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## SI1417

# Corporate Governance Committee Structure

This Service Instruction outlines the governance committee structure in place to ensure a consistent and professional approach to corporate governance within the Police Service of Northern Ireland.



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## 1. Objective

Corporate Governance is the system by which organisations are directed and controlled. It is concerned with the systems, processes, controls, accountability and decision making at the heart of and at the highest levels of an organisation. It is about the way the organisation establishes and lives by its values. There is also a responsibility on all staff to support the Chief Constable and the Senior Executive Team in carrying out these functions.

The objective of the Service Instruction is to set out the PSNI's Corporate Governance Committee Structure ([Appendix A](#)), and the interrelations between the Governance Committees, Delivery Groups and other governance groups ([Appendix B](#)).

The Corporate Governance Charter is set out at [Appendix C](#). The purpose of the Charter is to provide a consistent approach to governance and a framework of operational guidelines to be followed by the Corporate Governance Committees. Included in this Charter is a standard Terms of Reference template for use by all governance committee/groups [Appendix D](#).

An information sheet template is also attached at [Appendix E](#) and must be used for all governance committees/groups. The Terms of Reference for the three main Governance Committees, the Service Executive Board (SEB), ServiceFirst Board (SFB) and the Audit and Risk Assurance Committee (ARAC) are available at [Appendix F](#).

## 2. The PSNI's Corporate Governance Committee Structure

Of the 3 distinct Governance Committees (SEB/SFB/ARAC) the SEB sets the tone and direction of the organisation. It is chaired by the Chief Constable and is the final decision making forum for the organisation.

The SFB supports SEB by making strategic decisions on resourcing the organisational priorities, in line with the tone and direction set by the Chief Constable.

The ARAC provides the external scrutiny, challenge and assurance that the organisation is exercising due diligence over its stewardship of public funds.

Further to the above a Strategic Tasking and Coordinating Group (STCG) considers and prioritises competing performance pressures on the Service and provides strategic direction on emerging issues, performance and potential risks.

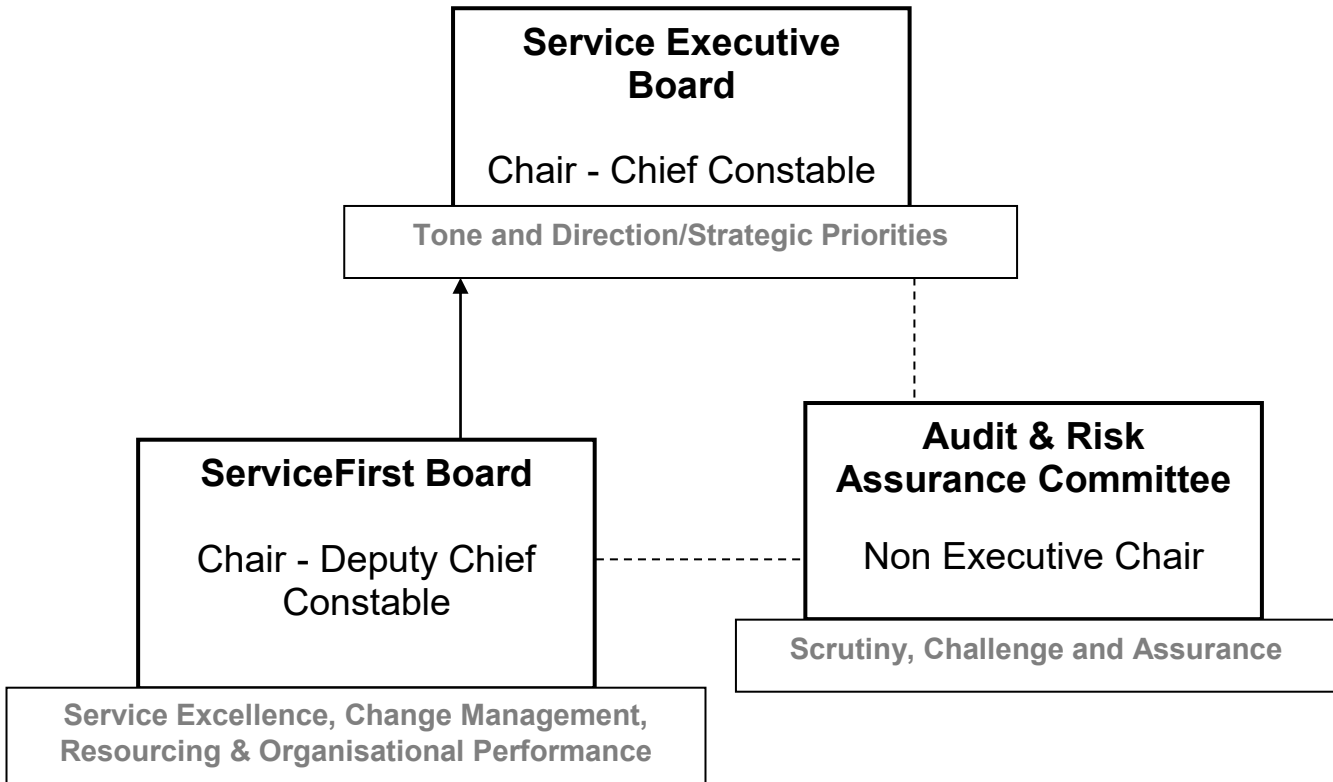
The Performance and Assurance Service Executive Team (PASET) ensures ongoing confidence in the organisation's grip and delivery around its key performance priorities.

The Strategic Diversity Steering Group (SDSG) aims to support and promote the organisational vision of 'Keeping People Safe' and recognises that our people are the most vital resource in achievement of this.

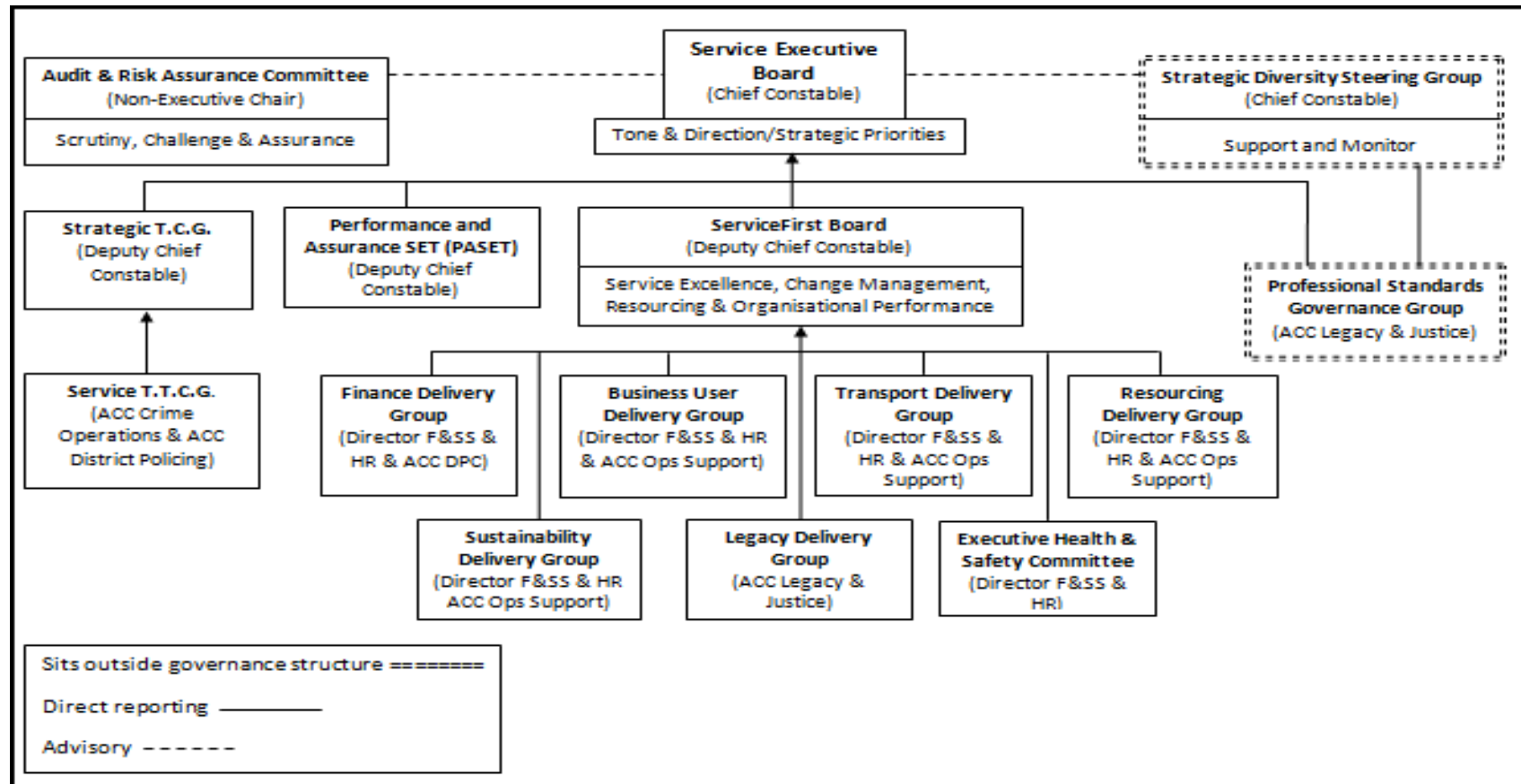
The Delivery/Governance Groups translate the longer term resourcing plans set out by SFB into actual delivery, and their format is dictated by the needs of organisation.

The Terms of Reference for the Delivery/Governance Groups are available at [Appendix F](#).

## Appendix A Corporate Governance Committee Structure



**Appendix B Interrelations between Committees and Groups**



## Appendix C Corporate Governance Committee Charter

1. The Terms of Reference for each of the main Committees are set out at [Appendix F](#). Any significant changes to the Terms of Reference should be approved by the individual Committee and endorsed by the Service Executive Board (SEB).
2. The Terms of Reference for the Strategic Diversity Steering Group, PASET, the Professional Standards Governance Group and the Strategic TCG should also be approved by the SEB.
3. The Terms of Reference for the Delivery Groups should be approved at ServiceFirst Board.  
*A Terms of Reference template is attached at Appendix C (1) and must be used for all governance committees/groups. (A copy can be obtained from zPlanningAndGovernance).*
4. Section 75 should be considered when deciding the composition of Committees and Delivery Groups.
5. Where a quorum is specified in the Terms of Reference, a minimum number of Committee Members (not Deputies or Representatives) must be present for the meeting to be deemed quorate.
6. All Committee Members, as identified within the Committee Terms of Reference, should nominate a suitable Deputy to attend on their behalf in their absence.
7. All Deputies must be in a position to represent the views of the Committee Member however they do not have the same voting rights.
8. All Committees will have an identified Chairperson and clearly outline who will deputise when the Chair is unavailable.
9. The Chairperson of each committee will appoint a Committee Manager. Committee Managers should have a working knowledge of the scope of the Committee / Group.
10. The Committee Manager must have a Deputy with the same working knowledge who can represent the Committee Manager in their absence.
11. The Committee Manager will be responsible for setting the date for the meeting and ensuring appropriate administrative arrangements are made.
12. The Committee Manager should agree the agenda with the Chairperson taking into consideration the purpose of the Committee as set out in the Terms of Reference.

13. Command Secretariat/Committee Manager will issue a 'call for papers' which should be supplied to Command Secretariat/Committee Manager at least 5 days before the Committee meeting.
14. An Information Sheet must be used for the submission of papers to each Governance Committee. An Information Sheet template is attached at [Appendix E](#) and must be used for all governance committees/groups.
15. All papers, including the Information Sheet, should be appropriately marked in accordance with the Government Security Classification.
16. Committee Managers (in consultation with Command Secretariat, if appropriate) will make the agendas available via Public Folders, or circulate papers to all Chief Officers, Committee Members and Attendees at least 4 days before the committee meeting for their information.
17. Late papers require express permission of the meeting Chairperson before being tabled for discussion.
18. Exceptional meetings may be held with the agreement of the Chairperson. Protocols for such meetings will be as normal.
19. Draft minutes/action register will be issued for comment by the Committee Manager to committee attendees within 28 days after the committee meeting.
20. The Committee Manager, in consultation with the Freedom of Information Unit, will consider the contents of the final minutes of the committee meeting for inclusion in the Publication Scheme.
21. All corporate governance documentation should be filed by the Committee Manager on the PSNI Record Management System (TRIM) to facilitate easy retrieval.
22. All Corporate Governance Committees will conduct a Self-Effectiveness Review on an annual basis as soon as reasonably practicable at the end of the financial year. Such reviews should show committee alignment with Terms of Reference. (A Self-Effectiveness Review template can be obtained from [zPlanningAndGovernance](#)). The Committee should discuss the outcome of the Self-Effectiveness Review (SER) at the first meeting following its completion. Where the SER has highlighted that the Committee Terms of Reference requires significant amendment, the revised Terms of Reference will be brought to SEB/SFB as appropriate for approval.



## Appendix D Committee Terms of Reference Template

[NAME OF COMMITTEE/DELIVERY GROUP]

### Terms of Reference

#### 1. Purpose

Enter purpose of committee/delivery group

#### 2. Key Responsibilities

a. [Enter the key responsibilities of the committee/delivery group]

b. ....

c. ....

#### d. **Self-Effectiveness Review**

- i. Conduct a Self-Effectiveness Review of the work of [enter name of committee/delivery group] in March of each year; or as soon as possible thereafter.
- ii. Where necessary, table revised Terms of Reference at the **Service Executive Board (SEB) /ServiceFirst Board (SFB)** for approval.
- iii. The Committee should discuss the outcome of the Self-Effectiveness Review (SER) at the first meeting following its completion. Where the SER has highlighted that the Committee Terms of Reference requires amendment, this revised Terms of Reference will be brought to **SEB/SFB** as appropriate for approval.

(NB. SEB approves committee ToR and SFB approves delivery group ToR – delete as appropriate)

#### 3. Membership

(Section 75 should be considered when deciding the composition of Committees/Delivery Groups).

#### a. **Chair:**

[Also outline who will deputise when the Chair is unavailable]

**b. Committee Members:**

[All members must be listed individually including area of responsibility]

**c. Committee Advisers/Attendees:**

[All advisers/attendees must be listed individually including area of responsibility]

**4. Quorum** [If the group only performs an advisory function with no decision making powers, and does not require a quorum, this must be made explicit at this section]

Chairperson;

Plus four other Committee members. (Amend as appropriate)

**5. Frequency of Meetings**

Monthly; (Amend as appropriate)

Extraordinary meetings may be held at the discretion of the Chair.

**6. Notice of Meetings**

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be circulated to each member and attendee, no later than 4 working days before the date of the meeting.

**7. Minutes and Actions of Meetings** (NB. A Committee Manager will be appointed for each committee/group and should have a working knowledge of the scope of the committee/group. See Corporate Governance Committee Structure Service Instruction for full duties/responsibilities of the Committee Manager).

Minutes and actions will be recorded by the Committee Manager, including the names of those present and in attendance. Draft minutes and actions will be issued for comment within a 14 day timeframe after the meeting.

**8. Information Requirements**

April (or as soon as possible thereafter)

Annual Self-Effectiveness Review and, if appropriate, updated Terms of Reference.

If the committee/delivery group receives other information for standing agenda items include this here indicating at which meeting (month) the information is tabled. Alternatively an appendix with an outline Annual Work Programme may be attached to the Terms of Reference.

## **9. Reporting Responsibilities**

The Committee/Delivery Group shall provide SEB/SFB (delete as appropriate) with the following: (NB. committees report to SEB and delivery groups report to SFB)

May/June (or as soon as possible thereafter)

- If appropriate, the annual Self-Effectiveness Review and updated Terms of Reference.

June (if appropriate) (amend as appropriate)

- Annual update on the work of [enter name of committee/delivery group].

As and when required

- Report decisions taken, which require ratification, to the SEB/SFB (delete as appropriate).  
[this point may be deleted if committee/group only performs an advisory function]

[List any other reporting to SEB/SFB in terms of decisions made by the committee/group which need to be ratified]

## **10. Other** [this section may be deleted if not required]

**Appendix E Corporate Governance Committee Information Sheet**

**Service Executive / ServiceFirst Board**

Meeting Date:

<b>Agenda Ref No</b> <i>(To be completed by ComSec)</i>			
<b>Paper Title</b>			
<b>Sponsor of Paper (SET member)</b>			
<b>Presenter of Paper</b>			
<b>Experts attending meeting</b>			
<b>Summary/Issue/Request/Other</b> <i>(Maximum 600 characters)</i>			
<b>Options</b>	<b>Benefits</b>	<b>Risks</b>	<b>Financial Impact</b>
1			
2			
3			
4			

Reference to Supporting Documents ( <i>max 3 single pages in total</i> )	
1	
2	
3	
Recommended Option and Rationale ( <i>maximum 300 characters</i> )	
Action Required by Committee ( <i>Approve Recommendations, select option, note and agree etc.</i> )	
Committee Member Notes	

## Appendix F PSNI Committee and Delivery / Governance Group Terms of Reference

<b>TERMS OF REFERENCE</b>
Service Executive Board
ServiceFirst Board
Audit and Risk Assurance Committee
Performance and Assurance Service Executive Team (PASET)
Strategic Tasking and Coordinating Group (Strategic TCG)
Strategic Diversity Steering Group
Resourcing Delivery Group
Finance Delivery Group
Business Users Delivery Group
Transport Delivery Group
Sustainability Delivery Group
Legacy Delivery Group
Executive Health & Safety Committee
Professional Standards Governance Group

## Appendix G Additional Guidance and Information

### Internal

<b>Policy/Procedure</b>
<a href="#">Risk Management SI1216</a>

### External

<a href="#">The UK Corporate Governance Code (Sept 2012)</a>
<a href="#">Audit Committee Handbook (April 2013)</a>
<a href="#">Corporate Governance in Central Government Departments NI (July 2013)</a>
<a href="#">Good Governance - Effective Relationships between Departments and their Arm's Length Bodies (May 2007)</a>
<a href="#">The Police (Northern Ireland) Act 2000 and associated Code of Practice issued by virtue of Section 27</a>

## Appendix H Contact Us

### **Service Instruction Author**

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### **Branch Email**

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