Corporate Policy | **Service Instruction**

SI1417

Corporate Governance Committee Structure

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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.

we care
we listen
we act

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 a responsibility on all staff to support the Chief Constable and the Service Executive Team in carrying out these functions.

The Police (Northern Ireland) Act 2000 introduced a new, robust framework for Police governance in Northern Ireland, directly implementing key recommendations of the Patten Report. It outlines the roles and responsibilities of the Police Service and the Northern Ireland Policing Board. In addition Managing Public Money NI (MPMNI) | Department of Finance outlines the Chief Constable's responsibilities as Accounting Officer.

The objective of this Service Instruction is to set out the PSNI's Corporate Governance Committee Structure.

The Governance Charter in Chapter 2 sets out a consistent approach to governance and a framework of operational guidelines.

Chapter 3 provides a high level summary of SMB and its Committees / Boards.

2. Governance Charter

2.1 Any significant changes to the Terms of Reference should be approved by the individual Committee and endorsed by the Strategic Management Board (SMB);

2.2 Section 75 should be considered when deciding the composition of Committees and Delivery Groups;

2.3 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;

2.4 All Committee Members, as identified within the Committee Terms of Reference, should nominate a suitable Deputy to attend on their behalf in their absence;

2.5 All Deputies must be in a position to represent the views of the Committee Member, however they do not have the same voting rights;

2.6 All Committees will have an identified Chairperson and clearly outline who will deputise when the Chair is unavailable;

2.7 The Committee Manager must have a Deputy with the same working knowledge who can represent the Committee Manager in their absence;

2.8 The Chair will be responsible for setting the date for the meeting and the Committee Manager for ensuring appropriate administrative arrangements are made;

2.9 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;

2.10 The Committee Manager will issue a 'call for papers' at least 10 working days in advance of the meeting. Papers should be shared with all members at least 4 working days before the Committee meeting;

2.11 All papers, including cover sheets, should be appropriately marked in accordance with the Government Security Classification;

2.12 Late papers require express permission of the meeting Chairperson before being tabled for discussion;

2.13 Exceptional meetings may be held with the agreement of the Chairperson. Protocols for such meetings will be as normal;

2.14 Draft minutes / action register will be issued for comment by the Committee Manager to committee attendees within 14 days after the committee meeting;

2.15 The Committee Manager, in consultation with the Chair / Delegate, will consider the contents of the final minutes of the committee meeting for inclusion in the Publication Scheme;

2.16 All Corporate Governance documentation should be filed by the Committee Manager on the PSNI

Record Management System (Content Manager) to facilitate easy retrieval;

2.17 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 Corporate Governance. 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 the host Board / Committee for approval; and

2.18 The Chair will provide an annual Board highlight report for inclusion in the Governance Statement.

3. The PSNI's Corporate Governance Committee Structure

There are five distinct Governance Committees: Strategic Management Board (SMB), Audit and Risk Assurance Committee (ARAC), Service Performance Board (SPB), Service Transformation Board (STB) and Service Data Board (SDB). A schematic is included at Appendix A – Corporate Governance Committee Structure.

Governance Committees	
Strategic Management Board	The SMB acts as the primary decision-making body within the PSNI, providing the leadership and guidance at a corporate level of our Organisation and supporting the Chief Constable in his role. The purpose of the SMB is to set out the vision and strategic direction for the

	Organisation through the Policing Plan, our Corporate Plan and other key plans. SMB works to turn our plans into a suite of tangible actions that will result in the achievement and fulfilment of our strategic and corporate objectives.
Audit and Risk Assurance Committee	The ARAC's primary role is to support the Chief Constable and the Strategic Management Board by reviewing the comprehensiveness and reliability of assurances on governance, risk management and the control environment and to assess the integrity of financial statements and the Annual Report. ARAC will cover all of the assurance needs of the Accounting Officer and SMB.
Service Performance Board	The SPB has been established by SMB to support its responsibilities for performance monitoring. The purpose of the SPB is to monitor performance against the Northern Ireland Policing Plan, Service Strategic Priorities and Corporate Plans in order to provide ongoing assurance that PSNI are delivering a service which meets current and future Policing demands. SPB is authorised to ensure the PSNI's Performance Management Framework is aligned with agreed direction and vision to provide a professional, effective and efficient Policing service.
Service Transformation Board	The STB seeks to create a more agile and sustainable organisation. Its purpose is to drive and support the organisational and cultural changes required to deliver the Policing Plan, Corporate Plans and the projects outlined in the Service Modernisation Plan. The Transformation Board will focus on the prioritisation, monitoring, gap analysis, evaluation and sharing lessons learned. This is the transformation decision-making body. Taking guidance from SMB, it will be driven by the sponsors and key enablers from PSNI stakeholders.

Service Data Board	The SDB will set strategic direction for the management of information and data, to include covert data, across the organisation, and will oversee the creation and implementation of a Data Strategy.

Papers for each Board / Committee should be in the required format. A sample template is attached at Appendix B – Strategic Management Board Template. Specific templates are available to download from the Corporate Governance Homepage

4. Strategic Management Board

The full Terms of Reference (ToR) are available on the Corporate Governance Homepage. The summary below is intended to provide a high level synopsis.

Functions

- Providing strategic and operational leadership;
- Setting the tone and direction;
- Operating according to the recognised principles of good Corporate Governance; and
- Maintaining and developing Corporate Governance arrangements, in line with best practice.

Objectives

- To support delivery against our vision, in particular through the delivery of the Policing Plan and Corporate Plan;
- To provide constructive challenge on the real-world impact and deliverability of our plans, ensuring strategic decisions are based on a collective understanding of evidence-based issues;
- To ensure there is sound management of and clear accountability for finance, resources and risk within our Organisation. This includes setting the risk appetite, and ensuring that risk controls are robust via the Audit and Risk Assurance Committee;
- To ensure we have the capability to deliver and to plan to meet future needs,

assessing current levels and plans for improvement, reviewing overall talent development and scrutinising staff engagement plans and results; and

- To oversee effective governance of the PSNI and to scrutinise our performance, ensuring that we are held to account for outcomes and that we measure ourselves against best practice in the public and private sectors.

Membership and Quorum

Chaired by the Chief Constable. Members include:

- Deputy Chief Constable;
- Chief Operating Officer;
- ACC Crime, LPC, Justice and OSD;
- ACO Corporate Services, People & OD, Strategic Planning & Transformation; and
- Directors of Finance, HR, ICS, Legal Services and Strategic Communications & Engagement.

Advisors and Quorum

Advisors include:

- Non-Executive Members of ARAC;
- Committee Manager;
- Head of Corporate Governance; and
- Staff Associations.

Quorum for SMB meetings is five – the Chairperson plus four other SMB members.

Frequency

Monthly; extraordinary meetings may be held at the discretion of the Chairperson.

5. Audit and Risk Assurance Committee

The summary below is intended to provide a high level synopsis.

Key Responsibilities

The Chief Constable in his role as Accounting Officer has established an Audit and Risk Assurance Committee (ARAC) to support him in relation to his responsibilities for governance, risk management and internal control. This is in line with the NI Code of Good Practice.

The Committee's primary role is to support the Accounting Officer and the Strategic Management Board by reviewing the comprehensiveness and reliability of assurances on governance, risk management and the control environment, and to assess the integrity of financial statements and the Annual Report.

The scope of the Committee will cover all of the assurance needs of the Accounting Officer and the Strategic Management Board. Within this, the Committee should have particular engagement with the work of Internal Audit, External Audit (the Northern Ireland Audit Office), and the PSNI arrangements for risk and financial management and reporting issues.

The Committee should assist the Accounting Officer and the Strategic Management Board to formulate their assurance needs and then subsequently consider how well the assurance received meets these needs by gauging the extent to which the assurance on the management of risk is comprehensive and reliable.

Membership and Quorum

A minimum of three Non-Executive Members, one of whom will have been appointed as Chair of the Committee. Quorum for ARAC meetings will be a majority of the Committee members.

Attendees

- Internal – COO, DCC, ACOs Corporate Services and People & OD, Director of Finance, Head of Corporate Governance.
- External – Internal Audit, External Audit.

Observers

- Department of Justice (DoJ) and Northern Ireland Policing Board (NIPB).

Frequency

The Committee will meet formally four times per year. Additional meetings may be held at the discretion of the Chairperson.

6. Service Performance Board

Functions

- To oversee the development of the Performance Management Framework;

- To monitor performance against Policing Plan outcomes and act as a sounding board for the Service Executive Team;
- To provide advice to SMB in respect of any risks arising out of is review of strategic performance; and
- To identify thematic trends and / or emerging issues and consider any impact on operational and organisational performance.

Objectives

- To scrutinise and challenge reported performance against:
  - The Northern Ireland Policing Plan;
  - Service Strategic Priorities; and
  - Corporate Plan and applicable strategies.
- To provide assurance to SMB that performance against the Policing Plan outcomes and indicators reported to the Policing Board is accurate; and
- To provide assurance that the Strategic Priorities and Corporate Plans and strategies are on track for delivery. Where they are not on track for delivery, to consider remedial actions required and make recommendations to SMB.

Membership and Quorum

Chaired by the Deputy Chief Constable. Members include:

- Chief Operating Officer;
- ACC Crime, LPC, Justice and OSD;
- ACO Corporate Services, People & OD, Strategic Planning & Transformation;
- Director of Strategic Communications & Engagement; and
- Heads of PSD, Strategic Planning and Performance and Strategic Performance and Insight.

Quarterly membership also includes:

- All Grade 5's and above;
- All Chief Superintendents;
- Heads of Forensics & Statistics; and
- Service Crime Registrar.

Quorum for SPB meetings is five – the Chairperson plus four other SPB members.

Frequency

Monthly; extraordinary meetings held at the discretion of the Chairperson.

7. Service Transformation Board

Functions

- Transformation Delivery, including the Transformation Roadmap, allocation of funding and advice and support;
- Oversight of transformation communications;
- Risk management oversight, escalating to SMB as necessary;
- Assessment and assurance of transformation performance;
- Sponsorship;
- Enable change; and
- Programme assurance.

Objectives

The Primary objective of the Board is to have ownership of the future shape and size of transformation.
Secondary objectives include:

- Oversight of the transformation roadmap;
- Act as the primary advisory committee of SMB, formed to focus on the delivery of the transformation portfolio;
- Identify alternative, transformation funding opportunities for PSNI; and
- Establishment of pre-investment review of all transformation business cases.

Membership and Quorum

Chaired by the Chief Operating Officer.
Members include:

- Deputy Chief Constable;
- ACC Crime, LPC, Justice and OSD;
- ACO Corporate Services, People & OD, Strategic Planning & Transformation;
- Directors of Finance, HR, ICS, Legal Services and Strategic Communications & Engagement; and
- Heads of Transformation, Corporate Governance and Project Management Office.

Quorum for STB meetings is five – the Chairperson plus four other STB members.

Frequency
Monthly; extraordinary meetings held at the discretion of the Chairperson.

8. Service Data Board

Objectives

- To ensure compliance with all relevant legislation, regulations and guidance;
- To ensure continual improvement in support of the delivery against the Policing Plan;
- To provide regular updates to SMB, ARAC and NIPB; and
- To respond to the requirements of the ICO and IPCO.

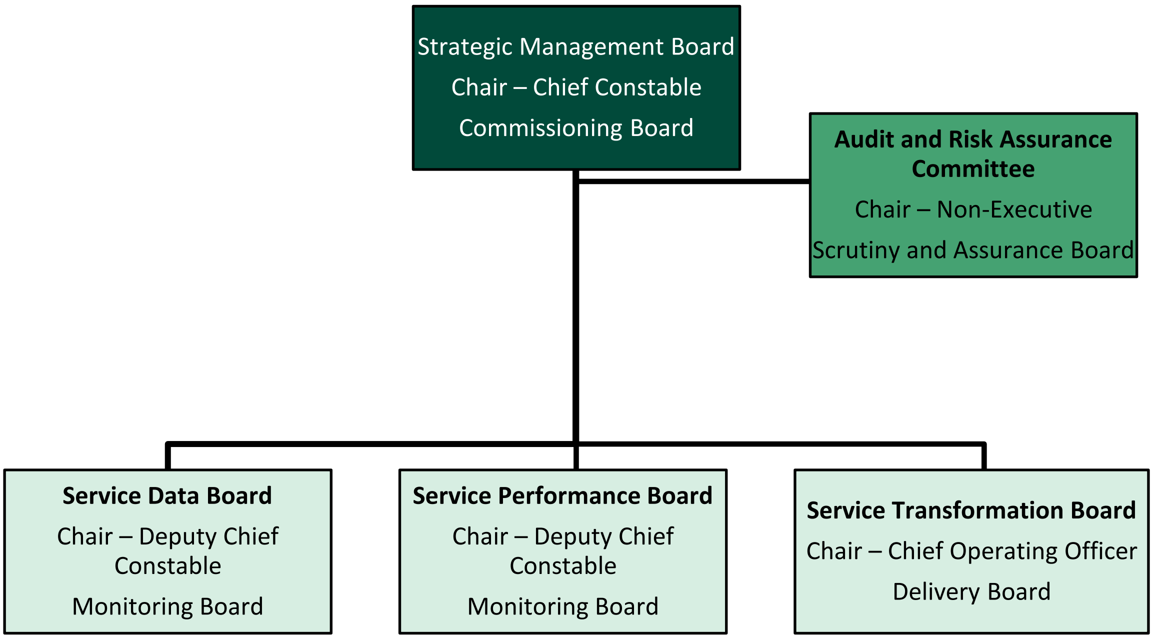
Membership and Quorum
Chaired by the Deputy Chief Constable. Members include:

- ACC Crime, LPC, Justice and OSD;
- ACO Corporate Services, People & OD, Strategic Planning & Transformation;
- Deputy SIRO;
- Directors of LICs and Legal Services;
- D/C/Supt. Crime Support Branch;
- Heads of Scientific Support, Information Security Unit, Corporate Information Branch; and
- Data Protection Officer.

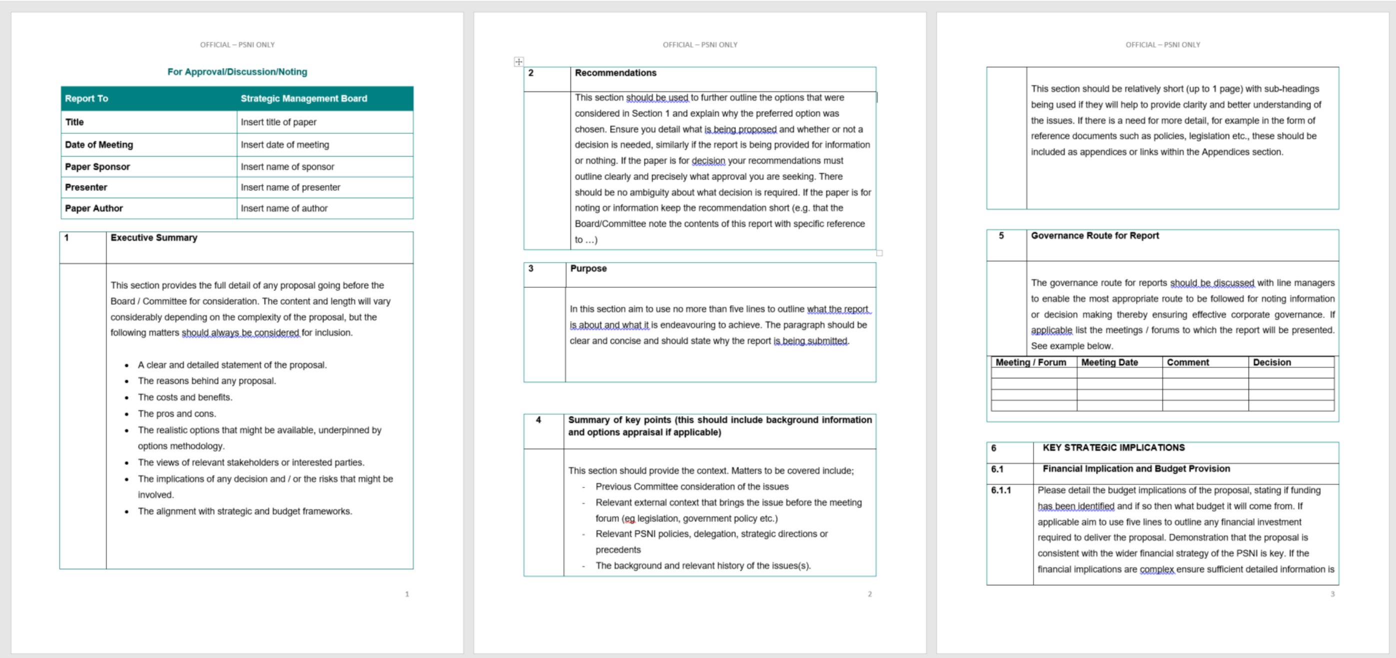
Quorum for SDB meetings is five – the Chairperson plus four other SDB members.

Frequency
Quarterly; extraordinary meetings held at the discretion of the Chairperson.

Appendix A – Corporate Governance Committee Structure



Appendix B – Strategic Management Board Template



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For Approval/Discussion/Noting

Report To	Strategic Management Board
Title	Insert title of paper
Date of Meeting	Insert date of meeting
Paper Sponsor	Insert name of sponsor
Presenter	Insert name of presenter
Paper Author	Insert name of author

1	**Executive Summary**
	This section provides the full detail of any proposal going before the Board / Committee for consideration. The content and length will vary considerably depending on the complexity of the proposal, but the following matters should always be considered for inclusion. • A clear and detailed statement of the proposal. • The reasons behind any proposal. • The costs and benefits. • The pros and cons. • The realistic options that might be available, underpinned by options methodology. • The views of relevant stakeholders or interested parties. • The implications of any decision and / or the risks that might be involved. • The alignment with strategic and budget frameworks.

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2	**Recommendations**
	This section should be used to further outline the options that were considered in Section 1 and explain why the preferred option was chosen. Ensure you detail what is being proposed and whether or not a decision is needed, similarly if the report is being provided for information or nothing. If the paper is for decision your recommendations must outline clearly and precisely what approval you are seeking. There should be no ambiguity about what decision is required. If the paper is for noting or information keep the recommendation short (e.g. that the Board/Committee note the contents of this report with specific reference to …)

3	**Purpose**
	In this section aim to use no more than five lines to outline what the report is about and what it is endeavouring to achieve. The paragraph should be clear and concise and should state why the report is being submitted.

4	**Summary of key points (this should include background information and options appraisal if applicable)**
	This section should provide the context. Matters to be covered include; - Previous Committee consideration of the issues - Relevant external context that brings the issue before the meeting forum (eg legislation, government policy etc.) - Relevant PSNI policies, delegation, strategic directions or precedents - The background and relevant history of the issues(s).

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	This section should be relatively short (up to 1 page) with sub-headings being used if they will help to provide clarity and better understanding of the issues. If there is a need for more detail, for example in the form of reference documents such as policies, legislation etc., these should be included as appendices or links within the Appendices section.

5	**Governance Route for Report**
	The governance route for reports should be discussed with line managers to enable the most appropriate route to be followed for noting information or decision making thereby ensuring effective corporate governance. If applicable list the meetings / forums to which the report will be presented. See example below.

Meeting / Forum	Meeting Date	Comment	Decision

6	**KEY STRATEGIC IMPLICATIONS**
6.1	**Financial Implication and Budget Provision**
6.1.1	Please detail the budget implications of the proposal, stating if funding has been identified and if so then what budget it will come from. If applicable aim to use five lines to outline any financial investment required to deliver the proposal. Demonstration that the proposal is consistent with the wider financial strategy of the PSNI is key. If the financial implications are complex ensure sufficient detailed information is

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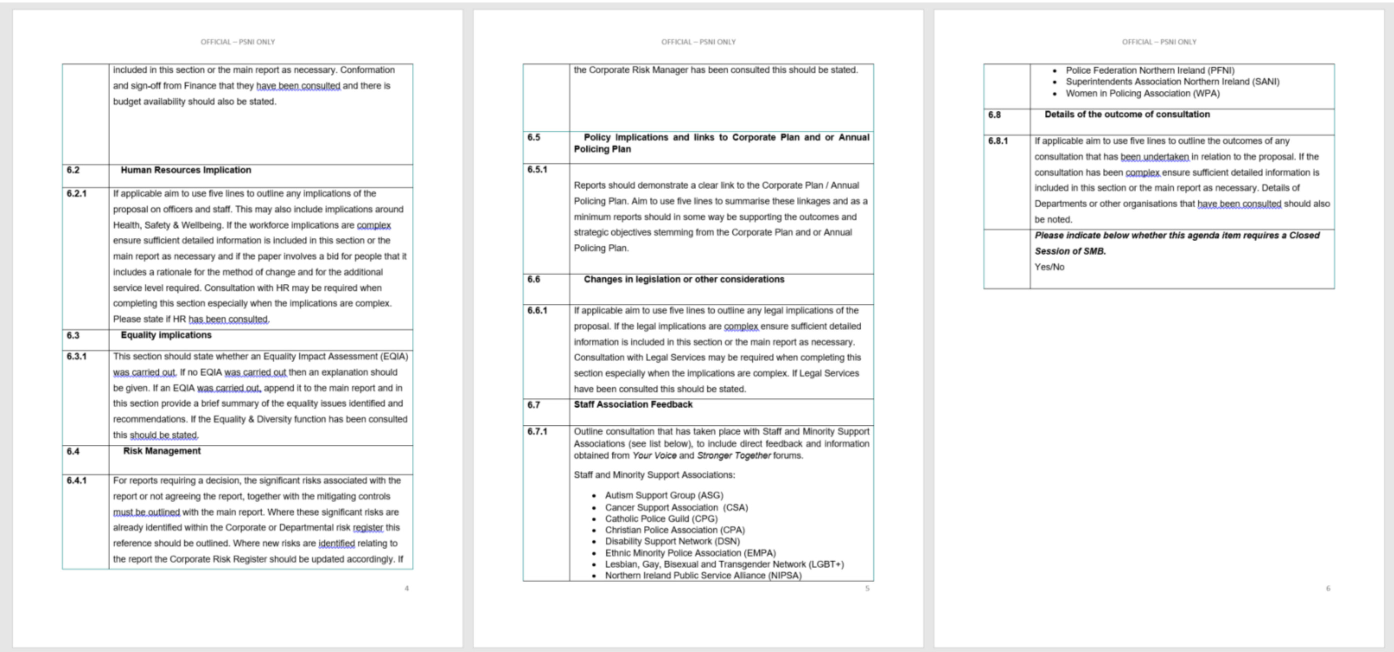

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	included in this section or the main report as necessary. Conformation and sign-off from Finance that they have been consulted and there is budget availability should also be stated.
6.2	**Human Resources Implication**
6.2.1	If applicable aim to use five lines to outline any implications of the proposal on officers and staff. This may also include implications around Health, Safety & Wellbeing. If the workforce implications are complex ensure sufficient detailed information is included in this section or the main report as necessary and if the paper involves a bid for people that it includes a rationale for the method of change and for the additional service level required. Consultation with HR may be required when completing this section especially when the implications are complex. Please state if HR has been consulted.
6.3	**Equality implications**
6.3.1	This section should state whether an Equality Impact Assessment (EQIA) was carried out. If no EQIA was carried out then an explanation should be given. If an EQIA was carried out, append it to the main report and in this section provide a brief summary of the equality issues identified and recommendations. If the Equality & Diversity function has been consulted this should be stated.
6.4	**Risk Management**
6.4.1	For reports requiring a decision, the significant risks associated with the report or not agreeing the report, together with the mitigating controls must be outlined with the main report. Where these significant risks are already identified within the Corporate or Departmental risk register this reference should be outlined. Where new risks are identified relating to the report the Corporate Risk Register should be updated accordingly. If

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	the Corporate Risk Manager has been consulted this should be stated.
6.5	**Policy Implications and links to Corporate Plan and or Annual Policing Plan**
6.5.1	Reports should demonstrate a clear link to the Corporate Plan / Annual Policing Plan. Aim to use five lines to summarise these linkages and as a minimum reports should in some way be supporting the outcomes and strategic objectives stemming from the Corporate Plan and or Annual Policing Plan.
6.6	**Changes in legislation or other considerations**
6.6.1	If applicable aim to use five lines to outline any legal implications of the proposal. If the legal implications are complex ensure sufficient detailed information is included in this section or the main report as necessary. Consultation with Legal Services may be required when completing this section especially when the implications are complex. If Legal Services have been consulted this should be stated.
6.7	**Staff Association Feedback**
6.7.1	Outline consultation that has taken place with Staff and Minority Support Associations (see list below), to include direct feedback and information obtained from *Your Voice* and *Stronger Together* forums. Staff and Minority Support Associations: • Autism Support Group (ASG) • Cancer Support Association (CSA) • Catholic Police Guild (CPG) • Christian Police Association (CPA) • Disability Support Network (DSN) • Ethnic Minority Police Association (EMPA) • Lesbian, Gay, Bisexual and Transgender Network (LGBT+) • Northern Ireland Public Service Alliance (NIPSA)

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	• Police Federation Northern Ireland (PFNI) • Superintendents Association Northern Ireland (SANI) • Women in Policing Association (WPA)
6.8	**Details of the outcome of consultation**
6.8.1	If applicable aim to use five lines to outline the outcomes of any consultation that has been undertaken in relation to the proposal. If the consultation has been complex ensure sufficient detailed information is included in this section or the main report as necessary. Details of Departments or other organisations that have been consulted should also be noted.
	Please indicate below whether this agenda item requires a Closed Session of SMB. Yes/No

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Appendix C – Contact Us

Service Instruction Author

Head of Corporate Governance

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zCorporateGovernance@psni.Police.uk