

NHS Ayrshire & Arran



Meeting:	Ayrshire and Arran NHS Board
Meeting date:	Monday 10 August 2026
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

This supports the following Corporate Objectives:

- **Better Value** – Delivering innovative and sustainable services for everyone
- **Better Workplace** – Creating a great place for us to work

2. Report summary

2.1 Situation

The Board Chair has reviewed the membership on Board Committees as part of the planned annual process. Proposed changes to Board Committee memberships are presented for Board approval following the annual review of Board Member responsibilities.

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 an appropriate balance

of skills, knowledge and experience across Board Committees and other governance responsibilities. Any changes will be subject to Board approval.

The last review and change to membership of committees was presented to the NHS Board meeting on 2 June 2025.

2.3 Assessment

The Board Chair reviewed membership of Board Committees with the Board Vice Chair and Head of Corporate Governance. The review considered committee effectiveness, succession planning requirements, forthcoming Board member changes, and the need to maintain appropriate skills, experience and capacity across the Board's governance structure.

The discussions focused on immediate changes needed to support committees. As the Board is currently advertising for two new Non-Executives it was agreed that a full review would take place in October so that the skills of the new Non-Executives could be taken into account for future committee and IJB membership when the new Non-Executives take up post.

The Board's Employee Director, Ewing Hope, has notified his intention to retire on 2 October 2026 and the process to appoint a new Employee Director is in progress.

The Board Vice Chair, Linda Semple, comes to end of her second term on 30 August 2026 and discussions are ongoing regarding a new Vice Chair and vacancies on committees that will arise from Linda leaving.

From the interim review, the following proposals are put forward for Board approval to take effect from 10 August, unless noted otherwise.

Remuneration Committee:

- In line with current governance good practice, it is proposed that the Board Chair steps down as Chair of the Remuneration Committee whilst remaining a member.
- It has been recognised that Remuneration Committee would benefit from an increase in members and therefore Sharon Morrow and Neil McAleese will join the Committee with Neil McAleese taking on the Chair role. This will require a change to the Remuneration Committee Terms of Reference which will be progressed.
- Douglas Reid will step down from Remuneration Committee

Performance Governance Committee

- Lee Lyons to step down from Performance Governance Committee
- Tom Hopkins, Chair of ACF, to join Performance Governance Committee

Information Governance Committee

- Jean Ford to step down from Information Governance Committee
- Lee Lyons to join Information Governance Committee

Healthcare Governance Committee

- Linda Semple to step down as Chair whilst remaining a member
- Sharon Morrow to take on the Chair role

Employee Director

- It is expected that the new Employee Director will join the committees below; however, this will be subject to consideration once an appointment has been confirmed.
- South Ayrshire Integration Joint Board (SA IJB) – as a NHS Ayrshire & Arran Non-Executive voting member
- Performance Governance Committee as a member
- Staff Governance Committee as Vice Chair
- Endowment Committee as a member
- Remuneration Committee as a member

Pharmacy Practices Committee:

To strengthen the committee additional Chairs/Co-chairs are proposed to ensure that PPC hearings can be managed effectively

- Sharon Morrow will join PPC as a Vice Chair
- Neil McAleese will join PPC as a Vice Chair

For 2026 this was an interim review and a full review of committees and IJB membership will take place in October 2026.

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.

Failure to maintain appropriately constituted committees could impact upon the effectiveness of Board assurance arrangements and governance oversight.

2.3.5 Equality and diversity, including health inequalities

The proposals relate solely to governance appointments and do not impact directly on service users or staff groups. Consequently, no adverse impacts on protected characteristics or health inequalities have been identified.

2.3.6 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.

2.3.7 Other Impacts

There are no other relevant impacts

2.3.7 Communication, involvement, engagement and consultation

The Board Chair engaged with Non-Executive and Executive Members in proposing the changes which are supported.

2.3.8 Route to the meeting

This has not previously been considered by other groups.

2.4 Recommendation

For decision. The Board is asked to approve the proposed changes to Board Committee membership outlined in section 2.3 and note that a further review of Committee and IJB memberships will be undertaken in October 2026 following the appointment of new Non-Executive Board Members.

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 – 10 August 2026 – Appendix 1

	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 Member							- 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	Member VC			Member			Chair		Member				- Chair Strategic Climate Emergency and Sustainability Group End August - Chair Medicines Appeal Panel - NA IJB Budget Group
Marie Burns	Member	Member													
Sukhomoy Das	Member VC				Member	Attendee				Member VC				EA SPG Chair	- Member Whistleblowing Oversight group - Chair Corporate Equalities Committee - Chair Strategic Climate Emergency and Sustainability Group From 1 September
Jean Ford	Chair			Member		Member			Vice Chair			Member VC	SA PAC	SA SPG Chair	- 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		Joint Chair APF
Tom Hopkins		Member	Member		Member						Member		NA PAC Member		- Chair ACF - NA IJB Budget group
Lee Lyons			Member	Member	Member										
Marc Mazzucco	Member		Member	Chair		Member			Vice Chair		Member		NA PAC VC		NA IJB Budget group
Neil McAleese	Member	Member					Member VC	Chair	Vice Chair	Member			EA A&P Member		
Sharon Morrow		Chair		Member			Member	Member	Vice Chair			Member			
Douglas Reid				Member	Member			Member							
Joyce White	Member		Member			Attendee					Member Chair			NA SPG VC	NA IJB Budget group

¹ - agreed by IJB

NHS Ayrshire & Arran - Non-Executive Board Member Representation on Committees – 10 August 2026 – Appendix 1

Governance Committee Chairs and Vice Chairs

- | | |
|------------------------------------|---------------------------------|
| • Audit and Risk Committee | Jean Ford (VC Sukhomoy Das) |
| • Healthcare Governance Committee | Sharon Morrow (VC TBC) |
| • 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 (Sukhomoy Das from 1 September)
- The following are Local Authority Meetings and not administered by NHS Ayrshire & Arran:

	NHS A&A Member
East Ayrshire Community Planning Partnership Board	Gordon James, Chief Executive Lesley Bowie, Board Chair
North Ayrshire Community Planning Partnership Board	Gordon James, Chief Executive Lesley Bowie, Board Chair
South Ayrshire Community Planning Partnership Board	Gordon James, Chief Executive Lesley Bowie, Board Chair