

<b>Meeting Title</b>	<b>Board of Directors</b>		
<b>Date</b>	<b>8.11.18</b>	<b>Agenda item</b>	<b>Bo.11.18.26</b>

## Integrated Governance and Risk Committee: Annual report 2017/18

<b>Presented by</b>	Tanya Claridge, Director of Governance and Corporate Affairs		
<b>Author</b>	Tanya Claridge, Director of Governance and Corporate Affairs		
<b>Lead Director</b>	Clive Kay, Chief Executive		
<b>Purpose of the paper</b>	The Purpose of this paper is to provide a summary of the conduct of and the outcomes from the Integrated Governance and Risk Committee during 2017/18		
<b>Key control</b>	The Integrated Governance and Risk Committee is a key control for the management of the Trust's Corporate Risk Register and the Trust's risk escalation framework		
<b>Action required</b>	For approval		
<b>Previously discussed at/ informed by</b>			
<b>Previously approved at:</b>	<b>Committee/Group</b>	<b>Date</b>	
	Integrated Governance & Risk Committee	17/10/2018	

### Key Options, Issues and Risks

The purpose of the Integrated Governance and Risk Committee is to provide assurance to the Board of Directors that the arrangements for integrated governance and risk management are robust and effective including scrutiny of the Corporate Risk Register, Board Assurance Framework, the Well-Led Framework, and compliance with the NHS Provider Licence. In particular the committee is tasked with overseeing the process by which corporate governance risks are identified, escalated, and managed across the Trust and that the Board is made aware of all significant risks to achieving its strategic objectives.

### Analysis

The Integrated Governance and Risk Committee completed its work plan and met, and was quorate for every scheduled meeting, using a standard agenda that enabled the discharge of its responsibility described in its Terms of Reference.

### Recommendation

The Board of Directors is asked to approve this report

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Risk assessment: <i>not completed in relation to the content of this paper</i>						
Strategic Objective	Appetite (G)					
	Avoid	Minimal	Cautious	Open	Seek	Mature
To provide outstanding care for patients		g				
To deliver our financial plan and key performance targets			g			
To be in the top 20% of NHS employers			g			
To be a continually learning organisation				g		
To collaborate effectively with local and regional partners					g	
The level of risk against each objective should be indicated. Where more than one option is available the level of risk of each option against each element should be indicated by numbering each option and showing numbers in the boxes.	Low		Moderate	High	Significant	
	Risk (*)					
Explanation of variance from Board of Directors Agreed General risk appetite (G)						

<b>Risk Implications (see section 4 for details)</b>	<b>Yes</b>	<b>No</b>
Corporate Risk register and/or Board Assurance Framework Amendments		*
Quality implications		*
Resource implications		*
Legal/regulatory implications		*
Diversity and Inclusion implications		*

<b>Regulation, Legislation and Compliance relevance</b>
<b>NHS Improvement:</b> Risk assessment framework, quality governance framework, code of governance , annual reporting manual
<b>Care Quality Commission Domain:</b> <i>Safe, caring, effective, responsive, well led</i>
<b>Care Quality Commission Fundamental Standard:</b> <b>All</b>
<b>Other (please state):</b>

<b>Relevance to other Board of Director's Committee:</b>					
<b>Workforce</b>	<b>Quality</b>	<b>Finance &amp; Performance</b>	<b>Partnerships</b>	<b>Major Projects</b>	<b>Other (please state)</b>
*	*	*	*	*	

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## 1 PURPOSE/ AIM

The Purpose of this paper is to provide a summary of the conduct of and the outcomes from the Integrated Governance and Risk Committee during 2017/18

## 2 BACKGROUND/CONTEXT

The purpose of the Integrated Governance and Risk Committee is to provide assurance to the Board that the arrangements for integrated governance and risk management are robust and effective including scrutiny of the Corporate Risk Register, Board Assurance Framework, the Well-Led Framework, and compliance with the NHS Provider Licence. In particular the committee is tasked with overseeing the process by which corporate governance risks are identified, escalated, and managed across the Trust and that the Board is made aware of all significant risks to achieving its strategic objectives.

## 3 ANNUAL REPORT

### 3.1 Membership and Quoracy

The Committee met every month apart from June 2017. The Committee is quorate if five members are present of which three must be Executive Directors. The Committee was quorate every time that it met during 2017/18. The meeting in June 2017 focused on the development of the Board Assurance Framework and the revised framework that was going to be introduced in Quarter 3 2017/18.

**Table 1: Integrated Governance and Risk Committee attendance**

Role	Apr	May	June	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar
Chief Executive or deputy	*	*		*	*	*	*	*	*	*	*	*
Chief Operating Officer or deputy	*	*		*	*	*	*	*	*	*	*	*
Director of Strategy and Integration or deputy	*	*		*		*		*	*	*	*	*
Director of Governance and Corporate Affairs or deputy	*			*	*	*	*	*	*		*	*
Director of Finance or deputy	*	*		*	*	*	*	*	*	*	*	*
Director of Human Resources or deputy	*			*	*	*	*	*	*	*	*	*
Director of Informatics or deputy	*	*		*	*	*	*	*	*	*	*	*
Chief Nurse or deputy	*	*		*	*	*	*	*	*	*	*	*
Medical Director or deputy	*	*		*	*	*	*	*	*	*	*	*
Trust Secretary or deputy	*	*		*	*		*	*	*	*	*	*

### 3.2 Conduct

The Integrated Governance and Risk Committee used a standard agenda during 2017/18 to reflect its terms of reference (Appendix 1) and work plan (Appendix 2). The Committee completed the work plan for 2017/18 and a review of the minutes of each meeting indicates

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that the standard agenda was followed at every meeting, ensuring compliance with the terms of reference of the Committee.

### **3.3 Outcomes**

A report from the Integrated Governance and Risk Committee is received by the Board of Directors at each meeting.

The report describes the risks considered by the Committee and the action taken to address them, and the assurances that the risks are being effectively mitigated.

## **4 RISK ASSESSMENT**

The conduct and outcomes of the Integrated Governance and Risk Committee provides good assurance in relation to the performance of the Trust's risk escalation framework, however a programme of work to strengthen and increase the effectiveness of the Committee is planned for during 2018/19. This includes a focus on the use of the Board Assurance Framework, the use of the Trust's risk appetite statement when discussing risks and improving the format and delivery of the corporate risk register for use in the committee.

## **5 RECOMMENDATIONS**

The Committee is asked to approve the report

## **6 Appendices**

**Appendix 1: Standard Agenda (example from February 2018)**

**Appendix 2: Work Plan 2017/18**

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## Appendix 1: INTEGRATED GOVERNANCE & RISK COMMITTEE MEETING AGENDA

<b>Date:</b>		<b>Time:</b>	
<b>Venue:</b>		<b>Chair:</b>	Clive Kay, Chief Executive

Time	No.	Agenda Item	Lead	Outcome To discuss & approve To discuss & note To note & gain assurance To escalate to CRR	Papers attached
		<b>Apologies for Absence</b>	<i>Chair</i>		Verbal
		<b>Minutes and Actions of the meeting held on .....</b>	<i>Chair</i>	To discuss & approve	I
		<b>Matters arising</b>	<i>Chair</i>	To discuss & approve	Verbal

		<b>Corporate Risk Register (CRR)</b>			
		Approval to close Risks		To discuss & approve	
		Escalated Divisional Risks		To discuss & approve	
		Movement log	<i>All</i>	To discuss & note	
		Corporate Risks 12 and over	<i>All</i>	To discuss & note	
		Divisional Risks 15 and over	<i>All</i>	To discuss & note	
		Escalated items from Board of Directors and Committees to Corporate Risk Register 2017/18	<i>Trust Secretary</i>	To discuss & note	
		Limited Assurance Internal Audit Report		To escalate to CRR	

		<b>Corporate Governance</b>			
		Integrated Governance & Risk Committee Dashboard	<i>Chair</i>	To discuss & note	
		External Visits Register	<i>Director of Governance &amp; Corporate Affairs</i>	To discuss & note	
		Board Assurance Framework	<i>Chair</i>	To note & gain assurance	
		Well led Framework	<i>Director of Governance &amp; Corporate Affairs</i>		
		Provider License	<i>Director of Governance &amp; Corporate Affairs</i>		

		<b>Any other business</b>	<i>Chair</i>		
		<b>Matters to escalate to the Board of Directors</b>	<i>Chair</i>		
		<b>Items for Corporate Communication</b>	<i>Chair</i>		
		<b>Date and time of next meeting</b>			

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## Appendix 2: Integrated Governance and Risk Committee Work plan 2017/18

Item:	April 2017	May 2017	June 2017	July 2017	Aug 2017	Sept 2017	Oct 2017	Nov 2017	Dec 2017	Jan 2018	Feb 2018	March 2018	Purpose
<b>Movement Log</b>	X	X	X	X	X	X	X	X	X	X	X	X	Discussion and assurance
<b>Escalation of risks from Divisions/Directorates</b>	X	X	X	X	X	X	X	X	X	X	X	X	Discussion and assurance
<b>Escalated items from BOD &amp; Committees to CRR 2017/18</b>	X	X	X	X	X	X	X	X	X	X	X	X	Discussion and assurance
<b>Risk Dashboard</b>			X			X			X			X	Discussion and assurance
<b>Corporate Risks 12 and over</b>	X			X			X			X			Discussion and assurance
<b>Divisional risks 15 and over</b>		X			X			X			X		Discussion and assurance
<b>All open Corporate Risks</b>			X			X			X			X	Discussion and assurance
<b>Internal Audit Plan</b>												X	Discussion and assurance
<b>Review Internal Audit Process</b>				X									Discussion and assurance
<b>Internal Audit Reports</b>	X	X	X	X	X	X	X	X	X	X	X	X	Discussion and assurance
<b>External Visits Register</b>	X	X	X	X	X	X	X	X	X	X	X	X	Discussion and assurance

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Board Assurance Framework	X	X	X	X	X	X	X	X	X	X	X	X	Discussion and assurance
Provider Licence – Self Certification		X											Review and comment (check for any NHSI deadline changes)
Annual Governance Statement 2016/17	X												Review and comment (check for any NHSI deadline changes)
Corporate Governance Statement	X												Discuss and approve recommendation to Board (check for any NHSI deadline changes)
Review Compliance Code of Governance												X	Discussion and assurance
Review Standing Orders, Standing Financial Instructions & Scheme of Delegation					X								Review and comment
Review Terms of Reference of Integrated Governance & Risk Committee				X									Discuss and recommend to Board
External Reports/Regulatory Matters (when arises)													Review and comment
Review Risk Escalation Framework						X							Discussion and assurance
Review Risk Management Policy						X							Discussion and assurance
Review draft work plan 2018-19												X	Discuss and approve

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