

# NHS Ayrshire & Arran



|                              |  |
|------------------------------|--|
| <b>Meeting:</b>              | <b>Ayrshire and Arran NHS Board</b>  |
| <b>Meeting date:</b>         | <b>Tuesday 26 March 2024</b>   |
| <b>Title:</b>                | <b>Corporate Governance – Board Committee and Integration<br/>Joint Board membership</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

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 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:

- Christie Fisher, Non-Executive Member, resigned from the NHS Board with effect from 29 February 2024. The following sets out proposals for the committees that Christie was a member of.
  - Healthcare Governance Committee and Information Governance Committee
    - Each to carry a vacancy until a new Non-Executive appointment has been made. 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.
    - The Board Chair will make every effort to attend forthcoming meetings for these committees and can be co-opted to the committee if required to ensure a quorum is maintained. 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.
  - Endowment Committee – Sukhomoy Das has offered and been nominated to join this committee on an interim basis until a new Non-Executive appointment has been made.
  - North Ayrshire Integration Joint Board (IJB)
    - Jean Ford has offered and been nominated to join the North Ayrshire IJB on an interim basis
    - The IJB interim arrangements will be reviewed when a new Non-Executive appointment is made.

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

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:

- Interim changes to committee membership 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 &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<br>✓  | 1C+5M<br>Vacancy | 1C+5M<br>✓   | 1C+4M<br>Vacancy | 1C+5M<br>✓   | 1C+5M<br>✓ | ✓                   | ✓       | ✓             | 4 (1Exec)<br>✓           | 4<br>✓              | 4<br>✓          |   |                            |   |
| Lesley Bowie<br>Board Chair |              |                  |              |                  |              | Chair      |                     | Chair   |               |                          |                     |                 |   |                            | <ul style="list-style-type: none"> <li>Chair Discretionary Points Committee</li> <li>Chair Medical Education Governance Group</li> </ul>  |
| Marie Burns                 | Member       | Member           |              |                  |              |            |                     |         |               |                          |                     |                 |   |                            |   |
| Tom Hopkins                 |              | Member           |              |                  | Member       |            |                     |         |               |                          | Member              |                 |   |                            | <ul style="list-style-type: none"> <li>Chair ACF</li> </ul>   |
| Sheila Cowan                |              |                  | Chair        | Member<br>VC     |              | Member     | Chair               |         |               | Member                   |                     |                 | EA A&P<br>Chair                                   |                            |   |
| Sukhomoy Das                | Member<br>VC |                  |              |                  | Member       | Attendee   | Member<br>(interim) |         |               | 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<br>Chair |                          | Member<br>(interim) | Member          | SA PAC<br>Member<br>NA PAC<br>Member<br>(interim) |                            | <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          |   |                            |   |
| Ewing Hope                  |              |                  | Member       |                  | Member<br>VC |            | Member              | Member  |               |                          |                     | Member          | SA PAC<br>Member                                  |                            | <ul style="list-style-type: none"> <li>Joint Chair APF</li> </ul>   |
| Lee Lyons                   |              |                  | Member       |                  | Member       |            |                     |         |               |                          |                     |                 |   |                            |   |
| Neil McAleese               | Member       | Member           |              |                  |              |            | Member              |         |               | Member                   |                     |                 | EA A&P<br>Member                                  |                            |   |
| Linda Semple                |              | Chair            | Member<br>VC |                  |              | Member     |                     |         | Chair         |                          |                     | Member<br>Chair |   |                            | <ul style="list-style-type: none"> <li>Chair Medicines Appeal Panel</li> <li>SA IJB Budget Group</li> <li>Chair Strategic Climate Emergency and Sustainability Group</li> </ul> |
| Marc Mazzucco               | Member       |                  | Member       | Chair            |              | Member     |                     |         | Vice<br>Chair |                          | Member              |                 | NA PAC<br>Chair                                   |                            |   |
| Douglas Reid                |              |                  |              | Member           | Member       |            |                     | Member  |               |                          |                     |                 |   |                            |   |
| Joyce White                 | Member       |                  | Member       |                  |              | Attendee   |                     |         |               |                          | Member<br>VC        |                 |   | NA SPG<br>Ch               |   |

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

## **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  | Lesley Bowie, Board Chair<br>Vacancy for 2 <sup>nd</sup> NHS nominee |
| North Ayrshire Community Planning Partnership Board | Claire Burden, Chief Executive<br>Lesley Bowie, Board Chair          |
| South Ayrshire Community Planning Partnership Board | Claire Burden, Chief Executive<br>Lesley Bowie, Board Chair          |

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

Ayrshire IJBs - NHS Ayrshire & Arran Board Member Appointments  
from April 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 (Vice Chair) | 01/03/2023 | 28/02/2026 | <i>2<sup>nd</sup> term<br/>Chair from June 2023 for 2 years</i> |
| Neil McAleese             | 01/05/2023 | 30/04/2026 |   |
| Jennifer Wilson           | 01/04/2022 | 30/03/2025 |   |
| <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             | 01/11/2021 | 31/10/2024 |   |
| Jean Ford                 | 01/04/2024 | Interim    |   |
| <b>South Ayrshire IJB</b> |            |            |   |
| 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 |   |
| Jean Ford                 | 01/03/2023 | 28/02/2026 | <i>2<sup>nd</sup> term</i>                                      |
| Ewing Hope                | 01/10/2022 | 30/09/2025 |   |