**Item 7.2a App 1**



**NHS Scotland Academy Joint Strategic Programme Board**

**Terms of Reference**

1. **Constitution/context**
	1. The accountability of the NHS Scotland Academy is to Scottish Ministers through the parent organisation Boards of NHS Education for Scotland (NES) and NHS Golden Jubilee (NHSGJ).
	2. The arrangements for this joint accountability are through the joint Scottish Government (SG) sponsor division meetings between SG, NHSGJ and NES.
	3. The NHS Board Model Standing Orders (DL 2019 02) state, “except for the Matters Reserved for the Board, the Board may delegate authority to act on its behalf to Committees, individual Board members, or other Board employees”. Therefore, the joint governance arrangement will be accommodated through the existing NES and NHSGJ’s Board Standing Orders.
	4. The NHSGJ and NES Boards have established the NHS Scotland Academy Joint Strategic Programme Board, hereafter referred to as the Strategic Programme Board, which will operate within the terms of the NES and NHSGJs existing Board Standing Orders; Standing Financial Instructions and the Board Code of Conduct.
	5. The Strategic Programme Board will fulfil its duties in line with relevant statutory and regulatory requirements.

1. **Role**

2.1 The role of the Strategic Programme Board is to hold the executives to account to ensure:

* + - the strategic intention is jointly developed and agreed
		- the financial, operational and quality performance of the NHS Scotland Academy is reported and scrutinised against key strategic performance indicators
		- risk appetite is set and agreed in line with parent Boards risk appetites and strategic risk identified and mitigated
		- key strategic partners and stakeholders identified and set out in a strategic engagement strategy (for example, Scottish Government. universities, the regulators, and health and social care partners).
1. **Membership**

* 1. Full membership of the Strategic Programme Board shall include the following:
* Two non-executive Directors of the NHSGJ Board, one of which must be the Board Chair, the other will be the Chair of the Strategic Portfolio Governance Committee. The Chair of the Strategic Portfolio Governance Committee shall nominate a deputy.
* Two Non-Executive Directors of the NES Board, one of which must be the Board Chair, the other will be the Chair of the Education and Quality Committee. The Chair of the Education and Quality Committee shall nominate a deputy.
	1. The Strategic Programme Board will be Co-Chaired by the NES Board Chair and the NHSGJ Board Chair.
	2. All four members will have voting rights.
1. **Quorum**
	1. The quorum will be two non-executive directors, one member from each of the parent Boards.
2. **Attendees**
	1. Regular attendance will be expected from the Chief Executives of NES and NHSGJ; the Lead Executive Directors from NES and NHSGJ for the Education and Quality Committee (EQC) and the Strategic Portfolio Governance Committee (SPGC) and the Director of the NHS Scotland Academy.
	2. The NHSGJ or NES Board Secretary or their nominated deputy will be in attendance at all meetings.
	3. The Strategic Programme Board may require relevant officers or representatives to attend at meetings, where specific advice and/or guidance is required on relevant topics.
	4. The Strategic Programme Board may co-opt additional advisors as required.
3. **Private Member Meetings**
	1. The Co-Chairs have the right to call a private meeting of the Strategic Programme Board members to deal with matters that may arise from their Terms of Reference.
4. **Frequency of Meetings**
	1. The Strategic Programme Board shall normally meet four times per year.

* 1. The Chairs of the Strategic Programme Board, may within reason, convene additional meetings if they deem this necessary, in consultation with the relevant executive leads.
1. **Authority**

* 1. The Strategic Programme Board is authorised to:
* Ensure compliance with due process relating to any investigation of activities which are within the terms of its responsibility and duties. In doing so, is authorised to seek information it requires from any Board member or employee, paying due regard to professional responsibilities and personal data rights. All members and employees are expected to co-operate with reasonable requests made by the Strategic Programme Board;
* Approve matters as described within its responsibility and duties;
* Request the attendance of any employee or contractor of NHSGJ or NES (as/if agreed on their engagement), as may be required.
1. **Responsibilities and Duties**
	1. Review and recommend for the approval by the respective parent Board, the joint strategic vision, strategic outcomes and joint strategic plan, seeking assurance that the relevant policies and contextual factors have been effectively responded to.
	2. Identify and agree key strategic performance indicators.
	3. Set risk appetite, in line with the respective parent Board’s risk appetite.

* 1. Seek assurance that strategic risks are identified and mitigated.
	2. Review and recommend for the approval of the respective parent Board, the joint annual operating plan.

* 1. Review and recommend for approval by the respective parent Board, the joint annual report to include the operational, risk and financial annual reporting elements.
	2. Seek assurance that key strategic partners and stakeholders are identified and set out in a strategic engagement strategy.
	3. Delegate quarterly educational quality scrutiny and performance governance oversight to the respective existing parent Board Standing Committees of Education and Quality Committee (NES) and the Strategic Portfolio Governance Committee (NHSGJ). The distinctive role of each Standing Committee will be aligned with their existing roles and responsibilities as set out in their current Terms of Reference (ToRs) as per Appendix 1 of the Strategic Programme Board ToRs.
	4. Review recommendations from Internal Audit Reports.
	5. Prepare an annual governance report for submission to the respective Audit and Risk Committees and parent Boards.
	6. Conduct annual effectiveness reviews of the Strategic Programme Board as per 11.2.

**10. Reporting Arrangements**

10.1 The names of members present at a meeting of the Strategic Programme Board, shall be recorded in the minute of the meeting. The names of other persons in attendance shall also be recorded.

10.2 The NHSGJ or NES Board Secretary (or his/her authorised nominee) shall prepare the minutes of the meetings of the Strategic Programme Board. The Strategic Programme Board shall review the draft minutes at the following meeting. Any amendments, as agreed by the Strategic Programme Board will be made and the person presiding at that meeting shall sign the final version of the approved minute.

10.3 The approved minute will be brought to the next public meeting of both the NES and the NHSGJ Board for noting and will be published on both of the Boards’ external websites.

10.4 In the interim, a verbal report on relevant matters will be given by the Chairs to their respective Boards. Additional reports, as appropriate, will be provided to the NHSGJ and NES Board as required to ensure they are informed of current issues.

10.5 The Strategic Programme Board Chairs will report to the respective NES and NHSGJ Boards, and will submit an Annual Report on its activities, outcomes and effectiveness to the respective Audit and Risk Committees of both the parent Boards. It is then the responsibility of the Audit and Risk Committee to review and recommend approval to the respective Boards. This will also give relevant assurance to the Board and Accountable Officers relating to the Governance Statement.

**11. Review**

11.1 The Strategic Programme Board will review its Terms of Reference annually or at a frequency as agreed by the Strategic Programme Board and these will be submitted as part of the corporate governance package to both the parent Boards for approval on an annual basis.

11.2 The Strategic Programme Board will review the effectiveness of the joint governance model annually and an annual assessment of their performance, highlighting any steps for further improvement to the way they conduct business.

**12. Conduct of Business**

**As per the** [**NES Board Standing Orders**](https://www.nes.scot.nhs.uk/media/4xpgi34m/item-10b-2-board-standing-orders-2021-05-27.docx) **and the NHSGJ** [**Board Standing Orders**](https://www.nhsgoldenjubilee.co.uk/application/files/8216/0096/0856/NHS_Golden_Standing_Orders_September_2020.pdf)

* Etiquette and Standards;
* Conduct at meetings;
* Appointment and Review

**Appendix A**

**Delegated quarterly governance and scrutiny to the Strategic Portfolio Governance Committee (NHSGJ)**

Review, scrutinise and approve quarterly implementation and delivery reports on behalf of the Strategic Programme Board and in turn the NES and NHSGJ parent Boards, to ensure that:

1. arrangements are in place for securing effectiveness and best value from financial and human resources and ensuring that prompt action is taken and appropriate escalation is deployed to ensure any major deviations from programme plans including changes to time, cost or quality within the scope of its authority are escalation to the Strategic Programme Board.
2. the equality and diversity implications relating to the NHS Scotland Academy are fully considered and acted upon.
3. any non-educational and quality related risks are identified, mitigated and reported.
4. health and safety issues are identified, responded to and reported.
5. strategic quarterly performance reports are scrutinised in advance of the Strategic Programme Board.
6. the work of the NHSGJ Strategic Portfolio Governance Committee in relation to the NHS Scotland Academy is included in the Strategic Portfolio Governance Committee Annual Report to the NHSGJ Audit and Risk Committee.

**Delegated governance and scrutiny to the NES Education and Quality Committee**

Review, scrutinise and approve education and quality developmental and performance reports on behalf of the Strategic Programme Board and in turn the NES and NHSGJ parent Boards, to ensure that:

1. key strategic partners are effectively and appropriately engaged and involved including for example, universities, the regulators, and health and social care partners.
2. the education and training planned for or provided by, the NHS Scotland Academy, is subject to the appropriate statutory regulatory oversight, and the requirements of the relevant regulators are met.
3. the education and training planned for or provided by, the NHS Scotland Academy, is appropriately accredited.
4. the NHS Scotland Academy education and training activities and outcomes; activities are effectively managed; quality assured; subject to continuous improvement and impact is measured and achieved.
5. arrangements are in place to identify and embed good and innovative practice across NES and NHSGJ in ways that enhance the quality of the education and training provided.
6. continuous improvement in relation to user feedback, complaints, including learner satisfaction, retention, attainment and progression is embedded in the management and delivery of the NHS Scotland Academy education and training programmes.
7. governance processes and quality management controls are in place relating to the delivery of NHS Scotland Academy technology enhanced education and training.
8. educational and quality related risks are identified, mitigated and reported.
9. NHS Scotland Academy educational and quality governance is reported annually to the NES Audit and Risk Committee as part of the Education and Quality Committee Annual Report.

**Arrangements for NHS Scotland Academy generic governance through NES and NHSGJ**

1. NHS Scotland Academy staff governance will be the responsibility of the NHSGJ Staff Governance and Person-Centred Committee or the Staff governance committee (NES) depending on which of the organisations employs the member of staff.
2. Whistleblowing incidents relating to the NHS Scotland Academy will be responded to by either the NHSGJ Staff Governance and Person-Centred Committee or the NES Staff Governance Committee and will be under the review of the NHSGJ or the NES whistleblowing non-executive director champion depending on the origination of the whistleblowing concern.
3. Data protection and data breaches which might include the governance of learner/user data, data protection and security of digital learning platforms to be reported through the NES Digital and Information Committee.
4. Internal Audit responsibilities will be determined as appropriate and included within the Remit of either the NES Audit and Risk Committee or the NHSGJ Audit Committee.
5. Freedom of Information requests relating to the NHS Scotland Academy will be responded to through the existing NHSGJ or NES processes as appropriate.

**NHS Academy Joint Strategic Programme ToRs prepared by Della Thomas and Liane McGrath NES and NHSGJ Board Secretaries, July 2021**

**Revised by Della Thomas**

**NES Board Secretary**

**September 2021**

**Appendix B**

**NHS Scotland Academy**

**Joint Accountability & Joint Governance**

