Agenda Item 16

NHS Highland



Meeting: NHS Highland Board

Meeting date: 29 November 2022

Title: Review of Committee Memberships and

Chair positions

Responsible Executive/Non-Executive: Prof. Boyd Robertson, Board Chair

Report Author: Ruth Daly, Board Secretary

1 Purpose

This is presented to the Board for:

Decision

This report relates to a:

Local policy

This aligns to the following NHSScotland quality ambition(s):

Effective

This report relates to the following Strategic Outcome(s)

Start Well		Thrive Well		Stay Well		Anchor Well	
Grow Well		Listen Well		Nurture Well		Plan Well	Χ
Care Well		Live Well		Respond Well	Χ	Treat Well	
Journey		Age Well		End Well		Value Well	
Well							
Perform well	Х	Progress well	Χ				

2 Report summary

2.1 Situation

This report outlines proposals to make changes to Governance Committee memberships and Chair positions.

2.2 Background

At the meeting in July 2022, the Board revised the membership of its Governance Committees to take account of newer members being appointed to the Board following the Local Government elections in May this year.

Most existing Chair positions have been held since before June 2020. At this time several changes were made to memberships and chair positions to reflect the changing composition of the Board. The Board also agreed to remunerate the

Board Vice Chair and Chairs of all governance committees to reflect the additional time commitment and responsibility involved in discharging these roles. The

The Board is now able to review Committee memberships and Chair positions to derive longer term benefit from the experience of Board members and to address the need to plan for the future.

2.3 Assessment

Discussions have been held with all the Non-Executive Board members whose memberships and chair positions are proposed to be changed from 1 January 2023.

Appendix 1 to this report sets out the proposed changes to memberships and Chair positions, with the changes highlighted.

Appendix 2 shows a table illustrating the spread of Non-Executive memberships across all governance committees.

Audit Committee

- Gaener Rodger to take the position of Chair
- Alasdair Christie, former Chair to remain as a member
- Garret Corner to be appointed to the Committee

Clinical Governance Committee

- Alasdair Christie to take the position of Chair
- Gaener Rodger, former Chair to remain as a member

At the request of the incoming Chair, the following changes are proposed to dates of Clinical Governance Committee meetings in 2023:

Original date	Proposed new date
2 March 2023	8 March 2023
29 June 2023	22 June 2023

Finance, Resources and Performance Committee membership

Given the current financial and performance challenges facing the organisation, it is deemed appropriate to increase the Non-Executive membership of the Committee from four to five members. The Terms of Reference for the Committee require to be revised to reflect the increased membership and this change is set out in Appendix 3 to this report. It is proposed that Gerry O'Brien be appointed as the fifth Non Executive member of the Committee.

Pharmacy Practices Committee

- Chair position to be changed
- Gaener Rodger, former Chair to remain a member
- Jean Boardman, Susan Ringwood and Joanne McCoy to be appointed to the Committee membership.
- Alasdair Christie to leave the Committee

Highland Health and Social Care Committee

- Gerry O'Brien to take the position of Chair
- Ann Clark, former Chair, to remain a member of the Committee

The Highland Council Health, Social Care and Wellbeing Committee

In terms of the Highland Health and Social Care Partnership, Board and Council members are included in the membership of the relevant strategic Committees of each lead agency. We continue to await confirmation from The Highland Council regarding Board membership of its Health, Social Care and Wellbeing Committee.

Changes to NHS Highland membership of the Joint Monitoring Committee.

JMC membership is in line with the provisions of the Public Bodies (Joint Working) (Scotland) Act 2014 and the Public Bodies (Joint Working) (Integration Joint Monitoring Committees) (Scotland) Order 2014. Section 3 of the latter states that the Integration Joint Monitoring Committee must include *at least three members* of the Board who are Non Executive Board members.

To create parity with membership from The Highland Council, it is proposed that NHS Highland increases its representation on the JMC to four Non-Executive Board members.

2.4 Proposed level of Assurance

This report proposes the following level of assurance:

Substantial	Moderate	Χ
Limited	None	

The proposed level of assurance will lift to 'substantial' once Board membership of The Highland Council Health, Social Care and Wellbeing Committee is in place.

3 Impact Analysis

- 3.1 Quality/ Patient Care
- 3.2 Workforce
- 3.3 Financial

The provision of robust governance arrangements is key to NHS Highland delivering on its key objectives and to improving workforce, clinical and financial governance.

3.4 Risk Assessment/Management

A risk assessment has not been carried out for this paper.

3.5 Data Protection

N/A

3.6 Equality and Diversity, including health inequalities

There are no equality or diversity implications arising from this paper. However, it is hoped that the proposals will enable a more diverse range of skills and experience are directed to our Governance Committees.

3.7 Other impacts

No other impacts

3.8 Communication, involvement, engagement and consultation

The proposals in the recommendation have been discussed and agreed with all the Non-Executive Board members involved.

3.9 Route to the Meeting

The subject of this report has been shared with the Non-Executive Board members.

4 Recommendation

The Board is asked to:

- (a) take moderate assurance from the report,
- (b) **agree** the changes to the FRP Committee Terms of Reference as shown in Appendix 3,
- (c) **agree** to the changes proposed for Committee memberships and Chair positions to take effect from 1 January 2023, and
- (d) **agree** the proposed Clinical Governance Committee date changes in March and June 2023.

4.1 List of appendices

The following appendices are included with this report:

- Appendix 1 Proposed Committee memberships changes shown highlighted
- Appendix 2 table illustrating the spread of Non-Executive memberships across all governance committees
- Appendix 3 Proposed changes to FRP Committee Terms of Reference highlighted.

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Committee	Current Membership
HHSCC	Gerry O'Brien - Chair
5 Non Executives including The Highland Council nominated appointee to the Board	 Ann Clark Philip MacRae V Chair Joanne McCoy Muriel Cockburn
Argyll and Bute Integration Joint Board	 Sarah Compton Bishop – Chair Jean Boardman Graham Bell Susan Ringwood
Audit Committee 5 Non Executive members	 Gaener Rodger – Chair – new chair position Alasdair Christie stay as a member Alex Anderson Susan Ringwood V Chair Garret Corner Independent Lay Member
Finance, Performance and Resources Committee 5 Non Executives	 Alex Anderson - Chair Graham Bell - V Chair Ann Clark Garrett Corner Gerry O'Brien
Clinical Governance Committee 4 Non Executives And Chair ACF	 Alasdair Christie - Chair - new Chair position Gaener Rodger stay as a member Joanne McCoy Muriel Cockburn Catriona Sinclair, ACF Chair
Staff Governance Committee 4 Non Executives And Employee Director	 Sarah Compton Bishop – Chair Jean Boardman – V Chair Bert Donald Philip MacRae Elspeth Caithness (Employee Director)
Endowment Funds Committee 4 Non Executives including Employee Director	 Philip Macrae (Chair) Jean Boardman Elspeth Caithness (Employee Director) Gaener Rodger
Remuneration Committee 5 members <u>including</u> Board Chair, Vice Chair and Employee Director	 Ann Clark (Chair) Boyd Robertson Elspeth Caithness (Employee Director) Gerry O'Brien Bert Donald
Pharmacy Practices Committee At least 2 trained Non- Executives	 Chair position to be reconsidered Gaener Rodger stay as a member Jean Boardman Susan Ringwood Joanne McCoy

Joint Monitoring Committee

- 4 Non-Executive Directors
- Director of Finance
- A registered medical practitioner whose name is included in the list of primary medical services performers prepared by the Health Board;
- A registered nurse who is employed by the Health Board or by a person or body with which the Health Board has entered into a general medical services contract;
- A registered medical practitioner employed by the Health Board and not providing primary medical services;
- Staff representative
- Chief Executive
- Chief Officer

- Boyd Robertson (Co-Chair)
- Ann Clark
- Gerry O'Brien
- Alex Anderson
- Heledd Cooper
- Tim Allison
- Kate Patience Quate (Interim Nurse Director)
- Tim Allison
- Elspeth Caithness
- Pam Dudek
- Louise Bussell

Memberships of other Groups etc.

The Highland Council Health, Social Care and Wellbeing	To be Confirmed
Committee	•
	•

Membership of Committees of Argyll and Bute IJB

Board members also sit on several Groups and Committees associated with the IJB. Board members' commitments in that regard are shown in detail in Appendix 2 *

Highland Community Planning Partnership

Core membership as described in the ToR: 1 Non-Executive Board Member, Chief Executive, Director of Public Health

Public Protection Chief Officers Group

Chief Executive of NHS Highland Director of Nursing

- Ann Clark
- Pamela Dudek
- Tim Allison
- Pam Dudek
- Kate Patience Quate (Interim)

Mid Ross Local Community Partnership	Philip MacRae
Badenoch & Strathspey Local Cty Partnership	Boyd Peters
Argyll and Bute Community Planning Board	Fiona Davies as CO IJBAlison McGrory, Public HealthGraham Bell
A&B Public Protection Chief Officers Group	 Fiona Davies Liz Higgins Assoc Nurse Director Jillian Torrens, Head Adult Services John Owen Public Health

Operational Groups etc.

Caithness Redesign Project Board	Alex Anderson Ann Clark
Lochaber Redesign Project Board	Gerry O'Brien Graham Bell

Locally appointed Champions

Environmental and Sustainability Champion	Gaener Rodger
Anti-Fraud Champion	Gaener Rodger
Child Protection and Looked After Children	Vacant
Dementia	Vacant
BAME	Vacant
LGBTQI+	Vacant
Disability	Vacant
Mental Health	Vacant
Smoking Cessation	Vacant
Organ Donation	Vacant
Healthy Working Lives	Vacant
Veterans	Jo MacBain, Associate Director Allied Health Professionals

The Board has previously agreed the following additional payments:

Position	Additional payment		
Board Vice Chair	4 extra days per month		
Chair Highland Health & Social Care Committee	3 extra days per month		
Chair/Vice Chair of Argyll and Bute IJB	3 extra days per month		
Chairs of the following Governance Committees:	1 extra day per month each		
Audit			
Clinical Governance			
Staff Governance			

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Finance, Resources and Performance

Where a Non Executive Director undertakes more than one role, only one additional payment would be made, however the payment would be at the higher rate if there was any discrepancy.

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Membership Chart July 2022

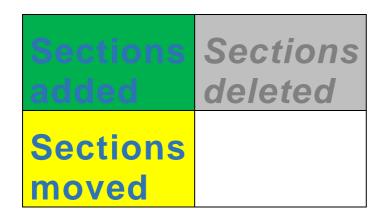
	HHSCC	HHSCP JMC	ARGYLL AND BUTE IJB	AUDIT	FINANCE RESOURCES PERFORMAN CE	CLINICAL GOV	STAFF GOV	REM COMM	PHARMACY PRACTICES	ENDOWMENTS COMMITTEE
Alex Anderson		✓		✓	✓ Chair					
Graham Bell			✓		✓ V Chair					
Jean Boardman			✓				✓ Vice Chair		✓	✓
Elspeth Caithness Employee Director							✓	✓		✓
Alasdair Christie				✓		✓ Chair				
Ann Clark	✓	✓			✓			✓ Chair		
Muriel Cockburn	✓					✓				
Sarah Compton- Bishop			√ Chair from April 2021				✓ Chair			
Garret Corner				✓	✓					
Bert Donald							✓	✓		
Philip MacRae	✓ V Chair						✓			✓ Chair

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Joanne McCoy	✓					✓		✓	
Gerry O'Brien	✓ Chair	✓			✓		✓		
Susan Ringwood			✓	√				✓	
Gaener Rodger				✓ Chair		✓		✓	✓
Boyd Robertson		✓					√		
Catriona Sinclair ACF Chair						✓			

^{*} For information – Argyll and Bute IJB holds development sessions on alternate months to their formal business meetings, and Board Non-Executives hold the following positions on IJB Committees:

	Audit and Risk Committee	Strategic Planning Group	Clinical & Care Governance Committee	Finance and Policy Committee	Argyll and Bute Community Planning Partnership
Sarah Compton Bishop	Member	Member	Chair	Member	
Graham Bell				Member	Representative of the IJB
Jean Boardman		Chair	Member		
Susan Ringwood	Vice Chair				





FINANCE, RESOURCES AND PERFORMANCE COMMITTEE CONSTITUTION AND TERMS OF REFERENCE

1. PURPOSE

1.1 The purpose of the Committee is to keep under review the financial position and performance against key finance and non-financial targets of the Board, and to ensure that suitable arrangements are in place to secure economy, efficiency and effectiveness in the use of all resources, and that the arrangements are working effectively.

2. ROLE

- 2.1 To scrutinise the overall performance of NHS Highland across the following functions of the NHS Board:
 - · resource allocation
 - performance management
 - strategic planning
 - all digital functions
 - environmental sustainability workstreams
- 2.2 To ensure that systems and procedures are in place to monitor, manage and improve performance, across the whole system, and liaise closely with relevant Governance Committees (Staff, Clinical and Audit) to ensure appropriate remedial action takes place.
- 2.3 To consider financial plans, approve annual budget proposals and business cases for submission to the NHS Board.

3. COMPOSITION

- 2.4 The membership of the Finance, Performance and Resources Committee will be:
 - Five Four Non-Executive members (one of whom will be the Chair).
 - Chief Executive
 - Director of Finance
 - Medical Director
 - Director of Public Health
 - Director of Nursing

- Director of Estates, Facilities and Capital Planning
- 3.1 The Chair of the Audit Committee will not be a member of the Finance, Performance and Resources Committee.
- 3.2 Officers of the Board will be expected to attend meetings of the Committee when issues within their responsibility are being considered by the Committee. Where appropriate, deputies will be permitted. In addition, the Committee Chair will agree with the Lead Officer to the Committee which other Senior Staff should attend meetings, routinely or otherwise. The following will normally be routinely invited to attend Committee meetings:
 - Deputy Chief Executive
 - Chief Operating Officer (Acute Services)
 - Chief Officer, Argyll and Bute IJB
 - · Chief Officer, North Highland
 - PMO Director
 - Head of Strategy and Transformation
 - Board Secretary
- 3.3 The Director of Finance shall serve as the Lead Officer to the Committee.

4. QUORUM

4.1 No business shall be transacted at a meeting of the Committee unless at least three Non-Executive members are present. There may be occasions when due to the unavailability of the above Non-Executive members, the Chair will ask other Non-Executive members to act as members of the committee so that quorum is achieved. This will be drawn to the attention of the Board.

5. MEETINGS

- 5.1 The Committee shall meet as necessary to fulfil its remit but not less than six times per year.
- 5.2 NHS Highland Board shall appoint a Chair who shall preside at meetings of the Committee. If the Chair is absent from any meeting of the Committee, the Committee Vice Chair will preside at the meeting. In the absence of both the Chair and the Vice Chair, members shall elect from amongst themselves one of the other Committee members to chair the meeting.
- 5.3 The agenda and supporting papers will be sent out at least five clear working days before the meeting.

6. REMIT

- 6.1 The Committee shall have accountability to the Board for ensuring that the financial position of the Board is soundly based, having regard to:
 - compliance with statutory financial requirements and achievement of financial targets;
 - such financial monitoring and reporting arrangements as may be specified from time-to-time by Scottish Government Health & Social Care Directorates and/or the Board;

- the impact of planned future policies and known or foreseeable future developments on the financial position;
- scrutiny of the delivery of Board Strategy and Annual Development Plans for those areas of the Committee's interests
- Highland's overall performance, strategic policy and planning objective, and ensure mechanisms are in place to promote best value improved efficiency and effectiveness
- ensuring a rigorous and systematic approach to performance monitoring and reporting is in place to enable more strategic and better informed discussions to take place at NHS Highland Board meetings
- review regularly the sections of the NHS Highland Integrated Performance Report relevant to the Committee's responsibility.
- recommend the annual revenue and capital budgets, and financial plans consistent with its statutory financial responsibilities;
- review the Property Strategy (including the acquisition and disposal of property) and capital plans, and make recommendations to the Board;
- review the Board's achievement of NHSScotland's Policy on the Global Climate Emergency and Sustainable Development
- review the Board's digital strategy and performance against the digital delivery plan
- the regular review of NHS Highland's Business Continuity Plan
- oversight of emergency planning arrangements
- scrutiny of relevant financial and performance risks on the Corporate Risk register on a bi-monthly basis
- undertake an annual self-assessment of the Committee's work and effectiveness.

Arrangements for Securing Value for Money

6.2 The Committee shall keep under review arrangements for securing economy, efficiency and effectiveness in the use of resources. These arrangements will include procedures for (a) planning, appraisal, control, accountability and evaluation of the use of resources, and for (b) reporting and reviewing performance and managing performance issues as they arise in a timely and effective manner. In particular, the Committee will review action (proposed or underway) to ensure that the Board achieves financial balance in line with statutory requirements.

Allocation and Use of Resources

- 6.3 The Committee has key responsibilities for:
 - reviewing the development of the Board's Financial Strategy in support of the Annual Operational Plan, and recommending approval to the Board;
 - reviewing all resource allocation proposals outwith authority delegated by the Board and make recommendations to the Board thereon;
 - monitoring the use of all resources available to the Board; and
 - reviewing all matters relating to Best Value.
- 6.4 Specifically, the Committee is charged with recommending to the Board annual revenue and capital budgets and financial plans consistent with its statutory financial responsibilities. It shall also have responsibility for the oversight of the

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Board's Capital Programme (including individual Business Cases for Capital Investment) and the review of the Property Strategy (including the acquisition and disposal of property), and for making recommendations to the Board as appropriate on any issue within its terms of reference.

6.5 The Committee will receive minutes from the Asset Management Group, Financial Recovery Board and the Performance Recovery Board.

Issues arising from these Committees will be brought to the attention of the Chair of the Finance, Performance and Resources Committee for further consideration as required.

The Committee will produce an Annual Report incorporating a Statement of Assurance for submission to the Board, via the Audit Committee. The proposed Annual Report will be presented to the first Committee meeting in the new financial year or agreed with the Chair of the respective Committee by the end of May each year for presentation to the Audit Committee in June

The Annual Report will include the Committee's assessment and conclusions on its effectiveness over the financial year in question.

The Committee shall draw up and approve, before the start of each financial year, an Annual Work Plan for the Committee's planned work during the forthcoming year.

6.6 The Committee shall provide assurance to the Board on achievement and maintenance of Best Value standards, relevant to the Committee's area of governance as set out in Audit Scotland's baseline report "Developing Best Value Arrangements".

The Committee is responsible for promoting the economical, efficient and effective use of resources by the organisation, on those areas within its remit, in accordance with the principles of Best Value. These are set out in the Scottish Public Finance Manual, along with a statutory duty under the Public Finance and Accountability (Scotland) Act 2000. The Committee will provide assurance to the Chief Executive, as Accountable Officer, that NHS Highland has systems and processes in place to secure best value in these delegated areas, and this assurance will be included as an explicit statement in the Committee's Annual Report.

Performance

- 6.7 To support the development of a performance management and accountability culture across NHS Highland.
- 6.8 Receive annual reports and regular quarterly updates from the Sub-committees established by the Committee in order to provide assurance and accountability.
- 6.9 To monitor and review risks falling within its remit.
- 6.10 To receive reports from the Digital Health and Care Group three times per year on a quarterly basis to ensure systems are in place and maintained to give assurance to the Board on all digital functions.

6.11 To receive reports from the NHS Highland Environmental & Sustainability Board on a quarterly basis to ensure that systems are in place and maintained to give assurance to the Board on all matters relating to delivery of the NHSScotland Policy on the Global Climate Emergency and Sustainable Development.

General

- 6.12 The Committee will undertake an annual self-assessment of its work and effectiveness in accordance with NHS Highland and Good Governance values. This will inform the Annual Report to the Board.
- 6.13 The Committee will provide an Annual Report incorporating a Statement of Assurance for submission to the Board via the Audit Committee. The proposed Annual Report will be presented to the first Committee meeting in the new financial year or agreed with the Chairperson of the respective Committee by the end of May each year for presentation to the Audit Committee in June. The Annual Report will include the Committee's assessment and conclusions on its effectiveness over the financial year in question.
- 6.14 The Committee shall draw up and approve, before the start of each financial year, an Annual Work Plan for the Committee's planned work during the forthcoming year.

7. AUTHORITY

- 7.1 The Committee is authorised by the Board to investigate any activity within its Terms of Reference, and in so doing, is authorised to seek any information it requires from any employee.
- 7.2 In order to fulfil its remit, the Finance, Performance and Resources Committee may obtain whatever professional advice it requires, and require Directors or other officers of the Board to attend meetings.

8. REPORTING ARRANGEMENTS

- 8.1 The Finance, Performance and Resources Committee reports directly to NHS Highland Board on its work. The Chair of Committee shall provide assurance on the work of the Committee and the draft minutes will be submitted to the NHS Board meeting for information.
 - Items requiring urgent attention by the NHS Board can be raised at any time at NHS Board Meetings, subject to the approval of the Chair.
- 8.2 The following Groups will report to the Finance, Performance and Resources Committee:
 - Asset Management Group
 - Digital Health and Care Group
 - NHS Highland Environmental & Sustainability Board
 - Financial Recovery Board
 - Performance Recovery Board