

NHS Ayrshire & Arran



Meeting:	Ayrshire and Arran NHS Board
Meeting date:	Monday 5 February 2024
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 with a new Non-Executive appointed to the NHS Board from 1 January 2024. This required a review of Board Members' Committee responsibilities, noting that a number of governance committees have held vacancies as agreed by the Board in August 2023. Proposals for updated Committee Memberships 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

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

- Liam Gallacher, Non-Executive Member, joined the NHS Board with effect from 1 January 2024. The following sets out proposals for committees that Liam would join:
 - Staff Governance Committee – to join initially as a member and taking on the role of Chair from March 2024 to enable handover.
 - Remuneration Committee as a member
 - Endowment Committee as a member
 - Integrated Governance Committee – to join Integrated Governance committee from March 2024, as Chair of Staff Governance Committee, replacing Ewing Hope.
 - South Ayrshire Integration Joint Board – to join as a member
- Ewing Hope to return to the Vice Chair role for Staff Governance Committee following a handover of the Chair responsibilities to Liam Gallacher. Ewing would also stand down from Integrated Governance Committee at this time.
- Derek Lindsay to stand down from the South Ayrshire Integration Joint Board with immediate effect.
- Tom Hopkins was agreed as Chair of Area Clinical Forum by the Chairs of Professional Advisory Committees and appointed to the NHS Board from 18 August 2023. As advised at the Board meeting on 14 August, Tom has taken on the previous ACF Chair's committee responsibilities.
- Christie Fisher has been agreed as the Vice Chair for Endowment Committee.
- East Ayrshire IJB: Sheila Cowan, Non-Executive Member, comes to the end of her first term of appointment on EA IJB on 31 March 2024. Sheila has been nominated for a second term on the EA IJB.

With the appointment of Liam Gallacher and the proposals above all Governance Committee now have their agreed number of members.

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

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 ✓	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
Marie Burns	Member	Member													
Tom Hopkins		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 VC 17/10				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
Liam Gallacher					Member/ Chair from Mar-24	Member from Mar-24	Member	Member				Member			
Ewing Hope			Member		Chair (interim) VC from Mar-24	Member (interim) from Mar-24	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
- Healthcare Governance Committee
- Performance Governance Committee
- Information Governance Committee
- Staff Governance Committee

Jean Ford (VC Sukhomoy Das)
Linda Semple (VC Adrian Carragher)
Sheila Cowan(VC Linda Semple)
Marc Mazzucco (VC Sheila Cowan)
Liam Gallacher from March 2024 when Ewing Hope will return to VC position

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 January 2024

Memberships - 3 years

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

	Term start	Term end	Comments
East Ayrshire IJB			
Sheila Cowan	01/04/2021 01/04/2024	30/03/2024 30/03/2027	2nd term proposed
Sukhomoy Das (Vice Chair)	01/03/2023	28/02/2026	2 nd term <i>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	
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>
Liam Gallacher	01/02/2024	31/01/2027	
Derek Lindsay	01/07/2023	Interim	Standing down as new NXD appointed
Jean Ford	01/03/2023	28/02/2026	2 nd term
Ewing Hope	01/10/2022	30/09/2025	