Health Services Safety Investigations Body

Terms of reference

Health Services Safety Investigations Body Board Terms of Reference (ToR)

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About this document

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Version	Date	Update
V1.1	16/08/24	Section 8 – additions included to reflect private meetings and public attendance.
V2.0	16/10/24	Approved at October 2024 Board meeting.
V2.1	09/02/25	Point 6.4 added to reflect the Committee board assurance report.
V3	27/02/25	Revised terms of reference approved at Board Meeting.
V4	26/02/26	Revised terms of reference approved at Board Meeting.

1. Background

1.1 The Healthcare Services Safety Investigation Body (HSSIB) is a fully independent arm's length body of the Department of Health and Social Care (DHSC).

1.2 HSSIB's purpose, powers, duties and aims are set out in a Framework Document agreed between DHSC and HSSIB, which has been approved by HM Treasury.

1.3 HSSIB’s objectives are set through an annual remit letter from DHSC Ministers, who are responsible for approving HSSIB’s business and longer-term strategic plans.

1.4 The Chief Executive is responsible for the leadership and management of HSSIB and delivery of its objectives and shall put in place appropriate governance arrangements and regularly review them.

1.5 The Chief Executive is supported by a board (“the Board”), composed of a Chair and both Non-Executive and Executive members. The Chief Executive’s responsibilities to the Board are to:

1.5.1 advise the Board on the discharge of HSSIB’s Board’s responsibilities as set out in this document and in any other relevant instructions and guidance that may be issued from time to time;

1.5.2 advise the Board on HSSIB’s performance compared with its aims and

objectives;

1.5.3 ensure that financial considerations are taken fully into account by the Board at all stages in its provision of advice and scrutiny, and that financial appraisal techniques are followed;

1.5.4 bring to the attention of the Board any matters which give rise to a conflict with the Chief Executive’s responsibilities as accounting officer as set out in paragraphs 5.7 to 5.11 of the framework document.

2. Role of the Board

2.1 The Board will provide advice, challenge and support to the Chief Executive and Executive team on the development and delivery of HSSIB’s priorities. The Chair and Chief Executive will agree in advance agenda topics on any aspect related to this.

2.2 Further, the Board shall provide advice, support and constructive challenge on:

2.2.1 establishing and taking forward the strategic aims and objectives of HSSIB consistent with its overall strategic direction, in implementing a clear vision;

2.2.2 to support the exercise of the duties and powers of the Board in providing independent and objective assurance;

2.2.3 providing effective leadership of HSSIB within a framework of prudent and effective controls which enables risk to be assessed and managed;

2.2.4 to ensure accountability by holding the HSSIB to account for the delivery of strategic objectives and by seeking assurance that systems controls are robust and reliable;

2.2.5 ensuring the financial and human resources are in place for HSSIB to meet its objectives;

2.2.6 reviewing management performance;

2.2.7 ensuring that the Board receives and reviews regular financial and management information concerning the management of HSSIB;

2.2.8 ensuring that the Board is kept informed of any changes which are likely to impact on the strategic direction or on the attainability of its targets, and determining the steps needed to deal with such changes and where appropriate bringing such matters to the attention of the responsible minister and DHSC sponsorship team directly;

2.2.9 ensuring that any delegated authority is agreed with DHSC, and is in accordance with any other conditions relating to the use of public funds; and that, in supporting decision-making, the Board takes into account guidance issued by the department;

2.2.10 ensuring that HSSIB have appropriate internal mechanisms for the monitoring, governance and external reporting regarding any conditions arising and support the Chief Executive and HSSIB as a whole to act in accordance with their obligations;

2.2.11 to shape a positive culture for the HSSIB and support the development of the workforce;

2.2.12 demonstrating high standards of corporate governance at all times, including by using the Audit and Risk Assurance Committee to help the Board to address key financial and other risks;

2.2.13 putting in place mechanisms for independent appraisal and annual evaluation of the performance of the Chair by the Senior Departmental Sponsor, taking into account the views of relevant stakeholders. The outcome of that evaluation should be made available to the responsible minister;

2.2.14 determining all such other things which the board considers ancillary or conducive to the attainment or fulfilment by HSSIB of its objectives;

2.2.15 to promote the success of HSSIB.

2.3 The Board shall ensure that effective arrangements are in place to provide it with assurance on risk management, governance and internal control.

2.4 The Board shall ensure that effective arrangements are in place to provide assurance over the design and operation of risk management, governance and internal control.

2.5 The Board shall set up an Audit and Risk Assurance Committee (ARAC) chaired by an appropriately qualified non-executive member other than the Chair of the Board to provide independent advice to the Chief Executive on risk and ensure that the DHSC Audit and Risk Assurance Committee is provided with routine assurances with escalation of any significant limitations or concerns. The Board is expected to assure themselves of the adequacy and effectiveness of the risk management framework and the operation of internal control.

2.6 The Board shall set up a Remuneration Committee (RemCom) chaired by a non-executive member other than the Chair of the Board to ensure that a policy and process for the performance review, remuneration and succession planning for the Chief Executive and Executive Team are in place.

3. Duties of the Board

3.1 The Board’s duties and responsibilities:

3.2 Strategy

3.2.1.1 approve the strategic vision, aim and objectives and reviews the resources required to meet these;

3.2.1.2 review the performance and achievements against objectives ensuring corrective action is taken where required;

3.2.1.3 approve the Annual Business Plan;

3.2.1.4 approve the Annual Report & Accounts.

3.3 Leadership

3.3.1 ensuring the vision and strategy are clear and are implemented with effective controls enabling risks to be identified and managed;

3.3.2 supporting the development of the workforce.

3.4 Culture

3.4.1 the Board supports the development of the culture within HSSIB by;

3.4.1.1 ensuring the behaviour of the Board is consistent with the HSSIB values and behaviours.

3.4.1.2 ensuring the above are clearly communicated to the workforce.

3.5 Governance & Risk management

3.5.1 ensure the HSSIB has integrated governance and risk management arrangements in place and internal controls are maintained to meet accountability arrangements;

3.5.2 ensure that sound procedures are in place in respect of the reporting and management of risks;

3.5.3 ensure compliance with the principles of corporate governance and relevant codes of conduct;

3.5.4 review and approved Standing Orders and Standing Financial Instructions as a means to regulate the conduct and transactions of HSSIB business;

3.5.5 ensure the functions of the HSSIB are effectively delivered;

3.5.6 ensure submission and publication as required of mandatory returns and the Annual Report & Accounts';

3.5.7 undertake a self-assessment on an annual basis and consider, at the end of each meeting, its effectiveness in discharging its responsibilities as set out in these Terms of Reference;

3.5.8 the Board is authorised to take decisions on behalf of the HSSIB and to obtain outside independent professional advice of outsiders with relevant experience and expertise if they consider this to be necessary.

3.6 Committees

3.6.1 establish and maintain Board Committees as set out in the HSSIB Standing Orders.

4. Chair's roles and responsibilities

4.4 The Chair is responsible for leading the Board in the delivery of its responsibilities. Such responsibility shall be exercised in light of their duties and responsibilities as set out in the Chair's terms of appointment.

4.5 Communications between HSSIB's Board and the responsible minister should normally be through the Chair.

4.6 The Chair is bound by the Code of Conduct for Board Members of Public Bodies, which covers conduct in the role and includes the Nolan Principles of Public Life.

4.7 In addition, the Chair is responsible for:

4.7.1 ensuring that HSSIB's affairs are conducted with probity, including by

monitoring and engaging with appropriate governance arrangements;

4.7.2 ensuring that policies and actions support the responsible minister's wider strategic policies and that, where appropriate, these policies and actions shall be clearly communicated and disseminated throughout HSSIB.

4.8 The Chair has the following leadership responsibilities in support of the Chief Executive who holds formal responsibility for HSSIB:

4.8.1 developing and maintaining a diverse and high-performing Non-Executive Board team, helping to foster collaborative relationships at all levels within HSSIB, with the department, across government and devolved administrations, and with other key stakeholders;

4.8.2 establishing sound governance including through ensuring effective Non-Executive leadership of HSSIB's ARAC and RemCom and establishing and maintaining other sub-committees as needed;

4.8.3 supporting and informing the evolution of HSSIB's organisational and strategic design and development, including through assisting the Chief Executive to develop a leadership model to recruit, build and retain HSSIB's top talent;

4.8.4 formulating the Board's strategies and ensuring that the Board, in performing its role, takes proper account of guidance provided by the responsible minister or the department;

4.8.5 supporting the Chief Executive's accountability relationship with the department, and providing advice, support and challenge to HSSIB's Executive Team in delivering the priorities set out in HSSIB's annual business plan;

4.8.6 supporting the Chief Executive in promoting the efficient and effective use of staff and other resources, and ensuring that the appropriate organisational culture, values, behaviours and capability are in place to enable HSSIB to fulfil its function and deliver its mission;

4.8.7 delivering high standards of regularity and propriety, including that HSSIB's adheres to good financial principle as set out in HMT's Managing Public Money and the Cabinet Office's Partnerships between departments and Arm's Length Bodies: Code of Good Practice.

4.9 The Chair also has obligations to ensure that:

4.9.1 the work of the Board and its members are reviewed and that they are working effectively, including ongoing assessment of the performance of individual board members (to include an objective setting meeting on appointment and mid-year review) with a formal annual evaluation and further assessments of the performance of individual board members when being considered for reappointment;

4.9.2 in conducting assessments, the views of relevant stakeholders including employees and the sponsor team are sought and considered;

4.9.3 the Board has a balance of skills appropriate to directing HSSIB's business, and that all members, including the Chair, continually update their skills, knowledge and familiarity with HSSIB to fulfil their role both on the board and committees. This shall include, but not be limited to, appropriate skills and training in relation to financial management and reporting requirements, risk management, the requirements of Board membership within the public sector and any differences that may exist between private and public sector practice;

4.9.4 Board members are fully briefed on their terms of appointment, duties, rights and responsibilities;

4.9.5 the responsible minister is advised of HSSIB's needs when Board vacancies arise;

4.9.6 there is a Board operating framework in place setting out the role and responsibilities of the Board consistent with the Government Code of Good Practice for Corporate Governance;

4.9.7 there is a HSSIB Code of Conduct for Board Members in place, that has at its heart all the requirements set out within this ToR.

5. Individual Board members' responsibilities

5.1 Individual Board members shall:

5.1.1 comply at all times with the Code of Conduct for Board Members of Public Bodies, which covers conduct in the role and includes the Nolan Principles of Public Life as well as rules relating to the use of public funds and to conflicts of interest;

5.1.2 demonstrate adherence to the 12 Principles of Governance for all Public Body Non-Executive Directors;

5.1.3 not misuse information gained in the course of their public service for personal gain or for political profit, nor seek to use the opportunity of public service to promote their private interests or those of connected persons or organisations;

5.1.4 comply with the organisation's rules on the acceptance of gifts and hospitality, and of business appointments (v) act in good faith and in the best interests of HSSIB;

5.1.5 ensure they are familiar with any applicable guidance on the role of public sector non-executive members and boards that may be issued from time to time by the Cabinet Office, HM Treasury or wider government.

6. Board committees

6.1 The Board may set up such committees as necessary for them to fulfil their functions, each of which will provide advice, support and constructive challenge in its respective areas of responsibility and provide the board with regular reporting. As is detailed below, at a minimum, this is expected to include:

(i) an ARAC (mandatory requirement) chaired by an appropriately qualified Non-Executive member of the Board;

(ii) a RemCom chaired by an Non-Executive member of the Board.

6.2 While the Board may make use of committees to assist their consideration of audit, risk and remuneration, it retains responsibility for, and endorses, advice to the Chief Executive in all of these areas.

6.3 The Chair should ensure that sufficient time is allowed at board meetings for committees to report on the nature and content of discussion, on recommendations, and on actions to be taken.

6.4 Following each Committee meeting, the ARAC will provide a high-level assurance report to the Board and the RemCom will provide a high-level assurance report to the Closed Non-Executive Meeting.

6.5 The Chair shall ensure Board committees are properly structured with appropriate terms of reference. The terms of each committee shall set out its responsibilities as set by the Board. The Chair shall ensure that committee membership is periodically refreshed and that individual independent non-executive members are not overburdened when deciding the chairs and membership of committees.

7. Membership

7.1 The Board will comprise:

(i) Chairperson

(ii) Five Non-Executive Directors

(iii) the Chief Executive Officer and other Executive members as agreed by the Board with the date of the Board's decision clearly recorded.

7.2 In addition, a representative from DHSC will be invited to attend the Board.

7.3 Members will have a balance of skills and experience appropriate to directing HSSIB's business, including data, technology, organisational performance management and corporate services. The Board should include a majority of independent Non-Executive members to ensure that executive members are supported and constructively challenged in their role.

7.4 Following consultation with DHSC, the Chair may recommend to the Board that one of the Non-Executives be appointed as Deputy Chair. If there is a vacancy in the office of Chair, then any person so appointed as Deputy Chair shall be Acting Chair until such time that a new Chair has been appointed.

7.5 The Board may require the attendance of members of HSSIB staff, to discuss, contribute and review any area it considers relevant at the invitation of the Chair.

7.6 The Chair of the Board may, in consultation with the Chief Executive, invite individuals other than HSSIB staff with particular expertise or experience to provide input on a specific topic or agenda item. Invitees may provide the Board with information by way of a written submission, oral presentation or participation in discussion.

7.7 The Board Administrator will function as the Board Secretariat. In the absence of the Board Administrator, the Business Manager to CEO and Chair will provide secretarial support to the Board.

8. Meetings of the Board

8.1 The Board shall meet at least quarterly, and meetings shall be held in public and be accessible virtually on request via Microsoft Teams. The papers for its meetings, including a summary of discussions, shall be published, along with a copy of the Board terms of reference, on the HSSIB website.

8.2 Meetings of the Board shall be summoned by the Board Secretary at the request of the Chair of the Board and/or Chief Executive.

8.3 The quorum shall be four, two of whom shall be Non-Executives in addition to the Chief Executive, or, in their absence, their nominee, and one of the other Executive Team members of the Board.

8.4 In the absence of the Chair of the Board or appointed Deputy, the remaining Non-Executive members present shall elect one of themselves to chair the meeting.

8.5 Where a Board meeting:

> 8.5.1 is not quorate under paragraph 8.3 within one half hour from the time appointed for the meeting; or
>
> 8.5.2 it becomes inquorate during the meeting, the Board members present may determine to adjourn to such time, date and place as may be determined by the members present.

8.6 Participation will usually be in person, but members of the Board may participate by telephone or video-conferencing facility and be deemed to be present and constitute part of the Board for that meeting.

8.7 All members and attendees of the Board must declare any relevant personal, non-personal, pecuniary, or potential interests at the commencement of any meeting. The Chair of the Board will determine if there is a conflict of interest such that each member and / or attendee will be required not to participate in a discussion.

8.8 Members will declare any conflicts of interest not previously notified prior to each Board meeting;

8.9 Any member at any time is entitled to ask the Chair whether an item of business should be discussed outside of a meeting in common, as it conflicts with a power of duty of an individual organisation;

8.10 Unless otherwise agreed, notice of each meeting confirming the venue, time, and date together with an agenda and supporting papers shall be circulated to each member of the Committee, any other person required to attend and all other Non-Executive Directors, no later than five working days before the due date of the meeting.

8.11 Private Board meetings will be held only when required to consider confidential items such as confidential human resources, workforce structural discussions, ongoing procurement tenders or commercially sensitive information. Reports to private Board will be by exception only, we will report as much as possible into public Board.

8.11.1 Only Board members, the Board Secretary and a representative from the sponsorship team are invited to attend the Private Board meetings.

8.11.2 Where a private Board meeting is required, this will take place directly after the public Board meeting. Any private Board meeting minutes and actions will be discussed/ approved at the relevant private Board meeting.

8.11.3 In exceptional circumstances the public Board may be converted to become a private Board such as general election embargo.

9. Administration

9.1 The Board Administrator will be responsible for:

9.1.1 preparing the agenda in consultation and agreement with the Chair and Chief Executive;

9.1.2 commissioning Board papers accordingly;

9.1.3 circulating Board papers to members and invitees, normally five working days before each meeting;

9.1.4 formally recording the minutes and submitting them to the next meeting for approval;

9.1.5 maintaining an action log;

9.1.6 maintaining a forward planner showing the annual work programme.

9.1.7 Ensuring that Board papers are made available to the public on the day of the meeting via the HSSIB website.

9.2 Draft minutes will be sent to the Chair within five business days of the meeting and submitted for formal agreement at the next meeting.

9.3 Papers shall only be tabled at meetings in exceptional circumstances and with the agreement of the Chair presiding at the meeting.

9.4 The Chair shall draw to the attention of the Board any issues that require disclosure, or that require executive action.

9.5 Non-Executive members are eligible to claim allowances, at rates set centrally, for travel and subsistence costs necessarily incurred on HSSIB business.

9.6 Minutes will be published on the HSSIB website, subject to the redaction of any confidential or otherwise exempt material.

10. Voting

10.1 The decisions of the Board will normally be arrived at by a consensus of those members present. Before a decision to move to a vote is made, the Chair will, in all cases, consider whether continuing the discussion at a subsequent meeting is likely to lead to a consensus.

10.2 Voting, where required, will be by show of hands and decisions determined by a simple majority of those members present at a quorate meeting.

10.3 The Chair of the meeting will be included in the vote and in the event of a tie, the chair will have a second, casting vote.

11. Annual review process

11.1 These terms of reference will be reviewed annually.

11.2 These terms of reference shall be publicly available on HSSIB’s website.

11.3 The Board shall undertake a self-assessment of its effectiveness on at least an annual basis. This may be facilitated by independent advisors if the Chair of the Board considers this appropriate or necessary.

11.4 The Chair of the Board shall conduct an annual appraisal of the Non-Executive members, which will be shared with the DHSC appointments team as required.

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