

NHS Ayrshire & Arran



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| Meeting: | Ayrshire and Arran NHS Board |
| Meeting date: | Tuesday 23 May 2023 |
| Title: | Corporate Governance – Board Member responsibilities and 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

There are a changes to Board Members with two new Non-Executives appointed and Bob Martin, Board Vice Chair ending his term of appointment on 30 April 2023. A number of governance committees have also held vacancies as agreed by the Board at the October meeting. This required a review of Board Members' Committee responsibilities. As Bob Martin is Vice Chair of the Board a new Vice Chair is required to replace Bob.

An updated position for membership of Board Committees is presented. The Board Vice Chair appointment is also presented. Board members approved this paper by email during April 2023 and the proposals are now presented for Board for formal approval.

2.2 Background

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

The allocation of responsibilities for Non-Executive Board Members is reviewed as people leave and join the Board and as a minimum the Board Chair reviews responsibilities annually. This takes into account discussions with Non-Executives at

annual appraisals to ensure the best use of Non-Executive skills and experience across our governance committees. Any changes will be subject to Board approval.

At the Board meeting on 3 October, Members agreed for a number of governance committees to hold vacancies until new Non-Executives were appointed. This affected Healthcare Governance, Performance Governance and Information Governance Committees. A vacancy on East Ayrshire Integration Joint board was filled with an interim member.

2.3 Assessment

- Board Vice Chair

Lesley Bowie nominated Sheila Cowan as the candidate for Vice Chair to the Cabinet Secretary and the Cabinet Secretary appointment has been confirmed. The appointment term for the Vice Chair will be two years, 01/05/2023 to 30/04/2025.

- Changes to Non-Executive Board Members

Joyce White joined the Board on 1 April 2023 and Neil McAleese joined the Board on 1 May 2023. Bob Martin, Vice Chair, left the Board on 30 April 2023 at the end of his extended term of appointment

- Committee changes

The Board Chair considered the range of skills available to ensure that Committees and Integration Joint Boards continue to have as strong a membership as possible. The proposed amendments to Committee membership are outlined below:

- Joyce White will sit on Audit and Risk Committee, Performance Governance Committee and North Ayrshire Integration Joint Board (IJB). As a member of North Ayrshire IJB, Joyce will take up the Vice Chair role and as Vice Chair she will chair the IJB Strategic Planning Group.
- Neil McAleese will sit on Audit and Risk Committee, Healthcare Governance Committee, Endowment Committee and will replace Adrian Carragher on the East Ayrshire IJB. As a member of East Ayrshire IJB Neil will join the IJB Audit and Performance Committee.
- Adrian Carragher will step down as an interim member of East Ayrshire IJB.
- Sheila Cowan will join Performance Governance Committee as Chair and step down from Healthcare Governance Committee. Sheila will take over the Chair role on Endowment Committee. As a Governance Committee Chair Sheila will join Integrated Governance Committee
- Sukhomoy Das' interim appointment as Vice Chair of East Ayrshire IJB is confirmed as a permanent role and Sukhomoy will take up the East Ayrshire IJB Chair role from June 2023. As East Ayrshire IJB Chair he will step down from both IJB Audit and Performance Committee and Strategic Planning Group.
- Christie Fisher will join Healthcare Governance Committee and Information Governance Committee and will step down from Performance Governance Committee.

- Jean Ford will step down as Chair of Information Governance Committee, due to her role as Chair of Audit and Risk Committee.
- Marc Mazzucco will take up the Chair role on Information Governance Committee, replacing Jean Ford. As a Governance Committee Chair Marc will join Integrated Governance Committee

Appendices 1 and 2 show the proposed updates to Non-Executive Committee responsibilities and Integration Joint Board memberships, in highlighted text.

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 - ensures good governance practice in the best use of Non-Executive skills and experience across our governance committees 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

The Board Chair engages with Non-Executives, Committee Chairs and executive officers as appropriate in proposing committee members.

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 appointment of Sheila Cowan as Board Vice Chair for a two year term.

- Members are asked to approve the changes to committee membership and appointments reflected in Appendices 1 and 2.

3. List of appendices

- 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 ✓ | 1C+5M ✓ | ✓ | ✓ | ✓ | 4 (1Exec) ✓ | 4 ✓ | 4 ✓ | | | |
| Lesley Bowie Board Chair | | | | | | Chair | | Chair | | | | | | | <ul style="list-style-type: none"> Chair Discretionary Points Committee Chair Medical Education Governance Group |
| Joyce White | Member | | Member | | | | | | | | Member VC | | | NA SPG | |
| Neil McAleese | Member | Member | | | | | Member | | | Member | | | EA A&P Member | | |
| Margaret Anderson | | | | | Chair | Member | Member | Member | | | | Member | | | <ul style="list-style-type: none"> HPHS Champion Chair Corporate Equalities Committee |
| Marie Burns | Member | Member | | | | | | | | | | | | | |
| Adrian Carragher | | Member VC | | | Member | | | | | Member | Member | | | | <ul style="list-style-type: none"> Chair ACF |
| Sheila Cowan | | Member | Member Chair | Member VC | | Member | Member Chair | | | Member | | | EA A&P Chair | | |
| Sukhomoy Das | Member | | | | Member | | | | | Member VC Perm Chair from Jun | | | EA A&P Member | EA SPG Chair | <ul style="list-style-type: none"> Member Whistleblowing Oversight group |
| Christie Fisher | | Member | Member | Member | | | Member | | | | Member | | | | • |
| Jean Ford | Chair | Member | | Member Chair | | Member | | | 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 | | | | | | | | | | |
| 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 Chair | | Member | | | | | Member | | | | |
| Douglas Reid | | | | Member | Member | | | Member | | | | | | | |

¹ - agreed by IJBs

Governance Committee Chairs and Vice Chairs

- Audit and Risk Committee Jean Ford (VC to be decided by ARC)
- Healthcare Governance Committee Linda Semple (VC Adrian Carragher)
- Performance Governance Committee Sheila Cowan (VC Linda Semple)
- Information Governance Committee Marc Mazzucco (VC Sheila Cowan)
- Staff Governance Committee Margaret Anderson (VC Ewing Hope)

Additional Information:

- 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:

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| | NHS A&A Member |
| East Ayrshire Community Planning Partnership Board | Lesley Bowie, Board Chair Vacancy for 2 nd NHS nominee |
| 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
From 1 May 2023

Memberships - 3 years

Chair/Vice Chair role – 2 years (unless otherwise agreed)

| | Term start | Term end | Comments |
|---------------------------|------------|------------|--|
| East Ayrshire IJB | | | |
| Sheila Cowan | 01/04/2021 | 30/03/2024 | |
| Sukhomoy Das (Vice Chair) | 01/03/2023 | 28/02/2026 | 2 nd term Vice Chair (31/10/2022) confirmed. Chair from June 2023 for 2 years |
| Neil McAleese | 01/05/2023 | 01/04/2026 | |
| Jennifer Wilson | 01/04/2022 | 31/04/2025 | |
| North Ayrshire IJB | | | |
| Joyce White (Vice Chair) | 01/05/2023 | 30/04/2026 | Vice Chair from June 2023 - 2 years |
| Adrian Carragher | 18/08/2022 | 17/08/2025 | 2 nd term |
| 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 | 01/03/2023 | 28/02/2026 | 2 nd term |
| Ewing Hope | 01/10/2022 | 30/09/2025 | |