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CYMRU  
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WALES

Pwyllgor Gwasanaethau Iechyd  
Arbenigol Cymru (PGIAC)  
Welsh Health Specialised  
Services Committee (WHSSC)

## **INTEGRATED GOVERNANCE COMMITTEE**

### **TERMS OF REFERENCE**

<b><i>Document Author:</i></b>	Corporate Governance Manager
<b><i>Executive Lead:</i></b>	Committee Secretary
<b><i>Approved by:</i></b>	Joint Committee
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## **1. INTRODUCTION**

The Standing Orders of the Joint Committee provide that *“The Joint Committee may and, where directed by Welsh Government must, appoint sub-committees either to undertake specific functions on the Committee's behalf or to provide advice and assurance to the Committee in the exercise of its functions. The Joint Committee’s commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by sub-committees”*.

In line with standing orders (3.4.1) and the scheme of delegation, the Joint Committee shall nominate a sub-committee to be known as the **Integrated Governance Committee (“the sub-committee”)**. The detailed terms of reference and operating arrangements set by the Joint Committee in respect of this sub-committee are set out below.

## **2. PURPOSE**

The purpose of the sub-committee is to **scrutinise** evidence and information brought before it in relation to activities and potential risks which impact on the services commissioned by the Welsh Health Specialised Services Committee and provide **assurance** to the Joint Committee that effective governance and scrutiny arrangements, in accordance with the standards of good governance determined for the NHS in Wales, are in place across the organisation.

Where appropriate, the sub-committee will advise the Joint Committee on where, and how, its governance and accountability framework may be strengthened and developed further.

### **3. DELEGATED POWERS AND AUTHORITY**

#### **3.1 Delegated Powers**

The sub-committee will, in respect of its provision of advice to the Joint Committee, ensure that:

- Appropriate mechanisms are in place to manage risk identifying and reviewing the top level risks and ensuring that plans and processes are in place to manage those risks;
- It maintains an oversight of the work of the WHSSC Quality and Patient Safety Committee (QPSC).
- It maintains an oversight of the work of the CTMUHB Part B Audit & Risk Committee (ARC).
- The sub-committee will ensure integration of the governance work, addressing issues which fall outside or between the work of the these sub-committees, ensuring no duplication and coordinating those issues which need the attention of all three sub-committees;
- It oversees the Joint Committee's Integrated Commissioning Plan (ICP) for Specialised Services, scrutinising the delivery and performance of the ICP; and
- It maintains an oversight of the work of the Welsh Kidney Network (WKN) addressing issues which fall outside or between the work of the network and the Welsh Health Specialised Services Team.
- It oversees the development of the Annual Governance Statement (AGS), specifically commenting on the adequacy of the assurance framework, the extent to which risk management is comprehensively embedded throughout the organisation, the integration of governance arrangements and the appropriateness of self-assessment activity.

#### **3.2 Authority**

The sub-committee is authorised by the Joint Committee to investigate or have investigated any activity within its sphere of responsibility. In doing so, the sub-committee shall have the right to inspect any books, records or documents of the Welsh Health Specialised Services Committee. It may seek any relevant information from any employee and all employees are directed to cooperate with any reasonable request made by the sub-committee.

The sub-committee is authorised by the Joint Committee to obtain external legal or other independent professional advice and to secure the attendance of external experts/ advisors with relevant experience and expertise if it considers it necessary, subject to NHS procurement, budgetary and other requirements.

### **3.3 Task and Finish Groups**

The sub-committee may, subject to the approval of the Joint Committee establish task and finish groups to carry out on its behalf specific aspects of Sub-committee business.

## **4. MEMBERSHIP**

The membership of the sub-committee shall comprise of the Independent Members (IMs) of the Welsh Health Specialised Services Committee.

The Chair of the Joint Committee shall chair the sub-committee and in the absence of the Chair, the Joint Committee Vice Chair will deputise, failing whom any Independent Member determined by the Independent Members present at any meeting.

The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise if required.

### **4.1 Attendance**

The Internal and External Auditors will be invited to attend as and when required at the discretion of the sub-committee.

The following officers (or a deputy) will routinely be invited to attend:

- The Managing Director,
- The Director of Planning,
- The Chair of the Welsh Kidney Network (WKN) , failing whom the lead WHSSC executive,
- The Chair of the Individual Patient Funding Request (IPFR) panel, failing whom the lead WHSSC executive; and
- The Committee Secretary.

Such other officers as the Chair determines shall be invited to attend, from time to time, as and when required to assist with its discussions on any particular matter.

### **4.2 Member Appointments**

The membership of the sub-committee shall be determined by the Joint Committee – taking account of the balance of skills and expertise necessary to deliver the committee's remit and subject to any specific requirements or directions made by Welsh Government and in line with the Welsh Health Specialised Committee Governance and Accountability Framework.

### **4.3 Support to Committee Members**

The Committee Secretary, on behalf of the sub-committee Chair, shall:

- Determine the secretarial and support arrangements for the sub-committee,
- Arrange the provision of advice and support to sub-committee members on any aspect related to the conduct of their role; and
- Co-ordinate the provision of a programme of organisational development for sub-committee members.

## **5. COMMITTEE MEETINGS**

### **5.1 Quorum**

The quorum for meetings shall be 2 Independent members, including the Chair, and two officers.

### **5.2 Frequency of Meetings**

The sub-committee will aim to meet not less frequently than 3 times a year.

### **5.3 Dealing with Members' interests during meetings**

Declarations of interest will be a standing agenda item for all meetings. Members must declare if they have any personal or business pecuniary interests, direct or indirect, in any contract, proposed contract, or other matter that is the subject of consideration on any item on the agenda for a meeting.

Interests declared at the start of, or during a meeting will be managed in accordance with section 7.3 of the WHSSC Standing Orders.

Where individual members identify an interest in relation to any aspect of business set out in the meeting agenda, that member must declare an interest at the start of the meeting. Members should seek advice from the Chair, through the Committee Secretary before the start of the meeting if they are in any doubt as to whether they should declare an interest at the meeting. All declarations of interest made at a meeting must be recorded in the minutes.

### **5.4 Withdrawal of Individuals in Attendance**

The sub-committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

### **5.5 Agenda and Papers**

The Chair will determine the agenda for each meeting, taking into account any suggestions or requests from individual members and WHSSC officers.

Members will be provided with the agenda and supporting papers for each meeting at least five working days in advance of each meeting.

A schedule of dates for the meetings will be published for the year ahead and where possible the dates will sequence with the Joint Committee meetings. Meetings will be carried out openly and transparently in a manner that encourages the active engagement of stakeholders.

## **5.6 Conduct of Meetings**

The Chair, will preside at any meeting of the Integrated Governance Committee.

The Committee may invite individuals or groups to address its meetings.

All meetings will normally be held virtually or in the WHSSC Office

## **5.7 Values and Standards**

The Integrated Governance Committee will conduct all its activities in accordance with NHS Values and the Standards of Behaviour Framework set for public services in Wales. Individual members will operate within their defined Standards of Behaviour Framework, which incorporates the Seven Principles of Public Life (the Nolan Principles).

## **5.8 Secretariat**

The Integrated Governance Committee will be supported by the Committee Secretariat and the WHSSC Committee Secretary.

The Secretariat will:

- provide the first point of contact for members in relation to all routine business,
- co-ordinate the activities of the Integrated Governance Committee,
- Arranging meetings and issue invites for each meeting,
- Agree agendas with the Chair and prepare, collate and circulate papers,
- ensure that all papers are distributed at least five clear working days in advance of any meeting,
- ensure that the draft minutes will be provided to the meeting Chair within ten working days following the meeting,
- Ensure that there is a register of actions agreed at meetings and seeking timely updates from members with regards to their specific action points; and
- Maintain records of members' appointments and renewal dates.

## **6. REPORTING AND ASSURANCE ARRANGEMENTS**

**The sub-committee is directly accountable to the Joint Committee for its performance in exercising the functions set out in these terms of reference.**

The sub-committee Chair shall:

- Report formally, regularly and on a timely basis to the Joint Committee on the sub-committee's activities. This may include verbal updates on activity, the submission of a Chairs report and/or written reports,
- Bring to the Joint Committee's specific attention any significant matters under consideration by the sub-committee; and
- Ensure that there are appropriate escalation arrangements in place to alert the Chair, Managing Director or chairs of other relevant sub-committees of any urgent/ critical matters that may affect the operation and/ or reputation of the Welsh Health Specialised Services Committee.

## **7. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

The requirements for the conduct of business as set out in the WHSSC Standing Orders are equally applicable to the operation of the sub-committee.

## **8. REVIEW OF EFFECTIVENESS**

In accordance with the Standing Orders, the Committee Secretary, on behalf of the Joint Committee, shall oversee a process of regular and rigorous self-assessment and evaluation of the sub-committee's performance and operation including that of any task and finish groups established.

## **9. RELATIONSHIP WITH THE JOINT COMMITTEE AND ITS COMMITTEES/GROUPS**

Although the Joint Committee has delegated authority to the sub-committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for those citizens for whom it secures that healthcare.

The sub-committee, through the Chair and members, shall maximise cohesion and integration across all aspects of governance and assurance through the joint planning and co-ordination of the Joint Committee and sub-committee business and sharing of information.

The sub-committee shall embed the corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

The requirements for the conduct of business as set out in the Welsh Health Specialised Services Committee Standing Orders are equally applicable to the operation of the sub-committee, except in the area

relating to the Quorum.

## **10. REVIEW**

These Terms of Reference shall be adopted by the Integrated Governance Committee and subject to review at least on an annual basis.