

SCHEDULE 4

Governance & Risk Committee Standing Orders

Standing Order Review Schedule

Date first Approved by NIMDTA Board: March 2010

Last Approved by NIMDTA Board: November 2021

Date of Next Review: November 2022

Schedule Owner – Senior Governance, IT & Facilities Manager

Amendment Overview

Version	Date	Pages	Comments	Actioned
2010 - 1.0	11/03/2010	3	Risk Management Team created and Terms of Reference approved by the Board	Mark McCarey
2010 – 1.1	25/10/2011	3	Name of committee changed to Governance Committee and TOR updated to reflect changes. Approved by Governance Committee	Mark McCarey
2010 – 1.2	17/11/2011	3	Approved by the Board	
2012 – 2.0	31/07/2012	6	Bi-review of Governance Committee Standing Orders. Draft for consideration July 2012 to reflect name change and potential frequency of meetings	Mark McCarey
2012 -2.1	18/09/2012	6	Moved to new policy template. Presented to G&R Committee to reflect name change. Re-presented for consideration as part of NIMDTA's Standing Orders. Now to be known as Schedule 4. <i>(Ref: Minutes of Governance meeting held on 24/04/2012 that all standing Orders be brought back to next meeting of G&R Committee and annually thereafter)</i> Updated to reflect discussion at Governance & Risk Committee. Reference to 'Chairman ' changed to 'Chair' throughout. Wording at	Mark McCarey

			2.3 changed to reflect nature of role. Frequency of meetings altered. Sub-committee section removed.	
2012 – 2.1	27/09/2012	6	Submitted to Board for approval. Approved by board subject to the following amendments. Title page – the word ‘Management’ to be removed from the title of the committee. Page 5, 4.1 – to read ... and shall be attended by the Chief Executive ...	Mark McCarey
2012 – 2.2	07/03/2013	10	Changed made to reflect discussion at Board meeting held on 27/09/2012	Linda Craig
2012 – 2.3	10/06/2013	8	Updated to include ‘The Role of Agency’ and NIMDTA mission statement	Linda Craig
2014 – 3.0	27/11/2014	6	Presented to NIMDTA Board for approval. Approved subject to minor amendments	Margot Roberts
2014 – 3.1	26/12/2014		Finance Manager removed from Committee Membership list	Margot Roberts
2015 – 4.0	24/02/2015	8	Presented to G&R Committee for approval. Approved subject to minor amendments to distribution of minutes	
2015 – 4.1	26/02/2015		Presented to Agency Board for approval. Approved.	
2016 – 4.2	27/10/2016	8	Reviewed following the retirement of the Administrative Director for consideration by the Governance & Risk Committee	Mark McCarey
2016 – 4.3	23/11/2016	7	Reviewed following G&R for Board approval. Approved.	Mark McCarey
2018 – 5.0	11/01/17		Reviewed for consideration at G&R on 24/01/18. Approved subject to removal of reference to specific post holders (ie. names)	Mark McCarey
			Presented to Board 25/01/18. Approved subject to amendment of quorum wording.	

2018 – 5.1	21/02/2018		Amendments requested at G&R and Board made. Education Manager will now be invited as standard, due to their responsibility for the Education Risk Register.	Mark McCarey
2021 – 6.0			Reviewed for consideration at G&R on 23.09.21	
2021 – 6.1			Reviewed following input from Board Members. For consideration at Board on 25.11.21. Approved	

Contents

Standing Order Review Schedule.....	2
Role of the Northern Ireland Medical and Dental Training Agency.....	6
1. Introduction	7
2. Role of Board, Audit Committee, Governance & Risk Committee and Remuneration Committee ...	7
3. Powers and responsibilities	9
4. Composition and Membership	9
5. Frequency of meetings and reporting mechanism.....	10
6. Attendance by persons not being members of the Committee	10

Role of the Northern Ireland Medical and Dental Training Agency

The Role of NIMDTA can be found on the Agency website here:

<https://www.nimdtg.gov.uk/about/background/role/>

1. Introduction

The Board of the Northern Ireland Medical and Dental Training Agency (hereinafter referred to as “the Board”) has appointed a Governance & Risk Committee (hereinafter referred to as “the Committee”) to oversee the NIMDTA’s governance structures and processes and to ensure that NIMDTA fulfils its business in line with its statutory functions.

2. Role of Board, Audit Committee, Governance & Risk Committee and Remuneration Committee

The Board of NIMDTA is responsible for:

- setting the strategic direction
- the management of its activities in accordance with laws and regulations; and
- the establishment and maintenance of a system of internal control designed to give reasonable assurance that:
 - assets are safeguarded
 - waste and inefficiency are avoided
 - reliable financial information is produced
 - value for money is continuously sought

The Audit Committee supports the Board of NIMDTA in these functions by providing an independent and objective review of:

- financial systems;
- the financial information provided to the Board of NIMDTA;
- compliance with the law, guidance and Codes of Conduct and Accountability.

The Committee is required to give an assurance to the Board of NIMDTA on an annual basis as to the adequacy and effectiveness of the system of internal control operating in NIMDTA.

The Governance & Risk Committee supports the Board in fulfilling its statutory functions and in providing good corporate governance.

The Committee will provide oversight in relation to:

- the implementation and development of an embedded and proactive culture of risk management within NIMDTA;

- the identification of significant risks, and the processes in place for the effective monitoring of identified risks;
- the production, development and periodic review of the Corporate Risk Register;
- the production, development and periodic review of both an Education Risk Register, and Business Support Risk Register;
- the development of action plans to mitigate or eliminate identified risks;
- training needs of NIMDTA staff, that may arise from time to time, in relation to the impact of corporate governance in their areas of work;
- the management and investigation of complaints, incidents, and accidents;
- the arrangements in place for the processing, transferring, safe keeping, and disposal of information records within NIMDTA;
- the systems in place for the prevention and detection of fraud within NIMDTA;
- to seek continuous improvement in NIMDTA's governance structures and progression against audit recommendations;
- to ensure that the governance systems in place are cost effective, and represent value for money; and
- further governance issues that may be delegated from time to time.

The Remuneration Committee provides advice to the Board of NIMDTA about appropriate remuneration and terms of service for the Chief Executive and other employees within the Senior Management Committee.

The main functions of the Committee will be:

- To make decisions on behalf of the Board on the remuneration and terms of service of the Chief Executive and other employees within the Senior Management Committee to ensure that they are fairly rewarded for their contribution to the organisation (this should include having proper regard to the organisation's circumstances and performance and to the provision of any national agreements for such staff, where appropriate);
- To ensure that the Chief Executive and other employees within the Senior Management Committee total remuneration can be justified as reasonable in the light of general practices within the public sector in Northern Ireland;
- To advise on and oversee appropriate contractual arrangements for staff within NIMDTA. This is to include a proper calculation and scrutiny of termination payments, taking account of such national guidance as is appropriate;
- To agree and monitor an award strategy which reflects national agreements and policy;

- To monitor the application of the reward strategy to ensure adherence to equality legislation;
- To agree a performance management system;
- To establish annually, a framework for local pay negotiation, if required; and
- To monitor and evaluate the performance of the Chief Executive and other employees within the Senior Management Committee.

3. Powers and responsibilities

The Board is ultimately responsible for all the decisions and actions taken in its name, whether directly or through its arrangements for delegation. The Board retains the right, therefore, to amend or overturn any decisions or actions of any Committee, Sub-Committee or working group which it deems to be contrary to Board policy or otherwise against the Board's interests.

4. Composition and Membership

The Committee shall consist of the Chair of the NIMDTA Board, and at least two Board members (that the Board shall nominate from time to time) the Chief Executive, the Postgraduate Medical Dean, the Senior Business Manager, the Senior Governance, IT & Facilities Manager, the Senior Education Manager and the Data Information Systems Manager.

The Chair of the Governance and Risk Committee will be proposed by the Chair of the NIMDTA Board and seconded by members of the Committee.

Governance & Risk Committee meetings should be conducted formally and minutes submitted to the Board at its next meeting. Agendas and briefing papers should be prepared and circulated at least one week prior to the meeting to enable members to give them due consideration. The Governance and Risk Committee will be serviced by the Committee Support Executive Officer.

The quorum for meetings of the committee shall be two, based on there being two members of the Board. One of whom must be the Governance and Risk Chair, or a deputy he/she has appointed.

In the event of any post holder being unable to attend meetings for a period of time, the Committee shall appoint an appropriate individual to become a member in the interim.

5. Frequency of meetings and reporting mechanism

The Committee shall normally meet four times per annum. Meetings may take place in person, or online.

Draft minutes of a meeting will be forwarded to all members of the committee as soon as practicable after the meeting taking place.

The Committee shall forward a minute of each meeting to the Board for consideration at their next meeting.

6. Attendance by persons not being members of the Committee

At the discretion of the Chair:

Staff members, not being members of the Committee, may attend identified agenda points of a meeting relevant to their role in order to further inform discussion.

Persons, not being members of the committee or staff members, may be invited to attend identified agenda points of a meeting of the Committee.