

## **Non-Clinical Governance Committee**

### **Terms of Reference**

#### **1. Constitution**

The Board of Directors ("Board") hereby resolves to establish a Committee to the Board to be known as the Non-Clinical Governance Committee ("the Committee"). The Committee has no executive powers other than those specifically delegated in these Terms of Reference.

#### **2. Terms of Reference**

##### **2.1 Purpose**

To provide assurance to the Board that the Trust has a robust framework in place for the management of risks arising from or associated with estates and facilities, environment and equipment, environmental sustainability, health and safety, digital development, cyber-security, information governance, business continuity and other non-clinical areas as may be identified.

The Committee will provide assurance to the Board around the processes for the delivery of non-clinical services and systems and maintain oversight of the effectiveness and value of those services.

To provide assurance to the Board that robust controls are in place to ensure compliance with external and internal regulatory guidance for the delivery of non-clinical services and systems.

##### **2.2 Objectives**

The primary objectives of the Committee are to provide assurance to the Board that the key critical non-clinical systems and processes are effective and robust, and to provide effective scrutiny in these areas under delegated responsibility from the Board. The Committee will ensure a sustained focus on reputational management and how any potential risks could impact the Trust, in addition to maintaining oversight of business continuity across the Trust.

The Committee will oversee and monitor performance in the following non-clinical systems and processes:

- Digital;
- Cyber Security;
- Information Governance;
- Health & Safety;
- Estates and Facilities;
- Environmental Sustainability;

In addition the Committee will:

- Review the controls and assurances against relevant risks on the Board Assurance Framework, in order to assure the Board that priority risks to the organisation are being managed and to facilitate the completion of the Annual Governance Statement at year end.
- Undertake a programme of deep-dives or site visits into the key critical non-clinical areas to provide greater understanding and assurance.
- Consider external and internal assurance reports and monitor action plans, in relation to non-clinical risk, resulting from improvement reviews/notices from the Health and Safety Executive and other external assessors.
- On occasion seek assurance from a Lead Director from another Committee.

### **3. Membership**

Membership of the Committee will comprise of:

- Non-Executive Director (Chair)
- 2 other Non-Executive Directors
- Chief Operating Officer (Lead Executive)
- Chief Nursing Officer (Lead Executive)
- Chief Strategic Officer
- Chief Financial Officer

Attendees:

- Chief Digital Information Officer
- Head of Information Governance
- Head of Corporate Governance

Each member will have one vote with the Chair having the casting vote, if required. Should a vote be required a decision will be determined by a simple majority.

### **4. Quorum**

Business will only be conducted if the meeting is quorate. The Committee will be quorate with three members present, including at least one Non-Executive Director and one Executive Director.

#### **4.1 Attendance by Members**

The members will be required to attend a minimum of four meetings and in the case that they are unable to attend must send a Deputy in their place.

#### **4.2 Attendance by Officers**

The Chief Executive and Trust Chair may attend any meeting of the Committee.

The Committee may invite Heads of Department or any other member of staff to attend their meetings when the Committee is discussing areas of the operation that are the responsibility of that Head.

## **5. Frequency**

The Committee will meet six times a year, with four of the meetings being focused on the formal business of the Committee and two meetings focussed on deep dives or site visits with the option for a partial formal business element where necessary.

Additional meetings may be arranged when required to support the effective functioning of the Trust.

## **6. Accountability and Reporting Arrangements**

The Committee will be accountable to the Board. The Chair of the Committee will complete an upward report to the Board of Directors on the activity of the Committee at its last meeting. The report shall draw to the attention of the Board issues that require disclosure to the full Board, or require executive action.

The Committee shall refer to the other Board Assurance Committees (the Audit and Risk, People, Finance and Performance and the Quality Governance Committees) matters considered by the Committee to be relevant to their work. The Committee will consider matters referred to it by those other Assurance Committees.

The Committee will develop a work plan which will describe the key reports it will consider during the year. This work plan will be agreed by the Committee.

## **7. 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 Board will retain responsibility for all aspects of internal control, supported by the work of the Committee, satisfying itself that appropriate processes are in place are in place to provide the required assurance.

The Committee has decision making powers with regard to the ratification of non-clinical policies and approval of non-clinical procedural documents. It is established to provide recommendations to the Board on risk management, governance and patient, staff and public safety issues.

The Committee is authorised to create sub-groups or working groups, as are necessary to fulfil its responsibilities within its terms of reference. The Committee may not delegate executive powers (unless expressly authorised by the Board) and remains accountable for the work of any such group.

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 if it considers this necessary.

## **8. Monitoring Effectiveness**

The Committee will undertake an annual review of its performance against its Terms of Reference and work plan in order to evaluate the achievement of its duties.

## **9. Other Matters**

The Committee shall be supported administratively by the Head of Corporate Governance, whose duties in this respect will include:

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

## **10. Review**

These terms of reference will be reviewed annually as part of the monitoring effectiveness process.

**Terms of Reference approved by the Non-Clinical Governance Committee on 30<sup>th</sup> October 2023.**

**Ratified by the Board of Directors: 1<sup>st</sup> November 2023**

**Minor amendments approved by the Chief of Staff: 22 April 2024**