

**Health and Social Care Information Centre**

**Board Meeting**

**Public Session**

Title of Paper:	<p>ai) Revised HSCIC Corporate Governance Manual</p> <p>aii) Revised Terms of Reference (ToR) for the following committees:</p> <ul style="list-style-type: none"> <li>• HSCIC Board</li> <li>• Assurance and Risk Committee (ARC)</li> <li>• Remuneration Committee</li> </ul>
Board meeting date:	03 September 2014
Agenda Item No:	HSCIC 14 06 03 (a) i
Paper presented by:	Chair
Paper prepared by:	Secretary to the Board
Paper approved by (Sponsor Director)	The CEO and the Director of Finance and Corporate Services
Purpose of the paper:	<p>Board approval is sought for the revised and updated Corporate Governance Manual, and for the revised ToR for the HSCIC Board, ARC, and the Remuneration Committee.</p> <p>These documents went to the ARC on 3 July as part of the review process. The ARC recommended a change to the ARC ToR which has been actioned. All documents have been tidied up, minor inconsistencies corrected and the formatting has been addressed.</p> <p>The following changes have been applied to this version of the document:</p> <ol style="list-style-type: none"> <li>1. Policies removed and replaced by links</li> <li>2. Documents embedded in the appendix</li> <li>3. Updated with revised ToR for corporate meetings</li> <li>4. Inclusion of the Information Assurance and Cyber Security committee (IACSC)</li> <li>5. New membership lists reflecting the changes in the top level structure</li> <li>6. Inclusion of an updated and previously Board approved scheme of delegated authorities</li> <li>7. Addition of information on the role of the Senior Independent Director</li> </ol>

	<p>Duplication has been assessed and removed as far as possible between the ToR and the Corporate Governance Manual.</p> <p>The ToR for the committees has been put into a more standard format. Ambiguity and readability has also been addressed in the ToR documents as far as possible.</p> <p>Appendices: Please note the IACSC ToR document was approved by the Board in April 2014. The Department of Health (DH) Framework Agreement and HSCIC Delegated Authorities have also been to previous Board meetings. These documents therefore do not require further review or approval at this point in time.</p> <p>Whilst we aim to limit revisions to the Corporate Governance Manual to prescribed reviews, the DH may change their delegated limits to ALBs outside of these reviews, and this may require the HSCIC to adopt the revised delegations with immediate effect, so the Board are asked to give the Director of Finance and Corporate Services the authority to make interim changes to the Corporate Governance Manual in these circumstances.</p>
Risks and Issues:	It is important that these documents are kept up to date and relevant, otherwise there is a risk that business will not be transacted and/or conducted correctly.
Patient/Public Interest:	The documents record the Standing Orders and Standing Financial Instructions for the HSCIC and set out the terms of reference under which the statutory meetings of the HSCIC operate.
Actions required by the Board:	<p>Board approval is sought for the revised and updated Corporate Governance Manual, and for the revised ToR of the following committees:</p> <ul style="list-style-type: none"> <li>• HSCIC Board</li> <li>• Assurance and Risk Committee (ARC)</li> <li>• Remuneration Committee</li> </ul>