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

TRUST BOARD
29th September 2011

TITLE	**Terms of Reference: Integrated Governance and Assurance Committee (IGAC)**
SUMMARY	The Board has previously agreed Terms of Reference for its Sub Committees, including IGAC. Following our NHSLA Level 2 assessment based on the NHSLA Risk Management Standards for Acute Trusts 2010/11 our NHSLA assessor suggested reviewing the TOR for IGAC. Draft revised Terms of Reference for IGAC are therefore attached and have been agreed at IGAC
BOARD ASSURANCE (Risk) / IMPLICATIONS	The Constitution underpins the Foundation Trust governance arrangements and the Trust must be legally compliant.
STAKEHOLDER / PATIENT IMPACT AND VIEWS	Views from NHSLA assessor
EQUALITY AND DIVERSITY ISSUES	None known
LEGAL ISSUES	Conforms with the requirements of the NHS Act 2006 and the Monitor Code of Governance 2010.
The Trust Board is asked to:	Note the changes needed to Terms of Reference
Submitted by:	Jane Gear Head of Corporate Affairs on behalf of Philip Beesley, Chairman IGAC
Date:	20 September 2011
Decision:	For Approving

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Terms of Reference Integrated Governance and Assurance Committee

The draft Terms of Reference have been scrutinised by IGAC and the main changes proposed are

1 **Membership**

Where the Non Executive Director who chairs the Committee also carries out the role of NED safety lead or Chair of Audit Committee, there need only be two NEDs

2 **Attendance**

The current ToR state-*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.*

This means that a member could always send a Deputy and never attend personally so the phrase 'inclusive of deputisations has been removed.

3 **Quorum**

Quorum is currently 6 out of 9 members.

The last draft Terms of Reference to the June meeting raised the quorum to 9 which would take into account the attendees. However only formal members of the Committee can count to quorum.

Recognising the change in the NED membership it is proposed to make the quorum - least 5 of the 8 or 6 of the 9 designated members.

4 **Frequency of meetings**

As agreed at the Board previously, the frequency of meetings is to be quarterly i.e. 4 per annum.

Integrated Governance Assurance Committee (IGAC) – Terms of Reference 2011 (DRAFT)

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)

Where the Non Executive Director who chairs the Committee also carries out the role of NED safety lead or Chair of the Audit Committee, there will only be 2 Non Executive members of the Committee and total membership will be eight.

In attendance

10. Head of Patient Safety
11. Head of Patient Experience
12. Associate Director of Informatics
13. Head of Corporate Affairs
14. Head of Quality (Secretary)
15. Patients Panel representative

Observers

1. Internal Audit

Attendance

Attendance at meetings is essential and each member is required to attend at least 3 of the 4 meetings during the year.

Quorum

The quorum necessary for transaction of business will be at least 5 of the 8 or 6 of the 9 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 no less than four times per annum.

CHAIR

A Non Executive Director will act as Chair of the Committee. In their absence another Non Executive Director on the Committee 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 Board 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., after each meeting

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.

IGAC will receive an exception report from the Clinical Governance Committee after each bi-monthly meeting.

IGAC will receive an exception report from the Safety & Risk Committee after each quarterly meeting.

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 :