

Health and Social Care Information Centre (HSCIC)

Board terms of reference and code of practice

Statutory background

The Health and Social Care Information Centre (HSCIC) was established on 1 April 2013 as an executive non-departmental public body (ENDPB) under the Health and Social Care Act 2012.

As an ENDPB, the organisation is accountable to the Secretary of State for Health for discharging its functions, duties and powers effectively, efficiently and economically.

Principal Activities

The HSCIC has an important role to play in the health and care system. It is the focal point for both the:

- collection, linking, analysis, secure storage and publication of the core data resources for health and social care, taking over data collection responsibilities from other arms length bodies and central data collectors such as the Department of Health itself; and,
- management and monitoring of the day-to-day delivery of key national systems and services; approving and accrediting local and national IT systems against technical and clinical safety standards; supporting the delivery of information standards.

Board Membership and Conduct

The Board of the HSCIC must comprise:

- (a) at least six non-executive members including the Chair
- (b) not more than five other executive members who are employees of the HSCIC and are appointed by the non-executive members. One of the executive members must be appointed as the Chief Executive but the appointment may not be made without the approval of the Secretary of State. The first chief executive is to be appointed by the Secretary of State.

The Non- Executive Board Members are:

Candy Morris, Chair
Tony Allen, Deputy Chair
Sir Ian Andrews
Lucinda Bolton
Sir Nick Partridge
Mike Pearson

The Executive Directors are:

Alan Perkins, CEO

Trevor Doherty, Director of Finance and Corporate Services

Dr Mark Davies, Director of Clinical and Public Assurance

Rachael Allsop, Director of Human Resources and Transformation

Max Jones, Director of Programme and Service Delivery

The roles and responsibilities of the Chair, Board and Chief Executive are set out in the attached Code of Practice for Board members (Annex A).

The Board will meet at least 6 times a year in public. The Board may also resolve to meet in private session in order to transact commercial in confidence or other confidential business.

Meetings are quorate when at least one-third of the membership is present (including at least two non-executives, one of whom must be the Chair or Vice-Chair).

The HSCIC Board Secretary will minute the Board meetings.

Further details including conduct of meetings are contained in the HSCIC Standing orders which form part of the Corporate Governance Manual.

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Code of Practice for HSCIC Board members

Introduction

1. This Code of Practice provides guidance on responsibilities and conduct expected from the Board members and any independent members who sit on Board committees and sub-committees. It is based on the Cabinet Office's model Code of Practice for Board Members of Public Bodies (June 2011), with reference to the HSCIC's Standing Orders.
2. Board members and independent members must subscribe to this Code of Practice and comply with it in all their duties. If any member fails to perform the duties required of them they may be judged as failing to carry out the duties of their office. Such failure may result in their removal from the Board or the committee to which they belong. Further information about the manner in which Board members should go about their duties can be found in the HSCIC Standing Orders.
3. In cases where it appears that a Member has acted or omitted to act in such a way as to constitute a breach of the Board Standing Orders or a breach of this Code, the Chair of the Board will undertake an investigation and report the findings to the Board, which will determine what action will be taken and whether the case should be referred on to the Secretary of State. In the case when the Member concerned is the Chair of the Board, the investigation will be undertaken by the Chair of the Assurance and Risk Committee and the findings will be reported to the Secretary of State.

Relationship with Sponsor Department

4. The Secretary of State for Health will account for HSCIC's business in Parliament. HSCIC has a formal agreement with the Department of Health about working arrangements (the Framework Agreement). This is supplemented by a Financial Memorandum specifying the terms on which HSCIC receives and spends its funds.
5. The responsibilities of the Chair are to:
 - build quickly the reputation of the new HSCIC as the trusted source of authoritative data and information relating to health and care, so that it plays a fundamental role in driving better care, better services and better outcomes for patients as part of the Government's reforms;
 - ensure that the HSCIC's affairs are conducted with probity, and that the board's policies and actions support the HSCIC in the discharge of its functions and duties efficiently and effectively;
 - set an example of integrity and ethical leadership for the entire organisation, ensuring the board assesses the values of the organisation and sets a high standard for ethics and responsible business, establishing the HSCIC's reputation as an open and independent body, which puts the interests of the public and patients first;
 - ensure the effective recruitment, induction and development of new non-executive directors and the continuous development of the Board's capability. Working with the non-executives, lead the design of the structure and future strategic direction of the new HSCIC;

- chair the board and its meetings; planning the agenda and determining the quality, quantity and timeliness of information from management; developing the organisations priorities and creating an environment for constructive debate on key issues;
 - ensure that the HSCIC has established effective corporate governance arrangements, providing advice to Parliament, the Secretary of State and feedback to the Department of Health when it periodically reviews the HSCIC;
 - ensure that strategic and relevant operational issues, including the work of the risk and audit committee, are discussed by the board in a timely manner and with appropriate information to support their decisions;
 - ensure that the board and the HSCIC observe the Secretary of State for Health's policies and priorities, including the requirements of the Code of Conduct for Board members of public bodies and any other regulations and orders issued by the Secretary of State concerning the conduct of the HSCIC;
 - ensure that the Board puts policies in place to secure the effective management and development of its staff, that it is clear about the values it holds as an organisation and communicates them effectively to the Institute's staff and to its external partners; and
 - with the Chief Executive and other members of the leadership team, ensure the establishment and maintenance of good working relationships with a range of key stakeholders including the Department of Health, the NHS Commissioning Board, Monitor, CQC, Public Health England, the wider NHS, local authorities, public and independent sector providers, the media and the main patient and public constituencies. Through this, develop, maintain and promote the work of the HSCIC, the NHS Constitution, and the wider reputation of the NHS.
 - for the annual evaluation, objective setting and performance appraisal of the Chief Executive and objective setting and performance appraisal of non-executive directors. A senior Departmental official will be responsible for agreeing annual objectives and carrying out the performance appraisal of the Chair.
6. The Chair must ensure that the Board meets at regular intervals throughout the year and that the minutes of meetings accurately record the decisions taken and, where appropriate, the views of individual Board members, as well as the Board as a whole.
 7. Communications between the Board and Ministers will normally be through the Chair except where the Board has agreed that an individual member will act on its behalf. Nevertheless, an individual Board member has the right of access to Ministers on any matter which they believe raises important issues relating to their duties as a member of the Board. The main point of contact between HSCIC and the DH sponsor team on day-to-day matters will normally be the Chief Executive or another officer who is authorised to act on behalf of HSCIC.

8. The Chair must ensure that all Board members, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities. The Chair and other Board members must each have a copy of the Code of Practice for Board members; other relevant background material such as the Framework Agreement and Financial Memorandum; HSCIC's latest Strategic and Business Plans and Annual Reports and Accounts; the Treasury's memorandum *Managing Public Money*; the Treasury's handbook *Regularity and Propriety*; notes describing HSCICs organisational structure and statutory basis of operation; and the Corporate Governance Manual. The Chair must encourage new Board members to attend a suitable form of induction programme.

Corporate responsibilities of Board members

9. Board members have corporate responsibility for ensuring that HSCIC complies with any statutory or administrative requirements for the use of public funds. Other important responsibilities of Board members include:
 - Agreeing the vision and values, culture and strategy of the HSCIC within the policy and resources framework agreed with the DH sponsor
 - Agreeing appropriate governance and internal controls
 - Approving business strategy, business plans, key financial and performance targets and the annual accounts
 - Ensuring sound financial management and good value for money
 - Ensuring controls are in place to manage financial and performance risks, including ensuring that the HSCIC has the capability to deliver
 - Using information appropriately to drive improvements
 - Supporting the executive management team and holding it to account
 - Ensuring the Board is able to account to Parliament and the public for how it discharges its functions
 - Ensuring that HSCIC complies with any duties imposed on public bodies by statute, including without limitation obligations under health and safety legislation, the Human Rights Act 1998, the Disability Discrimination Act 2005, the Race Relations (Amendment) Act 2000, the Data Protection Act 1998 and the Freedom of Information Act 2000 [DN – need to check if covers everything]
 - Ensuring that HSCIC has specific responsibility for sustainable development and operates within the framework of the Department of Health's environmental policies.
 - Approving recommendations of Board committees
 - Approving income and expenditure over [TBC] and capital expenditure over [TBC]
 - Approving single tender awards above £50k

Strategic planning and control

10. One of the main tasks of the Board is to have oversight of the production of strategic and business plans. These documents are the framework of policy and resources within which HSCIC will discharge its duties. They outline the key strategic objectives and targets for HSCIC

Delegation

11. Responsibility for day-to-day management of HSCIC is delegated to the Chief Executive, within a framework of strategic control described within the Scheme of Delegation.

Responsibilities of individual board members

12. Individual Members must be aware of their wider responsibilities to the general public. Like others who serve the public, they must follow the principles of public life and service listed in Appendix A. In addition, Members must act in good faith and in the best interests of the HSCIC.

Declaration of Interests

13. It is the personal responsibility of all Members to declare any personal or business interests which may conflict with their responsibilities. Interests which should be regarded as 'relevant and material' are:
14. Ownership or part ownership is not regarded as relevant and material if "the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the lesser". Such ownership or part ownership includes but is not limited to;
 - directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies)
 - private companies, businesses or consultancies likely or possibly seeking to do business with the health and social care sector
 - majority or controlling share holdings in organisations likely or possibly seeking to do business with the health and social care sector
 - a position of authority in a charity or voluntary organisation in the field of health and social care, and
 - any connection with a voluntary or other organisation contracting for health and social care services.
15. If Board members have any doubt about the relevance of an interest, this should be discussed with the Chair or the Board Secretary.
16. At the time Board members' interests are declared, they will be recorded in the Board minutes. Any changes in interests will be declared at the next Board meeting following the change occurring.
17. Board members' directorships of companies likely or possibly seeking to do business with the health and care sector will be published in the HSCIC's annual report. The information should be kept up to date for inclusion in succeeding annual reports.
18. During the course of a Board meeting, if a conflict of interest is established, the Board member concerned will declare their interest, and at the Chair's discretion withdraw from the meeting and play no further part in the relevant discussion or decision. The declaration of interest shall be recorded in the minutes of the meeting.
19. The interests of Board members' spouses or partners as defined in para 14 above must also be declared.

Inducements, gifts and hospitality

20. No inducement of any amount or value may be accepted under any circumstance and Board members must treat with caution any offer of a gift or favour or any exceptionally generous hospitality that is made to them personally.
21. Board members must familiarise themselves with HSCIC's Gifts and Hospitality Policy. Any offer or covert offer of any gift, hospitality or other inducement (of whatever value) for some action pertaining to a contract with an external third party individual or organisation, or concerning a future decision of the Board must be referred to the Chair of the Board, the Chief Executive and to the Board Secretary.

Media and public speaking engagements

22. Board members must ensure that they inform the Chair of the Board of any engagements to speak in public on any subject related to the work of HSCIC. They must always make explicit those occasions when they are speaking as an official representative of HSCIC and when they are expressing their own personal views. The Chair of the Board is the official spokesperson for HSCIC. Board members must not commit to media interviews solely as representatives of HSCIC without first consulting and gaining the approval of the Chair.

Personal liability of Board members

23. Although any legal proceedings initiated by a third party are likely to be brought against the Board, in exceptional cases proceedings (civil or, in certain cases, criminal) could be brought against the Chair or individual Board members.
24. However, the Government has indicated that individual Members who have acted honestly and in good faith will not have to meet out of their own personal resources any personal civil liability which is incurred in execution or purported execution of their Board member functions, save where the person has acted recklessly. HSCIC will, within its legal powers, issue to Board members a suitable indemnity consistent with this paragraph and Board members who need further advice on this can consult HSCIC's legal advisers.

Board as employer

25. The Board must ensure that policies are in place to ensure that:
 - it complies with all relevant legislation and that it employs suitably qualified employees who will discharge their responsibilities in accordance with the high standards expected of staff employed by such bodies. All employees must be familiar with HSCIC's main aims and objectives
 - the organisation adopts management practices which use resources in the most economical, efficient and effective manner
 - the rules for the recruitment and management of employees provide for appointment and advancement on merit on the basis of transparency and equal opportunity for all applicants and employees. In filling senior staff appointments, the Board should satisfy itself that an adequate field of qualified candidates is considered

- HSCIC employees, and Members, have appropriate access to expert advice and opportunities for training in order to enable them to exercise their responsibilities effectively.
26. The Board, through the Remuneration Committee, has a responsibility to monitor the performance of the Chief Executive and other members of the Executive team. The Remuneration Committee must ensure that it has access to the information and advice required to make the necessary judgements about the amount of performance related pay to be awarded to the Chief Executive and other members of the Executive team.

Accountability for public funds

27. Board members have a duty to ensure the safeguarding of public funds - which for this purpose must be taken to include all forms of receipts from fees, charges and other sources - and the proper custody of assets which have been publicly funded. They must take appropriate measures to ensure that HSCIC at all times conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory provisions and to relevant guidance in *Managing Public Money*.
28. Board members are responsible for ensuring that the HSCIC does not exceed its powers or functions, whether defined in statute or otherwise, or through any limitations on its authority to incur expenditure. They are normally advised on these matters by the Chief Executive and HSCIC's legal advisers.

Annual report and accounts

29. As part of its responsibilities for the stewardship of public funds, the Board must ensure that HSCIC includes a full statement of the use of its resources in its Annual Report and Accounts. Such accounts must be prepared in accordance with the Accounts Direction issued by the responsible Minister and such other guidance as may be issued, from time to time, by the Department of Health and the Treasury, including *Executive Non-Departmental Public Bodies: Annual Reports and Accounts Guidance*.
30. Subject to any existing statutory requirements, HSCIC must produce an Annual Report and Accounts as a single document
31. The Annual Report and Accounts must provide a full description of HSCIC's activities; state the extent to which key strategic objectives and agreed financial and other performance targets have been met; list the names of the current Board members and senior staff; and provide details of remuneration of Board members and senior staff in accordance with Treasury guidance. The Annual Report must contain information on access to the Registers of Interests as set out in the Standing Orders.

Role of the Chief Executive

32. The Chief Executive has responsibility for and is accountable to the Board for:
- operational delivery against HSCIC objectives and strategic priorities
 - performing the duties of the Accounting Officer as set out in the Treasury memorandum
 - organising, managing and staffing the HSCIC
 - risk management
 - protecting the organisation's reputation and integrity by ensuring the HSCIC is open and honest in its communications and through the development of strong

partnerships with its stakeholders

33. The Chief Executive is designated as the Accounting Officer for the HSCIC. The Accounting Officer is responsible to Parliament and the Accounting Officer of the Department of Health for the resources under his control. The essence of the role is a personal responsibility for the propriety and regularity of the public finances for which they are answerable; for the keeping of proper accounts; for prudent and economical administration; for the avoidance of waste and extravagance; and for the efficient and effective use of all the resources in their charge. The Accounting Officer has a responsibility to see that appropriate advice is tendered to the Board on all these matters. Satisfactory performance of these responsibilities is fundamental to the role of the Chief Executive.
34. More detailed guidance on the role of an Accounting Officer is set out in *Managing Public Money*, which covers appearances before the Committee of Public Accounts of the House of Commons. All Board members must make themselves familiar with this document.
35. The Board has established an Assurance and Risk Committee as a sub-committee of the Board. The Assurance and Risk Committee must consist of mostly Board members and must be chaired by a Board member, other than the Chair of the Board, who has experience of financial matters. It may also include Independent members, who are not Board members, to ensure that it has the requisite experience to fulfil its duties. The responsibilities of the Assurance and Risk Committee will overlap with those of the Accounting Officer. It is envisaged that they will normally attend all meetings of the Assurance and Risk Committee, unless, exceptionally, their own performance is being discussed.

Failure to comply

36. Failure to observe these requirements set out in this Code of Practice for Board members would be a breach of the Board Standing Orders and could in the event of allegations of fraud and/or corruption, leave the Board member involved open to criminal proceedings under the Prevention of Corruption Acts, as well as other civil and criminal penalties.
37. Any questions about the Code of Practice for Board members or the Board Standing Orders should be directed to the Board Secretary in the first instance.
38. This Code of Conduct will be reviewed periodically by the Board.

The nine principles of public service delivery

(service first – the new charter programme)

1. Set standards of service

Set clear standards of service that people who use services can expect; monitor and review performance; and publish the results, following independent validation wherever possible.

2. Be open and provide full information

Be open and communicate clearly and effectively in plain language, to help people using public services: and provide full information about services, their cost and how well they perform. Where practical and appropriate, hold open meetings and release summary reports of meetings.

3. Consult and involve

Consult and involve present and potential people who use public services, as well as those who work in them; and use their views to improve the service provided.

4. Encourage access and the promotion of choice

Make services easily available to everyone who needs them, including using technology to the full and offering choice wherever possible.

5. Treat all fairly

Treat all fairly; respect their privacy and dignity; be helpful and courteous; and pay particular attention to those with special needs.

6. Put things right when they go wrong

Put things right quickly and effectively; learn from complaints; and have a clear, well publicised and easy-to-use complaints procedure, with independent review wherever possible.

7. Use resources effectively

Use resources effectively to provide best value for taxpayers and people who use services.

8. Innovate and improve

Always look for ways to improve the services and facilities offered.

9. Work with other providers

Work with other providers to ensure that services are simple to use, effective and coordinated, and deliver a better service to the user.

THE SEVEN PRINCIPLES OF PUBLIC LIFE

NOLAN COMMITTEE'S FIRST REPORT, "STANDARDS IN PUBLIC LIFE", PUBLISHED IN MAY 1995

Selflessness

Holders of public office will take decisions solely in terms of the public interest. They will not do so in order to gain financial or other material benefits for themselves, their family or their friends.

Integrity

Holders of public office will not place themselves under any financial or other obligation to outside individuals or organisation that might influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office will make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office will be as open as possible about all the decisions and actions that they take. They will give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests.

Leadership

Holders of public office will promote and support these principles by leadership and example.

HSCIC Board – declaration of Interests form

Name:

Directorships:

Employment (other than with the HSCIC):

Other offices held:

Contracts held in last 2 years:

Relevant Shareholdings

Other relevant interests:

Signature:

Date:

This form will be retained by the HSCIC Board Secretary and made available to the public and the HSCIC auditors. The register of Interests will be reviewed annually by the Assurance and Risk Committee.