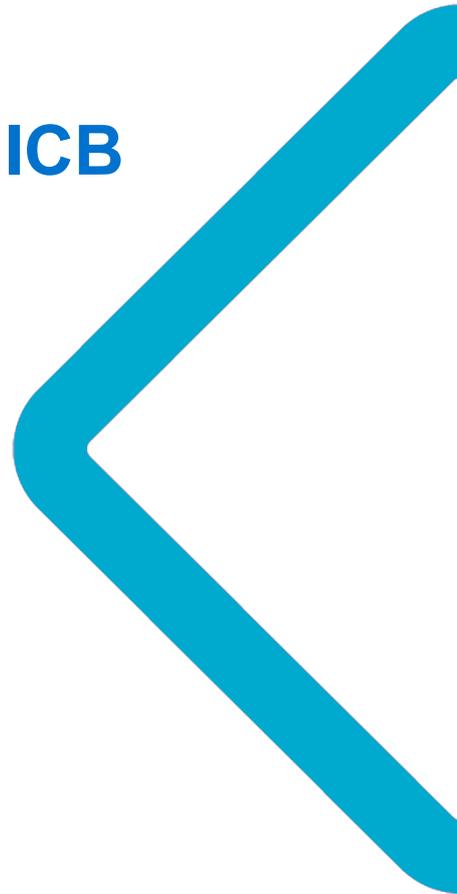


NHS Cheshire and Merseyside ICB

Risk Sub-Committee

Terms of Reference





Document revision history

Date	Version	Revision	Comment	Author / Editor
01/05/23	0.1	Initial draft for discussion		Dawn Boyer
05/05/23	0.2	Updated following review by Associate Director of Corporate Affairs & Governance		Matthew Cunningham
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16/05/23	1.0	Approved by Audit Committee		
05/07/23	1.1	Minor changes proposed by Risk Committee		Dawn Boyer
05/09/23	1.2	Approved by Audit Committee		
05/10/23	1.3	Membership changes proposed by ICB Executive Committee		Matthew Cunningham & Dawn Boyer
20/11/23	1.4	Minor changes proposed by Risk Committee		Dawn Boyer & Clare Watson
29/11/23	1.5	Minor changes & clarification		Dawn Boyer & Clare Watson
05/12/23	2.0	Approved by Audit Committee		

Review due: October 2024

1. Introduction

The Risk Committee (the Sub-Committee) is established by the NHS Cheshire & Merseyside Integrated Care Board (NHS C&M) as a Sub-Committee of the ICB Audit Committee in accordance with its Constitution.

These Terms of Reference (ToR), set out the membership, the remit, responsibilities and reporting arrangements of the Sub-Committee and may only be changed with the approval of the Audit Committee.

The Sub-Committee members, including those who are not members of the Board of NHS C&M, are bound by the Standing Orders and other policies of NHS C&M.

2. Role & Purpose

The Audit Committee's role is to contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the Board on the adequacy of governance, risk management and internal control processes within the ICB.

The Risk Sub-Committee has been established on an interim basis, initially for 12 months, to support the Audit Committee in overseeing the successful development and embedding of risk management systems across NHS C&M.

The Risk Sub-Committee has no executive powers, other than those delegated to it by the Audit Committee as specified in these terms of reference and that which is within the delegated authority of the individuals present at meetings.

It is not the role of the Sub-Committee to replace the role of other ICB Committees in overseeing the risks associated with their areas of responsibility and in providing assurance to the Audit Committee or Board of NHS C&M. Rather it is the role of this Sub-Committee to support this by scrutinising processes, ensuring consistent application of the ICB Risk Management Strategy, promoting best practice and proposing improvements. The Sub-Committee has a key role in providing instruction and guidance to the ICBs Risk Practitioners / Governance meetings in their role to support the implementation of risk management across the ICB, ensure consistent application of the risk management strategy across the ICB, provide development opportunities and share good practice for us as risk practitioners, and facilitate mutual support and assistance across corporate and place teams.

The principal functions of the Risk Sub-Committee will be as follows:

1. Oversee the implementation and further development of the ICB risk management strategy, systems and processes
 - To review the adequacy and effectiveness of plans to implement the ICB risk management strategy, systems and process, including resources and support across the ICB
 - To oversee delivery of the plan seeking reports and assurance from directors and managers as appropriate
 - To identify opportunities to improve the risk management strategy, systems and processes
2. Support the development of an effective development programme and understanding of roles and responsibilities across the organisation and system
 - Demonstrate effective leadership, active involvement and support for risk management within the Board, ICB Committees, leadership and management fora

- To support the development and completion of the ICB risk appetite statement, its communication and adoption in practice
 - To ensure that accountability for and ownership of risk management in relation to all aspects of the ICB's strategic plan and business as usual functions is clearly defined
 - To oversee the wider launch, training and development programme for risk management across the ICB
3. Review and advise risk owners regarding completeness, consistency, and compliance with the ICB strategy and processes
- To scrutinise the BAF principal risks, specifically in relation to consistency of scoring, adequacy and progress of mitigation strategies, and strength of assurance processes
 - To scrutinise the CRR, specifically in relation to consistency of scoring, adequacy and progress of mitigation strategies, and strength of assurance processes
 - To scrutinise Committee and Place Risk Registers specifically in relation to consistency of scoring, adequacy and progress of mitigation strategies, and strength of assurance processes
 - To embed consistent best practice risk management using review feedback to inform future training and development
4. Develop and monitor key performance indicators on the operation of the risk management system in relation to the following:
- To ensure that the ICB maintains a robust BAF and CRR
 - To ensure that all corporate functions, places and programmes maintain an up-to-date risk register and are actively managing the identified risks
 - To measure the roll out and uptake of risk management training
5. Develop system approach to BAF and risk management in relation to joint strategic objectives
- Consider guidance from NHSE and others and good practice examples from other areas and organisations to shape the approach to system risk management
 - Engage with system partners to build a picture of significant risks in relation to health and care across all system partners
 - Engage with system partners to develop the systems and processes for the identification and management of system risks
 - Engage with partners in relation to system risk appetite

3. Authority

The Risk Sub-Committee is authorised by the Audit Committee to:

- investigate and seek assurance in relation to the ICB and ICP risk management arrangements
- bring matters to the attention of other committees to investigate or seek assurance in relation to risks assigned to that committee or to highlight and promote good practice
- seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) within its remit as outlined in these terms of reference
- commission any reports it deems necessary to help fulfil its obligations
- review consistency of approach in relation to specific risk areas or risk registers to gain assurance in relation to risk assessments, mitigation strategies and the effectiveness of risk management arrangements
- make recommendations to the Audit Committee
- escalate issues to the Audit Committee

- produce a 12-month work plan outlining its priorities to discharge its responsibilities
- review and recommend to the Audit Committee changes to the ICB Risk Management Strategy and associated processes, toolkit and templates.

For the avoidance of doubt, the Sub-Committee will comply with the ICB Standing Orders, Standing Financial Instructions and the SoRD.

4. Membership & Attendance

4.1 Members

- Chief Executive
- Executive Director of Finance
- Executive Director of Nursing and Care
- Medical Director
- Director of Performance and Planning
- Chief People Officer
- Chief Digital Officer
- Deputy Medical Director
- Assistant Chief Executive
- x9 Place Directors
- x2 Provider Collaborative Managing Directors.

Notified, named deputies to support attendance and participation is encouraged.

4.2 Attendees

Only members of the Sub-Committee have the right to attend Sub-Committee meetings, however all meetings of the Sub-Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate:

- Associate Director of Corporate Affairs and Governance
- Head of Corporate Affairs and Governance

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

5. Meetings

5.1 Leadership

The Sub-Committee shall be chaired by the Chief Executive.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

5.2 Quorum

Quorum will be 80% of the membership.

It is not envisaged that voting will be either necessary or encouraged.

5.3 Decision-making and voting

Decisions will be taken in accordance with the Standing Orders. The Sub-Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only members of the Sub-Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

Where there is a split vote, with no clear majority, the Chair of the Sub-Committee will hold the casting vote.

If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

5.4 Frequency

Risk Sub-Committee will meet every six weeks.

Meetings will not, usually, be open to the public and will have the ability to schedule meetings as either face to face or electronically.

Papers for the meeting will be issued ideally one week in advance of the date the meeting is due to take place and no later than 4 working days.

5.5 Administrative Support

The Sub-Committee shall be supported with a secretariat function which will include ensuring that:

- the agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead
- attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements
- records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary
- good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept
- the Chair is supported to prepare and deliver reports to the Audit Committee
- the Sub-Committee is updated on pertinent issues/ areas of interest/ policy developments
- action points are taken forward between meetings and progress against those actions is monitored.

5.6 Accountability and Reporting Arrangements

The Sub-Committee is accountable to the Audit Committee and shall report to the Audit Committee on how it discharges its responsibilities.

The minutes of the meetings shall be formally recorded by the secretary and submitted to the Audit Committee in accordance with the Standing Orders.

The Chair will provide assurance reports to the Audit Committee at the subsequent meeting of the Audit Committee following a meeting of the Sub-Committee and shall draw to the attention

of the Audit Committee any issues that require disclosure to the Audit Committee or require action.

The Risk Sub-Committee will contribute content to the Audit Committee Annual Report to the Board, timed to support finalisation of the accounts and the Governance Statement. This will summarise its conclusions from the work it has done during the year specifically commenting on:

- the fitness for purpose of the assurance framework
- the completeness and 'embeddedness' of risk management in the organisation.

The Committee can also escalate any concerns or raise any matters of importance to the Executive Team Committee where a resolution is required and Executive Director involvement is required.

6. Behaviours and Conduct

ICB values

Members will be expected to conduct business in line with the ICB values and objectives.

Members of, and those attending, the Sub-Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

Equality and diversity

Members must demonstrably consider the equality and diversity implications of decisions they make.

7. Review

The Sub-Committee will review its effectiveness after the first 9 months and consider whether an extension beyond the initial 12-month term is required.

These terms of reference will be reviewed as required. Any proposed amendments to the terms of reference will be submitted to the Audit Committee for approval.