ACUTE HOSPITALS COMMITTEE

Remit:

The Committee is to provide governance oversight of the clinical and non-clinical functions (required to make these hospitals operational and fit-for-purpose) that are provided within the following hospitals:

- Royal Infirmary of Edinburgh
- Western General Hospital
- Royal Victoria Hospital
- Liberton Hospital
- St John’s Hospital
- Lauriston Building (excluding the Edinburgh Dental Institute, which is in the remit of the West Lothian Community Health and Care Partnership)
- Princess Alexandra Eye Pavilion
- Royal Hospital for Sick Children
- Any non-NHS facility that has been engaged to provide additional capacity for functions that would otherwise have been provided in one of the above hospitals.

Functions that are excluded from this Committee’s remit are:

- Primary care contracting with independent contractors (GPs, dentists, ophthalmologists and pharmacists)
- Any other clinical or care function that is within the remit of the Community Health Partnership Sub-Committees or the West Lothian Community Health and Care Partnership Board (or their successor bodies)

The Committee shall discharge its remit by addressing the three elements of the Board’s system of corporate governance; Assurance Needs, Performance Management and Risk Management, taking into account the need for an equitable approach to prevention, treatment and care.

- Assurance Needs (Internal Control and Quality)

The Committee’s assurance needs should address the following key areas:

- The quality and safety of clinical services, and their contribution towards reducing harm.
- The Staff Governance Improvement Plans for the Royal Infirmary of Edinburgh, the Western General Hospital, and St John’s Hospital.
- Efficient and effective use of resources.
- The processes to gather intelligence on patient experience and outcomes, and how these processes inform organisational learning and improvement.
The Committee shall develop a comprehensive list of the functions and services within its remit. The Committee shall then develop its Statement of Assurance Needs so as to satisfy the assurance needs of the Healthcare Governance Committee, Staff Governance Committee, Finance & Resources Committee, and the Audit & Risk Committee.

Once the Statement of Assurance Needs is developed, it shall be used to inform the following aspects of the Committee’s work:

- Commission reports from management and other sources in order to arrive at an opinion on each assurance need.
- Where the Committee concludes that the assurance provided is less than “satisfactory”, seek confirmation from management that the issue is on the appropriate risk register, and an action plan is in place.
- Seek assurance that all relevant Board policies, procedures, protocols etc are implemented as intended.
- Follow-up on any areas that require further management action.
- Report any areas of concern to other relevant Board Committees, or the Board itself.

- Performance Management (Outcomes)
  - Review regular reports on the delivery of relevant operational performance targets, corporate objectives, and outcomes, e.g. waiting times, unscheduled care performance, contribution to HEAT targets.
  - Review regular reports on patient and staff safety, quality of care, patient experience, and staff experience.
  - Review regular reports on the delivery on efficiency & productivity targets, and overall financial control.
  - Investigating areas where performance is less than what is required, and understanding the contribution of the hospital functions to that performance result.
  - Where the performance is off trajectory, seek confirmation from management that the issue is on the appropriate risk register, and an action plan is in place to get to the required level of performance on a sustainable basis.
  - Where the causes or solutions to an issue lies beyond the functions in the remit of this Committee, to refer the matter to the appropriate committee or the Board itself.

- Risk Management
  - Regularly review the relevant risk registers and develop a clear understanding of the risks.
  - Seek assurance that there is a process to ensure that all existing and emerging risks are identified, properly assessed and scored, and recorded on the risk registers.
• Seek assurance that risk is being managed within the Board’s Risk Appetite and Tolerances, and that the exposure to risk is reduced as a consequence of risk management activities.

**Relationship to Other Groups/ Committees**

In the interests of the Committee being informed of all matters pertinent to its remit and for these matters to be assessed holistically, the Committee shall routinely receive a summary from the chair of each of the following groups, highlighting the key issues from every meeting:

- University Hospital Services Clinical Management Group
- Scheduled Care senior management team
- Unscheduled Care senior management team and Unscheduled Care Board.
- Local Partnership Forum
- Health & Safety Committees within University Hospital Services sites
- University Hospitals Infection Control Committee
- Any other groups that the Committee thinks fit.

This will not disturb the established relationships between the above and the committees/groups/directors that they already report to. The above groups shall be providing a brief summary to the Acute Hospitals Committee in addition to where they normally report to.

A chart illustrating the relationships is at the end of these terms of reference.

The Committee may refer or highlight issues to other Board committees or groups or directors, so as not to duplicate governance activities. Similarly the chairs of other committees may refer issues to the Committee.

Lothian NHS Board has a Strategic Planning Committee and an established process for the review and approval of capital business cases. The Committee will require directors to keep it appraised on any strategic or capital developments in Board strategy which may have a bearing on the Committee’s remit.

**Membership:**

The Board will make all appointments with due regard to the current membership of CH(C)Ps sub-committees/board, or any subsequent integration joint monitoring committee/integration joint board that may be established in the future.

The Committee will consist of four non-executive Board members (one of whom shall be the Employee Director), the Medical Director and the Nurse Director. One of the four non-executive Board members shall chair the Committee. All Board members shall have the right of attendance and have access to papers.

The following people shall routinely be invited to attend the meeting: Director of Unscheduled Care; Director of Scheduled Care; Director of Finance (or nominee); Director of Human Resources & Organisational Development (or nominee); Director
Joint Directors of Health and Social Care / Chairs of Health and Social Care Partnerships will be invited to attend as required to report on progress associated with delayed discharge, patient pathways, demand management etc.

**Frequency of Meetings:**
Meetings of the Committee shall be held at such intervals as the Committee may determine in order to conduct its business. In any event, meetings shall normally be held six times a year, in advance of full Board meetings, to allow a report to be submitted to the following full Board meeting.

**Quorum:**
No business shall be transacted at a meeting of the Committee unless at least two non-executive members are present. Any non-executive Board member may deputise for a non-executive member of this Committee.

**Reporting Arrangements:**
The Committee will report to the Board by means of submission of minutes and a summary from the chair of the Committee to the next available Board meeting.

The Committee shall also share the output from work on its Statement of Assurance Needs with other governance committees, so as to inform the conclusions of those committees on the NHS Lothian position on assurance needs.
NHS Lothian Acute Hospitals Committee Structure

Notes
1. * Governance Committees
2. Dotted lines/arrows – exchange a summary of key issues for information purposes
3. Solid lines/arrows – bodies directly communicate with each other to carry out their role
4. Board committees can request direction to respond to enquiries at any time

Approved 25 June 2014
AUDIT & RISK COMMITTEE

Introduction
These terms of reference have been prepared to ensure that the Committee complies with the Scottish Government Audit Committee Handbook (July 2008). Where applicable, the provisions of the UK Code of Corporate Governance (Financial Reporting Council, June 2010) and the associated “Guidance on Audit Committees” of December 2010, has also been considered.

Remit and Delegated Authority:

- The main objective of the Audit & Risk Committee (the Committee) is to support the Accountable Officer and Lothian NHS Board in meeting their assurance needs. This includes:

  1. Helping the Accountable Officer and Lothian NHS Board formulate their assurance needs with regard to risk management, governance and internal control.
  2. Reviewing and constructively challenging the assurances that have been provided, as to whether their scope meets the needs of the Accountable Officer and Lothian NHS Board.
  3. Reviewing the reliability and integrity of those assurances, i.e. considering whether they are they founded on reliable evidence, and that the conclusions are reasonable in the context of that evidence.
  4. Drawing attention to weaknesses in systems of risk management, governance, and internal control, and making suggestions as to how those weaknesses can be addressed.
  5. Commissioning further assurance work for areas that are not being subjected to sufficient review.
  6. Seeking assurance that previously identified areas of weakness are being remedied.

- The Committee has no executive authority, and is not charged to make or endorse any decisions. The only exception to this principle is the approval of the Board’s accounting policies and audit plans. The Committee exists to advise the Board or Accountable Officer who in turn make the decisions.

- The Board authorises the Committee to investigate any activity within its terms of reference, to request any Board member or employee to attend a Committee meeting, and request a written report or seek any information it requires. The Board directs all employees to co-operate with any Committee request.

Remit and Delegated Authority (continued):

- The Board authorises the Committee 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.

- The Board authorise the Committee to co-opt members for a period up to 1 year, with the approval of the Board and Accountable Officer, to provide specialist skills, knowledge and experience which the Committee needs at a
particular time. N.B. A co-opted member is an individual who is not a member of Lothian NHS Board, and is not to be counted as part of the Committee’s quorum.

Membership:

Lothian NHS Board shall appoint all members of the Committee. All members shall be non-executive members of the Lothian NHS Board, with the exception of any co-opted members. The Board shall appoint at least three, and up to six non-executive board members to the Committee.

The Committee members must also be independent and objective. The Board shall give due regard to whether a proposed non-executive member for appointment to the Committee is sufficiently independent from other Board Committees.

The Board shall give all members a fixed term of appointment that does not exceed 3 years. Members can only be re-appointed by the Board on two further occasions, so long as they continue to be independent.

The Board shall ensure that the Committee’s membership has an adequate range of skills and experience that will allow it to effectively discharge its responsibilities. With regard to the Committee’s responsibilities for financial reporting, the Board shall ensure that at least one member can engage competently with financial management and reporting in the organisation, and associated assurances.

The Chairman of Lothian NHS Board cannot be a member of the Committee. All Board members, through the Chair of the Committee may request to attend any meeting. All Board members shall receive the minutes of the Committee (at the Board meeting), and shall have the right to have access to the Committee papers.

At the Committee the role of executive Board members and officers is to provide information, and to participate in discussions, either for the whole duration of the meeting or for particular agenda items. The following people will normally be routinely invited to attend Committee meetings:

- Chief Executive
- Director of Finance
- Chief Internal Auditor or representative
- Clinical Governance & Risk Manager or representative
- Statutory External Auditor or representative

However, only the Committee members are entitled to be present at meetings, and it is for those members to decide if non-members should attend for a particular meeting or agenda items. The Committee members will usually meet in a closed session at the commencement and conclusion of each meeting.

The Committee can request any member of the Board or employee to attend a meeting with respect to specific items being considered. Committee members are entitled to discuss matters directly with the Chair of the Audit & Risk Committee and
Chair of Lothian NHS Board. Furthermore members also have a right of access to the Accountable Officer where they feel that this is necessary.

The Chair of the Committee may

- Call a meeting at any time, or when required to do so by the Board
- May exclude all parties other than Members of the Committee from the deliberations of the Audit Committee

**Quorum:**
No business shall be transacted at a meeting of the Committee, unless at least three non-executive Board members are present. There may be occasions when due to the unavailability of the above non-executive members, the Board Chairman will ask other non-executive members of Lothian NHS Board to act as members of the Committee so that quorum is achieved. Such occasions will be drawn to the attention of Lothian NHS Board, when subsequently adopting the Committee minutes, and the Board will be asked to approve the membership of the Committee meeting as having been appropriate and in quorum.

**Core Functions of the Audit & Risk Committee:**

**Overall Assurance on Corporate Governance, Internal Control and Risk Management**

- To support the Board and the Accountable Officer in comprehensively defining their assurance needs.
- To assess whether there are sources of assurance in place that provide coverage for all of the identified assurance needs.
- To test and determine the reliability of the sources of assurance which are available.
- To form an opinion on the exposure to risk relevant to the Board’s Risk Appetite, and the adequacy and effectiveness of the systems of internal control for individual areas/subjects.
- Drawing from the consideration of individual assurances, to form an overall view on the state of risk management, corporate governance and internal control. This will inform the content of the Accountable Officer’s Governance Statement.

**Corporate Governance**

- Assess the Board’s overall arrangements to be systemically assured on its compliance with all relevant laws, regulations and Government directions that are pertinent to the Board’s functions and responsibilities.
- Review the Board’s arrangements to prevent bribery and corruption within its activities. This includes the systems to support Board members’ compliance with the Lothian NHS Board Code of Conduct (Ethical Standards in Public Life Act 2000), the systems to promote the required standards of business conduct for all employees, and the Board’s procedures to prevent bribery (Bribery Act 2010).
• Seek assurance that the Board has in place arrangements whereby employees may, in confidence, raise concerns about possible improprieties in matters of administration, financial reporting, fraud, breaches of standards of conduct, any other concerns of an ethical nature, and any other matters that are regarded as “qualifying disclosures” in the Employment Rights Act (1996). The Committee will require assurance that there are arrangements for proportionate and independent investigation of such matters, and for appropriate follow-up action.

• Seek assurance that the Board has adequate systems of control to ensure that it complies with the taxation laws that are relevant to the conduct of its activities.

• Seek assurance that the Board has systems of control to ensure that it discharges its responsibilities under the Freedom of Information (Scotland) Act 2002.

• Ensure that the Standing Orders package is periodically reviewed, including the Standing Financial Instructions and the Scheme of Delegation, and to advise the Board when any changes are required.

• Ensure that the circumstances associated with each occasion when Standing Orders are waived and suspended, are appropriately examined.

• Periodically review the Board’s Risk Management Policy, and advise the Board of the Committee’s views as to its adequacy.

• Review the Board’s arrangements for the prevention and detection of fraud and other irregularities.

• Receive and review schedules of losses and compensations where the amounts exceed the delegated authority of the Board, before they are referred to the Scottish Government for approval.

• Evaluate the assurances that are provided to support the Accountable Officer’s Governance Statement.

• Advise the Scottish Government Health & Wellbeing Audit Committee of any matters of significant interest as required by the Scottish Public Finance Manual.

• To present to the Board an Audit & Risk Committee Annual Statement of Assurance.

• The Committee will annually review these terms of reference and its own effectiveness, and recommend any necessary changes to the Board.

Internal Control

• Receive and review all reports from internal and external audit.

• Review audit reports from auditors of national, regional or shared systems upon which NHS Lothian relies, e.g. audit reports from NSS.

• Review of other material pertinent to improving systems of corporate governance and internal control, e.g. Best Value material, studies from other organisations, national performance audit reports from Audit Scotland.
• Receive and review stewardship reports from senior staff in areas that are key to corporate governance, e.g. finance, HR, ICT.
• Receive and review a summary of issues raised by line managers in the annual managerial statements of internal control, which inform the drafting of the Governance Statement.
• Receive and review assurance reports from other Board Committees, so as to inform the review of the Governance Statement.
• Receive assurance that the Board has adequate and effective systems for internal financial control (identify, assess, manage and monitor financial risks) and to produce the annual accounts.
• Review of fraud and theft reports as reported to it from the NHS Lothian Fraud Liaison Officer.

Systems of Risk Management

The Committee has no executive authority, and has no role in the executive decision-making in relation to the management of risk.

However the Committee shall seek assurance that:

• There is a comprehensive risk management system in place to identify, assess, manage and monitor risk at all levels of the organisation.
• There is appropriate ownership of risk in the organisation, and that there is an effective culture of risk management.
• The Board has clearly defined its risk appetite (i.e. the amount of risk that the Board is prepared to accept, tolerate, or be exposed to at any time), and that the executive’s approach to risk management is consistent with that appetite.

In order to discharge its advisory role to the Board and Accountable Officer, and to inform its assessment on the state of corporate governance, internal control and risk management, the Committee shall:

• At each meeting, receive and review a report summarising any significant changes to the Board’s corporate risk register, and what plans are in place to manage them. The Committee may also elect to occasionally receive information on significant risks held on other risk registers held in the organisation.
• Assess whether the Corporate Risk Register is an appropriate reflection of the key risks to the Board, so as to advise the Board.
• Consider the impact of changes to the risk register on the assurance needs of the Board and the Accountable Officer, and communicate any issues when required.
• Reflect on the assurances that have been received to date, and identify whether entries on the Board’s risk management system requires to be updated.
• Receive an annual report on risk management, confirming whether or not there have been adequate and effective risk management arrangements throughout the year, and highlighting any material areas of risk.

Whilst the Committee shall seek assurance on the overall system of risk management for all risks and risks pertinent to its core functions, the Board’s Healthcare Governance Committee shall provide particular oversight to clinical risks and all matters relating to the Board’s legal duty to monitor and improve the quality of health care which it provides (Reference: S12H of National Health Service (Scotland) Act 1978).

The Healthcare Governance Committee shall also provide oversight to the Board’s responsibilities for information governance, through the Information Governance Assurance Board.

The Staff Governance Committee shall have particular oversight of risks relating to the Board’s legal duty in relation to the governance of staff. (Reference: S12I of National Health Service (Scotland) Act 1978)

Financial Reporting
The Committee shall consider the following:

• The accounting policies, any changes to them, and any significant estimates and judgements. The Committee is authorised to approve accounting policies of the Board.

• The significant financial reporting issues and judgements made in connection with the preparation of the annual accounts.

• Any significant or unusual transactions that have been flagged by management, where the accounting treatment is open to different approaches.

• The appropriateness of all the above in light of any comments from the Board’s external auditors.

• The clarity and completeness of disclosures in the financial statements, and whether the disclosures made are set properly in context.

• Any related information presented in the financial statements, e.g. Governance Statement, Operating and Financial Review.

The Committee shall perform the above for the Board’s annual accounts, and the Board’s patients’ private funds annual accounts.

If the Committee is not satisfied with any aspect of financial reporting, it will report its views to the Board.

Internal Audit

• Review the Internal Audit Strategy and plan for the forthcoming year, which are prepared by the Chief Internal Auditor, and assess its appropriateness to give reasonable assurance on the whole of risk, control and governance. The Committee is authorised to approve the Internal Audit Strategy and plans.
• Receive internal audit reports and review the progress of the delivery of the internal audit plan.
• Review the adequacy of internal audit staffing and other resources.
• Review the adequacy of the formal remit that has been granted to the internal audit function to discharge its function.
• Monitor and assess the role and effectiveness of the internal audit service in the context of the Board’s system of risk management.
• Review and monitor management’s responsiveness to internal audit’s findings and recommendations.
• Meet the Chief Internal Auditor once a year without the presence of management.
• Ensure that the Chief Internal Auditor has direct access to the Board Chairman and the Chair of the Audit & Risk Committee.
• The Chief Internal Auditor will be selected and appointed by a panel chaired by a non-executive Board member, preferably the Chair of the Audit & Risk Committee. The Chair of the Audit & Risk Committee shall approve the composition of the panel.

External Audit
• Approve the remuneration of the External Auditors within the range set by Audit Scotland
• Examine any reason for the resignation or dismissal of the External Auditors
• Review and confirm the External Auditor’s strategy and plans
• Receive and review the outputs from the work of the Board’s external auditor.
• Ensure that the External Auditor has direct access to the Board Chairman and the Chair of the Audit Committee. Meet the External Auditor once a year without the presence of management
• Annually appraise the performance of the External Auditors and report results to Audit Scotland.
• Receive assurance that the external auditor has arrangements in place to maintain their independence and objectivity. This should include consideration as to whether any of the audit staff have any business interest with Lothian Health Board, or personal relationships with any of the Board employees, which could compromise independence and objectivity.
• To develop and recommend to the Board a policy on the provision of non-audit services by the external auditor. The Committee should also set out in its annual report whether such services have been provided during the year.

Communication with the Board and Accountable Officer

The Board secretariat shall prepare minutes of every Committee meeting, and these will be presented at the next Board meeting.
The Secretary and Chair of the Committee will ensure that matters arising from the Committee are communicated appropriately to relevant parties for action and information as appropriate, and in particular ensure that this is circulated to other Board members.

If required, the Chair of the Audit & Risk Committee may meet individually with the Chief Internal Auditor, the External Auditor, and the Accountable Officer.

**Administrative Arrangements**

**Support to the Committee**

The Director of Finance is responsible for providing the necessary support to facilitate the effective functioning of the Committee.

The Corporate Governance Manager shall be the Secretary to the Committee, supported by the Board’s secretariat function. The Secretary shall ensure that all necessary administration shall be undertaken to ensure the effective conduct of Committee business, as set out in the Scottish Government Audit Committee Handbook.

**Frequency of Meetings:**

Meetings of the Committee shall be held at such intervals as the Committee may determine in order to conduct its business. A meeting is normally scheduled to occur in February, April, June, October and December each calendar year. In any event meetings shall be held no less than four times per year.

*Approved 22 May 2013*
FINANCE & RESOURCES COMMITTEE

Remit:

Financial Governance

- As part of the Board’s system of risk management, to provide particular oversight to the risks associated with the Board’s responsibilities for financial governance, including the delivery of the statutory financial targets.

- To review the development of the Board's Financial Strategy and recommend approval to the Board

- To undertake scrutiny of individual topics that from time to time have a material impact on the Board’s financial performance

- To oversee the arrangements that are put in place by management to ensure that NHS Lothian remains financially a going concern over the long term, with due regard to changes in the Lothian population, the demand for healthcare services, and the trends in the Board’s income and expenditure. Related to this, the Committee shall have oversight of the development of shared services and will have an interest in the wider integration agenda.

- To be assured that NHS Lothian has robust arrangements in place to deliver effective Procurement, and that associated policies and procedures are fully implemented.

- With regard to independent contractors (family health services), to provide oversight to the activities of the Primary Care Contracting Organisation. In the event of there being an ongoing dispute with a contractor, the Committee has delegated authority from the Board to determine the Board’s position on the matter.

Property and Asset Management Strategy

- To ensure that the Property & Asset Management Strategy is aligned with the Clinical Strategy, and is:

  - supported by affordable and deliverable Business Cases;
  - supported by detailed Project Plans;
  - delivered within agreed timescales and resources to secure modern, well designed, patient-focused services and facilities
  - To ensure that the Board's Property and Asset Management Strategy is developed and supported and maintained and that it meets the strategic service plans needs;
  - To ensure that the Board's property and asset base is effectively utilised in support of the clinical strategy
  - To ensure that the property portfolio of NHS Lothian and key activities relating to property are appropriately progressed and managed within the relevant guidance and legislative framework;
  - To ensure that all aspects of major property and land issues are dealt with in accordance with due process
  - To ensure there is a robust approach to property rationalisation
  - To oversee the management of risk associated with individual projects
Strategic/Capital Projects

- To review overall development of major schemes including capital investment business cases and consider the implications of time slippage and/or cost overrun. Instruct and review the outcome of the post project evaluation;
- To approve the appointment of consultants and contractors for Capital Schemes whose value exceeds £5m;
- To receive and review reports on significant Capital Projects and the overall Capital Programme;
- To ensure appropriate governance in respect of risks associated with major Capital Projects;
- To receive reports on relevant legislation and best practice including the Scottish Capital Investment Manual (SCIM), CEIs, audit reports and other Scottish Government Guidance

Whilst addressing the above three core elements of its remit, the Committee shall require assurance that relevant legal requirements are satisfied in the conduct of business. These requirements include:

- Equality Act 2010
- Climate Change (Scotland) Act 2009
- Public Services Reform Act 2010
- Public Contracts (Scotland) Regulations 2012
- NHS (Charges to Overseas Visitors) Regulations 2011 (as amended)
- Ancient Monuments and Archaeological Areas Act 1979

Membership:

The membership of the Committee shall consist of at least seven non-Executive Board members, made up of:-

- One appointed by the Board as the Chair of the Committee
- One appointed by the Board as the Vice-Chair of the Committee
- The Board member who is the stakeholder member nominated by the University of Edinburgh.
- The Board Chairman
- Three other non-Executive members appointed by the Board to the Committee.
- Chief Executive, NHS Lothian
- Director of Finance, NHS Lothian
- Medical Director, NHS Lothian
- Nurse Director, NHS Lothian

All Board members shall have the right of attendance and have access to papers.
Frequency of Meetings:

Meetings of the Committee shall be held at such intervals as the Committee may determine in order to conduct its business. In any event, meetings shall normally be held six times a year.

Quorum:

No business shall be transacted at a meeting of the Committee unless at least three non-executive Board members are present. Any Non-Executive Board member may deputise for another non-Executive member of the Committee at any meetings.

Reporting Arrangements:

The Committee will report to the Board by means of submission of minutes to the next available Board meeting.

The Committee will also produce an annual report on its activities, which can be used to:

- Provide the required assurance to the Audit & Risk Committee to support the review and preparation of the Governance Statement in the annual accounts, and;
- Support the Board’s review of its own effectiveness, with regard to the effectiveness of the Finance & Resources Committee.

Approved 22 June 2016
HEALTHCARE GOVERNANCE COMMITTEE

Remit:

The Healthcare Governance Committee is to provide assurance to the Board that the quality of all aspects of care in NHS Lothian is person-centred, safe, effective, equitable and maintained to a high standard.

The Committee will also provide assurance to the Board that NHS Lothian meets its responsibilities with respect to:

- Scottish Health Council Participation Standards
- Volunteers/Carers
- Information Governance
- Protection of Vulnerable People including children, adults, offenders
- Relevant Statutory Equality Duties.

The Board authorises the Committee to investigate any activity within its terms of reference, to request any Board member or employee to attend a Committee meeting, and request a written report or seek any information it requires. The Board directs all employees to co-operate with any Committee request.

The Board has established a Staff Governance Committee. The Healthcare Governance Committee shall seek assurance from the Staff Governance Committee on any staff governance issues that are pertinent to the discharge of the remit of the Healthcare Governance Committee.

The Board authorises the Committee to determine the processes for the approval of Board policies, except for the following types of policy:

- Policies that are reserved for approval by the Board through its Standing Orders.
- Human Resources Policies
- Finance Policies.

Membership:

The Board shall appoint all Committee members.

The Board shall ensure that the Committee’s membership includes an adequate range of skills and experience that will allow the Committee to effectively discharge its responsibilities.

Five of the members shall be non-executive members of the Board, one of whom shall be appointed as chair of the Committee. If the Committee chair is not available for a meeting, another non-executive shall become the chair.
The Board should also appoint a voting member from each Integration Joint Board (IJB) who will be nominated by their IJB.

The Joint Directors of Health & Social Care will provide assurance to both the Healthcare Governance Committee and their respective IJB.

The Board shall appoint further Committee members as it sees fit, and this can include individuals who are not members of the Board. The Board will invite nominations for Committee membership from key stakeholders such as the Lothian Partnership Forum, the Area Clinical Forum and representatives of patients and the public. These members will not be counted when determining whether the Committee is in quorum (see below). However in all other respects they will have the same rights as the non-executive Committee members with regard to their role as a Committee member.

The Chairman of Lothian NHS Board cannot be a member of the Committee. All Board members have access to the Committee papers.

At the Committee the role of executive Board members and officers is to provide information, and to participate in discussions, either for the whole duration of the meeting or for particular agenda items. The following people will normally be routinely invited to attend Committee meetings:

- Medical Director
- Nurse Director
- Director of Public Health & Public Health Policy
- Chairs/Co Chairs of the Acute Services Clinical Management Group (Associate Medical and Nurse Director Acute Services)
- Representatives from each Health & Social Care Partnership (H&SCP) Senior Management Team (General Manager/Clinical Director/Chief Nurse)
- Chief Quality Officer
- Associate Director for Quality Improvement & Safety.

However, only the Committee members are entitled to be present at meetings, and it is for those members to decide if non-members should attend for a particular meeting or agenda items.

Committee members are entitled to discuss matters directly with the Chair of the Committee and Chair of Lothian NHS Board. Members also have a right of access to the Accountable Officer where they feel that this is necessary.

The Chair of the Committee may:

- Call a meeting at any time, or when required to do so by the Board
- May exclude all parties other than members of the Committee from the deliberations of the Committee.

**Frequency of Meetings:**

The Committee will meet at least every two months.
Quorum:

No business shall be transacted at a meeting of the Committee, unless at least three non-executive board members are present.

There may be occasions when due to the unavailability of the above non-executive members, the Board Chairman will ask other non-executive members of Lothian NHS Board to act as members of the Committee so that quorum is achieved. Such occasions will be drawn to the attention of Lothian NHS Board, when subsequently adopting the Committee minutes, and the Board will be asked to approve the membership of the Committee meeting as having been appropriate and in quorum.

Functions:

The Committee will require assurance from management and reach conclusions on level of assurance through:

- Monitoring and reviewing outcomes and processes across NHS Lothian, and taking action to ensure that the appropriate structures, processes and controls are in place and operating effectively
- Enabling co-ordination and whole system learning activities across NHS Lothian, especially the sharing of good practice
- Delegating authority to groups or sub-committees to undertake the detailed consideration and resolution of specific matters on behalf of the Committee
- Ensuring there is an annual workplan for the discharge of its remit, and that there is an annual report on its activities
- Ensuring that any required action is undertaken swiftly in order to provide reassurance to the Board and the public
- Informing the development of Board strategies.

The Committee shall seek assurance on the following:

1. The quality of care of services as set out in the NHS Lothian Strategic Clinical Framework (2012-20) is regularly monitored, reported and reviewed, including issues of quality and safety including Unscheduled Care and Waiting Times
2. Continuous improvement of clinical care drives decision-making about the provision, organisation and management of services
3. Medicines Management, including the management of Controlled Drugs
4. There is a systematic and documented approach for the production, implementation and evaluation of clinical policies
5. Clinical care delivered across NHS Lothian meets NHS, HIS and other relevant standards and that unacceptable clinical practice will be detected and addressed
6. Effective quality assurance and quality improvement systems are in place covering all aspects of service delivery
7. An open and transparent culture exists with respect to the reporting, investigation and corrective action taken following adverse events, reviews, fatal accident inquiries, ombudsman reports or other internal or external reports
8. Complaints and patient feedback are handled in accordance with national standards/guidance, and lessons learned from their investigation and resolution,
including reports from the Scottish Public Sector Ombudsman and Mental Welfare Commission

9. All individuals engaged by the Board to carry out its functions and services are appropriately trained to develop the skills and competencies required to deliver the care needed; that continuing personal and professional development and lifelong learning are supported; and that there are mechanisms for developmental training and assessment where necessary

10. High-quality research and development, teaching and training are supported in partnership with other public or private sector bodies, and meet relevant guidance/governance standards, and complies with Research Framework for Health & Community Care

11. Information governance across NHS Lothian meets NHS HIS and other relevant standards, and that unacceptable practice will be detected and addressed, including Codes of Practice on openness and related strategy processes all applied and monitored

12. Ensure implementation of relevant directives and other instructions from Scottish Government with respect to mutuality and equality governance including human rights legislation, including health inequalities in the population

13. The protection of vulnerable adults (adults, children, offenders) complies with legislative and national standards

14. The HCG Committee’s remit is addressed in a systematic and documented manner through clear policies and procedures, and adequate and effective systems of internal control.

The discharge of the above functions must have due regard to the law that the Board must observe. A list of the law (although not exhaustive) that is pertinent to the Healthcare Governance Committee is set out below.

- Equality Act 2010 (with regard to the provision of care) [http://www.legislation.gov.uk/ukpga/2010/15/part/3/crossheading/provision-of-services-etc]
- Mental Health (Care and Treatment) (Scotland) Act 2003
- Patients Rights (Treatment Time Guarantee) (Scotland) Regulations 2012
- Public Health Act 2008
- Infectious Diseases (Notification) Act 1889
- The Public Health (Notification of Infectious Diseases) (Scotland) Regulations 1988, as amended
- Regulation of Care (Scotland) Act 2001
- Public Services Reform Act 2010 (sections 99-100)
- Adults with Incapacity (Scotland) Act 2000
- Public Records Scotland (Act) 2011
- Freedom of Information Act (Scotland) 2002
- Human Tissues (Scotland) Act 2006
- Scottish Commission for Human Rights Act 2006
  http://www.legislation.gov.uk/asp/2006/16/contents
- Misuse of Drugs Act 1971
- Medicines Act 1968
- Protection of Vulnerable Groups (Scotland) Act 2007
- The Abortion (Scotland) Regulations 1991
- Mental Health (Care and Treatment) (Scotland) Act 2003
- Medical Act 1983
- Public Bodies (Joint Working)(Scotland) Act 2014
- Mental Health (Scotland) Act 2015
  http://www.legislation.gov.uk/asp/2015/9/contents
- Extensive legislation relating to Information Governance
- CELs, HDLs, MELs, CMO Letters, CNO Letters
Reporting Arrangements:

The Committee will report to the Board by means of submission of minutes to the next available Board meeting.

The Chair of the Committee will present an annual report on the discharge of these terms of reference to the Audit & Risk Committee, to inform the Board's annual review of the effectiveness of its systems of risk management and internal control. This will be a source of assurance for the NHS Lothian Governance Statement (for the annual accounts).

The Chair of the Committee will prepare a summary document to accompany the minutes from each committee meeting.

The Committee shall prepare and present an annual report on its activities to the Board.

The Committee shall contribute towards the summary performance report that goes to the Board.

The Board may require the Committee to review its own effectiveness, as part of a wider review of the Board effectiveness.

Approved by Lothian NHS Board
01/02/2017
INFORMATION GOVERNANCE SUB COMMITTEE

Remit:

On behalf of the Healthcare Governance Committee, to seek assurance that the Board has arrangements in place to effectively discharge its information management and governance responsibilities while it carries out its functions and services. Note: references to information governance also include information security matters.

The Sub-Committee is to inform and advise the Healthcare Governance Committee, other committees, and executive management of the outcome of its work. The Healthcare Governance Committee shall approve the terms of reference of the Sub-Committee.

Membership:

The Board shall appoint all members of the Sub-Committee, including its chair. All members shall be non-executive members of the Board, and the Board shall appoint at least three members.

All Board members shall have the right to have access to the Sub-Committee’s papers.

At the Sub-Committee the role of executive Board members and officers is to provide information, and to participate in discussions, either for the whole duration of the meeting or for particular agenda items. The following people will normally be routinely invited to attend Committee meetings:

- The Board’s Caldicott Guardian
- The Board’s Senior Information Risk Owner
- The Board’s Data Protection Officer (as required by the General Data Protection Regulation)

The Sub-Committee may invite others to routinely attend the meeting. However only appointed members are entitled to attend Sub-Committee meetings and it is for those members to determine whether others should attend for a particular meeting or specific agenda item.

Quorum:

There shall be two members present for the Sub-Committee to convene and carry out its business.
Key activities of the Committee:

- Agree a statement of assurance needs which comprehensively covers its remit.

- Agree and carry out a work plan which ensures that the Sub-Committee’s activities do cover its assurance needs.

- Seek assurance that the organisation has a comprehensive understanding of all legal and regulatory requirements relating to information governance that it has to observe.

- Seek assurance that the Board is complying with all NHS Scotland strategies, policies, and codes of practice relating to information governance.

- Seek assurance that the Board has appointed a Caldicott Guardian, and observes the Caldicott Principles for patient and staff identifiable information.

- Seek assurance that the Board has appointed a Senior Information Risk Owner (SIRO), and routinely reports compliance.

- Seek assurance that General Data Protection Regulation assurance documentation is available as per requirement to demonstrate organisation GDPR compliance to the regulator.

- Review the content of the Board’s risk registers, and seek assurance that management have an adequate improvement plan in place to attend to any information governance risks in a timely manner.

- Monitor reports relating to information security and adverse event logs, and seek assurance that management are taking appropriate action.

Reporting arrangements:

The Sub-Committee shall prepare an annual report (for the year ending 31 March) to inform the Governance Statement in the format which the Audit & Risk Committee has agreed. The Sub-Committee shall approve the final version of this report at its first meeting after 31 March which should be no later than 30 April.

The Sub-Committee shall also provide its minutes and its annual report to the Healthcare Governance Committee.
LOTHIAN CAPITAL INVESTMENT GROUP (LCIG)

Reret:

The Lothian Capital Investment Group (LCIG) will have three key roles:

1. To provide **assurance** to the Board, and in particular to the Finance and Resources Committee, on the strategic fit, appropriateness and value for money of capital investment, property and asset management proposals presented to it.
2. To provide **accountability** by fulfilling its role as a decision-making body of the Board in respect of matters delegated to LCIG under the Board’s scheme of delegation, and in making recommendations to the Board in relation to capital investment, property and asset management.
3. To provide an **advisory** role to the Board in relation to capital investment or disinvestment issues.

Specifically, LCIG has the following functions:

1. Approving items to be included in the NHS Lothian Capital Programme as set out in the Board’s Scheme of Delegation.
2. Assisting Directors in the maintenance and management of the Board’s Capital Resource Limit Allocation through the Property and Asset Management Investment Programme.
3. Scrutinising developing capital proposals arising from the Integration Joint Boards’ directions, the Lothian Hospitals Plan and from Regional developments and strategies.
5. Scrutinising capital investments through post-project evaluation.
6. Scrutinising the process associated with disposal of Board assets.

Activities:

- Support the development of NHS Lothian’s Property and Asset Management Strategy (PAMS), which covers premises, medical equipment, eHealth and transport.
- Support the development of the Property and Asset Management Investment Programme (PAMIP), including the five year capital plan, in line with NHS Lothian’s strategic directions.
- Oversee the Board’s contribution and role in developing Regional capital plans, priorities and strategy.
- Assist in the monitoring of capital expenditure and capital receipts.
- Act as a technical reference group to quality review projects at the following SCIM milestones: Strategic Assessment; Initial Agreement; then Standard Business (up to £1m) or Outline Business Case followed by Full Business Case (over £1m); Post-project Evaluation Report.
- Act as a technical reference group to quality review papers, business case submissions and reporting on the PAMIP.
- Provide any information and advice that the chair may require in order to provide assurance to the Finance & Resources Committee and the NHS Board in relation to capital investment, property and asset management issues.
Administration of Meetings:

The Director of Finance shall chair LCIG, or may designate a member to chair in their absence.

The Chair shall publish a schedule of meeting dates, but may call for additional meetings as and when required.

Membership:

Where a member of LCIG is in the position of seeking the approval of LCIG for a scheme in which they are closely involved, that member may not take part in the assurance or accountability processes of LCIG in relation to that scheme, other than to provide clarification of the material presented to LCIG.

Typically, membership should be drawn from the Finance, Capital Planning, Facilities, Strategic Planning and e-Health functions of the Board, but relevant representation should also be sought from the wider service so that discussion of issues presented to LCIG can benefit from the input from a wide range of interests and expertise.

<table>
<thead>
<tr>
<th>Membership by Role (As at March 2018)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Director of Finance (Chair)</td>
</tr>
<tr>
<td>Director of Operations - Facilities</td>
</tr>
<tr>
<td>Director of eHealth</td>
</tr>
<tr>
<td>Director of Capital Planning and Projects</td>
</tr>
<tr>
<td>Head of Property and Asset Management - Finance</td>
</tr>
<tr>
<td>Assistant Finance Manager - Projects</td>
</tr>
<tr>
<td>Associate Director of Operations - Facilities</td>
</tr>
<tr>
<td>Head of Business Support &amp; Asset Management - Facilities</td>
</tr>
<tr>
<td>Capital Programme Business Manager</td>
</tr>
<tr>
<td>Capital Equipment and Commissioning Manager</td>
</tr>
<tr>
<td>Associate Director of Strategic Planning and Modernisation</td>
</tr>
<tr>
<td>Health and Social Care Partnership representation</td>
</tr>
<tr>
<td>Capital Planning Senior Project Manager – Primary Care</td>
</tr>
<tr>
<td>Associate Director of Procurement</td>
</tr>
<tr>
<td>Strategic Programme Manager</td>
</tr>
<tr>
<td>Capital Planning Project Manager (administration)</td>
</tr>
</tbody>
</table>

Reporting Arrangements:

As LCIG is to provide assurance to the Finance & Resources Committee that appropriate governance and management arrangements are in place, these terms of reference require the approval of F&RC.

July 2018
FAMILY HEALTH SERVICE PRACTITIONERS DISCIPLINARY PROCEDURES

REFERENCE COMMITTEE

Remit:

There shall be an established Reference Committee for disciplinary matters in relation to Family Health Service Practitioners in compliance with the terms of the National Health Service (Discipline Committees)(Scotland) Regulations 2006 as amended. The Reference Committee will exercise the Health Board’s functions under these regulations with respect to the referral of disciplinary matters.

The Reference Committee will also consider any referrals to the NHS Tribunal under the National Health Service (Tribunal)(Scotland) Regulations 2004 as amended.

In relation to General Dental Practitioners, Optometrists and Pharmacists, the Reference Committee will consider any referrals to the appropriate professional body (General Dental Council, General Optical Council and General Pharmaceutical Council).

Out of Scope:

Referrals of General Medical Practitioners to the General Medical Council are handled by the Board’s Medical Director, given their role as the Board’s Responsible Officer in relation to Revalidation.

Frequency of Meetings:

As required.

Membership:

Non-Executive Board Member (Chair)
Board Member (currently Director of Public Health and Health Policy)

Quorum:

No business shall be transacted at a meeting of the Committee unless a Non-Executive Director member and a Board Member for all cases in relation to Family Health Services which includes General Practitioners, Dental Practitioners, Optometrists and Pharmacists are present.

Reporting Arrangements:

The minutes of the Committee will be prepared following the Healthcare Improvement Scotland Guidance Paper on Data redaction and standardised adverse event review reports (December 2014). The Committee will report to the Board by means of submission of reports when required at the next available Board meeting.

March 2018
REMUNERATION COMMITTEE

Each NHS Scotland Board, through its Standing Orders, is required to establish a Remuneration Committee, whose main function is to ensure the application and implementation of fair and equitable pay systems on behalf of the Board, as determined by Ministers and the Scottish Government, and described in MEL (1993) 114 and subsequent amendments.

The Remuneration Committee as a sub-committee of the Staff Governance Committee, is required to provide assurance that systems and procedures are in place to manage the issues set out in MEL (1993) 114 (amended), so that overarching staff governance responsibilities can be discharged. The Staff Governance Committee will not be given the detail of confidential employment issues that are considered by the Remuneration Committee: these can only be considered by Non-Executive Directors of the Board.

Remit

The remit of the Remuneration Committee is to:

- review and agree the objectives of the NHS Lothian Chief Executive, Executive and Corporate Directors on an annual basis;
- receive and approve the annual performance assessments for the NHS Lothian Executive Management Cohort for submission to the National Workforce Performance Management Committee;
- receive reports on the pay implications for the NHS Lothian Executive Management Cohort and review and "sign off" the corresponding pay uplifts;
- receive and approve the annual performance assessments for all other staff employed in the Senior Managers Cohort and review and "sign off" the corresponding pay uplifts;
- take an overview of the Performance Management and Pay arrangements for Executive and Senior Managers currently in place within NHS Scotland and review the implications for NHS Lothian of any changes in the guidance;
- approve any responsibility allowances or any temporary regradings for staff in the Executive and Senior Manager cohort and review the overall position on an annual basis;
- approve any Redundancy or Retirement Exit packages where the costs for the employer are in excess of £50k and approve any recommendations from the Chief Executive for Redundancy or Retirement Exit Packages for Executive or Corporate Directors, regardless of value;
- approve any Employment Tribunal settlements in excess of £100k and bring regular reports to the Committee on the current position with Employment Tribunals to ensure fairness and consistency is maintained;
- ensure all staff in the Executive and Senior Manager's Cohort are treated appropriately, fairly and consistently;
- provide regular reports to the Staff Governance Committee to allow them to validate the work of the Remuneration Committee.

Membership:

The membership of the Remuneration Committee is as follows:
• NHS Board Chair (Chair of the Committee)
• 4 Non-Executive Members

In Attendance:
• Chief Executive, NHS Lothian
• Director of HR and OD, NHS Lothian

Frequency of Meetings:
Meetings of the Committee shall be held at such intervals as the Committee may determine in order to conduct its business. In any event, meetings shall normally be held four times a year.

Quorum:
No business shall be transacted at a meeting of the Committee unless at least three Members of the Committee are present.

Reporting Arrangements:
The Committee will provide an update at each meeting of the Staff Governance Committee through presentation of an open minute where appropriate and additional reports as required.

Approved 25 June 2014
ST JOHN'S HOSPITAL STAKEHOLDER GROUP

Purpose of the Group

The purpose of the Group is to strengthen communications and promote shared understanding among stakeholders by meeting regularly to discuss areas of joint interest in line with the remit set out below. The Group complements and will operate in a manner consistent with the NHS Board's governance model and broader planning processes in relation to non-delegated functions.

Remit

1. The St John's Hospital Stakeholder Group will consider:
   - further development and changes to services at the St John's site that are not delegated to the IJB, for example, women’s and children’s services; and
   - related site infrastructure matters, such as car parking and transport.

2. The Group may also initiate and discuss, prior to implementation, any revised proposals affecting non-delegated services at St John's, to ensure that they take account of local circumstances. Key to such discussions will be ensuring that all viable options have been considered, whilst recognising that it is the responsibility of NHS Lothian to ensure that services are safe, sustainable and consistent with clinical best practice and national policy.

3. The Group will strengthen communication links to the population of West Lothian as well as existing staff briefing arrangements. To ensure effective and early communication, the Group will ensure early "fact checking" prior to public pronouncements or motions.

4. The Group's discussion will be regularly reported to the Board of NHS Lothian and to the Executive of West Lothian Council.

5. The Group may recommend to NHS Lothian or the Integration Joint Board (for delegated functions) proposals for its consideration and determination.

Membership

The Chair will rotate between West Lothian Council and NHS Lothian on a two-yearly cycle.

3 elected members of West Lothian Council (including the chair)
3 NHS Lothian Board non Executives (to include chair following rotation)
1 Staff representative selected by the Lothian Partnership Forum
1 Public representative sourced from existing stakeholder groups.
Frequency of meetings

Meetings should be held quarterly with dates to be agreed.
STAFF GOVERNANCE COMMITTEE

TERMS OF REFERENCE

The Staff Governance Committee is a standing committee of the Board and together with the Healthcare Governance Committee and the Audit and Risk Committee forms the full governance framework for the Board. The role of this Committee is to support and maintain a culture within NHS Lothian where the delivery of the highest possible standard of staff management is understood to be the responsibility of everyone working within NHS Lothian and is built upon partnership and collaboration.

Purpose of the Committee

The purpose of the Staff Governance Committee is to monitor and scrutinise performance against the Staff Governance Standard, including the key deliverables from Everyone Matters:2020 Workforce Vision to secure the fair and effective management of staff, compliance with all legal obligations and implementation of all policies and agreements to ensure that staff are:

- Well informed;
- Appropriately trained;
- Involved in decision which affect them;
- Treated fairly and consistently;
- Provided with an improved and safe working environment.

The Committee is required to provide assurance to the Board on the overall performance of NHS Lothian against the individual elements of the Staff Governance Standard and Everyone Matters:2020 Workforce Vision. The Committee will need to ensure that systems and procedures are in place to monitor, manage and improve performance across the whole system, and liaise closely with the other Governance Committees (Health Care Governance and Audit and Risk) to ensure appropriate integrated governance. The Committee will also be responsible for monitoring and reviewing the strategic risks relating to staff and workforce issues.

Specific Responsibilities

The specific responsibilities of the Staff Governance Committee in line with the Staff Governance Standard are to:

- Oversee the commissioning of structures and processes which ensure that delivery against the Standard is being achieved;
- monitor and evaluate strategies and implementation plans relating to people management;
- provide support to any policy amendment, funding or resource submission through the normal routes to achieve the Staff Governance Standard;
- take responsibility for the timely submission of all staff governance information required for national monitoring arrangements;
• provide staff governance information for the statement of internal control;
• provide assurance that systems and procedures are in place through the Remuneration Sub Committee to manage the issues set out in MEL (1993) 114 and subsequent amendments;
• monitor governance arrangements around health and safety and in particular staff health and safety related issues and ensure compliance with health and safety law, the Staff Governance Standard and a continuing improvement in health and safety performance. The Staff Governance Committee will also receive the Annual Health and Safety Report.

Membership
• Non Executive Board Member(Chair)
• Board Chair
• Employee Director
• 3 x Non Executive Board Members
• Director of Human Resources and Organisational Development
• Nurse Director
• Medical Director
• Chief Officer – Acute Services
• 2 x Representatives from the Lothian Partnership Forum

In Attendance
• Associate Director of Human Resources
• Director of Occupational Health and Safety
• Head of Communications

All Board members shall have the right of attendance and have access to papers.

Frequency of Meetings
Meetings of the Committee shall be held at such intervals as the Committee may determine in order to conduct its business. In any event, meetings shall normally be held five/six times a year.

Quorum
No business shall be transacted at a meeting of the Committee unless at least six members are present of which three are Non Executive Members of Lothian NHS Board. Any member may be represented by a Deputy at any meeting.

Reporting Arrangements
The Committee will report to the Board by means of submission of minutes to the next available Board meeting along with a summary highlighting the key issues discussed and also any issues that will be required to be addressed in the future.
The Chair of the Committee will provide assurance on the work of the Committee on an ongoing basis to the Board. An Annual Report will also be prepared for presentation to the Board describing the outcomes from the Committee during the year and providing assurance to the Board that the Committee has met its remit during the year.

**Committee Sub Structure**

The following committees report directly to the Staff Governance Committee:

- **Remuneration Committee** – the main function of this committee is to ensure the application and implementation of fair and equitable pay systems on behalf of the Board, as determined by Ministers and the Scottish Government, and described in MEL (1993) 114 and subsequent amendments;

- **Health and Safety Committee** – the Health and Safety Committee is established in compliance with the Health and Safety at Work Act 1974, Safety Representatives and Safety Committees Regulations. It is recognised that the remit of the Health and Safety extends beyond staff into health and safety issues affecting patients, visitors and contractors and links will therefore need to be made with other Committees as appropriate.

Each of these committees will provide an update at each meeting of the Staff Governance Committee through presentation of the minutes of their meetings or additional reports if required.

The Committee may establish any further Sub Committees to support its function as required.

**October 2016**
1 Context

1.1 Integration of Health & Social Care

The NHS Board, through integration schemes, will delegate some of its functions to four Integration Joint Boards (IJB). Before the functions are delegated each IJB must prepare and approve the strategic plan for those functions ("integration functions") which will determine how those functions are to be carried out in the local authority area before 1 April 2016 ("the start day"). Consequently Lothian NHS Board is no longer responsible for preparing the strategic plan for those integration functions, and the terms of reference of the Strategic Planning Committee now reflects this.

A key objective is to ensure that each IJB has access to the information it requires in order to carry out all of its responsibilities for the integration functions. Members of IJBs will be members of this committee. The Committee must ensure that when any business is discussed, it is clear when it relates to integration functions, and when it does not. Within that if any business specifically relates to a particular IJB or IJBs, this should also be clear.

1.2 Lothian Quality Management

Lothian NHS Board has committed to the development and deployment of a total quality management approach to the delivery of healthcare. Based on principles of optimising patient outcomes through quality and cost optimisation, this system will be led by clinicians using trained and professionally supported teams and detailed data analytics. This will become the management approach to the development and ongoing operation of our healthcare system.

Strategy formulation, planning and performance management must be shaped to enable and drive this system.

2 Committee’s Remit with Regard to “Integration Functions”

2.1 To be assured that each IJB is provided with such information as the IJB may reasonably require to:

- Prepare its Strategic Plan;
- Determine whether to issue a direction and;
- Determine what the content of any direction should be.
- Review its Strategic Plan
- Prepare its Performance Report

The above will include providing information in a manner that will allow the IJB to have regard to:

- The integration delivery principles
- The national health & wellbeing outcomes
- The needs of localities within each local authority area
- The effect that the IJB’s strategic plan may have on services, facilities and resources that will be used by other IJBs in carrying out their strategic plans.
2.2 To be assured that the health board is co-operating with each local authority in relation to the efficient and effective use of resources (including in particular buildings, staff and equipment) in implementing the integration schemes.

2.3 To recommend to the Lothian NHS Board who should be the Board’s nominee onto each of the IJBs’ strategic planning groups.

2.4 To consider the consultation drafts of any IJB Strategic Plans, and prepare and submit the response to those drafts on behalf of Lothian NHS Board.

2.5 To be assured that the health board is complying with all of the directions of all IJBs, and that information is available to IJBs so that they may monitor the implementation of their respective strategic plans.

2.6 To lead on any situation whereby the health board considers that any IJB strategic plan is preventing the health board from carrying out any of its functions inappropriately, or in a way which complies with the integration delivery principles and contributes to the national health & wellbeing outcomes.

2.7 In the event that the health board proposes to take a decision that it considers might significantly affect the provision of a service relating to an integration function within a locality, to be assured that those affected are involved and consulted on the decision.

2.8 To be assured that all NHS Lothian strategies and service change plans reflect the requirements of the four IJB strategic plans and directions, and are aligned to the delivery of the outcomes set out therein.

Committee’s Remit with Regard to Functions that are not “Integration Functions”

2.9 To oversee strategic planning for the health functions and services (that have not been delegated to IJBs) which are provided locally, regionally and nationally. The committee will prepare all strategies for approval by the NHS Board. This is subject to any provisions for major service change which require Ministerial approval.

2.10 As part of the above process, the committee shall consider:

- Any relevant regional (South-East and Tayside) plans.
- Any relevant national strategies, plans and directions
- The four Lothian Community Planning Partnerships Plans
- The Edinburgh Integrated Children’s Services Plan
- Any other relevant plans developed through vehicles such as Children’s Partnerships
- The content of any relevant and previously approved NHS Lothian strategies or plans
- The NHS Board’s existing commitments to implement the directions of the four integration joint boards.

2.11 To consider and approve on behalf of the Board plans to change service models which will deliver the redesign, modernisation and integration of services required to implement approved Board strategies. This is subject to any provisions for major service change which require Ministerial approval.
2.12 To specifically seek assurance on the strategic fit (with Lothian and IJB strategic plans) of service changes which are essential components of the delivery of efficient and affordable capital and infrastructure investments prior to formal approval by Finance and Resources Committee.

2.13 To monitor the implementation of Lothian strategies.

2.14 To monitor the implementation of the Board’s corporate objectives, informed by work undertaken by other committees for objectives that are directly relevant to their terms of reference.

2.15 To monitor the Board’s performance against its Local Delivery Plan and HEAT targets, informed by work undertaken by other committees for performance matters that are directly relevant to their terms of reference.

3 Committee’s Remit with Regard to Lothian Quality Management System

3.1 The Committee will require to consider the plans emerging from the development and deployment of the Lothian Quality Management System. It will then require to consider the development of strategic planning and management within NHS Lothian to reflect, enable and drive that system.

It is anticipated that these Terms of Reference will be further developed accordingly over the next 6 - 12 months.

4 Membership of the Committee

4.1 NHS Lothian Board wishes to operate an integrated system of governance with the four IJBs. To achieve this it is expected that this Committee will have representation from two members of each of the IJBs within its membership, one from NHS Lothian and the other from the relevant local authority. One of the members will be a non-executive Board member (who is not the local authority stakeholder representative on the Health Board), while the other will be one of the local authority councillor members of the IJB (who may or may not be the local authority stakeholder representative on the Health Board). Representation of the Acute Hospitals Committee through its Chair is equally important to promote strategic coherence and consistency across the whole system.

4.2 The Committee will comprise:

Non-Executive Board Members
- Committee Chair: Board Chairman
- Member from East Lothian IJB
- Member from City of Edinburgh IJB
- Member from Midlothian IJB
- Member from West Lothian IJB
- Chair – Acute Hospitals Committee
- Non-Executive - University of Edinburgh Stakeholder member
- Two other non-executive members of NHS Lothian Board
Executive Board Members:

- Chief Executive
- Medical Director
- Finance Director
- Director of Nursing and Allied Health Professionals
- Director, Public Health and Health Policy
- Director of Strategic Planning, Performance Reporting and Information

Additional IJB Members:

- East Lothian Councillor Member
- City of Edinburgh Councillor Member
- Midlothian Councillor Member
- West Lothian Councillor Member

All Lothian NHS Board members shall have the right of attendance and have access to papers.

Officers of the Board will be in attendance as appropriate to the agenda.

5 Frequency of Meetings

5.1 Meetings of the Committee shall normally be every two months.

6 Quorum

6.1 No business shall be transacted at a meeting of the Committee unless at least three non-executive members are present.

7 Reporting Arrangements

7.1 The Committee will report to the Board by means of submission of minutes and a summary from the chair of the Committee to the next available Board meeting. The NHS Lothian Secretariat will also routinely send the summary and the minutes to the IJBs' Secretaries and Chief Officers.

7.2 In the event that the Committee identifies an issue of direct and material relevance to an IJB, the committee chair will inform the IJB Chair and Chief Officer.

7.3 In addition to the above arrangements, each IJB will have a member on the committee, and that member will be in a position to directly report back to the IJB on the committee’s activities. Each IJB will also be able to ask its own Chief Officer for further information on the carrying out of its integration functions. The committee shall respond to any further reasonable requests for information that any IJB may submit.