

## 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 to the Committee meeting papers. 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.

- 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 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.

## **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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