

Digital & Informatics Committee

Terms of Reference

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This Committee provides assurance to: Manx Care Board

Target audience: Manx Care Board and Staff

Digital & Informatics Committee

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1. Purpose

The Digital & Informatics Committee is a committee of the Board of Manx Care and has delegated authority from the Board to oversee, co-ordinate, review the quality and integrity; safety and security and appropriate access and use of data and information to support health and social care service improvement and the provision of high-quality health and social care within Manx Care.

The Committee will provide advice and assurance to the Board in relation to the direction and delivery of strategies relating to digital/informatic development and information governance to drive continuous improvement and support IT enabled health and social care to achieve the strategic objectives of the Manx Care Board.

The Committee will seek assurance on behalf of the Board in relation to Manx Care's arrangements for the development and effective management of data and information to support a fit and proper system of performance management/business intelligence in line with the strategic objectives of the Manx Care Board.

The Committee will seek assurance on behalf of the Board in relation to Manx Care's arrangements for appropriate and effective management and protection of information (including patient and personal information) in line with legislative and regulatory responsibilities.

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2. Constitution

The Board hereby resolves to establish a committee of the Board to be known as the Digital & Informatics Committee (the Committee). The Committee has no executive powers other than those specifically delegated in these Terms of Reference.

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. Our values are:

Commitment & Passion

Accountability & Reflection

Respect & Inclusion

Excellence & Innovation

In particular the Committee will provide assurance to the Board that the system of internal controls supporting the digital and informatics agenda is appropriately designed, consistently applied and is operating effectively, and as a result there are better outcomes for patients and service users in the following areas:

- **Digital and Informatics performance.** In providing such oversight and advice to the Board, the Committee shall oversee (i) current and forward looking digital and informatics delivery and financial pressures; (ii) consider future digital and informatics delivery strategy and architecture, including information and insight and infrastructure and service management; (iii) scrutinise assurances provided by management in respect of key performance indicators (as a minimum this would include requirements set out in the Mandate and the Manx Care Operating Plan, and indicators prioritised by the Manx Care Strategy).
- **Risks relating to information governance and informatics.** To consider the control and mitigation of such risks and provide assurance to the Board that such risks are being effectively controlled and managed. These risks include, but are not exclusively;
 - data quality and data governance
 - privacy and protection of personal information
 - data security and information technology system controls
 - disaster and recovery planning
 - financial, reputational, compliance risks
 - sustainability considerations
 - project and system implementation risks

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- **Risks associated with any major digital and informatics implementations.** In preparing such advice the Committee shall satisfy itself that an appropriate due diligence appraisal of the proposition is undertaken, focusing in particular on the implications for digital and informatics performance and organisation wide benefits. These need to be considered within the risk appetite and tolerance of the Board, drawing on independent external advice where appropriate and available.
- **Board Assurance Framework.** All digital, informatic, and information governance risks are reviewed and the implications for the Board Assurance Framework and/or Care Group risk registers have been scrutinised and challenged.
- **Business Intelligence.** Provide assurance on the accuracy and validity of such information which enables the Board and its Committees to act on the intelligence and supports its decision- making.
- **Information Governance.** To provide assurance to the Board that:
 - an appropriate and comprehensive information governance framework is in place and throughout Manx Care in line with regulatory standards such as data protection and Freedom Of Information legislation which is regularly monitored;
 - the Information Governance Strategy, policies and guidance material is developed and implemented across Manx Care;
 - any self-assessment or Information Governance Toolkit assessment is scrutinised and any subsequent remedial actions acted upon
 - Manx Care's approach to information handling is reflective of regulatory standards and is communicated to all staff and made available to the public. The standards used for data handling should represent information governance best practice;
 - There is a robust and fit for purpose framework in place in relation to data protection, confidentiality, information security, information quality, records management and Freedom of Information and Subject Access Requests;
 - The work of the Caldicott Guardians is undertaken independently and without undue interference on matters of data protection and confidentiality; and
 - Breaches of information governance are appropriately investigated and that lessons learnt from such incidents are disseminated across Manx Care
- **Cyber security.** To work closely with and support the Audit Committee by reviewing and overseeing the effectiveness of the Manx Care's internal control framework in relation to Information Governance and Cyber Security.
- **Strategy** – the development of information management and ICT. To provide assurance to the Board on:
 - the development and maintenance of the rolling five year strategy for Manx Care IM&T.
 - financially sustainable improvements to improve communication between services for the benefit of those who receive health and social care service from Manx Care
 - the development of community wide information and ICT strategies through open dialogue with other IoM government departments and organisations including regular stakeholder engagement

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- **Legal and regulatory requirements.** To provide assurance that such requirements relating to data and information are met
- To consider any material issues communicated to it by the Audit Committee arising from the work of the Internal Audit function relating to digital and information matters which fall within the scope of the objective and responsibilities of the Committee.
- To oversee the work of the sub-committees and groups outlined the structure chart below by receiving reports and/or minutes.
- To undertake or consider on behalf of the Chairman or the Board such other related tasks or topics as the Chairman or the Board may from time to time entrust to the Committee.

In addition to providing such assurance the Committee's duty is to escalate key issues to the Board and provide regular feedback to the Board on the activity of the Committee in the form of a monthly report.

4. Membership

The membership of the Committee will comprise:

- Three Non-Executive Directors (including Committee Chair & Deputy Committee Chair) as appointed by the Board
- Chief Information Officer and SIRO (Executive Lead for Digital & Informatics and Information Governance)

Regular attendees shall include:

- Board Secretary
- Caldicott Guardian for health and social care
- Data Protection Officer
- Head of the PMO
- Head of Business Intelligence
- GTS Representative
- BCS Representative

Other directors or their deputies may be asked to attend meetings or part meetings for discussions on matters relating to their portfolio, if required. The provisions of Manx Care's

In exceptional circumstances, when an executive director cannot 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.

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

All Board members will be informed of the dates of the Committee meetings and can attend meetings if they wish to.

The Board Secretariat 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.

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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 Deputy Committee Chair will chair the meeting.

Quorum

A quorum will be 3 members and must include 2 Non-Executive Directors and 1 Executive Director including the Committee Chair or Deputy Committee Chair and the Chief Information Officer or his appointed deputy.

If the Committee is not quorate the meeting may be postponed at the discretion of the Committee 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.

Frequency

The Committee will meet at least six 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 outside the normal cycle of meetings, and where the matter is not deemed by the Committee Chair to require an additional meeting to be called, the decision may be made via e-mail. The preference is for decisions to be taken at committee meetings. The decisions via 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 to arrange an additional meeting or defer the item for decision until the next committee meeting (such agreement by the Committee Chair not to be unreasonably withheld).
- 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.

Attendance

All members will be required to attend a minimum of 75% of all meetings held annually. 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.

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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 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.

Notice of meetings

Meetings of the Committee shall be called by the Board Secretariat who administer 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 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 is authorised by the Board 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.

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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 Lead 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; and
- filing and maintaining records of the work of the Committee.

9. Relationships and Reporting

The Committee will obtain assurance from the working groups shown in the structure chart below

The Committee will report to the Board 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 Audit Committee will prepare a report to the Board on governance of Manx Care, which will include the Committee's role and performance in relation to the systems of internal control.

The minutes of the Committee shall be formally recorded, and a summary of decisions taken submitted to Manx Care Board by the Committee Chair. The Committee Chair shall draw to

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the attention of Board any issues that require disclosure to the full Manx Care Board or require executive action.

The Committee will receive standing monthly reports and additional reports as part of the scheduled programme of annual reports.

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.

Internal Auditors will carry out an audit of the governance systems within Manx Care, including the role of the Committee, and will use this audit to prepare the annual Head of Internal Audit Opinion.

The Board has responsibility for the effectiveness of sub-committees. The Board will use the above reports to ensure that the Committee is meeting its duties according to these Terms of Reference.

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 or Board.

Any amended Terms of Reference will be agreed by the Committee for recommendation to a subsequent meeting of Manx Care Board for its approval.

11. Committee Structure

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

