

**Draft Minutes of the Integrated Governance Committee Meeting held on
Thursday 3 December 2020 at 10am
Microsoft Teams**

1. WELCOME AND APOLOGIES

Committee Members

Dr Martin Cheyne	Chair
Ms Madeline Smith	Non-Executive Member
Mr Martin Togneri	Non-Executive Member
Mr Mike McCormick	Non-Executive Member
Mr John Glennie	Non-Executive Member

In Attendance

Ms Angiolina Foster	Chief Executive
Ms Paula Speirs	Interim Director of Service Development
Ms Linda Davidson	Interim Director of Workforce
Ms Maria Docherty	Director of Nursing & Care
Mr John Gebbie	Interim Director of Finance
Ms Yvonne Kerr	Executive Assistant (Minutes)

Apologies

Mr Albert Tait	Non-Executive Member
----------------	----------------------

The Chair opened the meeting and welcomed members and attendees to the meeting of the Integrated Governance Committee.

2. DECLARATION OF INTERESTS

2.1 No declarations of interest were noted.

3. MINUTES OF THE PREVIOUS MEETING/ACTION LOG

3.1 The Committee reviewed and approved the minutes of the meeting held on 29 June 2020. The Committee agreed actions recommended for closure can be removed.

4. COMMITTEE TERMS OF REFERENCE

- 4.1 The Chair highlighted that the Terms of Reference will remain on future agendas for review, reflecting the evolving nature of the Committee.
- 4.2 Ms Speirs noted the Terms of Reference were approved by the Committee and the Board in June 2020. Following this approval, further amendments have been proposed. The Committee noted the few minor adjustments which will be updated before being presented to the Board on 10 December for approval.
Action: Ms Kerr
- 4.3 The Committee approved the Terms of Reference.

5. CORPORATE RISK REGISTER

- 5.1 The Risk Register is an opportunity for the Chairs of Committees to discuss and identify any gaps. It was noted that specific risks relating to relevant Committees are often discussed by a number of Committees. It was suggested that the Integrated Governance Committee have overall responsibility to review the Risk Register. After a full discussion it was agreed that responsibility would remain with Audit and Risk Committee to enable transparency with Internal Audit who are in attendance at those meetings.
- 5.2 It was confirmed that the Integrated Governance Committee would review and identify any gaps in the Risk Register. They will also discuss if responsibility of risks are assigned to the most appropriate Committees and will offer recommendations if it is felt this requires to be changed. It was also agreed that detailed conversation of risks will remain with the Audit and Risk Committee.
- 5.3 Mr Glennie is mindful of the organisational changes at present within NHS 24 and it was agreed responsibility for this would be the Integrated Governance Committee.
- 5.4 Reports presented to Committees and the Board were discussed, noting the same report is often taken through multiple governance committees, for discussion through different lenses. The Committee agreed that, as timescales are often tight, the substantive report would not need to be updated, however it was agreed the cover papers should specify the rationale for presenting the Report to each. This will ensure there is no duplication or ambiguity in governance.
Action: Executive Leads
- 5.5 The Committee noted the Corporate Risk Register for assurance.

6. MODEL STANDING ORDERS: CONSENT AGENDA

- 6.1 The Consent Agenda was used in the August Board Meeting. Ms Speirs asked the Chairs for their views on using this approach going forward, noting it is an optional approach.
- 6.2 Mr Togneri indicated that if this approach continues, it is vital that Board papers are issued in sufficient time for assurance.
- 6.3 The Committee discussed the Consent Agenda and agreed that there is not sufficient need to continue with this approach. It was noted the quantity of papers produced for NHS 24 Board meetings is not unmanageable compared with Territorial Boards in respect of time constraints at meetings.
- 6.4 The Committee agreed the Board is operating effectively and the use of this approach going forward is not required. Formal support on this will be requested from the Board at the meeting in December.
- 6.5 The Committee noted the paper for assurance and confirmed halting the Consent Agenda approach.

Action: Chair

7. ACTIVE GOVERNANCE

- 7.1 The Chair noted Active Governance is still evolving and is being progressed through the National Corporate Governance Steering Group. Ms Speirs confirmed the main focus is on development of Non-Executives and Senior Managers to ensure Board papers are presented in the correct way to allow for appropriate and informed discussion at meetings.
- 7.2 Development sessions are being organised for all Boards, with Territorial Boards likely to progress in February/March 2021 with National Boards to follow.
- 7.3 Ms Smith noted Vice Chairs has been asked to contribute to Active Governance programme to develop the required training.
- 7.4 The Chair confirmed this will come back for discussion once the training is available for NHS 24.

Action: Ms Kerr

8. BOARD AND COMMITTEE WORK PLANS 2021/22

- 8.1 The Committee agreed that it would be useful to review all Committee work plans together going forward to identify any potential gaps. It was noted that as the workplans need to be dynamic to reflect the current situation, this will mean that additional items not on the workplans will be added as and when required.
- 8.2 Ms Smith noted the Whistleblowing update that is discussed at Staff Governance Committee should also be included for Clinical Governance Committee going forward.

Action: Ms Kerr

8.3 Mr Togneri questioned the absence of Remuneration Committee (RemCo) on the workplan. It was highlighted that this is a sub-committee of the Staff Governance Committee and the Committee discussed whether it should report directly to the Board in line with other Committees. After discussions the Committee agreed to maintain the current reporting structure.

8.4 Mr McCormick referred to the financial report and asked for clarity on the decision-making process and approval of year-end funding. The Chief Executive confirmed some decisions belong in executive space while others at a more strategic level would be at Board level.

8.5 The Committee noted the plan for assurance.

9. **FUTURE FOCUS OF COMMITTEE**

9.1 This agenda item was discussed throughout the meeting.

10 **DATE OF NEXT MEETING**

10.1 The next meeting will be held on 25 May 2021.