

# NHS Ayrshire & Arran



<b>Meeting:</b>	<b>Ayrshire and Arran NHS Board</b>
<b>Meeting date:</b>	<b>Monday 3 February 2025</b>
<b>Title:</b>	<b>Corporate Governance – Board Member responsibilities and membership of Board Committees</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 Ayrshire and Arran NHS Board Chair, Lesley Bowie, returned to post in early December following an agreed six month period of medical leave. In addition a new Non-Executive Member was appointed to the Board from 6 January 2025, to fill an ongoing vacancy. This required a review of the Board Member responsibilities. Revised membership for Board Committees and Ayrshire Integration Joint Boards is presented to Members for 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 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.

At the Board meeting on 12 August 2024 the Board agreed interim arrangements for Non-Executive member responsibilities and committees to take account of the Interim Board Chair arrangements. With Ms Semple appointed to the interim Chair role and the Board already holding a Non-Executive vacancy, this meant the Board was in effect carrying two vacancies and as such a number of Non-Executive Members agreed to take on additional responsibilities and there was agreement for committees to carry member vacancies where this could be managed.

## 2.3 Assessment

The current Board Chair, Lesley Bowie, returned to her role on 7 December 2024 following an agreed period of medical leave.

The interim Board Chair, Linda Semple, stood down from the interim Board Chair role with effect from 13 December, allowing for a hand over period. Ms Semple will take up her appointment as Vice Chair, which was agreed by the Minister in June 2024.

Following a successful recruitment process, Sharon Morrow, Non-Executive Member, joined the NHS Board from 6 January 2025. Following discussion with the Board Chair, Sharon will join the Healthcare Governance and Information Governance Committees, Endowment Committee and the North Ayrshire Integration Joint Board (IJB).

As the NHS Board now has a full complement of Members, committee membership and interim arrangements were reviewed with changes proposed as below:

- Committee changes:
  - Lesley Bowie as Board Chair will resume her prior responsibilities; Chair of Integrated Governance Committee, Chair of Remuneration Committee, Chair of Discretionary Points committee and Chair of Medical Education Governance Group.
  - Linda Semple will step down as Chair of Remuneration Committee, Chair of Discretionary Points Committee and Chair of Medical Education Governance Group. Ms Semple will return to her prior Committee responsibilities, noted below. Linda had continued in her roles as Pharmacy Practices Committee Chair and 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.
  - Healthcare Governance Committee
    - Linda Semple will re-join the committee and return to her role as Committee chair
    - Joyce White will stand down as a member and Chair of Healthcare Governance Committee
    - Sharon Morrow will join the committee as a Member
    - The derogation agreed to the Terms of Reference to carry a member vacancy is no longer required.
  - Performance Governance Committee
    - Linda Semple will re-join the committee and return to her role as Committee vice chair.
    - Jean Ford will stand down from Performance Governance Committee.

- Information Governance Committee
  - Sharon Morrow will join the committee as a member
  - The derogation agreed to the Terms of Reference to carry a member vacancy is no longer required.
  
- Integrated Governance Committee
  - Lesley Bowie will return to her role as Committee Chair.
  - Sheila Cowan will return to her role as Committee vice chair.
  - Linda Semple will re-join the committee as a member.
  - Joyce White will return to being an attendee on the committee
  - The derogation agreed for the Board Vice Chair to chair this committee is no longer required.
  
- South Ayrshire Integration Joint Board (SA IJB)
  - Linda Semple will re-join SA IJB and return to her role as IJB Chair.
  - Jean Ford will step down as SA IJB Chair and continue as a member.
  - Jean Ford will re-join the South Ayrshire Performance and Audit committee.
  - Neil McAleese will step down as an interim member of the SA IJB.
  - Liam Gallacher will step down as an interim member of the South Ayrshire Performance and Audit committee.
  
- North Ayrshire Integration Joint Board (NA IJB).
  - Sharon Morrow will join the NA IJB as a member.
  - Jean Ford will step down as an interim member of the NA IJB due to Sharon's appointment.
  
- East Ayrshire Integration Joint Board (EA IJB)
  - Jennifer Wilson, Nurse Director, is an NHS Board Executive Member appointed to the EA IJB and is nominated for a further three year term from 1 April 2025, when her first term comes to an end.
  
- Endowment Committee (EC)
  - Sharon Morrow will join the Endowment Committee as a member
  - Sukhomoy Das will step down as an interim member of the EC due to Sharon's appointment.

These changes will bring each committee to a full complement of members and the Chair, Lesley Bowie, wishes to thank the Non-Executive and Executive Board Members for their flexibility and support over the past year to ensure continued good governance through our governance and committee arrangements.

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 these changes.

### **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.

### **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 engaged with Board Members in proposing the changes and these were shared and supported through e-mail communication with Board in January 2025 prior to submission for approval.

### **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 board committee and IJB membership.

## **3. List of appendices**

Appendix 1 – Non-Executive membership of committees

Appendix 2 – IJB memberships and terms of office

## NHS Ayrshire &amp; 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 <sup>1</sup>	IJB SPG/ SPAG <sup>1</sup>	
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"> <li>Chair Discretionary Points Committee</li> <li>Chair Medical Education Governance Group</li> </ul>
Sheila Cowan Board Vice Chair			Chair	Member VC		Member VC	Chair			Member			EA A&P Chair		
Linda Semple Board Vice Chair		Chair	Member VC			Member			Chair			Chair			<ul style="list-style-type: none"> <li>Chair Strategic Climate Emergency and Sustainability Group</li> <li>Chair Medicines Appeal Panel</li> <li>SA IJB Budget Group</li> </ul>
Marie Burns	Member	Member													
Sukhomoy Das	Member VC				Member	Attendee				Member Chair					<ul style="list-style-type: none"> <li>Member Whistleblowing Oversight group</li> <li>Chair Corporate Equalities Committee</li> </ul>
Jean Ford	Chair	Member		Member		Member			Vice Chair			Member	SA PAC		<ul style="list-style-type: none"> <li>SA IJB Budget group</li> <li>Audit Chairs Network</li> </ul>
Liam Gallacher					Chair	Member	Member	Member				Member		SA SPG Member	
Ewing Hope			Member		Member VC		Member	Member				Member	SA PAC Member		Joint Chair APF
Tom Hopkins		Member			Member						Member		NA PAC Member		<ul style="list-style-type: none"> <li>Chair ACF</li> <li>NA IJB Budget group</li> </ul>
Lee Lyons			Member		Member										
Marc Mazzucco	Member		Member	Chair		Member			Vice Chair		Member		NA PAC Chair		NA IJB Budget group
Neil McAleese	Member	Member					Member VC			Member			EA A&P Member		
Sharon Morrow		Member		Member			Member				Member		NA PAC Member tbc		
Douglas Reid				Member	Member			Member							
Joyce White	Member		Member			Attendee					Member VC			NA SPG Chair	NA IJB Budget group

<sup>1</sup> - agreed by IJB

### **Governance Committee Chairs and Vice Chairs**

- Audit and Risk Committee Jean Ford (VC Sukhomoy Das)
- Healthcare Governance Committee Linda Semple (VC Vacant)
- Performance Governance Committee Sheila Cowan (VC Linda Semple)
- 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 Lesley Bowie, Board Chair
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

Ayrshire IJBs - NHS Ayrshire & Arran Board Member Appointments  
from 6 January 2024

Memberships - 3 years

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

	Term start	Term end	Comments
<b>East Ayrshire IJB</b>			
Sheila Cowan	01/04/2024	30/03/2027	<i>2<sup>nd</sup> term</i>
Sukhomoy Das (Chair)	01/03/2023	28/02/2026	<i>2<sup>nd</sup> term</i> <i>Chair from June 2023 - 2 years</i>
Neil McAleese	01/05/2023	30/04/2026	
Jennifer Wilson	01/04/2022	30/03/2025	
	01/04/2025	30/03/2028	<i>Nominated for 2<sup>nd</sup> term</i>
<b>North Ayrshire IJB</b>			
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	01/11/2024	31/10/2027	<i>2<sup>nd</sup> term</i>
Sharon Morrow	06/01/2025	05/01/2028	
<b>South Ayrshire IJB</b>			
Linda Semple (Chair)	01/09/2021	31/08/2024	<i>Chair from 01/06/2022 - 3 years</i> <i>(Stood down from IJB 01/07 – 09/12/24)</i>
Jean Ford	01/03/2023	28/02/2026	<i>2<sup>nd</sup> term</i> <i>Interim Chair 01/07-09/12/2024</i>
Liam Gallacher	01/02/2024	31/01/2027	
Ewing Hope	01/10/2022	30/09/2025	