

NHS Ayrshire & Arran



Meeting:	Ayrshire and Arran NHS Board
Meeting date:	Monday 12 October 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

Following confirmation of the appointment of the new Employee Director, this paper sets out the associated committee memberships and governance responsibilities for Board 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 considers 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 10 August 2026.

2.3 Assessment

As noted in the August 2026 Board paper, the Board's Employee Director, Ewing Hope, retires on 2 October 2026.

Following confirmation of Kimberley Montgomery's appointment as Employee Director by the Cabinet Secretary, the committee and governance responsibilities associated with the role can now be formally allocated in line with the Board's governance arrangements.

The Cabinet Secretary has also approved a three-month extension to Linda Semple's term of office as a Non-Executive Director and Vice Chair, extending her appointment until 30 November 2026. In addition, Marc Mazzucco has been re-appointed by the Cabinet Secretary for a further three-year term of office until 31 October 2029.

The following appointments are proposed for Board approval:

Employee Director

- Performance Governance Committee - Member
- Staff Governance Committee - Vice Chair
- Endowment Committee - Member
- Remuneration Committee - Member
- South Ayrshire Integration Joint Board - NHS Ayrshire & Arran Non-Executive Voting Member

As noted in the August 2026 Board paper, a full review of Committee and Integration Joint Board memberships will be undertaken following completion of the current Non-Executive recruitment process.

An updated membership matrix is provided at Appendix 1.

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

This paper supports Best Value across the following themes.

- **Governance and Accountability** - supports effective governance and accountability through the allocation of Board Member responsibilities.
- **Use of Resources** - supports the effective use of Board Member skills and experience across Board committees.
- **Effective Partnerships** – supports effective partnership working with health and social care to deliver governance and accountability.

2.3.7 Other Impacts

There are no other relevant impacts

2.3.7 Communication, involvement, engagement and consultation

The Board Chair engaged with the Employee Director 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 committee responsibilities of the Employee Director as set out in section 2.3 and to note that a further review of Committee and IJB memberships will be undertaken in Autumn 2026 following the appointment of new Non-Executive Board Members.

3. List of appendices

Appendix 1 – Board Member responsibilities

NHS Ayrshire & Arran – Board Member responsibilities as at 3 October 2026 – Appendix 1

		Standing Committees							PPC	Charity Fund		Integration Joint Boards					Additional
		ARC	HGC	IGC	PGC	SGC	IntGC	Rem Com		Endow-ment Trustee	Endow-ment Com	EA IJB	NA IJB	SA IJB	IJB Audit & Perf ¹	IJB SPG/ SPAG ¹	
Membership required		6	6	5	6	6	6	5	1	20	7	4	4	4			
Quorum		3	3	3	3	3	3	3		5	3						
Constituted		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓			
Non-Executive Board Members	Term End																
Lesley Bowie Board Chair	29/02/2028						C	M		C							• Chair Discretionary Points Committee • Chair MEGG
Sheila Cowan	31/03/2029			VC	C		M			M	C	M			EA A&P C		
Linda Semple Board Vice Chair	30/11/2026		M		VC				C	M			M				• Chair MAP • NA IJB Budget Group
Sukhomoy Das	31/01/2028	VC				M	A			M		VC				EA SPG C	• Member WBOG • Chair CEC • Chair SCESG
Jean Ford	14/04/2027	C					M		VC	M				VC		SA SPG C	• SA IJB Budget group • Audit Chairs Network
Liam Gallacher	31/12/2027		M			C	M	M		M	M			M		SA SPG M	
Tom Hopkins Area Clinical Forum Chair	17/08/2027		M		M	M				M			M		NA PAC M		• Chair ACF • NA IJB Budget group
Marc Mazzucco	31/10/2026	M		C	M		M		VC	M			M		NA PAC VC		• NA IJB Budget group
Neil McAleese	30/04/2027	M	M					C	VC	M	VC	M			EA A&P M		
Kimberley Montgomery Employee Director	02/10/2030				M	VC		M		M	M			M			• Joint Chair APF
Sharon Morrow	05/01/2029		C	M			M	M	VC	M	M			M	SA PAC M		
Joyce White	31/03/2027	M			M		A			M			C			NA SPG VC	• NA IJB Budget group
Douglas Reid (EAC)	30/04/2027			M		M				M							
Lee Lyons (SAC)	30/04/2027			M		M				M							
Marie Burns (NAC)	30/04/2027	M	M							M							
Executive Board Members																	
Gordon James Chief Executive		A	A	A	A	A	A (LE)			M							
Jennifer Wilson Executive Nurse Director			A (LE)		A		A			M	M	M					

NHS Ayrshire & Arran – Board Member responsibilities as at 3 October 2026 – Appendix 1

		Standing Committees							PPC	Charity Fund		Integration Joint Boards					Additional
		ARC	HGC	IGC	PGC	SGC	IntGC	Rem Com		Endow-ment Trustee	Endow-ment Com	EA IJB	NA IJB	SA IJB	IJB Audit & Perf ¹	IJB SPG/ SPAG ¹	
Crawford McGuffie Executive Medical Director		A	A	A (LE)	A		A			M							
Lynn McNiven Director of Public Health			A				A			M							
David Stonehouse Interim Director of Finance		A (LE)			A (LE)		A			M	LE						
Key Officers																	
Other attendees			DA DCCG DPH HSCD	DISS HIG	DTS DP DA	DPSC (LE)	DPSC HCG DTS DISS	DPSC (LE)									

¹ – agreed by IJB

Total No Non-Exec = 15	Total Execs = 5	Total Board Members = 20
-------------------------------	------------------------	---------------------------------

Key

C	Chair	ARC	Audit and Risk Committee
VC	Vice Chair	HGC	Healthcare Governance Committee
M	Member	IGC	Information Governance Committee
A	Attendee (Invited Officer or Lead)	IntGC	Integrated Governance Committee
LE	Lead Executive	PGC	Performance Governance Committee
DA	Director of Acute services	SGC	Staff Governance Committee
DCCG	Director of Clinical and Care Governance	Remco	Remuneration Committee
DPH	Director of Public Health		
HSCD	Health and Social Care Directors	APF	Area Partnership Forum
DPSC	Director of People, Safety and Culture	ACF	Area Clinical Forum
DISS	Director of Infrastructure and Support Services	WBOG	Whistleblowing Oversight Group
DTS	Director of Transformation and Sustainability	CEC	Corporate Equalities Committee
DP	Director of Pharmacy	SCESG	Strategic Climate Emergency and Sustainability Group
HIG	Head of Information Governance & Data Protection Officer	MEGG	Medical Education Governance Group
HCG	Head of Corporate Governance	MAP	Medicines Appeal Panel

Standing Committee Chairs and Vice Chairs		Non-Executive Champions	
ARC	Jean Ford (VC Sukhomoy Das)	Counter Fraud	Jean Ford
HGC	Sharon Morrow (VC TBC)	Whistleblowing	Sukhomoy Das
IGC	Marc Mazzucco (VC Sheila Cowan)	Sustainability	Sukhomoy Das
IntGC	Lesley Bowie (VC Linda Semple)		
PGC	Sheila Cowan (VC Linda Semple)		
SGC	Liam Gallacher (VC Kimberley Montgomery)		
Remco	Neil McAleese (VC Lesley Bowie)		

NHS Ayrshire & Arran – Board Member responsibilities as at 3 October 2026 – Appendix 1

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

Ayrshire IJBs - NHS Ayrshire & Arran Board Member Appointments

IJB appointments are normally for a three-year term.

Chair and Vice appointments are for a two-year term

Where a Board Member's term of office ends before completion of a three-year term, the IJB appointment is aligned to the Board Member's term of office.

	IJB Term start	IJB Term end	Comments re IJB terms
East Ayrshire IJB			
Sheila Cowan	01/04/2024	30/03/2027	2 nd term
Sukhomoy Das	01/03/2026	31/01/2028	3 rd term - Aligned to Non-Executive Term of Office Vice Chair from 24 June 2025 (2 years)
Neil McAleese	01/05/2026	30/04/2027	2 nd term - Aligned to Non-Executive Term of Office
Jennifer Wilson	01/04/2025	30/03/2028	2 nd term
North Ayrshire IJB			
Joyce White	01/05/2026	31/03/2027	2 nd term - Aligned to Non-Executive Term of Office Chair from 1 April 2025 (2 years)
Tom Hopkins	18/08/2026	17/08/2027	2 nd term - Aligned to Non-Executive Term of Office
Marc Mazzucco	01/11/2024	31/10/2026	2 nd term - Aligned to Non-Executive Term of Office
Linda Semple	12/06/2025	30/11/2027	Aligned to Non-Executive Term of Office
South Ayrshire IJB			
Jean Ford	01/03/2026	14/04/2027	3 rd term – Aligned to Non-Executive Term of Office Vice Chair from 12 June 2025 (2 years)
Liam Gallacher	01/02/2024	31/01/2027	
Kimberley Montgomery	03/10/2026	02/10/2029	
Sharon Morrow	12/06/2025	11/06/2028	