



Integrated Governance Committee
Wednesday 29 January 2020
11.30am, Room 2, Eglinton House, Ailsa Hospital, Ayr

Present Mrs Lesley Bowie, Chair (Interim Board Chair)
Mr John Rainey, Non-Executive Board Member
Ms Linda Semple, Non-Executive Board Member
Miss Lisa Tennant, Non-Executive Board Member

In Attendance Mr John Burns, Chief Executive
Mrs Kirstin Dickson, Director of Transformation and Sustainability
Mr Derek Lindsay, Director of Finance
Mrs Shona McCulloch, Head of Corporate Governance
Miss Ashleigh Kennedy, Corporate Secretary (Minutes)

ACTION

1. Apologies

Apologies were noted from Mr Michael Breen, Mr Bob Martin, Dr Alison Graham, Prof Hazel Borland, Mrs Patricia Leiser and Dr Crawford McGuffie.

2. Declaration of Interests

There were no declarations of interest.

3. Minute of the Meeting held on 25 November 2019

The minute of the meeting held on 25 November 2019 was approved as an accurate record.

4. Matters Arising

The action log had previously been circulated to members. This reported that the majority of actions were complete with one in progress related to a review of Paperlite working. Members were advised that a review would be undertaken following the February 2020 Board meeting. Initial feedback from Board Members in August 2019 was positive and comments were taken on board at that time, for example, use of combined PDF for meeting papers. Members were assured of the actions taken.

5. Caring for Ayrshire

5.1 Caring for Ayrshire (CfA) Launch

The Director of Transformation and Sustainability, Mrs Kirstin Dickson, updated members on the plans for the launch of the CfA Programme. The plans described a “soft” launch of the Board’s ambitions for the

programme to connect with a wide range of stakeholders including staff, Health and Social Care Partnerships (HSCPs), citizens, multiple organisations and key stakeholders across Ayrshire and Arran. This will underpin and support the commencement of the informing and engaging phase.

The Caring for Ayrshire launch will commence week beginning 21 February 2020 with a six week period of informing and engaging to give widespread awareness of the strategic vision of the programme, along with models of care across Ayrshire and Arran.

Mrs Dickson explained, in response to a question from a Committee member, that there was a good level of awareness about the CfA programme among staff however this varied for third sector and voluntary groups. The Chief Executive gave assurance that there was an increasing awareness across the HSCPs and that Councillors and Community Planning Board Members had been briefed on the programme, with positive feedback received. Further work will be required to raise public awareness of the CfA programme. Committee Members endorsed the CfA engagement activity undertaken to date.

Outcome: Members supported the engagement and communication plan, for onward submission to the NHS Board.

5.2 Caring for Ayrshire Informing, Engagement and Communication

The Director of Transformation and Sustainability, Mrs Kirstin Dickson, discussed pre engagement activity that had taken place during Q1/Q2 of 2019/2020, as part of the Caring for Ayrshire conversation. This gave some early insights and views around the needs of Ayrshire citizens in support of future health and care services. The output of this engagement was presented to the CfA programme board in October 2019.

Mrs Dickson set out the high level health and care model and advised that the planned engagement would seek opinions from a wide stakeholder group to enable their input and feedback, to shape and define the health and care model that will be used to plan services for the future. The paper provided the “Informing and Engagement detailed plan” and the “Communication Plan” (Draft) as appendices.

Outcome: Members supported the engagement and communication plan, for onward submission to the NHS Board.

6. Draft Internal Audit Plan for 2020-2021

The Director of Finance, Mr Derek Lindsay, explained the background to the draft Internal Audit Plan for 2020-2021. The Internal Audit draft plan had been discussed at Corporate Management Team (CMT) on

17 January 2020 and feedback considered, including the need to review Best Start and Duty of Candour when appropriate.

Mr Lindsay advised that the draft Internal Audit plan had also been discussed at Audit Committee on 24 January 2020. Mr Lindsay informed members that consideration was being given to a review of the Board's financial stability and delivery of cash releasing efficiency savings.

Committee members discussed the draft plan and timescales for completion of proposed reviews relating to Public Health and Whistleblowing. Committee Members received assurance that the timescales for these reviews had been discussed and agreed at CMT and that they would be planned and implemented effectively.

Outcome: Members supported the draft Internal Audit plan and submission to the NHS Board for approval.

7. Corporate Governance – Once for Scotland

- 7.1 The Head of Corporate Governance, Mrs Shona McCulloch, provided an update on national work to develop Once for Scotland processes for NHS Boards.
- 7.2 Mrs McCulloch advised that a national model Standing Orders template was published in December 2019 for use by all health boards. The current NHS Ayrshire & Arran standing orders would be reviewed to adopt the model template and a review of the organisation's Code of Corporate Governance would be undertaken. This will also inform a review of Governance Committee Terms of Reference (ToR).
- 7.3 Mrs McCulloch informed members that a national Board paper template and guidance had been received just before Christmas and had been issued to Directors for use for future Board meetings and all Board Committees. This had informed the new template for reporting from governance committees to Board.
- 7.4 In regard to Governance Committee ToR, Mrs McCulloch reported that national work to deliver model Terms of Reference had been delayed. In light of this Mrs McCulloch would ask Governance Committee Chairs and lead officers to review Governance Committee ToR to ensure they align with the model Standing Orders template.
- 7.5 The national Non-Executive induction template, published in late 2019, was being completed with NHS Ayrshire and Arran information and would be used as the basis for all future Non-Executive induction.
- 7.6 Mrs McCulloch advised, in response to a question from a Committee member, that she anticipated that the revised NHS Ayrshire & Arran Standing Orders would be presented to the NHS Board on 25 May 2020 at latest. Mrs McCulloch confirmed that the model Standing Orders template stated that the NHS Board should approve the appointment of Governance Committee Vice Chairs.

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Outcome: Members were made aware of progress nationally across a range of governance matters, including model Standing Orders and were assured by how this was being taken forward locally.

8. Corporate Governance Improvement Plan

The Head of Corporate Governance, Mrs Shona McCulloch, presented an assurance report on progress against actions in the NHS Board's Corporate Governance Improvement plan.

Mrs McCulloch advised that three actions were outstanding. Three actions had been marked as complete relating to the new Board paper template, monitoring information and guidance and provision of a Governance development portfolio for each Non-Executive member. There were two actions In Progress relating to the ongoing review of the Code of Corporate Governance and to review and update the governance map.

Committee members discussed and recognised the good progress made in taking forward actions from the Improvement Plan. Mrs McCulloch explained, in response to a question from the Chief Executive, that she was considering arrangements for reporting progress to other governance committees. A national survey of the Governance Blueprint was planned and Committee members would be advised as to when this would take place once the date was advised nationally.

Mrs McCulloch informed members that an Internal Audit on the Corporate Governance improvement plan had recently been completed. The outputs would be reported to internal audit once the final report had been agreed. Mrs McCulloch would share the final report with Members when available

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Outcome: Members were assured of progress against the plan and agreed timescales.

9. Gifts and Hospitality and Register of Interests

The Head of Corporate Governance, Mrs Shona McCulloch, presented an update following the discussions at Integrated Governance Committee on 25 November 2019.

Mrs McCulloch presented a paper to report on actions taken on recommendations from the Internal Audit on "UK Bribery Act – Gifts, Gratuities and Hospitality" had been addressed through the guidance developed. This included registering interests as previously agreed by Integrated Governance Committee. The guideline had been developed to final draft following discussion and support from Directors and CMT. Mrs McCulloch highlighted the move to Directorates being responsible for their own registers and arrangements regarding joint working with Pharmaceutical companies.

Mrs McCulloch advised that the guideline “Supporting guidance for Standards of Business Conduct for NHS Staff, Acceptance and Declaration of Gifts and Hospitality and Declarations of interests” would form part of the Board’s Code of Corporate Governance in support of the Standards of Business Conduct for staff and Code of Conduct for Board Members.

Mrs McCulloch advised that the guidance provided a step by step process including clear monetary guidance, forms and registers. The guideline also provided guidance for Directorates to follow regarding staff registers and how these must be maintained, with examples. It also gave assurance that training and guidance would be provided by the Head of Corporate Governance.

Outcome: Members considered and supported the guideline for onward submission through Audit Committee to the NHS Board as part of the Code of Corporate Governance, currently under review. Committee members were assured that internal audit actions had been addressed.

10. Key issues to report to the Board

Committee members agreed that the following key issues should be reported to the NHS Board on 30 March 2020:

- CfA launch and communication and engagement plan update
- Draft Internal Audit plan progress update
- Corporate Governance improvement plan progress update

11. Risk issues to report

There were no risk issues to report.

12. Meeting schedule for 2020-2021

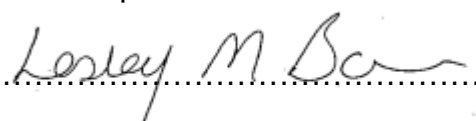
The Head of Corporate Governance, Mrs Shona McCulloch, presented the Committee meeting dates for 2020-2021 for Committee approval. The dates for April and November had been set based on availability of Members, to tie in with the needs of strategic governance for the Caring for Ayrshire Programme Board and also Strategic risk reporting in line with submission to the NHS Board meeting twice a year. Committee members approved the meeting dates for 2020-2021.

13. Any Other Competent Business

There was no other business.

14. Date of Next Meeting

Tuesday 28 April 2020, 1.30pm to 3.30pm, Meeting Room 1, Eglinton House, Ailsa Hospital.

Signed (Chair)  Date 18 May 2020