

NHS Ayrshire & Arran



Meeting:	Ayrshire and Arran NHS Board
Meeting date:	Monday 2 June 2025
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

The Board Chair has reviewed the membership on Board Committees and Integration Joint Boards as part of a planned annual process. In line with Integration Joint Board arrangements it is also the two yearly change for the Chair and Vice Chair posts. Proposed changes are presented for Board Members 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 Board Chair reviewed membership of Board Committees with the Board Vice Chair and Head of Corporate Governance. The review considered the range of skills available to ensure that Committees and Integration Joint Boards continue to have as strong a membership as possible. In accordance with Integration Joint Board (IJB) arrangements, the role of Chair and Vice Chair changes each two year period from NHS to Council and vice versa, also outlined below. The terms of office for IJB Chairs is two years unless otherwise agreed. Proposed amendments are outlined below:

To note that Sheila Cowan has stood down as Vice Chair of the Board. Linda Semple remains as Vice Chair.

- Healthcare Governance Committee
 - Jean Ford to step down from Healthcare Governance Committee
 - Liam Gallacher to join Healthcare Governance Committee
 - From 2 June 2025.
- South Ayrshire Integration Joint Board (SA IJB)
 - Linda Semple to step down as Chair of SA IJB from 12 June 2025. From this date Linda will also step down from SA IJB and join NA IJB.
 - Jean Ford will take on the role of SA IJB Vice Chair from 12 June and will also take over the role of Chair of the Strategic Planning group on this date. Both roles for a two year period.
 - Sharon Morrow will join SA IJB from 12 June, with a move from NA IJB.
- North Ayrshire Integration Joint Board (NA IJB)
 - Joyce White has taken on the role of NA IJB Chair from 1 April 2025. Joyce has also taken over the role of Vice Chair of the Strategic Planning group on this date. Both for a two year period.
 - Marc Mazzucco took over the role of Performance and Audit Committee Vice Chair from 1 April, for a two year period.
 - As noted above Sharon Morrow will step down from NAIJB with Linda Semple joining, with effect from 12 June.
- East Ayrshire Integration Joint Board (EA IJB).
 - Sukhomoy Das will step down as EA IJB Chair and take on the EA IJB Vice Chair role from 24 June. Sukhomoy will also take over the role of Chair of the Strategic Planning Group on this date. Both roles for a two year period.

For 2025 this was an interim review and a full review of committees and IJB membership will take place in Autumn 2025.

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 & Arran - Non-Executive Board Member Representation on Committees – Draft

	ARC	HGC	PGC	IGC	SGC	IntGC	Endow- ment 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
Sheila Cowan			Chair	Member VC		Member VC	Chair			Member			EA A&P Chair		
Linda Semple Board Vice Chair		Chair	Member VC			Member			Chair		Member	Chair			<ul style="list-style-type: none"> Chair Strategic Climate Emergency and Sustainability Group Chair Medicines Appeal Panel NA IJB Budget Group
Marie Burns	Member	Member													
Sukhomoy Das	Member VC				Member	Attendee				Member VC				EA SPG Chair	<ul style="list-style-type: none"> Member Whistleblowing Oversight group Chair Corporate Equalities Committee
Jean Ford	Chair	Member		Member		Member			Vice Chair			Member VC	SA PAC	SA SPG Chair	<ul style="list-style-type: none"> SA IJB Budget group Audit Chairs Network
Liam Gallacher		Member			Chair	Member	Member	Member				Member		SA SPG Member	
Ewing Hope			Member		Member VC		Member	Member				Member	SA PAC Member		<ul style="list-style-type: none"> Joint Chair APF
Tom Hopkins		Member			Member						Member		NA PAC Member		<ul style="list-style-type: none"> Chair ACF NA IJB Budget group
Lee Lyons			Member		Member										
Marc Mazzucco	Member		Member	Chair		Member			Vice Chair		Member		NA PAC VC		<ul style="list-style-type: none"> NA IJB Budget group
Neil McAleese	Member	Member					Member VC			Member			EA A&P Member		
Sharon Morrow		Member		Member			Member				Member	Member			
Douglas Reid				Member	Member			Member							
Joyce White	Member		Member			Attendee					Member Chair			NA SPG VC	<ul style="list-style-type: none"> NA IJB Budget group

¹ - 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 June 2025

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	2 nd term
Sukhomoy Das	01/03/2023	28/02/2026	2 nd term <i>Vice chair from June 2025 – 2 years</i>
Neil McAleese	01/05/2023	30/04/2026	
Jennifer Wilson	01/04/2025	30/03/2028	2 nd term
North Ayrshire IJB			
Joyce White	01/05/2023	30/04/2026	<i>Chair from 1 April 2025 - 2 years</i>
Tom Hopkins	18/08/2023	17/08/2026	
Marc Mazzucco	01/11/2024	31/10/2027	2 nd term
Sharon Morrow	06/01/2025	05/01/2028	<i>Move to SA IJB from 12 June</i>
Linda Semple	12/06/2025	11/06/2028	<i>Move from SA IJB</i>
South Ayrshire IJB			
Linda Semple (Chair)	01/09/2021	31/08/2024	<i>Move to NA IJB from 12 June</i>
Jean Ford	01/03/2023	28/02/2026	2 nd term <i>Vice Chair from 12 June 2025 – 2 years</i>
Liam Gallacher	01/02/2024	31/01/2027	
Ewing Hope	01/10/2022	30/09/2025	
Sharon Morrow	12/06/2025	11/06/2028	<i>Move from NA IJB</i>