

GOVERNANCE COMMITTEE

Terms of Reference

1. Introduction
 - 1.1 The Governance Committee (the Committee) is established in accordance with NHS High Weald Lewes Havens Clinical Commissioning Group's (the Group) Constitution, Standing Orders and Scheme of Reservation and Delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee and shall have effect as if incorporated into the Group's Constitution and Standing Orders.
 - 1.2 The Committee is authorised by the Governing Body to act within its terms of reference. All CCG members, Governing Body members and staff (which includes temporary staff, contractors and seconded staff) are directed to co-operate with any request made by the Committee.
2. Membership
 - 2.1 The Committee shall be appointed by the Group as set out in the Group's Constitution and may include individuals who are not on the Governing Body.
 - 2.2 The Lay Member for Governance will chair the Committee.
 - 2.3 The membership of the Governance Committee shall consist of:
 - 2.3.1 the Lay Member for Governance (who will chair the Committee) as referred to in paragraph 2.2 above;
 - 2.3.2 the Chief Officer (or deputy)
 - 2.3.3 the Chief Finance Officer; (or deputy)
 - 2.3.4 the Lay Member for Primary Care Governance; and
 - 2.4 The Head of Corporate Services will attend the committee in a non-voting capacity.
3. Secretariat
 - 3.1 The Corporate Services Team shall provide the secretariat for the Committee.
4. Quorum
 - 4.1 A quorum shall be two (2) members, including at least one lay member.
5. Frequency of meetings
 - 5.1 Meetings shall be held at least two times a year. A quoracy of the membership may call for extraordinary meetings as required.
 - 5.2 Where necessary for reasons of expediency, virtual meetings may be carried out by telephone or email, as necessary. In such circumstances a decision will be taken by a quoracy of the membership and reported back to the next Committee meeting.

- 6.** Remit and responsibilities of the Committee;
 - 6.1 The Committee supports the Governing Body and ensures fitness for purpose and compliance with published guidance of Governance processes including;
 - 6.1.1. the review of the Annual Governance Statement
 - 6.1.2. the review of existing and new Group policies (except those that go to Procurement Governance Committee (Procurement Policies), Primary Care Commissioning Committee (Primary Care policies), Audit Committee (Audit Policies) or Finance and Performance Committee (Finance policies) prior to referral to the Governing Body or relevant committee or individual for ratification
 - 6.1.3. the review of Equality and Diversity Objectives
 - 6.1.4. the review of Business Continuity and Emergency Plans
 - 6.1.5. review of Memoranda of Understanding, Service Level Agreements or other local contracts with partner organisations
 - 6.1.6. review of changes to the Constitution before referral to the Council of Members for agreement and
 - 6.1.7. overarching governance arrangements of the CCG, such as formation of new committees or processes.
 - 6.2 To review the minutes of the following sub-groups/committees;
 - 6.2.1 Equality and Diversity Working Group
 - 6.2.2 Information Governance Sub-Group.
- 7.** Relationship with the Governing Body
 - 7.1. The minutes of each meeting will be submitted to the Governing Body for information at a meeting in public.
 - 7.2. The Governing Body has approved and keeps under review the terms of reference for the Governance Committee, which includes information on the membership and role of the Governance Committee.
- 8.** Policy and best practice
 - 8.1 The Committee is authorised by the Governing Body to instruct professional advisors and request the attendance of individuals and authorities from outside the Group with relevant experience and expertise if it considers this necessary for or expedient to the exercise its functions.
 - 8.2 The Committee is authorised to obtain such internal information as is necessary and expedient to the fulfilment of its functions.

9. Conduct of the Committee

9.1. The terms of reference of the Committee shall be reviewed annually and any changes presented to the Governing Body for ratification.

Agreed by Governance Committee:	4 October 2017
Approved by Governing Body:	22 November 2017
Review date:	22 November 2018

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