

NHS Ayrshire & Arran



| | |
|------------------------------|--|
| Meeting: | Ayrshire and Arran NHS Board |
| Meeting date: | Monday 14 August 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 changes to Board Members due to an unplanned resignation of a Non-Executive Board Member. This required a review of Board Members' Committee responsibilities. Proposals for Committee membership to take account of the Non-Executive Member vacancy are presented to 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.

2.3 Assessment

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

- Margaret Anderson, Non-Executive Member, resigned from the NHS Board with effect from 31 May 2023. The following sets out proposals for the committees that Margaret was a member of, plus any additional responsibilities:
 - Staff Governance Committee
 - Ewing Hope to take up the role as interim Chair of Staff Governance Committee to replace Margaret. Ewing is currently the vice chair.
 - Committee to carry a vacancy until a new Non-Executive appointment has been made.
 - Remuneration Committee and Endowment Committee – each to carry a vacancy until a new Non-Executive appointment has been made.
 - Integrated Governance Committee – Ewing Hope will join Integrated Governance Committee as interim chair of Staff Governance Committee
 - Corporate Equalities Committees Chair – interest was sought from Non-Executive members for this role. On review of interest received the Board Chair has appointed Dr Sukhomoy Das as Chair of Corporate Equalities Committee.
 - South Ayrshire Integration Joint Board (IJB)
 - Mr Derek Lindsay, Executive member will join the South Ayrshire IJB from 1 July 2023 on an interim basis
 - The IJB interim arrangements will be reviewed when a new Non-Executive appointment is made.
- Sukhomoy Das has been agreed as the Vice Chair for Audit and Risk Committee.
- Marc Mazzucco has been agreed as 2nd Vice Chair for the Pharmacy Practices Committee
- Adrian Carragher the current chair of Area Clinical Forum is stepping down from the role from 17 August 2023. A new Chair of Area Clinical Forum has been nominated by the Chairs of Area Professional Committees and confirmation of the ministerial appointment to the Board is awaited. The new chair will take on Adrian's committee responsibilities.

With regards to membership vacancies for the Staff Governance Committee, Remuneration Committee and Endowment Committee it is recognised this is not in accordance with the Committees' Terms of Reference and a derogation is proposed as an interim measure until a new Non-Executive is 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 a new Non-Executive to replace Margaret Anderson is underway.

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 note the changes and approve:

- the changes to committee membership and appointments reflected in Appendices 1 and 2
- the interim derogation to Committee Terms of Reference in regard to required membership.

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 | Endowment 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 Vacancy | 1C+5M ✓ | Vacancy | Vacancy | ✓ | 4 (1Exec) ✓ | 4 ✓ | 4 (1Exec) ✓ | | | |
| 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-NA Chair Corporate Equalities Committee |
| Marie Burns | Member | Member | | | | | | | | | | | | | |
| Adrian Carragher Stepping down 17/8/2023 | | Member VC | | | Member | | | | | | Member | | | | <ul style="list-style-type: none"> Chair ACF |
| Sheila Cowan | | | Chair | Member VC | | Member | Chair | | | Member | | | EA A&P Chair | | |
| Sukhomoy Das | Member VC | | | | Member | Attendee | | | | Chair | | | | | <ul style="list-style-type: none"> Member Whistleblowing Oversight group Chair Corporate Equalities Committee |
| Christie Fisher | | Member | | Member | | | Member | | | | Member | | NA PAC Member | | |
| Jean Ford | Chair | Member | | Member | | Member | | | Vice Chair | | | Member | SA PAC Member | | <ul style="list-style-type: none"> SA IJB Budget group Audit Chairs Network |
| Ewing Hope | | | Member | | Chair (interim) | Member (interim) | Member | Member | | | | Member | SA PAC Member | | <ul style="list-style-type: none"> Joint Chair APF |
| Lee Lyons | | | Member | | Member | | | | | | | | | | |
| Neil McAleese | Member | Member | | | | | Member | | | Member | | | EA A&P 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 | Chair | | Member | | | Vice Chair | | Member | | NA PAC Chair | | |
| Douglas Reid | | | | Member | Member | | | Member | | | | | | | |
| Joyce White | Member | | Member | | | Attendee | | | | | Member VC | | | NA SPG Ch | |

¹ - agreed by IJBs

Governance Committee Chairs and Vice Chairs

- Audit and Risk Committee Jean Ford (VC Sukhomoy Das)
- 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 Ewing Hope (interim) (VC Vacant)

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 | 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 July 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 | <i>2nd term Chair from June 2023 for 2 years</i> |
| Neil McAleese | 01/05/2023 | 30/04/2026 | |
| Jennifer Wilson | 01/04/2022 | 30/03/2025 | |
| North Ayrshire IJB | | | |
| Joyce White (Vice Chair) | 01/05/2023 | 30/04/2026 | <i>Vice Chair from June 2023 - 2 years</i> |
| Adrian Carragher | 18/08/2022 | 17/08/2025 | <i>2nd term</i> |
| 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 | <i>Chair from 01/06/2022 - 3 years</i> |
| Derek Lindsay | 01/07/2023 | Interim | <i>Interim for 2023 until new NXD appointed</i> |
| Jean Ford | 01/03/2023 | 28/02/2026 | <i>2nd term</i> |
| Ewing Hope | 01/10/2022 | 30/09/2025 | |
| Margaret Anderson | 01/07/2021 | 30/06/2024 | |