

Terms of Reference

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This Group reports to: Board of Directors

Target audience: Senior Leadership within Manx Care

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1. Purpose

The Committee is an executive-led management committee with the primary objective of ensuring that risk is under prudent control at all times and to promote organisational success.

2. Constitution

The Committee is authorised by the Manx Care Board of Directors to develop and implement risk treatment strategies, and to monitor, investigate and address any activity within its terms of reference.

The Committee is authorised to seek a range of views, expertise, transparency and openness in meeting its objective. It is also authorised to request the attendance of individuals and advisors with relevant experience and expertise where necessary.

The Committee Chair will provide the Executive Management Committee (EMC) with a brief summary of the Committee's work at the first available EMC meeting opportunity after each Risk Management Committee meeting. The Chair of the Risk Management Committee will escalate matters to the EMC as required by the Risk Management Policy.

3. Roles and duties of the Committee

The Committee will uphold the values of Manx Care in the work it does. In particular it will look for assurances that these values are being delivered in Manx Care, as part of its overall governance role on behalf of the Board.

The Committee shall be accountable to the Executive Management Committee and through its work shall enable and underpin organisational success by:

- (i) Fostering an open, anticipatory, adaptive and proactive risk-aware culture in which people are actively engaged.
- (ii) Keeping risk under prudent control on behalf of the Manx Care Board and in accordance with the Board's risk appetite, maintain effective control systems and minimise over-exposure to harm.
- (iii) Horizon scanning, challenging and keeping material risk under review at all times.
- (iv) Improving organisational resilience.

The Risk Management Committee shall:

3.1 Receive and consider reports following relevant investigations or failures in healthcare provision (within or external to Manx Care) and to discuss and agree subsequent action required to keep the residual risk under prudent control.

3.2. Systematically review, scrutinise and challenge risk profiles across all Care Groups/Corporate Functions, ensuring the correct strategy is adopted for managing each key risk, and verifying that controls and action plans are in place and effective for those risks which remain intolerant.

3.3 Satisfy itself and the EMC that the structures, processes and responsibilities for identifying and managing key risks to patients, staff and the organisation are effective.

3.4 Monitor, evaluate and scrutinise all risks recorded on the risk register with a residual risk rating of 15 or more, escalating to the EMC those that pose a significant threat to the operations, safety, financial health or reputation of Manx Care.

3.5 Oversee the production of the Board Assurance Framework which will be presented to the Board of Directors at least twice a year and used to drive the business cycle of Board Committees.

3.6 Keep under review and develop further Manx Care's Risk Management Policy and related policies and procedures.

3.7 In accordance with requirements of relevant regulators, formally review the capacity to handle risk ensuring all requirements are met for the Chief Executive to sign the Annual Governance Statement or any other relevant public disclosure declaration.

3.8 Work closely with the Board's assurance committees to understand the corporate risk profile and, where necessary, to clarify the arrangements for assuring those risks between committees.

3.9 The Chair of the Committee shall by invitation attend an annual meeting with the Audit Committee to ensure appropriateness of risk management structures and, in addition

make recommendations concerning the annual programme of Internal Audit work, to the extent that it applies to matters that fall within these terms of reference.

- 3.10 To ensure all risks are escalated, reviewed and managed in line with Manx Care's Risk Management Policy.

4. Duties and Etiquette

4.1 The duties of the Chair of the Committee shall be to:

- Provide regular updates and information to the EMC, and if required to do so the Board of Directors, on any material matters which have come to the Committee's attention.
- Ensure that minutes of the Committee are an accurate reflection of discussion.
- Attend or designate another member of the Committee to attend public meetings of Manx Care to answer any questions related to the work of the Committee.
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- Ensure that all significant risks are discussed and escalated in line with the Manx Care Risk Management Policy.

4.2 The duties of members and attendees shall be to:

- Attend and contribute actively to the work of the Committee
- Have read the papers and materials in advance and be ready to discuss any matters relevant to the work of the Committee.
- Actively participate in discussions pertaining to Committee business ensuring that solutions and action plans have multidisciplinary perspectives and have considered the impact Manx Care wide.
- Disseminate the learning and actions from the meetings.
- To attend at least 80% of meetings of the Committee.

5. Membership

The membership of the Committee will comprise:

- Chief Executive (Chair)
- Director of Nursing & Governance (Vice Chair)
- Director of Social Care
- Medical Director
- Chief Information Officer
- Director of Infrastructure
- Director of Operations
- Director of Finance
- Board Secretary
- General Manager of the each triumvirate Care Group
- Senior Lead representative from Shared Services, e.g. Finance, Human Resources, Information Technology.
- Head of Governance

- Risk Manager

Other directors, senior leads or their deputies may be asked to attend meetings or part meetings for discussions on matters relating to their portfolio as required.

In exceptional circumstances, when an Executive Director, General Manager or Shared Service Lead is unable to attend Committee meetings, they must arrange for a fully briefed deputy of sufficient seniority to attend on their behalf. Deputies must be agreed in advance with the Committee Chair/Vice Chair.

Other attendees may attend by invitation in order to progress the work of the Committee.

The Board Secretary will provide support to the Committee Chair and Committee members and ensure that the Committee receives the appropriate administrative and secretarial support. A secretary/minute taker will also be in attendance at all committee meetings.

Membership will be reviewed annually.

5. Meetings and Quorum

The Committee Chair will preside at all meetings. In circumstances where the Committee Chair cannot attend, the Vice Chair will chair the meeting.

5.1 Quorum

A quorum will be six members and must include either the Chair or Vice Chair, together with two further Executive Directors.

If the Committee is not quorate the meeting may be postponed at the discretion of the Committee Chair/Vice Chair. If the meeting does take place and is not quorate, no decision shall be made at that meeting and such matters must be deferred until the next quorate meeting.

5.2 Frequency

The Committee will meet at least eight times a year, and ideally monthly prior to the Board meeting held in public. Additional meetings of the Committee can be arranged for specific purposes as necessary, with agreement by the Committee Chair or Deputy Committee Chair.

Where a decision needs to be taken by the Committee, by exception, outside the normal cycle of meetings, and where the matter is so urgent as to require an immediate decision, a decision may be transacted via e-mail correspondence. The preference is for decisions to be taken at Committee meetings. The decisions via an e-mail process will be used on an 'exceptions' basis. The process for decision via e-mail will be as follows.

- a) An e-mail setting out the matter for decision will be sent to all Committee members. This shall include a statement setting out how the Committee members should signify what their view on the matter is and the deadline for doing so.
- b) Committee members will be given no less than five working days in which to respond.

- c) For a decision to be passed, all of the Committee members must express the same view on the matter.
- d) Where Committee members have comments on the proposed decision or recommendation/s, these will be circulated to other Committee members by the Board Secretary within one working day of receipt.
- e) If any individual Committee member wishes to debate an item proposed for decision via e-mail at a Committee meeting instead, they may ask the Committee Chair/Vice Chair to arrange an additional meeting or defer the item for decision until the next Committee meeting. This will be at the discretion of the Committee Chair/Vice Chair).
- f) Decisions via e-mail will be reported to the next Committee meeting and the wording of the decision minuted. Any decision made in this manner will be effective from the date of agreement of all of the Committee members and confirmed by email by the Board Secretary.

5.3 Attendance

All members will be required to attend a minimum of 75% of all meetings held over a 1 year period. Members should not be absent for more than two consecutive meetings without the agreement of the Committee Chair. Apologies must be received by the Board Secretary in advance of the meetings.

Committee members are committed to working both remotely and in person. Committee members may participate by way of telephone, computer or any other electronic means of communication provided that each person is able to hear and speak. A person participating in this way is deemed to be present in person although their actual location shall be noted in the minutes and is counted in a quorum and entitled to vote. The meeting is deemed to take place 'via Teams' (or relevant software) or where the largest group of those participating is assembled.

Where a specific matter is deemed to be of a confidential or commercially sensitive nature the Committee Chair has the authority to restrict attendance at the Committee meeting to members only and to ask all other attendees to leave the meeting.

If any Committee member or attendee has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, he / she will declare that interest as early as possible and shall not participate in the discussions. Such interests must be recorded in the minutes accordingly. The Committee Chair will have the power to decide whether a declared interest represents a material conflict and to request that member or attendee to withdraw until the Committee's consideration has been completed.

5.4 Notice of meetings

Meetings of the Committee shall be called by the secretary who administers the Committee at the request of the Committee Chair or any of its members.

Unless otherwise agreed, notice of each meeting and agenda of items to be discussed, shall be forwarded to each Committee member, any other person required to attend no later than four working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

The Committee will agree a meeting calendar on an annual basis, setting out the main work items to be carried out by the Committee at each meeting to ensure that adequate time is given to the main duties of the Committee.

6. Authority

The Committee is authorised by the Board of Directors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Manx Care employee and all such employees are directed to co-operate with any request made by the Committee.

The Committee must seek approval from the Chief Executive to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The budget for such advice should be within agreed financial constraints.

The Committee is authorised to establish working groups to support its assurance work and its scrutiny and monitoring obligations. Such working groups will be chaired by the Executive Lead and report back to the Committee on a regular basis. Appropriate terms of reference outlining the scope of the working group and its membership must be agreed in advance by the Committee.

7. Monitoring Effectiveness

The Committee shall at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

A record of the frequency of attendance by members, quoracy and the frequency of meetings will be maintained. Any areas of concern will be highlighted to the Chair of the Board by the Committee Chair.

8. Administrative Arrangements

The Committee will be supported by a nominated secretary who will administer the Committee by:

- Producing a schedule of meetings and maintain the annual work plan for the Committee.
- Preparing the agenda and papers with the Committee Chair and Executive Leads for the Committee and circulating these 4 working days prior to the meeting.
- Maintaining accurate records of attendance, key discussion points and decisions taken and issue necessary action logs within five full working days of the meeting.

- The recording of draft minutes where the Committee has gained assurance through relevant reports and subsequent discussion, debate and challenge, and where further assurance is required for circulation to members within five full working days of the meeting.
- Maintaining a database of any documents discussed and/or approved and recall them to the Committee when due.
- Organising future meetings.
- Filing and maintaining records of the work of the Committee.

9. Relationships and Reporting

The Committee will obtain assurance from any working group shown in the structure chart in Section 11 below.

The Committee will report to the EMC on how it discharges its responsibilities.

The Audit Committee will receive the meeting minutes of the Committee and will ensure that the Committee's role within the overall governance of Manx Care is discharged. The Audit Committee will report back to the Committee if it has any concerns about its adherence to the Terms of Reference.

The minutes of the Committee shall be formally recorded, and a summary of decisions taken submitted to the Executive Management Committee. The minutes will also be submitted to the Board. The Committee Chair shall draw to the attention of EMC any issues that may require disclosure to the full Manx Care Board or require executive action.

In addition, the Committee will receive thematic 'deep dive' reports or reviews accordingly to provide more quality-orientated discussions about specific issues and to facilitate in depth discussions between the Committee members and staff providing services.

10. Review

The terms of reference, purpose, function, responsibilities and duties of this Committee will be reviewed on an annual basis or sooner if agreed by the Committee and the Executive Management Group (ratification).

11. Committee Structure

The committee structure* is reflected in the chart below, however reporting groups may change to reflect operational requirements.

Risk Management Committee



*This structure to be updated as the Sub-Groups are operationalised