

Integrated Governance Committee Terms of Reference

1. Introduction

- 1.1 The Integrated Governance Committee is established as a committee of the NHS Board as described in the Board's Standing Orders. The approved Terms of Reference and information on the composition and frequency of the Committee have been informed by the Board's Standing Orders with specific reference to Section 9 Committees.
- 1.2 The Terms of Reference will be reviewed annually and submitted to the NHS Board for approval.

2. Remit

- 2.1 To provide assurance to the NHS Board that issues identified in specific governance Committees that may have an impact across the Board are discussed to thereby ensure joined up corporate governance.
- 2.2 To provide assurance on matters that do not fit within a standalone governance committee model to enable cross-governance discussion and consideration.
- 2.3 To provide assurance on specific programmes of work across health and social care to monitor and scrutinise delivery on a regular basis where defined.

3. Duties

The Committee shall be responsible for ensuring an integrated approach across all strands of governance within NHS Ayrshire & Arran. Specifically it will:

- 3.1 Discuss and consider specific themes and issues relating to governance and risk that have implications for the Board's Governance Committees.
- 3.2 Review actions taken by the organisation on recommendations made by the Committee or the NHS Ayrshire & Arran Board on all governance matters, through routine monitoring of progress against actions.
- 3.3 Consider and scrutinise the health system's compliance with relevant legislation and performance against national standards with regards to governance on issues that have application across Ayrshire and Arran and are not aligned to a specific governance committee
- 3.4 Provide assurance to the NHS Board on governance issues that have application across Ayrshire and Arran and when required on specific programmes of work across health and social care to monitor and scrutinise delivery on a regular basis.

Specific programme areas over which the committee will look to gain assurance relate to:

- **Caring for Ayrshire.** To ensure that the ~~Caring for Ayrshire Strategic Advisory Group~~ takes a joined up approach to corporate governance when designing health and care services across Ayrshire and Arran, to receive assurance on progress and scrutinise delivery of programme plans
- **Community Wealth Building programme.** To receive assurance on progress and scrutinise delivery of programme plans.
- **Climate Emergency and sustainability.** Reference the Climate Change and Sustainability Strategy 2021-2032. To receive assurance reports on meeting key indicators on delivery and meeting all the legal compliance for environmental law.
- **Organisation resilience** – to receive assurance on meeting key indicators and scrutinise delivery of required National Standards and Civil Contingency legislation.
- **Digital Strategy and reform** – governance scrutiny of strategic delivery of the Strategy and plan and related strategic risks.
- **Corporate parenting and The United Nations Convention on the Rights of the Child (UNCRC)** – To receive assurance on and scrutinise delivery of our legal requirements

3.5 To monitor and review risks falling within its remit.

3.6 To review internal audit reports aligned to the Committee, to ensure that recommendations are reported, monitored and reviewed.

4. **Authority**

4.1 The Committee is authorised to investigate any matters which fall within its Terms of Reference, and obtain external professional advice.

4.2 The Committee may establish sub-committees to support its functions.

4.3 The Committee is authorised to seek and obtain any information it requires from any employee whilst taking account of policy and legal rights and responsibilities.

4.4 The Committee will have the authority to require the attendance of any employee of NHS Ayrshire & Arran, as may be required.

5. **Committee Membership**

5.1 The Committee shall be established by the full NHS Board and be composed of the Chairs of the five other standing Board Governance Committees. The Chair will be the NHS Board Chair. The Vice Chair will be the NHS Board Vice Chair.

6. **Quorum**

6.1 Three Non-Executive members will constitute a quorum.

7. **Attendance**

7.1

- The Chief Executive and the Lead Directors for each of the five other standing Board Governance Committees will attend meetings in an *ex-officio* capacity to provide information and guidance.

- The Head of Corporate Governance to provide information and advice.
- The Non-Executive Director in position as Chair/Vice Chair of each Integration Joint Board will attend to provide representation for the Ayrshire Health and Social Care Partnerships.
- The Director for Transformation and Sustainability for Caring for Ayrshire and Community Wealth Building
- The Non-Executive Chair of the Climate Emergency and Sustainability Group (if not a Chair of a Governance Committee)
- The Director of Infrastructure and Support Services or an agreed delegate for Climate Emergency and sustainability and the Digital strategy and reform plan
- The Director of Public Health or an agreed delegate for organisation resilience when reported.

7.2 The Committee may co-opt additional advisors as required.

8. **Frequency of Meetings**

8.1 The Committee will normally meet four times per annum.

8.2 The Chair may at any time convene additional meetings of the Committee.

9. **Conduct of Business**

9.1 Meetings of Committee will be called by the Committee Chair.

9.2 The agenda and supporting papers will normally be available to members at least five working days before the date of the meeting.

10. **Reporting Arrangements**

10.1 A minute will be kept of the proceedings of the Committee. A draft minute of the meeting will be provided, normally within ten working days, to the Chair of the Committee. Once the Chair has approved, the draft minute will be shared with committee members for information, not for comment, prior to consideration at a subsequent meeting of the Committee.

10.2 The Chair of Committee shall provide assurance on the work of the Committee. A summary of key points from each meeting and the approved minute will be submitted to the NHS Board meeting for information.

10.3 Committee will conduct an annual review of its role and function by completing a self-assessment checklist and providing this and an annual assurance report to the NHS Board each year.

10.3 Items requiring urgent attention by the NHS Board can be raised at any time at NHS Board Meetings, subject to the approval of the Chair.

Version:	Date:	Summary of Changes:	Approved by
01.0	28/05/18	Addition of Vice Chair arrangements; Appointment of IntGC Vice Chair, who will be Vice Chair of NHS Board; Change to meeting frequency to two meetings a year instead of three; Papers to be issued five working days in advance of the meeting.	IntGC 28/05/2018
01.1	18/09/19	2. Remit updated to add assurance on matters that do not fit within stand-alone governance committees; plus specific programmes of work across health and social care in Ayrshire and Arran 6.1 Frequency of meetings increased to four per year from two per year 8.4 Amended to replace “across the organisation” with “across Ayrshire and Arran” 9.2 Update to issue of papers to reflect Paperlite working	IntGC 18/09/2019 NHS Board 07/10/2019
02.0	01/03/21	Amendments to deliver a standard approach to Governance Committee ToR. <ul style="list-style-type: none"> • Sections reordered to bring committee business together, ie. Remit/Duties/Authority • Introduction amended to note that ToR are informed by the Board standing orders and the requirement for an annual review. • Remit and Duties amended to reflect standard approach across Governance Committee • Reporting arrangements amended to 10 days for draft minute to be available and ensuring approved draft shared with members. Inclusion of requirement for annual self-assessment checklist in addition to the Annual Report. • Agreed by IntGC 01/03/21 	NHS Board 29/03/2021
03.0	07/02/22	Annual review of terms of reference – changes made: 3.4 Duties addition. Include reporting from the Sustainability Management Group. 7.1 Attendees additions. Director of Transformation and Sustainability and the Non-Executive Chair of Sustainability Management Group	NHS Board 28/03/2022
04.0	31/01/23	Annual review of terms of reference – changes made: 3.2 Reference to Corporate Governance learning and improvement plan removed 3.3 Statement added on committee role for “issues that have application across Ayrshire and Arran and are not aligned to a specific governance committee” 3.4 Duties added/amended on areas of assurance: Community wealth building Strategic Climate Emergency and Sustainability; Organisation resilience Digital strategy and reform plan 3.5 Added to monitor and review risks falling within committee remit. 5. Removed Chief Executive as Member, CE attends as an ex-officio adviser. 7. Attendees added for the added duties described in 3.4.	NHS Board 28/03/2023

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04.1	31/07/23	3.4 added duty for Corporate Parenting and UNCRC. 7.1 Attendees added to include Director of ISS or delegated lead for Climate emergency and sustainability reporting	NHS Board 26/03/2024
04.2	23/01/24	3.4 revised wording for Caring for Ayrshire programme 3.6 added statement on monitoring of internal audit recommendations	