising the Committee on pertinent issues • Annual review of the Terms of Reference and recommendation of updates • Development and maintenance of the Committee work-plan for the calendar year • Production of Committee Annual Report in conjunction with the Committee Chair • Ensuring that new members receive appropriate induction training and that all members are supported in identifying and participating in ongoing training
CONFLICT/ DECLARATION OF INTEREST	The Chair of the Committee shall seek any declaration or conflict of interest on any matter at the outset of each meeting. All stated declarations of interest made shall be formally recorded in the minutes.
REVIEW	The Committee will review its Terms of Reference on an annual basis for Trust Board approval.