

**NHS South Tees Clinical Commissioning Group
Governance and Risk Committee
Terms of Reference**

1. Constitution

1.1 The Governance and Risk Committee (the committee) is established in accordance with NHS South Tees Clinical Commissioning Group's (the CCG) Constitution. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee and shall have effect as if incorporated into the Constitution.

2. Membership

2.1 The Committee shall be appointed by the CCG as set out in the CCG's Constitution and shall be made up of the following core members:

- two lay members
- the Director of Finance & Governance (who also carries out the role of SIRO) or deputy
- a Governing Body GP member (who also carries out the role of Caldicott Guardian)
- Director of Nursing & Quality (or deputy).
- Head of Governance
- Commissioning Support Unit Senior Governance Manager.

2.2 A Lay Member will Chair the committee.

2.3 A Lay Member will be vice-Chair of the committee.

2.4 The Audit Chair will not be a member of the Committee.

2.5 Other members may be co-opted onto the committee and may serve in an advisory capacity only.

3 Secretary

3.1 The secretary to the committee shall attend to take minutes of the meeting and together with the Head of Governance will be responsible for drawing the committee's attention to best practice, national guidance and other relevant documents as appropriate.

4 Quorum

4.1 No business shall be transacted at a meeting unless three core members are present.

5 Frequency and notice of meetings

- 5.1 The committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities. A benchmark of four meetings per annum at appropriate times in the reporting is suggested.
- 5.2 The Committee Secretary will maintain a register of attendance which will be published within the CCGs Annual Report.

6 Remit and responsibilities of the Committee

- 6.1 The committee will be accountable to the Governing Body and will have responsibility for overseeing and reporting to the Governing Body and providing assurance to the Audit Committee on governance and risk management, information governance, research governance and equality and diversity issues.
- 6.2 The Committee will seek assurance from other Governing Body sub committees who will ensure there are arrangements in place to develop, maintain and regularly review risks associated with their area of responsibility to ensure the effective management of risk. Corporate risks (with a residual grading of 12 or above) should be escalated to the CCG Risk Register and the responsible officer for risk; and brought to the attention of the Governance and Risk Committee at their next meeting.

6.1.1 Risk Framework

The Committee will:

- maintain a robust framework of Governing Body assurance by agreeing and overseeing the implementation of dynamic governance arrangements and compliance status by ensuring appropriate and robust systems and processes are developed and implemented to minimise risk and ensure compliance.
- Gain assurance that the Risk Register is up to date, risks are identified and action plans are in place and monitored.
- Monitor performance against the governance work plan and in particular progress against the annual work programmes for risk management, health and safety, fire safety, research governance, information governance and equality and diversity.
- Receive and review reports on organisational performance in compliance with the statutory functions in relation to the Assurance Framework
- Escalate issues for consideration within the Governing Body Assurance Framework where appropriate.

6.1.2 Annual Governance Statement / Maintaining Standards

- Challenge and monitor progress relating to significant risks to facilitate the satisfactory completion of the Annual Governance Statement.

6.1.3 Policy Management

- The Committee will receive, consider and approve organisational policies on behalf of the Governing Body.

6.1.4 Assurance

- The Committee will receive and review the findings of other significant assurance organisations and consider the implications to the governance of the organisation and act upon it accordingly.

In all cases, recommendations agreed in these reports will be monitored via the risk register (as appropriate) and/or updates on progress to the Committee.

The Committee will request in-depth reports on specific risk areas as is considered appropriate to provide relevant assurances.

7 Relationship with Governing Body

- 7.1 The minutes of the committee meetings shall be formally recorded and submitted to the Governing Body. The Chair of the Committee shall draw to the attention of the Governing Body any issues that require disclosure to the relevant statutory body, or require executive action.
- 7.2 The Committee will report to the Governing Body at least annually on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation and the integration of governance arrangements. This may be done either as an independent report or via the CCG's draft Annual Report.

8 Conduct of the Committee

- 8.1 The Committee shall conduct its business in accordance with national guidance, relevant codes of practice including the Nolan Principles and the CCG's Standards of Business Conduct and Conflict of Interest policy.

9 Managing Conflicts of Interest

- 9.1 Declarations of interest and declarations of any gifts & hospitality will be an agenda item at each meeting. All declarations of interest and gifts & hospitality will be recorded in the Minutes.
- 9.2 Everyone attending a meeting will be required to declare any interest they have in any agenda item as soon as it becomes apparent. The Chair will determine

whether the individual should withdraw from the meeting, the discussion and/or voting.

- 9.3 Similarly, if another member of the Committee is aware of an interest that has not been declared by the conflicted individual, then this should be raised with the Committee Chair and appropriate action taken.
- 9.4 Conflicts of interest should be declared and managed in accordance with the CCG's Standards of Business Conduct and Conflicts of Interest Policy. The definition of conflicts of interest is attached to these terms of reference (annex A).
- 9.5 If in doubt, the individual concerned should assume that a potential conflict of interest exists and consult the CCG's Standards of Business Conduct and Managing Conflicts of Interest Policy.

10 Annual General Meeting

- 10.1 The Chair of the Committee will normally attend the Annual General Meeting and be prepared to respond to any questions relating to the Committee's activities.

Approved: February 2015

Review: February 2016 (Governance & Risk Committee)

Review: March 2016 (Governing Body)

Review: 16 November 2016 (Governance & Risk Committee)

Approved: 30 November 2016 (Governing Body)

Next review – February 2018

Types of interest

Type of Interest	Description
Financial Interests	<p>This is where an individual may get direct financial benefits from the consequences of a commissioning decision. This could, for example, include being:</p> <ul style="list-style-type: none"> • A director, including a non-executive director, or senior employee in a private company or public limited company or other organisation which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations; • A shareholder (or similar owner interests), a partner or owner of a private or not-for-profit company, business, partnership or consultancy which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations. • A management consultant for a provider; • In secondary employment (see paragraph 56 to 57); • In receipt of secondary income from a provider; • In receipt of a grant from a provider; • In receipt of any payments (for example honoraria, one off payments, day allowances or travel or subsistence) from a provider • In receipt of research funding, including grants that may be received by the individual or any organisation in which they have an interest or role; and • Having a pension that is funded by a provider (where the value of this might be affected by the success or failure of the provider).
Non-Financial Professional Interests	<p>This is where an individual may obtain a non-financial professional benefit from the consequences of a commissioning decision, such as increasing their professional reputation or status or promoting their professional career. This may, for example, include situations where the individual is:</p> <ul style="list-style-type: none"> • An advocate for a particular group of patients; • A GP with special interests e.g., in dermatology, acupuncture etc. • A member of a particular specialist professional body (although routine GP membership of the RCGP, BMA or a medical defence organisation would not usually by itself amount to an interest which needed to be declared); • An advisor for Care Quality Commission (CQC) or National Institute for Health and Care Excellence (NICE); • A medical researcher.
Non-Financial Personal Interests	<p>This is where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include, for example, where the individual is:</p> <ul style="list-style-type: none"> • A voluntary sector champion for a provider; • A volunteer for a provider; • A member of a voluntary sector board or has any other position of authority in or connection with a voluntary sector organisation; • Suffering from a particular condition requiring individually funded

Type of Interest	Description
	treatment; <ul style="list-style-type: none"> • A member of a lobby or pressure groups with an interest in health.
Indirect Interests	This is where an individual has a close association with an individual who has a financial interest, a non-financial professional interest or a non-financial personal interest in a commissioning decision (as those categories are described above). For example, this should include: <ul style="list-style-type: none"> • Spouse / partner; • Close relative e.g., parent, grandparent, child, grandchild or sibling; • Close friend; • Business partner.