# NHS Golden Jubilee

### **Meeting: NHS Golden Jubilee Board**

### **Meeting date: 28 March 2024**

### **Title: Corporate Governance – Board Member Responsibilities and Membership**

### **Responsible Executive/Non-Executive: Gordon James, Chief Executive**

### **Report Author: Nicki Hamer, Head of Corporate Governance and Board Secretary**

## 1 Purpose

### This is presented to NHS Golden Jubilee Board for:

### Decision

### This report relates to a:

* Government policy/directive

### This aligns to the following NHS Scotland quality ambition(s):

* Effective

**This aligns to all of the NHSGJ Corporate Objectives**

## 2 Report summary

## 2.1 Situation

There have been changes to Board Members due to early resignation of two Non-Executive Board Members. Two new Non-Executive Board Members have now been appointed: Lindsay Macdonald and Rebecca Maxwell.

These changes have triggered a review of Board Members’ Committee membership. Proposals for Committee membership are presented in this paper to the Board for formal approval.

On 8 January 2024, the Board welcomed Lindsay Macdonald and Rebecca Maxwell as new Non-Executive Members for the next four year term. Lindsay Macdonald has extensive audit and financial experience and will become Chair of the Audit and Risk Committee once Karen Kelly steps down and Rebecca Maxwell brings extensive capital experience to replace Steven Wallace.

## 2.2 Background

The NHS Board Standing Orders 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 reviews responsibilities annually. This takes into account discussions with Non-Executives at annual appraisals to ensure the best use of Non-Executive skills and experience across our Governance Committees. Any changes are subject to Board approval.

## 2.3 Assessment

The Board Skills matrix recording Board Member responsibilities has been updated to reflect that Steven Wallace, Non-Executive Member, resigned from the Board with effect from 26 May 2023 and Karen Kelly will step down from the Board on 31 March 2024.

The following sets out proposals for the Governance Committees that both Steven Wallace and Karen Kelly were members of, plus any additional responsibilities:

**Audit and Risk Committee**

* Lindsay Macdonald will take up the role of Chair of Audit and Risk Committee to replace Karen Kelly from 1 April 2024.
* Rebecca Maxwell will replace Steven Wallace as a Member of this Committee.

**Finance and Performance Committee**

* Lindsay Macdonald and Rebecca Maxwell will join as Members of this Committee.
* Due to the number of Non-Executives attending this Committee, it has been agreed to remove Linda Semple from this membership.

**Clinical Governance Committee**

There are no changes to make in respect to the membership of this Committee.

**Strategic Portfolio Governance Committee**

* Lindsay Macdonald will replace Karen Kelly as a Member of this Committee.
* Rebecca Maxwell will replace Steven Wallace as a Member of this Committee.

**Endowment Sub Committee**

* Rebecca Maxwell will replace Steven Wallace as a Member of this Committee

**Remuneration Committee**

In according with the Remuneration Committee Terms of Reference, Lindsay Macdonald will attend in his capacity as Chair of Audit and Risk Committee.

**Staff Governance and Person Centred Committee**

On review of the membership of the above Committees, it was agreed with the Board Chair that Linda Semple would join as a Member of this Committee.

Meeting attendance will be managed carefully by the Head of Corporate Governance and Board Secretary to ensure that a quorum is maintained for planned meetings.

Appendix 1 outlines the proposed updates to Non-Executive Committee responsibilities, in highlighted text.

Updated Terms of Reference have been presented to Governance Committees during the March cycle of meetings to reflect these updates.

### 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 my impact on quality of patient care are made in line with good governance practice.

### 2.3.2 Workforce

There are no workforce implications.

### 2.3.3 Financial

There is no financial impact.

### 2.3.4 Risk Assessment/Management

Risks in relation to time commitments for Non-Executives are considered during the individual annual appraisal process.

### 2.3.5 Equality and Diversity, including health inequalities

An impact assessment has not been completed. Each Governance Committee will assess any impact for its members in relation to inequalities or protected characteristics.

### 2.3.6 Other impacts

**Climate Emergency and Sustainability**

No impacts were identified in relation to climate emergency and sustainability when preparing this paper.

We ensure the best use of Non-Executive skills and experience across our Governance Committees to enable Non-Executive members to make an active contribution to effective governance. Also, effective Governance Committees support delivery of the Corporate Objectives.

### Communication, involvement, engagement and consultation

This paper has been prepared as an update on corporate governance activity to give assurance on the existing and planned good governance arrangements, therefore, no external consultation is required.

### Route to the Meeting

This paper has not been presented to any other meeting.

## 2.4 Recommendation

**Decision** – NHS GJ Board is asked to note and approve the changes made to Committee membership as outlined in Appendix 1.

## List of appendices

The following appendix is included with this report:

* Appendix No 1, Membership of Board Committees