Ashford and St. Peter's Hospitals NHS
NHS Foundation Trust

Trust Board
16th December 2010

TITLE	**Board Sub Committees**
SUMMARY	The Board has previously agreed Terms of Reference for its sub committees, including the Integrated Governance and Assurance Committee (IGAC). As part of the preparation for Foundation Trust status, the draft Constitution was reviewed by Monitor. A number of comments and suggestions were made by Monitor. One matter raised was the composition of Board sub committees. Schedule 7 of the NHS Act states that the Board may delegate powers 'to a sub committee comprising Directors or to an individual director'. This is also reflected in the Model constitution. The October Board agreed the changes to the Constitution which mean that Terms of Reference must reflect this. Therefore all Board sub committee Terms of Reference must clearly identify that only Board Directors are formal members and others are 'in attendance'. The sub committee Terms of Reference have all been checked (Audit, Remuneration, Finance and IGAC). All conform with the requirements of the Act except for IGAC. Minor amendment has therefore been made to the Terms of Reference for IGAC and have been submitted to IGAC (15th December) and are attached. The Chair of IGAC can inform the Board of IGAC's conclusion in recommending them to the Board for approval.
BOARD ASSURANCE (Risk) / IMPLICATIONS	The Constitution underpins the Foundation Trust governance arrangements and the Trust must be legally compliant. BAF risk 3.1 Foundation Trust status
STAKEHOLDER / PATIENT IMPACT AND VIEWS	Views from Monitor, the Foundation Trust regulator.
EQUALITY AND DIVERSITY ISSUES	None known
LEGAL ISSUES	Conforms with the requirements of the NHS Act 2006 and the Monitor Code of Governance 2010. Advice has also been sought from the Trust's legal advisors.

The Board is asked to:	Agree the revised Terms of Reference of the Integrated Governance committee
Submitted by:	Jane Gear Head of Corporate Affairs
Date:	2nd December 2010
Decision:	For Approving

Integrated Governance Assurance Committee (IGAC) – Terms of Reference 2010

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Committee or Group and all employees are directed to co-operate with any request made by the Committee.

Limits to authority

- It is not the duty of the IGAC to carry out any function that properly belongs to the Trust Board

Membership

1. Chief Executive
2. Chief Nurse (Chair of Patient Safety and Risk Committee)
3. Deputy Chief Executive
4. Director of Finance and Information
5. Director of Workforce and Organisational Development
6. Medical Director (Chair of Clinical Governance Committee)
7. Non Executive Director (Chair)
8. Non Executive Director (Chair of Audit Committee)
9. Non Executive Director/Safety Lead

In attendance

10. Clinical Risk Manager
11. Head of Customer Affairs
12. Head of Information
13. Head of Corporate Affairs
14. Head of Quality and Integrated Governance (Secretary)
15. Patients Panel representative

Observers

1. Internal Audit

Attendance

Attendance at meetings is essential and each member is required to attend at least 4 of the 6 meetings during the year, inclusive of deputisations.

Quorum

The quorum necessary for transaction of business will be at least 9 of the designated members who must be in attendance. The attendees must include 1 NED, 2 Executive Directors . 1 representative from Quality and Risk must be in attendance.

Where an Executive Director cannot attend, the Deputy Director should attend as nominated deputy but will not form part of the quorum.
The Quality department attendees will deputise for each other.

Frequency and Conduct

The Committee will meet bi-monthly.

CHAIR

A Non Executive Director will act as Chair of the Committee. In their absence another Non Executive Director will deputise

SECRETARY

The Committee will be supported by the Secretary whose duties include

- Agreement of the agenda with the Chair and collation of the papers
- Taking the minutes and keeping a record of matters arising and issues to be carried forward
- Advising the Committee on pertinent areas

Papers will be circulated 1 week prior to the meeting.
Papers should be submitted to the Secretary 7 working days prior to the meeting.

Membership and terms of reference will only be changed with the approval of the Committee and will be reviewed and agreed annually.

Duties

- The Integrated Governance Assurance Committee has a duty to ensure that the Trust's governance systems, behaviours and processes relating to risk management, clinical and non-clinical governance, and the achievement of organisational objectives are effective, and provide the Board with the assurance required to govern effectively.
- To ensure the identification, management and control of risk is robust and cohesive, taking action where necessary and alerting the Board to any areas of concern.
- To consider the resource implications for risk control.
- To work in association with the Audit Committee in matters of corporate governance.
- To oversee the development of the Trust's Integrated Governance and Risk Management Strategy
- To oversee the development and maintenance of the Board Assurance Framework (BAF) and management of the corporate risk register
- To act as parent Committee to the Clinical Governance Committee, and the Safety and Risk Committee

Key Responsibilities

- To monitor and review top level and significant risks identified from the Trust's Risk Register, to consider the adequacy of control mechanisms, whether identified risks are scored correctly, and to take action to ensure risks are mitigated when necessary.
- To review completed Serious Untoward Incident reports and satisfy itself that appropriate action is taken
- To oversee compliance with the Essential Standards of Quality and Safety and ensure that sufficient assurance of compliance is available to the Board

- To monitor levels of risk associated with external inspections and reviews, in particular to oversee the progress and compliance with the NHSLA Risk Management standards and to take action when necessary
- To receive exception reports from the Clinical Governance Committee and the Safety and Risk Committee and take action where necessary.
- To receive feedback from the Finance Committee and Audit Committee
- To receive the quarterly PALS, Incidents, Claims and Complaints (PICC) report

Reporting Lines

The Chair will report to the Trust Board on the proceedings of the Committee and draw attention to any issues that require disclosure or require action.

Minutes of the IGAC will be provided for the Trust Board after each meeting and a full report will be provided once a year.

Minutes of the meeting and the Corporate Risk Register will be provided to the Audit Committee for each meeting after each IGAC.

Monitoring

The effectiveness of the Committee and the governance processes will be monitored by the internal auditors and demonstrated via the internal annual audit reports.
Further scrutiny will be provided by the Trust Board through receipt of minutes and reports.

Approved by Trust Board
Approved by IGAC