

NHS 24 BOARD		19 AUGUST 2021 BD (2021 22) 016 FOR APPROVAL
STANDING COMMITTEE TERMS OF REFERENCE		
Executive Sponsor	Director of Strategy, Planning & Performance	
Lead Officer/Author	Director of Strategy, Planning & Performance/ Corporate Governance Manager.	
Action Required	The Terms of Reference are presented to the Planning and Performance Committee for approval.	
Key Points for this Committee to consider	<p>Following the annual review of Terms of Reference (ToR) by standing committees, a number of minor amendments have been recommended to the NHS 24 for approval.</p> <p>These changes notwithstanding, it is recommended that a further review of the ToR is undertaken later in the calendar year to coincide with the publication of the Revised Blueprint for Governance and Once for Scotland approach.</p>	
Governance process	The Terms of Reference are reviewed by standing committees on an annual basis.	
Strategic alignment and link to overarching NHS Scotland priorities and strategies	The annual review of the Terms of Reference supports the corporate governance framework.	
Key Risks	There are no key risks associated with this paper.	
Financial Implications	There are no financial implications associated with this process.	
Equality and Diversity	The NHS 24 Board ensures that all activities have been impact assessed and supports NHS 24 to meet its duties with regard to equality and patient engagement.	

Purpose

1. The purpose of this paper is to advise the NHS 24 Board of minor changes which have been applied to the existing Terms of Reference (ToR) for the Board's standing committees. Members of the NHS 24 Board will be invited to **approve** the proposed amendments.

Background

2. In line with NHS 24's established Standing Orders and overarching Corporate Governance Framework, it is normal practice for all standing committees of the Board to undertake a review of their ToR on an annual basis. The outcomes of these reviews, along with the revised ToR for each Committee can be found in **Annexes A-E**.
3. In addition to the routine individual Committee reviews, an initial consistency review of all the Committee ToRs has been undertaken by the new Corporate Governance Manager. To date, this has highlighted a number of minor discrepancies between the ToRs of the standing committees of the NHS 24 Board.
4. In light of this, and noting that further information on the revised Blueprint for Good Governance is due to be cascaded to NHS Boards after the summer recess, it is proposed that the ToRs for individual committees are revised and updated further with a view to presenting these again to each standing committee during the November 2021 committee cycle. It is proposed that this will not only ensure broad alignment with national requirements but will also seek to enhance and strengthen the current format, context and consistency of existing committee ToRs.
5. In the interests of transparency, the changes which are recommended to the Board for approval are outlined below.

Audit & Risk Committee

6. The Audit and Risk Committee, in line with all Governance Committees, operates in accordance with Terms of Reference approved by the NHS 24 Board and set out in the NHS 24 Corporate Governance Manual. It is recognised best practice to review and validate these Terms of Reference on a periodic basis.
7. Pending a more comprehensive review following the publication of the revised Blueprint, the Audit & Risk Committee have agreed that reference to the Committee's responsibility for reviewing and recommending to the NHS 24 Board the organisation's Annual Report and Accounts should be cited within the committee's Terms of Reference. This point is now illustrated and highlighted in clause **#5.5**. The ToR for the Audit & Risk Committee can be found in **Annex A**.

Planning and Performance Committee

8. A review of NHS 24's Cyber Security Arrangements was undertaken by the organisation's designated internal audit provider in May 2020. Within this report, the auditor's made the recommendation that *there should be clarity as to who at Board level should lead information security related scrutiny- such as the Planning and Performance Committee*.
9. Along with this review, NHS 24 are also subject to the Networking and Information Systems Regulations 2018 (NIS-R) as an Operator of Essential Services. The NIS Regulations have requested that specific controls are in place, and a number of these

are closely aligned to the recommendation made by our internal auditor last year. For avoidance of doubt these are:

- (i) Board level responsibility for cyber security should be formally assigned and stated with regular consideration of cyber risks at Board meetings; and
- (ii) Cyber risk assessment should be a standing item on Board meeting agendas.

10. The NIS auditors have been made aware that the Planning & Performance Committee has delegated authority on behalf of the broader NHS 24 Board for Information Governance and Security assurance and as such they are content that *Board* in the recommendations noted above can be read for our purposes as the Planning and Performance Committee.
11. Under clause **1.1**, of the Planning and Performance Committee ToR, reference to cyber security has therefore been made so that this point now reads, *to assume oversight for Information Technology, Cyber Security, safety & security and service continuity issues*.
12. Specific reference to cyber security has also been made under the new clause of **7.19**. Both insertions are highlighted in blue for avoidance of doubt. By amending and strengthening the current Terms of Reference through the inclusion of these points, it is recognised that this will satisfy both internal and national auditors and will ultimately address the identified recommendations contained within their respective reports. The full ToR for the Planning and Performance Committee can be found in **Annex B**.

Clinical Governance Committee

13. The Clinical Governance Committee ToR were reviewed and recommended for approval to the NHS 24 Board in May 2021.
14. There have been no significant or notable additions made to these ToR, however it should be noted that the following items which were noted under section 3.1 (*Frequency*) have been removed on the basis that these were considered to be solely applicable to the Audit & Risk Committee.
- (i) The Committee should meet individually with the Internal Auditors and with the External Auditors, once per year without any Executive Directors present.
 - (ii) The Committee should meet with the Chief Executive and separately with the Director of Nursing & Care once per year without any other Executive Directors or Auditors present.
 - (iii) A Note of the actions arising from the private meetings shall be taken for the record.
 - (iv) In addition, the Committee Chair may convene additional Meetings of the Committee to consider business which may require urgent consideration.

15. The revised ToR for the Clinical Governance Committee can be found in **Annex C**.

Staff Governance Committee

16. There have been no substantive amendments made to the Staff Governance Committee ToR, which can be found in **Annex D**.

Integrated Governance Committee

17. The ToR of the Integrated Governance Committee were approved by the NHS 24 Board in December 2020. At the last meeting of the committee in May 2021, members agreed to amend the clause on membership to specifically include the Vice Chair of the Board

as a member. This is highlighted in paragraph 2.2 within the updated ToR which can be found in **Annex E**.

Next Steps

18. Subject to any further amendments or additions by the Board, the ToR for each Committee will be reviewed again at the end of the summer period, with a view to consolidating consistency and ensuring alignment with national guidance.

Recommendation

19. The NHS 24 Board are invited to:

- (i) **Comment** and **provide feedback** on the proposed changes; and
- (ii) Subject to any further amendments, **approve** the appended Committee Terms of Reference.

AUDIT & RISK COMMITTEE TERMS OF REFERENCE

1. Purpose of the Committee

- 1.1 The Audit and Risk Committee is a statutory committee of the Board, responsible for providing assurance required for the 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. Composition of the Committee

2.1 Membership

- 2.1.1 The Committee will comprise:
- 1 Non-Executive Chair
 - 3 Non-Executive Board Members
- 2.1.2 The Committee Chair shall be appointed by the Board at a properly constituted meeting.
- 2.1.3 At least one Member should have significant, recent and relevant financial experience, e.g. as an Auditor or Finance Director.
- 2.1.4 Although Audit and Risk Committee members are recruited for their individual skills, it is vital that they are able to work collaboratively.
- 2.1.5 The Board Chair and Executive Directors of the Board are explicitly excluded from being members of the Audit and Risk Committee.
- 2.1.6 The Committee will be provided with a secretariat function through the Executive PA of the Director of Finance.
- 2.1.7 Appropriate training and development will be provided to ensure that members of the Committee have the skills and knowledge to carry out this role.
- 2.1.8 The Committee may co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience.
- 2.1.9 It is also good practice for the Chair of the Audit and Risk Committee to meet the Accountable Officer, the Director of Finance, the Head of Internal Audit and the External Auditor's senior representative outside of the formal committee structure.

2.2 Attendance

- 2.2.1 The Board Chair should not be a member of this Committee but has the right to attend Meetings of the Committee.
- 2.2.2 Other Board Members may attend Meetings of the Committee and have access to papers, should they so wish, except where the Committee resolves otherwise.
- 2.2.3 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.

A Partnership Forum Nominated Staff Representative shall normally attend meetings.

2.2.5 The Committee can request the attendance of any Officer of NHS 24 relating to the business to be transacted at the meeting.

2.2.6 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.

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

3. Meetings of the Committee

3.1 Frequency

3.1.1 Committee meetings will normally be held four times each financial year, at a place and time as determined by the Committee and to coincide with key events during the year, e.g. Annual Accounts production.

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

3.1.3 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.

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

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

3.1.6 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 Finance 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

3.3.1 Three 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 Audit and Risk 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 Audit Committee

The duties of the Committee shall be in line with the NHS Scotland Audit Committee Handbook 2018, as follows.

The Committee shall be responsible for monitoring the Board's corporate governance arrangements and system of internal control. This will include the following specific responsibilities.

- 5.1 Corporate Governance, System of Internal Control, Risk Management and Arrangements for the Prevention and Detection of Fraud.
- 5.2 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 for Staff.
- 5.3 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.
- 5.4 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.

- 5.5 **The Audit & Risk Committee shall be responsible for reviewing and recommending for approval to the NHS 24 Board, the Annual Report and Accounts. This includes responsibility for reviewing the clarity and completeness of the disclosures within the Annual Report and Accounts.**
- 5.6 The Audit and Risk Committee shall be proactive in commissioning assurance work from appropriate sources if it identifies any significant risk, governance or control issue, which is not being subjected to adequate review. It shall also seek to ensure that any weaknesses, identified by reviews, are remedied.
- 5.7 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.
- 5.8 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.
- 5.9 The Audit and Risk Committee will monitor the effectiveness of the Board's arrangements for whistleblowing.
- 5.10 The Audit and Risk Committee will review its own effectiveness and report the results of that review to the Board and Accountable Officer.

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 Audit and Risk Committee shall produce an Annual Report to the Board, summarising its conclusions from the work it has done during the year, 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 running costs and terms of reference, on an annual basis.

7. Policy on Non-Audit Services

7.1 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.

7.2 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.

7.3 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.

7.4 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 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.

PLANNING & PERFORMANCE COMMITTEE TERMS OF REFERENCE

1. Purpose of the Committee

- 1.1 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, 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 within the Finance and Performance remit and to assume oversight for Information Technology, **Cyber Security**, safety & security and service continuity issues.

2. Committee Membership

- 2.1 The Committee is established by the full NHS 24 Board and is composed of 4 Non-Executive Members, with the Chief Executive, the Executive Director of Finance and the Executive Director of Strategy, Planning and Performance in attendance at every meeting and other Executive Directors attending as appropriate. The NHS 24 Board Chair will appoint the Committee Chair and members of the Committee.
- 2.2 Non-Executive Directors are welcome to attend by invitation or on request.
- 2.3 Committee membership will be reviewed at least annually.

3. Quorum

- 3.1 Three Non-Executive members will constitute a quorum. The Director of Finance and the Director of Strategy, Planning and Performance or their agreed Deputy(s) should be present at all meetings.

4. Attendance

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

5. Frequency of Meetings

- 5.1 The Committee will normally meet four times each financial year.
- 5.2 The Chair may convene additional meetings of the Committee.

6. Authority

- 6.1 The Committee is authorised to investigate any matters which fall within its Terms of Reference to obtain external professional advice.
- 6.2 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.
- 6.3 The Committee has the authority to require the attendance of any employees of NHS 24, as may be required.

7. Duties

- 7.1 Ensure that systems and procedures are in place to monitor, manage and improve organisational performance, and liaise with relevant Governance Committees.
- 7.2 Monitor, seek evidence and give assurance on the performance of the organization against key performance targets.
- 7.3 Monitor, seek evidence and give assurance on the implementation of the revised performance management framework arrangements for the organisation.

- 7.4 Support the development of effective performance management, business intelligence and systems and reporting across NHS 24.
- 7.5 Approval of the Strategy and Operational Plans including the Financial Plan, Business cases and horizon scanning.

Strategic Planning & Resource Allocation

- 7.6 Review and provide assurance on the development of the Board's Strategic Plan and supporting Operational Plans.
- 7.7 Review and provide assurance on the development of the Board's Financial Strategy and Annual Financial Plan and recommend approval to the Board.
- 7.8 Undertake scrutiny of individual topics/ projects / work-streams that may have a material impact on the Board's financial performance.
- 7.9 Oversee the Boards use of non-recurrent funds and reserves to ensure the medium to long term sustainability of the Board.
- 7.10 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.
- 7.11 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.

Service Development (STP and Service Delivery)

- 7.12 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.
- 7.13 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.
- 7.14 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.

Data, Information Management, Digital and Technology Strategies

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

Property and Asset Management

- 7.16 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.
- 7.17 Ensure there is a robust approach to property rationalisation and oversee the management of risk associated with individual projects.

Risk Management

- 7.18 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.

Cyber Security

- 7.19** 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.

8. Conduct of Meetings

- 8.1** Meetings of the Committee will be called by the Committee Chair.
- 8.2** The agenda and supporting papers will be sent to members at least five working days before the date of the meeting.

9. Reporting

- 9.1** Minutes will be kept of the proceedings of the Committee. These will be circulated, in draft normally within five working days to the Chair of the Committee and within five working days thereafter to members, prior to consideration at a subsequent meeting of the Committee.
- 9.2** The Chair of the Committee shall provide assurance on the work of the Committee and the draft minutes will be submitted to the NHS 24 Board meeting for information.

10. Review of Terms of Reference

- 10.1** The Terms of Reference shall be reviewed on a 12 monthly cycle.

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)
 - 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.
- 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.

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- 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.

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.
- 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.

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- 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.
- 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.

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.
- 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 Workforce shall normally attend meetings.
- 2.2.3 The Staff Side Co-Chairs of the Regional Partnership Forums should normally attend meetings and an invitation be extended to the Co-Chair of the Health & Safety Committee.

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- 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.

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;
 - 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.

INTEGRATED GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. Purpose of the Committee

- 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 Committee was formerly known as the Integrated Governance Chairs Group until June 2020. The remit and role of this group was to conclude the Board and Committee Development process by bringing together all the NHS 24 Committee Chairs to review progress to date in:
 - 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 was to ensure clarity of governance responsibility and that there were no gaps or areas of duplication.
- 1.3 The Committee will be known as the Integrated Governance Committee (IGC) of the Board and will be a Standing Committee of the Board.

The remit of the Committee is to provide assurance to the Board that coordinated corporate governance is supported across the NHS 24 Committees. The IGC 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.

2. Committee Membership

- 2.1 The Committee is established by the full NHS 24 Board and is composed of 5 Non-Executive Members, with the Chief Executive and the Director of Strategy, Planning and Performance (as lead director for Governance) in attendance at every meeting and other Executive Directors attending as appropriate.
- 2.2 The Committee shall be established by the full NHS 24 Board and be composed of the Chairs of the Board Committees (Planning & Performance, Audit & Risk, Clinical Governance, Staff Governance and Remuneration) and also the **Vice Chair**. The Committee Chair will be the Chair of the NHS 24 Board.
- 2.3 Committee membership shall be reviewed at least annually.

3. Quorum

- 3.1 Three Non-Executive members will constitute a quorum.

4. Attendance

- 4.1 The Chief Executive and Director of Strategy, Planning and Performance will attend to provide information and advice.
- 4.2 The Committee may co-opt additional advisors as required.

5. Frequency of Meetings

5.1 The Committee will normally meet two times per annum.

5.2 The Chair may convene additional meetings of the Committee.

6. Authority

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

6.2 The Committee may form one or more sub-committees to support its functions.

7. Duties

7.1 The Committee shall be responsible for ensuring an integrated approach across all strands of governance within NHS 24. Specifically it will:

- (i) Discuss and consider specific themes and issues relating to governance and risk that have implications for the Board's Governance Committees;
- (ii) Review actions taken by the organisation on recommendations made by the Committee or the NHS 24 Board on all relevant governance matters;
- (iii) Consider and scrutinise the compliance with relevant legislation and performance against national governance standards, as required by the full NHS 24 Board; and
- (iv) Provide assurance to the NHS 24 Board on governance issues that have applications across the organisation.

8. Conduct of Meetings

8.1 The agenda will be agreed by the Committee Chair in consultation with the respective Committee Chairs.

8.2 The agenda and supporting papers will be issued to members via admincontrol at least five working days before the date of the meeting.

9. Reporting

9.1 Minutes will be kept of the proceedings of the Committee. These will be circulated, in draft normally within five working days to the Chair of the Committee and within five working days thereafter to members, prior to consideration at a subsequent meeting of the Committee.

9.2 The Chair of the Committee shall provide assurance on the work of the Committee and the minutes will be submitted to the NHS 24 Board meeting for information.

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

10. Review Terms of Reference

10.1 The Terms of Reference shall be reviewed on a 12 monthly cycle.