

Integrated Governance Committee Annual Report 2018/19 to the Board of Directors

1. Introduction

Good practice states that the Board of Directors (the Board) should review the performance of its Committees annually to determine if they have been effective, and whether further development work is required.

The period reported on is from 1 April 2018 to 31 March 2019

1.1 Review of Committees

In September 2018 the Board of Directors undertook a comprehensive review of its Board and Committee Structures to improve the effectiveness of the Board. The results of the Board and Board Committee self-assessment process and the outcome of the Audit and Assurance Committee Self-Assessment both identified opportunities for change and improvement in the way that the governance infrastructure of the Foundation Trust is managed. An important starting point was the review of the Terms of Reference of all the Board Committees. The terms of Reference were reviewed and amended to

- Make the role of the Board Committees explicit in relation to the Board Assurance Framework
- Define the inter-relations and interdependence between the different committees
- Make the role of and relationship of Board Committees with the Audit and Assurance Committee explicit
- Standardise wording and format of all terms of reference

These Terms of Reference were approved by the Board of Directors in January 2019

1.2 Scope of this Annual Report

This annual report incorporates an outline of the activities of the Integrated Governance and Risk Committee which was in existence up to 31st January. It also provides an outline of the activities of the Committee as it implemented its revised terms of reference during February and March 2019.

2. Integrated Governance and Risk Committee (April 2018 to January 2019)

2.1 Responsibilities

The purpose of the Integrated Governance and Risk Committee was 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 oversees 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.

From March 2018 to January 2019 the Integrated Governance and Risk Committee carried out its duties as laid out in its Terms of Reference. These duties included:

- monitor and review the Board Assurance Framework and ensuring that risks to the achievement of the Foundation Trust's strategic objectives are identified and managed appropriately

- monitoring the Foundation Trust's compliance with its Provider Licence and ensure that the conditions for the quarterly returns to NHS Improvement are being met prior to Board approval.
- monitoring and review the Well-Led Framework and ensure that the principles of the Foundation Trust Code of Governance are being adhered to appropriately.
- overseeing the effective application of the Foundation Trust's Risk Escalation Framework.

It will also regularly reviewed the Corporate Risk Register and:

- ensured risks relating to the achievement of each strategic objective have been assessed and, where appropriate, included on the Corporate Risk Register
- reviewed all corporate risks scoring 12 or greater, along with new, updated, closed, and overdue review corporate risks. Bi Monthly on detail and bi-monthly by exception
- reviewed all divisional risks scoring 15 or greater which have not yet been escalated to the Corporate Risk Register
- escalated risks with the potential to significantly impact strategic objectives to the Board and its Committees
- raised any issues of significant seriousness to the attention of the Board members in between Board meetings
- received agreed assurance and escalation reports as defined in the forward plan for the Committee which include identification of risks to achieving strategic objectives and CQC compliance
- received internal audit reports with a limited or low assurance opinion and consider whether the matters identified need to be included on the Corporate Risk Register
- received the External Visits Register and associated reports following inspection visits (for example by the HSE, MHRA, and GMC) with respect to identifying and managing risks to the organisation

2.2 Membership and attendance record

The Integrated Governance Committee met on a monthly basis and met nine times during the reporting period.

Membership and attendance is recorded in the table below.

MEMBERS	24.4.18	23.5.18	20.6.18	17.7.18	23.8.18	19.9.18	17.10.18	22.11.18	7.12.18	17.1.19	TOTAL
Clive Kay (Chair)	✓	X	✓	✓	X	✓	X	✓		✓	6 of 9
Pat Campbell	✓	✓	X	✓	✓	X	✓	✓		✓	7 of 9
Karen Dawber	✓	✓	✓	✓	X	✓	X	✓		✓	7 of 9
Cindy Fedell	X	✓	✓	✓	X	X	X	✓		X	4 of 9
Bryan Gill	✓	✓	X	X	✓	✓	X	✓		✓	6 of 9
John Holden	✓	✓	X	✓	X	✓	✓	✓		✓	7 of 9
Matthew Horner	✓	✓	✓	✓	✓	✓	✓	✓		✓	9 of 9
Tanya Claridge	✓	✓	✓	✓	✓	✓	✓	✓		✓	9 of 9
Sandra Shannon	✓	✓	✓	✓	✓	X	✓	✓		X	7 of 9

✓ = Attended	X = Apologies sent
	Denotes period when not a member of the Committee

2.3 Reporting Requirements

Each month the Committee received and reviewed reports on the following standard agenda items;

- 2.3.1 Strategic Risk register
- 2.3.2 Board Assurance Framework
- 2.3.3 External visits register

The Committee also reviewed a number of other issues specific to the Committee's terms of reference. These are all summarised in the routine report received by the Board of Directors

After each meeting, the Committee reports to the next Board meeting by way of a summary report of key points discussed. Once the meeting minutes have been agreed by the Committee, a copy is submitted to the subsequent Board meeting. Minutes include a description of the business conducted, risks identified and key actions agreed.

2.4 Review of the Terms of Reference of the Committee

The Integrated Governance and Risk Committee terms of reference were reviewed in September 2018 by the Board as part of the review of the committees detailed in section 1.1. The Board of Directors approved key changes to the remit of the Committee.

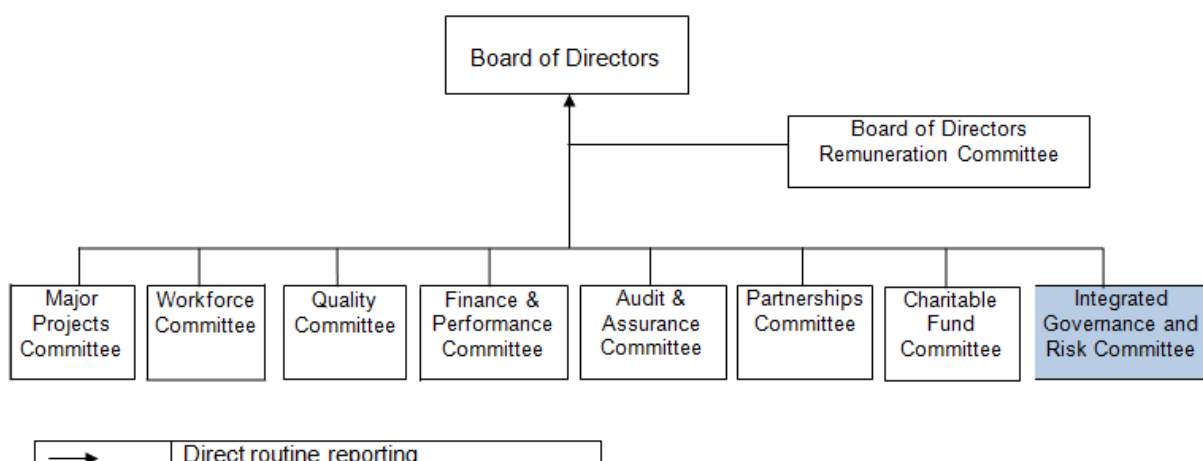
2.5 Cycle of Business

The Integrated Governance and Risk Committee keeps under review its own working arrangements and is mindful of the need to ensure that its remit fits appropriately with the other Committees of the Board of Directors.

2.6 Conclusion

The Integrated Governance and Risk Committee believes it has taken all reasonable steps to perform its duties as delegated by the Board and mandated in its Terms of Reference and in accordance with good governance arrangements.

3. Integrated Governance and Risk Committee (February 2019 to March 2019)



3.1 Purpose

The purpose of the Committee is to provide assurance to the Board that the arrangements for integrated governance and risk management are consistent and comprehensive and effective.

Trust Strategic Objectives		Committee Role
1	To provide outstanding care for patients	Oversight and assurance of risk
2	To deliver our financial plan and key performance targets	Oversight and assurance of risk
3	To be in the top 20% of employers	Oversight and assurance of risk
4	To be a continually learning organisation	Oversight and assurance of risk
5	To collaborate effectively with local and regional partners	Oversight and assurance of risk

3.2 Objective

The objective of the Committee is to enable the Foundation Trust Board to obtain assurance that there is effective scrutiny of the Corporate Risk Register, Board Assurance Framework, the Well-Led Framework, and compliance with the NHS Provider Licence. In particular the committee will oversee the process by which strategic risks are identified, escalated, and managed across the Trust and that the Board is made aware of all risks to achieving its strategic objectives.

3.3 Principal Duties

The principal duties of the Committee are:

- To receive and review the strategic objectives as defined by the Board of Directors, reviewing the key controls and identifying any areas where there is a risk in relation to either a gap in control, or a gap in assurance.
- To receive and review the Board's Risk Appetite statement at each meeting and apply it to their review of the strategic risks and associated assurance related to the Trust's Strategic Objectives.
- To receive and scrutinise all Strategic Risks in the context of the Board Assurance Framework, monitoring progress made in mitigating those risks, identifying any areas where additional assurance is required.
- To receive and scrutinise all risks identified and being managed by the Trust where the risk score is assessed as being 12 or above that are not being managed on the strategic risk register.
- To provide a summary of strategic risks and their associated controls and current mitigation to each relevant Board Committee. This report will be received as an Appendix to the Board Assurance Framework at each Board Committee meeting.
- To report, as per the agreed memorandum of understanding to the Audit and Assurance Committee and to provide assurance to the Trust Board on the adequacy of control and mitigation against such risks.

3.4 Operational Responsibilities

The Committee is responsible for providing the Trust Board with assurance on all aspects of integrated risk within the organisation

The Committee discharged this responsibility through:

- Monitoring and review of the Board Assurance Framework and ensuring that risks to the achievement of the Foundation Trust's strategic objectives are identified and managed appropriately.
- Monitoring the Foundation Trust's compliance with its Provider Licence and ensure that the conditions for the quarterly returns to NHS Improvement are being met prior to Board approval.
- Monitoring and reviewing the Well-Led Framework and ensure that the principles of the Foundation Trust Code of Governance are being adhered to appropriately.
- Oversight and Scrutiny of the effective application of the Foundation Trust's Risk Escalation Framework.
- Annually reviewing the effectiveness of the Trust's Risk Management Strategy and Risk Escalation Framework.
- Regularly reviewing the Strategic Risk Register and:
 - ensuring risks relating to the achievement of each strategic objective have been assessed and, where appropriate, included on the Strategic Risk Register
 - reviewing all strategic risks scoring 12 or greater, along with new, updated, closed, and overdue review corporate risks. Bi Monthly on detail and bi-monthly by exception
 - reviewing all divisional risks scoring 12 or greater which have not yet been escalated to the Strategic Risk Register
 - escalating risks with the potential to significantly impact strategic objectives to the Board and its Committees
 - raising any issues of significant seriousness to the attention of the Board members in between Board meetings
 - receiving agreed assurance and escalation reports as defined in the forward plan for the Committee which include identification of risks to achieving strategic objectives
 - receiving internal audit reports with a limited or low assurance opinion and consider whether the matters identified need to be included on the Corporate Risk Register
 - receiving the External Visits Register and associated reports following inspection visits (for example by the HSE, MHRA, and GMC) with respect to identifying and managing risks to the organisation.

3.5 Membership and Attendance Record

The Committee met on a monthly basis and met twice during the reporting period.

Membership and attendance is recorded in the table below

MEMBERS	13.2.19	20.3.19	TOTAL
Clive Kay (Chair)	X	✓	1 of 2
Pat Campbell	X	X	0 of 2
Karen Dawber	✓	✓	2 of 2
Cindy Fedell	X	✓	1 of 2
Bryan Gill	✓	✓	2 of 2
John Holden	✓	✓	2 of 2
Matthew Horner	✓	✓	2 of 2
Tanya Claridge	✓	✓	2 of 2
Sandra Shannon	✓	✓	2 of 2

✓ = Attended	X = Apologies sent
	Denotes period when not a member of the Committee

3.5 Reporting Requirements

Each month the Committee received and reviewed reports on the following standard agenda items;

- 3.5.1 Board Assurance Framework
- 3.5.2 Strategic Risk Register
- 3.5.3 Divisional Risks (over 15)
- 3.5.4 External Visits Register
- 3.5.5 Matters to share with other Board Committees
- 3.5.6 Matters to Escalate to the Strategic Risk Register
- 3.5.7 Matters to Escalate to the Board of Directors
- 3.5.8 Items for Corporate Communications

The Committee also reviewed a number of other issues specific to the Committee's terms of reference. These are all summarised in the routine report received by the Board of Directors

After each meeting, the Committee reports to the next Board meeting by way of a summary report of key points discussed. Once the meeting minutes have been agreed by the Committee, a copy is submitted to the subsequent Board meeting. Minutes include a description of the business conducted, risks identified and key actions agreed

3.5 Cycle of Business

The Integrated Governance and Risk Committee keeps under review its own working arrangements and is mindful of the need to ensure that its remit fits appropriately with the other Committees of the Board of Directors.

3.6 Conclusion

The Integrated Governance and Risk Committee believes it has taken all reasonable steps to perform its duties as delegated by the Board and mandated in its Terms of Reference and in accordance with good governance arrangements.

October 2019

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