

Item 8.1

Report

Committee Terms of Reference and Good Governance Handbook Edinburgh Integration Joint Board

21 June 2019



Executive Summary

1. Edinburgh Integration Joint Board (EIJB) agreed at its meeting of 14 December 2018 to implement the recommendations of the independent review of its governance undertaken by the Good Governance Institute.
2. This included changes to the committee structure and support for clarity on lines of accountability and reporting which the EIJB anticipates will further streamline arrangements and reporting and support sustained governance effectiveness.
3. This paper covers a set of formal terms of reference for all the committees of the EIJB for approval:
 - a. Strategic Planning
 - b. Performance and Delivery
 - c. Audit and Assurance
 - d. Clinical and Care Governance
 - e. Futures
4. This will allow the committee cycle to commence from July 2019.
5. A further element of this work is the development of a Good Governance Handbook for the EIJB. This paper outlines the proposed content and focus of the Handbook, which will be developed with Board members and further support from the Good Governance Institute.

Recommendations

6. The Edinburgh Integration Joint Board is asked to:
 - i. Agree the new Terms of Reference for the five Committees; and
 - ii. Agree the approach to develop the content of the Good Governance Handbook, noting that Board members will have the opportunity to contribute to and shape the Handbook as part of the development workshops with the Good Governance Institute.

Background

7. A review was commissioned by the Chief Officer of the EIJB to provide an assessment of the effectiveness of current governance arrangements and make recommendations which would enable the EIJB to meet future requirements and expectations.
8. The review was undertaken by Good Governance Institute between September and November 2018 using an established review methodology including:
 - a. structured interviews with voting and non-voting members of the EIJB;
 - b. structured interviews with senior executive team of the EIJB;
 - c. systematic document review covering the execution of business in meetings; and
 - d. review of processes and procedures.
9. A report was considered at the EIJB on 14 December 2018 indicating that the EIJB needed to strengthen its governance. The report's 18 recommendations were agreed by the EIJB.
10. The recommendations included changes to the committee structure and support for clarity on lines of accountability and reporting which the IJB anticipates will further streamline arrangements and reporting and support sustained governance effectiveness.

Main report

Terms of reference

11. The terms of reference attached as appendix 1- 5 are intended to replace those for the current formal committee structure of the EIJB with a new fit for purpose infrastructure.

12. They are deliberately formal and structured setting out the authority, remit, membership, duties and administrative arrangements for each committee in a similar format.
13. The specific duties for each committee have been left to be developed or refined by the committees for future approval by the EIJB. This is important to allow the committee members to reflect the best way to fulfil the purpose of the committee and the contribution the committee intends to or is expected to make over the year ahead and to develop a cycle of business.
14. The paper suggests that this process should take place each year normally in June alongside a formal review process for progress and achievement for each committee.

Good Governance Handbook

15. The purpose of the Governance Handbook is to act as a practical guide for Board members which describes the means by which the Board secures assurance on its activities and enables continued assessment and development of governance effectiveness.
16. Building on from the November 2018 governance review report, the Handbook will set out the governance principles, systems and outcomes through which the EIJB receives assurance. The Handbook will include working definitions for governance, key roles and responsibilities, behaviour, etiquettes and standards, scheme of delegation as well as the structures and principles which embody governance in practice for EIJB.
17. Importantly, it will also recognise that EIJB is committed to being a leading organisation in transforming health and social care for the benefit of the people of Edinburgh. This commitment requires modern governance which will encourage and enable innovation, community engagement and participation, and joint working. The Handbook will be designed to deliver more than a stagnant descriptor, but to operate as a live document for EIJB members.
18. Each substantive section of the handbook will utilise the following format:
 - a. Strategic intent: **what it means**
 - b. Content & specific issues: **why it matters now**
 - c. Examples & resources: **how it can be applied**
 - i. Key assurance questions
 - ii. Case studies

- iii. Other resources e.g. Maturity Matrix, engagement principles, further reading.
19. This format will include a combination of standard best practice governance guidance from the Good Governance Institute, alongside specific EIJB content developed in collaboration with Board members and partners. The main body of the Handbook will include the following sections:
- a. **FUNDAMENTAL CONCEPTS**
 - i. The controlling mind: principle governance role and accountability
 - ii. Governance across boundaries
 - iii. Fiduciary duties
 - iv. Duty of Candour
 - v. Safeguarding
 - vi. Achieving the diversity dividend
 - vii. Information governance
 - b. **THE TESTS OF GOOD GOVERNANCE**
 - i. Reassurance Vs assurance
 - ii. Assurance and scrutiny
 - iii. Decision making and decision taking
 - c. **ROLES AND RESPONSIBILITY**
 - i. Role of the Board
 - ii. Delegation and reservation
 - iii. Committee roles
 - iv. Reporting service line to Board (and external)
 - v. Constructive challenge and expected behaviours
 - d. **BALANCING RISK AND INNOVATION**
 - i. Strategic risk management
 - ii. Risk management within organisations:

- iii. Risk appetite
- iv. Risk tolerance
- v. Risk at system level
- vi. Regulatory intervention
- vii. Information technology

e. **QUALITY GOVERNANCE**

- i. Understanding quality and clinical governance
- ii. Outcomes framework
- iii. Governing for quality improvement
- iv. Care pathways

f. **AUTHENTIC ENGAGEMENT AND STAKEHOLDER VOICE:ENGAGING WITH AUTHENTICITY**

- i. Legal duties
- ii. Informing Vs advising
- iii. Transparent leadership and reporting
- iv. Community assets

g. **INTEGRATED REPORTING**

- i. Building assurance with stakeholders
- ii. Holistic resources: financial, physical, natural, people, knowledge, networks
- iii. Integrated reporting framework

20. The Handbook is intended to capture and support the ambitions of EIJB, and these sections will be supported by formal resources such as a Board Etiquette statement, Committee Terms of Reference, and Risk Appetite Statement.

Key risks

21. There is a risk that the EIJB is unable to make timely decisions and provide strong governance across the range of functions delegated to it. This risk is

addressed and mitigated by the implementation of the governance review and development of a robust committee structure supporting the EIJB.

Financial implications

22. It is intended that the development of the governance structure will be undertaken within existing EIJB resources. Any developments requiring the decision of the EIJB will be presented to the Board for discussion.

Implications for Directions

23. There are no immediate implications for Directions.

Equalities implications

24. The supporting governance structure agreed for implementation by the IJB will support the EIJB meeting its obligations in relation to Equalities.

Sustainability implications

25. The supporting governance structure will support the EIJB in ensuring due consideration of sustainability issues is undertaken in its decision making and strategy development.

Involving people

26. There has been involvement with key parties as part of the development of the terms of reference for committee structures and the proposed content and focus of the handbook will be developed with Board members and further support from the Good Governance Institute.

Impact on plans of other parties

27. There are no impacts on the plans of other parties.

Background reading/references

Report author

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Appendices

Appendix 1	Terms of Reference – Strategic Planning Group
Appendix 2	Terms of Reference – Performance and Delivery Committee
Appendix 3	Terms of Reference – Audit and Assurance Committee
Appendix 4	Terms of Reference – Clinical and Care Governance Committee
Appendix 5	Terms of Reference – Futures Committee

**Edinburgh Integration Joint Board
Strategic Planning Group (Committee)
Terms of Reference for approval**

1. Constitution of the Committee

- 1.1 The Strategic Planning Group is a statutory Committee established by the Integration Joint Board (IJB) to monitor, review and report to the Board on the strategy, plans and delivery of the delegated Partnership's services.

2. Purpose and function

- 2.1 The purpose and function of the Committee, on behalf of the Integration Joint Board, is to:
- a) oversee strategic planning processes to meet statutory obligations placed on the Integrated Joint Board in respect of strategies and plans
 - b) provide assurance to the Integrated Joint Board that processes are fully inclusive of stakeholders and partners and formal consultative processes are followed;
 - c) identify on behalf of the Integrated Joint Board key priorities, progress arrangements and outcomes in relation to the planning of services;
 - d) quality assure proposed directions in support of the operation plan for recommendation to the Integrated Joint Board; and
 - e) assess business cases for recommendation to the Integrated Joint Board for decision.

3. Authority

- 3.1 The Committee is:
- a) a statutory Committee of the Integrated Joint Board reporting directly to the Integrated Joint Board, and has no executive powers, other than those specifically delegated in these Terms of Reference;
 - b) authorised by the Integrated Joint Board to investigate any activity within its Terms of Reference, to seek any information it requires from any officer of the Partnership, and to invite any employee of an organisation within the Partnership to provide information by request at a meeting of the Committee to support its work, as and when required, taking due cognisance of their employing organisation's policies and procedures in doing so.
 - c) authorised by the Integrated Joint Board to secure the attendance of individuals and authorities from outside the Partnership with relevant

experience and expertise if it considers this necessary for the exercise of its functions, including whatever professional advice it requires (as advised by the Executive Leads of the Committee and / or Office of the Chief Officer).

- 3.2 The Committee shall have the power to establish, in exceptional circumstances, sub-committees and / or task and finish groups for the purpose of addressing specific tasks or areas of responsibility, if approved by the Integrated Joint Board. In accordance with the Partnership's Standing Orders, the Committee may not delegate powers to a sub-committee or task and finish group unless expressly authorised by the Integrated Joint Board; and
- 3.3 The Terms of Reference, including the reporting procedures of any sub-committees or task and finish groups must be approved by the Integrated Joint Board and reviewed on an annual basis.

4. Membership

- 4.1 Members of the Committee shall be appointed by the Integrated Joint Board and shall be made up of 4 Voting Members of the IJB, drawn equally from NHS Lothian and The City of Edinburgh Council. 2 non voting members of the IJB shall be appointed to the Committee by the Board as non voting members of the Committee.
- 4.2 One of the Voting members will be appointed by the Integrated Joint Board as the Chair of the Committee. The Chair will be rotated between Voting members on a basis agreed by the Integration Board to ensure a suitable balance between partner organisations is maintained across the five main committees of the IJB.
- 4.3 A further Voting member of the Committee can assume the role of Chair in the formal absence of the appointed Chair, with the agreement of the Committee members.
- 4.4 The Executive Lead (the Head of Strategic Planning) or a designated alternative from the Office of the Chief Officer, will be in attendance at all meetings of the committee. Other attendees at the Committee shall be appointed by the Integrated Joint Board and shall be made up of representatives drawn from the following groups:
 - Non-voting members of the IJB
 - Health professionals;
 - Service users of health care;
 - Carers in health care;
 - Social care professionals;
 - Service users of social care;
 - Carers from social care;
 - Independent providers of social care;
 - Registered Social Housing organisations; and

- Third sector bodies carrying out activities related to health care or social care
- 4.5 The Chair of the Integrated Joint Board and the Chief Officer shall not be members of the Committee, but they may be in attendance.
- 4.6 Other than as specified above, only members of the Committee have the right to attend Committee meetings. Other non-Committee members may be invited to attend and assist the Committee from time to time, according to particular items being considered and discussed.
- 4.7 Members are able to attend Committee meetings in person, by telephone, or by other electronic means. Members in attendance by electronic means will count towards the quorum.
- 4.8 The Secretariat support will be provided by the office of the Chief Officer who will act as the Committee Secretary and shall attend all meetings of the Committee.
- 4.9 All members of the Committee shall receive training and development support before joining the Committee and on a continuing basis to ensure their effectiveness as members, supported by a performance assessment process, as agreed by the Integrated Joint Board.
- 4.10 An attendance record shall be held for each meeting and an annual register of attendance will be included in the annual report of the Committee to the Board.

Quorum

- 4.11 The quorum necessary for the transaction of business shall be 2 members, as defined in 4.1 above, including the Chair, and at least one other Voting Member.
- 4.12 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions delegated to the Committee.

5. Specific Duties –

Core duties

Note:

Duties are to be developed by the committee and approved by the IJB at a future meeting

These duties should broadly reflect as a minimum those identified in the Report of the Independent Review of the Governance of the IJB dated November 2018.

28 May 2019 – Duties to be developed by the committees and approved by the IJB at a future meeting

Cycle of Business

- 5.2 The Committee will set an annual plan for its work to form part of the Board's Annual Cycle of Business, informed by the Board Assurance Framework, and report to the Board on its progress.

6. Reporting and Accountability

- 6.1 The Committee Chair will report formally to the Integrated Joint Board on its proceedings after each meeting on all matters within its duties and responsibilities, summarising areas where action or improvement is needed.
- 6.2 The Terms of Reference shall be reviewed by the Committee and approved by the Integrated Joint Board on an annual basis. (Normally at its June meeting).

7. Committee Administration

- 7.1 The Committee shall meet a minimum of six times a year and at such other times as the Chair of the Committee, in consultation with the Committee Secretary, shall require, allowing the Committee to discharge all of its responsibilities.
- 7.2 The Chair may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 7.3 The agenda will be set in advance by the Chair, with the office of the Chief Officer and Partnership Executive leads reflecting an integrated cycle of meetings and business, which is agreed each year for the Board and its Committees, to ensure it fulfils its duties and responsibilities in an open and transparent manner.
- 7.4 Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be made available to each member of the Committee, no less than seven working days before the date of the meeting in electronic form. Supporting papers shall be made available no later than five working days before the date of the meeting.
- 7.5 Committee papers shall include an outline of their purpose and key points in line with the IJB's Committee protocol, and make clear what actions are expected of the Committee.
- 7.6 The Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure these are recorded in the minutes accordingly.
- 7.7 The Committee Secretary shall minute the proceedings of all Committee meetings, including recording the names of those present, in attendance and absent. Draft minutes of Committee meetings shall be made available promptly to all members of the Committee, normally within ten days of the meeting.
- 7.8 The Committee shall, at least once a year, review its own performance, using a process agreed for all Board committees by the Integrated Joint Board.

Procedural control statement:
Date approved: XXXXX
Approved by: Integrated Joint Board
Review date: XXXXX



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**Edinburgh Integration Joint Board
Performance and Delivery Committee
Terms of Reference for approval**

1. Constitution of the Committee

- 1.1 The Performance and Delivery Committee is a non-statutory Committee established by the Integrated Joint Board to provide advice and assurance to the Board on the effectiveness on the operational and financial performance of the Partnership.

2. Purpose and function

- 2.1 The purpose and function of the Committee, on behalf of the Integrated Joint Board is to:
- a) Provide assurance to the Integrated Joint Board that the Integrated Joint Board is doing what it is committed to do;
 - b) Oversee, on behalf of the Integrated Joint Board, a performance and progress reporting framework and supporting processes which provide assurance to the Integrated Joint Board about progress and delivery;
 - c) Receive progress reports from accountable officers on finance, duty of care, quality, variations and other relevant matters.

3. Authority

- 3.1 The Committee is:
- a) a non-statutory Committee of the Integrated Joint Board reporting directly to the Integrated Joint Board, and has no executive powers, other than those specifically delegated in these Terms of Reference
 - b) authorised by the Integrated Joint Board to investigate any activity within its terms of reference, to seek any information it requires from any officer of the Partnership, and to call any employee to be questioned at a meeting of the Committee as and when required, taking due cognisance of their employing organisation's policies and procedures in doing so
 - c) authorised by the Integrated Joint Board to secure the attendance of individuals and authorities from outside the Partnership with relevant experience and expertise if it considers this necessary for the exercise of its functions, including whatever professional advice it requires (as advised by the Committee Secretary)
- 3.2 The Committee shall have the power, in exceptional circumstances, to establish task and finish groups for the purpose of addressing specific tasks or areas of responsibility. In accordance the Partnership's Standing Orders, the Committee

may not delegate powers to a task and finish group unless expressly authorised by the Integrated Joint Board.

- 3.3 The terms of reference, including the reporting procedures of any task and finish group, must be approved by the Integrated Joint Board and be reviewed on an annual basis.

4. Membership and quorum

Membership

- 4.1 Members of the Committee shall be appointed by the Integrated Joint Board and shall be made up of 6 Voting Members of the IJB, drawn equally from NHS Lothian and The City of Edinburgh Council. 3 non voting IJB members shall be appointed to the Committee as non voting members.
- 4.2 One of the Voting members will be appointed by the Integration Joint Board as the Chair of the Committee. The Chair will be rotated between Voting members on a basis agreed by the Integration Board to ensure a suitable balance between partner organisations is maintained across the five main committees of the IJB.
- 4.3 In the absence of the Chair, a Voting member of the Committee may assume the role of Chair in the formal absence of the appointed Chair.
- 4.4 The Chief Finance Officer or a designated alternative shall act as the executive lead for the committee and shall attend all meetings.
- 4.5 The Chair of the Integrated Joint Board and the Chief Officer shall not be members of the Committee, but they may be in attendance.
- 4.6 Other than as specified above, only members of the Committee have the right to attend Committee meetings. Other non-Committee members may be invited to attend and assist the Committee from time to time, according to particular items being considered and discussed.
- 4.7 Members and attendees are able to attend Committee meetings in person, by telephone, or by other electronic means. Members in attendance by electronic means will count towards the quorum.
- 4.8 Secretariat support will be provided by a member of the Office of the Chief Officer who will act as the Committee Secretary and shall attend all meetings of the Committee.
- 4.9 All members of the Committee shall receive training and development support before joining the committee and on a continuing basis to ensure their effectiveness as members, supported by a performance assessment process, as agreed by the Integrated Joint Board.

Appendix 2

- 4.10 An attendance record shall be held for each meeting and an annual register of attendance will be included in the annual report of the Committee to the Board.

Quorum

- 4.12 The quorum necessary for the transaction of business shall be 4 members as defined in 4.1 above, including the Chair and at least one Voting member.
- 4.13 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions delegated to the Committee.

5. Duties

Core duties

5.1 Note:

Duties are to be developed by the committee and approved by the IJB at a future meeting

These duties should broadly reflect as a minimum those identified in the Report of the Independent Review of the Governance of the IJB dated November 2018:

Strategies and policies

Annual Financial Plan

Risk

Performance and progress reporting

Capital, investments, acquisitions and disposals

Infrastructure, estates and digital

Commercial strategy

Statutory compliance

Cycle of Business

- 5.2 The Committee will set an annual plan for its work to form part of the Board's Annual Cycle of Business, informed by the Board Assurance Framework, and report to the Board on its progress.

6 Reporting and accountability

- 6.1 The Committee Chair shall report formally to the Integrated Joint Board on its proceedings after each meeting outcomes and exception issues within its duties and responsibilities, summarising areas where action or improvement is needed.
- 6.2 An integrated report with narrative will be provided by the Executive to each Integrated Joint Board meeting.
- 6.3 The terms of reference shall be reviewed by the Committee and approved by the Integrated Joint Board on an annual basis. (Normally at its June meeting).



7 Committee Administration

- 7.1 The Committee shall meet *bi-monthly* and at such other times as the Chair of the Committee, in consultation with the Committee Secretary, shall require, allowing the Committee to discharge all of its responsibilities.
- 7.2 The Chairman may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 7.3 The agenda will be set in advance by the Chair, with the Committee Secretary and executive lead, reflecting an integrated cycle of meetings and business, which is agreed each year for the Board and its Committees, to ensure it fulfils its duties and responsibilities in an open and transparent manner.
- 7.4 Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be made available to each member of the Committee, no less than seven working days before the date of the meeting in electronic form. Supporting papers shall be made available no later than five working days before the date of the meeting.
- 7.5 Committee papers shall include an outline of their purpose and key points in line with the IJB's Committee protocol, and make clear what actions are expected of the Committee.
- 7.6 The Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure that these are recorded in the minutes accordingly.
- 7.7 The Committee secretary shall minute the proceedings of all Committee meetings, including recording the names of those present, in attendance and absent. Draft minutes of Committee meetings shall be made available promptly to all members of the Committee, normally within ten working days of the meeting.

Procedural control statement:

Date approved: XXXXX

Approved by: Integrated Joint Board

Review date: XXXXX

Appendices to be inserted:

Memberships for the year

Annual cycle of business for the committee



Edinburgh Integration Joint Board Audit and Assurance Committee Terms of Reference for approval

1. Constitution of the Committee

- 1.1 The Audit and Assurance Committee is a statutory Committee established by the Integrated Joint Board to monitor, review and report to the Board on the suitability and efficacy of the Partnership's provisions for governance, risk management and internal control.

2. Purpose and function

- 2.1 The purpose and function of the Committee is to:
- a) provide assurance to the Integrated Joint Board that it is fulfilling all its statutory requirements and all systems are performing as required, with appropriate and consistent escalation of notice and action;
 - b) review and continually re-assess their system of governance, risk management, and control, to ensure that it remains effective and fit for purpose;
 - c) oversee the annual audit programme in respect of the Integrated Joint Board's services;
 - d) develop integrated public reporting of the Integrated Joint Board as an independent, objective process; and
 - e) ensure that its arrangements for delegation within the Integrated Joint Board structures promote independent judgement and assist with the balance of power and the effective discharge of duties.

3. Authority

- 3.1 The Committee is:
- a) a statutory Committee of the Integrated Joint Board reporting directly to the Integrated Joint Board, and has no executive powers, other than those specifically delegated in these Terms of Reference;
 - b) authorised by the Board to investigate any activity within its Terms of Reference, to seek any information it requires from any employee of an organisation within the Partnership, and to invite any employee to provide information by request at a meeting of the Committee to support its work, as and when required, due cognisance of their employing organisation's policies and procedures in doing so; and
 - c) authorised by the Integrated Joint Board to secure the attendance of individuals and authorities from outside the Partnership with relevant

experience and expertise if it considers this necessary for the exercise of its functions, including whatever professional advice it requires (as advised by the Executive Lead of the Committee and / or office of the Chief Officer).

4. Membership and quorum

Membership

- 4.1 Members of the Committee shall be appointed by the Integrated Joint Board and shall be made up of 6 Voting Members of the IJB, drawn equally from NHS Lothian and The City of Edinburgh Council. 3 non voting members of the IJB will also be appointed by the Board as non voting members of the Committee.
- 4.2 One of the Voting Members will be appointed by the Integrated Joint Board as the Chair of the Committee. The Chair will be rotated between Voting members on a basis agreed by the Integration Board to ensure a suitable balance between partner organisations is maintained across the five main committees of the IJB.
- 4.3 A further Voting Member of the Committee can assume the role of Chair in the formal absence of the appointed Chair, with the agreement of the Committee members.
- 4.4 The Executive Lead (the Chief Finance Officer) or a designated alternative from the Office of the Chief Officer, will be in attendance at all meetings of the committee.
- 4.5 The Chair of the Integrated Joint Board and the Chief Officer shall not be members of the Committee, but they may be in attendance.
- 4.6 Other than as specified above, only members of the Committee have the right to attend Committee meetings. Other non-Committee members may be invited to attend and assist the Committee from time to time, according to particular items being considered and discussed.
- 4.7 Members and attendees are able to attend Committee meetings in person, by telephone, or by other electronic means. Members in attendance by electronic means will count towards the quorum.
- 4.8 Secretariat support will be provided by a member of the Office of the Chief Officer who will act as the Committee Secretary and shall attend all meetings of the Committee.
- 4.9 All members of the Committee shall receive training and development support before joining the Committee and on a continuing basis to ensure their effectiveness as members, supported by a performance assessment process, as agreed by the Integrated Joint Board.



- 4.10 An attendance record shall be held for each meeting and an annual register of attendance will be included in the annual report of the Committee to the Board.
- 4.11 The Chief Officer and other members of the Executive team should be invited to attend as appropriate with an expectation that if invited they should attend in person. In addition, the Chief Officer should be required to attend, at least annually, to discuss the process for assurance that supports the Annual Governance Statement.
- 4.12 External Audit and Internal Audit representatives will on occasion be invited to meet Committee members prior to the formal conduct of the business of the meeting without members of the Executive present.

Quorum

- 4.13 The quorum necessary for the transaction of business shall be 4 members, as defined in 4.1 above, including the Chair.
- 4.14 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions delegated to the Committee

5. Duties

- 5.1 The Committee will undertake the duties detailed in the NHS Audit Committee Handbook (HFMA latest edition). The Committee will carry out the duties below for the Partnership and major subsidiary undertakings as a whole, as appropriate. The Committee will set an annual plan for its work to form part of the Board's Annual Cycle of Business, and report to the Board on its progress. The duties of the Committee will include:

5.1.1 Financial reporting

The Committee will:

- a) ensure that the systems for financial reporting to the Integrated Joint Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided;
- b) ensure the integrity of the Annual Report and Financial Statements of the Partnership before submission to the Integrated Joint Board, and any other formal announcements relating to its financial performance, reviewing significant reporting issues and judgements that they contain, and including the meaning and significance of the figures, notes and significant changes; accounting policies and practices followed, and significant changes; explanation of estimates or provisions having material effect; the schedule of losses and special payments and any reservations and disagreements between internal and external auditors, and the executive directors, which are not resolved;



- c) review summary financial statements, significant financial returns to regulators and any financial information contained in other official documents, including the Annual Governance Statement;
- d) review the consistency of, and changes to, accounting policies across the Partnership and its subsidiary undertakings including the operation of, and proposed changes to, the Corporate Governance Manual, Standing Orders, Standing Financial Instructions, Scheme of Delegation and Reservation of Powers, Matters Reserved to the Board and Standards of Business Conduct, including maintenance of registers and the Fraud Response Plan;
- e) review the methods used to account for significant or unusual transactions where different approaches are possible (including unadjusted mis-statements in the financial statements);
- f) receive and review an annual report on special severance payments made during the year via a settlement agreement;
- g) review whether the Partnership has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the External Auditor;
- h) review the clarity of disclosure in the Partnership's financial reports and the context in which statements are made.

5.1.2 Governance, risk management and internal control

The Committee will review:

- a) the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the Partnership's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives;
- b) the risk environment of the Partnership to ensure that the governance system is adequately addressing the full range of current, and potential future, risks;
- c) the adequacy of risk and control related disclosure statements, in particular the Annual Governance Statement, together with the Head of Internal Audit Opinion, External Audit Opinion or other appropriate independent assurances, prior to endorsement by the Integrated Joint Board;
- d) the Board Assurance Framework and processes that indicate the degree of the achievement of the Board's priorities, the effectiveness of the



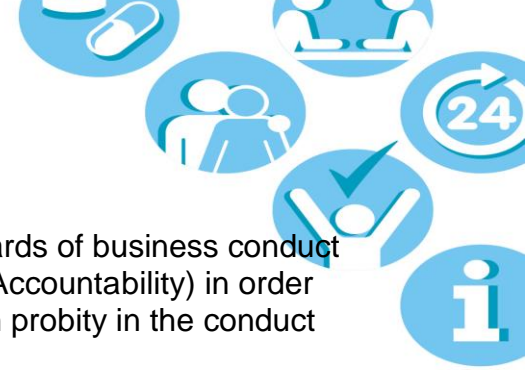
management of principal risks and the appropriateness of the above disclosure statements;

- e) the policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements, any related reporting and self-certifications, and work related to counter fraud and security, as required by the NHS Counter Fraud Authority;
- f) the policies for managing and investigating complaints and legal claims against the Partnership, including referrals to the NHS Resolution; and
- g) the Register of Directors' Interests; and Register of Gifts and Hospitality on a regular basis, and not less than annually.

5.1.3. Internal audit and counter fraud

The Committee will:

- a) ensure that there is an effective Internal Audit function that meets the *Public Sector Internal Audit Standards* and provides appropriate independent assurance to the Committee, Chief Officer, and Integrated Joint Board;
- b) consider and approve the Internal Audit Strategy and Annual Plan, and ensure it has adequate resources and access to information, including the Board Assurance Framework, to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee will also ensure the function has adequate standing and is free from management or other restrictions;
- c) review all reports on the Partnership from the Internal and External Auditors which identify "limited assurance" or "no assurance";
- d) review and monitor, on a sample basis, the Executive Management's responsiveness to the findings and recommendations of audit reports, and ensure coordination between Internal and External Auditors to optimise use of audit resource;
- e) meet the Head of Internal Audit on a formal basis, at least once a year, without Executive directors or management, to consider issues arising from the internal audit programme and its scope and impact. The Head of Internal Audit will be given the right of direct access to the Chair of the Committee, Chief Officer, Integrated Joint Board and to the Committee;
- f) assure itself that the Partnership has policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the NHS Counter Fraud Authority;
- g) assess the effectiveness of Counter Fraud services once every five years through a full process of review; and



- h) monitor the implementation of the policy on standards of business conduct for directors and staff (i.e. Codes of Conduct and Accountability) in order to offer assurance to the Integrated Joint Board on probity in the conduct of the Partnership's business.

5.1.4 External audit

The Committee will:

- a) consider and make recommendations to the Integrated Joint Board, in relation to the appointment, re-appointment and removal of the Partnership's External Auditor;
- b) work with the Integrated Joint Board to manage the selection process for new auditors. If an auditor resigns, the Committee will investigate the reasons, and make any associated recommendations to the Integrated Joint Board
- c) approve the External Auditor's remuneration and terms of engagement, including fees for audit or non-audit services and the appropriateness of fees, to enable an adequate audit to be conducted;
- d) agree and review the policy regarding the supply of non-audit services by the External Auditor and monitor that service, taking into account relevant ethical guidance;
- e) review and monitor the External Auditors' independence and objectivity and the effectiveness of the audit process. In particular, the Committee will review the work and findings of the External Auditors and consider the implications and management's responses to their work;
- f) meet the External Auditor at least once a year, without management being present; to discuss their remit and any issues arising from the audit;
- g) establish with the External Auditors, the nature and scope of the audit, as set out in the annual plan before the audit commences; and
- h) review all External Audit reports, including the report to those charged with governance (before its submission to the Integrated Joint Board) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

5.1.5 Other board assurance functions

The Committee will:

- a) review the findings of other significant assurance functions, both internal and external to the Partnership, and consider the implications for the governance of the Partnership. These will include, but not be limited to, any reviews undertaken by the Audit Commissions, Health and Social



Care Regulators, and professional bodies with responsibility for the performance of staff or functions;

- b) review the work, and receive the minutes, of other Committees within the organisation and its subsidiaries, whose work can provide relevant assurance to the Audit and Assurance Committee's own scope of work and in relation to matters of quality affecting the Board Assurance Framework, including the Clinical and Care Quality Committee, the Performance and Delivery Committee, Strategic Planning Group and Futures Committee;
- c) ensure there is no duplication of effort between the Committees, and that no area of assurance is missed as part of its responsibility for reviewing the Annual Governance Statement prior to submission to the Integrated Joint Board;
- d) receive details of Single Tender Waivers, as approved by the Chief Officer;
- e) receive a schedule of losses and compensations and approve appropriate write-offs;
- f) review registers relating to the Standards of Business Conduct Policy and consider any breaches and action taken; and
- g) review every decision by the Integrated Joint Board to suspend their respective Standing Orders.
- h) In fulfilling its responsibilities, the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

6. Reporting and accountability

- 6.1 The Committee Chair will report formally to the Integrated Joint Board on its proceedings after each meeting on all matters within its duties and responsibilities, summarising areas where action or improvement is needed.
- 6.2 The Terms of Reference shall be reviewed by the Committee and approved by the Integrated Joint Board on an annual basis. (Normally at its June meeting).
- 6.3 The Committee will report to the Integrated Joint Board annually on its work in support of the Annual Governance Statement. The Annual Report will:
 - a) set out clearly how the committee is discharging its responsibilities;



- b) include a statement referring to any non-audit services provided by the external auditors, and if so, how auditor objectivity and independence is safeguarded;
- c) set out details of the full auditor appointment process, and where the Council of Governors decide not to accept the recommendations of the Committee, a statement setting out (a) an explanation of the Committee's recommendation in relation to the appointment, re-appointment or removal of the external auditor and (b) the reasons the Council of Governors has chosen not to accept those reasons;
- d) provide explanatory details, where during the year the External Auditor's contract is terminated in disputed circumstances, on the removal process and the underlying reasons for removal;
- e) be signed by the Chair of the Audit Committee; and
- f) be presented to the Annual General Meeting, with the Chair of the Audit Committee in attendance to respond to any stakeholder questions on the Committee's activities.

7. Committee administration

- 7.1 The Committee will meet a minimum of four times a year and at such other times as the Chair of the Committee, in consultation with the Committee Secretary, will require allowing the Committee to discharge all of its responsibilities.
- 7.2 The Chairman may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 7.3 The agenda will be set in advance by the Chair, with the Committee Secretary and Executive Lead, reflecting an integrated cycle of meetings and business, which is agreed each year for the Board and its Committees, to ensure it fulfils its duties and responsibilities in an open and transparent manner.
- 7.4 Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, will be made available to each member of the Committee, no less than seven working days before the date of the meeting in electronic form. Supporting papers will be made available no later than five working days before the date of the meeting.
- 7.5 Committee papers will include an outline of their purpose and key points in line with the Partnership's committee protocol, and make clear what actions are expected of the Committee.
- 7.6 The Chair will establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure these are recorded in the minutes accordingly.



- 7.7 The Committee Secretary will minute the proceedings of all Committee meetings, including recording the names of those present, in attendance and absent. Draft minutes of Committee meetings will be made available promptly to all members of the Committee, normally within ten working days of the meeting.
- 7.8 The Committee will, at least once a year, review its own performance, using a process agreed for all Board Committees by the Integrated Joint Board.

Procedural control statement:

Date approved: XXXXX

Approved by: Integration Joint Board

Review date: XXXXX

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**Edinburgh Integration Joint Board
Clinical and Care Governance Committee
Terms of reference (for approval)**

1. Constitution of the Committee

- 1.1 The Clinical and Care Quality Committee is a statutory Committee established by the Integration Joint Board to monitor, review and report to the Board on the quality of care to the local population, specifically in relation to patient safety, clinical effectiveness and patient experience.

2. Purpose and function

- 2.1 The purpose and function of the Committee is to gain assurance, on behalf of the Integration Joint Board:
- a) on the systems for delivery of safe, effective, person-centred care in line with the Integrated Joint Board's statutory duty for the quality of health and care services.
 - b) that clinical and care governance is being discharged within the Partnership in relation to the statutory duty for quality of care and that this is being led professionally and clinically with the oversight of the IJB.
 - c) To provide the strategic direction for development of clinical and care governance within the Partnership and to ensure its implementation.
 - d) To ensure that there are effective structures, processes and systems of control for the achievement of the Integrated Joint Board's priorities, where these relate to regulatory compliance, service user experience, safety and the quality of service outcomes.
 - e) that services respond to requirements arising from regulation, accreditation and other inspections' recommendations.


3. Authority

- 3.1 The Committee is:
- a) a non-statutory Committee of the Integrated Joint Board reporting directly to the Integrated Joint Board, and has no executive powers, other than those specifically delegated in these Terms of Reference;
 - b) authorised by the Integrated Joint Board to investigate any activity within its Terms of Reference, to seek any information it requires from any officer of the Partnership, and to invite any employee of an organisation within the Partnership to provide information by request at a meeting of the Committee to support its work, as and when required, taking due cognisance of their employing organisation's policies and procedures in doing so; and





- c) authorised by the Integrated Joint Board to secure the attendance of individuals and authorities from outside the Partnership with relevant experience and expertise if it considers this necessary for the exercise of its functions, including whatever professional advice it requires (as advised by the Executive Leads of the Committee and / or Office of the Chief Officer).
- 3.3 The Committee shall have the power to establish, in exceptional circumstances, sub-committees and / or task and finish groups for the purpose of addressing specific tasks or areas of responsibility, if approved by the Integrated Joint Board. In accordance with the Partnership's Standing Orders, the Committee may not delegate powers to a sub-committee or task and finish group unless expressly authorised by the Integrated Joint Board.
- 3.4 The Terms of Reference, including the reporting procedures of any sub-committees or task and finish groups must be approved by the Integrated Joint Board and reviewed on an annual basis.
- 4. Membership**
 - 4.1 Members of the Committee shall be appointed by the Integrated Joint Board and shall be made up of least 6 Voting Members of the IJB, drawn equally from NHS Lothian and The City of Edinburgh Council. 3 non voting IJB members shall be appointed as members of the Committee by the IJB as non voting members of the Committee.
 - 4.2 One of the Voting members will be appointed by the Integrated Joint Board as the Chair of the Committee.
 - 4.3 A further Voting member of the Committee can assume the role of Chair in the formal absence of the appointed Chair, with the agreement of the Committee members.
 - 4.4 The Executive Lead (Head of Operations or a designated alternative) shall act as the executive lead for the committee and shall attend all meetings.
 - 4.5 The Chair of the Integrated Joint Board and the Chief Officer shall not be members of the Committee, but they may be in attendance.
 - 4.6 Other than as specified above, only members of the Committee have the right to attend Committee meetings. Other non-Committee members may be invited to attend and assist the Committee from time to time, according to particular items being considered and discussed.
 - 4.7 Members and attendees are able to attend Committee meetings in person, by telephone, or by other electronic means. Members in attendance by electronic means will count towards the quorum.

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- 4.8 The Secretariat support will be provided by the office of the Chief Officer who will act as the Committee Secretary who shall attend all meetings of the Committee.
- 4.9 All members of the Committee shall receive training and development support before joining the Committee and on a continuing basis to ensure their effectiveness as members, supported by a performance assessment process, as agreed by the Integrated Joint Board.
- 4.10 An attendance record shall be held for each meeting and an annual register of attendance will be included in the annual report of the Committee to the Board.

Quorum

- 4.11 The quorum necessary for the transaction of business shall be four members, as defined in 4.1 above, including the Chair, and at least one other Voting Member.
- 4.12 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions delegated to the Committee.

5. Specific Duties –

5Core duties

Note:

Duties are to be developed by the committee and approved by the IJB at a future meeting

These duties should broadly reflect as a minimum those identified in the Report of the Independent Review of the Governance of the IJB dated November 2018: including the following

5.1.2 Strategy

The Committee will:

- a) set and assess the strategic priorities and investments needed to support high-quality clinical outcomes and improve clinical effectiveness in the Partnership, and advise the Board accordingly;
- b) review international intelligence and research evidence on clinical safety and practice and distil their relevance to the Partnership's strategic priorities (including where necessary commissioning research to inform its work);
- c) review the development and effective use of shared clinical intelligence and data with partners to shape the growth of high-quality care and services in the 'place' of Edinburgh and Scotland;



5.1.3 Risk

The Committee will:

- a) receive regular reports on the high value risks in the Partnership and review the suitability and robustness of risk mitigation plans with regard to their potential impact on patient outcomes and quality of care;
- b) triangulate and be assured of the robustness of the process of reviewing the trends, themes and patterns emerging from key quality indicators in the Partnership that inform and shape risk assessment, priority-setting and development of fit-for-purpose policies and procedures

5.1.4 Outcomes and processes

The Committee will:

- a) be assured of the integrity of the Partnership's control systems, processes and procedures relating to critical areas of integration, to include:
 - high quality care (through the Partnership's quality review processes);
 - compliance with fundamental standards of quality and safety;
 - patient safety and harm reduction;
 - introduction of new clinical pathways and procedures;
 - dissemination and implementation of statutory guidance;
 - escalation and resolution of quality concerns; and
 - patient and carer involvement and engagement;
- b) ensure the effective operation of processes relating to clinical practice and performance, including early detection of issues and problems, escalation, corrective action and learning.

5.1.5 Learning and communication

The Committee will:

- a) be assured of the effectiveness of systems and processes used for continuous learning, innovation and quality improvement, establishing ways of gaining assurance that appropriate action is being taken;
- b) be assured that the robustness of procedures ensure that adverse incidents, complaints and events are detected, openly investigated, with lessons learned being promptly applied and appropriately disseminated in the best interests of patients, of staff and of the Partnership;



- c) review how systematically evidence-based practice, ideas, innovations and statutory and best practice guidance are identified, disseminated and applied within the Partnership;
- d) develop and oversee a programme of activities to engage Board members directly in quality assurance processes and to review, distil and implement the learning from these activities, including 'walk-about', reviews, focus groups and deep-dives; and
- e) be assured of the effectiveness of communication, engagement and development activities designed to support patient safety and improve clinical governance.

5.1.6 Patient and public engagement

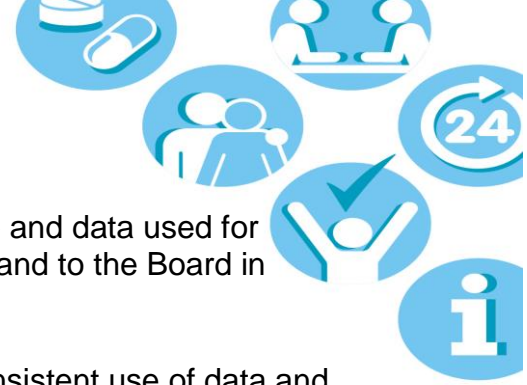
The Committee will:

- a) be assured of the effectiveness of a credible process for assessing, measuring and reporting on the 'patient experience' in a consistent way over time, including the appropriateness and effectiveness of processes for patient engagement in support of the Partnership's strategic goals and programmes of work.

5.1.7 Progress and performance reporting

The Committee will:

- a) review a range of evidence and data from multiple sources, including management and executive committees and groups, on which to arrive at informed opinions on:
 - the standards of clinical and service quality in the Partnership;
 - compliance with agreed standards of care and national targets and indicators; and
 - Partnership organisation's quality performance measured against specified standards and targets;
- b) review a succinct set of key performance and progress measures relating to the full purpose and function of the Committee;
- c) review progress against these measures on a regular basis and seek assurance around any performance issues identified, including proposed corrective actions and reporting any significant issues and trends to the Integrated Joint Board;
- d) agree the programme of benchmarking activities to inform the understanding of the Committee and its work;



- e) be assured of the credibility of sources of evidence and data used for planning and progress reporting to the Committee and to the Board in relation to the Committee's purpose and function;
- f) ensure alignment of the Board assurances and consistent use of data and intelligence, by working closely with the Audit Committee, Strategic Planning Group, Performance and Delivery Committee, and Futures Committee;

5.1.9 Statutory and regulatory compliance

- a) The Committee will be assured of the arrangements for ensuring maintenance of the Partnership's compliance standards specified by the Scottish Government Health and Social Care Directorate, Healthcare Improvement Scotland, NHS Scotland, and statutory regulators of health care professionals.

5.1.10 Cycle of Business

- a) The Committee will set an annual plan for its work to form part of the Board's Annual Cycle of Business, informed by the Board Assurance Framework, and report to the Board on its progress.

6. Reporting and Accountability

- 6.1 The Committee Chair will report formally to the Integrated Joint Board on its proceedings after each meeting on all matters within its duties and responsibilities, summarising areas where action or improvement is needed.
- 6.2 The Terms of Reference shall be reviewed by the Committee and approved by the Integrated Joint Board on an annual basis. (Normally at its June meeting).

7. Committee Administration

- 7.1 The Committee shall meet a minimum of four times a year and at such other times as the Chair of the Committee, in consultation with the Committee Secretary, shall require, allowing the Committee to discharge all of its responsibilities.
- 7.2 The Chair may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 7.3 The agenda will be set in advance by the Chair, with the Committee Secretary and executive lead, reflecting an integrated cycle of meetings and business, which is agreed each year for the Board and its Committees, to ensure it fulfils its duties and responsibilities in an open and transparent manner.
- 7.4 Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be made available to each member of

the Committee, no less than seven working days before the date of the meeting in electronic form. Supporting papers shall be made available no later than five working days before the date of the meeting.

- 7.5 Committee papers shall include an outline of their purpose and key points in line with the IJB's Committee protocol, and make clear what actions are expected of the Committee.
- 7.6 The Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure these are recorded in the minutes accordingly.
- 7.7 The Committee Secretary shall minute the proceedings of all Committee meetings, including recording the names of those present, in attendance and absent. Draft minutes of Committee meetings shall be made available promptly to all members of the Committee, normally within ten days of the meeting.
- 7.8 The Committee shall, at least once a year, review its own performance, using a process agreed for all Board committees by the Integrated Joint Board.

Procedural control statement:

Date approved: XXXXX

Approved by: Integrated Joint Board

Review date: XXXXX

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**Edinburgh Integration Joint Board
Futures Committee
Terms of reference (for approval)**

1. Constitution of the Committee

- 1.1 The Futures Committee is a non-statutory Committee established by the Integration Joint Board (IJB) to provide and evaluate the strategic focus of the Partnership over a ten-year period.

2. Purpose and function

- 2.1 The purpose and function of the Committee, on behalf of the Integration Joint Board, is to:
- a) provide strategic focus and stimulus on long-term issues relevant to the vision and purpose of the Integrated Joint Board;
 - b) evaluate assurance to the Integrated Joint Board about strategic approach to capacity building, community development, consultation and engagement; and
 - c) provide protected time and space for consideration of the core narratives for change and transformation on behalf of the Integrated Joint Board.

3. Authority

- 3.1 The Committee is:
- a) a non-statutory Committee of the Integrated Joint Board reporting directly to the Integrated Joint Board, and has no executive powers, other than those specifically delegated in these Terms of Reference;
 - b) authorised by the Integrated Joint Board to investigate any activity within its Terms of Reference, to seek any information it requires from any officer of the Partnership, and to invite any employee of an organisation within the Partnership to provide information by request at a meeting of the Committee to support its work, as and when required, taking due cognisance of their employing organisation's policies and procedures in doing so; and
 - c) authorised by the Integrated Joint Board to secure the attendance of individuals and authorities from outside the Partnership with relevant experience and expertise if it considers this necessary for the exercise of its functions, including whatever professional advice it requires (as advised by the Executive Leads of the Committee and / or Office of the Chief Officer).
- 3.3 The Committee shall have the power to establish, in exceptional circumstances, sub-committees and / or task and finish groups for the purpose of addressing specific tasks or areas of responsibility. In accordance with the Partnership's Standing Orders, the Committee may not delegate powers to a sub-committee or task and finish group unless expressly authorised by the Integrated Joint Board.
- 3.4 The Terms of Reference, including the reporting procedures of any sub-committees or task and finish groups must be approved by the Integrated Joint Board and reviewed on an annual basis.



4. Membership

- 4.1 Members of the Committee shall be appointed by the Integrated Joint Board and shall be made up of 6 Voting Members of the IJB, drawn equally from NHS Lothian and The City of Edinburgh Council. 2 non voting members of the IJB will also be appointed.
- 4.2 One of the Voting Members will be appointed by the Integrated Joint Board as the Chair of the Committee. The Chair will be rotated between Voting members on a basis agreed by the Integration Board to ensure a suitable balance between partner organisations is maintained across the five main committees of the IJB.
- 4.3 A further Voting Member of the Committee can assume the role of Chair in the formal absence of the appointed Chair, with the agreement of the Committee members.
- 4.4 The Executive Lead (the Head of Strategic Planning) or a designated alternative from the Office of the Chief Officer, will be in attendance at all meetings of the committee.
- 4.5 The Chair of the Integrated Joint Board and the Chief Officer shall not be members of the Committee, but they may be in attendance.
- 4.6 Other than as specified above, only members of the Committee have the right to attend Committee meetings. Other non-Committee members may be invited to attend and assist the Committee from time to time, according to particular items being considered and discussed.
- 4.7 Members and attendees are able to attend Committee meetings in person, by telephone, or by other electronic means. Members in attendance by electronic means will count towards the quorum.
- 4.8 Secretariat support will be provided by a member of the Office of the Chief Officer who will act as the Committee Secretary and shall attend all meetings of the Committee.
- 4.9 All members of the Committee shall receive training and development support before joining the Committee and on a continuing basis to ensure their effectiveness as members, supported by a performance assessment process, as agreed by the Integrated Joint Board.
- 4.10 An attendance record shall be held for each meeting and an annual register of attendance will be included in the annual report of the Committee to the Board.

Quorum

- 4.11 The quorum necessary for the transaction of business shall be 4 members, as defined in 4.1 above, including the Chair.
- 4.12 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions delegated to the Committee.

5. Specific Duties

Core duties

Note:

Duties are to be developed by the committee and approved by the IJB at a future meeting

These duties should broadly reflect as a minimum those identified in the Report of the Independent Review of the Governance of the IJB dated November 2018:

Implications of IT and AI for care and services

Workforce of the future and changing work patterns

Innovation in connecting with the public

International models of best practice in integration and delivery

Core narratives on change

Capacity building

Community engagement

Design of consultative and engagement processes

Clinical leadership and engagement

Engagement with voices

Community development – voluntary, commercial and entrepreneurial

Cycle of Business

- 5.2 The Committee will set an annual plan for its work to form part of the Board's Annual Cycle of Business, informed by the Board Assurance Framework, and report to the Board on its progress.

6. Reporting and Accountability

- 6.1 The Committee Chair will report formally to the Integrated Joint Board on its proceedings after each meeting on all matters within its duties and responsibilities, summarising areas where action or improvement is needed.
- 6.2 The Terms of Reference shall be reviewed by the Committee and approved by the Integrated Joint Board on an annual basis. (Normally at its June meeting).

7. Committee Administration

- 7.1 The Committee shall meet a minimum of 5 times a year and at such other times as the Chair of the Committee, in consultation with the Committee Secretary, shall require, allowing the Committee to discharge all of its responsibilities.
- 7.2 The Chair may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 7.3 The agenda will be set in advance by the Chair, with the office of the Chief Officer and Executive leads reflecting an integrated cycle of meetings and business, which is agreed each year for the Board and its Committees, to ensure it fulfils its duties and responsibilities in an open and transparent manner.
- 7.4 Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be made available to each member of the Committee, no less than seven working days before the date of the meeting in electronic form. Supporting papers shall be made available no later than five working days before the date of the meeting.
- 7.5 Committee papers shall include an outline of their purpose and key points in line with the IJB's Committee protocol, and make clear what actions are expected of the Committee.
- 7.6 The Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure these are recorded in the minutes accordingly.



7.7 The Committee Secretary shall minute the proceedings of all Committee meetings, including recording the names of those present, in attendance and absent. Draft minutes of Committee meetings shall be made available promptly to all members of the Committee, normally within ten days of the meeting.

7.8 The Committee shall, at least once a year, review its own performance, using a process agreed for all Board committees by the Integrated Joint Board.

Procedural control statement:

Date approved: XXXXX

Approved by: Integrated Joint Board

Review date: XXXXX

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