

## **Governance and Compliance Assurance Sub-Committee**

### **Terms of Reference**

#### **1.0 Purpose**

- 1.1 The Governance and Compliance Sub-Committee (the Committee) has been established by the Harrogate Healthcare Facilities Limited (t/a Harrogate Integrated Facilities (HIF)) Board. The Committee shall work in accordance with the HIF's Standing Orders and Standing Financial Instructions and will report to the Board of Directors.
- 1.2 The Committee is a Committee of the HIF Board and has no powers, other than those specifically delegated in these Terms of Reference.

#### **2.0 Authority**

- 2.1 The Committee is authorised by the HIF Board to act within its Terms of Reference. All members of staff are directed to co-operate with any request made by the Committee.
- 2.2 The Committee is authorised to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.
- 2.3 The Committee is authorised to obtain such internal information as is necessary to the fulfilment of its functions.

#### **3.0 Membership**

- 3.1 Members are expected to attend all meetings. The Committee membership shall be agreed by HIF Board and will consist of not less than three members (Directors).
- 3.2 The HIF Chairman shall appoint a Chair and Vice Chair of the Committee.
- 3.3 The Chairman of HIF shall not be a member of the Committee.
- 3.4 Members shall attend Committee meetings in person, by telephone, or by other electronic means. Members in attendance by electronic means shall count towards the quorum.

#### **4.0 Regular Attendees**

- 4.1 The following shall be invited to attend to support the workings of the Committee:  
Deputy Director of Finance (HDFT)  
HR & OD Deputy Director or Representative (HDFT)  
Company Secretary (HDFT)
- 4.2 The Chief Executive of HIF shall be invited to attend meetings at least when the Committee considers HIF's Draft Annual Report and Accounts.
- 4.3 Other Directors/Managers will be invited to attend, particularly when the Committee is discussing areas of risk or operation that are the responsibility of that Director/Manager.

## **5.0 Quorum**

- 5.1 No business should be transacted at the meeting unless two members (Directors) are present, one of whom should be a non-executive director.

## **6.0 Duties of the Committee Chair**

- 6.1 The Committee Chair shall be appointed by HIF Board of Directors.
- 6.2 The Committee Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure that these are recorded in the minutes and any necessary actions taken as appropriate.
- 6.3 The Committee Chair will provide a Chair's Summary Report following each meeting to HIF Board describing actions of the Committee and highlighting any areas to bring to the Board's attention.
- 6.4 The Committee Chair will lead a review of the effectiveness of each meeting and on an annual basis undertake a formal review of effectiveness and report the outcome to the Board of Directors.
- 6.5 The Committee Chair will provide an annual report describing how the Committee has fulfilled its Terms of Reference and give details of any significant issues that the Committee considered and how they were addressed.

## **7.0 Duties of the Committee**

- 7.1 The Committee shall receive assurance on the effective system of integrated governance, risk management and internal control, across HIF's activities that supports the achievement of HIF's objectives.

The Committee shall:

- Ensure that the Business Plan meets regulatory requirements and performance against achievement of the plan is monitored.
- Review the Company's Strategy and Annual Plan and monitor progress against priorities/plans prior to Board review.
- Monitor compliance against Health Technical Memorandums (HTMs)/Premises Assurance Model (PAM), Companies House and other relevant regulatory and legal requirements.
- Ensure there is a process in place to collect conflicts of interests and gifts and hospitality for all decision making staff, with an annual review of the register.
- Ensure there is a Code of Conduct in place for decision making staff.
- Monitor performance against HDFT Service Level Agreements (SLAs).
- Monitor progress against major findings and limited assurance internal audit reports.
- Monitor HIF's high level Risk Register of risks scoring 12 and above.
- Identify any further risks which should be added to the risk register.
- Review the Sustainability/Carbon Reduction/Environment Plans and monitor progress against approved priorities/plans.
- Monitor the integrity of the financial statements of HIF and any formal announcements relating to its financial performance.
- Ensure that the systems for financial reports to HIF, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.
- Review the Annual Report and financial statements before submission to the Board.
- Ensure arrangements are in place for staff and contractors to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently.
- Ensure adequate arrangements are in place to mitigate against counter fraud, bribery and corruption.

## **8.0 Other Functions**

- 8.1 As part of its integrated approach, the Committee shall have effective relationships with any other Board Committees in order that it understands processes and linkages. However, these other Committees must not usurp the Committee's role.
- 8.2 In addition, the Committee shall review the work of any other HIF Committees, whose work can provide relevant assurance to the Committee's own areas of responsibility.

## **9.0 Frequency of Meetings**

- 9.1 The Committee shall meet at least four times a year.
- 9.2 The Board, Chair or any members of the Committee may request an additional meeting if they consider that one is necessary.
- 9.3 Papers shall be circulated by the Secretary of the meeting at least five days prior to each meeting and shall not be tabled unless this is agreed by the Chair of the meeting on an exceptional basis.

## **10.0 Reporting and Minutes**

- 10.1 The Company Secretary shall nominate a Secretary to the Committee who shall attend to take minutes of meetings and provide appropriate support to the Chair and members.
- 10.2 The Committee shall report to the Board on how it discharges its responsibilities.
- 10.3 The minutes of meetings shall be formally recorded, as will the action log.
- 10.4 The existence of any conflict of interest and actions taken shall be minuted.
- 10.5 The minutes and/or Chair's log shall be submitted to the Board following each meeting. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure, or require action.

## **11.0 Review**

- 11.1 These Terms of Reference shall be reviewed formally on an annual basis and periodically as required to incorporate national and local guidance.

**Approved by HIF Board of Directors: 21 August 2020**

**Reviewed and Approved by Governance and Compliance Committee: 14 April 2021**