



Report No: C/IGC/02-19

Agenda Item: 13

Report To:	INTEGRATED GOVERNANCE COMMITTEE		
Meeting Date:	27 MARCH 2019		
Report Title:	REVIEW OF TERMS OF REFERENCE		
Report Classification:	For Noting	Board/Committee Meetings ONLY	
		For Reports to be held in Private	
		Reason	
1	Purpose		
1.1	The purpose of this report is to present proposals to ensure the continued effectiveness of the governance arrangements enabling Committee members the opportunity to review their Terms of Reference (Appendix A) and propose any amendments, if required, prior to it being put forward for approval at the Board meeting on 25 April 2019.		
2	Background		
2.1	A review of the Terms of Reference (Appendix A) related to general governance matters of the Board and its Committees is required to be progressed to ensure the continued effectiveness of these arrangements, this is also an opportunity to simplify and standardise where appropriate the Terms of Reference across all Committees of the Board.		
3	Main Report and Discussion		
3.1	The Terms of Reference for this Committee have been reviewed to ensure that they are an accurate representation of the responsibilities expected of the Committee and to simplify and standardise approaches where possible across all Committees of the Board.		
3.2	In summary please note some key sections that were amended:-		
	1. Introduction:-		
	1.2	The overall purpose of the Committee is to provide assurance to the SFRS Board that issues identified in specific governance Committees are discussed across the Board, thereby ensuring a joined up approach to corporate governance.	
	1.3	The Committee is authorised by the Board to make decisions within their limits of responsibilities under these Terms of Reference.	
	1.4	Along with all staff, the Board and its Committees have a key part to play in embedding and living 'Our Values', developed as a result of staff views on what they value most about working within SFRS. We all have a responsibility to ensure we continually promote them in everything we do.	

2. Membership:-

2.3 Authority to invite representatives of related partner organisations and bodies.

3. Reporting:-

3.1 Minutes of the meetings of the Committee will be submitted to meetings of the Board. The Committee may submit special reports to the Board as required.

4. Responsibilities (previously termed as Duties): -

4.2 The areas of responsibility give the Committee scope to continually monitor and review Integrated Governance related matters as deemed necessary.

4.3 All Committees must endeavour to avoid duplication of work of other Committees by focusing on specific delegated areas of responsibility. Overall co-ordination of work is overseen by the Integrated Governance Committee [Section 7.2](#).

5. Rights:-

5.1 Are authorised by the SFRS Board to make decisions within their limits of responsibilities under the Terms of Reference, as detailed within Section 4.1.

5.2 The Committee may:

- Scrutinise the delegated areas of responsibility referred to in Section 4 above;
- Invite additional members for a limited period to provide specialist assistance. However, where there is associated expense this must have prior approval from the Chair of the Board and Accountable Officer;
- Procure specialist advice at the expense of the organisation, subject to budgets agreed by the Chair of the Board and Accountable Officer;
- Approve previous Committee minutes at the next Committee meeting;
- Hold private workshop sessions as required for development purposes and to accommodate organisational input and support;

6. Access:-

6.1 Members of the SLT as required, will have free and confidential access to the Chair of the Committee.

7. Meetings:-

7.1 The procedures for meetings of the Committee are:

- To meet formally and in public at least on a quarterly basis.
- To consider and agree, in line with the Standing Orders, whether any item on the Agenda needs to be considered in private
- For the Chair of the Committee, in consultation with Members, to request an additional meeting if considered necessary;
- A minimum of 3 Committee members will be present for the meetings to be deemed quorate;
- In the absence of the Chair, the Deputy Chair will assume the responsibilities of the Chair. In both their absence and in agreement with the remaining three Committee members present any one member is authorised to assume the role of Chair for the duration of the meeting.

4	Recommendation
4.1	The Committee are invited to review in full, the Terms of Reference for the Committee; and propose any amendments, if required, prior to being submitted for approval at the meeting of SFRS Board on 25 April 2019.
5	Key Strategic Implications
5.1	Financial
5.1.1	There are no key strategic implications arising from the recommendations set out in this paper.
5.2	Legal
5.2.1	The recommendations contained within this report are intended to assist the Committee and ultimately the Board in its ability to perform its scrutiny role and therefore deliver its statutory duties effectively.
5.3	Performance
5.3.1	This includes the review of duties and reporting arrangements within the Terms of Reference to ensure effective performance management of Committee related business.
5.4	Environmental & Sustainability
5.4.1	There are no key strategic implications arising from the recommendations set out in this paper.
5.5	Workforce
5.5.1	There are no key strategic implications arising from the recommendations set out in this paper.
5.6	Health & Safety
5.6.1	There are no key strategic implications arising from the recommendations set out in this paper.
5.7	Timing
5.7.1	This report has been produced to support the proposed arrangements to ensure the continued effectiveness of the governance arrangements of the Board and its Committees. It is intended that any revisions to the current Terms of Reference will be presented at the Board meeting scheduled for 25 April 2019.
5.8	Equalities
5.8.1	The existing Equality Impact Assessment – Board Operating Arrangements, has been reviewed and there are no issues arising from the matters raised within this report.
5.9	Information Governance
5.9.1	There are no key strategic implications arising from the recommendations set out in this paper.
5.10	Risk
5.10.1	The implementation of the proposed arrangements in this report are intended to support control measures identified to mitigate the impact of Strategic Risk 7 – Failure to Maintain Effective Systems of Control (Risk Ref. 7.6 - Failure to maintain and mature effective governance arrangements).

5.11	Communications & Engagement	
5.11.1	The proposals have been developed by the Board Support Team following a Committee workshop held in January '19 and in consultation with the Committee. The proposals are therefore presented within this report for consideration prior to submitting to the Board for approval, subject to any amendments.	
5.12	Training	
5.12.1	There are no key strategic implications arising from the recommendations set out in this paper.	
6	Core Brief	
6.1	Not applicable.	
7	Appendices/Further Reading	
7.1	Appendix A - Revised Terms of Reference	
Prepared by:	Alasdair Cameron, Group Manager, Board Support Team	
Sponsored by:	Mark McAteer, Director of Strategic Planning, Performance and Communications	
Presented by:	Alasdair Cameron, Group Manager, Board Support Team	
Links to Strategy		
This links to SFRS Strategic Plan 2016-19 through our priorities of Governance and Social Responsibility, incorporating the following associated key strategic objectives:		
<ul style="list-style-type: none"> • We will continue to ensure that our decision-making processes are transparent and evidence led. • We will develop a performance framework that enables the effective management of risk and supports effective scrutiny, challenge and improvement. • We will embed effective communication and engagement in all that we do. • We will continue to explore how we maximise efficiency and productivity within our organisation and partnerships. • 		
Governance Route for Report	Meeting Date	Comment
<i>Integrated Governance Committee</i>	<i>27 March 2019</i>	<i>For Noting</i>
<i>SFRS Board Meeting</i>	<i>25 April 2019</i>	<i>For Approval</i>

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CORPORATE GOVERNANCE

TERMS OF REFERENCE FOR THE INTEGRATED GOVERNANCE COMMITTEE

Author/Role	GM Alasdair Cameron
Date of Risk Assessment (if applicable)	N/A
Date of Equality Impact Assessment	28 March 2018
Date of Impact Assessment (commenced)	N/A
Date of Impact Assessment (concluded)	N/A
Quality Control (name)	Richard Whetton, Head of Corporate Governance
Authorised (name and date)	Kirsty Darwent, Chair – March 2019
Last reviewed/amended (name and date)	GM Alasdair Cameron – March 2019
Date for Next Review	March 2020



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CORPORATE GOVERNANCE

TERMS OF REFERENCE FOR THE INTEGRATED GOVERNANCE COMMITTEE

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1. INTRODUCTION

- 1.1 The Scottish Fire and Rescue Service (SFRS) have established a Committee of the Board, known as the Integrated Governance Committee (“the Committee”).
- 1.2 The overall purpose of the Committee is to provide assurance to the SFRS Board that issues identified in specific governance Committees are discussed across the Board, thereby ensuring a joined up approach to corporate governance.
- 1.3 The Committee is authorised by the Board to make decisions within their limits of responsibilities under these Terms of Reference.
- 1.4 Along with all staff, the Board and its Committees have a key part to play embedding and living [‘Our Values’](#), developed as a result of staff views on what they value most about working within SFRS. We all have a responsibility to ensure we continually promote them in everything we do.

2. MEMBERSHIP

- 2.1 The Committee shall be established by the full SFRS Board and be composed of the Chairs and Deputy Chair of the Board, together with the Chairs of all other Committees. The Chair of this Committee will be the Chair of the SFRS Board. The Committee will be supported by the Chief and other members of SFRS staff, as appropriate to the agenda.
- 2.2 The Committee may invite representatives of related partner organisations, as appropriate, to Committee meetings to assist with the work of the Committee.
- 2.3 The composition and effectiveness of the Committee will be reviewed annually by the Board. A full list of the membership is detailed in [Appendix 1](#).

3. REPORTING

3.1 Minutes of the meetings of the Committee will be submitted to meetings of the Board. The Committee may submit special reports to the Board as required.

4. RESPONSIBILITIES

4.1 The Committee is responsible for ensuring an integrated approach across all standards of Governance within SFRS. Specifically, it will:

- Discuss, consider and co-ordinate both specific and common themes and/or issues relating to Governance and risk that have implications for the Board's Governance Committees;
- Take a forward and outward looking approach towards good Governance and best practice making recommendations to the Board;
- Review actions taken by the organisation on recommendations made by the Committees or the SFRS Board on all Governance matters, together with any recommendations made, for example, by Audit Scotland or Her Majesty's Fire Service Inspectorate (HMFSI);
- Identify which Committee is best placed to scrutinise external reports;
- Consider and scrutinise the SFRS compliance with relevant legislation and performance against national standards with regard to Governance;
- Provide assurance to the SFRS Board on Governance issues that have application across the organisation.

4.2 The areas of responsibility give the Committee scope to continually monitor and review Integrated Governance related matters as deemed necessary.

4.3 All Committees must endeavour to avoid duplication of work of other Committees by focusing on specific delegated areas of responsibility. Overall co-ordination of work is overseen by the Integrated Governance Committee [Section 7.2](#).

5. RIGHTS

5.1 The Committee is authorised by the Board to make decisions within their limits of responsibilities under these Terms of Reference as detailed within [Section 4.1](#). This, however, is subject to ensuring that any decision made does not adversely impact on the Strategic Direction of the SFRS, which will continue to be subject to SFRS Board scrutiny and governance arrangements.

5.2 The Committee may:

- Scrutinise the delegated areas of responsibility referred to in Section 4 above;
- Invite additional members for a limited period to provide specialist assistance; However, where there is associated expense this must have prior approval from the Chair of the Board and Accountable Officer;
- Procure specialist advice at the expense of the organisation, subject to budgets agreed by the Chair of the Board and Accountable Officer;
- Approve previous Committee minutes at the next Committee meeting;
- Hold private workshop sessions as required for development purposes and to accommodate organisational input and support;

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6.1 Members of the SLT as required, will have free and confidential access to the Chair of the Committee.

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- To consider and agree, in line with the Standing Orders, whether any item on the Agenda needs to be considered in private
- For the Chair of the Committee, in consultation with Members, to request an additional meeting if considered necessary;

NOT PROTECTIVELY MARKED

- A minimum of 3 Committee members will be present for the meetings to be deemed quorate;
- In the absence of the Chair, the Deputy Chair will assume the responsibilities of the Chair. In both their absence and in agreement with the remaining three Committee members present any one member is authorised to assume the role of Chair for the duration of the meeting.

8. RELATIONSHIP TO OTHER COMMITTEES

8.1 The Integrated Governance Committee will have strategic relationships with all five of the other committees:

- Audit and Risk Assurance;
- Service Delivery;
- Transformation and Major Projects;
- Staff Governance; and
- Remuneration, Appointments and Nominations (Sub-Committee).

8.2 The Integrated Governance Committee will review and co-ordinate intended outcomes between Committees to prevent duplication and ensure alignment of business, while capturing any common themes across all Committees.

9. INFORMATION REQUIREMENTS

9.1 All relevant documentation for the Committee must be provided as per the schedule for their meetings.

APPENDIX 1

COMMITTEE MEMBERSHIP

Members

- Chair of Board (Chair);
- Deputy Chair of Board;
- Chair of Audit and Risk Assurance Committee;
- Chair of Service Delivery Committee;
- Chair of Transformation and Major Projects Committee;
- Chair of Staff Governance Committee; and
- Chair of Remuneration, Appointments and Nominations Sub-Committee.

Others in attendance

- Chief Officer or approved substitute;
- Other representation, as appropriate and by invite.