

Borders NHS Board



INTERIM REFRESH OF THE NHS BORDERS CODE OF CORPORATE GOVERNANCE

Aim

The purpose of this paper is to provide an in year summary of the issues raised by the Steering Group. The Steering Group is tasked to complete the annual review of the NHS Borders Code of Corporate Governance (CoCG).

Background

The NHS Borders Code of Corporate Governance was reviewed and approved by the NHS Borders Board in January 2013.

An annual review cycle was agreed by the NHS Borders Board to ensure the document remains 'fit for purpose'.

The CoCG Steering Group was set up to discuss issues raised by the officers of the organisation and to make recommendations on updates and amendments necessary on the content of the Code.

The Code of Corporate Governance is available through the intranet via the Board Members and Finance microsites as well as the external NHS Borders webpage on the internet.

Key Issues

Issues raised have been detailed in the following table.

Issue	Details of Issue	Recommendation	Action
Calling and Notice of Meetings	Explain the reason for quoting both 7 days and 3 days for the issuing of meeting agendas and papers	Insert at line 3 "it must be delivered under the statutory requirements of three clear days.."	Update Section A Page 6 paragraph 1.6
Calling and Notice of Meetings	Bring into line the notice of meetings for committees as per Board meeting requirements in section 1.7	Insert at line 5 "Chair, or by a member or an officer authorised to sign on their behalf."	Update Section A Page 6 paragraph 1.8
Calling and Notice of Meetings	Clarification of the requirements for a "Private" session of the Board	Insert a new paragraph at section 1.15 to read "A Private meeting of the Board may be called at any time by the Chairman, or one third of the Members. Generally a minimum notice period of 3 days should be observed, however in exceptional circumstances and provided the majority of Board members are present and	Section A Page 7 paragraph 1.15

		given the opportunity to attend, appropriate matters pertaining to a Private session may be conducted at the conclusion of a Board or Strategy & Performance Committee meeting.”	
Appointment of Vice-Chair of Borders NHS Board	Revert the decision process of appointing a Vice Chair to the Chairman	Amend paragraph 3.1 to read "To enable the business of the Board to be conducted in the absence of the Chair, a Non-Executive Member who is not an NHS employee or an independent Primary Care Contractor (for example Employee Director, Chair of the Area Clinical Forum or Scottish Borders Council appointed representative) shall be elected Vice-Chair by the Chair."	Update Section A Page 7 paragraph 3.1
Appointment of Vice-Chair of Borders NHS Board	Revert the decision process of appointing a Vice Chair to the Chairman	Amend paragraph 3.2 to read "The Vice-Chairs may resign from the office at any time by giving notice in writing to the Chair. The Chair may appoint another Non-Executive Member as Vice-Chair in accordance with 3.1 above".	Update Section A Page 7 paragraph 3.2
Quorum	Update on quorate requirement for Remuneration Committee	Amend the quorum for the Remuneration Committee from "Two" to "Three".	Update Section A Page 9 paragraph 5.2 sub section 5.
Voting	To revert the decision process of appointing Members of the Board to Committees to the Chair.	Amend paragraph 14.2 to read "The Chair shall make appointment of a Member of the Board to any office, Committee, or to represent the Board on any other body,	Section A Page 12 paragraph 14.2
Minutes, Agendas and Papers	Correct the anomaly regarding the issue of agendas and papers.	Revise the wording at line 2 to read "members by post at least seven clear days before the date of the meeting other than in exceptional circumstances when it must be delivered under the statutory requirements of three clear days before the meeting."	Section A Page 19 paragraph 27.6

Summary

The above table was compiled to detail the issues raised following an interim review of the NHS Borders Code of Corporate Governance given the departure of the Vice Chair.

The suggested recommendations address the issues raised and provide clarity to officers of the Board strengthening governance arrangements and ensuring the document is operationally 'fit for purpose'.

The CoCG Steering Group will complete the required annual review as requested by the NHS Borders Board.

Recommendation

The Board is asked to **approve** the report.

Policy/Strategy Implications	N/A
Consultation	N/A
Consultation with Professional Committees	The Code of Corporate Governance has been reviewed by the CoCG Steering Group and the Audit Committee.
Risk Assessment	Failure to regularly review the Code of Corporate Governance may expose the Board to the risk that the document is not 'fit for purpose'.
Compliance with Board Policy requirements on Equality and Diversity	N/A
Resource/Staffing Implications	None identified

Approved by

Name	Designation	Name	Designation
Carol Gillie	Director of Finance	Calum Campbell	Chief Executive

Author(s)

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