



Northern Ireland Ambulance Service  
Health and Social Care Trust



## **Governance, Audit and Risk Assurance Committee (GARAC)**

### **TERMS OF REFERENCE**

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## **1.0 ESTABLISHMENT**

The Board of the Northern Ireland Ambulance Service Health and Social Care Trust (the Trust) has established the Governance, Audit and Risk Assurance Committee.

The Committee has no executive powers other than those specifically delegated by the Board and detailed within these Terms of Reference.

## **2.0 MEMBERSHIP**

The membership of the Committee shall be determined by Trust Board and appointments made from amongst its membership.

A full list of Committee Members as of the date of these Terms of Reference can be found in Appendix 1.

The Committee Chair shall be a Non-Executive Director appointed by the Chair of Trust Board and will hold office for a term specified on appointment or until such time as the Chair of Trust Board determines otherwise.

The Committee Chair will cease to act as Chair if they are no longer a Non-Executive Director or if they notify the Chair of Trust Board in writing that they no longer wish to continue in the role as Committee Chair.

A quorum shall be two Non-Executive Directors including the Committee Chair.

In the absence of the Committee Chair, another Non-Executive Member may temporarily act as Chair for a meeting of the Committee by agreement of the other Non-Executive Directors present.

### **3.0 ATTENDANCE**

The Director of Finance and Director of Planning, Performance and Corporate Services will attend meetings of the Committee. Other Directors may be in attendance at meetings of the Committee (where required).

The Chief Executive will attend meetings of the Committee regularly.

If an Executive Director who is required is unavailable to attend, he/she can nominate a senior manager to attend in their absence by recording an apology in advance with the Board Secretary and providing details of the proposed substitute no later than three working days prior to the date of the scheduled meeting.

The Assistant Director for Financial Services and Assistant Director for Governance, Risk and Assurance/Board Secretary (or nominee) will be in attendance at meetings of the Committee (where required).

A representative(s) from External and Internal Audit will be in attendance at every meeting.

### **4.0 FREQUENCY OF MEETINGS**

The Committee shall meet at least three times annually.

Members must attend a minimum of two meetings during the course of the year.

### **5.0 AUTHORITY (including escalation to Trust Board)**

The Committee is authorised by Trust Board as an independent Committee to undertake and investigate any activity stated within these Terms of Reference.

The Committee is further authorised to obtain legal or other independent professional advice and to secure the attendance of other relevant external parties if it considers this necessary in order to fulfil its remit.

The Committee Chair shall draw to the attention of Trust Board any issues that require disclosure to the full Board or may require executive action by the Chief Executive and/or wider Senior Management Team. In addition, the Committee has authority to formally escalate any issues Members determine require notification to, or further consideration by, Trust Board.

## **6.0 REMIT**

The Committee shall embed the Trust's vision and values in conducting its business.

The Committee will ensure that the system of integrated governance and internal control across the Trust's activities is effective in supporting achievement of its objectives.

The Committee shall ensure that there is an effective internal audit function established by management that meets the Government Internal Audit Standards and provides appropriate independent assurance to the Chief Executive and Board.

The Committee shall review the work and findings of the External Auditor appointed by the NI Audit Office and consider the implications of, and management's responses to, their work.

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

The Committee will:

- Maintain and seek assurance from the Patient Experience, Quality and Safety Committee for all matters pertaining to safety, quality and improvement (including clinical and social care governance).
- Maintain and seek assurance on all matters pertaining to integrated governance including Corporate Governance, Risk Management & Organisational Controls.

- Maintain and seek assurance on the processes in place to manage and control the principal risks to the Trust and will review and approve the Corporate Risk Register, prior to it being considered by Trust Board.
- Give consideration to all items presented at the Committee and seek, and receive, regular reports on the activities within the scope of the Committee.
- Review the adequacy of assurance processes in the Trust and the effectiveness of the Board Assurance Framework.
- Review and seek assurances on Trust performance in respect of Information Governance and Cyber Security.
- Review and seek assurances on arrangements to reduce the risk of fraud.
- Review the adequacy of policies, Standing Orders and Standing Financial Instructions in terms of compliance with regulatory, legal and code of conduct requirements, including those related to fraud and corruption as required by the Counter Fraud Policy Unit.
- Review any decisions taken by Trust Board to suspend Standing Orders.
- Review and approve all governance, risk management and control related disclosure statements (including the Head of Internal Audit statement, external audit opinion or other appropriate independent assurances), prior to endorsement by the Board.
- Identify priority areas for internal audit and will approve the Internal Audit strategy, operational plan and detailed programme of work, ensuring they are consistent with the audit needs of the organisation, are effective and resourced appropriately.”

- Consider the Chief Internal Auditor's annual report, major findings of internal audit work (and management's response) and ensure co-ordination between the Internal and External Auditors to optimise audit resources.
- Discuss with the External Auditor the audit strategy for the annual report and accounts including the key risks identified.
- Consider all External Audit reports and the appropriateness of management's response before submission to Trust Board.
- Review the Trust's Annual Report and Accounts and the Charitable Trust Funds Annual Report and Accounts before submission to the Board.
- Meet privately in the absence of Officers as part of each Committee meeting.
- Consider the implications for integrated governance arising from other significant external and internal assurance functions such as relevant reviews by the Department of Health (DoH), other DoH ALB or commissioned bodies, the Regulation and Quality Improvement Authority (RQIA) or professional bodies with responsibility for the performance of staff or functions (e.g., Joint Royal Colleges Ambulance Liaison Committee and other accreditation bodies, etc.).

## **7.0 OPERATIONAL ARRANGEMENTS**

### **Administrative Support to the Committee**

The Committee shall be supported administratively by the Board Secretary (or nominees) whose duties in this respect include:

- Preparation and issue of an agenda on behalf of the Chair;
- Collation and distribution of papers to Members in advance of each meeting;
- Taking minutes and keeping a record of matters arising;

- Maintaining a record of attendance at Committee meetings;
- Advising the Committee on pertinent issues;
- Assisting the Chair in ensuring the effective operation of the Committee;
- Arranging attendance of appropriate staff at meetings;
- Ensuring these Terms of Reference are reviewed and updated annually; and
- Developing and maintaining the Committee's meeting schedule.

### **Conduct of Meetings**

All procedural matters in respect of conduct of meetings of the Committee shall be in accordance with the Trust's Standing Orders.

All questions arising will be decided by a simple majority of Members of the Committee. In the case of equal votes, the Chair will have a casting vote.

### **Agenda Items and Papers for Meetings**

The Board Secretary (or nominee) will issue the agenda and associated papers for each meeting no later than five days prior to the date of the scheduled meeting, to provide Members and those in attendance the opportunity to read information in advance.

Papers may be accepted and distributed within five days of the date of scheduled meeting at the discretion of the Committee Chair.

### **Minutes of Meetings**

The minutes of the Committee shall be recorded by the Board Secretary (or nominee) and agreed with the Committee Chair prior to issue in advance of the next meeting. Minutes will be circulated as soon as possible after the meeting.



Once approved by the Committee at its subsequent meeting, the minutes will be submitted to Trust Board for noting.

## **8.0 DECLARATION OF INTEREST**

The Committee Chair shall ask Members to declare any actual or potential conflict of interest on any matter listed on the agenda for consideration at the outset of each meeting.

Where a conflict arises during the course of the meeting, the Member(s) with the conflict should declare their interest immediately and withdraw for the duration of the discussion on the relevant item(s) of business.

All stated declarations of interest made during each meeting shall be recorded in the minutes.