

# NHS Ayrshire & Arran



<b>Meeting:</b>	<b>Ayrshire and Arran NHS Board</b>
<b>Meeting date:</b>	<b>Monday 1 February 2021</b>
<b>Title:</b>	<b>Board Committee Membership</b>
<b>Responsible Director:</b>	<b>Lesley Bowie, Board Chair</b>
<b>Report Author:</b>	<b>Shona McCulloch, Head of Corporate Governance</b>

## 1. Purpose

This is presented to the Board for:

- Decision

This paper relates to:

- Government policy/directive

This aligns to the following NHSScotland quality ambition(s):

- Effective

## 2. Report summary

### 2.1 Situation

The Board Chair, Vice Chair and Head of Corporate Governance have carried out the annual review of Non-Executive Member representation on Board Committees and Integration Joint Boards (IJBs). An updated position for Board Members Representation on Committees is presented for Members approval.

### 2.2 Background

In December 2018, the NHS Board agreed to receive updates on changes to Board Committee responsibilities and/or any changes to memberships of Ayrshire Integration Joint Boards either annually, or as these occurred, in line with agreed Terms of Office.

In March 2020 the NHS Ayrshire & Arran Board approved revised Board Standing Orders in accordance with the national model published in circular [DL\(2019\)24](#). Section 6.2b of the Standing Orders advises that “The establishment and terms of reference of all its committees, and **appointment of committee members**” is a matter reserved for the Board. Section 9.2 states that “**The Board shall approve the terms of reference and membership of the committees.**”

The Board Chair reviews representation on Board Committees and IJBs annually, usually in January. This annual review takes into account discussion with individual Non-Executives as part of the appraisal process to consider their views. This ensures

good governance practice in the best use of Non-Executive skills and experience across our governance committees. Representation on Board Committees and IJBs is considered in year if required, for example, changes to Non-Executives on the Board.

Members will continue to receive updates to Committee Responsibilities, as previously agreed, for assurance and approval.

## **2.3 Assessment**

The annual review for 2021 has taken into account the appointment of three new Non-Executive Members. Following recruitment through the public appointments process Mhairi Kennedy joined the Board from 1 January 2021, Sheila Cowan will join on 1 April 2021 and Marc Mazzucco will join on 1 November 2021. Lisa Tennant comes to the end of her extended term of appointment on 31 March 2021 and Bob Martin comes to the end of his term on 31 October 2021.

It is recognised that the Integration Joint Board Chairs and Vice Chairs terms of office come to an end in June 2021 and the Board will require to nominate IJB Chairs/Vice Chairs in accordance with this timetable.

In assessing changes to committee responsibilities the Chair considered the new appointments, discussions with Non-Executive Members and the range of skills available to ensure that all committees and Integration Joint Boards continue to have as strong a membership as possible, taking into account that new members will require induction.

Due to the number changes taking place through 2021 a stepped approach has been taken and this paper presents a phase 1 position. Future papers will come to Board to agree IJB Chair/Vice Chair nominees, and any further changes to ensure appropriate representation across committees.

The following changes have been proposed and agreed with individual members:

- **Audit & Risk**
  - Mhairi Kennedy join as member from 1 February 2021
  - Lisa Tennant stand down at end of term on 31 March 2021
  
- **Healthcare Governance**
  - Margaret Anderson stand down as Member on 31 March 2021
  - Michael Breen join as member from 1 April 2021
  - Sheila Cowan join as member from 1 April 2021
  - Lisa Tennant stand down at end of term on 31 March 2021
  
- **Performance Governance**
  - Michael Breen – stand down as Member/Vice Chair on 31 March 2021
  - Mhairi Kennedy – join as Member from 1 February 2021
  - To note that a new vice chair will be agreed by the committee
  
- **Information Governance (IG)**
  - Laura Brennan-Whitefield join as Member from 1 April 2021
  - Sheila Cowan join as Member from 1 April 2021
  - Sukhomoy Das stand down as Member on 31 March 2021

- Jean Ford join as Chair from 1 April 2021
- John Rainey stand down as Member on 31 March 2021
- Lisa Tennant stand down at end of term on 31 March 2021
- Staff Governance
  - Laura Brennan-Whitefield stand down as Member on 31 March 2021
  - Sukhomoy Das join as Member from 1 April 2021
- Integrated Governance
  - Jean Ford join as Member from 1 April 2021 (as chair of IG Committee)
  - Lisa Tennant stand down at end of term on 31 March 2021
- Endowment Committee
  - Sheila Cowan join as Member from 1 April 2021
  - Lisa Tennant stand down at end of term on 31 March 2021
- East Ayrshire IJB and associated committees
  - Sheila Cowan join as Member from 1 April 2021
  - Lisa Tennant stand down at end of term on 31 March 2021
  - IJB will consider any additional committees for new members
- North Ayrshire IJB and associated committees
  - Jean Ford stand down as Member from 1 April 2021
  - Mhairi Kennedy join as Member from 1 April 2021
  - IJB will consider any additional committees for new members
- Pharmacy Practices Committee
  - Lisa Tennant stand down as Vice Chair at end of term on 31 March 2021.  
Jean Ford previously appointed.

The committee responsibilities matrix at Appendix 1 reflects these changes.

### **2.3.1 Quality/patient care**

Ensuring that members of Board Committees have the right skills and experience to scrutinise and challenge will ensure that decisions which may impact on quality of patient care are made in line with good governance practice.

### **2.3.2 Workforce**

There are no workforce implications from the position presented.

### **2.3.3 Financial**

There is no financial impact from the position presented.

### **2.3.4 Risk assessment/management**

Risks in relation to time commitments for Non-Executives are considered during the annual review process and discussed at individual appraisals. These will be considered in more detail during 2021.

### **2.3.5 Equality and diversity, including health inequalities**

An impact assessment has not been completed as there is no impact in relation to inequalities or protected characteristics.

### **2.3.6 Other impacts**

- Best value - using the diverse range of skills, knowledge and experience of Non-Executive Members across Committees enables good corporate governance in the effective use of resource and enables Non-Executive members to make an active contribution to effective governance.

Appropriate representation on the Ayrshire Integration Joint Boards enables effective partnership working with health and social care to deliver governance and accountability, effective use of resources and performance management through IJB Performance and Audit governance committees.

- Compliance with Corporate Objectives - Effective committees support delivery of Corporate objectives

### **2.3.7 Communication, involvement, engagement and consultation**

Appointments are considered by the Board Chair and Vice Chair and include engagement with the Head of Corporate Governance and Chief Executive and those Non-Executive Members affected.

### **2.3.8 Route to the meeting**

This has not previously been considered by other groups.

## **2.4 Recommendation**

For decision. Members are asked to approve the changes to committee membership and appointments.

## **3. List of appendices**

The following appendices are included with this report:

- Appendix 1 – Non-Executive Board Member Representation on Committees

**NHS Ayrshire & Arran - Non-Executive Board Member Representation on Committees – draft**  
**Changes with effect from 1 April 2021 unless noted otherwise.**

	A&R	HGC	PGC	IGC	SGC	IntGC	Endow-ment Com	Rem Com	PPC	Integration Joint Boards					Additional	
										EA IJB	NA IJB	SA IJB	IJB Audit & Perf	IJB SPG/ SPAG		
Membership required	1C+ 5M	1C+5M	1C+5M	1C+4M	1C+5M						4	4	4			
Current Nos	1C+5M	1C+5M	1C+5M	1C+4M	1C+5M	1C+6M	1C+4M	1C+3M	1C+1VC	4 (1 Exec)	4	4	na	na		
Lesley Bowie Board Chair						Chair		Chair								<ul style="list-style-type: none"> <li>Chair Discretionary Points Committee</li> <li>Co-chair Medical Education Governance Group</li> </ul>
Margaret Anderson		Member			Chair	Member	Member	Member				Member				<ul style="list-style-type: none"> <li>HPHS Champion</li> </ul>
Michael Breen	Chair	Member	Member (VC)	Member		Member				Member Chair						<ul style="list-style-type: none"> <li>Member EACPP</li> </ul>
Laura Brennan- Whitefield			Member	Member	Member		Member									
Adrian Carragher		Member (VC)			Member						Member					<ul style="list-style-type: none"> <li>Chair ACF</li> </ul>
Sheila Cowan Joins 1-Apr-21		Member		Member			Member			Member						
Joe Cullinane		Member		Member (VC)				Member								
Sukhomoy Das	Member			Member	Member					Member			EA A&P Member			<ul style="list-style-type: none"> <li>Member Whistleblowing Oversight group</li> </ul>
Jean Ford	Member	Member		Chair		Member			Vice Chair		Member	Member	NA PAC Chair SA PAC Member			<ul style="list-style-type: none"> <li>SA IJB Budget working group</li> </ul>
Ewing Hope			Member		Member (VC)		Member	Member				Member				<ul style="list-style-type: none"> <li>Joint Chair APF</li> </ul>
Mhairi Kennedy Joined 1-Jan-2021	Member 1-Feb		Member 1-Feb								Member					
Bob Martin, Vice Chair Leaves 31-Oct-2021	Member (VC)		Chair			Member	Chair				Member (VC)			NA SPG Chair		
John Rainey			Member	Member	Member						Member		NA PAC Member			
Douglas Reid	Member				Member											
Linda Semple		Chair	Member			Member			Chair			Member (VC)	SA PAC Chair	SA SPAG Chair		<ul style="list-style-type: none"> <li>Chair Medicines Appeal Panel</li> <li>SA IJB Budget Group</li> </ul>
Lisa Tennant Leaves 31-Mar-2021	Member	Member		Chair		Member	Member		Vice Chair (joint)	Member			EA A&P Chair			

## NHS Ayrshire & Arran - Non-Executive Board Member Representation on Committees – draft Changes with effect from 1 April 2021 unless noted otherwise.

### Governance Committee Chairs and Vice Chairs

- Audit and Risk Committee Michael Breen (VC Bob Martin)
- Healthcare Governance Committee Linda Semple (VC Adrian Carragher)
- Performance Governance Committee Bob Martin (VC – new VC to be agreed from 1 April)
- Information Governance Committee Jean Ford from 1 April (VC Joe Cullinane)
- Staff Governance Committee Margaret Anderson (VC Ewing Hope)

### Additional Information:

- Non-Executive Board Members are Endowment Trustees of the Board's Charity Fund.
- Counter Fraud Champion is Michael Breen
- Whistleblowing Champion is Sukhomoy Das
- The following are Local Authority Meetings and not administered by NHS Ayrshire & Arran:

	NHS A&A Member
East Ayrshire Community Planning Partnership Board	Michael Breen Lesley Bowie
North Ayrshire Community Planning Partnership Board	John Burns Lesley Bowie
South Ayrshire Community Planning Partnership Board	John Burns Lesley Bowie

## NHS Ayrshire & Arran - Non-Executive Board Member Representation on Committees – draft Changes with effect from 1 April 2021 unless noted otherwise.

Revision history (from 2020)

Version	Date	Change
03.2	01.01.2020	Martin Cheyne – end of term as Board Chair Lesley Bowie – appointed interim Board Chair, taking on Chair of Integrated Governance, Remuneration Committee and Discretionary Points Committee in addition to existing NXD committee responsibilities
04.0	01.03.2020	Lesley Bowie – appointed Board Chair; stand down from Staff Governance and SAIJB (and its committees) Margaret Anderson – stand down from Information Governance, join Staff Governance Adrian Carragher – stand down from Audit Sukhomoy Das – join Audit, Information Governance and EA IJB Jean Ford – stand down from EA IJB and join SA IJB, Vice chair of PPC (wef 1 July 2020)
05.1	01.02.2021	Mhairi Kennedy – join Audit and Risk Committee and Performance Governance Committee
06.0	01.04.2021	Margaret Anderson – stand down as Member of Healthcare Governance Michael Breen – stand down from Performance Governance; join Healthcare Governance Laura Brennan Whitefield – stand down from Staff Governance; join Information Governance Sheila Cowan – join Healthcare Governance, Information Governance and Endowment Committees; join East Ayrshire IJB Sukhomoy Das – stand down from Information Governance; join Staff Governance Jean Ford – join Information Governance as Chair; join Integrated Governance Committee; stand down from North Ayrshire IJB Mhairi Kennedy - join North Ayrshire IJB John Rainey – stand down from Information Governance Committee