

**GOVERNANCE COMMITTEE
TERMS OF REFERENCE
MARCH 2025**

Approved by Trust Board 01/05/2025

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1.0 CONSTITUTION

The Trust Governance Committee is a Standing Committee of the Trust Board. The Committee members include 2 Non-executive Directors; one of whom will act as Chair of the Committee plus 1 other Non-Executive, Executive Directors and members of staff with a corporate quality and safety remit.

2.0 MEMBERSHIP

2.1 The Committee shall include the following membership:

Members

2 Non-Executive Directors (one of whom will act as Chair)

Chief Executive

Medical Director

Executive Director of Nursing, Midwifery & Allied Health Professionals

Executive Director of Social Work/Director of Children & Families

Director of Adult Mental Health & Disability Services

Director of Planning, Performance and Corporate Services

Director of Unscheduled Care, Medicine, Cancer & Clinical Services

Director of Surgery, Paediatrics & Women's Health

Director of Community & Older Peoples Services

In attendance

Assistant Director of Nursing Services, Governance/Safe and Effective Care

Assistant Director, Quality Development for Social Work

Head of AHP Services

Assistant Director of Quality & Safety and Governance Lead

Head of Pharmacy and Medicines Management

Governance Manager

Corporate Risk Manager

Chairs of all 3 Sub-Committees to attend

2.2 Quorum

A quorum shall be 4 members, 2 of whom must be Non-Executive Directors.

3.0 FREQUENCY of Meetings

Meetings will be held quarterly

4.0 AUTHORITY

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

5.0 DUTIES

The Committee shall review the establishment and maintenance of an effective system for governance across the whole of the Organisation's activities in line with the DHSSPS Q2020 strategy. This will support the achievement of the Trust's objectives, minimizing the exposure to corporate, financial, human resource and clinical and social care risks. The Committee will be responsible for:

- Getting assurance that there is an effective governance infrastructure within the Trust with clearly defined professional / managerial lines of accountability across all Directorates;
- Ensuring arrangements are in place to produce and approve the evidence required by the Department of Health for the completion of the Board Governance Self-Assessment, and Assurance Framework.
- Ensuring that an Assurance Framework accurately records the Trust's objectives and that associated risks are identified together with the measures and controls to manage these principal risks;
- Seeking assurance from Executive Directors through Directorate Governance Reports, covering all aspects of quality, safety and governance;
- Reviewing the implementation and ensuring continued compliance with quality / risk related standards e.g. NICE, NPSA, RQIA, external and internal reviews, and reports through assurances from the Quality & Standards Sub-Committee;
- Seeking assurance that action plans developed as a result of external reviews / reports are being progressed and implemented;
- Supporting a learning culture across the Trust in response to lessons learned to protect patient and client safety and to ensure professional competence;
- Monitoring the implementation of the Trust's Safety Quality Management System improvement plan;
- Overseeing ongoing development of quality improvement programs and projects;
- Receiving assurances from the following Sub-Committees via reports by the Chair as a standing agenda item:
 - Corporate Governance Sub-Committee
 - Quality and Standards Sub-Committee
 - Clinical and Social Care Governance Sub-Committee
- Receiving a report and assurances from the Chair/s of the Rapid Review Group that where concerns have arisen, an appropriate investigation has been undertaken, any agreed actions delivered, appropriate learning having been identified and shared.
- Oversight of Perinatal Mortality Review Tool outcomes on a bi-annual basis. Any issues identified should be escalated to the Corporate Management Team and Trust Board.
- To consider a bi-annual report from the Equality Oversight Board to report on progress with the Trust Equality Action Plan.

- Escalation of any risks or other areas of concern identified through the above responsibilities that require Trust Board scrutiny and/or decision making.

6.0 ACCOUNTABILITY OF THE COMMITTEE

The minutes of the Committee shall be formally recorded and distributed to the members of the Committee in advance of the next meeting.

The Chair of the Committee will provide a verbal update to the next available meeting of Trust Board following each meeting.

The minutes of the Committee shall be formally approved at the next meeting of the Committee and submitted to the next available meeting of Trust Board for noting.

7.0 CONFLICTS OF INTEREST

To help maintain impartiality, objectivity and credibility, members are required to disclose any actual or potential conflicts of interest at the beginning of the meeting and as they arise during discussions. The declaration should be recorded and appropriate measures taken to manage these conflicts, such as recusal from relevant discussions or decisions.

8.0 CONFIDENTIALITY

All members must respect the confidential nature of any personal information discussed at this forum and ensure that if sharing learning or reporting from the forum, such information is anonymised or removed as appropriate.

9.0 REVIEW

The terms of reference and membership of the Governance Committee will be subject to an annual review.