

NHS Ayrshire & Arran



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| Meeting: | Ayrshire and Arran NHS Board |
| Meeting date: | Monday 3 October 2022 |
| Title: | Membership of Board Committees |
| Responsible Director: | Lesley Bowie, Board Chair |
| Report Author: | Shona McCulloch, Head of Corporate Governance |

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

Membership of Board Committees and NHS appointments to Integration Joint Boards are approved by the NHS Board in accordance with the Board standing orders. This paper is presented for Members agreement.

2.2 Background

The NHS Board Standing Orders (6.2b) advises that appointment of Board committee members and membership of Board committees is a reserved matter for Board approval.

The allocation of responsibilities for Non-Executive Board Members is kept under review as people leave and join the Board. As a minimum the Board Chair reviews responsibilities annually, in line with the Non-Executive appraisal process to take into account discussion with individual Non-Executives. This ensures good governance practice in the best use of Non-Executive skills and experience across our governance committees. Any changes will be subject to Board approval.

2.3 Assessment

The matrix recording Board Member responsibilities has been updated to reflect:

- Michael Breen, Non-Executive, has resigned from the NHS Board with effect from 31 October 2022. The following sets out proposals for the committees that Michael is a member of, plus any additional responsibilities:
 - Audit and Risk Committee
 - Jean Ford to take up post as Chair of Audit and Risk Committee
 - Jean Ford to engage with national Audit and Risk Chairs' forum and take on role as the Board's Fraud Champion
 - Healthcare Governance Committee – to carry a vacancy until a new Non-Executive appointment has been made.
 - Information Governance Committee – to carry a vacancy until a new Non-Executive appointment has been made.
 - East Ayrshire Integration Joint Board (IJB)
 - Dr Sukhomoy Das to take up post as Vice Chair on an interim basis, as IJB Board Vice Chair Dr Das will also Chair the East Ayrshire Strategic Planning Group on an interim basis.
 - Adrian Carragher, Non-Executive member will join the East Ayrshire IJB from 31 October 2022 on an interim basis
 - The IJB interim arrangements will be reviewed when new Non-Executive appointments are made.
- Bob Martin has joined the North Ayrshire Children's Services Strategic Partnership as a member of the NA IJB.
- Sheila Cowan has been agreed by Information Governance Committee as the new Vice chair
- IJB reappointment - Adrian Carragher, Non-Executive Member, came to the end of his first term of appointment on NA IJB on 17 August 2022. Adrian has been nominated for a second term on the NA IJB.

With regards to carrying membership vacancies for the Healthcare and Information Governance Committees it is recognised this is not in accordance with the Committees' Terms of Reference and a derogation is proposed as an interim measure until new Non-Executives are appointed. Meeting attendance will be managed carefully by Committee Secretaries and the Head of Corporate Governance to ensure that a quorum is maintained for planned meetings.

The Public Bodies ministerial appointment process for two new Non-Executives is underway. This to replace Michael Breen and also Bob Martin who leaves the Board at end April 2023, following an 18 month extension to his appointment.

Appendices 1 and 2 gives the updated Member responsibilities with changes shown in red.

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.

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, 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. Approve updated version of Non-Executive Member Responsibilities. Agree the interim derogation to Governance Committee Terms of Reference in regard to required membership.

3. List of appendices

The following appendices are included with this report:

- Appendix 1 – Non-Executive membership of committees
- Appendix 2 – IJB memberships and terms of office

NHS Ayrshire & Arran - Non-Executive Board Member Representation on Committees – Draft

| | ARC | HGC | PGC | IGC | SGC | IntGC | Endow-ment Com | Rem Com | PPC | Integration Joint Boards | | | | | Additional |
|-----------------------------|-----------------|------------------|----------------|------------------|----------------|--------------------------|----------------|---------|---------------|--------------------------|-----------------|-----------------|-------------------------------|--|---|
| | | | | | | | | | | EA IJB | NA IJB | SA IJB | IJB Audit & Perf ¹ | IJB SPG/ SPAG ¹ | |
| Membership required | 1C+ 5M | 1C+5M | 1C+5M | 1C+4M | 1C+5M | All GCs | | | | | 4 | 4 | 4 | | |
| Current Nos | 1C+5M | 1C+4M Vacancy | 1C+5M | 1C+3M Vacancy | 1C+5M | 1C+4M | 1C+4M | 1C+3M | 1C+1VC | 4 (1 Exec) | 4 | 4 | | | |
| Lesley Bowie Board Chair | | | | | | Chair | | Chair | | | | | | | <ul style="list-style-type: none"> Chair Discretionary Points Committee Chair Medical Education Governance Group |
| Margaret Anderson | | | | | Chair | Member | Member | Member | | | | Member | | | <ul style="list-style-type: none"> HPHS Champion Chair Corporate Equalities Committee |
| Marie Burns | Member | Member | | | | | | | | | | | | | |
| Michael Breen | Chair | Member | | Member | | Member | | | | Member VC | | | EA SPG Chair | <ul style="list-style-type: none"> Member EACPP Audit Chairs Network | |
| Adrian Carragher | | Member (VC) | | | Member | | | | | Member | Member | | | | <ul style="list-style-type: none"> Chair ACF |
| Sheila Cowan | | Member | | Member VC | | | Member | | | Member | | | EA A&P Chair | | |
| Sukhomoy Das | Member | | | | Member | | | | | Member VC | | | EA A&P Member | EA SPG Chair | <ul style="list-style-type: none"> Member Whistleblowing Oversight group |
| Christie Fisher | | | Member | | | | Member | | | | Member | | | | • |
| Jean Ford | Member Chair | Member | | Chair | | Member ARC and IGC | | | Vice Chair | | | Member | | | <ul style="list-style-type: none"> SA IJB Budget group Audit Chairs Network |
| Ewing Hope | | | Member | | Member (VC) | | Member | Member | | | | Member | | | <ul style="list-style-type: none"> Joint Chair APF |
| Lee Lyons | | | Member | | Member | | | | | | | | | | |
| Bob Martin, Vice Chair | Member (VC) | | Chair | | | Member | Chair | | | | Member Chair | | NA SPG VC | <ul style="list-style-type: none"> Member NACPP in role as IJB Chair Member NA Children's Services Strategic Partnership | |
| Linda Semple | | Chair | Member (VC) | | | Member | | | Chair | | | Member Chair | | | <ul style="list-style-type: none"> Chair Medicines Appeal Panel SA IJB Budget Group Chair Strategic Climate Emergency and Sustainability Group |
| Marc Mazzucco | Member | | Member | Member | | | | | | | Member | | | | |
| Douglas Reid | | | | Member | Member | | | Member | | | | | | | |

15 Non-Executive Members

¹ - agreed by IJBs

NHS Ayrshire & Arran - Non-Executive Board Member Representation on Committees – Draft

Governance Committee Chairs and Vice Chairs

- Audit and Risk Committee Jean Ford (VC Bob Martin)
- Healthcare Governance Committee Linda Semple (VC Adrian Carragher)
- Performance Governance Committee Bob Martin (VC Linda Semple)
- Information Governance Committee Jean Ford (VC Sheila Cowan)
- 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 Jean Ford
- Whistleblowing Champion is Sukhomoy Das
- Sustainability Champion is Linda Semple
- 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, EA IJB Vice chair Lesley Bowie, Board Chair Discussion is ongoing regarding NHS nominees for EACPP |
| North Ayrshire Community Planning Partnership Board | Claire Burden, Chief Executive Lesley Bowie, Board Chair |
| South Ayrshire Community Planning Partnership Board | Claire Burden, Chief Executive Lesley Bowie, Board Chair |

Appendix 2 – Ayrshire Integration Joint boards – membership and terms of office

Ayrshire IJBs - NHS Ayrshire & Arran Board Member Appointments

Memberships are a three year term
Chair/Vice Chair are a two year term (unless otherwise agreed)

| | Term start | Term end | Comments |
|---------------------------------------|-----------------------|-------------------------|---------------------------------------|
| East Ayrshire IJB | | | |
| Michael Breen (Vice Chair) | 01/05/2022 | 30/10/2022 | VC from 01/06/2021 2 years |
| Adrian Carragher | 31/10/2022 | TBC | Interim appointment |
| Sheila Cowan | 01/04/2021 | 30/03/2024 | |
| Sukhomoy Das (Vice Chair) | 01/03/2020 | 28/02/2023 | Vice Chair (Interim) |
| Jennifer Wilson | 01/04/2022 | 31/04/2025 | |
| North Ayrshire IJB | | | |
| Bob Martin (Chair) | 01/04/2021 | 30/04/2023 ¹ | Chair from 01/06/2021 2 years |
| Adrian Carragher | 18/08/2022 | 17/08/2025 | |
| Marc Mazzucco | 01/11/2021 | 31/10/2024 | |
| Christie Fisher | 01/08/2022 | 31/07/2025 | |
| South Ayrshire IJB | | | |
| Linda Semple (Chair) | 01/09/2021 | 31/08/2024 | Chair from 01/06/2022 3 years |
| Margaret Anderson | 01/07/2021 | 30/06/2024 | |
| Jean Ford | 01/03/2020 | 28/02/2023 | |
| Ewing Hope | 01/10/2022 | 30/09/2025 | |

¹ Bob Martin comes to end of his Non-Executive Member term of appointment on 30/04/2023