

**Board Meeting:** 19 November 2020

**Subject:** Board Committee Review

**Recommendation:** Board members are asked to:

Discuss and Note	
Discuss and Approve	✓
Note for Information only	

## 1. Background

The Blueprint for Good Governance (DL (2019) 02) was published in February 2019 and emphasises the importance of good corporate governance to maintain high standards of clinical, staff and financial governance. The Blueprint supports a consistent, effective and transparent governance approach across NHS Scotland.

NHS Golden Jubilee (GJ) has implemented a number of changes to its governance framework to ensure good corporate governance principles are embedded throughout the organisation and undertakes continuous review and improvement of the system.

The Board Standing Committees underpin the application of good governance within the organisation and are in line with the Blueprint.

## 2. Discussion

Over the last year NHS GJ core work programme has seen significant change, work continues with the Recovery Plan and the Hospital Expansion Programme has made significant progress with the handover of Phase 1 and continuing work on Phase 2. Further change is anticipated with the development of a new Hotel Strategy linked with NHS Scotland Academy.

The wider NHS GJ portfolio also continues to expand with a number of strategic programmes underway and more in development. This currently includes the establishment of the NHS Scotland Academy, the augmentation and implementation of the Centre for Sustainable Delivery (CfSD) and the programme of work associated with the development of the NHS Scotland National Innovation Accelerator.

To ensure the Board can monitor, scrutinise, challenge and support the Executive Team's management of the organisation's strategic activities a robust system of corporate governance is in place. The current framework has worked well to date and ensures the Board can oversee the organisation's aims, objectives and performance standards.

However, it is recognised that as the NHS GJ portfolio grows there is a need for additional review of key strategic programme objectives and milestones. It is therefore recommended that a new Strategic Portfolio Governance Committee is established, the committee will be chaired by the Board Vice Chair.

With the establishment of this new committee the Finance, Performance and Planning Committee

remit will be updated with the new title of Finance and Performance Committee.

The Strategic Portfolio Governance Committee remit and updated remit of the Finance and Performance Committee will be fully defined in the Terms of Reference (ToRs).

Draft ToRs for both Committees will be noted in the Board Private session as are in draft format.

The ToRs will be fully developed by the Committees during the next meeting cycle.

**Appendix 1** outlines the current and proposed Board Committee membership at a glance.

**Appendix 2** outlines the recommended new Board Committee framework, a summary of Committee remit and membership.

**Appendix 3** Strategic Portfolio Governance Committee Terms of Reference and the updated Finance and Performance Committee Terms of Reference (for noting in Board Private Session).

### **3. Recommendation**

Board Members are asked to review the attached paper and supporting appendices and approve the implementation of the new Strategic Portfolio Governance Committee and subsequent changes to the Finance, Performance and Planning Committee title and remit and Board Committee memberships.

**Appendix 1**  
**Current Board Committee Membership at a glance**

**Table 1. Current Committee Membership**

Non-Executive Director	BOARD COMMITTEES				ADDITIONAL COMMITTEE/GROUP NON-EXECUTIVE MEMBERSHIP	
	Finance, Performance and Planning Committee	Person Centred and Staff Governance Committee	Clinical Governance Committee	Audit and Risk Committee	Endowments Sub-Committee	Volunteers Forum
Elaine Cameron	-	-	Member	Member	-	-
Jane Christie-Flight	Member	Member	Member	Member	-	-
Karen Kelly	Member	-	-	<b>Chair</b>	-	-
Linda Semple	<b>Chair</b>	-	Member	-	-	-
Marcella Boyle	-	Member	-	-	Member	<b>Chair</b>
Morag Brown	Member	-	<b>Chair</b>	Member	Member	-
Rob Moore	-	Member	-	-	<b>Chair</b>	-
Stephen McAllister	Member	<b>Chair</b>	-	Member	-	-

**Table 2. Proposed new Committee Membership**

Non-Executive Director	BOARD COMMITTEES					ADDITIONAL COMMITTEE/GROUP NON-EXECUTIVE MEMBERSHIP	
	Finance and Performance Committee	Person Centred and Staff Governance Committee	Clinical Governance Committee	Audit and Risk Committee	Strategic Portfolio Governance Committee	Endowments Sub-Committee	Volunteers Forum
Callum Blackburn	-	Member	Member	-	-	Member	-
Elaine Cameron	-	-	Member	Member	Vice Chair	-	-
Jane Christie-Flight	Member	Member	Member	Member	Member	-	Member
Karen Kelly	Member	-	-	<b>Chair</b>	-	-	-
Linda Semple	Member	-	Member	-	<b>Chair</b>	-	-
Marcella Boyle	-	<b>Chair</b>	-	-	-	Member	<b>Chair</b>
Morag Brown	-	-	<b>Chair</b>	Member	Member	-	-
Rob Moore	Vice Chair	Member	-	-	-	<b>Chair</b>	-
Stephen McAllister	<b>Chair</b>	-	-	Member	Member	-	-

**Appendix 2  
Proposed Board Committee Framework**

**Table 3. Proposed Board Committee Framework**

Board Committee	Membership		Remit Summary	Committees/Groups linked
	Non Executives	Executives		
<b>Clinical Governance Committee (CGC)</b>	<p><b>Morag Brown (Chair) – No change</b></p> <p>Callum Blackburn Elaine Cameron Jane Christie-Flight Linda Semple</p>	<p>Jann Gardner Anne Marie Cavanagh Mark MacGregor</p>	<p>The CGC leads the 'Safe and Effective' ambitions within the Board Strategy, providing assurance that appropriate clinical governance structures are in place within the organisation. This includes appropriate scrutiny and assurance of clinical governance policy and procedures relating to the provision of safe and effective care.</p> <p>The Committee ensures that an appropriate framework is in place to support the management of clinical risks and overall quality of care. The Committee monitors and evaluates reports, strategies and implementation plans and ensures a robust system is in place for the timely submission of all clinical governance information required for national monitoring arrangements.</p>	<ul style="list-style-type: none"> <li>• Clinical Governance Risk Management Group</li> <li>• Drugs and Therapeutics Committee</li> <li>• eHealth Steering Group</li> <li>• Information Governance Group</li> </ul>
<b>Person Centred and Staff Governance Committee (PCSGC)</b>	<p><b>Marcella Boyle (Chair)</b></p> <p>Callum Blackburn Elaine Cameron Jane Christie-Flight Rob Moore</p>	<p>Jann Gardner Gareth Adkins Anne Marie Cavanagh Mark MacGregor</p>	<p>The PCSGC ensures appropriate scrutiny and governance arrangements are in place regarding the person centred quality agenda. The Committee is responsible for ensuring that processes to meet statutory obligations, and national guidance, are met.</p> <p>The Committee provides coordination and leadership to enable effective delivery of the Involving People Strategy and the Staff Governance Standard. This includes supporting the delivery of high standards of person centred care, understanding that effective staff management is the responsibility of everyone working within the system, and ensuring staff management is built upon partnership and collaboration.</p> <p>The Committee monitors and evaluates strategies and implementation plans relating to people management and</p>	<ul style="list-style-type: none"> <li>• Staff Governance Sub Group</li> <li>• Partnership Forum</li> <li>• Health and Safety Committee</li> <li>• Involving People Group</li> <li>• Remuneration Committee</li> </ul>

Board Committee	Membership		Remit Summary	Committees/Groups linked
	Non Executives	Executives		
			recommends policy amendment, funding or resource submission to the Board to achieve the Staff Governance Standard.	
<b>Finance and Performance Committee (FPC)</b>	<b>Stephen McAllister (Chair)</b>  Rob Moore (Vice Chair) Jane Christie-Flight Karen Kelly Linda Semple	Jann Gardner Colin Neil Gareth Adkins Anne Marie Cavanagh June Rogers Mark MacGregor	<p>The purpose of the FPC is to oversee and monitor the Board financial position and performance against key targets and indicators of the Board.</p> <p>Its primary focus is to ensure appropriate governance arrangements are in place to direct the most effective use of all Board resources.</p> <p>The FPC functions as a subcommittee of the Board with a role of holding the Executive Team to account for the following elements of the Board Performance and Assurance Framework:</p> <ul style="list-style-type: none"> <li>• Development and delivery of the Annual Operational Plan;</li> <li>• Reviewing the development of the Board Financial Plan and achievement of financial targets;</li> <li>• Financial and performance monitoring arrangements including the regular review of the Finance and Performance sections of the Integrated Performance Report;</li> <li>• Oversee annual review and assessment of Board Performance; and</li> <li>• Review arrangements for securing effectiveness and best value from resources, ensuring that prompt action is taken and appropriate escalation approaches are deployed to manage issues.</li> </ul>	<ul style="list-style-type: none"> <li>• Performance Review Groups</li> <li>• Capital Group</li> </ul>
<b>Audit and Risk Committee (ARC)</b>	<b>Karen Kelly (Chair) – No change</b>  Morag Brown Jane Christie-Flight Stephen McAllister	Jann Gardner Colin Neil	<p>The Committee has responsibility for ensuring that the Board's activities are within the guidelines for corporate governance within the NHS and that an effective internal control system is maintained. The Committee will provide an independent and objective review of these internal controls.</p>	<ul style="list-style-type: none"> <li>• External Audit</li> <li>• Internal Audit</li> </ul>

Board Committee	Membership		Remit Summary	Committees/Groups linked
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			<p>The duties of the ARC are in line with the Audit and Assurance Handbook. The audit committee will advise the Board and the Accountable Officer on:</p> <ul style="list-style-type: none"> <li>▪ The strategic process for risk, control and governance and the Corporate Governance Statement;</li> <li>▪ The accounting policies, the accounts, and the annual report for the organisation, including the process for review of the accounts prior to submission to audit, levels of error identified, and the management's letter of representation to the external auditors;</li> <li>▪ The planned activity and results for both internal and external audit;</li> <li>▪ The adequacy of management responses to issues identified by audit activity, including external audit's management letter/report;</li> <li>▪ The effectiveness of the internal control environment;</li> <li>▪ Anti-fraud policies, whistle-blowing processes and the arrangements for special investigations; and</li> <li>▪ The acceptability of any proposed changes to the standing orders, the scheme of delegation and the standing financial instructions.</li> </ul>	
<b>Strategic Portfolio Governance Committee (SPGC)</b>	<p><b>Linda Semple (Chair)</b></p> <p>Elaine Cameron (Vice Chair) Morag Brown Jane Christie-Flight Stephen McAllister</p>	<p>Jann Gardner Gareth Adkins Executive Directors as appropriate</p>	<ul style="list-style-type: none"> <li>▪ ToR as per Appendix 3</li> </ul>	<ul style="list-style-type: none"> <li>• Strategic Programme Board</li> <li>• NHS Scotland Academy Strategic Oversight Group</li> <li>• To develop as portfolio expands</li> </ul>

## **Appendix 3**

### **Terms of Reference**

The Strategic Portfolio Governance Committee remit and updated remit of the Finance and Performance Committee will be defined fully in the Terms of Reference (ToRs).

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The ToRs will be developed fully by the Committees during the next meeting cycle.