

TERMS OF REFERENCE/

AHCS

**Governance Scrutiny
Committee**

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Functions of the Governance Scrutiny Committee

The Governance and Scrutiny Committee is responsible for scrutiny and review within the Academy for Healthcare Science (AHCS).

It monitors the performance of the Academy; measures departments' success with service delivery and financial targets and is also responsible for dealing with Academy decisions that have been called into question.

The Committee also monitors the performance of the AHCS Registration Council and contracted third party organisations, including the Academy's Partners.

Areas of responsibility include:

CORPORATE GOVERNANCE FUNCTION

Overseeing the Academy Corporate Governance arrangements including:

- Ongoing development of the Academy Code of Corporate Governance, ensuring that the Academy code is consistent with the principles and requirements of the Framework for Corporate Governance in Government. The areas covered include structures and processes, risk management and internal control, service delivery and standards of conduct;
- Ensuring the adequacy and effectiveness of the Academy's systems, processes and documentation as identified within the Academy's Code of Corporate Governance. This includes reviewing compliance with audit and risk principles of best practice;
- Development of the Academy's Corporate Governance Implementation Plan, for review and approval by the AHCS Board.

Monitoring and reviewing of the efficiency and effectiveness of all of the Academy's work and the levels and standards of services provided.

STANDARDS OF CONDUCT FUNCTION

- Providing advice to Committee members about the Code of Conduct as introduced under the Ethical Standards in Public Life.
- Development and adoption of formal codes of conduct defining the standards of personal behaviour for Committee members, officers and agents of the Academy.
- Providing advice to the Academy about Committee members' allowances.

N.B. The standards of conduct expected are in line with the standards set out in the Nolan report concerning selflessness, integrity, objectivity, accountability, openness, honesty and leadership¹.

¹ The Nolan Committee's First Report on Standards in Public Life
<http://webarchive.nationalarchives.gov.uk/20140131031506/http://www.archive.official-documents.co.uk/document/parlment/nolan/nolan.htm>

PERFORMANCE REVIEW AND BEST VALUE FUNCTION

- Oversee Academy-wide implementation of best value arrangements.
- Review and monitor the Academy-wide approach to continuous improvement in the delivery of Academy Services.
- Review and monitor the Academy-wide approach to Public Performance Reporting.

AUDIT AND RISK FUNCTION

- Define, for AHCS Board approval, operational and strategic internal audit plans.
- Define, for AHCS Board approval, Regulation plans and make reference to any relevant external / independent plans that affect the overall AHCS audit plan.
- Ensure that the Internal Audit function is properly resourced and has appropriate standing within the Academy.
- Review activities of the Internal Audit function.
- Review the adequacy of internal control systems.
- Review the annual audit certificate and the annual report to members.
- Monitor and review implementation of audit recommendations.
- Ensure that there is a coherent corporate risk management strategy.
- Manage audits of AHCS performance (including by the PSA), proposing responses for the AHCS Board's approval.
- Propose responses to sponsors' requests for reports on delivery against KPIs, including on Regulation Council and ET Committee activity (for the AHCS Board's approval).

SCRUTINY FUNCTION

- Co-ordinate and manage scrutiny processes on behalf of the Academy.
- Establish Task and Finish Groups as required and determine and review their remit as required.
- Scrutinise policy decisions and service delivery and monitor spending levels in relation to departmental budgets.
- Consider performance reports at pre-determined intervals and submit recommendations to the Board as appropriate.
- Prepare policy reviews and order of priority.
- Submit regular reports on the committee's activities to the AHCS Board.

Membership of this Committee

- Members are appointed from the Board, by the Chairman.

- The AHCS CEO cannot be a member of this Committee, but may attend as an observer or send a delegate to observe on her behalf.
- The AHCS Finance/ business Manager cannot be a member of this Committee, but may attend as an observer. or to contribute at the committees request.
- The Academy shall determine the duration of the term of office of each member of their appointment, but normally it shall not exceed 3 years per term and only 2 successive terms will be allowed.
- A person shall cease to be a member of the Committee:
 - if the member resigns, which the member may do at any time by notice in writing to the Academy Board;
 - on ceasing for any reason to be a member of the Academy.
- Other AHCS staff, e.g. from the ET Committee, Regulation Committee will be called on to report to the Committee as and when required.
- Members can be co-opted at any time at the Chair's discretion.
- Conflicts of interest must be declared in advance, and at the beginning of every meeting the Chair will ask those present if there are any new conflicts of interest to declare.

Notice and Frequency of Meetings

- The Secretariat shall give Members at least six weeks' notice of the time and place of a meeting.
- At the Chair's discretion, meetings may be held by teleconference or videoconference.
- The Chair shall have the flexibility to call a non-scheduled meeting at any time and if for any reason such a meeting is convened at shorter notice then the Secretariat shall give Members notice of the time and place of the meeting at the time that the meeting is convened.
- Failure to send notice of a meeting to a Member shall not invalidate the proceedings of that meeting.
- Initially, meetings will be held quarterly.

Agenda

- The Secretariat shall issue an agenda for each meeting.
- Except in cases of urgency or where circumstances make it impracticable to do so, the agenda for a meeting and any accompanying papers will be sent to Members seven days before the meeting.
- The Chair has the discretion to add items to the agenda at short notice, should this be necessary.

Committee Chair

- The Chairman of the Board of Directors shall appoint a member of the Committee as chair of the Committee ("The Chair").
- The Chairman of the Academy Board shall determine the duration of the term of office of the Chair on appointment.

- From time to time the Chair of the committee may have to take Chair's action, for subsequent ratification by the Committee. In such circumstances, the Chair is expected to consult with the AHCS Chair and the CEO should be notified of any intention to take such action.

Quorum

The quorum at any meeting of a committee shall be the Chair plus one other member of the Committee.

If a quorum is not present within 15 minutes of the time appointed for a meeting to commence, all business which should have been transacted at that meeting shall be held over until next meeting of the Committee, unless a meeting is called in the meantime for the transaction of that business.

If, during a meeting of the Committee, it appears to the Chair that a quorum has ceased to exist, business will be suspended, the meeting will be dissolved and all remaining business will be adjourned to the next meeting of the Committee.

The Chair may make recommendations by email, for approval by Committee Members.

Conduct of Meetings

The order of business at a meeting shall follow that set out in the agenda unless it is varied by the Chair.

A Committee Member may only initiate a debate or move a motion on a matter which is not on the agenda with the consent of the Chair.

All motions must relate to matters that are within or related to the functions of the Committee and the Council.

A ruling by the Chair on any question of order, whether or not provided for by the Standing Orders, shall be final and shall not be open to debate.

On an annual basis, the Chair will review attendance.

On an annual basis the Chair will produce an annual report

The Chair will report the outcome of committee meetings to the Board of AHCS and make any subsequent recommendations.

Voting

Any questions at a meeting shall be decided by a majority of the Members present voting.

In the event of an equality of votes, the chair shall be entitled to an additional casting vote.

Minutes of meetings

The Secretariat shall keep minutes of each meeting which shall include a record of the Directors present at that meeting.

At each meeting, the minutes of the preceding meeting shall be confirmed (or confirmed as amended) and be signed by the Chair as a true record of that meeting.

The signed minutes of a meeting shall, unless the contrary is proved, be conclusive proof of the decisions of that meeting.

Disorder

If, in the opinion of the Chair, a Member has persistently disregarded the ruling of the Chair or behaved in a manner which is obstructing the business of the meeting, the Chair may order that Member to withdraw from the whole part of the remainder of the meeting.

Interests of Committee Members

A conflict of interest can be defined as 'a set of conditions in which professional judgement concerning a primary interest tends to be unduly influenced by a secondary interest' or as a situation in which 'one's ability to exercise judgement in a role is impaired by one's obligation in another'.²

Committee Members shall make a declaration of their personal interests in accordance with the Committee Members' Interests Registration Scheme established by the Board and shall be under a duty to ensure that the details of their interests are formally declared.

The agenda for every meeting shall include as an item of business the declaration of interests. A member who has personal interest in any matter under consideration at that meeting, whether or not declared in the Register of Committee Members' Interests, shall promptly disclose that interest to the meeting. If the interest is a prejudicial Interest, the member shall withdraw from the meeting during the Committee's consideration of that matter.

Code of conduct

Committee Members shall comply with the Code of Conduct adopted by the Board.

² Health Education England Conflicts of Interest Policy
<http://hee.nhs.uk/wp-content/uploads/sites/321/2013/07/Conflicts-of-Interest-Policy-v2-MJ-APPROVED.pdf>

Approval of resolutions without meeting

A resolution which, with the consent of the Chair, is circulated to, and approved in writing or electronic form by not less than the Council quorum shall be as valid as if it had been passed at a meeting.

Secretariat

The Chief Executive shall appoint appropriate administrative support to ensure the effective running of meeting including staff to attend and service meetings.

