

<p><b>NHS 24 BOARD MEETING</b></p> <p style="text-align: right;"><b>18 AUGUST 2022 ITEM NO 12.2 FOR APPROVAL</b></p> <p style="text-align: center;"><b>REVIEW OF COMMITTEE TERMS OF REFERENCE 2022</b></p>	
<b>Executive Sponsor:</b>	John Gebbie, Director of Finance
<b>Lead Officer/Author:</b>	Geraldine Mathew, Board Secretary
<b>Action Required</b>	The Board is asked to review and approve the Standing Committee Terms of Reference.
<b>Key Points for this Committee to consider</b>	<p>Following the annual review of Terms of Reference by standing committees, a number of minor amendments are recommended to the NHS 24 Board for approval.</p> <p>It is recommended that further review of the Terms of Reference be undertaken on an ongoing basis as required, following review by the Integrated Governance Committee at its next meeting, and to coincide with any amendments recommended following the review of the Corporate Governance Framework later in the year.</p>
<b>Governance process</b>	The Terms of Reference are reviewed by standing committees on an annual basis.
<b>Strategic alignment and link to overarching NHS Scotland priorities and strategies</b>	The annual review of the Terms of Reference supports the corporate governance framework.
<b>Key Risks</b>	There are no key risks associated with this paper.
<b>Financial Implications</b>	There are no financial implications associated with this paper.
<b>Equality and Diversity</b>	There are no equality and diversity implications associated with this paper.

## 1. RECOMMENDATION

1.1 The Board is asked to approve the Standing Committee Terms of Reference attached, for the following Committees, noting that further updates may be required following consideration by the Integrated Governance Committee and the review of the Corporate Governance Framework later in the year:

- Audit and Risk Committee (**Appendix A**)
- Clinical Governance Committee (**Appendix B**)
- Planning and Performance Committee (**Appendix C**)
- Staff Governance Committee (**Appendix D**)

- Integrated Governance Committee (**Appendix E**)

## 2. AUDIT AND RISK COMMITTEE

2.1 The Audit and Risk Committee reviewed its Terms of Reference at its meeting on 11 August 2022 and were content to accept the recommendation of the following minor amendments:

- Amendment to section 1. Introduction to include reference to NHS 24 Board Standing Orders and Scheme of Delegation.
- Amendment to section 2. Membership to clarify membership of the Committee and attendance by other officers where appropriate.
- Inclusion of section 3.5 Voting to confirm arrangements should a vote need to be taken.
- Inclusion of section 3.15 Declarations of Interest to clarify responsibilities of members, and amendment to include “*shall not remain in the meeting nor participate in any way in those parts of meetings where they have declared an interest*” in line with the new Code of Conduct.
- Inclusion of section 3.18 Administrative Support to detail responsibilities.
- Inclusion of section 9. Conduct of the Committee to include responsibilities in respect of Standing Orders, Standing Financial Instructions, and the Code of Conduct.

2.2 In addition, the Audit and Risk Committee considered the inclusion of the following duty, under Section 5. Key Duties of the Committee:

- ***The Audit and Risk Committee will monitor the effectiveness of the Board’s arrangements for whistleblowing.***

2.3 The Committee accepted the proposal to remove this duty from the Terms of Reference, given that this duty is currently within the remit of the Clinical Governance Committee, with the Committee regularly receiving monitoring activity reports. The Terms of Reference of the Clinical Governance Committee will be revisited at the next meeting of the Committee to consider the inclusion of whistleblowing within its Terms of Reference.

## 3. CLINICAL GOVERNANCE COMMITTEE

3.1 The Clinical Governance Committee undertook a review of its Terms of Reference at its meeting on 26 May 2022, and were content to accept the recommendation of the following minor amendments:

- Inclusion of the Chair of NHS 24 Board as a member under Section 2.1.1. – Membership

As noted above, the Clinical Governance Committee discussed the inclusion of whistleblowing within the remit of the Committee at its subsequent meeting

of 8 August 2022 and agreed that this would be considered following discussion at the Audit and Risk Committee meeting of 11 August 2022, with further review of the Terms of Reference to be undertaken by the Committee at its next meeting on 26 November 2022.

#### **4. PLANNING AND PERFORMANCE COMMITTEE**

4.1 The Planning and Performance Committee undertook a review of its Terms of Reference at its meeting on 4 August 2022, and were content to accept the recommendation of the following minor amendments:

- 1. Introduction A new introduction section to outline where the committee stands within the wider governance structure.
- 4.3 Voting. A section outlining how voting/decision making will take place.
- 4.5 Declarations of Interest. A section noting Declarations of Interest and how they should be covered.

#### **5. STAFF GOVERNANCE COMMITTEE**

5.1 The Staff Governance Committee undertook a review of its Terms of Reference at its meeting on 28 July 2022, and were content to accept the recommendation of the following minor amendments:

- Section 2.2.2. Inclusion of the Director of Transformation, Strategy, Planning and Performance - “The Chief Executive, Director of Nursing and Care, Director of Service Delivery, *Director of Transformation, Strategy, Planning & Performance* and Director of Workforce shall normally attend meetings”.
- Section 2.2.3. Inclusion of “The Staff Side Co-Chairs of the Regional Partnership Foras and the Co-Chair of the Health & Safety Committee to be invited for relevant agenda items”.

#### **6. INTEGRATED GOVERNANCE COMMITTEE**

6.1 The Integrated Governance Committee undertook a review of its Terms of Reference at its meeting on 8 June 2022, and were content to accept the recommendation of the following minor amendments:

- Amendment to section 1. Introduction to include reference to NHS 24 Board Standing Orders and Scheme of Delegation.
- Amendment to section 2. Membership to clarify membership of the Committee and attendance by other officers where appropriate.
- Inclusion of section 3.3 Voting to confirm arrangements should a vote need to be taken.
- Inclusion of section 3.5 Declarations of Interest to clarify responsibilities of members, and amendment to include “*shall not*”

*remain in the meeting nor participate in any way in those parts of meetings where they have declared an interest”* in line with the new Code of Conduct.

- Inclusion of section 3.8 Administrative Support to detail responsibilities.
- Inclusion of section 7. Reporting Arrangements for clarity.
- Inclusion of section 8. Conduct of the Committee to include responsibilities in respect of Standing Orders, Standing Financial Instructions, and the Code of Conduct.



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**NHS 24**

**Audit and Risk Committee**

Terms of Reference

**1. Introduction**

- 1.1 The Audit and Risk Committee is a statutory Committee of the NHS 24 Board. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the Standing Orders.
- 1.2 The Audit and Risk Committee is established in accordance with NHS 24 Board Standing Orders and Scheme of Delegation.
- 1.3 The Standing Orders for the Proceedings and Business of the NHS 24 Board shall apply, where relevant, to the conduct of business of all Standing Committees of the NHS 24 Board.
- 1.4 The overall purpose of the Audit and Risk Committee is to provide assurance required by the NHS 24 Board and key stakeholders that the system of internal controls including risk assessment and management processes, is functioning, effective and adding value throughout the organisation. It oversees legal and statutory compliance with NHS laws and regulations.

**2. Membership and Attendance**

- 2.1 The Committee shall be nominated by the NHS 24 Board Chair and be approved by the NHS 24 Board annually at the meeting of the NHS 24 Board in April or at a meeting to be held as soon as convenient thereafter. The Audit and Risk Committee will consist of 5 Non-Executive Directors of the Board. Other Board members will have access to the Committee meeting papers via Admin Control. Any vacancies which occur in the membership of the Committee shall be filled by the Board Chair and endorsed by the Board at the next scheduled meeting.
- 2.2 At least one Member should have significant, recent, and relevant financial experience, e.g., as an Auditor or Finance Director.
- 2.3 Although Audit and Risk Committee members are recruited for their individual skills, it is vital that they can work collaboratively.
- 2.4 Appropriate training and development will be provided to ensure that members of

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the Committee have the skills and knowledge to carry out this role.

- 2.5 The Board Chair and Executive Directors of the Board are explicitly excluded from being members of the Audit and Risk Committee.
- 2.6 The Board Chair is not a member of Audit and Risk Committee but has the right to attend meetings of the Committee.
- 2.7 The Audit and Risk Committee may co-opt additional members for a period not exceeding one year to provide specialist skills, knowledge, and experience.
- 2.8 Other Board Members may attend meetings of the Committee and have access to papers, should they so wish, except where the Committee resolves otherwise.
- 2.9 The Chief Executive (the Accountable Officer), the Director of Finance (the Accounting Officer), the Executive Director for Risk and Resilience, Senior Information Risk Owner (SIRO), other appropriate Directors according to the agenda when required, the Internal Auditor and the External Auditor shall normally attend meetings.
- 2.10 A Partnership Forum nominated staff representative shall normally attend meetings.
- 2.11 The Committee can request the attendance of any Officer of NHS 24 relating to the business to be transacted at the meeting.
- 2.12 It is good practice for the Chair of the Audit and Risk Committee to meet the Accountable Office, the Director of Finance, the Head of Internal Audit, and the External Auditor's senior representative outside of the formal committee structure.
- 2.13 Meetings may be attended, in whole or in part, exclusively by Committee members and, if required, the External Auditor and/or the Internal Auditor, as considered appropriate by the Committee Chair.
- 2.14 The Committee Chair should be available at the Annual Public Meeting to answer questions about the Committee's work, if required.

### **3. Arrangement for Conduct of Business**

#### **3.1 Chairing the Committee**

- 3.2 The Chair and Vice Chair of Committees of the Board shall be nominated by the Board Chair and approved annually at the meeting of the NHS 24 Board in April or at a meeting to be held as soon as convenient thereafter. In the event of the Chairperson of the Committee being unable to attend for all or part of the meeting, the meeting will be chaired by the Vice Chair.

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**3.3 Quorum**

3.4 Meetings will be considered quorate when 3 Non-Executive Directors of the NHS 24 Board are present. In the event that 3 members cannot attend, another Non-Executive Director of the NHS 24 Board will be asked to attend.

**3.5 Voting**

3.6 Should a vote need to be taken, all the voting members of the Committee shall be allowed to vote, either by a show of hands, or a ballot.

**3.7 Frequency of Meetings**

3.8 The Audit and Risk Committee shall meet a minimum of 4 times per year, to coincide with key events during the year, e.g., Annual Accounts production. Additional meetings may be arranged at the discretion of the Committee Chair.

3.9 The Committee should meet individually with the Internal Auditors and with the External Auditors, once per year, without any Executive Directors present.

3.10 The Committee should meet with the Chief Executive and separately with the Director of Finance once per year without any other Executive Directors or Auditors present.

3.11 Private meetings with the Committee and Chief Executive, Director of Finance, Internal Audit and External Audit shall remain private.

3.12 The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Committee.

3.13 The Chair of the Audit and Risk Committee shall be invited to the Annual Internal Audit Planning session between the Internal Auditor, Director of Finance, Head of Risk and Board Chief Executive to prioritise the audit plan for the forthcoming year which will then be presented to the Committee for approval.

**3.14 Declarations of Interest**

3.15 Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise, in any matter, is present at the meeting at which the matter is under discussion, and considers the objective test is met, they will declare that interest as requested at the start of the meeting and shall not remain in the meeting nor participate in any way in those parts of meetings where they have declared an interest. Should the member consider that the objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made.

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- 3.16 All declarations of interest will be minuted.
- 3.17 Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.
- 3.18 **Administrative Support**
- 3.19 Administrative support for the Committee will be provided by the Executive PA of the Director of Finance.
- 3.20 The Executive PA of the Director of Finance will attend to take the minutes of the meeting, maintain a log of actions and a Committee Workplan, provide appropriate support to the Chair and Committee members, and support the preparation of an Annual Report on the work of the Committee for presentation to the NHS 24 Board.
- 3.21 The Committee Chair in conjunction with the Director of Finance will set the agenda for meetings.
- 3.22 The agenda and supporting papers will be sent out at least five working days in advance of the meetings.
- 3.23 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.

## 4. Remit of the Committee

- 4.1 The Audit and Risk Committee shall be responsible for monitoring the Board's corporate governance arrangements and system of internal control, in line with the NHS Scotland Audit Committee Handbook 2018. This will include the following specific responsibilities:

## 5. Key Duties of the Committee

- 5.1 The Key Duties of the Audit and Risk Committee are as follows:
- Corporate Governance, System of Internal Control, Risk Management and Arrangements for the Prevention and Detection of Fraud.
  - Overseeing the Board's governance arrangements, including compliance with the law, Scottish Government Health Directorates guidance or instructions, the Board's Standing Orders, Standing Financial Instructions, and Code of Conduct.
  - Evaluating the adequacy and effectiveness of the internal control environment and providing a statement annually to the Board. This evaluation will be based on the work of, and annual report of, the Internal Auditors on behalf of the Committee.
  - Reviewing the assurances given in the Governance Statement. The Audit and Risk Committee may challenge Executives to question whether the scope of their activity delivers the assurance needed by the Board and the Accountable Officer and determine whether the assurance given is founded on sufficient, reliable evidence and whether the conclusions are reasonable in the context of the evidence.



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- The Audit and Risk Committee shall be proactive in commissioning assurance work from appropriate sources if it identified any significant risk, governance of control issue, which is not being subjected to adequate review. It shall also seek to ensure that any weaknesses, identified by reviews, are remedied.
- The Audit and Risk Committee will monitor the effectiveness of arrangements to assess and manage risk and to review the Corporate Risk Register at each meeting.
- The Audit and Risk Committee will monitor the effectiveness of arrangements to prevent and detect fraud and to receive regular reports on these arrangements and the levels of detected and suspected fraud.
- The Audit and Risk Committee will review its own effectiveness and report the results of that review to the Board and Accountable Officer.

### 6. **Authority**

- 6.1 The Audit and Risk Committee is a Standing Committee of the NHS 24 Board.
- 6.2 The Committee is authorised by the NHS 24 Board, to investigate any matters, which fall within its Terms of Reference, and to obtain external legal or other independent professional advice and to secure the assistance of people from outside NHS 24 or the wider NHS, with relevant expertise, if it is considered necessary.

### 7. **Reporting Arrangements**

- 7.1 The Audit and Risk Committee will report to the NHS 24 Board.
- 7.2 The draft minute of the Audit and Risk Committee will be reviewed by the nominated Executive Lead prior to clearance by the Chair of the Audit and Risk Committee within ten working days of the meeting and distribution to the Audit and Risk Committee within fifteen working days of the meeting, for ratification at the next Committee meeting. The ratified minutes of the Audit and Risk Committee will be presented to the next NHS 24 Board Meeting to ensure NHS 24 Board members are aware of issues considered and decisions taken.
- 7.3 In addition, the NHS 24 Board Meeting will receive a Committee Highlight Report, which summarises the key issues considered at the most recent meeting of the Committee.
- 7.4 The Audit and Risk Committee will produce an Annual Report to be presented to the NHS 24 Board, summarising its conclusions from the work it has done during the year. The timing of this will align to the Board's consideration of the Chief Executive's Governance Statement for the associated financial year.
- 7.5 The Audit and Risk Committee has a duty to review its own performance and

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effectiveness including running costs and terms of reference, on an annual basis.

### 8. Policy on Non-Audit Services

#### 8.1 *Definition*

Non-Audit Services are those services carried out by an auditor that are non-statutory and fall out with the scope of the agreed annual audit plan and for which an additional fee is charged.

#### 8.2 *Auditor Independence and Objectivity*

When making an appointment for non-audit work, the Audit and Risk Committee should ensure that the provision of such services does not impair the auditor's independence or objectivity. In this context, the Audit and Risk Committee should consider:

- Whether the skills and experience of the audit firm make it a suitable supplier of the non-audit service.
- Whether there are safeguards in place to ensure that there is no threat to objectivity and independence in the conduct of the audit resulting from the provision of such services by the auditor.
- The nature of the non-audit services, the related levels, and the fee levels individually and in aggregate to the audit fee; and
- The criteria which govern the compensation of the individuals performing the audit.

#### 8.3 *Ethical Considerations*

The Audit and Risk Committee should take into account relevant ethical guidance regarding the provision of non-audit services, and should not agree to the auditor providing a service if:

- the auditor audit's its own firm's work.
- the auditor makes management decisions for the organisation.
- a mutuality of interest is created; or
- the auditor is put in the role of advocate for the organisation.

#### 8.4 *Appointments*

In relation to appointments, the Audit and Risk Committee has the authority to:

- Approve the non-audit services from internal and external audit; or
- Delegate to the Director of Finance, the authority to engage non audit services

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up to a value of £10,000 including irrecoverable VAT per assignment. The subsequent provision of this service should be reported to the next meeting of the Audit and Risk Committee.

To maintain the Corporate Governance Framework, the engagement of Internal Auditors for non-audit work should always be made by the Director of Finance.

**9. Conduct of the Committee**

- 9.1 All members will have due regard to and operate within the NHS 24 Board’s Standing Orders, Standing Financial Instructions, and the Code of Conduct for Members.
- 9.2 The Committee will participate in an annual review of the Committee’s remit and membership, to be submitted to the NHS 24 Board in June of each year, and more frequently if required by the NHS 24 Board.

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**CLINICAL GOVERNANCE COMMITTEE**

**TERMS OF REFERENCE**

**1. PURPOSE OF THE COMMITTEE**

- 1.1 The Clinical Governance Committee is a statutory Committee required to be established by a Health Board to provide assurance to the Board that appropriate clinical governance mechanisms are in place and effective throughout the organisation.
- 1.2 It seeks to ensure:
- That the principles and standards of clinical governance as reflected in the Healthcare Quality Strategy are applied to all activities of the Board; and
  - That appropriate mechanisms are in place for the effective engagement of representatives of patients and clinical staff.
- 1.3 To provide assurance to the Board that appropriate structures and processes are in place to address issues of diversity and equality, human rights, and the governance requirements of Patient Focus Public Involvement (PFPI).

**2. COMPOSITION OF THE COMMITTEE**

2.1 Membership

- 2.1.1 The Committee will comprise a minimum of:
- Non-Executive Chair
  - Non-Executive Board Member x 4 (including the Committee Chair)
  - Chair NHS 24
  - Clinical Advisory Group representative
- 2.1.2 The Committee Chair shall be appointed by the Board at a properly constituted meeting.
- 2.1.3 The Board Chair can be a Member of the Committee and has the right to attend its Meetings.
- 2.1.4 Membership of the Clinical Governance Committee shall be disclosed in the Annual Report and Accounts.

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2.1.5 Appropriate training and development will be provided to ensure that members of the Committee have the skills and knowledge to carry out this role.

2.2 Attendance

2.2.1 Other Board Members may attend Meetings of the Committee and have access to papers, should they so wish, except where the Committee resolves otherwise.

2.2.2 The Chief Executive, Director of Nursing & Care and Medical Director shall normally attend meetings. The Director of Nursing & Care is the Executive Lead for the Committee.

2.2.3 Two Partnership Forum Nominated Staff Representatives shall normally attend Committee meetings.

2.2.4 Mental Health representative shall normally attend the meetings.

2.2.5 One member of the Clinical Governance Public Panel shall normally attend Committee meetings.

2.2.6 Meetings may be attended, in whole or in part, exclusively by Committee Members, as considered appropriate by the Committee Chair.

2.2.7 The Committee Chair should be available at the Annual Review to answer questions about the Committee's work, if required.

**3. MEETINGS OF THE COMMITTEE**

3.1 Frequency

3.1.1 The Committee shall meet as required, with Meetings normally to be held quarterly in each financial year, at a place and time as determined by the Committee and to coincide with key events during the year.

3.1.2 In addition, the Committee Chair may convene additional Meetings of the Committee to consider business which may require urgent consideration.

3.1.3 The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Committee.

3.2 Agenda and Papers

3.2.1 The Committee Chair in conjunction with the Director of Nursing & Care will set the Agenda for meetings.

3.2.2 The Agenda and supporting papers will be sent out at least five working days in advance of the meetings.

3.2.3 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.

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3.3 Quorum

Three Non-Executive Members of the Committee shall constitute a quorum, and no business shall be transacted unless this minimum number of Members is present. For the purposes of determining whether a meeting is quorate, Members attending by either video or tele-conference link will be determined to be present.

3.4 Minutes

3.4.1 Formal minutes shall be taken of the proceedings of the Clinical Governance Committee. These Draft Minutes shall be distributed for consideration and review, to the Chair of the Meeting within ten working days of the Meeting and distributed to the Members within fifteen working days of the Meeting.

3.4.2 The Draft Minutes shall then be presented at the next Meeting of the Committee for approval.

3.4.3 Once approved by Committee Members, Minutes shall be presented at the next available Board Meeting by the Committee Chair. In addition, in the event of the Minutes not being available at the next Board Meeting, a highlight report on the business of the Committee shall be provided to ensure any questions Members of the Board may have can be addressed promptly or other matters raised.

**4. AUTHORITY**

4.1 The Committee is authorised by the Board, within its Terms of Reference, to investigate any activity in the operations of NHS 24. It is authorised to seek and obtain any information it requires from any employee and all employees of NHS 24 are directed to co-operate with any request made by the Committee.

4.2 The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the assistance of people from outside NHS 24 or the wider NHS, with relevant expertise, if it is considered necessary.

**5. DUTIES OF THE CLINICAL GOVERNANCE COMMITTEE**

The duties of the Committee shall be as follows:

Quality Planning

5.1 Check and report to the Board that effective structures are in place to undertake activities which underpin clinical governance.

5.2 Ensure that the principles and ambitions of NHS Scotland policies and frameworks are embedded in clinical governance systems and processes.

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- 5.3 Review the mechanisms which exist to engage effectively with service users, partners and staff.
- 5.4 Review the Clinical Audit Strategy and Plan.
- 5.5 Review and approve the terms of reference for clinical advisory groups.

Quality Control

- 5.6 Review the systems of clinical governance, monitoring that they operate effectively and that action is being taken to address any key areas of concern.
- 5.7 Obtain assurance that there is quality improvement and learning and that systems are in place to deliver it.
- 5.8 Obtain assurance that an effective approach is in place to identify and manage clinical risk across the system, working within the overall NHS 24 Risk Management Strategy.
- 5.9 Make recommendations to the NHS 24 Risk & Audit Committee on any requirements for Internal Audit to support clinical activities.
- 5.10 Promote a culture of positive complaints handling, advocacy and feedback including learning from adverse events.
- 5.11 Obtain assurance that mechanisms are in place for staff and others to confidently bring forward matters of clinical care and safety.
- 5.12 Obtain assurance on activities relating to NHS 24's responsibilities regarding public protection.
- 5.13 Obtain assurance that reports relating to clinical governance in NHS 24 from external monitoring bodies (e.g., Healthcare Improvement Scotland) have been reviewed and actions taken where required.
- 5.14 Receive assurance and consider reports and recommendations from clinical advisory groups (e.g., regular receipt of minutes of meetings).

Quality Assurance

- 5.15 Review performance in management of clinical risk and organisational resilience, including emergency planning.
- 5.16 Gain and review assurance on performance across the organisation
- 5.17 Gain assurance that national policy developments and recommendations from other external reports as they relate to clinical governance in NHS24, have been reviewed and responded to.
- 5.18 Review the actions taken by accountable officers on any recommendations or issues arising from clinical audit reports.

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5.19 Monitor, report and provide assurance to the Board that appropriate actions in relation to external review and monitoring of clinical governance are being taken.

**6. REPORTING TO THE BOARD**

6.1 In addition to providing the Board with the verbal updates and approved Minutes of Meetings as outlined in 3.4 above, the Clinical Governance Committee shall produce an Annual Report to the Board to be presented by the Committee Chair. The timing of this will align to the Board’s consideration of the Chief Executive’s Governance Statement for the associated financial year.

6.2 The Committee has a duty to review its own performance and effectiveness, including resource costs and terms of reference, on an annual basis.

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## NHS 24

### Planning and Performance Committee

#### Terms of Reference

##### **1 Introduction**

- 1.1 The Planning and Performance Committee is a statutory Committee of the NHS 24 Board. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the Standing Orders.
- 1.2 The Planning and Performance Committee is established in accordance with NHS 24 Board Standing Orders and Scheme of Delegation.
- 1.3 The Standing Orders for the Proceedings and Business of the NHS Board shall apply, where relevant, to the conduct of business of all Standing Committees of the NHS Board.

##### **2 Purpose of the Committee**

- 2.1 The Planning & Performance Committee is identified as a Standing Committee of the NHS 24 Board. The purpose of the Committee is to provide assurance to the NHS 24 Board that systems and procedures are in place to monitor, manage and improve performance.
- 2.2 This will include to consider financial matters, to consider the Corporate Plan and business cases, to support the development of performance management systems and reporting, to promote efficiency, productivity and ensure best value is achieved from resource allocation, to review risks falling with the Finance and Performance remit and to assume oversight for Information Technology, Cyber Security, safety & security and service continuity issues.

##### **3 Membership**

- 3.1 The Committee is established by the full NHS 24 Board and is composed of 4 Non-Executive Members.
- 3.2 The Chief Executive, the Executive Director of Finance and the Executive Director of Transformation Strategy, Planning and Performance will be in attendance at every meeting with other Executive Directors attending as appropriate.

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3.3 The NHS 24 Board Chair will appoint the Committee Chair and members of the Committee.

3.4 Non-Executive Directors are welcome to attend by invitation or on request.

3.5 Committee membership will be reviewed at least annually.

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

## **4 Arrangement for Conduct of Business**

### **4.1 Chairing the Committee**

The Chair and Vice Chair of Committees of the Board shall be nominated by the NHS 24 Board Chair and approved annually at the meeting of the NHS Board in April or at a meeting to be held as soon as convenient thereafter.

In the event of the Chairperson of the Committee being unable to attend for all or part of the meeting, another Non-Executive member of the Committee will be nominated to chair the meeting.

### **4.2 Quorum**

Meetings will be considered quorate when 3 Non-Executive Directors of the NHS 24 Board are present. The Director of Finance and the Director of Transformation Strategy, Planning and Performance or their agreed Deputy(s) should be present at all meetings.

### **4.3 Voting**

Majority agreement shall normally be reached by a consensus without a formal vote. Should a vote need to be taken, all of the voting members of the Committee shall be allowed to vote, either by a show of hands, or a ballot. Voting members are the named Board members for each committee.

### **4.4 Frequency of Meetings**

The Committee will normally meet four times each financial year. Additional meetings may be arranged at the discretion of the Committee Chair.

### **4.5 Declarations of Interest**

Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise, in any matter, is present at the meeting at which the matter is under discussion, and considers the objective test is met, they will declare that interest as requested at the

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start of the meeting and shall not remain in the meeting nor participate in any way in those parts of meetings where they have declared an interest. Should the member consider that the objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made.

- 4.5.a All declarations of interest will be minuted.
- 4.5.b Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.

### **4.6 Administrative Support**

- 4.6.a Administrative support for the Committee will be provided by Director of Transformation Strategy, Planning and Performance.
- 4.6.b The administrative support to the Committee will attend to take the minutes of the meeting, maintain a log of actions and a Committee Annual Workplan, provide appropriate support to the Chair and Committee members, and support the preparation of an Annual Report on the work of the Committee for presentation to the Board.
- 4.6.c The agenda and supporting papers will be sent to members at least five working days before the date of the meeting.

## **5 Duties of the Committee**

### **5.1 Remit of the Committee**

The remit of the Planning and Performance Committee is to scrutinise the following key areas and provide assurance to the NHS Board. This includes approval of the areas as outlined in the Scheme of Delegation

- 5.1.a Ensure that systems and procedures are in place to monitor, manage and improve organisational performance and liaise with relevant Governance Committees.
- 5.1.b Monitor, seek evidence and give assurance on the implementation of the revised performance management framework arrangements for the organization.
- 5.1.c Monitor, seek evidence and give assurance on the implementation of the revised performance management framework arrangements for the organisation.
- 5.1.d Support the development of effective performance management, business intelligence and systems and reporting across NHS 24.
- 5.1.e Approval of the Strategy and Operational Plans including the Financial Plan, Business cases and horizon scanning.

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**5.2 Strategic Planning & Resource Allocation**

- 5.2.a Review and provide assurance on the development of the Board's Strategic Plan and supporting Operational Plans.
- 5.2.b Review and provide assurance on the development of the Board's Financial Strategy and Annual Financial Plan and recommend approval to the Board.
- 5.2.c Undertake scrutiny of individual topics/ projects / work-streams that may have a material impact on the Board's financial performance.
- 5.2.d Oversee the Boards use of non-recurrent funds and reserves to ensure the medium to long term sustainability of the Board.
- 5.2.e Oversee the arrangements that are put in place by management to ensure that NHS 24 remains a going concern over the long term, in service and financial terms with due regard to changes in population, the demand for healthcare services, environmental and sustainability responsibilities and the trends in the Board's income and expenditure.
- 5.2.f In delivering all of the above consider the Board's Strategic and Integrated Business Planning activities, ensuring that strategic planning objectives are aligned with the Board's overall objectives, strategic vision and direction.

**5.3 Service Development (STP and Service Delivery)**

- 5.3.a Conduct scrutiny on the service development proposals recommended through the SPRA process with specific focus on best value, return on investment, operational feasibility, and affordability.
- 5.3.b Conduct scrutiny of business cases for submission to the NHS 24 Board and the SGH&SCD with specific focus on alignment with the Board's strategy and the benefits realisation ambitions from these developments, ensuring that they have been impact assessed and support NHS 24 to meet its duties with regard to health inequalities, equality and patient engagement.
- 5.3.c Seek evidence through scrutiny and provide assurance that efficiency and productivity opportunities are appropriately considered in the development and redesign of existing services and the development of new services.

**5.4 Data, Information Management, Digital and Technology Strategies**

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Conduct scrutiny and provide assurance on the emerging strategies and plans with a focus on best value, return on investment, operational feasibility, and affordability.

### **5.5 Property and Asset Management**

- 5.5.a Ensure that the Property & Asset Management Strategy is aligned with the Organisational Strategy and is supported by affordable and deliverable Business Cases and detailed Project Plans.
- 5.5.b Ensure there is a robust approach to property rationalisation and oversee the management of risk associated with individual projects.

### **5.6 Risk Management**

- 5.6.a As part of the Board's system of risk management, provide particular oversight to the risks associated with the Board's responsibilities for financial governance, including the delivery of the key performance targets, statutory financial targets and the Financial Plan.

### **5.7 Cyber Security**

- 5.7.a As part of the Board's proactive management of cyber security, the Planning & Performance Committee should provide oversight to the Board's security posture ensuring there is a robust approach to the management of cyber security risks for the organisation, whilst in parallel ensuring compliance with its legal responsibilities under all relevant legislation.

### **5.8 Conduct of the Committee**

- 5.8.a All members will have due regard to and operate within the NHS 24 Board's Standing Orders, Standing Financial Instructions, and the Code of Conduct for Members.

### **5.9 Reporting Arrangements**

- 5.9.a The Planning and Performance Committee will report to the NHS 24 Board.
- 5.9.b The draft minute of the Committee will be reviewed by the nominated Executive Lead prior to clearance by the Chair of the Committee normally within five working days, and distribution to the Committee within five working days thereafter, for ratification at the next Committee meeting. The ratified minutes of the Committee will be presented to the next NHS 24 Board Meeting to ensure NHS 24 Board members are aware of issues considered and decisions taken.

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- 5.9.c In addition, the NHS 24 Board Meeting will receive a Committee Highlight Report, which summarises the key issues considered at the most recent meeting of the Committee.
- 5.9.d The Planning and Performance Committee will produce an Annual Report to be presented to the NHS 24 Board.

**5.10 Review of Terms of Reference**

- 5.10.a The Terms of Reference shall be reviewed on a 12-month cycle.

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**APPENDIX D**



**STAFF GOVERNANCE COMMITTEE**

**TERMS OF REFERENCE**

**1. Purpose of the Committee**

**Role of the Committee**

- 1.1 To support and maintain a culture within the organisation where the delivery of the highest possible standard of staff management is understood to be the responsibility of everyone working within the organisation and is built upon partnership and collaboration.
- 1.2 To ensure that robust arrangements to implement the Staff Governance Standard are in place and are monitored so that staff are:
  - well informed;
  - appropriately trained and developed;
  - involved in decisions;
  - treated fairly and consistently, with dignity and respect, in an environment where diversity is valued; and
  - provided with a continually improving and safe working environment, promoting the health and wellbeing of staff, patients and the wider community.

**2. Composition of the Committee**

**2.1 Membership**

- 2.1.1 The Committee will comprise:
  - Non-Executive Chair
  - Employee Director and Vice Chair (Non-Executive Board Member)
  - Non-Executive Board Member x 3
  - Two Partnership Forum Nominated Staff Representatives
- 2.1.2 The Committee Chair shall be appointed by the Board at a properly constituted meeting.
- 2.1.3 The Board Chair can be a Member of the Committee and has the right to attend its Meetings.
- 2.1.4 Membership of the Staff Governance Committee shall be disclosed in the Annual Report and Accounts.

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- 2.1.5 Appropriate training and development will be provided to ensure that members of the Committee have the skills and knowledge to carry out this role.

**2.2 Attendance**

- 2.2.1 Other Board Members may attend Meetings of the Committee and have access to papers, should they so wish, except where the Committee resolves otherwise.
- 2.2.2 The Chief Executive, Director of Nursing and Care/ Director of Service Delivery, Director of Transformation, Strategy, Planning & Performance and Director of Workforce shall normally attend meetings.
- 2.2.3 The Staff Side Co-Chairs of the Regional Partnership Foras and the Co-Chair of the Health & Safety Committee to be invited for relevant agenda items.
- 2.2.4 Meetings may be attended, in whole or in part, exclusively by Committee Members, as considered appropriate by the Committee Chair.
- 2.2.5 The Committee Chair should be available at the Annual Review to answer questions about the Committee's work, if required.

**3. Meetings of the Committee**

**3.1 Frequency**

- 3.1.1 The Committee shall meet as required, with Meetings normally to be held four times per year at a place and time as determined by the Committee and to coincide with key events during the year.
- 3.1.2 In addition, the Committee Chair may convene additional Meetings of the Committee to consider business which may require urgent consideration.

**3.2 Agenda and Papers**

- 3.2.1 The Committee Chair in conjunction with the Director of Workforce will set the Agenda for meetings.
- 3.2.2 The Agenda and supporting papers will be sent out at least five working days in advance of the meetings.
- 3.2.3 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.

**3.3 Quorum**

Three Non-Executive Members of the Committee shall constitute a quorum, and no business shall be transacted unless this minimum number of Members is present. For the purposes of determining whether a meeting is quorate, Members attending by either video or tele-conference link will be determined to be present.



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### 3.4 Minutes

- 3.4.1 Formal minutes shall be taken of the proceedings of the Staff Governance Committee. These Draft Minutes shall be distributed for consideration and review, to the Chair of the Meeting within ten working days of the Meeting and distributed to the Members within fifteen working days of the Meeting.
- 3.4.2 The Draft Minutes shall then be presented at the next Meeting of the Committee for approval.
- 3.4.3 Once approved by Committee Members, Minutes shall be presented at the next available Board Meeting by the Committee Chair. In addition, in the event of the Minutes not being available at the next Board Meeting, a verbal update on the business of the Committee shall be provided to ensure any questions Members of the Board may have can be addressed promptly or other matters highlighted.

### 4. Authority

- 4.1 The Committee is authorised by the Board, within its Terms of Reference, to investigate any activity in the operations of NHS 24. It is authorised to seek and obtain any information it requires from any employee and all employees of NHS 24 are directed to co-operate with any request made by the Committee.
- 4.2 The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the assistance of people from outside NHS 24 or the wider NHS, with relevant expertise, if it is considered necessary.

### 5. Responsibilities of the Staff Governance Committee

- 5.1 The specific responsibilities of the Committee are to:
- oversee the development and operation of structures and processes which ensure that delivery against the Staff Governance Standard is being achieved, including:
    - monitoring and evaluating people management strategies, together with related implementation plans and benefits realisation
    - reviewing and evaluating any relevant material funding or resource submission or proposed material resource reduction relative to achieving the Staff Governance Standard
    - reviewing the terms of new and amended human resources policies, ensuring that all such policies are subject to regular review
    - receiving updates on developments in national policy guidance and legislation and monitoring the application of such developments in relation to organisational human resources policies
    - overseeing the effectiveness of the structures and processes designed to achieve partnership working

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- take responsibility for the timely submission of all staff governance information required for national monitoring arrangements;
- provide staff governance information for the Governance Statement; and
- receive annually and review a report from the Remuneration Committee in order to maintain oversight of the functioning of that Committee in reviewing the remuneration and performance of staff in the Executive and Senior Management cohort.

**6. Reporting to the Board**

- 6.1 In addition to providing the Board with the verbal updates and approved Minutes of Meetings as outlined in 3.4 above, the Staff Governance Committee shall produce an Annual Report to the Board to be presented by the Committee Chair. The timing of this will align to the Board’s consideration of the Governance Statement for the associated financial year.
- 6.2 The Committee has a duty to review its own performance and effectiveness, including running costs and terms of reference, on an annual basis.

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**APPENDIX E**

**NHS 24**

**Integrated Governance Committee**

Terms of Reference

**1. Introduction**

- 1.1 The Integrated Governance Committee is identified as a committee of the NHS 24 Board. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the Standing Orders.
- 1.2 The Integrated Governance Committee is established in accordance with NHS 24 Board Standing Orders and Scheme of Delegation.
- 1.3 The Standing Orders for the Proceedings and Business of the NHS 24 Board shall apply, where relevant, to the conduct of business of all Standing Committees of the NHS 24 Board.
- 1.4 The overall purpose of the Integrated Governance Committee is to review progress in relation to:
  - a) Individual Committee development;
  - b) The development of the relationship between the Board and its Committees; and
  - c) To articulate the specific 'lenses' of each Committee on areas of mutual interest. Additionally, the purpose is to ensure clarity of governance responsibility and that there are no gaps or areas of duplication.

**2. Membership**

- 2.1 The Committee shall be nominated by the NHS 24 Board Chair and be approved by the NHS 24 Board annually at the meeting of the NHS 24 Board in April or at a meeting to be held as soon as convenient thereafter. The Integrated Governance Committee will consist of 5 Non-Executive Directors of the Board, including the Chair of the NHS 24 Board, and 2 Executive Directors of the NHS 24 Board, including the Chief Executive, the Director of Finance (as lead Director for Governance) and will be supported by other Executive Directors, as appropriate. Other Board members will have access

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to the Committee meeting papers via Admin Control. Any vacancies which occur in the membership of the Committee shall be filled by the Board Chair and endorsed by the Board at the next scheduled meeting.

- 2.2 The Committee membership shall be composed of the Chairs of the Board Committees, including, Planning & Performance Committee; Audit & Risk Committee; Clinical & Care Governance Committee; Staff Governance Committee; and also the Vice Chair of the NHS 24 Board.
- 2.3 Other officers may be invited to attend for all or part of any meeting as and when appropriate.

### **3. Arrangement for Conduct of Business**

#### **3.1 Chairing the Committee**

The Committee Chair will be the Chair of the NHS 24 Board.

#### **3.2 Quorum**

Meetings will be considered quorate when 3 Non-Executive Directors of the NHS 24 Board are present.

#### **3.3 Voting**

Should a vote need to be taken, all of the voting members of the Committee shall be allowed to vote, either by a show of hands, or a ballot.

#### **3.4 Frequency of Meetings**

The Integrated Governance Committee shall meet a minimum of 2 times per year. Additional meetings may be arranged at the discretion of the Committee Chair.

#### **3.5 Declarations of Interest**

Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise, in any matter, is present at the meeting at which the matter is under discussion, and considers the objective test is met, they will declare that interest as requested at the start of the meeting and shall not remain in the meeting nor participate in any way in those parts of meetings where they have declared an interest. Should the member consider that the objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made.

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- 3.6 All declarations of interest will be minuted.
- 3.7 Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.

### 3.8 **Administrative Support**

- 3.9 Administrative support for the Committee will be provided by a member of the Board Secretary (or nominated deputy).
- 3.10 The administrative support to the Committee will attend to take the minutes of the meeting, maintain a log of actions and a Committee Workplan, provide appropriate support to the Chair and Committee members, and support the preparation of an Annual Report on the work of the Committee for presentation to the NHS 24 Board.

## 4. **Remit of the Committee**

- 4.1 The remit of the Integrated Governance Committee is to provide assurance to the Board that coordinated corporate governance is supported across the NHS 24 Committees. The Integrated Governance Committee will look to ensure that matters considered by each of the Committees are cross referred to other Committees as appropriate so that duplication and the risk of aspects being overlooked are avoided and that each Committee is focused on examining matters from its' own core perspective.

## 5. **Key Duties of the Committee**

- 5.1 The Key Duties of the Integrated Governance Committee are as follows:
- Responsible for ensuring an integrated approach across all strands of governance within NHS 24.
  - Discuss and consider specific themes and issues relating to governance and risk that have implications for the Board's Governance Committees.
  - Review actions taken by the organisation on recommendations made by the Committee or the NHS 24 Board on all relevant governance matters.
  - Consider and scrutinise the compliance with relevant legislation and performance against national governance standards, as required by the full NHS 24 Board.
  - Provide assurance to the NHS 24 Board on governance issues that have application across the organisation.

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**6. Authority**

6.1 The Integrated Governance Committee is a Standing Committee of the NHS Board.

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

The Committee may form one or more subcommittees to support its functions.

**7. Reporting Arrangements**

7.1 The Integrated Governance Committee will report to the NHS 24 Board.

7.2 The draft minute of the Integrated Governance Committee will be reviewed by the nominated Executive Lead prior to clearance by the Chair of the Integrated Governance Committee and distribution to the Integrated Governance Committee for ratification at the next Committee meeting. The ratified minutes of the Integrated Governance Committee will be presented to the next NHS 24 Board Meeting to ensure NHS 24 Board members are aware of issues considered and decisions taken.

7.3 In addition, the NHS 24 Board Meeting will receive a Committee Highlight Report, which summarises the key issues considered at the most recent meeting of the Committee.

7.4 The Integrated Governance Committee will produce an Annual Report to be presented to the NHS 24 Board.

**8. Conduct of the Committee**

8.1 All members will have due regard to and operate within the NHS 24 Board’s Standing Orders, Standing Financial Instructions and the Code of Conduct for Members.

8.2 The Committee will participate in an annual review of the Committee’s remit and membership, to be submitted to the NHS 24 Board in June of each year, and more frequently if required by the NHS 24 Board.

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