



NOT PROTECTIVELY MARKED

Public Board Meeting

**28 July 2021
Item 09**

THIS PAPER IS FOR APPROVAL

BOARD STATUTORY COMMITTEES – REVIEW OF TERMS OF REFERENCE

Lead Director Author	Tom Steele Chair Lindsey Ralph, Board Secretary
Action required	The Board is asked to: <ul style="list-style-type: none"> • Approve the revised Terms of Reference (ToR) for the Board Standing Committee.
Key points	<p>The statutory committees of the Board, reviewed their Terms of Reference as follows-</p> <ul style="list-style-type: none"> • December 2020 - Staff Governance Committee (incorporating Remuneration Committee) (Appendix 1) • April 2021 - Audit Committee (Appendix 2) • May 2021 - Clinical Governance Committee (Appendix 3) <p>Each Committee agreed minor changes (shown in tracked changes) and these are recommended to the Board for approval.</p> <p><u>Further changes recommended</u></p> <ul style="list-style-type: none"> • the removal of reference to the Chair being an ex-officio member of the Staff Governance and Clinical Governance Committee
Timing	In compliance with the Board’s Standing Orders, the Board <ul style="list-style-type: none"> • will approve the terms of reference and membership of the committees. • will review these as and when required, and within 2 years of their approval if there has not been a review.
Link to Corporate Objectives	A key corporate objective is to enhance board governance. The Terms of Reference are key tools which regulate the operation of the Board and its committees.
Benefit to Patients	The Board sets assurance around the systems and processes and standards of care to patients.
Equality and Diversity	None identified.



Approved by the Staff Governance Committee December 2020

STAFF GOVERNANCE COMMITTEE TERMS OF REFERENCE

8.3 Staff Governance Committee

This section should be read in the context of the Board Standing Orders and Scheme of Delegation.

The Staff Governance Committee ~~will report to the Board~~ is a statutory committee of the Board.

8.3.1 Purpose

The Staff Governance Committee has responsibility, on behalf of the Board for ensuring that the NHS Staff Governance Standards are implemented in SAS and that an effective structure is in place to support and monitor implementation and delivery ~~Board, to ensure that there is effective monitoring of the machinery for effective staff governance within the Service.~~ The specific responsibilities of the committee are to:

- a) Oversee the establishment commissioning of structures and processes which ensure delivery and implementation of the ~~which ensure that delivery against the Staff Governance Standard is being achieved.~~
- b) Monitor and evaluate strategies and implementation plans relating to people management;
- c) Approve any policy (including organisational policy directly affecting staff) amendment, funding or resource submission to achieve the Staff Governance Standard
- d) Take responsibility for the timely submission of all staff governance information required for national monitoring arrangements
- e) Provide staff governance information for the statement of internal control and
- f) Provide assurances that systems and procedures are in place to manage the issue set out in MEL (1993) 114 (amended).
- g) To provide scrutiny and oversight of
 - i. the Board's strategic workforce planning
 - ii. Health and Safety matters.
- h) To receive assurance that the Health, Safety and Wellbeing Group;
 - i Meets its responsibilities under the Health and Safety at Work Act 1974, Management of Health and Safety at Work regulations 1999; Safety Committees Regulations 1977 and the Health and Safety (Consultation with Employees) Regulations 1996.
 - ii Complies with its duties under legislation, so far as is reasonably practicable, to ensure the health, safety and wellbeing of all its employees.
- i) To provide governance of Education, Learning and Development.

8.3.2 Chair and Membership

Membership of the Staff Governance Committee will be:-

- Four Non-Executive Directors, one of which must be the Employee Director. ~~The Chair of the Board is an ex officio member of the Committee.~~
- Three lay representatives from the trade unions (acting in an *ex officio* capacity), nominated by the National Partnership Forum.

In addition there will be in attendance:-

Director of ~~Human Resources and Organisational Development~~Workforce

Regular attendees will include:-

- Chief Executive
- ~~Deputy Director of Human Resources and Organisational Development~~
- Head of Human Resources and Employee Relations
- Head of Health and Safety
- Head of Organisational Development
- Head of Leadership and Learning
- Head of Education and Professional Development
- Regional Director or National Operations Director
- Director of Care Quality and ~~Strategic Development~~Professional Development
- Equalities Manager

8.3.3 Quorum

A quorum shall be three Non-Executive members of the Committee.

8.3.4 Frequency

The Committee will meet at least four times a year and shall report back to the subsequent Board meeting what it has been considering and the basis of its conclusion. Approved minutes of the Committee will go to the next Board meeting for noting.

8.3.5 Terms of Reference

The Committee will review its Terms of Reference annually and where this results in proposals for amendment, the revised Terms of Reference must be submitted to the Board for approval.

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Reviewed by the Remuneration Committee November 2020

Reviewed by the Staff Governance Committee December 2020

REMUNERATION COMMITTEE TERMS OF REFERENCE

8.4 Remuneration Committee

The Remuneration Committee shall be a sub committee of the Staff Governance Committee. The Remuneration Committee reports through the Staff Governance Committee to the Board.

8.4.1 Purpose

The Remuneration Committee will 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 may consider additional confidential remuneration related employee matters on behalf of the Board.

8.4.2 Chair and Membership

Membership of the Remuneration Committee will be:-

- The Chair of the Board and
- A minimum of three Non-Executive Directors, appointed by the Board, one of which shall be the Employee Director

All members of the Remuneration Committee will require to be appropriately trained to carry out this role.

In addition, there will be in attendance:

- Chief Executive
- Director of Workforce

Other Directors of the Board may be invited to attend the meeting of the Committee.

No employee of the Board shall be present when any issue relating to their employment is being discussed.

8.4.3 Quorum

A quorum shall be three Non-Executive Members of the committee.

8.4.4 Frequency

The committee will meet at least twice per annum.

Remuneration issues may arise between meetings and will be brought to the attention of the Chair of the Remuneration Committee by the Chief Executive or the Director of Workforce. The Chair may call a special meeting of the Remuneration committee to address the issue.

Meetings will be called by the Chair but, exceptionally, by the Non-Executive Director members of the committee (other than the Chair) provided they all agree on such action.

8.4.5 Terms of Reference - Review

The committee will review its Terms of Reference annually and where this results in proposals for amendment, the revised Terms of Reference must be submitted to the Staff Governance Committee for endorsement and then to the Board for approval.

8.4.6 Minutes and Reports

Papers for consideration by committee members will contain full details of the issues to be considered with clear recommendations to the committee. Anonymity of staff will be preserved where possible. The minutes will record the decisions reached by the committee with due regard to confidentiality in relation to individuals. Full minutes shall be provided only to non-executive members of the Remuneration Committee (and other non-executive Board members where relevant) and these will form part of the private records of meetings.

A summary of issues discussed will be provided to the Staff Governance Committee on a regular basis to provide assurances about the functioning of the Remuneration Committee. This shall not identify individuals or confidential matters and will be part of the public record.

The Remuneration Committee will through the Staff Governance Committee provide an annual assurance that systems and procedures are in place to manage the pay arrangements for all Executive Directors and others under the Executive Cohort and Senior Manager pay systems so that overarching Staff Governance responsibilities can be discharged.



APPENDIX 2

AUDIT COMMITTEE TERMS OF REFERENCE

1. Purpose and Remit

1.1 Audit Committee

This section should be read in the context of the Board Standing Orders and Scheme of Delegation.

The Board has established an Audit Committee as a statutory Committee of the Board to support in their responsibilities for issues of risk, control and governance and associated assurance through a process of constructive challenge.

The Committee will support the Accountable Officer and Board by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report.

1.1.1 Purpose

The Audit Committee will provide an independent and objective review of the effectiveness of the Scottish Ambulance Service’s internal control systems, the financial information used by the Scottish Ambulance Service and compliance with law, National Health Service guidance, Codes of Conduct, the Scottish Ambulance Service’s Standing Orders, Standing Financial Instructions and financial procedures.

The Committee will advise the Board and Accountable Officer on:-

- a. The strategic processes for risk, control and governance and the governance statement;
- b. The accounting policies, the accounts and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management’s letter of representation to the external auditors.
- c. The planned activity and results of both internal and external audit;

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- d. The adequacy of management response to issues identified by audit activity, including external audit's management letter/report;
- e. The effectiveness of the internal control environment;
- f. Assurances relating to the corporate governance requirements for the organisation;
- g. Proposals for tendering for either internal or external audit services; anti-fraud policies, whistle blowing processes, and arrangements for special investigations.
- h. Changes to the Scottish Ambulance Service's Standing Orders and Standing Financial Instructions;
- i. Report the circumstances associated with each occasion when Standing Orders are waived;
- j. Schedule of losses and compensation payments and make recommendations to
- k. The Board on proposed write offs requiring the approval of the Scottish Government.

The Audit Committee will also periodically review its own effectiveness and report the results of that review to the Board and Accountable Officer.

Information requirements

For each meeting, the Committee will be provided with:-

- A report summarising any significant changes to the Service's Risk Register;
- A progress report from the Head of Internal Audit summarising:-
 - Work performed (and a comparison with work planned);
 - Key issues emerging from Internal Audit work;
 - Management response to audit recommendations;
 - Significant changes to the audit plan;
 - Any resourcing issues affecting the delivery of Internal Audit Objectives;
- A progress report from the External Audit representative summarising work done and emerging findings.

As and when appropriate, the Committee will also be provided with:

- The internal audit annual plan and strategy;
- The draft accounts of the Scottish Ambulance Service;
- The endowment funds accounts to advise the Board of Trustees of the Scottish Ambulance Service Endowment Fund;
- The draft governance statement;
- A report on any changes to accounting policies;
- External Audit's management letter/report;
- A report on any proposals to tender for audit functions;
- Evidence of co-ordination between auditors;
- A report on the Counter Fraud and Bribery arrangements and performance;

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- Quarterly reports from the Risk Management Governance Group;
- Annual statement of assurance, annual work plan and quarterly reports from the Information Governance Group;
- An annual workplan describing in detail the planned activities for the Committee at each meeting for the fiscal year.

Reports from other sources within the “three lines of assurance” integrated assurance framework (e.g. Best Value self assessment Reviews, Gateway Reviews, ICT Assurance Reviews, Procurement Capability Reviews).

2. CHAIR AND MEMBERSHIP

The Audit Committee shall report to the Board.

Membership will be:-

- Four Non Executive Members, appointed by the Board, one of which shall be appointed by the Board to be the Committee Chair.
- The Chair of the Board shall not be a member but shall be invited to attend at least one meeting per year.

The members of the Committee are:

Non Executive Directors:

Mr Stuart Currie
Mrs Cecil Meiklejohn
Mrs Irene Oldfather
Ms Madeline Smith

The Committee is chaired by:

Mrs Carol Sinclair

The Committee is provided with a secretariat function by ~~Mrs Gillian McBirnie~~ Miss Pippa Hamilton.

In addition there will be in attendance:-

- The Chief Executive or their nominee;
- Director of Finance, ~~and~~ Logistics and Strategy
- Director - National Operations or their nominee
- Risk Manager
- Fraud Liaison Officer
- Information Governance Manager
- Internal Auditor
- External Auditor

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The Audit Committee may require any Director or officer to attend any of its meetings.

The Chair of the Audit Committee shall bring to the attention of the Board any ultra vires transactions or improper acts. Exceptionally, the matter may need to be referred to the Scottish Government Health Directorate.

The 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.

The Board or Accountable Officer may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

The Committee members will also convene annually a meeting with the internal and external auditors, without management in attendance.

2.1 RIGHTS

The Committee may co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience; and

Procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board or Accountable Officer.

2.2 ACCESS

The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Committee.

3. QUORUM

A quorum shall be three Non Executive members of the Committee.

4. FREQUENCY

The Audit Committee shall meet at least four times per year.

The Committee will formally report in writing to the Board and Accountable Officer after each meeting. A copy of the minutes of the meeting may form the basis of the report.

The Committee will provide the Board and Accountable Officer with an Annual Report, timed to support finalisation of the accounts and the governance

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statement, summarising its conclusions from the work it has done during the year.

5. 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; all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain external legal or other professional advice and to secure attendance of outsiders with relevant experience and expertise if it considers this necessary.

6. TERMS OF REFERENCE

The Committee will review its Terms of Reference annually and where this results in amendment, the revised Terms of Reference must be submitted to the Board for approval.

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APPENDIX 3

CLINICAL GOVERNANCE TERMS OF REFERENCE

8.2. Clinical Governance Committee

This section should be read in the context of the Board's Standing Orders and Scheme of Delegation.

The Clinical Governance Committee ~~will report to the Board~~ [is a statutory committee of the Board.](#)

8.2.1 Purpose

The Clinical Governance Committee shall be responsible for oversight of the clinical governance of the Scottish Ambulance Service so as to assure the Board that the arrangements are working and to bring to the attention of the Board regular reports on the operation of the system and specific reports on any problems that emerge.

The Committee will monitor;

- a) The delivery of clinical quality being provided in the Scottish Ambulance Service including oversight of performance against clinical quality indicators
- b) The procedures in place for effective clinical practice
- c) Measured performance against those procedures
- d) The arrangements and achievement of clinical learning.
- e) Clinical complaints and commendations and the learning from these
- f) The reporting of clinical adverse events in line with the adverse event framework
- g) The arrangement for clinical risk management and patient safety
- h) The Service's programme of clinical audit
- i) The Service's clinical research and development programme
- j) Person Centred Care
- k) Scottish Public Services Ombudsman (SPSO) responsibilities
- l) Service's compliance with corporate parenting legislation

8.2.2 Chair and Membership

The Clinical Governance Committee shall report to the Board.

Membership will be:-

- Five Non Executive Members, appointed by the Board one of which shall be appointed by the Board to be the Committee Chair.
- ~~The Chair of the Board is an ex-officio member of the Committee.~~
- The Board shall have the power to co-opt up to two additional members from outwith the Board, at least one of whom shall always represent patients.

Regular attendees at the meeting will be

- Chief Executive or their nominated deputy
- Medical Director
- Regional Director
- Director of Care Quality & Professional Development
- Relevant Clinical Governance Managers
- Head of Education and Professional Development
- Clinical Performance Manager
- National Clinical Risk Manager
- Head of Corporate Affairs and Engagement
- Patient Representative
- Head of Infection Prevention and Control

Non Executive members of the Committee are accountable to the Board for the decisions of the committee.

Only Non Executive members of the Committee have voting rights.

Other non-executive directors of the Board shall also have the right to attend. The committee may require any Director or officer of the Scottish Ambulance Service to attend any of its meetings.

The Chief Executive and Directors shall not be members of the committee but they shall all attend meetings as required. When appropriate, other officers of the Scottish Ambulance Service will attend.

8.2.3 Quorum

A quorum shall be three Non Executive members of the committee.

8.2.4 Frequency

The Committee shall meet at least quarterly. A rolling agenda will detail items due to be presented to the Committee on a regular basis. The Committee shall report back to the subsequent Board meeting what it has been considering and the basis of its conclusions. The approved minutes of this Committee will go to the next Board meeting for noting.

8.2.5 Terms of Reference

The committee will review its Terms of Reference annually and where this review results in amendment, the revised Terms of Reference must be submitted to the Board for approval.

The Committee has various Sub-Groups (listed below) which report direct into it;

- National Clinical Operational Governance Group
- Clinical Assurance Group
- Medicines Management Group
- Infection Control Committee
- Research and Development Group
- Public Protection Assurance Group

The Terms of Reference for these Groups will form an Appendix to the Clinical Governance Committee Terms of Reference.