

REPORT

Edinburgh Integration Joint Board Governance Handbook

Edinburgh Integration Joint Board

22 June 2021

Executive Summary

The purpose of this report is for the Edinburgh Integration Joint Board (EIJB) to endorse its Governance Handbook.

Recommendations

The Edinburgh Integration Joint Board are asked to:

1. Endorse the EIJB Governance handbook included at Appendix 1 as developed by EIJB members supported by the Good Governance Institute.
2. Agree to the Handbook being reviewed in 18 months as set out at 4 below.

Directions

Direction to City of Edinburgh Council, NHS Lothian or both organisations		
	No direction required	✓
	Issue a direction to City of Edinburgh Council	
	Issue a direction to NHS Lothian	
	Issue a direction to City of Edinburgh Council and NHS Lothian	

Report Circulation

1. This report has not been circulated to any other governance committee prior to submission to the EIJB.

Main Report

2. GGI worked with the EIJB from September 2018 for a year in order to develop the Board's governance principles, systems and outcomes and develop its assurance processes. The EIJB have been involved through a number of development sessions to develop the outputs contained in the Governance Handbook.

3. The Handbook will act as a practical reference guide for the EIJB covering a range of governance themes designed in short sections, that can be used for continual board development. The themes include:
 - a. Section 1 - Introduction
 - b. Section 2 - National context
 - c. Section 3 - Local context
 - d. Section 4 - The Integration Joint Board
 - e. Section 5 - The Edinburgh Health and Social Care Partnership
 - f. Section 6 - Key Documentation
 - g. Section 7 - Governance and the IJB Members
 - h. Section 8 - Risk Management
 - i. Section 9 - Key Issues in Governance
 - j. Section 10 - Key Contacts
4. It is proposed that the handbook will be reviewed by the EIJB in 18 months and the handbook is included at appendix 1.

Implications for Edinburgh Integration Joint Board

Financial

5. The development of the governance structure has been undertaken within existing EIJB resources.

Legal / risk implications

6. The governance handbook ensures that the EIJB is maintaining good governance arrangements which will mitigate any exposure to legal challenge or risk to the EIJB.

Equality and integrated impact assessment

7. There are no equality or integrated impact assessments required as a result of the information contained within this report.

Environment and sustainability impacts

8. There are no environment or sustainability impacts arising from this report.

Quality of care

9. There are no quality of care issues arising from this report.

Consultation

10. The development of the handbook has been done in full collaboration with the EIJB. The outputs from a range of Board development sessions have shaped the content of the handbook.

Report Author

Judith Proctor

Chief Officer, Edinburgh Integration Joint Board

Contact for further information:

Name: Angela Ritchie, Operations Manager

Email: angela.ritchie@edinburgh.gov.uk Telephone: 0131 529 4050

Background Reports

None

Appendices

Appendix 1 Governance Handbook

Edinburgh Integration Joint Board (IJB)

Governance Handbook

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SECTION 1: INTRODUCTION

1.1 Introduction from the Chair

Welcome to the Governance Handbook designed specifically for the Edinburgh Integration Joint Board (IJB). This is intended to be a living document of direct practical value, especially for members of the IJB Board and key staff.

Its primary purpose is to act as an up-to-date, authoritative, and dynamic reference point on the fundamentals of good governance thinking and practice for the IJB.

This means it has been designed in short sections to allow easy navigation around multiple themes, but also to provide easy-to-use material for the continuing development of both the Board and the executive team and for use in future induction and re-induction, as necessary to keep pace with a changing landscape.

The handbook reflects the outcome of eighteen months of investment by the Board in growing the culture and infrastructure on which its governance and future success depend. The aim has been to increase the maturity of governance for the IJB in support of a clear, shared intent to make a significant impact in the world, and especially in Edinburgh, as a capital city of huge potential.

This commitment by the Board has included a forward-looking, independent governance review whose recommendations have now been fully implemented. Important changes as a result have included new committee structures and terms of reference, with clearer roles and responsibilities for their chairs and members, sharper cycles of business, greater connection of core business to strategic risks and improved business and risk escalation processes. Equally importantly, Board and executive development programmes have been run in parallel, built around core themes of governance as well as issues specific to the IJB.

The handbook uses the same developmental approach, and includes all the essential elements of good governance, as well as relevant evidence of what works elsewhere. It represents the outcome of collective work by the Board, supported by the Good Governance Institute.

Attention to good governance is now well-established and central to the culture of the IJB. The handbook consolidates this progress and sets out the hallmarks of good governance which mark out how the IJB does its business. We want to encourage open discussion about issues of governance. If there is anything in this handbook which is unclear, or anything that you feel has been overlooked, it is important that these are raised with me as Chair.

We take governance extremely seriously at the IJB. This is our handbook and I hope you find it useful.

1.2 Introduction from the Chief Officer

The Edinburgh IJB is an ambitious organization, focused on transforming the planning and delivery of health and care in the City of Edinburgh. It has shown itself willing and keen as a Board to work on its culture and the way it works to best deliver these ambitions, creating a robust but agile decision making and governance structure that allows for appropriate scrutiny, as well as providing opportunity for debate in relation to innovation, strategic thinking and the future delivery of services that have the most positive impact on people's lives. The IJB is a maturing organisation and, through the work its members have undertaken with the Good Governance Institute, and through the development of this handbook, it has created a clear methodology of how it undertakes its work and supports its current, and future members to maintain and grow its ambitions and the pace of delivery of its transformation programme.

SECTION 2: NATIONAL CONTEXT: THE INTEGRATION LANDSCAPE

2.1 Why there is a need for health and social care integration

The need for integration is central not just to the sustainability of health and social care, but also to wider social and economic objectives.

The creation of IJBs reflects a shared belief, enshrined in law, that collaboration, between a range of statutory and non-statutory partners, provides the most effective way of meeting people's needs and for making sure the local health and care system is financially fit for the future.

Integration has moved forward as a centrepiece of public policy in the UK, reflected in Scotland in a framework of formal commitments and responsibilities intended to provide the foundation for greater impact from collaboration, and to overcome organisational and cultural barriers to improving health and care at scale and pace to meet population needs more effectively.

Integration is a cornerstone of national health and well-being policy in Scotland. Although IJBs have a specific and defined role in this overall policy context, the Edinburgh IJB has increasingly adopted a distinctive role as an active advocate for integration as the right model to achieve ambitious health and social outcomes for the local population, to which multiple organisations and individuals can and should contribute.

Aside from its statutory role, the Edinburgh IJB is committed to turning the potential positive impact of integration into a high-impact programme of transformation and change, which is shaped by local citizens, and which also leads to measurable improvement in provision in local services and outcomes for them. Integration is seen by the IJB as an important way of growing public confidence and trust by citizens in the "place" of Edinburgh and the way the public sector understands and responds to their needs.

The IJB's strategy and the Health and Social Partnership Transformation programme in 2020 set out the aspiration and impact for integration most directly. Many plans and strategies across the public sector and its partners share policy objectives and concepts to which the integration of services is seen as central:

- securing increased and continuing social and economic prosperity for the city/region
- improving population health – the next step in health and well-being driven by needs-assessment and evidence on impact
- growing the sustainability of both health and social care services and of the environment
- tackling inequality and poverty in practical ways which make a difference
- improving the lives of individuals, families, neighbourhoods, and communities.

The need for integration is therefore well-established and forms part of both the national and local policy and planning landscape. Indeed, The Public Bodies (Joint Working) (Scotland) Act 2014 ('the Act') puts in place arrangements for integrating health and social care, to improve outcomes for patients, service users, carers, and their families. The Act requires Health Boards and Local Authorities to work together effectively to agree a model of integration to deliver quality, sustainable care services.

Where a Health Board and a Local Authority agree to put in place a Body Corporate model (as is the case in Edinburgh), an Integration Joint Board will be established. This sees Health Boards and Local Authorities delegate a significant number of functions and resource to the Integration Joint Board, who are responsible for the planning of integrated arrangements and onward service delivery. The Health Board and Local Authority set out within their integration scheme which of their functions they intend to delegate to the Integration Joint Board. The scope of the delegated

functions will vary depending on local decision making but must adhere to the statutory minimum.

The Integration Scheme for Edinburgh IJB sets out the jointly prepared agreement between The City of Edinburgh Council (CEC) and Lothian Health Board (NHS Lothian) in line with the Act. CEC and NHS Lothian are referred to as 'the Parties' within the Integration Scheme.

The integration model for Edinburgh IJB involves the delegation of functions by each of the Parties to a body corporate (an "integration joint board").

The vision of the Parties for the IJB is to work together for a caring, healthier, safer Edinburgh. The work of the IJB will be guided by the integration delivery principles as stated in the Act and will contribute to the achievement of agreed health and wellbeing outcomes.

The Parties' ambition for the IJB is as follows:

- (a) In Edinburgh, the successful integration of health and social care will mean that people experience improved health and wellbeing; and those inequalities, including health inequalities, are reduced.
- (b) Services will become more focused on outcomes for individuals and will always be planned with and around people and local communities, who will be active partners in the design, delivery, and evaluation of these services.
- (c) The Parties will work collaboratively to embed the shared vision within staff teams, to develop, train and support staff from all organisations to work together to respond appropriately and to put the needs of people we work with first.
- (d) The Parties will deploy their shared resources in the most cost-effective way to achieve better outcomes for people, to maximise the efficiencies from coordination of care and to allow public funds to go further to meet demand.
- (e) The IJB will work in partnership with each of the Parties and their staff, with third sector organisations, independent sector providers and most importantly people and communities themselves, using best practice approaches in engagement and involvement, to deliver improved and fully integrated health and social care services for the people of Edinburgh.
- (f) The IJB will respect the principles of equality, human rights, and independent living, and will treat people fairly.

2.2 Health and social care integration: the vision

The EIJB vision remains to deliver together a 'caring, healthier and safer Edinburgh.'

EIJB Strategic Framework



There are four key elements to the IJB's strategic plan:

Edinburgh (health and social care) Pact

Our existing service delivery is largely transactional in nature, and often within rigid models of delivery. Inevitably, there may be certain areas of current care provision models that will no longer be viable, even if desirable. The Edinburgh Pact will aim to reflect a modern pact between providers and citizens to prevent crisis and support people to manage their health and personal independence at home. Key to this will be engagement with people across Edinburgh.

Home First

Whenever possible, in supporting individual choice, we must do what we can to assist an individual to stay at home, or in a homely setting, for as long as possible.

Three Conversations Approach

The Three Conversations Approach is an asset-based approach, centred on working differently, to achieve tangible benefit for people and families reducing bureaucracy, increasing self-direction, and supporting people to access natural supports within their communities. Its success is focused on growing spread from innovation sites, developing new practice, developed through coaching and mentoring, building a qualitative and quantitative evidence base.

Conversation 1 - listen and connect

Conversation 2 - work intensively with people in crisis

Conversation 3 – build a good life

Transformation

To build and maintain momentum and to deliver the EIJB strategic objectives, we will take a programmed approach to service redesign and transformation.

SECTION 3: LOCAL CONTEXT

Edinburgh is characterised by a rich landscape of stakeholders, organisations and service providers which contribute to health and social care outcomes. The City of Edinburgh Council and NHS Lothian are significant organisations in terms of their presence and influence as anchor organisations beyond the capital city, which also houses the Scottish Parliament, the core of the national civil service, an internationally important higher education sector and a thriving, high-employment and varied local economy.

Although there has been increasing commitment to collaborative approaches, seen not least in the successful city region bid and in other shared aspirations for the city, each organisation largely retains their own strategic priorities and separate governance arrangements.

This makes the role and structure of the IJB pioneering and potentially challenging to existing ways of thinking and working, as a formally constituted embodiment of integration across normal organisational and cultural boundaries.

This context is also important in terms of the challenge the IJB has, and is always likely to face, in establishing itself as an innovative agent of change through influence as well as by decision-making. Edinburgh IJB is the largest of four IJBs within the NHS Lothian geographical area with its responsibilities co-terminous with the City of Edinburgh Council area.

As set out in the Act, all the voting members of IJB are drawn from the two partner bodies; City of Edinburgh Council and NHS Lothian, with the IJB also including (as also set out in the Act) several other stakeholders, professional and public voices, critical to setting and achieving its goals as a transformative organisation.

The development of an effective partnership and collaboration approach has taken time. However, the IJB has, in the last two years, increased its visibility and impact and invested in moving forward the maturity of its governance to meet future ambitions.

The collective working of the IJB as a distinct entity with its own shared objectives and ways of working has developed significantly as a result. The handbook is in part designed to ensure the investment that has been made in development is captured so that current and new members joining the IJB are all able to understand and commit to the way the IJB works, and what their added value and contribution needs to look like, to an established and maturing organisation.

Members have worked through several challenging issues around their roles and the commitment of necessary time to the work of the IJB in the face of other demands, differences in culture and perception between partners and potential conflicts of interest. As with many IJBs the setting of a financial settlement each year continues to be time-consuming, complex, and distracting. These issues are common to many IJBs, caused in part by lack of clarity in the founding statutes of IJBs, emphasising the need for Edinburgh IJB to continue to strengthen its public profile and impact and to be attentive to the consistency of approach and commitment to purpose.

Most importantly the IJB has established its own culture and approach around strategy, prioritisation, accountability, and performance, supported by a strong committee structure. This has been crucial to removing any potential confusion about the independence of the IJB and any remaining misunderstandings that the IJB should operate as in effect a sub-committee of either NHS Lothian or the Council.

SECTION 4: THE INTEGRATED JOINT BOARD

4.1 The Board as the controlling mind

All legal entities should be controlled by identifiable individuals who can be brought to account for their actions. They should be competent to fulfil this role. Within an organisation, or in the case of Edinburgh IJB, the entity, it is important to be able to distinguish between those who are accountable for the entity and those who are not. This is important for both internal controls, and to ensure that all stakeholders and interested parties understand who is accountable for the control of the entity and who can enter into engagements and / or binding arrangements on the entity's behalf.

EIJB was established in 2016 under the terms of the Public Bodies (Joint Working) (Scotland) Act 2014 with full delegation of functions and resources to enable integration of primary and community health and social care services effective from 1 April 2016. The IJB is a separate legal organisation and acts as principal in its own right, having been established through a detailed Integration Scheme between City of Edinburgh (CEC) and NHS Lothian, as approved by the Scottish Government. The EIJB is the Board of governance responsible for setting the strategic direction and providing governance and scrutiny for the services delegated to it by its partner organisations.

Unlike a unitary Board where members of the senior leadership team also hold formal director responsibilities alongside Non-Executive Directors as equals in the Board, the IJB is not constituted in this way. However, the tone set by the Board should reflect a sense of joint enterprise whilst retaining the right level of separation of responsibilities.

Board members act *collectively* as the overall accountable group that comprises the '**controlling mind**'. As the controlling mind of the entity, the board is made up individuals who individually have the level of skills and experience to discharge that role, and collectively operate in a way that produces a board capable of being accountable. Boards add value by the very fact that they are not directly controlling the entity on a day-to-day, month on month basis. Through an agreed assurance system, the board holds the entity to account for delivering the strategy and meeting requirements (such as contractual obligations or legal compliances) of the organisation.

The Board and the leadership team of officers need to operate as the controlling mind of the IJB, as they would for any organisation. This is especially important now given the scale of the responsibilities and duties which fall to the IJB and the complex issues and choices which the Board will need to make and the consequences which result.

The King IV Report on corporate governance, the first outcomes-based governance code in the world, emphasises how important it is for organisations and institutions to be good 'corporate citizens', accountable to all stakeholders, current and future. According to the King IV Report, the primary governance roles and responsibilities for any board are:

- To steer and set strategy
- To approve policy and effective planning
- To oversee monitoring and performance
- To be accountable to stakeholders through effective and ethical leadership.

Other specific responsibilities more traditionally used to describe the function of the Board include:

- Establishing vision, mission, and values
- Setting strategy and structure
- Delegating to management
- Shaping the culture of the organisation
- Exercising accountability and being responsible to relevant stakeholders.

The creation of a committee structure is directly connected to discharging these responsibilities.

Effective leadership is results-driven, focused on achieving strategic objectives and positive outcomes. Ethical leadership is exemplified by integrity, competence, responsibility, accountability, fairness, and transparency. The King IV Report¹ offers a ready-made set of guiding principles, with codes that are non-legislative, based on ethical principles and practices.

The characteristics of the King IV model which make it most suitable to IJB is that it frames governance as a system, which delivers outcomes, is relevant to complex systems and promotes the taking of entrepreneurial risk within a system. It makes a compelling case for seeing the added value of governance as providing a dynamic framework for creating impact with ethics and transparency at its heart. Critically it also provides an encouragement for governance to provide the foundation for an assertive confidence to do what the organisation needs to do. This encouragement to be courageous and brave will be important for the IJB in working through how to achieve its vision over the coming years.

4.2 The role of IJB members

It is important to note that members of the IJB have a unique role, which is different to being an elected member within local government, or Board roles in the NHS. IJBs are not the same as scrutiny panels or Council Committees nor are they organised along an NHS unitary board structure. IJB members will of course have areas of experience and expertise to contribute, however, as with all effective Boards, their contribution cannot be limited to representation of allotted constituencies or groups.

Collegiality and shared intent are core aspects of IJB membership, which is about being part of a collective decision-making body of equal status. There is an expectation for Board members to collaborate to deliver contributions which help to further the strategic objectives of the IJB, not those of either of the partner organisations. Members do not 'represent' either NHS Lothian or City of Edinburgh Council when they sit on the IJB, rather they are there as IJB members. Participation is not limited to the meeting room, and IJB members can be always active in promoting the IJB and bringing insights from community engagement and elsewhere to the fore. This is not a straightforward role to navigate, and conflict of interest and other challenges can arise, which are recognised by IJB members. Collective support and regular open discussions of these issues are characteristics of an effective Board.

IJB membership is addressed further in section 4.4 of the Handbook.

4.3 The role of directions as the key mechanism of the IJB

The Act places a duty on Integration Authorities (also known as IJBs) to develop a strategic plan, also known as a strategic commissioning plan, for integrated functions and budgets under their control.

Each Integration Authority must produce a strategic commissioning plan that sets out how they will plan and deliver services for their area over the medium term, using integrated budgets under their control. Stakeholders must be fully engaged in the preparation, publication, and review of the strategic commissioning plan, to establish a meaningful co-production approach, to enable

¹ Institute of Directors, Southern Africa, King IV: report on corporate governance for South Africa 2016
<https://www.adams.africa/wp-content/uploads/2016/11/King-IV-Report.pdf>

Integration Authorities to deliver the national outcomes for health and wellbeing, and achieve the core aims of integration.

Integration Authorities require a mechanism to action their strategic commissioning plans, and this is laid out in sections 26 to 28 of the Act. This mechanism takes the form of binding directions from the Integration Authority to one or both Health Board and Local Authority. Directions are also the means by which a record is maintained of which body decided what and with what advice, which body is responsible for what, and which body should be audited for what, whether in financial or decision-making terms.

In the case of an Integration Joint Board (IJB), a direction must be given in respect of every function that has been delegated to the IJB. In a lead agency arrangement, the Integration Authority may issue directions or may opt to carry out the function itself. In either case, a direction must set out how each integrated function is to be exercised, and identify the budget associated with that. Not unexpectedly, only IJBs have made directions to delivery partners to date and this guidance is therefore mainly aimed at IJBs and their delivery partners in Health Boards and Local Authorities.

Put simply, directions are the means by which an IJB tells the Health Board and Local Authority what is to be delivered using the integrated budget and for the IJB to improve the quality and sustainability of care, as outlined in its strategic commissioning plan.

Directions are also the legal basis on which the Health Board and the Local Authority deliver services that are under the control of the IJB. If directions are not being provided or they lack sufficient detail, Health Boards and Local Authorities should be actively seeking directions to properly discharge their statutory duties under the Act.

4.4 Membership of the IJB

The IJB has the following voting members:

- 5 councillors nominated by CEC
- 5 non-executive director members nominated by NHS Lothian

In addition to Health Board and Local Authority representatives, the Integration Joint Board membership must also include:

- The Chief Social Work Officer of the constituent Local Authority
- A General Practitioner representative, appointed by NHS Lothian
- A Secondary Medical Care Practitioner representative, employed by NHS Lothian
- A Nurse representative, employed by NHS Lothian
- A staff-side representative from both partner organisations
- A third sector representative
- A carer representative
- A service user representative
- The Chief Officer of the Integration Joint Board
- The Section 95 Officer of the Integration Joint Board

The Chief Social Work Officer will be appointed by CEC and the health professionals will be appointed by NHS Lothian because of the role they fulfil. The Chief Officer is appointed by the IJB and provides a single point of accountability for integrated health and social care services. The IJB also appoints the Section 95 Officer who is the responsible officer for the financial arrangements of the Integration Joint Board.

The IJB has a chair and a vice-chair who are both voting members of the IJB. The term of office for the chair and the vice-chair is two years. The right to appoint the chair and vice-chair respectively alternates between CEC and NHS Lothian on a two-year cycle, on the basis that during any period when the power to appoint the chair is vested in one Party, the other Party shall have power to appoint the vice-chair.

All Integration Joint Board members have equal responsibility as Board members.

SECTION 5: THE EDINBURGH HEALTH AND SOCIAL CARE PARTNERSHIP

The Edinburgh Health and Social Care Partnership (EHSCP) is the operational delivery arm of the EIJB and is led by an integrated Executive Management team, led by the Chief Officer.

EHSCP delivers health and social care services across the city that are directed by the EIJB strategic plan.

The Partnership is supported to deliver services through:

- NHS Lothian
- CEC
- Third sector organisations from which it commissions services
- Independent care organisations from which it commissions services

EHSCP is responsible for community-based health and social care services in Edinburgh. It provides health and care services for adults and older people including those delivered through commissioned services from the third and independent sectors.

In Edinburgh, local health and social care responsibilities are mainly managed through four localities:

- North East (NE)
- North West (NW)
- South East (SE)
- South West (SW)

This fulfils the legislative requirement to work at locality level and supports the EHSCP in shaping services more responsive to the different characteristics and needs of the diverse and distinct Edinburgh communities which are a strength in the city.

The EHSCP's hospital and care home services are delivered as a city-run function and the Primary Care Support Team supports the 70 general practices (GP) which deliver general medical services (GMS) across the city.



SECTION 6: KEY DOCUMENTATION

Integration Scheme:

<https://www.edinburghhsc.scot/wp-content/uploads/2019/11/Integration-Scheme-1.pdf>

Strategic Plan 2019 – 2022:

<https://www.edinburghhsc.scot/wp-content/uploads/2020/01/Strategic-Plan-2019-2022-1.pdf>

Standing orders:

<https://www.edinburghhsc.scot/wp-content/uploads/2019/11/Standing-orders-Accessible-1.pdf>

Direction from EIJB:

<https://democracy.edinburgh.gov.uk/mgConvert2PDF.aspx?ID=9780>

Code of Conduct for Board Members:

<https://www.edinburghhsc.scot/wp-content/uploads/2019/11/Code-of-Conduct-Accessible-1.pdf>

Public Bodies (Joint Working) (Scotland) Act 2014:

<http://www.legislation.gov.uk/asp/2014/9/contents/enacted>

Statutory guidance from Scottish Government:

<https://www.gov.scot/collections/public-bodies-joint-working-scotland-act-2014-statutory-guidance-and-advice/>

SECTION 7: GOVERNANCE AND THE IJB MEMBER

7.1 Principles of good governance and why they are important

Governance is a term and covers many different but related aspects of the leadership of an organisation or entity. Identified below are ten core principles of governance that illustrate key best practice considerations. These principles have been tested with boards and governing bodies of health and care organisations².

The principles described reflect the premise that principles should be of fundamental value, understood by users as the essential characteristics of the system, and reflect the system's designed purpose, tested.³

The tables below use the term Director, and this may refer to the Board members and/or office holders for IJB. It is important that Board members and officers have a shared understanding about how director responsibilities are fulfilled.

Governance principle	Why it is important
1. Entity An organisation is a discrete entity and a legal personality that owes duties of care and needs to observe responsibilities and compliances that are separate from those of the organisations owners or those controlling the organisation.	Often governance issues arise when one is uncertain about what entity one is dealing with, such as in a network, across a service continuum or when services are delivered through a partnership or contract arrangement. It is important to understand what the entity is and who is accountable, and that the entity concerned should be legally constituted, aware of its responsibilities and easy to identify.
2. Accountability: the 'controlling mind' Directors have responsibilities in law for looking after the interests of the organisation and of all stakeholders. The balance of how this is executed will change as the organisation encounters opportunities and challenges. Directors act collectively as a board, this being the overall accountable group that comprises the 'controlling mind'.	All legal entities should be controlled by identifiable individuals who can be brought to account for their actions. It is important to be able to distinguish between those who are accountable for the organisation and those who are not, to ensure that external parties understand with whom they can make binding arrangements on behalf of the organisation. Those controlling an organisation need to be formally required to look after all stakeholder interests and should have formal duties around their conduct and accountability.
3. Stakeholders Governance needs to consider all stakeholders, even those who may not be immediately apparent. Stakeholders will classically include owners of the enterprise, investors (who may or may not be the owners), customers, clients (who may be different from the customers), beneficiaries (who in healthcare organisations	The conduct of an organisation can have significant effects on many, and as such those controlling organisations need to pay formal consideration to those who their actions might affect. There are legal duties for public bodies to consider the views of stakeholders when taking decisions that extend beyond the usual governance requirements of boards. As in any high-risk industry, stakeholders increasingly

² Good Governance Institute and HQIP, Good Governance Handbook, January 2015

³ Good Governance Institute and HQIP, Good Governance Handbook, January 2015

<p>may be different from customers and clients), those whose money the organisation uses or is steward to, including creditors and bankers, regulators, who increasingly use governance systems to help support their work, staff, the wider environment, and community etc.</p>	<p>rely on regulators to ensure that stakeholder interests are looked after and as such, regulators have a material interest in how an organisation is governed.</p>
<p>4. Governance and management</p> <p>Directors may in addition to their governance responsibilities also have a portfolio of management responsibilities (i.e., duties to manage and operate the enterprise from ‘day-to-day’). Directors need to separate themselves from their management role when they are acting as the ‘controlling mind’ of the organisation and are acting as overall guardian to stakeholder interests.</p> <p>Governance concerns of Directors include:</p> <ul style="list-style-type: none"> • Vision: being certain why the organisation exists in the first place – its purpose and what difference it intends to make • Strategy: the planned means by which the organisation delivers the vision • Leadership: how the organisation is able to deliver the strategy over time • Assurance: that the organisation does what it says it will do and behaves in the manner it has agreed • Probity: that the organisation meets standards of openness and transparency, acts with integrity and in good faith. In the public sector, taking note of the Nolan principles of public life (see section 7.2.1) • Stewardship: that the organisation is responsible with resources; especially other people’s resources 	<p>Governance works on the basis of a separation of powers, so that those running the organisation day-to-day are internally accountable to themselves and others who have a focused governing role. This ensures that the broader interests of the organisation, investors, owner, and other stakeholders are balanced, and that the organisation is not run in the interests of those staffing it. Those governing an organisation are additionally charged with ensuring that they recruit in a team most able to run the organisation successfully, to meet strategic aims and in the interests of stakeholders. The board has privy knowledge of the organisation that is unique and so is the best system for ensuring that the performance of management meets the requirements of all stakeholders.</p>
<p>5. The Board and constructive challenge</p> <p>In order to take the best decisions, the board will need to be informed, and have to hand all relevant information and advice pertinent to a decision. The board will need to consider options and consequences. To do this efficiently and effectively the board will go through a process of constructive challenge,</p>	<p>A successful organisation needs to continually make informed decisions about direction, markets, resource allocation and capacity. Decisions need a form of internal testing to provide a transparent explanation as to why one course of action was agreed over others. Testing such decisions is best done through a form of constructive challenge whereby assumptions are not allowed to stand without</p>

<p>where ideas, beliefs, facts, and recommendations will be tested to verify, confirm or overturn as appropriate.</p> <p>Larger organisations with more complex accountabilities to multiple stakeholders will do this by having some directors who do not hold management positions as part of the board. These are termed ‘non-executive’ or ‘independent’ directors. Independent directors may be drawn from significant investors or recruited as holding skills and experience in order that they can usefully challenge and help the board arrive at sound decisions.</p>	<p>being tested, and partial views are tempered by considering alternatives.</p>
<p>6. Delegation and reservation</p> <p>Boards will set out how they govern through a system of delegation and reservation. The board will decide what decisions it reserves (or holds) to itself as a governance responsibility, and those it will delegate elsewhere. The most significant delegation is usually to the accountable officer, the executive directors and senior management. Boards may also delegate to sub-groups, advisors, and partners or through other controlled means. Boards will describe the limits and substance of all delegations and reservations in formal terms.</p> <p>Typical forms of delegation within an organisation, aside that of management, will include formally agreed delegation to board sub-committees. Ideally the programme of work for committees should be linked to the Board Assurance Framework (BAF) with the board commissioning the assurance functions of sub-committees and linking this to the strategic aims of the organisation.</p>	<p>Governing boards need to formally agree in a transparent way what role they will take in the detailed direction of an organisation. This will be different for each organisation and dependent on the level of risk, market forces, the detailed knowledge required to undertake tasks and the maturity of management.</p> <p>The controlling mind of the organisation needs to plan and be explicit about the level of direction it will need to exert itself, and that which it is comfortable to discharge to others, both within and outside the organisation. This will help other stakeholder assess risk and control for themselves.</p> <p>The board must be clear in the role and delegated authority of committees.</p>
<p>7. Openness and transparency</p> <p>Organisations should have the confidence that their business and decision-making processes would stand exposure to the public eye. This ensures that organisations meet important legal and compliance requirements, as well as fosters good business practice through building reputational and brand value. Decisions and conduct should be auditable and explainable.</p>	<p>It is a critical part of being an effective organisation that the public and service users should trust the organisation concerned, believe advice when it is given and feel confident to seek care for themselves and their families. Openness and transparency are essential components of building this trust.</p>
<p>8. Board supports</p>	<p>A board model of governance requires different individuals to take different roles to</p>

<p>To enable the board to work well, the board will need to work through the various roles and support systems it needs in place. These include the: chief accountable officer, directors, executive directors, independent members, chair, board/company secretary, senior independent director (SID)⁴</p>	<p>deliver on the preceding principles of governance. Different actors need to be charged with different parts of the accountability continuum, and there need to be managed systems to ensure that information, advice, and challenge are brought together to arrive at the best decisions for all stakeholders. It is important that the different individuals concerned understand their individual roles in making sure the board governance system works and can respond to future needs through appropriate challenge.</p>
<p>9. Knowing the organisation and the market</p> <p>Those acting as the controlling mind of an organisation have a duty to know and understand the organisation, they are responsible for, and the market in which the organisation operates. Within the organisation the board needs to understand and be assured those relevant compliances are being met, and that the organisation remains fit for purpose. Externally boards need to understand opportunities and risks.</p> <p>To do this, boards should have in place systematic processes so that they remain informed and assured at all times. The most significant of these will be the organised delegation to management, described above, and the setting of tolerances around when and how management should bring matters to the attention of the board, specific governance and information systems, such as performance reports, the board assurance framework, the risk register, decision tracker, audit plans and professional advice, the on-going assurance role of the audit committee to the board that all relevant governance systems are working and delivering added value.</p> <p>Finally, Boards and their members have a responsibility to anticipate and respond to their external environment. This is always dynamic, and a good board will spend time future proofing the organisation by paying attention to new (or newly appreciated) risks and opportunities. This can be done by directors rehearsing locally what has gone wrong (and right) elsewhere, boundary issues and</p>	<p>To provide constructive challenge directors need to understand more than generic business practice. In healthcare, when strategic decisions need to be taken the various options themselves will require a degree of professional insight and confidence to challenge and add to informed debate. Directors who do not familiarise themselves with the market they operate in are being derelict in regard to their overall responsibilities to stakeholder.</p>

⁴ Good Governance Institute, Good Governance Handbook, January 2015, p. 6-10

evaluating their own instincts.	
10. Competence With regards to governance, competence requires a combination of relevant skills and experience to hold office, understand the market, possess the knowledge required, actively participate in debates, and challenge any key decision, declare, and manage any conflict of interest, and hold the decision-taking position itself.	In public bodies, it is important to enable the public and other stakeholders to understand who is accountable for decisions and have confidence that the correct process was followed when decisions are made. This includes ensuring that the right information was available to those making a decision, and that the context for any decision was properly taken into account. The decisions of public bodies are open to judicial review, and the process by which decisions are taken is one the organisation may need to demonstrate if challenged in this way.

It is important that these principles of good governance are considered and applied in the specific and unique context of EIJB. In bringing these governance principles to life, IJB members may find it useful to reflect on the findings of the Christie Commission⁵, which remind us that in relation to public sector reform:

- public services are built around people and communities, their needs, aspirations, capacities and skills, and work to build up their autonomy and resilience
- public service organisations work together effectively to achieve outcomes
- public service organisations prioritise prevention, reduce inequalities and promote equality
- all public services constantly seek to improve performance and reduce costs, and are open, transparent, and accountable

7.2 Behaviour and standards for public service

7.2.1 Constructive challenge

The presence of constructive challenge is a core aspect of a well-functioning Board and is critical to Board effectiveness. Members of the EIJB need to feel confident in their ability to discuss information and colleagues must present appropriate challenge to one another in order to take effective and transparent decisions. In order to consider options and consequences, and in doing so take the best decisions, the board must go through a process of **constructive challenge**, where ideas, facts and beliefs are scrutinised (or tested) in order to verify, confirm or overturn as

⁵ Christie Commission on the future delivery of public services (2011)

<https://www.gov.scot/publications/commission-future-delivery-public-services/>

appropriate. This ability to effectively scrutinise and challenge is critical to understanding the real issues and to ensuring consistently constructive and informed decision taking.

As outlined in Section 4, all IJB members have equal responsibility as Board members. It is best practice for constructive challenge to come from all board members, regardless of individual roles. In relation to constructive challenge, Board members should listen to what is being said during discussions and offer contributions which might include asking challenging questions that act to either clarify or expose gaps in the board's understanding of a given issue.

Constructive challenge should not be ignored or marginalised by members of the board. Similarly, it should not be automatically assumed that issues have been appropriately scrutinised and challenged elsewhere, outside the forum of the meeting (for example, in committee or management meetings). However, constructive challenge does not mean that Board members should adopt an oppositional stance, nor seek to 'catch out' other members or officers.

An appropriate level of trust amongst members, the provision of high-quality information in papers, and manageable meeting agendas are all critical factors to support effective constructive challenge. As organisations work more closely together across organisational boundaries, it is important to hold single and joint funders or providers to account, but with sensitivity.⁶ Challenge should always be independent and constructively critical in the interest of delivering the IJB's strategic objectives, as opposed to oppositional.

7.2.2 Codes of conduct and Board etiquette

i) Nolan and Scottish Governance Principles of Conduct

The Nolan Principles of Public Life

"The only way to be sure that they do the right thing is to keep an eye on them, to challenge them, to hold them to account and, above all, to take part in them."

Nolan (1996)

The Nolan Committee concluded that public bodies should draw up 'Codes of Conduct' incorporating the following principles, and that internal systems for maintaining standards should be supported by independent scrutiny.

The Seven Principles of Public Life outlined below are reflected in the key principles of the IJB's Code of Conduct:

1. **Selflessness:** Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
2. **Integrity:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

⁶ Good Governance Institute and Centre for Public Scrutiny (2017), 'Scrutiny: the new assurance? A good governance discussion document', available at <https://www.good-governance.org.uk/services/scrutiny-the-new-assurance-a-good-governance-discussion-document/>

3. **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
4. **Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
5. **Openness:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
6. **Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
7. **Leadership:** Holders of public office should promote and support these principles by leadership and example.

The Scottish Executive took the Nolan Committee recommendations one step further with the introduction of the Ethical Standards in Public Life etc. (Scotland) Act 2000 which brought in a statutory Code of Conduct for Board Members of Devolved Public Bodies and set up a Standards Commission for Scotland to oversee the ethical standards framework.

The Scottish Executive also identified nine key principles underpinning public life in Scotland, which incorporated the seven Nolan Principles and introduced two further principles.

8. **Public Service** Holders of public office have a duty to act in the interests of the public body of which they are a Board member and to act in accordance with the core tasks of the body.
9. **Respect** Holders of public office must respect fellow members of their public body and employees of the body and the role they play, treating them with courtesy at all times.

ii) E IJB Code of Conduct

The Scottish public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. Members of the IJB must meet these expectations by ensuring that their conduct is above reproach.

The Ethical Standards in Public Life etc. (Scotland) Act 2000, “the 2000 Act”, requires the Scottish Ministers to lay before Parliament a Code of Conduct for Councillors and a Model Code for Members of Devolved Public Bodies. The Public Bodies (Joint Working) (Scotland) Act 2014 (Consequential Amendments & Savings) Order 2015 has determined that Integration Joint Boards are “devolved public bodies” for the purposes of the 2000 Act.

This Code for IJBs has been specifically developed using the Model Code and the statutory requirements of the 2000 Act. It is the responsibility of members of the Edinburgh IJB to make sure that they are familiar with, and that their actions comply with, the provisions of this Code of Conduct which has now been made by the IJB. This Code applies when members are acting as a member of the Edinburgh IJB and members may also be subject to another Code of Conduct.

The general principles upon which this Code is based are outlined above in Section 7.2.3 (i). Along with these key principles, the Code covers the following:

- Conduct at Meetings
- Relationship with IJB members and employees of related organisations
- Remuneration, allowances, and expenses
- Gifts and Hospitality
- Confidentiality Requirements
- Use of Health Board or local authority facilities by members of the IJB
- Appointment to partner organisations
- Registration of interests
- Declaration of interests
- Lobbying and access to members of public bodies

iii) Registration of interests

Guidance on the registration of interests can be found within the EIJ Code of Conduct. This sets out the kinds of interests, financial and otherwise, that members must register. These are called “Registerable Interests”. Members must, always, ensure that these interests are registered, both when they are appointed and whenever circumstances change in such a way as to require change or an addition to their entry in the IJB’s Register. It is the duty of all members to ensure any changes in circumstances are reported within one month of them changing.

The Regulations⁷ as amended describe the detail and timescale for registering interests. It is the personal responsibility of all members to comply with these regulations and members should review regularly, and at least once a year, their personal circumstances.

The interests which members are required to register are set out under the following:

- Category One: Remuneration
- Category Two: Related Undertakings
- Category Three: Contracts
- Category Four: Houses, Land and Buildings
- Category Five: Interest in Shares and Securities
- Category Six: Gifts and Hospitality
- Category Seven: Non-Financial Interests

These relate to members of the IJB. It is not necessary to register the interests of your spouse or cohabitee.

iv) The Standards Commission for Scotland

All councils and those devolved public bodies listed under Schedule 3 to the Ethical Standards in Public Life etc. (Scotland) Act 2000 (the Act) are obliged to have a Code of Conduct for their elected and appointed members. The Codes of Conduct have a key role in setting out, openly and clearly, the standards of conduct that must be adhered to by those in public office.

⁷ SSI - The Ethical Standards in Public Life etc. (Scotland) Act 2000 (Register of Interests) Regulations 2003 Number 135, as amended

Complaints about breaches of Codes of Conduct are investigated by the Commissioner of Ethical Standards in Public Life in Scotland (ESC). If the ESC considers there may have been a breach of a Code of Conduct, the ESC will report the matter to the Standards Commission for adjudication.

The Standards Commission for Scotland is an independent public body, responsible for encouraging high standards of behaviour by councillors and those appointed to boards of devolved public bodies. The role of the Standards Commission is to:

- Encourage high ethical standards in public life; including the promotion and enforcement of the Codes of Conduct and to issue guidance to councils and devolved public bodies to assist them in promoting high standards of conduct.
- Review reports from the ESC on the outcome of their investigations and determine whether to hold a Hearing or to take no action. The Standards Commission can also direct the ESC to carry out further investigations.

The Standards Commission will hold a Hearing to determine:

- Whether a councillor or member of a devolved public body has contravened the Councillors' or the Members' Code of Conduct.
- The sanction to be applied where, following a Hearing, the Panel find that a councillor or member has breached the relevant Code of Conduct.

The Standards Commission for Scotland covers Scottish local authorities, national and regional public bodies, NHS boards, health, and social care IJBs, further education colleges and regional transport partnerships.

More information is available here: <https://www.standardscommissionscotland.org.uk/>

v) Etiquette statement

This etiquette statement sets out the standards of conduct and behaviour that all IJB members, and those working with us, are expected to adhere to, in all that we do, in the name of the IJB.

We collectively take responsibility for holding ourselves to account. In addition, we look to the chair of the IJB, and also to the chairs of each meeting, to help us ensure that these standards are upheld.

We will

1. Commit to collective decision-making and abide by the decisions taken in formal business.
 2. Contribute actively, participate where possible through being present, and not seek to re-run discussions or decisions made in our absence.
 3. Commit to the IJB as a collective enterprise with a shared purpose, to which we are all contributing our skills, knowledge and responsibilities as full board members not representatives of specific interests.
 4. Show respect, tolerance and sensitivity in our behaviour to each other and to those operating in the name of the IJB, without diminishing the need for rigour and challenge.
 5. Show loyalty towards each other and to the IJB at all times, supporting colleagues in resolving conflicts, problems and issues that may arise from other roles and responsibilities they hold.
 6. Be honest and open, framing any contributions constructively, respecting others' freedom to speak, disagree or remain silent, and seeking to resolve differences positively.
 7. Observe the basic rules of business by reading all papers before meetings, seeking to clarify any points of detail in advance, arriving on time, and participating wholeheartedly.
 8. Make the best use of time by keeping contributions as relevant and succinct as possible.
 9. Operate at all times within the limits of delegated authority we have to take decisions, and be clear when we need to seek higher authority.
 10. Contribute to the creation of a shared risk appetite and be guided by this collective understanding in our thinking and doing.
 11. Respect confidentiality at all times, abiding by the communications protocols and practices agreed for the IJB.
 12. Not become obsessed with detail at the expense of the bigger picture.
-

At the end of each meeting we will review performance against the above standards and identify any learning for ourselves and for colleagues not present. To help, we will ask the following questions:

- Were we able to do what we needed to do - did we use our time and resources well?
- Were the right people present - who else should have been here?
- What helped it go as well as it did - what could we have done better?

*April 2020
To be reviewed no later than April 2021.*

SECTION 8: RISK MANAGEMENT

All Boards handle risk. One hallmark of the maturity and effectiveness of governance is the approach taken by a Board to strategic risk. This is particularly important for any ambitious IJB, such as EIJB, that will be encouraging and enabling innovation, community engagement and participation, and joint working. The innovative nature of Health and Social Care Integration Schemes also requires governance systems which support complex arrangements, such as hosting of services on behalf of other IJBs, planning only of services delivered by other entities, accountability for assurance without delivery responsibility, and other models of care delivery and planning. It is important, therefore, for all members of the Edinburgh IJB to understand risk management and specifically, how risk should be considered in the boardroom.

Risk can be defined as:

‘The combination of the probability of an event and its consequences’⁸.

Risk is handled throughout all healthcare institutions and across all delivered health and care services, but one of the few places that risk can be comprehensively considered in the round is the boardroom. It is important that Boards are not overly focused on yesterday or today’s operational detail at the expense of defining and seeking the realisation of the strategic vision.⁹ Whilst the day-to-day risk management process in many clinical and care settings often focus on the reduction of risk in the pursuit of creating a safe environment and providing effective, high quality care, risk can generate significant opportunities. As such, the role of the Board or institutional leadership is not to always minimise risk¹⁰. To be effective, it is important for the Board to be explicit in its risk appetite and to clarify what tolerances it has set in its delegation of roles to management, committees, and partners and suppliers¹¹. In doing so, the following principles should be adhered to:

- **Principle One:** an engaged Board focuses the business on managing the things that matter
- **Principle Two:** the response to risk is most proportionate when the tolerance of risk is clearly defined and articulated
- **Principle Three:** risk management is most effective when ownership of, and accountability for, risks is clear
- **Principle Four:** effective decision-making is underpinned by good quality information
- **Principle Five:** decision-making is informed by a considered and rigorous evaluation and costing of risk
- **Principle Six:** future outcomes are improved by implementing lessons learnt.¹²

In essence, the Board should be **focused on its strategic objectives** and the **risks that might compromise their achievement**.

The Board should be aware of the current state of progress with regards to its strategic objectives at any point in time. Whilst there will always be elements of uncertainty, the Board needs to be assured (either positively or negatively) as to what is feasible and practicable with regard to the delivery of its core objectives.¹³ In order for the Board to receive the necessary assurance, the following governance components and processes are critical and must be in place:

- **Objectives** must be clear and measurable
- **Controls** (policies, procedures, structures, staffing etc.) should be put in place by management in order to achieve core objectives
- **Performance** against tangible measures of success should be regularly reviewed
- **Risks** to the achievement of objectives and individual tangible success measures should be identified. Risks should be assessed and graded in terms of their impact on a particular or specific objective and escalated for consideration against higher objectives as required

⁸ ISO/IEC Guide 73

⁹ Good Governance Institute, A simple guide to risk for members of boards and governing bodies (July 2017)

¹⁰ Ibid.

¹¹ Ibid.

¹² Ibid.

¹³ GGI and 360 Assurance: BAP: Board Assurance Framework: the need for assurance (February 2014)

- **Risk management** decisions should be taken in light of risk appetite; risk tolerance; and the cumulative impact and likelihood of any or all of the risks threatening achievement of a single objective.
- **Action** should be taken in response to risk, including additions or amendments to the control framework.¹⁴

Once these are embedded, the Board needs to be reliably assured that each component is operating effectively within an overall framework. The Board will also need to know the specific output from this process in relation to each strategic objective.¹⁵ Once reliable information and assurance in relation to each governance component described is available, in relation to a given strategic objective, the board can be confident about the delivery of that objective. Critically, the Board must have:

- **Clarity** about what the strategic objective is and what is being measured to demonstrate success.
- Assurance that **controls** are in place to help the organisation achieve the objective
- Assurance that those controls will lead to the desired **outcomes**
- Assurance that the **controls are implemented**/adhered to
- **Performance** information about current achievement
- Assurance regarding the **reliability** of the performance information
- Assurance that singular and cumulative risks are **graded consistently** in relation to each strategic objective
- **Knowledge** of the risk management decisions taken and why
- Assurance that the actions address the **root cause**
- Assurance that the actions agreed are being implemented and will be **monitored**
- Assurance that the systems used to generate the above assurances are **sound and robust**¹⁶

8.1 The Board Assurance Framework

To be confident that the systems of internal control are robust, Boards need to be able to provide evidence that they have systematically identified their objectives and managed the principal risks to achieving them. A good Board Assurance Framework (BAF) helps boards to undertake this duty.

To fulfil its statutory responsibilities, the Board must have a sound understanding of the principal risks facing the organisation or entity. Principal risks are defined as those that threaten the achievement of the organisation's strategic objectives and is essential that Boards understand that they need to manage potential principal risks, rather than reacting to the consequences of risk exposure.¹⁷

It is the role of the Board to determine the level of assurance that should be made available to them with regard to those risks. A BAF provides the organisation or entity with a simple but comprehensive means by which to effectively manage the principal risks to meeting the strategic objectives. It should record the Board's confidence in the achievement of each strategic objective at any given point in time, considering all information that has been made available to the Board. The BAF should then be maintained as a live tool to support effective decision taking and provide evidence and justification to underpin the decision-making process¹⁸.

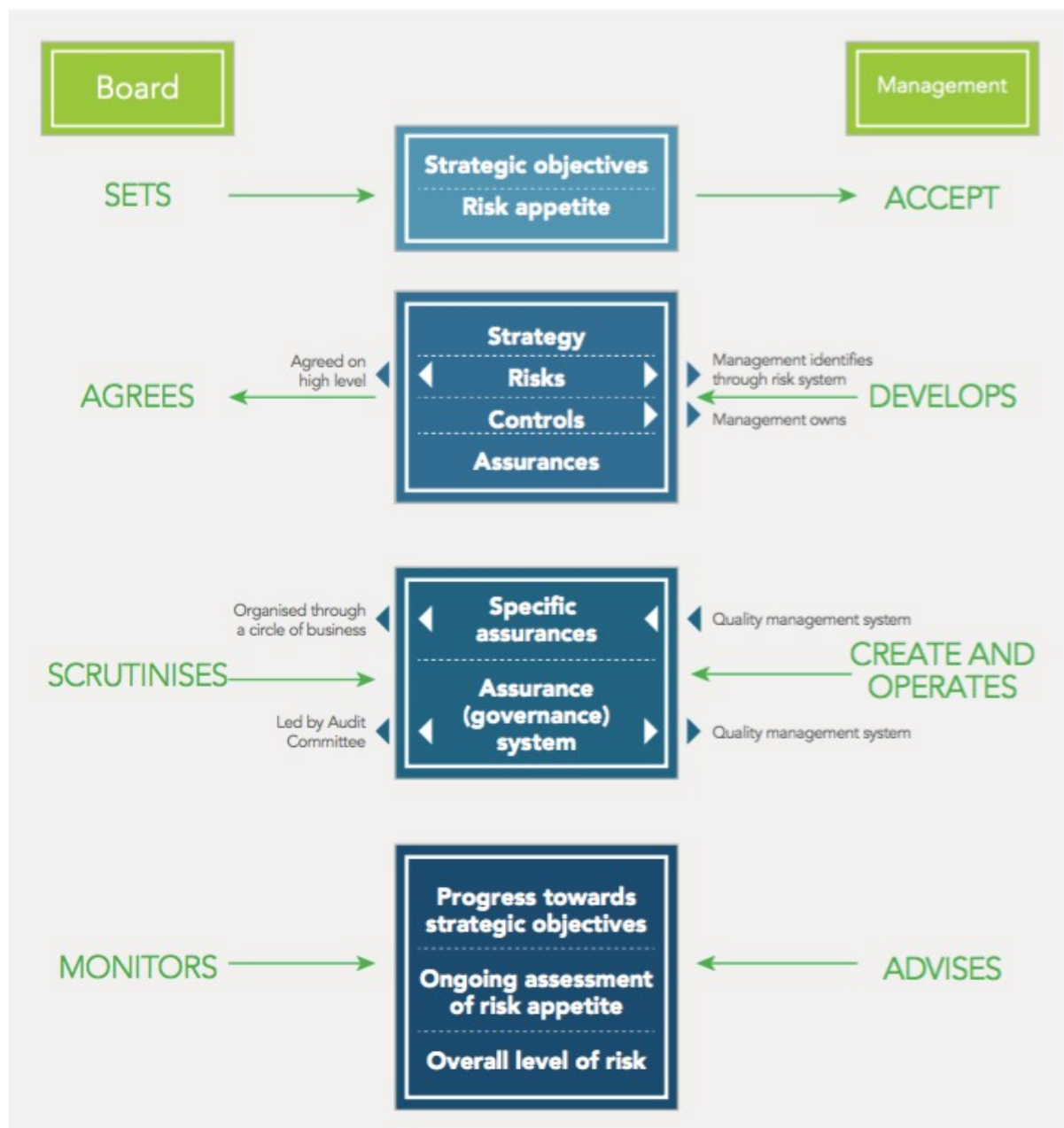
¹⁴ Ibid.

¹⁵ Ibid.

¹⁶ Ibid.

¹⁷ DH, Building the assurance framework: a practical guide for NHS Trusts (March 2003)

¹⁸ Ibid



For the BAF to be effective, the process must be underpinned by a robust organisational governance process that provides adequate assurance that controls are effective and can withstand internal and external scrutiny. Internal scrutiny comes from the Board, where it should be used to hold the executive team to account. External scrutiny comes from the regulators and external auditors.

Guidance requires the BAF to:

- Establish the principle objectives
- Identify the principle risks that may threaten the achievement of these objectives
- Identify and examine the systems of internal control in place to manage the principle risks.
- Identify and examine the review and assurance mechanisms which relate to the effectiveness of control (e.g., management checks, Internal Audit, Clinical Audit, External Audit, other reviews)
- Identify positive assurances and areas where there are gaps in controls and / or assurances
- Put in place plans to take corrective action where gaps in controls and / or assurances have been identified in relation to principal risks

- Maintain dynamic risk management

Board and committee agendas should also engage with strategic risk. The Board can delegate some of the role of scrutiny of assurances to its committees to save time for the Board and make the most appropriate and efficient use of expertise. Boards may be able to place greater reliance on assurances if they are confident that they have been robustly scrutinised by one of their committees¹⁹. Therefore, the programme of work for committees of the Board should be linked to the BAF, with the board commissioning the assurance functions of committees and linking this to the strategic aims of the organisation.

As well as the document generated, the term ‘Board Assurance Framework’ should refer to the wider systems and processes of governance that are in place to provide the Board with assurance regarding the achievement of its strategic objectives.

8.2 Risk appetite²⁰

Risk appetite, defined as **‘the amount and type of risk that an organisation is prepared to pursue, retain or take’**²¹, in pursuit of its strategic objectives, is key to achieving effective risk management. It represents a balance between the potential benefits of innovation and the threats that change inevitably brings. It is essential that Boards understand and apply risk appetite because:

- If they do not know what their organisations collective appetite for risk is and the reasons for it, then this may lead to erratic or inopportune risk taking, exposing the organisation to a risk it cannot tolerate; or an overly cautious approach which may stifle growth and development.
- If they do not know the levels of risk that are legitimate for them to take, or do not take important opportunities when they arise, then service improvements may be compromised, and patient and user outcomes affected.
- It can serve as the basis for consistent and explicit communication at different levels, and to different stakeholders.

Risk appetite will be influenced by several factors including personal experience, political factors, and external events, among others. Risk can generate significant opportunities and therefore should be considered in terms of both opportunities and threats:

- When considering threats, the concept of risk appetite embraces the level of exposure that is considered tolerable and justifiable should it be realised.
- When considering opportunities, the concept embraces consideration of how much one is prepared to actively put at risk to obtain the benefits of the opportunity.
- It is important that Boards understand that to achieve their strategic objectives they may have to adopt a more assertive risk appetite, recognising that risk appetite should be forward looking.

¹⁹ GGI and 360 Assurance: BAP: Board Assurance Framework: the need for assurance (February 2014)

²⁰ GGI risk appetite matrix, Good Governance Institute, March 2020

²¹ ISO 31000

Risk tolerance is subtly different to risk appetite in that it reflects the boundaries within which the executive management are willing to allow the true day-to-day risk profile of the organisation to fluctuate, while they are executing strategic objectives in accordance with the Board's strategy and risk appetite. It is **the level of residual risk within which the Board expects committees to operate and management to manage**. Breaching the tolerance requires escalation to the Board for consideration of the impact on other objectives, competing resources, and timescales

At least once a year, the Board should set specific limits for the levels of risk the organisation is able to tolerate in the pursuit of its strategic objectives. The Board should also review these limits during periods of increased uncertainty or adverse changes in the business environment. In setting these risk appetite and tolerance levels, the board should consider risk factors in both the external and internal business environments. These levels could be measured quantitatively, qualitatively, or both, and should be specific to each of the relevant core activities and outcomes.

The Board should monitor and audit the management of significant risk undertaken by managers and clinical staff and satisfy itself that decisions balance performance within the defined appetite and tolerance limits. The Board should ensure that it understands the implications of risks taken by management in pursuit of better outcomes, as well as the potential impact of risk-taking by, and on, local communities, partner organisations, strategic providers, and other stakeholders.

Figure 2 below describes how boards can apply risk appetite.

Figure 2: applying risk appetite



8.3 Balancing risk and innovation

EIJB is moving rapidly towards an innovative transformation approach to drive forward its vision, based on citizen and stakeholder engagement. A key focus of the EIB is to increase the pace and focus for transformation and change efforts as a Health and Social Care Partnership and to increase efforts as they relate to the wider change in demand, demographics and to create and build a sustainable, high quality health and care system for the future in this city. There exists a significant opportunity to recast the offer to the public and shape services to be fit for the 21st Century. This will involve thinking and acting in radically different ways and in reframing the relationship with the public, partners and staff to deliver a new Edinburgh model of care and support across the city²²

With the mounting challenges that healthcare systems across the UK are increasingly experiencing, including here in Edinburgh, the risk landscape is changing, and institutions are increasingly recognising the need to develop more radical and disruptive strategies that require taking, and

²² Transformation and Change – Developing the Edinburgh Model dated 8 February 2019

embracing, risk. Indeed, a core priority of the E IJB is to transform health and social care services for the people of Edinburgh for the better. This involves engaging in transformational change, which, by its very nature, involves an inherent degree of risk taking. It is critical, therefore, to have in place a framework for risk appetite that allows the EIJB to use a common language in the deliberation of complex reputational, financial, outcomes, and regulatory risks, and to ensure that there is a collective appreciation of the levels of risk that the IJB is prepared to take.

Some examples of key questions for Board members to consider when further developing the EIJBs risk appetite are as follows:

- Is the IJB clear about the nature and extent of the significant risks it is prepared to take in achieving its strategic objectives? What are the significant risks the IJB is willing to take? What are the significant risks the IJB is not willing to take?
- Does the IJB have different appetite approaches for different types of risk?
- Which risks could seriously impact our strategic objectives and are we operating within our appetite for them?
- How well are these risks being managed and which areas require further improvement?
- What steps has the IJB taken to ensure oversight over the management of the risks?
- Does the risk data presented to the IJB improve its understanding of the risk exposure?
- What is the evidence that risk appetite has been implemented effectively? And has the IJB played an active role in the monitoring and learning from the risk appetite process?

SECTION 9: KEY ISSUES IN GOVERNANCE – SAMPLE ISSUES AND QUESTIONS

9.1 Sample questions for consideration by the IJB:

There is no “right” set of questions for a Board to consider. Each Board member will make a different contribution and bring different perspectives to bear. It is however important for Board members, and for the Board as whole, to take time to reflect on what they are seeking to achieve collectively and individually. This can be done systematically and be linked to development activities, but it does need to be done rigorously as a way of providing a framework for personal self- assessment and the assessment of the effectiveness and impact of the Board as a whole.

Common questions which the Board will need to spend time considering include:

- what do we as a Board need to do to:
 - ensure reporting routes are strong?
 - manage the amount and quality of information?
 - understand the nature of assurance?
 - ensure Board members know the business of the organisation
 - assess the real risks in the organisation?
 - ensure challenge is possible and robust within the terms of the etiquette?
 - ensure that our governance structure is based on sound, tested values?
- how and when do we assess our impact as a Board and our contribution as individuals?
- what is our agreed risk appetite and what does this mean for how we work?
- how effective is our governance in relation to both quality assurance and innovation?
- what is our collective role in relation to civic and place-based leadership and more broadly?

For individual Board members one simple and effective approach to help keep these issues in mind is to develop a “score card” which sets out clearly what contribution and outcomes are being aimed for by a particular date. The simple format below with prompt questions and guidance notes might be helpful. Ideally this would form part of a systematic approach to personal appraisal and

assessment, but the responsibility lies ultimately on each member to ensure they are effective in their role.

This process may be particularly helpful for IJB members as their role in the IJB makes different demands from those in other settings.

Score card elements	Prompt questions	Guidance notes
Outcomes	<p>What do I want the IJB to achieve by (insert date)?</p> <p>What specific outcomes matter most to me?</p> <p>How am I going to measure progress?</p>	This is not easy to do and should involve an element of “stretch”. Your personal outcomes are unlikely to be the same as for the IJB. It is important to be as specific as possible on measurement.
Contribution	<p>What specific contribution do I need/want to make to the IJB by (insert date)?</p> <p>How will I measure that contribution objectively?</p> <p>Who and what am I dependent on to achieve this?</p>	Contribution can take many forms. Here it is about how you want to describe your contribution which may go beyond your role in meetings and formal business. Being clear and honest about measurement is an important part of making this of real value.
Personal knowledge and learning	<p>What areas of knowledge and understanding do I need/want to grow to increase my contribution and effectiveness?</p> <p>How am I going to support other members of the Board during the year?</p>	One area to focus on is about clarity on the way the governance of the IJB operates. This may help identify areas where you feel you would like to know more – for example, about assurance and reporting arrangements. Being specific and being timely in ensuring you act on the self-assessment is important here.

9.2 Assurance and scrutiny

In health, when seeking to gain confidence that all is working well, Boards tend to talk about **challenging**, **probing**, and **assurance**, whilst in central and local government the term **scrutiny** is more frequently used. Despite differences in language between sectors, as we work more closely together across organisational boundaries, it is important we hold organisations to account but with

sensitivity.²³ The predominant intention of health scrutiny is to act as a lever to improve the health of local people, ensuring their needs are considered as an integral part of the commissioning, delivery, and development of health services. Health scrutiny also has a strategic role in taking an overview of how well integration of health, public health, and social care is working.²⁴

9.2.1 Scrutiny

‘Scrutiny’ of strategic direction and operational performance happens in different ways - for example through:

- Regulation and inspection
- Locally elected representatives
- Board member contribution
- Community and service user voice
- Print, broadcast, and social media
- The courts²⁵

The Centre for Public Scrutiny (CfPS) advocates four principles of good scrutiny:

- That it offers constructive ‘critical friend’ challenge
- That it amplifies the voices and concerns of the public
- That it is led by independent people who take responsibility for their role
- That it drives improvement in public services²⁶

Additional key features of good scrutiny may include:

- The separation of executive delivery and review roles
- A focus on improvement
- Independent and constructively critical rather than oppositional
- Engaged early enough to influence strategy and plans
- Scrutiny, audit, inspection, and regulation must become complementary, clearly aligned, and mutually reinforcing

Arrangements for joint service planning, commissioning, and delivery in Scotland provide opportunities for establishing both accountability and a focus on improved delivery through effective scrutiny at a pan-organisational level. It is important for Integration Authorities (IAs) to establish effective arrangements for scrutinising performance, monitoring progress towards their strategic objectives, and holding partners to account. The Accounts Commission argues that using the nine statutory outcome measures (listed in **Exhibit 1**) will help IAs to focus on the impact of health and care services. However, as well as monitoring performance, IJB members will need to use these statutory outcomes to help redesign services and ensure services become more effective.²⁷

Importantly, there is a need for regular reporting to partner organisations. This is particularly important where most members of the local authority or NHS Board are not directly involved in the IJB’s work.

²³ The Good Governance Institute and Centre for Public Scrutiny, Scrutiny: the new assurance? A good governance discussion document (September 2017)

²⁴ Ibid.

²⁵ Ibid.

²⁶ Ibid.

²⁷ Ibid.

Exhibit 1: The Scottish Government, National Health and Wellbeing Outcomes (IAs are required to contribute to achieving nine national outcomes):

	By working with individuals and local authorities, integration authorities will support people to achieve the following outcomes
1	People are able to look after and improve their own health and we live in good health for longer.
2	People, including those with disabilities or long term conditions, or who are frail, are able to live, as far as reasonably practicable, independently and at home or in a homely setting in their community.
3	People who use health and social care services have positive experiences of those services, and have their dignity respected.
4	Health and social care services are centred on helping to maintain or improve the quality of life of people who use those services.
5	Health and social care services contribute to reducing health inequalities.
6	People who provide unpaid care are supported to look after their own health and wellbeing, including to reduce any negative impact of their caring role on their own health and wellbeing.
7	People using health and social care services are safe from harm.
8	People who work in health and social care services feel engaged with the work they do and are supported to continuously improve the information, support, care and treatment they provide.
9	Resources are used effectively and efficiently in the provision of health and social care

Since 2008, scrutiny bodies have worked together to identify and agree the key scrutiny risks in each of Scotland's 32 local authorities and to develop a plan of scrutiny activity to respond to those specific risks. This approach, called Shared Risk Assessment (SRA), is designed to ensure proportionate and risk-based scrutiny in line with the recommendations of the Crerar Report. All 32 local authority areas have a Local Area Network (LAN), consisting of representatives of all the main scrutiny bodies for local government. The purpose of the LAN is to share intelligence and agree scrutiny risks for each council. Annually, each LAN prepares an Assurance and Improvement Plan which contains a scrutiny plan. This document captures agreed areas of risk and good practice, and the resulting scrutiny response for each council. It is the primary planning document for scrutiny bodies. These individual plans are aggregated each year to form the National Scrutiny Plan.²⁸

The CfPS have identified some common themes to overcome potential barriers to effective scrutiny when working across boundaries (see Exhibit 2).

²⁸ Ibid.

Overcoming potential barriers to effective scrutiny of integration

Potential barrier	Possible solution
Lack of clarity about roles and responsibilities causes tension between health and wellbeing boards, commissioners, providers and scrutiny	Agree a common statement of roles and responsibilities to help avoid duplication and help to plan scrutiny effectively
Scrutiny is not included at an early stage or does not get the information it needs leading to reactive and less influential scrutiny, rather than helping to improve integration plans	Agree a common approach that sets out clear arrangements for scrutiny to be built into the whole cycle of planning, commissioning, delivery and evaluation
Party politics leads to conflicts within scrutiny and between scrutiny, council, executives and partner bodies	Agree a non-partisan approach that separates councillor's scrutiny role and their representative role
Information about the way health and social care services are planned, operated and funded can be complex and proposals for changes are not always well received	Agree to support scrutiny so that councillors can navigate the health and social care system, appreciate its complexities and respond effectively to proposals for change
Lack of clarity about the policy development and 'holding to account' roles of scrutiny	Agree that scrutiny is a balance between collaboration and challenge about priorities and outcomes
Frequent changes in scrutiny arrangements, chairs or members leads to scrutiny becoming inconsistent	Agree a consistent approach to organising scrutiny to help long term effectiveness of the function

9.2.2 Assurance

Assurance is 'a positive declaration that a thing is true'. Assurances are therefore the information and evidence provided or presented which are intended to induce confidence that a thing is true amongst those who have not witnessed it for themselves. The Board must ensure that there are proper and independent assurances given on the soundness and effectiveness of the systems and processes in place for meeting its objectives and delivering appropriate outcomes. Assurance provides the confidence that what managers have instigated as controls work.³⁰ Scrutiny can bring a 'reality check' to assurance.

Audit and external reviews can provide independent assurance, but it is important that the board owns and has confidence in the assurance offered. Listing sources of assurance is not good enough. Instead, they should be actively engaged and subject to scrutiny, usually by the audit committee, that they are working. Financial scrutiny is important, combining not just the audit role, but also looking beyond formal compliance to consider outcomes and value achieved for the 'public pound'.

²⁹ The Good Governance Institute and Centre for Public Scrutiny, Scrutiny: the new assurance? A good governance discussion document (September 2017)

³⁰ Ibid.

9.2.3 The role of the IJB in assurance

The EIJB Audit and Assurance Committee is the committee established by the IJB 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. Included within the purpose and function of the Committee is to provide assurance to the IJB that it is fulfilling all its statutory requirements and all systems are performing as required, with appropriate and consistent escalation of notice and action; and to review and continually re-assess their system of governance, risk management, and control, to ensure that it remains effective and fit for purpose.

9.3 Governing for quality improvement

9.3.1 Overview of clinical and quality governance

In 2013, the principles of good governance for both healthcare quality and for quality social care in Scotland were described.³¹ These stressed the importance of:

- Embedding continuous improvement
- Providing robust assurance of high quality, effective and safe clinical and care services
- The identification and management of risks to and failure in services and systems
- Involvement of service users / carers and the wider public in the development of services
- Ensuring appropriate staff support and training
- Ensuring clear accountability

The IJB has overall accountability for improvements, successful delivery, and equally failures, in the quality of delivered care across health and care organisations in Edinburgh. Accordingly, the IJB holds an important role in governing for quality.

The term **quality governance** refers to the established structures and processes to enable the IJB to be assured that health and care organisations within the partnership are effectively discharging their responsibilities for quality. Effective clinical governance is key to maintaining quality. Clinical and care governance can be described as **a system through which an organisation is accountable for continuously improving the quality of their services and safeguarding high standards of care by creating an environment in which excellence in clinical care will flourish.**³²

Clinical and quality governance, therefore, are terms that incorporate all activities that support health and care organisations and / or services to maintain high standards of patient care whilst continuously improving. It is concerned with ensuring that patients remain safe, that risks are effectively managed, and that structures and processes are in place to ensure oversight and assurance on the quality, safety, and effectiveness of delivered care. Effective clinical governance structures should provide focused forums where management of health and care organisations can analyse, understand, and scrutinise quality assurance and compliance data so as this can be acted upon.

A robust quality governance framework will:

- Ensure required standards are achieved, and that sub-standard performance is investigated, and appropriate action taken

³¹ Governance for Quality Healthcare, The Scottish Government, 2013. <http://www.gov.scot/Topics/Health/Policy/Quality-Strategy/GovernanceQualityHealthcareAgreement>

³² Scally G and Donaldson LJ (1998) Clinical governance and the drive for quality improvement in the new NHS in England. British Medical Journal 317(7150) 4 July pp.61-65^{[1][1][1]}_{SEP15SEP}

- Support in planning for, and driving continuous improvement in the quality of delivered care
- Enable the identification and sharing of learning, ensuring the delivery of best practice
- Enable the identification and management of risks to the quality of care and ensure such risks are appropriately escalated
- Ensure the promotion of a quality focused culture
- Ensure the IJB is assured on quality

9.3.2 The role of the IJB in clinical and quality governance

The **Clinical and Care Governance Committee** has been established by the IJB to monitor, review and report to the Board on the quality of care to the local population, specifically in relation to safety, quality of access and clinical effectiveness and experience.

Key responsibilities of the IJB in relation to quality are:

- To be assured that the Health and Social Care Standards are being met by every service
- To be assured that health and care organisations within the partnership strive for continuous quality improvement, and continuous improvements in patient outcomes
- To be assured that all staff are motivated and enabled to deliver effective, safe and person-centred care.³³

The role of the IJB is not to seek to duplicate the clinical and care governance arrangements which exist throughout the delivery of services across Edinburgh, but rather to ensure that an adequate control environment is in place to deliver assurance to the IJB.

9.3.3 Quality assurance versus quality improvement

It is important for the EIJB to understand the difference in focus between **quality assurance** and **quality improvement**. These are very different, but related, activities. Successful clinical and care organisations have disaggregated the two as their processes are very different.

- **Quality assurance** concerns the disciplining of work to meet designed standards. Management need assurance that work undertaken is complying with the set standards.
- **Quality improvement** is about redesigning work, often radically, to create a shift in performance by changing the rules. It can be a centrally supported activity, but by its nature needs to be a locally delivered one as the literature shows³⁴ that those with the best insight into redesigning work are the operational teams themselves.

It is important that organisations create different forums for each activity. Taking the example of serious incidents, one forum needs to be in place to support the proper conduct of investigation and the root cause analysis process, but the learning and sharing of lessons is best done otherwise and probably using different meeting techniques. To shoehorn the two together into an assurance committee format stultifies the learning and improvement environment.

³³ National Quality Board, Quality Governance in the NHS – A guide for provider boards (2011)

³⁴ Deming, W. Edwards; Statistical Adjustment of Data; Dover; (1964) [1943]. ISBN 0-486-64685-8

9.4 Quality regulation in Scotland

9.4.1 Care inspectorate

On 1 April 2018, Scotland's **Health and Social Care Standards** came into effect, replacing the National Care Standards. The Care Inspectorate is a scrutiny body that supports improvement and looks at the quality of care in Scotland to ensure that it meets high standards. Where improvement is needed, the Care Inspectorate supports services to make positive change and in doing so, to reach the highest standards. The Care Inspectorate registers around 14,000 registered care services in Scotland and inspects each one. Services are graded on key areas such as care and support, physical environment, quality of staffing and quality of management and leadership.

The Care Inspectorate also works with other scrutiny and improvement bodies to examine how local authorities, community planning partnerships and health and social care partnerships are delivering a range of services in their communities across Scotland, and how well services are working together to support positive experiences and outcomes for people.

9.4.2 Healthcare Improvement Scotland

Healthcare Improvement Scotland strives to achieve better quality health and social care for everyone in Scotland. Their broad work programme supports the healthcare priorities of the Scottish Government, for example, those of [NHS Scotland's Healthcare Quality Strategy](#), and helps health and social care services to improve. Its work programme includes the regulation of independent hospitals and clinics along with the following key parts of the organisation with specific functions:

- [The ihub](#): helps health and social care providers design and deliver better services for the people of Scotland.
- [Scottish Health Council](#): supports NHS boards and health and social care providers to involve patients and the public in the development of services.
- [Scottish Health Technologies Group](#): provides advice on the clinical and cost effectiveness of healthcare technologies that are likely to have significant implications for patient care in Scotland.
- [Scottish Intercollegiate Guidelines Network](#): develops evidence-based clinical practice guidelines for NHS Scotland.
- [Scottish Medicines Consortium](#): accepts for use those newly licensed medicines that clearly represent good value for money to NHS Scotland.
- [Scottish Patient Safety Programme](#): improves the safety and reliability of healthcare and reduces harm, whenever care is delivered.
- [Scottish Antimicrobial Prescribing Group \(SAPG\)](#): work with NHS boards across health and care settings in Scotland to improve antibiotic use, to optimise patient outcomes and to minimise harm to individuals and to wider society.

Clinical governance can be described as the system through which the NHS works to monitor and improve the quality of the care and services they deliver. As well as the above functions, Health Improvement Scotland work to ensure that NHS boards have a clear and consistent approach to clinical governance in healthcare across Scotland and make their findings public. Similarly, the body provides public assurance about the quality and safety of healthcare through the scrutiny of NHS hospitals and services and independent healthcare services. Findings on performance are published, which demonstrates accountability of these services to the people who use them. This makes a positive impact on the healthcare outcomes for patients, their families, and the public, and feeds the improvement cycle by providing further evidence for improvement.

9.5 Committee effectiveness

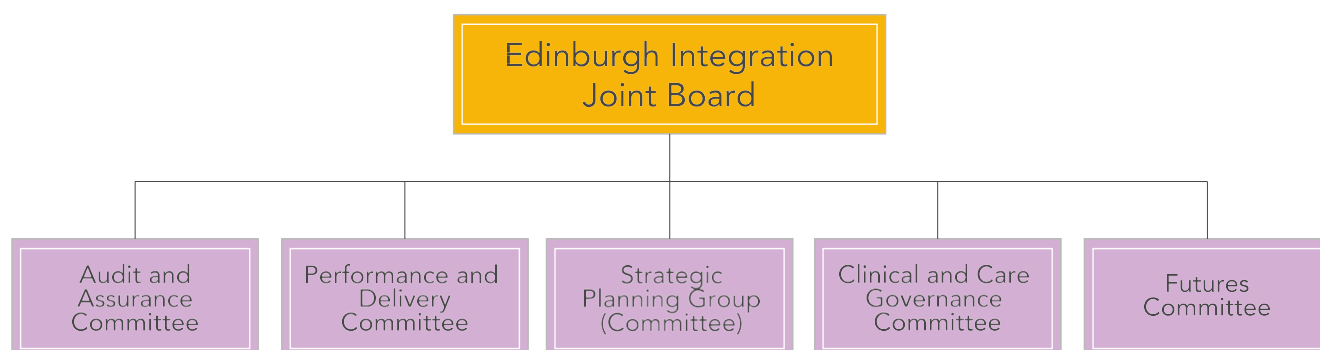
9.5.1 Committees of the IJB

The IJB does not operate in a vacuum and the ability of its committees to provide assurance that the decisions the IJB is being invited to take are grounded in evidence and are valid is essential. Indeed, the establishment of committees of the Board is intended to strengthen governance arrangements, strengthen the role of the IJB in strategic decision-making, and support the IJB in the achievement of its objectives. In essence, committees exist to help the IJB do its job.

The IJB must have in place a robust framework to support appropriate and transparent management and decision-making processes. This framework will enable the IJB to be assured of the quality of its services, the probity of its operations and of the effectiveness with which the board is alerted to risks to the achievement of its overall purpose and priorities.

The IJB has established five committees to undertake scrutiny in relation to the delivery of its plans and strategies. The established committees are as follows:

- Audit and Assurance Committee
- Performance and Delivery Committee
- Strategic Planning Group
- Clinical and Care Governance Committee
- Futures Committee.



These committees report back to the IJB with recommendations for decision. Delegated responsibilities are reviewed annually in line with best practice and as part of the risk appetite development.

It is important that the IJB creates opportunities to reflect on its own performance and its effectiveness. This should include a formal and rigorous annual evaluation of the performance of the IJB, and of the performance and effectiveness of its committees.

A critically important point to consider is the need to ensure that Board committees do not become muddled up with operational management and must not find themselves in a position where they end up, de facto, managing functions or creating assurances. The board, through its committees, needs to be assured that management is operating within whatever delegations the board has made and is operating agreed controls to mitigate or avoid risks. In terms of groups, we would explain the difference between a board sub-committee and a management group as follows:

- **Board committee:** the board of directors will delegate several its functions to committees, who are responsible for reporting to the board on the critical areas of business (for example, compliance, quality etc.) and for escalating risks as appropriate. Unlike management groups, board sub-committees are not responsible for the day-top-day running of the organisation but rather seek assurance that performance and systems are operating to the required standards.
- **Management group:** management groups are accountable for the day-to-day, month on month running of the Trust and for providing assurance to management, who in turn assure the board (often through sub-committees) that performance and systems are at the required standards

Good governance practice includes the programme of work for sub-committees of the board being linked to the board assurance framework, with the board commissioning the assurance function of the sub-committees and linking this to the strategic aims of the entity.

At the same time, a quality management system within management will itself be ensuring that the controls against risks identified in the assurance framework are being

9.5.2 Terms of Reference

It is important that all committees of the IJB have clarity on their role and that they are directly related to specific strategic and statutory responsibilities. Outcomes and performance management arrangements for each committee must be made clear, and there must be a clear separation of responsibilities and clarity on remits and reporting processes. This information is set out within the Terms of Reference for each committee of the IJB, which make clear the following:

- Constitution of the committee
- Purpose and function
- Authority
- Membership and quorum
- Duties
- Reporting and accountability, and
- Committee administration

In line with best practice, the Terms of Reference of committees of the IJB should be reviewed annually.

9.5.3 Frequency of meetings and membership

The frequency of meetings of committees of the IJB is kept to a minimum, and it is important that membership is active, and attendance regarded as a formal responsibility.

The membership of each committee is set out within its Terms of Reference and reflects expected contribution to the core purpose of each committee.

9.5.4 Agendas, cycle of business and quality of papers

The Board can delegate some of the role of scrutiny of assurances to its committees to save time for the Board and make the most appropriate and efficient use of expertise. The Board may be able to place greater reliance on assurances if it is confident that they have been robustly scrutinised by one of the committees.

The agenda and cycle of business for all committee meetings must form a continuum of business and reflect the strategic objectives, BAF contents and other mandatory aspects of the role and function of the committee, as set out in its Terms of Reference. Agendas should be populated from the annual work plan, not be overcrowded to allow sufficient time for debate and must offer the right mix of assurance and strategic discussion. Any carried forward items from preceding meetings (as recorded within the minutes) and / or action logs must be included within the appropriate meeting agenda, and agendas should incorporate an appropriate balance of items ‘for decision’, ‘for information’ and ‘for noting’. An imbalance towards the latter two would be indicative of an ineffective meeting that is not properly discharging its role. The most urgent items requiring the full attention of the committee should be high up on the agenda, to ensure sufficient time for debate.

Papers should be précised to provide clarity on context and purpose together with the key issues and risks arising from the paper and expectations in terms of decisions. Key points for consideration by the committee should be summarised in sufficient detail to enable informed discussion. An executive summary that effectively directs the readers’ attention to the most important aspects of the paper could be helpful. Information and data included within papers should be timely. Papers should be succinct and be of a quality that provides sufficient insight into action required in response to performance issues.

Papers should include an action log to support the committee to maintain a record of agreed actions. All actions agreed by the committee must be recorded, to include reference to the action owner, dates, and status of the action.

It is important that papers are circulated to committee members in a timely fashion to enable time for members to adequately digest and reflect on their content and establish areas requiring further exploration and / or clarity.

9.5.5 Summary table of Committee function and membership

Committee	Function	Membership
Strategic Planning Group	To monitor, review and report to the Board on the strategy, plans and Delivery of the delegated Partnership’s services	Members of the Committee shall be appointed by the Integrated Joint Board and shall be made up of four Voting Members of the IJB, drawn equally from NHS Lothian and The City of

		Edinburgh Council. Two non-voting members of the IJB will also be appointed by the Board as non-voting members of the Committee.
Clinical and Care Governance Committee	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.	Members of the Committee shall be appointed by the Integrated Joint Board and shall be made up of least four Voting Members of the IJB, drawn equally from NHS Lothian and The City of Edinburgh Council. Two non-voting members of the IJB will also be appointed by the Board as non-voting members of the Committee.
Audit and Assurance Committee	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.	Members of the Committee shall be appointed by the Integrated Joint Board and shall be made up of four Voting Members of the IJB, drawn equally from NHS Lothian and The City of Edinburgh Council. Two non-voting members of the IJB will also be appointed by the Board as non-voting members of the Committee
Performance and Delivery Committee	To provide advice and assurance to the Board on the effectiveness on the operational and financial performance of the Partnership.	Members of the Committee shall be appointed by the Integrated Joint Board and shall be made up of six Voting Members of the IJB, drawn equally from NHS Lothian and The City of Edinburgh Council. Four non-voting members of the IJB will also be appointed by the Board as non-voting members of the Committee
Futures Committee	To provide and evaluate the strategic focus of the Partnership over a ten-year period.	Members of the Committee shall be appointed by the Integrated Joint Board and shall be made up of four

		Voting Members of the IJB, drawn equally from NHS Lothian and The City of Edinburgh Council. Two non-voting members of the IJB will also be appointed by the Board as non-voting members of the Committee
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9.5.6 The role of the chair

The role of the chair is critical to ensuring the effective operation of the committee. A good chair should assume that all members of the committee come prepared for discussion, having read through the papers in advance of the meeting. The chair should not *direct* the meeting but should instead *steer* the discussion to ensure the meeting remains on track. The chair should be comfortable in allowing a free ranging debate on a given agenda item whilst using facilitation skills to keep the discussion on track, but at no time should a chair be seen to overly influence the outcome of a debate.

Where the committee is seeking assurance on a particular issue, the committee should be allowed sufficient time to debate and discuss any areas of concern prior to reaching an agreed decision. Following each agenda item, the chair should effectively summarise the discussion and ensure that actions and outcomes are clearly captured.

The chair has an important role in creating a meeting environment where all members of the committee feel comfortable to contribute to discussions. The chair should ensure that less forceful members of the committee are included by actively seeking their opinion and similarly, where a member of the committee appears to disengage from discussion, the chair should seek to re-engage them.

9.5.7 Etiquette

This etiquette statement set out in Section 7 describes the standards of conduct and behaviour that all IJB members, and those working with the IJB, are expected to adhere to. It is expected that all members of the committees of the IJB act in accordance with this etiquette statement.

9.5.8 Declaration of interest

Public confidence in the EIJB and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason. It is therefore important for all Board and committee members to consider declaration of interest. Members must not act in a way that would compromise the reputation of the IJB. If declarations of interest are not managed effectively, confidence in the probity of decisions and the integrity of those involved could be seriously undermined. In considering whether to make a declaration in any proceedings, all Board and committee members must consider not only whether they will be influenced but whether anybody else would think that they might be influenced by the interest. Members must, however, always comply with the objective test ("the objective test") which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your discussion or decision making in your role as a member of the EIJB. All members should familiarise themselves with the IJB's standing orders and the "Roles, Responsibilities and Membership of the Integration Joint Board" guidance.

Failure to manage declarations of interest can result in a legal challenge to public bodies and / or criminal action, for example in relation to bribery, fraud, and corruption. EIJB is statutorily obliged to manage declarations of interest. Together with the rules on **registration of interests**, declaration of interest ensures transparency of interests that might influence, or be thought to influence, the action of a board member. Further detail on the declaration requirements of the Edinburgh IJB can be found by referring to the **IJB's Standing Orders**.

9.5.9 Effectiveness review

It is good practice for the effectiveness of the committees of the IJB to be reviewed annually to assess how they are operating in practice. There are various ways to do this, one of which could be to develop a survey for completion by members of each committee. Examples of areas to consider when reviewing the effectiveness of the committees of the IJB could include:

- Does the committee fulfil its remit, as set out within its Terms of Reference?
- Does the committee have sufficient membership, authority, influence, and resources to perform its role effectively?
- Do committee members, and those in an attendance capacity, provide the right balance of experience, knowledge, and skills to fulfil the duties set out in the Terms of Reference?
- Are assurance reporting arrangements from the committee to the Board sound?
- Is the committee chair's leadership appropriate? Is the committee meeting well led?
- Are committee agendas relevant and focused on the right matters, and do meetings allow sufficient time to enable the committee to undertake as full a discussion as may be required?
- Does the committee spend enough time on considering the strategic and emerging national agenda?
- Is the committee agenda related to risk and the board assurance framework? Does the committee regularly review relevant risks as appropriate and their impact on assurance?
- Is the committee decision-driven?
- Are papers of an appropriate quality (e.g., not overly lengthy, and clearly explain the key issues and priorities), focused on trends and enabling the effective management of relevant risks? Do they lead to a decision being taken by the committee? Are papers distributed in sufficient time for members to give them due consideration?
- Is there a sufficient focus on the patient voice and user / carer experience (*where appropriate*)?
- Does the committee add value to the overall governance arrangements?
- Is the way the committee relates to other committees of the IJB clear and well understood? Does the committee work well with other committees of the IJB? And is there evidence of cross fertilisation of ideas and thinking across and between committees?

SECTION 10: KEY CONTACTS

EIJB members can email eijbqueries@edinburgh.gov.uk and it will be picked up by a member of the Chief Officers Office and responded to accordingly.