

## Terms of Reference

<b>Name of Committee/Group</b>	Governance Sub-committee
<b>Type of Committee/Group</b>	Sub-committee of Audit and Integrated Governance Committee (AIGC) which is a Committee of the Governing Body

<b>1. Purpose of Committee/Group</b>	<p>The Sub-committee shall ensure that a sound system of integrated governance, risk management and internal control is in place which supports the achievement of the CCG's objectives and provides the AIGC and ultimately the CCG and its Governing Body with assurance as both an employer and a statutory body. The Sub-committee shall:</p> <ul style="list-style-type: none"> <li>• ensure that strategic governance risks are identified and aligned to the strategic objectives;</li> <li>• monitor governance and risk management arrangements to ensure that risks are reported to the AIGC and CCG and actions taken to eliminate or minimise risks including adherence to conflicts of interest guidance;</li> <li>• promote and demonstrate the values of sound governance and risk management to staff ensuring that this is imbedded in the culture of the organisation; and</li> <li>• ensure that the CCG operates within a controlled environment which is underpinned by sound assurances on the design and operation of governance and risk management process.</li> </ul>
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<b>2. Authority/Accountability</b>	<p>The Governance Sub-committee (the "Sub-committee") of the Audit and Integrated Governance Committee ("AIGC") is established in accordance with the Constitution of the NHS Sheffield Clinical Commissioning Group (the "CCG"). These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Sub-committee and shall have effect as if incorporated into the Constitution.</p> <p>The Sub-committee is authorised by the Governing Body to investigate any activity within its terms of reference. It is authorised to seek any information it requires, from any Member, officer or employee who is directed to co-operate with any request made by this Sub-committee.</p> <p>The Sub-committee is authorised to create working groups as necessary to fulfil its responsibilities within these terms of reference and shall also have the ability to establish advisory groups as and when required.</p> <p>The Sub-committee is authorised to obtain such internal information as is necessary and expedient to the fulfilment of its functions.</p>
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### 3. Objectives of Committee/Group

The duties of the Sub-committee are to:

- provide advice and assurance to the AIGC, the Governing Body and the CCG on all issues relating to governance including compilation of the Annual Governance Statement (AGS);
- review the Risk Register and receive a report on high level risks and any new organisational risk which will include risk assessments;
- ensure that a robust system is in place to monitor the corporate elements of incidents and complaints relating to CCG employees and its commissioning decisions, and on a quarterly basis to receive reports on these, ensuring that actions are taken and lessons learned. Noting that the Quality Assurance Committee will review complaints from a quality perspective;
- ensure that a robust system for the management of health and safety is in place and to monitor progress on action plans. This will include general health and safety, fire, security and estates issues linked to health and safety;
- receive the minutes of the CCG's advisory Health and Safety Group and seek assurance that actions are taken;
- receive such reports to ensure that the CCG meets its statutory responsibilities;
- ensure that claims and litigation issues are dealt with appropriately and learning shared as a result of claims or litigation;
- review and monitor compliance with the NHS England EPRR core standards and to assure on compliance with the Civil Contingencies Act 2004
- gain assurance that the CCG has business continuity plans in place which have been reviewed and tested;
- ensure that the CCG reviews its information governance processes to make sure that they are fit for purpose, be advised of any breaches of data security, monitor progress against Data Security and Protection Toolkit targets, be assured about data quality and records management;
- ensure that a system of HR and workforce development is established to receive quarterly updates on human resource issues;
- ensure that systems are in place for the governance arrangements in relation to research and development;
- have an overview of equality and human rights issues;
- ensure that the CCG complies with all regulatory frameworks, including the Health and Safety Executive and NHS Counter Fraud Authority; and
- ensure the CCG has effective communication systems in place such that key governance information is made available to all Members, Governing Body Members, staff and the public.

The Governance Sub-committee will review all non-clinical policies and approve where necessary, under the delegated powers set out in the Scheme of Reservation and Delegation. The Sub-committee will advise the AIGC on a quarterly basis of policies which have been approved by the Sub-committee.

<b>4. Membership</b>	<p>Note: Members should be referred to by title not name. Chair of Committee/Group should be stated. Minute taker should be stated either as member or in attendance.</p>
	<p>The members of the Sub-committee shall include:</p> <ul style="list-style-type: none"> <li>• Deputy Director of Finance who will chair the sub-committee</li> <li>• Director of Commissioning and Performance, will also be the Senior Information Risk Owner</li> <li>• A deputy on behalf of the Chief Nurse</li> <li>• A deputy on behalf of the Director of Delivery- Care Outside of Hospital</li> <li>• A deputy on behalf of the Director of Commissioning and Performance</li> <li>• Corporate Services Risk and Governance Manager</li> <li>• Human Resources Business Partner</li> <li>• The Head of Information, Performance and PMO (Deputy SIRO)</li> <li>• Representative from Internal Audit</li> <li>• Staff Side Representative</li> </ul> <p>Wherever possible those nominated as members, to represent their Director, should be regular members of the meeting to ensure consistency and continuity of discussion.</p> <p>Members of the Sub-committee can nominate deputies to attend a meeting of the Sub-committee if the member is unable to attend.</p> <p>Members of the Sub-committee must attend at least two meetings each financial year but should aim to attend all scheduled meetings.</p> <p>If the Deputy Director of Finance in unable to attend the meeting (s)he will nominate another member of the Sub-committee to chair in his / her absence.</p>

<b>5. Attendees</b>	<p>Note: Attendees should be referred to by title not name. Minute taker should be stated either as member or in attendance.</p>
	<p>The Sub-committee can co-opt members to provide advice on other governance issues.</p> <p>An administrator will be in attendance at the meetings and take formal minutes.</p>

<b>6. Quorum</b>	<p>The Sub-committee shall be deemed quorate if the following directorates / members are represented / present:</p> <ul style="list-style-type: none"> <li>• Deputy Director of Finance or nominated deputy</li> <li>• One other deputy as listed in Section 4 above</li> <li>• and one other Member.</li> </ul>
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<b>7. Frequency and Notice of Meetings</b>
Note: Include frequency of meetings and agenda and papers
Meeting shall be called at least once every quarter in advance of the AIGC.
Agendas will be generated by Corporate Services and Governance Manager and shared with the Sub-Committee Chair for approval. A formal agenda and supporting papers will be forwarded to all members, and those in attendance where appropriate at least 3 working days prior to the date of the meeting.

<b>8. Minutes and Reporting Arrangements</b>
Note: Detail Governing Body/Committee/Group/Individual reporting to. Also state which of minutes/action points/assurance to be given to which Governing Body/Committee/Group.
The minutes of all meetings of the Sub-committee shall be formally recorded and submitted, together with recommendations where appropriate, to the AIGC. The submission to the AIGC shall include details of any matters in respect of which actions or improvements are needed.

<b>9. Meeting Effectiveness Review</b>
As part of the Governing Body's annual performance review process, the committee shall review its collective performance and that of its individual members and will provide an annual report on the work of the committee for the CCG's Annual Report.
An Annual Report will be prepared and presented to the May Audit and Integrated Governance Committee

<b>10. Review to be conducted by Committee/Group Chair</b>	
<b>Date Committee/Group established</b>	
<b>Terms of Reference to be reviewed</b> e.g. Annually	The terms of reference of the committee shall be reviewed by the Audit and Integrated Governance Committee when required, but at least annually.
<b>Date of last review</b>	February 2018
<b>Date of next review</b>	February 2019