

GOVERNANCE COMMITTEE

SEPTEMBER 2018

SINGLE GOVERNANCE COMMITTEE PROPOSAL

1. INTRODUCTION

As both Trusts continue to work more closely together and work is in progress to achieve a formal merger it is necessary to consider how the framework of clinical and corporate governance across each organisation might best come together. This is particularly important as patient pathways develop, services are shared or relocate and staff work across sites to ensure patient and staff safety. It is also required for the merger full business case.

Following brief discussions at both Governance Committees the potential to move to one joint Governance Committee across CHS and STFT was supported in principal. This paper sets out how that may be achieved.

In proposing a move to one Governance Committee it is recognised that for 2018/19 each organisation will have statutory obligations and reporting arrangements and arrangements need to be maintained to deliver this.

In particular, the current clinical and corporate steering groups reporting into the current Trust Governance Committees will be maintained until the point of merger.

2. DEVELOPING AND DELIVERING A SINGLE GOVERNANCE STRUCTURE

The importance of a robust framework for clinical and corporate governance across any healthcare organisation is well evidenced and a requirement in terms of our CQC registration. Both Trusts already have similar, but not identical, process and structure in place.

Over the last eighteen months this commonality has continued to increase as best practice in each Trust has been shared and adopted accordingly.

Two issues, the Clinical Service Reviews (CSRs) and the full business case for merger, are now driving further amalgamation of the Governance framework.

In terms of the CSRs it is likely that future service provision will be shared across sites to a greater extent than already happens in practice. This requires a common approach to clinical governance to ensure appropriate standards of care and treatment, management of risk and effectiveness. Patients and staff can not be subject to differing standards as they move across different sites within the healthcare group.

In terms of the work for a full business case, to support the merger of the two trusts, a description of each organisations current and future clinical and corporate governance arrangements is required. Also required is an analysis of benefits to patients as a result of a merger and identification of any risks for each organisation. Finally an Implementation Plan is required and this will describe our clinical and corporate governance arrangements in the newly merged organisation.

If there is agreement to support the move to a joint Governance Committee that not only fits with this requirement but also means the new joint committee can have over sight of the proposed new clinical and corporate governance framework.

3. JOINT GOVERNANCE COMMITTEE

To move to a joint Governance committee it is proposed that:

- a. The terms of reference need to be amalgamated and agreed. A draft is attached at Appendix 1.
- b. The Chair of the new Committee would need to be identified. It is proposed that the current Chairs share this and chair for 3 months each.
- c. Committee membership will be revised. See terms of reference.
- d. All Committee members would participate in the discussion of all items/issues affecting both Trusts.
- e. Papers/Report should be combined where ever possible to show information across the healthcare group. Where necessary individual papers/reports would be submitted.
- f. A Highlight report and/or a full set of minutes already go to both Boards. This would continue. The Key Highlights Report will bring to the Boards' attention critical/important/ emerging issues, but will not replicate the minutes of the meeting.
- g. Meetings will be held on a date to be agreed but preferably utilising current dates in the diary.
- h. Meetings to alternate between South Tyneside DGH and Sunderland Royal Hospital.
- i. The first joint meeting could take place from October 2018 onwards (allowing September to close down any relevant individual trust business).
- j. Secretarial support for the joint meeting will be provided by the office of the Director of Nursing AHPs and Patient experience.

4. RECOMMENDATIONS

The Committee is asked to agree to the proposals to move to one joint Governance Committee across the Healthcare Group and consider that the first meeting takes place in October 2018.

Melanie Johnson
Executive Director of Nursing AHPs and Patient Experience

July 2018

JOINT GOVERNANCE COMMITTEE

DRAFT - TERMS OF REFERENCE

1. Purpose and authority

- 1.1 The Governance Committee is a non-statutory Committee established by the Board of Directors to ensure the achievement of the highest standards of patient safety, quality of service, and risk management.
- 1.2 The Committee has no executive powers, other than those specifically delegated by these Terms of Reference. The Terms of Reference can only be amended with the approval of the Board of Directors.
- 1.3 The overriding principle of the committee is the pursuit of continuous improvement in the interest of patient care and service delivery.

2. Membership

- 2.1 The Governance Committee is appointed by the Board and the following officers shall be members of the Committee:
 - Two Non-Executive Directors x1 STFT and x1CHS (*Joint Chair*)
 - Two other Non-Executive Directors x1 STFT and x1CHS
 - Director of Nursing, AHPs and Patient Experience (*Executive Lead*)
 - Medical Director STFT
 - Medical Director CHS
 - Director of Finance
 - Director of Operations
 - Company Secretary
 - Director of Corporate Affairs
 - Assistant Director of Nursing (Quality)
- 2.2 Duly nominated deputies may attend in a Committee members' stead in exceptional circumstances, and with the prior agreement of the Committee Chair. In the absence of the Nurse or Medical Director then the Assistant Director of Nursing(Quality) or the Deputy Medical Director must be in attendance.
- 2.3 Other Trust representatives may be required to attend meetings at the request of the Chair. For example the Head of Corporate Risk and Head of Assurance on a quarterly basis to present their papers.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be four members, which must include: a minimum of one Non-Executive Director (including the Chair) from

each Trust; and either the Director the Director of Nursing AHPs and Patient Experience or a Medical Director.

- 3.2 A duly convened meeting of the Governance Committee at which a quorum is present shall be competent to exercise all powers as set out in these Terms of Reference.

4. Duties

4.1 Quality of Care and Patient Safety

The Governance Committee will:

- Receive assurance with regard to compliance with the Care Quality Commission Fundamental standards of care (Appendix 1), and receive assurance on the actions being taken to address any recommendations identified.
- Receive assurance with regard to ongoing achievement of the Trust's Quality Objectives identified in the Trust's Annual Plan.
- Monitor progress and achievement of the Trust's Quality Strategy and receive assurance on all aspects of patient safety including clinical performance.
- Receive assurance that processes are in place for triangulation of information and data from across other sub committees of the Board, with particular regard to patient experience and seek assurance that appropriate actions are being taken to address issues where necessary.
- Receive performance reports containing up to date information, comparisons and benchmarking where possible.
- Liaise with the Patient Carer and Public Experience Committee (PCPEC) to provide assurance that patient experience is duly considered and appropriately managed.

4.2 Clinical and Corporate Governance

The Governance Committee will:

- Receive assurance on the implementation of the strategic direction of governance across the organisation, ensuring delivery at Directorate level.
- Receive assurance with regard to the Trust's Assurance Programme.
- Receive relevant Annual Reports as detailed in the Cycle of Business.
- Approve the work plans of the Clinical Governance Steering Group and the Corporate Governance Steering Group on an annual basis.

- By exception, further consider in detail, the specific issues that have been raised by the Chairs of the sub-groups and request further reports on any aspect of service provision as deemed necessary.
- Recommend to the Chief Executive if an independent review is required into any service if serious concerns have been raised.

4.3 Risk Management

The Governance Committee will:

- Receive assurance on behalf of the relevant Trust Board on the adequacy and effectiveness of risk management across the Trust, including review of the Board Assurance Framework, Corporate Risk Register and Directorate level risk registers.
- Review relevant Trust wide high-level risks identified in the Board Assurance Framework on a quarterly basis and where relevant, escalate risks to the Board and make recommendations where appropriate.
- Liaise with the Audit Committee and Finance and Performance Committee to provide assurance that risks are appropriately managed.

5. Conduct of Business

- 5.1 Meetings will be held monthly with notice of each meeting together with an agenda and papers being made available to each member no later than five clear days before the meeting.
- 5.2 If any urgent issues require resolving between meetings this will be done via the appropriate Director who will inform the Chair and liaise with other members of the Committee as required.
- 5.3 The office of the Director of Nursing shall provide administrative support to the Committee and maintain a schedule of matters arising and agreed actions.

6. Reporting and Review

- 6.1 The Chair of the Committee will report to the relevant Board of Directors on the business of the Committee following each meeting, including issues for escalation, and recommendations were appropriate.
- 6.2 The Committee will receive reports from the following at each meeting on the delivery the work plan and any issues of escalation:
 - Clinical Governance Steering Group
 - Corporate Governance Steering Group
- 6.3 The Committee will review its Terms of Reference and its effectiveness against the requirements of its Terms of Reference every three years.