# NHS Golden Jubilee

### **Meeting: NHS Golden Jubilee Board Meeting**

### **Meeting date: 27 March 2025**

### **Title: Governance Committee Terms of Reference 2025/26**

### **Strategic Portfolio Governance**

* **Clinical Governance**
* **Staff Governance and Person Centred**
* **Finance and Performance**

### **Responsible Executive/Non-Executive: Gordon James, Chief Executive**

### **Report Author: Nicki Hamer, Head of Corporate Governance and Board Secretary**

## 1 Purpose

### This is presented to NHS GJ Board for:

### Approval

### This report relates to a:

* Local policy

### This aligns to the following NHS Scotland quality ambition(s):

* Safe
* Effective
* Person Centred

**This report relates to all the Corporate Objectives**

## 2 Report summary

## 2.1 Situation

The report seeks approval from NHS GJ Board on the Governance Committees Terms of Reference for 2025/26 that align with the requirements of the Blueprint of Good Governance – Second Edition. All Terms of Reference have been approved by the relevant Governance Committees.

## 2.2 Background

In line with best practice value, the Board’s Governance Committees are required to review, as part of their self-assessment process, the role and remit of the Committees.

## 2.3 Assessment

These Governance Committees Terms of Reference presented to NHS GJ Board have now been updated to reflect the requirements from the Blueprint for Good Governance – Second Edition.

### 2.3.1 Quality/ Patient Care

Assists in the Board’s governance to ensure locally quality of care and patient services.

### 2.3.2 Workforce

There are no workforce implications.

### 2.3.3 Financial

Ensures effective governance is in place to ensure best value of resources.

### 2.3.4 Risk Assessment/Management

Ensures effective governance is in place to ensure relevant risk assessment and mitigations are in place.

### 2.3.5 Equality and Diversity, including health inequalities

Ensures effective governance is in pace to support the Public Sector Equality Duty, Fairer Scotland Duty and the Board’s Equalities Outcomes.

An impact assessment is not required given the subject of this paper.

### 2.3.6 Other impacts

**Climate Emergency and Sustainability**

No impacts were identified in relation to climate emergency and sustainability when preparing this paper.

### Communication, involvement, engagement and consultation

The Board has not carried any involvement or engagement with external stakeholders in respect of this paper.

### Route to the Meeting

The Terms of Reference for 2025/26 have been approved at all Committee meetings.

## 2.4 Recommendation

### Decision – NHS GJ Board is asked to approve the Governance Committees Terms of Reference for 2025/26.

## List of appendices

The following appendices are included with this report:

* Appendix No 1, Governance Committees Terms of Reference for 2025/26

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# NHS GOLDEN JUBILEE

# STRATEGIC PORTFOLIO GOVERNANCE COMMITTEE

# Terms of Reference 2025/26

1. Introduction

The purpose of the Strategic Portfolio Governance Committee (SPGC) is to advise and assure the Board on the development and implementation of the NHS Golden Jubilee (GJ) Strategic Portfolio. This will include the scrutiny of key enabling plans, implementation progress and delivery.

The Committee will oversee all aspects of governance relating to the Strategic Portfolio and ensure full alignment to delivering the Board ambition of *“delivering care through collaboration”.*

As a national resource, the NHS Scotland Quality Ambitions are at the heart of all organisational objectives. The Board’s primary focus is to deliver the best quality healthcare to the people of Scotland – care that is person centred, safe and effective.

Specifically, the Strategic Portfolio Governance Committee will:

* Provide oversight and strategic direction for the Board Strategy Portfolio;
* Manage the process of acceptance of a Strategic Programme into the wider NHS GJ Portfolio;
* Authorise the start and subsequent stages of the programme;
* Approve any changes to the scope of the portfolio;
* Ensure Portfolio Risks are managed in line with the overall Risk Management Strategy;
* Undertake critical reviews of Portfolio risk registers including controls, likelihood and impact. Further information may be requested by the Committee to provide assurance on any aspect of the strategic risks;
* Carry out horizon scanning that supports identification, evaluation and management of changes in the risk environment preferably before they manifest that may impact on deliver of key programmes and the overall strategy;
* Oversee scrutiny of benefits achievement.

The Committee will work within the principles of the Scottish Government Blueprint for Good Governance – Second Edition, to ensure effective management, improved performance and ultimately good outcomes for all stakeholders.

1. RESPONSIBILITIES AND REMIT

The Strategic Portfolio Governance Committee will function as a sub-committee of the Board with a role of endorsing any change in the strategic direction of the Board and will ensure developments and benefits arising from our strategic partnerships are aligned to NHS GJ governance. The Committee will monitor and scrutinise the following:

* Endorsement of strategic programmes associated with the expanding Board portfolio.
* Development and implementation of the NHS GJ Board Strategy.
* Delivery against key elements of the Board Strategy, this includes the strategic intent of programmes.
* Delivery of objectives within Project, Programme and Portfolio parameters to ensure all work aligns with the Board’s strategic direction.
* Assume responsibility for oversight and assurance to the Board on the digital programme delivery that includes:
* Major system upgrades and replacements
* New digital systems including major technology enabled business and clinical change programmes.

The Committee will also:

* Review programme arrangements for securing effectiveness and best value from resources, ensuring that prompt action is taken and appropriate escalation approaches are deployed to manage issues.
* Ensure that the equality and diversity implications of Board developments are fully considered and acted upon.
* Provide assurance to the Board that significant strategic programme risks are being adequately managed, and agree remedial action where necessary.
* Assure the Board that all current strategic programmes, project plans and their associated Key Performance Indicators (KPIs) are consistently and comprehensively monitored.

The Committee will review the development and delivery of the following key programmes:

* **NHS Scotland Academy** (**NHSSA**)

This will include receiving an Annual Report from the NHS Scotland Academy and consideration of inclusion of that Annual Report within the Committee’s Annual Report to the Board of NHS Golden Jubilee. The governance aspects of the work of NHSSA not related to the education and quality is delegated to SPGC. The governance work of NHSSA in relation to education and quality is delegated to NHS Education for Scotland Education and Quality Committee.

* **Centre for Sustainable Delivery (CfSD)**

This will include providing a statement of assurance to the Board of NHS Golden Jubilee, as part of annual reporting arrangements that the Committee has been able to review, monitor and assure progress against the CfSD annual work-plan, which is set by the Scottish Government.

* Strategic planning elements of core NHS GJ business
* Any further programmes agreed as part of the Board’s expanding portfolio

1. Membership of the Strategic Portfolio governance Committee

The Committee membership shall be nominated by NHSGJ Board Chair and be approved by NHSGJ Board.  The membership will consist of six Non-Executive Board Members. Other relevant members of the Executive Leadership team will be expected to attend as required. Committee membership will be subject to review at least annually and the allocation of Members will be recorded within the Corporate Governance - Board Members Responsibilities update approved by NHSGJ Board.  NHSGJ Board Chair and Chief Executive will be ex officio members of the Committee.

Current membership comprises:

* + - Chair (Board Vice Chair)
    - Chair, Finance and Performance Committee
    - Chair, Clinical Governance Committee
    - Chair, Staff Governance and Person Centred Committee
    - Chair, Audit and Risk Committee
    - Non-Executive Director - Capital
    - Employee Director

Core attendees (expected at every meeting):

* Chief Executive
* Director of Finance
* Director of Transformation, Strategy, Planning and Performance
* Director of Nursing

In attendance:

* National Director, Centre for Sustainable Delivery
* Director of Learning Innovation and NHS Scotland Academy
* Head of Corporate Governance and Board Secretary
* Deputy Director of Quality, Performance, Planning and Programmes
* Board Chair

Other Board staff will be invited to attend meetings when relevant issues and items are being considered within their area of responsibility. In the absence of Committee Members, a nominated deputy may attend the meeting.

**Executive Director Lead**

The Designated Executive Lead will support the Chair of the Committee in ensuring that the Committee operates according to /in fulfilment of its agreed Terms of Reference.

The named Executive Lead for the Committee is the Director of Transformation, Strategy, Planning and Performance..

Specifically, they will:

* Support the Chair in ensuring that the Committee remit is based on the latest guidance and relevant legislation, and the Board’s best value framework;
* Liaise with the Chair in agreeing a programme of meetings for the business year, as required by its remit;
* Oversee the development of the annual schedule of reports for the Committee which is congruent with its remit and the need to provide appropriate assurance at the year-end, for the endorsement of the Committee and approval by the Board;
* Agree with the Committee Chair and Board Secretary the final agenda for each meeting, having regard to the Committee’s remit and Work Plan;
* Lead on an annual review of the Terms of Reference and progress against the Annual Work Plan, as part of the process to ensure that the work plan is fulfilled;
* Oversee the production of an annual report on the delivery of the Committee’s remit activity plan and reports, for endorsement by the Committee and submission to the Board.

1. Meetings of the Committee

**Frequency**

1. The Committee will have two meetings in a year but may elect to have additional meetings at the discretion of the Chair.
2. The conduct of business will be in accordance with the Board’s Standing Orders.

**Quorum**

The Committee is quorate when there are three Non-Executive Board members present.

**Declaration of Interests**

Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise in any matter, is present at the meeting at which the matter is under discussion and considers the objective test is met, they will declare that interest as requested at the start of the meeting and shall not participate in the discussions. Should the member consider that the objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made. Committee Chair will have the authority to request that member to withdraw until consideration has been completed.

All declarations of interest will be minuted.

Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.

**Agenda and Papers**

The Executive Lead will set the agenda in conjunction with the Chair and Board Secretary.

Reports to the Board will be required to have a standard cover sheet clarifying whether the report is being presented for information, for discussion or for approval. Papers are required to be circulated a minimum of 5 working days in advance of the Committee taking place.

**Consent Agenda**

The Consent Agenda is a tool used to streamline meeting procedures by collecting routine, non-controversial items into a group whereby all are passed with a single motion and vote. In some meetings, the actual items to be placed on each consent agenda are selected by mandatory/statutory/regulatory standards and policy. SPGC Chair can present the Consent Agenda at the beginning of the meeting and Non-Executive members can request to remove items from this area, if required.  Items that are not removed can be adopted without debate. Removed items will be discussed immediately before the Consent Agenda section or earlier in the meeting at the discretion of the Committee Chair.

**Minutes**

Formal minutes shall be taken of the proceedings of the Committee. Draft Minutes shall be distributed for consideration and review to the Chair of the meeting within 14 working days of the meeting except in exceptional circumstances. The Chair must return any edits within a further five working days of receipt.

Minutes will be included for noting in subsequent Board Meeting papers following approval by the Committee.

The Committee Chair will provide a short written highlight/escalation update to the next Board meeting, regardless of the availability of the approved minutes. Escalation issues might include the Committee’s inability to provide assurance about an area of delegated responsibility, or flag attendance concerns.

**Reporting Arrangements**

The Committee will report directly to the Board through its Chair and by submitting its approved minutes to the Board.

There will be a requirement to produce an Annual Report at the end of each financial year.

1. FRAMEWORK

The framework for the Committee will be scheduled as part of a forward monitoring plan and will routinely include the following:

* Strategic Planning
* Strategic Programmes
* Strategic Programme Board
* Annual Plan for Committee

The Committee is authorised by the Board to investigate any activity within its Terms of Reference and instruct reviews within agreed procedures.

1. RISK

The Committee will adopt a risk based approach through routine review of any risks delegated to the Committee focussing on areas of corporate concern identified as requiring an additional strategic and collective approach to ensure delivery against risk targets.

1. REVIEW OF TERMS OF REFERENCE AND EVERSION CONTROL

These terms of reference will be reviewed and approved annually.

Version Control

|  |  |  |  |
| --- | --- | --- | --- |
| **Version** | **Date** | **Amendments from previous version** | **Approved** |
| Version 5 | March 2025 | Updated areas on remit, membership, declarations of interest and consent agenda | March 2025 |
| Version 4 | 22.02.2024 | Review of changes to named titles | March 2024 |
| Version 3 | 01.06.2023 | Updated to reflect Blueprint for Good Governance-Second Edition requirements, added in section on risk and updated responsibilities and remit to align digital programme delivery. | July 2023 |
| Version 2 | 25.04.2022 | Removal of role of vice-chair of Committee  Inclusion of more detailed reference to CfSD Assurance statement following SPGC meeting in May 2022. | July 2022 |
| Version 1 | 26.01.2021 | N/A | 18.03.21 |

# NHS GOLDEN JUBILEE

# CLINICAL GOVERNANCE COMMITTEE

# Terms of Reference 2025/26

1. **Purpose**

Clinical Governance Committee (CGC) is a standing Committee of the Board, which together with the Audit and Risk Committee, Finance and Performance Committee, Staff Governance and Person Centred Committee and Strategic Portfolio Governance Committee form the full governance framework for NHS Golden Jubilee.

CGC is established by the Board to review and monitor the Board Clinical Governance position and performance against key targets and indicators of the Board. Its primary focus will be to ensure appropriate governance arrangements are in place to direct the most effective use of all Board resources and deliver the Board ambition of “*putting people first to achieve and sustain excellence- in care, performance, quality, innovation and values*”.

CGC will work within the principles of The Blueprint for Good Governance – Second Edition, to ensure effective management, improved performance and ultimately good outcomes for all stakeholders.

1. **Objectives and Remit**

The role of the Clinical Governance Committee is to scrutinise and provide assurance to NHS GJ Board regarding the following key areas:

* Ensuring clinical governance arrangements are effective in improving and monitoring the safety and quality of clinical care

* Provide coordination and leadership to enable effective delivery of the Safe and Clinical Governance elements within the Healthcare Quality Strategy for NHS Scotland. The lead role for person centred and patient focus will be taken by the Staff Governance and Person Centred Committee.
* Promotion of public transparency reporting of any situation that may impact the quality of patient care, involvement of patients and public in clinical governance processes and compliance with the requirements of the Duty of Candour
* Provide scrutiny in respect of clinical services proposals, to ensure that they are consistent with the continued provision of safe and effective care.
* Assure NHS Golden Jubilee Board that appropriate structures and processes are in place to meet statutory obligations and any other guidance issued by the Scottish Government and Healthcare Improvement Scotland.
* Appropriate governance in respect of risks, as allocated to the Committee by the Audit and Risk Committee relating *to* clinical care and safety reviewing risk identification, assessment and mitigation in line with NHS GJ Board’s risk appetite and agreeing appropriate escalation.
* The processes within NHSGJ to ensure that appropriate action is taken in response to adverse clinical incidents, infection control, complaints, feedback from patients, carers and families, and SPSO feedback, that learning is disseminated (internally or externally if appropriate) and lessons are applied to provide for sustainable improvement in the quality of care
* Review the Complaints Handling Procedure as per national guidance and make recommendations to NHS GJ Board as required
* Review outcomes of patient care through scrutiny of relevant reports and self-assessments

1. **Composition of the Committee**

**Membership**

CGC membership shall be nominated by NHSGJ Board Chair and be approved by NHSGJ Board.  CGC membership will consist of five Non-Executive Board Members and the Executive Lead (when also a NHS Board Member). Other relevant members of the Executive Leadership team will be expected to attend as required. CGC membership will be subject to review at least annually and the allocation of Members will be recorded within the Corporate Governance - Board Members Responsibilities update approved by NHSGJ Board.  NHSGJ Board Chair and Chief Executive will be ex officio members of the Committee.

As a minimum, full membership of CGC should include five Non-Executive Board Members.

**Executive Leads**

The Executive lead officers for CGC shall be the Medical Director and Director of Nursing. Generally, the designated Executive Lead will support the Chair of CGC in ensuring that it operates according to/in fulfilment of its agreed Terms of Reference. Specifically, they will:

* Support the Chair in ensuring that CGC’s remit is based on the latest guidance and relevant legislation, and the Board’s best value framework;
* Liaise with the Chair in agreeing a programme of meetings for the business year, as required by its remit;
* Oversee the development of the annual schedule of reports for CGC which is congruent with its remit and the need to provide appropriate assurance at the year-end, for the endorsement and approval by the Board;
* Agree with the Chair an agenda for each meeting, having regard to CGC’s remit and schedule of reports;
* Lead an annual review of CGC’s Terms of Reference and progress against the annual plan, as part of the process to ensure that the plan is fulfilled; and
* Oversee the production of an Annual Report on the delivery of CGC’s remit activity plan and reports, for endorsement and submission to the Board.

Attendees

Attendees may be invited to the Clinical Governance Committee as required, but regular attendance of the following is expected:

Members:

* + - Committee Chair, Non-Executive Director
    - Chair, Strategic Portfolio Governance Committee
    - Chair, Endowment Sub Committee
    - Whistleblowing Champion, Non-Executive Director
    - Employee Director

Core attendees (expected at every meeting):

* Chief Executive
* Deputy Chief Executive/Director of Operations
* Medical Director
* Director of Nursing

In attendance:

* Head of Corporate Governance and Board Secretary
* Head of Risk and Clinical Governance
* Board Chair
* Other relevant attendees as required

**4 Meetings of the Committee**

**Frequency**

CGC shall meet a minimum of four times per year but may elect to have additional meetings at the discretion of CGC Chair. CGC will conduct its meetings in line with the Standing Orders of the Board.

**Quorum**

CGC is quorate when there are three Non-Executive Board members present.

**Declaration of Interests**

Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise in any matter, is present at the meeting at which the matter is under discussion and considers the objective test is met, they will declare that interest as requested at the start of the meeting and shall not participate in the discussions. Should the member consider that the objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made. CGC Chair will have the authority to request that member to withdraw until consideration has been completed.

All declarations of interest will be minuted.

Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.

**Agenda and Papers**

The Executive Leads will set the agenda in conjunction with the Chair and the Board Secretary.

The agenda and supporting papers will normally be circulated at least five working days in advance of the meetings.

Reports to CGC will be required to have a standard cover sheet clarifying whether the report is being presented for information, for discussion or for approval.

**Consent Agenda**

The Consent Agenda is a tool used to streamline meeting procedures by collecting routine, non-controversial items into a group whereby all are passed with a single motion and vote. In some meetings, the actual items to be placed on each consent agenda are selected by mandatory/statutory/regulatory standards and policy. CGC Chair can present the Consent Agenda at the beginning of the meeting and CGC members can request to remove items from this area, if required.  Items that are not removed can be adopted without debate. Removed items will be discussed immediately before the Consent Agenda section or earlier in the meeting at the discretion of CGC Chair.

**Minutes**

Formal minutes shall be taken of the proceedings of the Committee. Draft Minutes shall be distributed for consideration and review to the Chair of the meeting within 14 working days of the meeting except in exceptional circumstances. The Chair must return any edits within a further five working days of receipt.

Minutes will be included for noting in subsequent Board Meeting papers following approval by CGC.

CGC Chair will provide a short written highlight/escalation update to the next Board meeting, regardless of the availability of the approved minutes. Escalation issues might include CGC’s inability to provide assurance about an area of delegated responsibility, or flag attendance concerns.

**Reporting Arrangements**

CGC is a Standing Committee and will therefore report directly to NHS GJ Board through its Chair and by submitting its approved minutes to the Board. CGC Chair will also provide an Annual Report on activities to the Audit and Risk Committee, to inform the preparation and review of the Board’s Governance Statement.

There will be a requirement to produce an Annual Report at the end of each financial year.

**5 Functions**

The framework for the Committee will be scheduled as part of a forward monitoring plan and will routinely include the following:

* Clinical Risk Management
* Adverse Event Management
* Control of infection / decontamination / management of healthcare environment procedures
* Monitoring and improving practice to provide Quality Assurance
* Learning from complaints
* Drugs and therapeutics issues
* Clinical Audit
* Developments in clinical practice
* Clinical and eHealth Information management
* Information governance
* Monitoring the implementation of appropriate National Guidelines and Standards
* Monitoring of Scottish Patient Safety Programme implementation

1. **Risk**

CGC will adopt a risk based approach to clinical governance through routine review of the risks delegated, focussing on areas of corporate concern identified as requiring an additional strategic and collective approach to ensure delivery against risk targets.

**7 Review of Terms of Reference and Version Control**

The Terms of Reference will be reviewed and approved annually.

Version Control

|  |  |  |  |
| --- | --- | --- | --- |
| **Version** | **Date** | **Amendments from previous version** | **Approved at Board** |
| 6.0 | 06.01.2025 | Updated areas on remit, membership, declarations of interest and consent agenda | March 2025 |
| 5.0 | 11.05.2023 | Changes to update Committee’s Objectives and remit and to show that the Committee has two Executive Leads. | 25.05.2023 |
| 4.0 | 16.03.2023 | Changes to reflect requirements from the Blueprint of Good Governance – Second Edition which includes:   * Composition of the Committee * Meetings of the Committee * Risk | 31.03.2023 |
| 3.0 | 03.03.2022 | No changes | 31.03.2022 |
| 2.0 | 2021 | * Updated to reflect Clinical Governance remit only. |  |
| 1.0 | 2020 | * Reference to Blueprint for Good Governance added | 23.07.20 |

Version 6.0

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# NHS GOLDEN JUBILEE

# STAFF GOVERNANCE AND PERSON CENTRED COMMITTEE

# Terms of Reference 2025/26

1. Introduction

The Staff Governance and Person Centred Committee (SPGCC) is a Standing Committee of NHS Golden Jubilee Board which is part of the governance framework for NHS Boards. The overall purpose of SGPCC is to provide assurance to NHSGJ Board that NHS Golden Jubilee meets its obligations in relation to staff governance under the National Health Service Reform (Scotland) Act 2004 and the Staff Governance Standard (‘the Standard’) and will ensure that:

* There is a culture within NHS Golden Jubilee where the highest possible standard of staff management is understood to be the responsibility of everyone working in NHS Golden Jubilee and is built upon partnership and collaboration.
* In particular, SGPCC will seek to ensure that staff governance mechanisms are in place that take responsibility for performance against the Staff Governance Standard and are accountable for oversight of progress towards achievement of the Standard.
* That there is appropriate scrutiny and governance around the person centred agenda including patients, families, customers, volunteers, carers and any relevant third sector parties.

The Committee will work within the principles of the Blueprint for Good Governance – Second Edition, to ensure effective management, improved performance and ultimately good outcomes for all stakeholders.

The NHS Quality Strategy for Scotland recognises the need to have an engaged, motivated and healthy workforce to deliver the quality ambitions of delivering person centred, safe and effective healthcare services.

1. RESPONSIBILITIES AND REMIT

2.1 SGPCC shall support the creation of a culture within the health system, where the delivery of the highest possible standards of staff management is understood to be the responsibility of everyone working within NHS Golden Jubilee and this is built upon partnership and cooperation.

This includes approval of delivery of the Corporate Objectives and areas as outlined in the Scheme of Delegation as approved and allocated to SGPCC by the NHSGJ Board and any operational objectives, as required.

2.2 SGPCC shall act for NHSGJ Board to oversee the commissioning of structures and process which ensure that delivery against the Staff Governance Standard is being achieved and ensure staff are:

• Well informed;

• Appropriately trained and developed;

• Involved in decisions;

• Treated fairly and consistently, with dignity and respect, in an environment where diversity is valued;

• Provided with a continuously improving and safe working environment, promoting the health and wellbeing of staff, patients and the wider community.

2.3 SGPCC shall monitor and evaluate strategies and implementation plans relating to people management.

2.4 SGPCC shall perform a governance function for the Board’s Health and Safety Forum, Remuneration Committee and any other relevant standing or ad hoc groups as agreed by NHSGJ Board.

2.5 SGPCC shall be authorised by NHSGJ Board to approve any policy amendment, resource submission to the Director of Finance to achieve the Staff Governance Standard.

2.5 SGPCC shall take responsibility for oversight of the timely submission of all the staff governance data required for national monitoring arrangements.

2.6 SGPCC shall provide staff governance information for the statement of internal control.

2.7 SGPCC shall provide assurance that systems and procedures are in place through the local Remuneration Committee to manage senior manager pay as set out in MEL(1993)114 (amended).

2.8 SGPCC shall ensure appropriate governance in respect of risks, as allocated to the Committee by the Audit and Risk Committee, in respect of staff, reviewing risk identification, assessment and mitigation, in line with NHSGJ Board’s risk appetite and agreeing appropriate escalation.

2.9 SGPCC shall oversee the implementation of key aspects of Equality legislation in respect of staff e.g. Equal Pay, Equality and Diversity Training.

2.10 SGPCC shall seek assurance regarding the implementation of the Safer Staffing Regulations.

2.11 SGPCC shall monitor and scrutinise key data and information as per NHSGJ Board’s Assurance Information Framework as part of Active Governance.

1. Membership of the Staff Governance and Person Centred Committee

**Membership**

SGPCC membership shall be nominated by NHSGJ Board Chair and be approved by NHSGJ Board.  SGPCC membership will consist of five Non-Executive Board Members and the Executive Lead. Other relevant members of the Executive Leadership team will be expected to attend as required. SGPCC membership will be subject to review at least annually and the allocation of Members will be recorded within the Corporate Governance - Board Members Responsibilities update approved by NHSGJ Board.  NHSGJ Board Chair and Chief Executive will be ex officio members of the Committee.

Current membership comprises:

* + - SGPCC Chair, Non-Executive Director
    - Chair, Endowments Sub Committee
    - Chair, Strategic Portfolio Governance Committee
* Non-Executive Director, Whistleblowing Champion
  + - Employee Director
* Two lay representatives (staff side)

Core attendees (expected at every meeting):

* Chief Executive
* Director of People and Culture
* Medical Director
* Director of Nursing

In attendance:

* Head of Corporate Governance and Board Secretary
* Director of Strategic Communications and Stakeholder Relations
* Deputy Director of People and Culture
* Head of Learning and Organisational Development
* Board Chair
* Other relevant attendees as required

**Executive Director Lead**

The Designated Executive Lead will support SGPCC Chair in ensuring that it operates according to/in fulfilment of its agreed Terms of Reference. The named Executive Lead is the Director of People and Culture. Specifically, they will:

* Support SPGCC Chair in ensuring that the remit is based on the latest guidance and relevant legislation and the Board’s best value framework;
* Liaise with SGPCC Chair and Board Secretary in agreeing a programme of meetings for the business year, as required by its remit;
* Oversee the development of the Annual Work Plan which is congruent with its remit and the need to provide appropriate assurance at the year-end, for endorsement and approval by the Board;
* Agree with SGPCC Chair and Board Secretary the final agenda for each meeting, having regard to SPGCC’s remit and Work Plan;
* Lead an annual review of the Terms of Reference and progress against the Annual Work Plan, as part of the process to ensure that the work plan is fulfilled; and
* Oversee the production of an Annual Report on the delivery of SGPCC’s remit and Work Plan, for endorsement and submission to the Board.

1. Meetings of the Committee

**Frequency**

SGPCC shall meet a minimum of four times per year but may elect to have additional meetings at the discretion of the Chair. SGPCC will conduct its meetings in line with the Standing Orders of the Board.

**Quorum**

The Committee is quorate when there are three Non-Executive Board members present.

**Declaration of Interests**

Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise in any matter, is present at the meeting at which the matter is under discussion and considers the objective test is met, they will declare that interest as requested at the start of the meeting and shall not participate in the discussions. Should the member consider that the objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made. SGPCC Chair will have the authority to request that member to withdraw until consideration has been completed.

All declarations of interest will be minuted.

Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.

**Agenda and Papers**

The Executive Lead will set the agenda in conjunction with the Chair and Board Secretary.

Reports to the Board will be required to have a standard cover sheet clarifying whether the report is being presented for information, for discussion or for approval. Papers are required to be circulated a minimum of 5 working days in advance of the Committee taking place.

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**Minutes**

Formal minutes shall be taken of the proceedings of the Committee. Draft Minutes shall be distributed for consideration and review to the Chair of the meeting within 14 working days of the meeting except in exceptional circumstances. The Chair must return any edits within a further five working days of receipt.

Minutes will be included for noting in subsequent Board Meeting papers following approval by the Committee.

The Committee Chair will provide a short written highlight/escalation update to the next Board meeting, regardless of the availability of the approved minutes. Escalation issues might include the Committee’s inability to provide assurance about an area of delegated responsibility, or flag attendance concerns.

**Reporting Arrangements**

The Committee will report directly to the Board through its Chair and by submitting its approved minutes to the Board.

There will be a requirement to produce an Annual Report at the end of each financial year.

1. Functions

The framework for the Staff Governance and Person Centred Committee for Board will be scheduled as part of a formal monitoring plan and will include the following:

Staff Governance

Staff Governance Submission

Staff Governance Action Plan

Workforce Strategy and Workforce Plan

Staff Health and Wellbeing Strategy

Learning and development Strategy

Medical Education and Training

Medical Revalidation

Occupational Health and Safety Programme

Partnership Activities

Internal/external Workforce Audits

Person Centred

Feedback and Complaints and annual feedback report

Volunteering Strategy

Equality and Diversity Information

Health Improvement Scotland Standards

Participation Standards

Summary of feedback from Quality Walkrounds (patient/ execs/ volunteers

Corporate

Corporate Communications

1. risk

The Committee will adopt a risk based approach to staff governance through routine review of the risks delegated to the Committee focussing on areas of corporate concern identified as requiring an additional strategic and collective approach to ensure delivery against risk targets.

1. Review of Terms of reference and version control

These terms of reference will be reviewed six monthly but approved annually.

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| **Date Version Issued** | **Detail of change** | **Date of Person Centred and Staff Governance Committee** | **Date of Board Approval** |
| March 2025 | Updated areas on remit, membership, declarations of interest and consent agenda | 4 March 2025 |  |
| March 2024 | Updated to reflect changes in job titles | 12 March 2024 | 28 March 2024 |
| March 2023 | Updated to reflect Blueprint for Good Governance-Second Edition requirements and added in section on risk | 14 March 2023 | TBC |
| May 2022 | Updated to reflect change to Executive Director Lead | 10 January 2023 | 24 January 2023 |
| March 2022  (Draft v2) | Updated to reflect focus on staff governance standard and statutory responsibility of committee following bench-mark with other Boards | 3 May 2022 |  |



# NHS GOLDEN JUBILEE

# FINANCE AND PERFORMANCE COMMITTEE

# Terms of Reference 2025-26

1. **Purpose**

Finance and Performance Committee (FPC) is a Standing Committee of NHSGJ Board, which together with the Audit and Risk Committee, Clinical Governance Committee, Staff Governance and Person Centred Committee and Strategic Portfolio Governance Committee form the full governance framework for NHS Golden Jubilee.

FPC is established by NHSGJ Board to review and monitor the Board’s financial and operational performance. Its primary focus will be to ensure appropriate governance arrangements are in place to direct the most effective use of all Board resources and deliver the Board ambition of “providing a quality service delivering person-centred, safe, effective care for every patient, taking consideration of the nine protected characteristics under the Equality Act. We take pride in caring for our patients and service users, taking into account their specific needs and wishes”.

FPC will work within the principles of The Blueprint for Good Governance – Second Edition, to ensure effective management, improved performance and ultimately good outcomes for all stakeholders.

1. **Objectives and Remit**

FPC will function as a Sub-Committee of NHSGJ Board with a role of holding the Executive Team to account and support the Executive Team in the following elements of the Board Performance and Assurance Framework:

* Development and delivery of the Annual Delivery Plan;
* Reviewing the development of the Board Financial Plan and achievement of financial targets;
* Financial and performance monitoring arrangements including the regular review of the Finance and Performance sections of the Performance Report;
* Oversee annual review and assessment of Board Performance; and
* Review arrangements for securing effectiveness and best value from resources, ensuring that prompt action is taken and appropriate escalation approaches are deployed to manage issues.

FPC’s remit includes those specific areas of NHSGJ business outlined in the Scheme of Delegation. This includes the following responsibilities:

* + Promoting active and collaborative governance across the healthcare system.
  + Monitoring progress towards the achievement of NHSGJ aims, corporate objectives and operational priorities as approved and allocated to FPC by NHSGJ Board.
  + Oversight of the management of the specific corporate risks allocated to FPC by the Audit and Risk Committee relating to finance, planning, performance and property.
  + Monitoring and scrutinising key data and information as per the Board’s Assurance Information Framework as part of Active Governance.

The key duties of FPC are as follows:

**Financial Management**

* Financial Strategy - approve NHSGJ's three year Financial Plan and receive regular updates on its progress, advising NHSGJ Board as appropriate. This includes approval of the Capital Plans.
* Annual Financial Plan**:** approve NHSGJ Board’s Annual Financial Plan advising NHSGJ Board as appropriate.
* Financial Performance: have oversight and receive analysis of financial performance across the organisation. This analysis includes all financial resources delegated to NHSGJ, including the use of non-recurrent funds and reserves.

**Financial Investment**

* Ensure robust appraisal around business case development and delivery;
* Scrutinise business cases for proposed investment ensuring that outcomes and benefits are clearly defined, are measureable and support key objectives delivery;
* Monitor delivery of approved investment projects against agreed outcomes and benefits;
* Ensure appropriate management action is taken to address any shortcomings

**Strategic Planning**

* NHSGJ Board's Strategic Plan: ensure that strategic planning objectives are aligned with the overall purpose, aims and corporate objectives and make recommendations to NHSGJ Board.
* NHS Board’s Annual Delivery Plan: ensure that the Annual Delivery Plan is fit to deliver key local and national operational priorities (including Regional Planning requirements) and make recommendations to NHSGJ Board.
* Strategic NHSGJ-wide Initiatives: maintain oversight of progress with the implementation of Strategic NHSGJ-wide initiatives (such as the Digital Strategy).

**Performance Management**

* Performance Monitoring: ensure assurance information flows are in place to support an active and collaborative governance approach to performance monitoring and reporting across the organisation to enable well-informed and evidence-based discussions to take place at NHSGJ Board.
* Governance: Utilise all assurance information available to FPC, including the Annual Performance Reports to oversee and scrutinise the delivery of healthcare services.
* Service Delivery: review and approve NHSGJ’s Performance Management Framework ensuring that it is aligned to the Board’s Assurance Framework and provides assurance on the effectiveness of the policies and systems in place to ensure progress on delivering NHSGJ Board’s purpose, aims, corporate objectives and operational priorities.
* Continuous Improvement: ensure and encourage a quality improvement culture that promotes innovation and sharing of best practice across the organisation.

**Risk Management**

* + Governance Arrangements: ensure appropriate governance arrangements are in place in respect of those corporate risks allocated to FPC by the Audit and Risk Committee.
  + Assurance: review the appropriate Risk Register to obtain assurance on risk identification, assessment and mitigation that is in line with NHSGJ Board’s risk appetite, agreeing escalation as appropriate.

**Stakeholder Engagement**

* + Scottish Government: provide Board level assurance of active and collaborative good governance of finance, strategic planning and performance across the organisation.

1. **Composition of the Committee**

**Membership**

FPC membership shall be nominated by NHSGJ Board Chair and be approved by NHSGJ Board.  FPC membership will consist of five Non-Executive Board Members and the Executive Lead (when also a NHS Board Member). Other relevant members of the Executive Leadership team will be expected to attend as required. FPC membership will be subject to review at least annually and the allocation of Members will be recorded within the Corporate Governance - Board Members Responsibilities update approved by NHSGJ Board.  NHSGJ Board Chair and Chief Executive will be ex officio members of the Committee.

Current membership comprises:

* + - FPC Chair
    - Chair, Audit and Risk Committee
    - Non-Executives Director, Capital
    - Employee Director
    - Sustainability Champion

**Executive Lead**

The Executive lead officer for FPC shall be the Director of Finance. Generally, the designated Executive Lead will support the Chair of FPC in ensuring that it operates according to/in fulfilment of its agreed Terms of Reference. Specifically, they will:

* Support FPC Chair in ensuring that FPC’s remit is based on the latest guidance and relevant legislation, and NHSGJ Board’s best value framework;
* Liaise with FPC Chair and Board Secretary in agreeing a programme of meetings for the business year, as required by its remit;
* Oversee the development of the annual schedule of reports for FPC which is congruent with its remit and the need to provide appropriate assurance at the year-end, for the endorsement of FPC and approval by NHSGJ Board;
* Agree with Director of Transformation, Strategy, Planning and Performance, Board Secretary and FPC Chair an agenda for each meeting, having regard to the remit and schedule of reports;
* Lead an annual review of FPC Terms of Reference and progress against the Annual Work Plan, as part of the process to ensure that the plan is fulfilled; and
* Oversee the production of an annual report on the delivery of FPC’s remit activity plan and reports, for endorsement and submission to NHSGJ Board.

Attendees

Attendees may be invited to attend the Committee as required, but regular attendance of the following is expected:

Core attendees (expected at every meeting):

* Chief Executive
* Deputy Chief Executive/Director of Operations
* Director of Finance
* Director of Transformation, Strategy, Planning and Performance

In attendance:

* Head of Corporate Governance and Board Secretary
* Deputy Director of Finance
* Deputy Director of Quality, Performance, Planning and Programmes
* Board Chair
* Other relevant attendees as required

**4 Meetings of the Committee**

**Frequency**

FPC shall meet a minimum of four times per year but may elect to have additional meetings at the discretion of the Chair. FPC will conduct its meetings in line with the Standing Orders of the Board.

**Quorum**

The Committee is quorate when there are three Non-Executive Board members present.

**Declaration of Interests**

Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise in any matter, is present at the meeting at which the matter is under discussion and considers the objective test is met, they will declare that interest as requested at the start of the meeting and shall not participate in the discussions. Should the member consider that the objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made. FPC Chair will have the authority to request that member to withdraw until consideration has been completed.

All declarations of interest will be minuted.

Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.

**Agenda and Papers**

The Executive Lead will set the agenda in conjunction with FPC Chair and Board Secretary.

The agenda and supporting papers will normally be circulated at least five working days in advance of the meetings.

Reports to the Committee will be required to have a standard cover sheet clarifying whether the report is being presented for information, for discussion or for approval.

**Consent Agenda**

The Consent Agenda is a tool used to streamline meeting procedures by collecting routine, non-controversial items into a group whereby all are passed with a single motion and vote. In some meetings, the actual items to be placed on each consent agenda are selected by mandatory/statutory/regulatory standards and policy. FPC Chair can present the Consent Agenda at the beginning of the meeting and FPC members can request to remove items from this area, if required.  Items that are not removed can be adopted without debate. Removed items will be discussed immediately before the Consent Agenda section or earlier in the meeting at the discretion of FPC Chair.

**Minutes**

Formal minutes shall be taken of the proceedings of FPC. Draft Minutes shall be distributed for consideration and review to the Chair of the meeting within 14 working days of the meeting except in exceptional circumstances. The Chair must return any edits within a further five working days of receipt.

Minutes will be included for noting in subsequent Board Meeting papers following approval by FPC.

FPC Chair will provide a short written highlight/escalation update to the next Board meeting, regardless of the availability of the approved minutes. Escalation issues might include FPC’s inability to provide assurance about an area of delegated responsibility, or flag attendance concerns.

**Reporting Arrangements**

FPC is a Standing Committee and will therefore report directly to NHSGJ Board through its Chair and by submitting its approved minutes to the Board. FPC Chair will also provide an Annual Report on activities to the Audit and Risk Committee, to inform the preparation and review of the Board’s Governance Statement.

There will be a requirement to produce an Annual Report at the end of each financial year.

**5 Functions**

The framework for FPC will be scheduled as part of a forward monitoring plan and will routinely include the following:

* Financial Planning and Reporting
* Cost Reduction and Efficiency
* Capital Programmes
* Annual Delivery Plan
* Winter Plan
* Annual Review of Performance
* Property and Asset Management Strategy
* Climate Emergency and Sustainability Programme
* Procurement Strategy and Implementation
* Annual Plan for Committee
* Performance – Board Performance Report
* Performance - Golden Jubilee Conference Hotel Report

1. **Risk**

FPC will adopt a risk based approach to finance and performance through routine review of the risks delegated, focussing on areas of corporate concern identified as requiring an additional strategic and collective approach to ensure delivery against risk targets.

**7 Review of Terms of Reference and Version Control**

The Terms of Reference will be reviewed six monthly but approved annually.

Version Control

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| --- | --- | --- | --- |
| **Version** | **Date** | **Amendments from previous version** | **Approved at Board** |
| 6.0 | 06.01.2025 | Updated areas on remit, membership, declarations of interest and consent agenda |  |
| 5.0 | 28.02.2023 | Changes to reflect requirements from the Blueprint of Good Governance – Second Edition which includes:   * Composition of the Committee * Meetings of the Committee * Risk |  |
| 4.0 | 08.03.2022 | No changes | 31.03.2022 |
| 3.0 | 13.11.20 | * Updated title to Finance and Performance Committee. * Updated to reflect Finance and Performance remit only. |  |
| 2.0 | 25.06.20 | * Reference to Blueprint for Good Governance added | 23.07.20 |

Version 6.0