

NHS Ayrshire & Arran



Meeting:	Ayrshire and Arran NHS Board
Meeting date:	Monday 12 August 2024
Title:	Corporate Governance – Board Member responsibilities and membership of Board Committees
Responsible Director:	Linda Semple, Interim 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

The current Ayrshire and Arran NHS Board Chair has agreed a six month period of medical leave with Scottish Government and a second Vice Chair and Interim Board Chair has been appointed from the Non-Executive Member cohort. This required a review and changes to Board Committee and Integration Joint Board members to ensure a continued robust governance committee framework. Proposals for interim arrangements for Board Committees and South Ayrshire Integration Joint Board are presented to Members for approval.

Board members approved this paper by email during early July 2024 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, Vice Chair and Head of Corporate Governance review responsibilities annually. This review takes into account discussions with Non-Executives at annual appraisals and the skills and

experience that our Non-Executives bring to the Board to ensure the best use of skills and experience across our Board committees. Any changes will be subject to Board approval.

2.3 Assessment

- Board Chair

As reported previously to Board Members, our current Chair of Ayrshire and Arran NHS Board, Lesley Bowie, is taking a period of medical leave following advice from a cardiologist, to 30 November 2024. Support was sought from Scottish Government to appoint an Interim Chair. The Cabinet Secretary Health and Social Care has confirmed the appointment of Linda Semple, Non-Executive Member, as a second Vice Chair and to take up the role of Interim Board Chair from 17 June 2024 for a period of six months.

- Committee changes:

As Interim Board Chair, Linda Semple will step down from: Healthcare Governance Committee (Chair); Performance Governance Committee (Vice Chair) and South Ayrshire Integration Joint Board (Chair) and Integrated Governance Committee.

Linda will continue in her role as Pharmacy Practices Committee Chair and this will be reviewed if required in the six month interim period. Linda will also continue in her role as Chair of the Strategic Climate Emergency and Sustainability group. Her role as Chair of the Medicines Appeal Panel is only required should an Appeal be escalated.

The Interim Board Chair considered the range of skills available to ensure that Committees continue to have as strong a membership as possible. The proposed interim amendments to Committee Membership from 1 July 2024 to 31 December 2024 are outlined below:

- Healthcare Governance Committee
 - Joyce White will join Healthcare Governance Committee and take on the role of Committee Chair.
- Performance Governance Committee
 - Jean Ford will join Performance Governance Committee as a Member.
- Integrated Governance Committee
 - Sheila Cowan, Board Vice Chair, will take on the role of Chair of Integrated Governance Committee.
 - As Chair of Healthcare Governance Committee, Joyce will become a member of Integrated Governance Committee
 - Members are asked to support an interim derogation to the Committee Terms of Reference which state that the Board Chair will chair the Integrated Governance Committee. As an interim measure this is being filled by the Board Vice chair.
- South Ayrshire Integration Joint Board (SA IJB)
 - Jean Ford has agreed to take up the SA IJB Chair role on an interim basis. Jean is already a member of SA IJB.
 - Neil McAleese has been nominated and agreed to join the SA IJB on an interim basis.

- Liam Gallacher will join the SA Strategic Planning Group, a subgroup of SA IJB. Liam will also join South Ayrshire Performance and Audit committee on an interim basis.

In addition, it is noted that:

- North Ayrshire Integration Joint Board (NA IJB). Marc Mazzuco, Non-Executive Member, comes to the end of his first term of appointment on NA IJB on 31 October 2024. Marc has been nominated for a second term on the NA IJB.

In supporting these interim arrangements, the additional time commitment required of Non-Executive members and the support offered to ensure a robust governance committee framework is acknowledged by all Members. The Chief Executive and Interim Board Chair note thanks to all Members for their continued support.

We are continuing to engage with the national Public Bodies Appointment Team to progress the ministerial appointment process for a new Non-Executive to fill the existing Non-Executive vacancy.

Appendices 1 and 2 show the updated matrix for Non-Executive Committee responsibilities and Integration Joint Board membership.

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

Where Non-Executive board members meet the criteria set out and agreed by Remuneration Committee in 2016, additional payments will be made of one day per month. This is in accordance with Scottish Government direction and does not apply to Stakeholder members. The financial impact of the Board Chair interim arrangements and Non-Executive remuneration has been reviewed and this will be monitored closely to minimise any overspend incurred in ensuring that the Board delivers on required corporate governance. The current Non-Executive vacancy budget will minimise the cost pressures.

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. The additional time commitment for Non-Executives has been recognised and as noted above, additional payments will be made as appropriate.

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 Interim Board Chair appointment
- Approve the interim changes to committee and IJB membership.
- Approve the derogation to the Integrated Governance Committee Terms of Reference to note that the Committee Chair will be the Board Vice Chair as an interim arrangement.

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 ✓ Vacancy	1C+5M ✓	1C+4M ✓ Vacancy	1C+5M ✓	1C+5M ✓	✓	✓	✓	4 (1Exec) ✓	4 ✓	4 ✓			
Linda Semple Interim Chair 17/06/23								Chair	Chair						<ul style="list-style-type: none"> • Chair Discretionary Points Committee • Chair Medical Education Governance Group • Chair Medicines Appeal Panel • Chair Strategic Climate Emergency and Sustainability Group
Marie Burns	Member	Member													
Tom Hopkins		Member			Member						Member		NA PAC Member		• Chair ACF
Sheila Cowan Board Vice Chair			Chair	Member VC		Chair (interim)	Chair			Member			EA A&P Chair		
Sukhomoy Das	Member VC				Member	Attendee	Member (interim)			Member Chair					<ul style="list-style-type: none"> • Member Whistleblowing Oversight group • Chair Corporate Equalities Committee
Jean Ford	Chair	Member	Member (interim)	Member		Member			Vice Chair		Member (interim)	Member Chair (interim)	NA PAC Member (interim)		<ul style="list-style-type: none"> • SA IJB Budget group • Audit Chairs Network
Liam Gallacher					Chair	Member	Member	Member				Member	SA PAC Member	SA SPG Member	
Ewing Hope			Member		Member VC		Member	Member				Member	SA PAC Member		• Joint Chair APF
Lee Lyons			Member		Member										
Marc Mazzucco	Member		Member	Chair		Member			Vice Chair		Member		NA PAC Chair		
Neil McAleese	Member	Member					Member VC			Member		Member	EA A&P Member		
Douglas Reid				Member	Member			Member							
Joyce White	Member	Chair	Member			Member					Member VC			NA SPG Chair	

¹ - agreed by IJBs

Governance Committee Chairs and Vice Chairs

- Audit and Risk Committee Jean Ford (VC Sukhomoy Das)
- Healthcare Governance Committee Joyce White (VC Vacant)
- Performance Governance Committee Sheila Cowan (VC Vacant)
- Information Governance Committee Marc Mazzucco (VC Sheila Cowan)
- Staff Governance Committee Liam Gallacher (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	Claire Burden, Chief Executive Linda Semple, Interim Board Chair
North Ayrshire Community Planning Partnership Board	Claire Burden, Chief Executive Linda Semple, Interim Board Chair
South Ayrshire Community Planning Partnership Board	Claire Burden, Chief Executive Linda Semple, Interim Board Chair

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

Ayrshire IJBs - NHS Ayrshire & Arran Board Member Appointments
from 1 July 2024

Memberships - 3 years

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

	Term start	Term end	Comments
East Ayrshire IJB			
Sheila Cowan	01/04/2024	30/03/2027	<i>2nd term</i>
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>
Tom Hopkins	18/08/2023	17/08/2026	
Marc Mazzucco	01/11/2021	31/10/2024	<i>Nominated for 2nd term</i>
Jean Ford	01/04/2024	Interim	
South Ayrshire IJB			
Jean Ford (Chair)	01/03/2023	28/02/2026	<i>2nd term Chair 01/07/23 for 6 months, interim</i>
Liam Gallacher	01/02/2024	31/01/2027	
Ewing Hope	01/10/2022	30/09/2025	
Neil McAleese	01/07/2024	Interim	