

**Borders NHS Board**

Meeting Date: 27 June 2019

<b>Approved by:</b>	Carol Gillie, Director of Finance, Procurement, Estates & Facilities
<b>Author:</b>	Iris Bishop, Board Secretary
<b>BORDERS NHS BOARD CODE OF CORPORATE GOVERNANCE SECTIONAL UPDATE</b>	
<b>Purpose of Report:</b>	
The purpose of this report is to provide the Board with a sectional update to the Code of Corporate Governance (CoCG) for approval.	
<b>Recommendations:</b>	
The Board is asked to <b>approve</b> the sectional update.	
<b>Approval Pathways:</b>	
This report has been recommended for approval by the Audit Committee.	
<b>Executive Summary:</b>	
<p>The Code of Corporate Governance details how the Board organises and governs its business.</p> <p>The Code of Corporate Governance is required to be updated annually.</p> <p>The Board in October 2017 reviewed and approved an updated version of the CoCG.</p> <p>Section A of the CoCG has been further updated following feedback from the Audit Committee (attached):-</p> <ul style="list-style-type: none"> <li>• to include the Terms of Reference for the newly formed Finance &amp; Resources Committee (pages 31-34);</li> <li>• to remove the Terms of Reference for the Financial Performance Group;</li> <li>• to include the revised Terms of Reference for the Strategy &amp; Performance Committee (pages 28-31);</li> <li>• to update the membership section of the Audit Committee Terms of Reference (page 35);</li> <li>• to update the Staff Governance Committee Chair position (page 44);</li> <li>• to note that the Public Governance Committee Terms of Reference are currently being reviewed and revised (pages 49-53).</li> </ul> <p>Nationally work is being led by the NHS Corporate Governance Steering Group to achieve “once for Scotland corporate governance materials and resources”. It is anticipated that</p>	

the model products, once ready will be approved by the NHS Corporate Governance Steering Group. The process for sharing these with all Boards is yet to be determined.

The National Steering Group intend that all Corporate Governance materials are formulated into a single package for their sign off – this would include Standing Orders, Scheme of Delegation, Standing Financial Instructions, Terms of Reference for Committees as well as Committee schedules/work plans.

Further to approval at the NHS Scotland Corporate Governance Steering Group the final model product will be submitted to a Joint NHS Board Chairs and NHS Board Chief Executives meeting for final sign off.

In light of the national work underway a full refresh of NHS Borders Code of Corporate Governance has been paused and will take place when the model products have been released to Boards for adoption.

**Impact of item/issues on:**

<b>Strategic Context</b>	The Code of Corporate Governance details how the Board organises and governs its business.
<b>Patient Safety/Clinical Impact</b>	Not Applicable
<b>Staffing/Workforce</b>	Not Applicable
<b>Finance/Resources</b>	Not Applicable
<b>Risk Implications</b>	Not Applicable
<b>Equality and Diversity</b>	Compliant
<b>Consultation</b>	Audit Committee
<b>Glossary</b>	NHS – National Health Service CoCG – Code of Corporate Governance

# **SECTION A**

## **How business is organised**

## **1. THE BOARD AND ITS COMMITTEES (DIAGRAM)**

## **2. HOW BOARD AND COMMITTEE MEETINGS MUST BE ORGANISED**

1. Calling and notice of meetings
2. Appointment of Chair of Borders NHS Board
3. Appointment of Vice-Chair of Borders NHS Board
4. Duties of Chair and Vice-Chair
5. Quorum
6. Order of business
7. Conflict of interest
8. Reception of deputations
9. Receipt of petitions
10. Submission of reports to the Board
11. Right to attend meetings and/or place items on agenda
12. Alteration or revocation of previous decision
13. Suspension of standing orders
14. Admission of public and press
15. Members' code of conduct
16. Minutes, agendas and papers
17. Guidance to exemptions under the Freedom of Information (Scotland) Act 2002
18. Records management

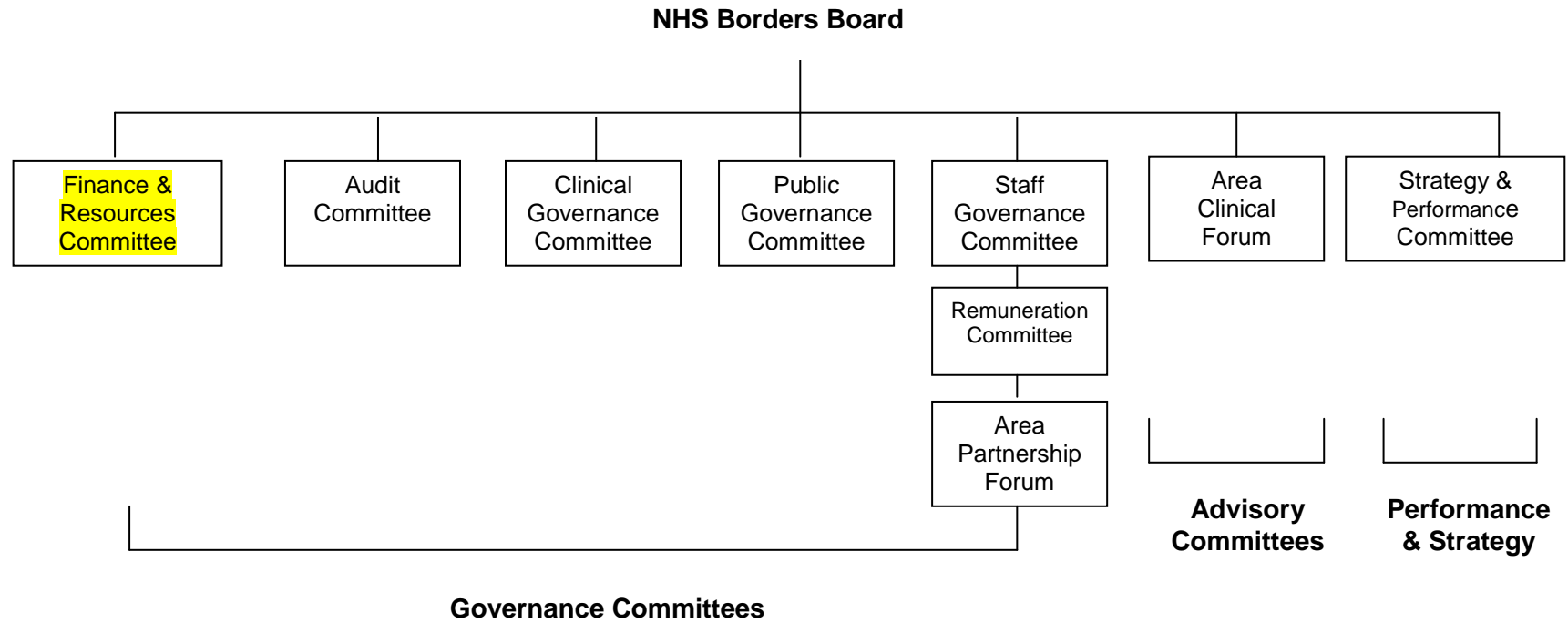
## **3. STANDING COMMITTEES**

1. Establishing Committees
2. Membership
3. Functioning
4. Minutes
5. Frequency
6. Delegation
7. Committees
8. Purpose and Remits
  - A. Strategy and Performance Committee
  - B. Finance & Resources Committee
  - C. Audit Committee
  - D. Clinical Governance Committee

- E. Staff Governance Committee
- F. Remuneration Committee (sub-committee of Staff Governance Committee)
- G. Public Governance Committee
- H. Area Clinical Forum
- I. Area Partnership Forum
- J. Pharmacy Practices Committee

Section A - Appendix 1: The Health Boards (Membership and Procedure) (Scotland) Regulations 2001

# 1. THE BOARD AND ITS COMMITTEES



\* The Pharmacy Practice Committee has delegated authority from the Board to meet when there are applications to consider in line with Statutory Instrument 1995 NO 414 (S28)  
 The National Health (Pharmaceutical Services) Service (Scotland) - Regulations 1995

## **2. HOW BOARD AND COMMITTEE MEETINGS MUST BE ORGANISED**

This section regulates how the meetings and proceedings of the Board and its Committees will be conducted and are referred to as 'Standing Orders'. The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 confirms the matters to be included in the Standing Orders. This is attached for reference at Appendix 1 of this section. The following is NHS Borders' practical application of these Regulations.

### **1. Calling and Notice of Meetings**

- 1.1 The first meeting of the Board shall be held on a day and at a place fixed by the Chair.
- 1.2 The Chair may call a meeting of the Board at any time and the Chair of a Committee may call a meeting of that Committee at any time or when required to do so by the Board.
- 1.3 Ordinary meetings of the Board or Committees will be held in accordance with the timetable approved by the Board. Meetings of the Board will normally be held bi-monthly and not more than 3 months between meetings.
- 1.4 Meetings of the Board and its Committees may be conducted in any way in which each member is enabled to participate including video or teleconferencing. A meeting shall only be conducted by video or teleconferencing on the direction of the Chair, or Vice Chair of the Board, or Committee.
- 1.5 A meeting of the Board may be called if one third of the Members make the request in writing. If the Chair does not call a meeting within seven days of the request, the Members who signed the request may call the meeting provided that only the requested business is transacted.
- 1.6 The notice of a Board or Committee meeting (agenda and papers) must be delivered to each member, at least seven clear days before the date of the meeting, other than in exceptional circumstances when it must be delivered three clear days before the meeting.
- 1.7 Before each Board meeting a notice (agenda and papers) specifying the time, place and business to be transacted, shall be delivered to every Member, or sent by post to the home of the Members or sent by electronic means.
- 1.8 Notification of the time and place of Board Meetings for the forthcoming year shall be published on the NHS Borders website: [www.nhsborders.org.uk](http://www.nhsborders.org.uk)
- 1.9 Lack of notice to any member shall not affect the validity of a meeting.
- 1.10 Special meetings of committees shall be held on the dates and times that the Chairs of those Committees determine.

- 1.11 It is within the discretion of the Chair of any Committee to cancel, advance or postpone an ordinary meeting if there is a good reason for doing so.
- 1.12 Two or more members of any Committee may, by notice in writing, require a special meeting to be called to consider the business specified in the notice. Such a meeting shall be held within fourteen days of receipt of the notice by the Board Secretary or Lead Executive Director.
- 1.13 In the case of the Audit Committee a special meeting may be called by the Audit Committee Chair, Chair of Borders NHS Board, the Chief Executive, the Director of Finance, Procurement, Estates & Facilities, the Chief Internal Auditor or the Appointed External Auditor.

## **2. Appointment of Chair of Borders NHS Board**

- 2.1 The Chair is appointed by the Cabinet Secretary for Health and Sport. The regulations governing the period of terms of office and the termination or suspension of office of the Chair are contained in the National Health Service (Scotland) Act 1978.

## **3. Appointment of Vice-Chair of Borders NHS Board**

- 3.1 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 member (for example Employee Director, Chair of the Area Clinical Forum or Scottish Borders Council appointed representative) shall be appointed Vice-Chair. The Chair will nominate a Vice Chair for approval of the Board and subsequently the approval of the Cabinet Secretary.
- 3.2 The Vice-Chair may resign from the office at any time by giving notice in writing to the Chair. The Chair will appoint a new Vice Chair in these circumstances in accordance with 3.1 above.
- 3.3 Where the Chair of the Board has ceased to hold office or has been unable to perform their duties as Chair, owing to illness, absence or any other cause, the Vice-Chair shall take the place of the Chair in the conduct of the business of the Board.

## **4. Duties of Chair and Vice-Chair**

- 4.1 At every meeting of the Board, the Chair, shall preside. If the Chair is absent the Vice-Chair, shall preside. If the Chair and Vice-Chair are both absent, the Members present shall elect a Non-Executive Member to act as Chair for that meeting.
- 4.2 If both the Chair and Vice-Chair (if any) of a Committee are absent from a meeting a member of the Committee chosen at the meeting by the other members will act as Chair for that meeting.
- 4.3 It shall be the duty of the Chair:
  - To ensure that Standing Orders are observed and to facilitate a culture of transparency, consensus and compromise.



- To preserve order and ensure that any member wishing to speak is given due opportunity to do so and a fair hearing.
  - To decide all matters of order, competence and relevance.
- 4.4 The Chief Executive or Board Secretary shall draw the attention of the Chair to any apparent breach of the terms of these Standing Orders.
- 4.5 The decision of the Chair on all matters referred to in the Standing Orders shall be final and shall not be open to question or discussion in any meeting of the Board.
- 4.6 Deference shall at all times be paid to the authority of the Chair. When the Chair commences speaking, they shall be heard without interruption.

## 5. Quorum

5.1 The quorum for Board meetings is one-third of the whole number of Members, of which at least two are Non-Executive Members. No business shall be transacted at a meeting of the Board unless this is met. It is at the discretion of the Chair as to whether an inquorate meeting still take place even though it shall not be possible to make any decisions at such a meeting.

5.2 The quorum for Committees shall be as follows:-

- |                                       |   |
|---------------------------------------|---|
| 1. Strategy and Performance Committee | One-third of the whole number of Members, of which at least two are Non-Executive Members   |
| 2. Finance and Resources Committee    | Two members who must be Non-Executives.   |
| 3. Audit Committee                    | Two members who must be Non-Executives  |
| 4. Clinical Governance Committee      | Two members who must be Non-Executive Members   |
| 5. Staff Governance Committee         | Three members who must be Non-Executive Members.  |
| 6. Remuneration Committee             | Three members   |
| 7. Public Governance Committee        | Four core members or their deputies must be present (this includes two Non Executive Directors), and at least two public members to be present. |
| 8. Area Clinical Forum (ACF)          | Four members of the Committee   |
| 9. Area Partnership Forum (APF)       | A minimum of five members each for the management side and the staff side.  |

- 5.3 If a quorum is not present ten minutes after the time specified for the start of a meeting of the Board or Committees the Chair will seek agreement to adjourn the meeting and reschedule.
- 5.4 If during any meeting of the Board or of its Committees a Member or Members are called away and the Chair finds that the meeting is no longer quorate, the meeting shall be suspended. If a quorum is not present at the end of ten minutes, the Chair will seek agreement to adjourn the meeting and reschedule.

## **6. Order of business**

- 6.1 The Chair in conjunction with the Chief Executive shall set the agenda for meetings of the Board.
- 6.2 For ordinary meetings of the Board or its Committees, the business shown on the agenda shall normally proceed in the following order:
- Business determined by the Chair to be a matter of urgency by reason of special circumstances
  - Reception of deputations, followed by consideration of any items of business on which the deputations have been heard
  - Petitions
  - Minutes of the previous meeting for approval
  - General Business
  - Questions and motions of which due notice has been given
  - Minutes of Committees
- 6.3 No item of business shall be transacted at a meeting, unless either:
- It has been included on the agenda for the meeting, or
  - It has been determined by the Chair to be a matter of urgency by reason of special circumstances

## **7. Conflict of interest**

- 7.1 If a Member, or associate of theirs, has any interest, direct or indirect, in any item on the agenda, they shall disclose the fact. Members with a pecuniary interest shall leave the room during discussion of the matter in which they have an interest. Members with a non pecuniary matter shall declare that interest and may remain in the room depending on the view of the Committee.
- 7.2 The Scottish Ministers may, subject to such conditions as they may think fit to impose, remove any disability imposed by the 2001 Regulations in any case in which it appears to them in the interests of the health service that the disability should be removed.
- 7.3 Remuneration, compensation or allowances payable to a Chair or other Member shall not be treated as a pecuniary interest for the purpose of the 2001 Regulations. (Paragraphs 4, 5 or 14 of Schedule 1 to the Act)
- 7.4 A Member, or associate of theirs, shall not be treated as having an interest in any matter if the interest is so remote or insignificant that they cannot reasonably be regarded as likely to effect any influence in the

consideration or discussion of or in voting on, any question with respect to the matter.

7.5 The 2001 Regulations apply to a Committee as they apply to the Board and apply to any Member of any such Committee (whether or not they are also a Member of the Board) as they apply to a Member of the Board.

7.6 For the purposes of the 2001 Regulations, the word 'associate' has the meaning given by Section 74 of the Bankruptcy (Scotland) Act 1985 (a).

## **8. Reception of deputations**

8.1 Every application for the reception of a deputation must be in writing, duly signed and delivered, faxed or e-mailed to the Board Secretary at least three clear working days prior to the date of the meeting at which the deputation wish to be received. The application must state the subject and the action which it proposes the Board or Committee should take.

8.2 The deputation shall consist of not more than ten people.

8.3 No more than two members of any deputation shall be permitted to address the meeting, and they may speak in total for no more than ten minutes.

8.4 Any member may put any relevant question to the deputation, but shall not express any opinion on the subject matter until the deputation has returned to the public gallery/audience. If the subject matter relates to an item of business on the agenda, no debate or discussion shall take place until the relevant minute or other item is considered in the order of business.

## **9. Receipt of petitions**

9.1 Every petition shall be delivered to the Board Secretary at least three clear working days before the meeting at which the subject matter may be considered. The Chair will be advised and will decide whether the contents of the petition should be discussed at the meeting or not.

## **10. Submission of reports**

10.1 Reports shall be submitted by the Executive Member or other Senior Officer when requested, or when, in the professional opinion of such an officer, a report is required to enable compliance with any statute, regulation or Ministerial Direction, or other rule of law, or where the demands of the service under their control require.

10.2 Any report to be submitted shall be provided not later than fourteen days unless an extension has been agreed, prior to the meeting of the Board or Committee to the Board Secretary and where appropriate the Director of Finance, Procurement, Estates & Facilities. Any observations by those officers on matters within their professional remit shall be incorporated into the report.

10.3 Only those reports which require a decision to be taken by the Board or Committee, or are necessary to enable the Board or Committee to discharge its business or exercise its monitoring role, will normally be

included on the agenda . The Chair of the Committee and the Chair of the Board with the Chief Executive shall make the final determination on whether or not an item of business should be included on an Agenda.

- 10.4 All reports requiring decisions will be submitted in writing. Verbal reports will only be accepted in exceptional circumstances, and with the prior approval of the Chair of the Board or the Chair of the Committee.

## **11. Right to attend meetings and/or place Items on an agenda**

- 11.1 Any Board Member shall be entitled to attend any meeting of any Committee, and shall, with the consent of the Committee, be entitled to speak but not to propose, second any motion or vote. Executive Members cannot attend the Remuneration Committee when matters pertaining to their terms and conditions of service are being discussed but will attend and the Audit Committee when deemed necessary by the Chair of that Committee.
- 11.2 A Board Member, who is not a member of a particular Committee and wishes that Committee to consider an item of business which is within its remit, shall inform in writing the Committee Administrator no later than 12 noon on the fourteenth day prior to the meeting of the issue to be discussed. The Committee Administrator shall arrange for it to be placed on the agenda of the Committee. The Member shall be entitled to attend the meeting and speak in relation to the item, but shall not be entitled to propose or second any motion or to vote.
- 11.3 A member of a Committee who wishes to raise any item of business which is within its remit shall inform in writing the Committee Administrator no later than 12 noon on the fourteenth day prior to the meeting the issue to be discussed. The Committee Administrator shall arrange for it to be placed on the agenda of the Committee.
- 11.4 The Chief Internal Auditor and External Auditor have a right of attendance at all Committees. The Chief Internal Auditor and External Auditor shall have the right of direct access to the Chairs of the Board and all Committees.
- 11.5 The Chair of the Area Clinical Forum (ACF) will be appointed as a Non-Executive of the Board. As a member of the Board they will be invited to attend Board and Committee meetings except the Remuneration Committee. The Chair of the ACF will also be invited to attend the Area Partnership Forum.
- 11.6 The Chair of the meeting will have the discretion to decide whether a non member of a Committee will be made aware of reserved business and continue in attendance.
- 11.7 Persons attending in this capacity shall be entitled to speak but not to propose or second any motion or to vote.

## **12. Alteration or revocation of previous decision**

- 12.1 Subject to 12.2 below, a decision shall not be altered or revoked within a period of six months from the date of such decision being taken.

12.2 Where the Chair rules that a material change of circumstances has occurred to such extent that it is appropriate for the issue to be reconsidered, a decision may be altered or revoked within six months by a subsequent decision arising from:

- A recommendation to that effect, by an Executive Member or other officer in a formal Report
- A motion to that effect of which prior notice has been given in terms of 10.1

12.3 This does not apply to the progression of an issue on which a decision is required.

### **13. Suspension of standing orders**

13.1 So far as it is consistent with any statutory provisions, any one or more of the Standing Orders may be suspended at any meeting of the Board, but only as regards the business at such meeting, provided that two-thirds of the members present and voting so decide.

### **14. Admission of public and press**

14.1 Members of the public and representatives of the Press will be admitted to every formal meeting of the Board but will not be permitted to take part in discussion. (Public Bodies (Admission to Meetings) Act 1960).

14.2 The Board may exclude the public and press while considering any matter that is confidential. (Exemptions, Freedom of Information (Scotland) Act 2002 (the Act) and Environmental Information (Scotland) Regulations 2004 (the Regulations)).

14.3 A summary of the exemptions specified in the Act is contained at the end of this section at Para 17.3, but should not be relied upon as a comprehensive application of the exemptions in restricting access to information.

14.4 For guidance on application of the Act and Regulations, please contact the Board Secretary on 01896 825525.

14.5 The terms of any such resolution specifying the part of the proceedings to which it relates and the categories of exempt information involved shall be specified in the minutes.

14.6 Members of the public and representatives of the press admitted to meetings shall not be permitted to make use of photographic or recording apparatus of any kind unless agreed by the Board (Public Bodies (Admission to Meetings) Act 1960).

14.7 The Chair of the Board can request a private meeting of the Board to consider business as appropriate to a private discussion.

### **15. Members' code of conduct**

15.1 All those who are appointed as Members of the Board must comply with

- the Members' Code of Conduct as incorporated into the Code of Governance and approved by the Scottish Government;

- approved NHS Borders Board policies and procedures.

This also applies equally to all members of Committees whether they are employed by NHS Borders or not when undertaking Committee business.

- 15.2 For the purposes of monitoring compliance with the Members' Code of Conduct, the Board Secretary has been appointed as the designated monitoring officer.
- 15.3 Board Members and committee Members having any doubts about the relevance of a particular interest should discuss the matter with the Chair or Board Secretary.
- 15.4 Members should declare on appointment any material or relevant interest and such interests should be recorded in the Board and Committee minutes. Any changes should be declared and recorded when they occur.
- 15.5 Members interests will be entered into a register that will be maintained by the Board Secretary and will be available to the public on request.

## **16. Minutes, agendas and papers**

- 16.1 The Board Secretary is responsible for ensuring that Minutes of the proceedings of a meeting of the Board or its Committees, including any decision or resolution made at that meeting, shall be drawn up. The minutes shall be submitted to the next meeting of the Board, or relevant Committee, for approval by members as a record of the meeting subject to any amendments proposed by members and shall be signed by the person presiding at that meeting.
- 16.2 The names of members present at a meeting of the Board or of a Committee of the Board shall be recorded in the Minute, together with the apologies for absence from any member.
- 16.3 The Freedom of Information (Scotland) Act 2002 gives the public a general right of access to all recorded information held. Therefore, when minutes of meetings are created, it should be assumed that what is recorded will be made available to the public.
- 16.4 The Minute of a meeting being held where authority or approval is being given by the committee and the Minutes are intended to act as a record of the business of the meeting, then the Minute should contain:
- A summary of the Committee's discussions;
  - A clear and unambiguous statement of all decisions taken;
  - If no decision is taken, a clear and unambiguous statement of where the matter is being referred or why the decision has been deferred;
  - Where options are presented, a summary of why options were either accepted or rejected;
  - Reference to any supporting documents relied upon;
  - Any other relevant points which influenced the decision or recommendation;
  - Any recommendations which require approval by a higher authority.

16.5 The contents of a Minute will depend upon the purpose of the meeting.

If the meeting agrees actions they will be recorded in an Action Tracker:

- A description of the task, including any phases and reporting requirements;
- The person accepting responsibility to undertake the task;
- The time limits associated with the task, its phases and agreed reporting.

16.6 The agendas and papers for all Board, Committee and Sub-Committee meetings shall be circulated to members at least 7 days before any given meeting, by post and/or electronic means.

16.7 The draft minutes and action trackers from all Board, Committee and Sub-Committee meetings shall be issued as soon as possible following a meeting, ideally within 5 working days.

## **17. Freedom of Information (Scotland) Act 2002**

17.1 The Freedom of Information (Scotland) Act 2002 (FOI(S)A) was introduced by the Scottish Parliament to ensure that people have the right to access information held by Scottish public authorities. The Act states that any person can receive information that they request from a public authority, subject to certain exemptions such as protection of personal data and commercial interests, or national security. It came into force on 1 January 2005 and is retrospective, so that it includes all records held by the Board prior to 2005 as well as since that date.

Under FOI(S)A NHS Borders is required to:

- Provide applicants with help and assistance in finding the information they require within a given timescale;
- Maintain a publication scheme of information to be routinely published;
- Put in processes for responding to enquiries and undertaking appeals against decisions to withhold information.

17.2 Information as defined under FOI(S)A includes copies or extracts, including drafts, of any documents such as:

- reports and planning documents;
- committee minutes and notes;
- correspondence including e-mails;
- statistical information.

17.3 The FOI(S)A provides a range of exemptions which may be applied allowing the public authority to withhold information. Exemptions must be considered on a case by case basis and may be applied to all or only part of the information requested.

17.4 All documents will be scrutinised for information which may be withheld under an exemption to the Act prior to release.

17.5 Full details of the FOI(S)A exemptions and how to apply them can be found in the Freedom of Information (Scotland) Act 2002 which is

available on the NHS Borders intranet Information Governance site at [http://intranet/new\\_intranet/microsites/index.asp?siteid=41&uid=2](http://intranet/new_intranet/microsites/index.asp?siteid=41&uid=2)

- 17.6 Briefings on how to apply exemptions can be found on the Scottish Information Commissioners website at <http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp>.
- 17.7 For further advice on the Freedom of Information (Scotland) Act 2002, processes and application contact the Freedom of Information Officer or Communications Team.

## **18. Records management**

- 18.1 Under the Freedom of Information (Scotland) Act 2002, NHS Borders must have comprehensive records management systems and process in place which must give clear guidance on time limits for the retention of records and documents.
- 18.2 Separate guidance has been produced for records management. The NHS Borders Records Management Policy can be found on the NHS Borders Intranet Information Governance site at [http://intranet/new\\_intranet/microsites/index.asp?siteid=41&uid=2](http://intranet/new_intranet/microsites/index.asp?siteid=41&uid=2)



### **3. STANDING COMMITTEES**

#### **1. Establishing Committees**

- 1.1 The Board on the recommendation of the Chair shall create such Committees, as are required by statute, guidance, regulation and Ministerial direction and as are necessary for the economical efficient and effective governance of the Boards' business.
- 1.2 The Board shall delegate to such Committees those matters they consider appropriate. The matters delegated shall be set out in the Purpose and Remits of those Committees detailed in Paragraph 8, Purpose and Remits
- 1.3 The Chair may vary the number, constitution and functions of Committees at any meeting by specifying the proposed variation.

#### **2. Membership**

- 2.1 The Board on the recommendation of the Chair shall appoint the membership of Committees on an annual basis. By virtue of their appointment the Chair of the Board is an ex officio member of all Committees except the Audit Committee.
- 2.2 The Board on the recommendation of the Chair shall appoint the Chairs of the Governance Committees of NHS Borders Board.
- 2.3 Any Committee, shall include at least one Non-Executive Member of the Board, and may include persons, who are co-opted, and may consist wholly or partly of Members of the Board.
- 2.4 In recommending to the Board the membership of Committees, the Chair shall have due regard to the Committee purpose, role and remit, and accountability requirements as well as the skills and experience of individual Non Executives and any requirements associated with their recruitment. Certain members may not be appointed to serve on a particular Committee as a consequence of their positions. Specific exclusions are:
  - Audit Committee - Chair of the Board together with any Executive Member or Officer.
  - Remuneration Committee - any Executive Member or Officer.
- 2.5 The Board on the recommendation of the Chair has the power to vary the membership of Committees at any time, provided that this is not contrary to statute, regulation or direction by Scottish Ministers and is in accordance with the paragraph 2.4 above.
- 2.6 The Board on the recommendation of the Chair shall appoint Vice-Chairs of Committees. In the case of Members of the Board, this shall be dependent upon their continuing membership of the Board.
- 2.7 The persons appointed as Chairs of Committees shall usually be Non-Executive Members of the Board and only in exceptional circumstances

shall the Chair recommend to the Board the appointment of a Chair of a Committee who is not a Non-Executive Member, such circumstances are to be recorded in the Minutes of the Board meeting approving the appointment.

- 2.8 Casual vacancies occurring in any Committee shall be filled as soon as may be by the Chair after the vacancy takes place.

### **3. Functioning**

- 3.1 An Executive member or another specified Lead Officer shall be appointed to support the functioning of each Committee.
- 3.2 Committees may seek the approval of the Chair to appoint Sub-Committees for such purposes as may be necessary.
- 3.3 Committees may from time to time establish working groups for such purposes as may be necessary.
- 3.4 Where the functions of the Board are being carried out by Committees, the membership, including those co-opted members who are not members of the Board, are deemed to be acting on behalf of the Board.
- 3.5 During intervals between meetings of the Board or its Committees, the Chair of the Board or the Chair of a Committee or in their absence, the Vice Chair shall, in conjunction with the Chief Executive and the Lead Officer concerned, have powers to deal with matters of urgency which fall within the terms of reference of the Committee and require a decision which would normally be taken by the Committee. All decisions so taken should be reported to the next full meeting of the relevant Committee. It shall be for the Chair of the Committee, in consultation with the Chief Executive and Lead Officer concerned, to determine whether a matter is urgent in terms of this Standing Order.

### **4. Minutes**

- 4.1 The approved Minute of each Committee of the Board shall be submitted as soon as is practicable to an ordinary meeting of the Board for information, and for the consideration of any recommendations having been made by the Committee concerned.
- 4.2 The Minute of each Committee meeting shall also be submitted to the next meeting of the Committee for approval as a correct record.
- 4.3 Minutes of the proceedings at a meeting of a Special Committee shall be made but these proceedings may be reported to the Board or to any Committee of the Board either by the Minutes or in a report from the Special Committee as may be considered appropriate.

### **5. Frequency**

- 5.1 The Committees of the Board shall meet no fewer than four times a year.

### **6. Delegation**

- 6.1 Each Committee shall have delegated authority to determine any matter within its purpose and remit, with the exception of any specific restrictions contained in Section F, Section 1 (Reservation of powers and delegation of authority – Matters reserved for Board agreement only).
- 6.2 Committees shall conduct their business within their purpose and remit, and in exercising their authority, shall do so in accordance with the following provisions. However, in relation to any matter either not specifically referred to in the purpose and remit, or in these Standing Orders, it shall be competent for the Committee, whose remit the matter most closely resembles, to consider such matter and to make any appropriate recommendations to the Board.
- 6.3 Committees must conduct all business in accordance with NHS Borders policies and the Code of Corporate Governance.
- 6.4 The Chair may deal with any matter falling within the purpose and remit of any Committee without the requirement of receiving a report of or Minute of that Committee referring to that matter.
- 6.5 The Chair may at any time, vary, add to, restrict or recall any reference or delegation to any Committee. Specific direction by the Chair in relation to the remit of a Committee shall take precedence over the terms of any provision in the purpose and remit.
- 6.6 If a matter is of common or joint interest to a number of Committees, and is a delegated matter, no action shall be taken until all Committees have considered the matter.
- 6.7 In the event of a disagreement between Committees in respect of any such proposal or recommendation, which falls within the delegated authority of one Committee, the decision of that Committee shall prevail. If the matter is referred but not delegated to any Committee, a report summarising the views of the various Committees shall be prepared by the appropriate officer and shall appear as an item of business on the agenda of the next convenient meeting of the Board.

## **7. Committees**

- Strategy and Performance Committee
- Finance and Resources Committee
- Audit Committee
- Clinical Governance Committee
- Staff Governance Committee
- Remuneration Committee (sub-committee of Staff Governance Committee)
- Public Governance Committee
- Area Clinical Forum
- Area Partnership Forum
- Pharmacy Practices Committee

## **8. Purpose and Remits**

### **A) STRATEGY & PERFORMANCE COMMITTEE**

#### **1.1 Purpose**

- To oversee policy and strategy development
- To act as the Performance Management Committee of the Board
- To act as the Service Redesign Committee of the Board
- To influence the early development of the strategic direction of the Board

#### **1.2 Composition**

Membership of the Committee shall be:

- Chair of the Board (Chair)
- All Non Executive Directors
- Chief Executive
- Director of Public Health
- Medical Director
- Director of Nursing, Midwifery & Acute Services
- Director of Finance, Procurement, Estates & Facilities
- Director of Workforce
- Director of Strategic Change & Performance
- Chief Officer Health & Social Care Integration
- Partnership Representative

Attendees shall be:

- Board Secretary (Secretariat)
- Clinical Board Chairs

Attendees may be invited to the Committee at the discretion of the Chair.

The Lead Officer for the Strategy and Performance Committee shall be the Chief Executive.

#### **1.3 Meetings**

Meetings of the Strategy and Performance Committee will be quorate when one third of the whole number of members, of which at least two are Non Executive Members are present.

The Strategy and Performance Committee will be chaired by the Chair of the Board.

The Committee will meet no less than 4 times per year and conduct its proceedings in compliance with the Standing Orders of the Board.

The Chair of the Committee, in conjunction with the Chief Executive shall set the agenda for the meetings. Committee members who wish to raise items for consideration on future agendas can do so under Any Other Business or through the Committee Chair.

The agenda and supporting papers will be sent out by the Board Secretary, at least seven days in advance of the meetings to allow time for members' due consideration of issues.

Formal minutes and an action tracker arising from Committee business shall be kept to record, identify and ensure actions are carried out. The Committee will be supported by the Board Secretary who will submit the minutes for approval at the next Strategy and Performance Committee meeting, prior to submission to the Board.

## **1.4 Remit**

### **1.4.1 Strategy Development**

The Committee will have an important role in shaping the development of the Strategic Framework of the Board.

The Committee will ensure detailed and appropriate scrutiny of the development of all strategies which require approval by the Board, including the Annual Operational Plan, and make recommendations on them to the Board. The Committee will ensure that strategies are compliant with the duties of the Board in respect of meeting legislative and good practice requirements. The Committee will also ensure that there is an integrated approach to workforce, finance and service planning.

### **1.4.2 Service Redesign**

The Committee will ensure that service redesign encompasses collaborative working across health, social care and other organisations, with explicit links between service redesign, service improvement, workforce planning and the strategic priorities for NHS Scotland.

### **1.4.3 Patient Stories**

The Committee will ensure the organisation is supportive of the Patient Rights (Scotland) Act and the Person Centred Health and Care Programme through the receipt of patient stories at each meeting. The patient stories will highlight to the Committee the experiences of patients and carers. The Committee will support organisational learning and priority setting and consider the opportunities and positive outcomes which can be delivered by working in partnership with service users in an innovative and creative way.

### **1.4.4 Inspections and Inquiries**

The Committee will seek assurance of an ongoing focus to achieve inspection standards as outlined by Health Improvement Scotland. The Committee may make recommendations to the Board.

The Committee shall review actions taken by NHS Borders in relation to high profile inquiries that may attract media interest. The Committee may make recommendations to the Board.

#### **1.4.5 Performance Management**

The Committee shall have oversight of systems and processes to ensure services are delivered effectively and performance is in line with expectations. The Committee may, from time to time, review individual services in relation to performance management, ensuring that health care is delivered to an efficient and cost-effective level. Specifically, the Committee will:

1. Ensure a rigorous and systematic approach to the monitoring of delivery of national and local priorities.
2. Monitor the delivery of health related outcomes and performance targets for functions delegated and resources provided to the Health & Social Care Integration Joint Board (IJB) and for services commissioned by the IJB.
3. Promote an integrated approach to performance management and risk, including review of the Strategic Risk Register of the Board.
4. Oversee an effective approach to prioritisation of resources, supported by appropriate and relevant benchmarking and comparative information to inform decision-making.
5. Ensure the organisation works with other partners to secure effective and integrated systems of performance management.

The Committee is clear of its corporate responsibilities and accountabilities.

The Committee operates in an open and transparent manner so as to secure clarity of decision making.

#### **1.5 Risk Reporting**

To avoid the Committee's agenda becoming over-burdened and unmanageable specific pieces of work will be delegated to the appropriate Director, sub group or short-life task and finish groups reporting to the Committee with very specific remits, objectives, timescales and membership.

#### **1.6 Best value**

The Committee will put in place arrangements which will provide assurance to the Chief Executive as Accountable Officer, that NHS Borders has systems and processes in place to secure best value for these delegated areas.

#### **1.7 Authority**

The Committee is authorised by the Board to investigate any activity within its terms of reference, and is authorised to seek any information it requires from any employee. All Members, employees and agents of the Board are directed to co-operate with any request made by the Committee.

In order to fulfil its remit the Strategy and Performance Committee may obtain whatever professional advice it requires, and require other individuals to attend meetings as required.

NHS Borders as a legal entity has in place a range of constitutional governance protocols that are required to be followed by Board staff. These include Standing Orders, Standing Financial Instructions and Schemes of Delegation. All members of the Committee must have a good working knowledge of these protocols. For the Committee to work to best effect, it is important that members work within the various regulations set out and fully recognise and acknowledge when any proposed actions are likely to be unconstitutional, thereby commencing appropriate referral or sanction.

## **1.8 Reporting Arrangements**

- The Strategy and Performance Committee reports to the Board.
- The minutes of the Strategy and Performance Committee meetings will be submitted to the next meeting of the Strategy and Performance Committee for approval.
- The minutes will then be presented to the following Ordinary Meetings of the Board for noting.

## **1.9 Review**

The Terms of Reference of the Strategy and Performance Committee will be reviewed on an annual basis.

## **B) FINANCE AND RESOURCES COMMITTEE**

### **1.1 Purpose**

The role of the Committee is to keep under review the financial position of the Board and to provide assurance that suitable arrangements are in place to secure economy, efficiency and effectiveness in the use of all financial resources and that the arrangements are working effectively.

The Committee will oversee the development of a Financial Strategy for approval by the Board that is consistent with the principle of Patient Safety as our number one priority, but with reference to all other national and local priorities.

### **1.2 Composition**

The membership of the Committee shall consist of 3 Non Executive Directors including:

- Vice Chair of the Board
- Chair of Audit Committee
- 2 Non Executive Directors

Attendees In attendance:

- Chief Executive (as Accountable Officer)
- Director of Finance, Procurement, Estates & Facilities

- Medical Director
- Director of Nursing, Midwifery & Acute Services
- Chief Officer Health & Social Care
- Director of Strategic Change & Performance
- Board Secretary (Secretariat)
- Deputy Director of Finance

Attendees may be invited to the Committee at the discretion of the Chair and it is anticipated, depending on the issues to be discussed, that other key individuals from the wider organisation will be asked to attend.

The Committee will identify a Chair from the Non Executive membership, which the Chair of the Board will recommend to the Borders NHS Board for approval.

### **1.3 Meetings**

Meetings of the Finance and Resources Committee will be quorate when at least two Non Executive Members are present. It is anticipated that all attendees, or their nominated deputy, will attend all meetings of the committee.

The Committee will meet no less than 4 times per year and conduct its proceedings in compliance with the Standing Orders of the Board.

The Chair of the Committee, with the support of the Chief Executive, shall set the agenda for the meetings. Committee members who wish to raise items for consideration on future agendas can do so under Any Other Business or through the Committee Chair.

The agenda and supporting papers will be sent out by the Board Secretary, at least seven days in advance of the meetings to allow time for members' due consideration of issues.

Formal minutes and an action tracker arising from Committee business shall be kept to record, identify and ensure actions are carried out. The Committee will be supported by the Board Secretary who will submit the minutes for approval at the next Finance & Resources Committee meeting, prior to submission to the Board.

### **1.3 Remit**

#### **1.3.1 Financial Performance**

The Committee shall have accountability and assurance 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 level and balances of reserves held by the Board.



- The impact of planned future policies and known or foreseeable future developments on the underlying financial position of the Board.

The Committee shall undertake an annual self assessment of the Committee's work and review regularly the sections of NHS Borders Integrated Performance Report relevant to the Committee's responsibility.

### **1.3.2 Arrangements for Securing Best Value**

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) The planning, appraisal, control, accountability and evaluation of the use of current and future resources.
- (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 its statutory requirements.

### **1.3.3 Allocation and Use of Resources**

The Committee has key responsibility for:

- Reviewing the development of the Board's Financial Strategy in support of the Integration Joint Board Strategic Plan, Local and Regional Delivery Plans, and recommending approval to the Board.
- Reviewing and agreeing the level of budget to be provided to the IJB for the functions delegated and make recommendations to the Board.
- Reviewing the H&SCI Strategic Commissioning Plan to ensure the outcomes can be delivered within the Board's revenue and capital plans.
- Reviewing all resource allocation proposals outwith authority delegated by the Board and make recommendations to the Board.
- Monitoring the use of resources available to the Board.
- Reviewing the Property Strategy (including the acquisition and disposal of property) and make recommendations to the Board.
- Reviewing all matters relating to the achievement of Best Value.

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 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.

### **1.3.4 Drug & Prescribing Budgets**

The Committee will oversee the allocation of resources to prescribing budgets based on the horizon scanning and assessments undertaken.

## **1.4 Reporting**

The minutes of the Financial and Resources Committee meetings will be submitted to the next meeting of the Committee for approval.

The Finance and Resources Committee will report to the Board and is required to produce an Annual Statement of Assurance for submission to the Board, via the Audit and Risk Committee. The proposed Annual Statement 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 and Risk Committee in June.

The Annual Statement will include the Committee's conclusions on the achievement of Best Value by NHS Borders 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.

The Committee will put in place arrangements which will provide assurance to the Chief Executive as Accountable Officer, and 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".

## **1.5 Authority**

The Committee is authorised by the Board to investigate any activity within its terms of reference, and is authorised to seek any information it requires from any employee. All Members, employees and agents of the Board are directed to co-operate with any request made by the Committee.

In order to fulfil its remit the Committee may obtain whatever professional advice it requires, and require other individuals to attend meetings as required.

NHS Borders as a legal entity has in place a range of constitutional governance protocols that are required to be followed by Board staff. These include Standing Orders, Standing Financial Instructions and Schemes of Delegation. All members of the Committee must have a good working knowledge of these protocols. For the Committee to work to best effect, it is important that members work within the various regulations set out and fully recognise and acknowledge when any proposed actions are likely to be unconstitutional, thereby commencing appropriate referral or sanction.

## **1.6 Review**

The Terms of Reference of the Finance and Resources Committee will be reviewed on an annual basis.

## C) AUDIT COMMITTEE

### 1.1 Purpose

- To assist the Board to deliver its responsibilities for the conduct of public business, and the stewardship of funds under its control.
- To provide assurance to the Board that:-
  - an appropriate system of internal control is in place :
  - business is conducted in accordance with the law and proper standards
  - Public money is safeguarded and properly accounted for
  - Governance arrangements are in place to cover the NHS functions which are delegated and the resources which are provided to the IJB are satisfactory, fully utilised, regularly reviewed and updated.
  - Financial Statements are prepared timeously, and give a true and fair view of the financial position of the Board for the period in question
  - Affairs are managed to secure economic, efficient and effective use of resources
  - Reasonable steps are taken to prevent and detect fraud and other irregularities
  - Effective systems of Risk Management are in place
  - Effective systems of Information Governance are in place

### 1.2 Membership

#### *Non Executive Members*

- 4 core members from the non-executive directors, excluding the Chair of the Board, the Employee Director, Chair of Area Clinical Forum and Scottish Borders Council member.

A core non executive member of the Audit Committee shall be appointed as the Chair of the Committee by the Chair of the Board.

Ordinarily the Audit Committee Chair cannot be the Chair of any other Governance Committee of the Board. The Governance Committees are the Staff Governance Committee, Clinical Governance Committee, Information Governance and Public Governance Committee.

#### *Executive Members (In Attendance)*

- Chief Executive (as Accountable Officer),
- Director of Public Health (as Lead for Risk Management)
- Director of Finance, Procurement, Estates and Facilities (as Chief Finance Officer),

#### *Attendees*

- Chief Internal Auditor
- External Auditor
- Deputy Director of Finance (Financial Accounting)

Other attendees and senior staff may be invited to the Committee at the discretion of the Chair.

The Lead Officer for the Audit Committee shall be the Deputy Director of Finance (Financial Accounting).

### **1.3 Meetings**

The quorum for the Audit Committee shall be two members.

The Chair of the Committee, in conjunction with the Director of Finance Lead Officer for the Committee will set the agenda for the meetings. Committee members who wish to raise items for consideration on future agendas can do so under AOB or through the committee chair.

Meetings shall be held quarterly. A workplan approved on an annual basis by the Committee will identify the key items of business to be discussed at each meeting.

The agenda and supporting papers will be sent out by the nominated PA, at least seven days in advance of the meetings to allow time for members' due consideration of issues.

Formal minutes and an action tracker arising from Committee business shall be kept to record, identify and ensure actions are carried out. The Committee will be supported by a nominated PA who will submit the minutes for approval at the next Audit Committee meeting, prior to submission to the Board.

The Chief Internal Auditor or appointed External Auditor may request a meeting of the Committee if they consider it necessary.

The Audit Committee Chair may convene a meeting of the Audit Committee at any time, or, when requested by the Board, and have the power to exclude all others except members from a meeting.

If deemed necessary by the Audit Committee Chair, meetings of the Audit Committee shall be convened and attended exclusively by members of the Audit Committee and/or the External Auditor or Internal Auditor.

The Chief Internal Auditor and the representative of the appointed external auditors shall have free and confidential access to the Chair of the Audit Committee.

### **1.4 Remit**

The main objectives of the Audit Committee are to ensure compliance with NHS Borders's Code of Corporate Governance and that an effective system of internal control is maintained. The duties of the Audit Committee are in accordance with the Scottish Government Audit Committee Handbook and are as detailed below.

## **Internal Control and Corporate Governance**

To evaluate the framework of internal control and corporate governance comprising the following components:

- Control environment (including financial and non-financial controls);
- Information Governance and communication;
- Risk Management;
- Control procedures;
- Decision making processes;
- Monitoring and corrective action.

To review the system of internal financial control, which includes:

- Safeguarding of assets against unauthorised use and disposition
- Maintaining proper accounting records and the reliability of financial information used within the organisation or for publication
- Ensuring that the Board's activities are within the law, regulations, Ministerial Direction and the Board's Code of Corporate Governance.
- Presenting an annual Statement of Assurance on the above to the Board, in support of the Governance Statement by the Chief Executive.

### **Internal Audit**

- Appointment of the organisation to deliver Internal Audit services to the Board
- Review and approval of the arrangements for delivery of Internal Audit
- Review and approval of the Internal Audit Strategic and Annual Plan
- Receive and review all Internal Audit reports in line with the Internal Audit Protocol;
- Receive and review management reports on action taken in response to audit recommendations in line with the agreed follow-up process
- Consideration of the Chief Internal Auditor's Annual Report and Assurance Statement
- Review the operational effectiveness of Internal Audit by considering the audit standards, resources, staffing, technical competency and performance measures
- Ensure that there is direct contact between the Audit Committee and Internal Audit and to meet with the Chief Internal Auditor at least once per year and as required, without the presence of Executive Directors
- Collaboratively work with the other partner bodies in support of the functions delegated to the IJB.

### **External Audit**

- Note the appointment and remuneration of the External Auditors and to examine any reason for the resignation or dismissal of the Auditors;
- Review the annual Audit Plan including the Performance Audit programme;

- Consideration of all statutory audit material for the Board, in particular:-
  - Audit reports (including Performance Audit studies);
  - Annual Report;
  - Chief Executive Letters;
  - Monitor management action taken in response to all External Audit recommendations, including VFM studies;
  - Review of matters relating to the Certification of the Board's Annual Report and Accounts (Exchequer Funds), Annual Patients' Private Funds Accounts and Annual Endowment Funds Accounts and the Annual IJB Accounts;
- Meet with the External Auditors at least once per year and as required, without the presence of the Executive Directors;
- Review the extent of co-operation between External and Internal Audit;
- Annually appraise the performance of the External Auditors;
- Review the terms of reference, appointment and remuneration of external auditors for the Board Endowment Funds and Patient Funds Accounts.

### **Code of Corporate Governance**

- Review the Code of Corporate Governance which includes Standing Orders, Schemes of Reservation and Delegation, Standing Financial Instructions and recommend amendments to the Board;
- Examine the circumstances associated with each occasion when Standing Orders have been waived or suspended;
- Review and assess the operation of any Schemes of Delegation;
- Monitor compliance with the Members' Code of Conduct.

### **Annual Report and Accounts**

- Review and recommend for approval the Annual Accounts for Exchequer Funds;
- Review the Annual Accounts for the NHS Borders Endowment Funds;
- Review and recommend for approval the Annual Accounts for Patients' Funds;
- Review the Annual Report for the Board;
- Review at least annually the accounting policies and approve any changes thereto;
- Review schedules of losses and compensation payments.

### **Other Matters**

- Reviewing and reporting on any other matter referred to the Committee by the Board;
- The Committee has a duty to review its own performance and effectiveness, including its running costs and terms of reference on an annual basis;

- It also has a duty to keep up to date by having a mechanism to ensure topical legal and regulatory requirements are brought to Members' attention;
- The Committee shall monitor how the Board controls risk and possible litigation;
- The Committee shall agree the level of detail it wishes to receive from the Internal and External Auditors;
- The Committee shall review the arrangements that the Board has in place for the prevention and detection of fraud.

## **1.5 Best value**

The Committee will put in place arrangements which will provide assurance to the Chief Executive as Accountable Officer, that NHS Borders has systems and processes in place to secure best value for these delegated areas.

## **1.6 Authority**

The Committee is authorised by the Board to investigate any activity within its terms of reference, and in so doing, may seek any information it requires from any employee. All Members, employees and agents of the Board are directed to co-operate with any request made by the Committee. The Committee is required to review its Terms of Reference on an annual basis.

The Committee is authorised by the Board to obtain independent professional advice and to secure attendance of others with relevant experience and expertise if it considers it necessary.

## **1.7 Reporting Arrangements**

- The Audit Committee reports to the Board;
- Following a meeting of the Audit Committee, the minutes of that meeting should be approved at the next Committee meeting and then presented at the following Board meeting;
- The Audit Committee should annually, and within three months of the start of the financial year, approve a work plan detailing the work to be taken forward by the Audit Committee;
- The Audit Committee will produce an Annual Assurance Statement for presentation to the Board. The Annual Assurance Statement will describe the outcomes from the Committee during the year and provide an assurance to the Board that the Committee has met its remit during the year.
- The Annual Assurance Statement must be presented to the Board meeting considering the Annual Accounts.

## **1.8 Review**

The Terms of Reference of the Audit Committee will be reviewed on an annual basis.

## **D) CLINICAL GOVERNANCE COMMITTEE**

### **1.1 Purpose**

To provide the Board and Chief Executive as Accountable Officer, with the assurance that clinical governance controls are in place and effective across NHS Borders

### **1.2 Composition**

#### **a) Membership**

The Clinical Governance Committee is appointed by the Board and shall be composed of four Non-Executive Board members, one of whom shall be the Chair of the Area Clinical Forum. One of these members shall be appointed as Chair. Membership will be reviewed annually.

#### **b) Appointment of Chair**

The Chair of the Committee shall be appointed by NHS Borders Board Chair. The Chair shall also identify a Vice-Chair.

#### **c) Attendance**

Executive Directors of the Board are not eligible for membership of the Committee. The following NHS Board officers or their representatives will normally attend meetings.

- Chief Executive
- Medical Director
- Joint Director of Public Health
- Director of Nursing, Midwifery & Acute Services
- Associate Medical Directors (Clinical Governance)
- Chairs of Clinical Board Clinical Governance Committees
- Infection Control Manager
- Head of Clinical Governance & Quality
- Risk and Safety Manager

Others will also be invited to attend as the Committee sees fit.

All Board Members have the right to attend meetings and have access to all papers, except where the committee resolves otherwise.

### **1.3 Meetings**

#### **a) Frequency**

The Clinical Governance Committee will meet six times a year to fulfil its remit.

#### **b) Agenda and Papers**



The Chair of the Committee, in conjunction with the nominated Lead Executive and the Head of Clinical Governance and Quality will set the agenda for the meetings. Committee members who wish to raise items for consideration on future agendas can do so under Any Other Business (AOB) or through the Committee Chair.

The agenda and supporting papers will be sent out by the nominated PA, 7 days in advance of the meetings to allow time for members' due consideration of issues.

#### **c) Quorum**

Two members of the Committee, including the Chair, will constitute a quorum. If the Chair is not available, the Vice Chair will chair the meeting. If neither the Chair nor Vice Chair is available, the other members will decide who will chair the meeting.

#### **d) Minutes**

Formal minutes will be kept of the proceedings by a nominated PA and submitted for approval at the next Clinical Governance Committee meeting, prior to submission to the Board.

Recognising the issue of relative timing and scheduling of meetings, minutes of the Clinical Governance Committee may be presented in draft form to the next available Board meeting.

The draft minutes will be cleared by the Chair of the Committee and the nominated lead Executive prior to submission to the Board.

#### **e) Other**

In order to fulfil its remit, the Clinical Governance Committee may, within current financial constraints, obtain whatever professional advice it requires and invite, if necessary, external experts and relevant members of board staff to attend meetings.

If necessary, meetings of the Committee shall be convened and attended exclusively by members of the Committee.

### **1.4 Remit**

The main duties of the Clinical Governance Committee are to receive assurances that clinical governance controls are in place and effective across NHS Borders, on behalf of NHS Borders Board; and that the principles of clinical governance are applied to the health improvement activities of the Board.

#### **a) General**

- Assure the Board that appropriate structures are in place to undertake activities which underpin clinical governance;
- Review the systems of clinical governance, monitoring that they operate effectively and that action is being taken to address any areas of concern;
- Review the mechanisms which exist to engage effectively with healthcare partners and the public;
- Encourage a continuous improvement in service quality;
- Ensure that an appropriate approach is in place to deal with clinical risk management, including patient safety, across the NHS Borders system;
- Review performance in management of clinical risk;
- Monitor complaints response performance on behalf of the Board;
- Promote positive complaints handling, advocacy and feedback including learning from adverse events;
- Receive reports on child and adult protection activities;
- Produce an Annual Clinical Governance Report;
- Ensure that appropriate action plans are developed, implemented and monitored as a result of published national reports and inquiries; and
- Assure the Board that appropriate structures are in place to ensure robust links to the Healthcare Quality Strategy.

#### **b) Internal Monitoring**

- Review the Internal Clinical Audit Strategy and Plan;
- Make recommendations to the NHS Borders Audit Committee on the requirements for internal audit to support clinical activities;
- Receive and consider Clinical Audit Reports along with regular Progress Reports;
- Review the actions taken by the Chief Executive, Medical Director and Nurse Director on any recommendations or issues arising from Audit Reports; and
- Review the effectiveness of the Clinical Audit Programme.

#### **c) External Monitoring**

- Review Audit Reports from external monitoring bodies in relation to clinical governance; and
- Monitor and report to the Board that appropriate actions in relation to external review and monitoring of clinical governance are being taken.

### **1.5 Other**

The Committee shall receive reports from relevant service leads within the areas of its remit. As a result of these reports, and considering areas of interest to the Committee, any areas of risk shall be highlighted and reported.

An action tracker arising from Committee business shall be kept to record, identify and ensure actions are carried out.

## **1.6 Best value**

The Committee shall review its own performance, effectiveness, including its running costs, and terms of reference on an annual basis. The outcome of this review shall be included in the Annual Report and provide assurance to the Chief Executive as Accountable Officer.

## **1.7 Authority**

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain independent professional advice and to secure attendance of others with relevant experience and expertise if it considers it necessary.

## **1.8 Reporting Arrangements**

The Clinical Governance Committee is a standing committee of the Board, and is accountable to the Board and shall formally report to the Board through the Annual Report. Otherwise reporting shall be by exception reporting. The Chair of the Committee shall submit an Annual Report on the work of the Committee to the Board. The timing of this will align to the Board's consideration of the Chief Executive's Statement of Internal Control for the associated financial year.

# **E) STAFF GOVERNANCE COMMITTEE**

## **1.1 Purpose**

To advise the Board on its responsibility, accountability and performance against the NHS Scotland Staff Governance Standard; addressing the issues of policy, targets and organisational effectiveness. The NHS Reform (Scotland) Act requires Boards to put and keep in place arrangements for the purpose of improving the management of the officers employed, monitoring such management, and workforce planning. This will be demonstrated through achievement and progress towards the Staff Governance Standard through:

- Scrutiny of performance against individual elements of the Staff Governance Standards;
- Data collected during the self-assessment audit conducted under the auspices of the Area Partnership Forum;
- The action plans submitted to, and approved by, the Staff Governance Committee;
- Forms of feedback such as Staff Surveys, in matter;
- Data and information provided in statistical returns reports to the Committee.

## 1.2 Membership

Membership of the Staff Governance Committee will be:-

- A minimum of four Non-Executive Members, one of which must be the Employee Director.

In addition there will be in attendance:-

- Staff Side Chairs of the Local Partnership Forums
- Staff Governance Champions
- Director of Nursing, Midwifery & Acute Services
- Director of Workforce
- Joint Director of Public Health
- Head of Workforce Development & Medical Staffing
- Head of Work & Wellbeing
- Head of Risk, Health & Safety
- Head of Service Training & Professional Development

The Chief Executive will endeavour to attend at least one Staff Governance Committee meeting per year.

The Committee may invite additional attendees as required by the agenda.

## 1.3 Meetings

Meetings of the Committee will be quorate when at least three Non- Executive Members are present.

~~The Employee Director and a Non Executive member will act as co-chairs to the meeting.~~

The Chair of the Staff Governance Committee is appointed by the Chair of the Board.

## 1.4 Remit

- To monitor performance of the Board against the Staff Governance Standard;
- To monitor and evaluate Human Resources Strategies and Implementation plans;
- To monitor pay modernisation processes;
- To establish an Area Partnership Forum that will have the responsibility for facilitating and monitoring the effectiveness of partnership working between management and staff at all levels in NHS Borders and Contractors;
- To develop and approve Employment Policies through the Partnership process;

- To monitor and evaluate the progress of the Staff Governance Committee against the annual Work Plan;
- To provide timely staff governance information required for national monitoring arrangements;
- To provide staff governance information for the statement of internal control;
- To approve and monitor the Workforce Plan.

## **1.5 Best value**

The Committee is responsible for reviewing those aspects of the Best Value work plan which are delegated to it from Borders NHS Board. The Committee will put in place arrangements which will provide assurance to the Chief Executive as Accountable Officer, that NHS Borders has systems and processes in place to secure best value for these delegated areas.

## **1.6 Authority**

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. The Committee is required to review its Terms of Reference on an annual basis.

The Committee is authorised by the Board to obtain independent professional advice and to secure attendance of others with relevant experience and expertise if it considers it necessary.

## **1.7 Reporting Arrangements**

- The Staff Governance Committee reports to Borders NHS Board.
- Following a meeting of the Staff Governance Committee, the minutes of that meeting should be presented at the next Borders NHS Board meeting
- The Staff Governance Committee should annually and within three months of the start of the financial year provide a work plan detailing the work to be taken forward by the Staff Governance Committee;
- The Staff Governance Committee will produce an Annual Report for presentation to Borders NHS Board. The Annual Report will describe the outcomes from the Committee during the year and provide an assurance to the Board that the Committee has met its remit during the year. The Annual Report must be presented to a Board meeting prior to the Audit Committee considering the Annual Accounts.

## **F) REMUNERATION COMMITTEE**

### **1.1 Purpose**

The fourth edition of the Staff Governance Standard made clear that each NHSScotland Board is required to establish a Remuneration Committee, whose

main function is to ensure application and implementation of fair and equitable pay systems on behalf of the Board as determined by Ministers and the Scottish Government and applies to Executives and Senior Managers only.

## **1.2 Composition**

- The Chair of the Board (who will be the Chair);
- The Vice Chair of the Board
- The Employee Director
- Two other Non-Executive Members

In addition there will be in attendance:

- Board Secretary
- Chief Executive
- Associate Director of Workforce
- Director of Workforce

At the request of the Committee, other Senior Officers may also be invited to attend.

All members of the Remuneration Committee will require to be appropriately trained to carry out their role on the Committee.

No employee of the Board shall be present when any issue relating to their employment is being discussed.

## **1.3 Meetings**

The Committee will meet no less than 3 times per annum.

Remuneration issues may arise between meetings and will be brought to the attention of the Chair of the Remuneration Committee by the Chief Executive or the Director of Workforce. The Chair may call a special meeting of the Remuneration Committee to address the issue.

Meetings of the Committee will be quorate when three Non-Executive Members are present.

## **1.4 Remit**

The Remuneration Committee will oversee the remuneration arrangements for Executive Directors and others under the Executive Cohort and Senior Manager Pay Systems and also to discharge specific responsibilities on behalf of the Board as an employing organisation.

Ensure that arrangements are in place to comply with NHS Borders Performance Assessment Agreement and Scottish Government direction and guidance for determining the employment, remuneration, terms and conditions of employment for Executive Directors, in particular:-

- Approving the personal objectives of all Executive Directors in the context of NHS Borders's Local Delivery Plan, Corporate Objectives and other local, regional and national policy
- receiving formal reports on the operation of remuneration arrangements and the outcomes of the annual assessment of performance and remuneration for each of the Executive Directors.

Ensure that arrangements are in place to determine the remuneration, terms and conditions and performance assessment for other staff employed under the 'Executive Cohort' and 'Senior Manager' pay systems. The Committee will receive formal reports annually providing evidence of the effective operation of these arrangements.

Promote the adoption of an NHS Borders approach to issues of remuneration and performance assessment to ensure consistency.

Undertake reviews of aspects of remuneration/employment policy for Executive Directors (e.g. Relocation Policy) and other Senior staff (e.g. special remuneration), when requested by NHS Borders Board.

Consider and determine any redundancy, early retiral or termination arrangement in respect of all NHS Borders staff, excluding early retirals on grounds of ill health, and approve these or refer to the Board as it sees fit.

Consider and keep under regular review the arrangements for those NHS Borders staff on external secondments.

To be assured as to the proper processes of the Discretionary Points Committee in the award of discretionary points to eligible specialist, medical and dental staff based on competent recommendations from the appropriate advisory bodies, and to receive reports from the Committee for approval.

To have oversight of the consultant recruitment process on behalf of the Board, who are responsible for the recruitment, and authorisation of appointments of, consultants as required under the National Health Service (Appointment of Consultants) (Scotland) Regulation 2009.

#### **1.4.1 Confidentiality and Committee Decisions**

Decisions reached by the Committee will be by agreement and with all Members agreeing to abide by such decisions (to the extent that they are in accordance with the constitution of the Committee). All Members will treat the business of the Committee as confidential. The Committee may in certain circumstances decide a voting approach is required with the Chair having a second and casting vote.

#### **1.4.2 Minutes and Reports**

Reports issued to Members will contain full details of the issues to be considered with clear recommendations to the Committee. The minutes will record the

decisions reached by the Committee with due regard to confidentiality in relation to individuals.

## **1.5 Best value**

The Committee is responsible for reviewing those aspects of the Best Value work plan which are delegated to it from the Board. The Committee will put in place arrangements which will provide assurance to the Chief Executive as Accountable Officer, that NHS Borders has systems and processes in place to secure best value for these delegated areas.

## **1.6 Authority**

The Remuneration Committee is authorised by the Board to investigate any activity within its terms of reference, and in doing so, is authorised to seek any information it requires about any employee.

The Committee is authorised by the Board to obtain independent professional advice and to secure attendance of others with relevant experience and expertise if it considers it necessary.

## **1.7 Reporting Arrangements**

The Remuneration Committee reports through the Staff Governance Committee to the Board;

Following a meeting of the Remuneration Committee the minutes of that meeting shall be marked as “confidential” and made available to the Non Executive Directors.

The Remuneration Committee should annually and within three months of the start of the financial year provide a work plan detailing the work to be taken forward by the Remuneration Committee.

The Remuneration Committee will produce a high level Annual Report for presentation to the Staff Governance Committee to provide assurance that the Remuneration Committee is addressing appropriate business in line with due process.

The Remuneration Committee will through the Staff Governance Committee provide an annual assurance that systems and procedures are in place to manage the pay arrangements for all Executive Directors and others under the Executive Cohort and Senior Manager pay systems so that overarching Staff Governance responsibilities can be discharged. The Staff Governance Committee will not be given the detail of confidential employment issues that are considered by the Remuneration Committee; these can only be considered by the Non-Executive Members of the Board.

The Annual Report will be prepared as close as possible to the end of the financial year but in enough time to allow it to be considered by the Staff Governance Committee. This is to ensure that the Staff Governance Committee is in a position in its annual report to provide the annual assurance that systems



and procedures are in place to manage the pay arrangements for all staff employed in NHS Borders.

## **1.8 Review**

The Terms of Reference of the Remuneration Committee will be reviewed on an annual basis.

## **G) PUBLIC GOVERNANCE COMMITTEE**

### **1.1 Purpose**

To provide Borders NHS Board with the assurance that the requirements of engaging, involving and consulting the public takes place efficiently and effectively in a person centred way and we are aware of what matters to the public and our communities.

### **1.2 Composition**

#### **1.2.1 Membership**

The Chair of the Public Governance Committee is appointed by the Chair of the Board. The Committee membership should include a minimum of four Non Executive Board members, one of whom shall be the Employee Director/Non Executive Director. Additional **core members** will include:-

- Chair of Public Partnership Forum
- Chair of Scottish Borders Community Council's Network
- Voluntary Sector Representatives (x3)
- Carers Planning Group representative
- Participation Network representatives (x3)

#### **1.2.2 Terms of Membership**

Non Executive Directors – for duration of appointment advised by the Chair of Borders NHS Board.

Other core members – review after two years. The core members are appointed by the Chair of the Committee, in conjunction with the Committee. The Chair of the Committee will review the membership annually.

#### **1.2.3 In attendance**

- Medical Director, NHS Borders Executive Lead for Person Centred Care
- Head of Quality and Clinical Governance
- NHS Borders Public Involvement Manager and Officer
- Scottish Health Council Local Officer(s)
- Scottish Borders Council (SBC) representative

- Health Improvement and Equalities representative
- Head of Children’s Services / Child Health Commissioner
- NHS Borders Area Clinical Forum representative
- Chaplain, NHS Borders
- Public Governance Committee Secretariat
- Other officers of statutory and third sector organisations may attend for specific items of interest as required

#### **1.2.4 Responsibility of Members**

Members of the Committee will have the following responsibilities in this role:-

- To identify and liaise with key stakeholders both in advance of meetings and in communicating outcomes of meetings as required.
- To ensure liaison, information sharing and consistency of approach with other Board committees of governance.
- To ensure the committee operates in function and process within best practice principles to ensure full participation and engagement.
- To provide assurance to the Board.
- To act as advocates across NHS Borders for the principles and best practice of a person centred approach and involving, engaging and consulting patients, the public and communities by:
  - Maintaining good communications, including listening and talking to patients, public, Local Area Forums and communities.
  - Knowing about those using the service and understanding their needs.
  - Keeping users of the service informed through the involvement of their representatives.
  - Joint working for the successful delivery of services.

### **1.3 Meetings**

#### **1.3.1 Frequency**

The Committee will meet 3 times per year for standing business and 2 times per year for topic based and development sessions to enhance involvement and joint working – dates will be agreed annually in advance.

The minutes of the previous meeting will be agreed at each meeting and the action tracker will be updated.

Matters of business which cannot wait for the business meetings can be discussed at each meeting.

Items of urgent business can be dealt with in the development sessions if submitted in advance.

Other meetings of the Committee shall be held at such intervals as the Committee may determine in order to conduct its business.

### **1.3.2 Agenda & Papers**

The Chair of the Committee, in conjunction with the Head of Quality and Clinical Governance and Public Involvement Manager, in liaison with the Director of Nursing and Midwifery as Executive Lead for Person Centred Care, will set the agenda for the meeting.

The agenda and papers will be issued at least 7 working days in advance of the meetings to allow time for members due consideration of issues.

The Committee will be supported by the Head of Quality and Clinical Governance and the Public Involvement Team.

### **1.3.3 Quorum**

No business shall be transacted at a meeting unless at least five members are present, (this includes three Non Executive Directors and two public members).

### **1.3.4 Minutes**

Formal minutes will be kept of the proceedings and submitted for approval at the next Public Governance Committee meeting, prior to submission to the Board.

## **1.4 Remit**

The Public Governance Committee provides governance and accountability to the Board on the following range of work areas:-

- Reporting and monitoring of public involvement activities, policy and guidance
- Reporting and monitoring of Equality and Diversity requirements
- Reporting and monitoring of the National Person Centred Health and Care Programme
- Public and patient involvement in service change, improvement and redesign
- Ensuring cross referencing and links to committees of clinical governance and staff governance as appropriate
- Ensuring appropriate accountability structures are in place for public involvement workstreams
- Sharing of information and issues relating to Human Rights

### **1.4.1 Background**

The Public Governance Committee was established in November 2005 and reviewed in 2009/10 in line with an updated policy context. This is not a statutory Committee of NHS Borders Board.

The following Scottish Government policies and legislative requirements (& local policy in line with such) set the context for NHS Borders public involvement requirements:-

- *Better Health, Better Care: Action Plan (2007)*
- *Guidance on Informing, Engaging and Consulting the Public in Developing Health & Community Care Services CEL 4 (2010)*
- *NHS Scotland Quality Strategy (February 2010)*
- *Scottish Health Council Participation Standard (2010)*
- *Scottish Health Council, Identifying Major Service Change – Criteria to Consider: 2009*
- *Patients' Rights (Scotland) Act 2011*
- *HDL (2005) 51 Fair for All: Working Together Towards Culturally-competent Services*
- *HDL (2005) 9 Equality & Diversity Impact Assessment Toolkit*
- *The Disability Equality Duty (DED) (Disability Discrimination (Amendment) Act 2005)*
- *NHS Borders Single Equality Scheme 2011 - 2014*
- *Scottish Borders Council & NHS Borders Equality Impact Assessment (EIA) Policy & Toolkit*

## **1.5 Risk Reporting**

The Public Governance Committee shall receive quarterly reports from relevant service leads within the areas of its remit. As a result of these reports, and considering areas of interest to the Committee, any areas of risk shall be highlighted and reported.

An action tracker arising from Committee business should be kept to record, to identify and ensure actions are carried out.

The Board shall receive reports from lead officers and other standing committees of the Board related to national performance monitoring of public involvement activities.

## **1.6 Best Value**

The Committee shall review its own performance, effectiveness, including its running costs, and terms of reference on an annual basis.

## **1.7 Authority**

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain independent professional advice and to secure attendance of others with relevant experience and expertise if it considers it necessary.

## **1.8 Reporting Arrangements**

The Committee will report to the Board, the Board Executive Team and the Clinical and Staff Governance Committees by means of submission of minutes after each meeting. The Committee will also make available reports and minutes to the Chair of the Public Partnership Forum.

The Chair of the Committee shall submit an Annual Report on the work of the Committee to the Board. The timing of this will align to the Board's consideration of the Chief Executive's Statement of Internal Control for the associated financial year.

## **H) AREA CLINICAL FORUM (ACF)**

### **1.1 Purpose**

As required by "Rebuilding our NHS", the Area Clinical Forum (ACF) exists to advise the NHS Board. The Chair of the ACF is a Non-Executive Director of the NHS Board.

The purpose of the Area Clinical Forum is to formulate comprehensive clinical advice to the Board on matters of policy and implementation. The Committee will consult widely with its constituency and the Board. It will be proactive in:

- reviewing the business of professional advisory committees to ensure co-ordination of clinical matters across each of the professional groups;
- the provision of a clinical perspective on the development of the Local Delivery Plan and the strategic objectives of the NHS Board;
- sharing best practice and encouraging multi-professional working in healthcare and health improvement; ;
- Ensuring effective and efficient engagement of clinicians in service design, development and improvement;
- providing a local clinical and professional perspective on national policy issues;
- ensuring that local strategic and corporate developments fully reflect clinical service delivery;
- taking an integrated clinical and professional perspective on the impact of national policies at local level;
- through the ACF Chair, being fully engaged in NHS Board business; and
- supporting the NHS Board in the conduct of its business through the provision of multiprofessional clinical advice.

### **1.2 Membership**

The membership of the Committee will be the Chairs of the professional advisory Committees namely;

- Area Allied Health Professionals Committee
- Area Medical Committee

- Area Dental Committee
- Area Optical Committee
- Area Nursing & Midwifery Committee
- Area Pharmaceutical Committee
- Healthcare Scientists Advisory Committee
- Psychologists Team

**Others in Attendance:**

The Committee may invite others to attend a meeting for discussion of specific items. That person may take part in the discussion but will not have a vote.

**Sub Committees:**

The Committee may appoint ad hoc Sub-Committees as appropriate to consider and provide advice on specific issues.

**Tenure:**

Individual members tenure will be determined by the constitution of their parent Committee. If a member resigns or retires, the appropriate Advisory Committee will choose a replacement. The replacement will hold office for the remainder of the period for which the member he/she replaces would have held office.

**Officers:**

**Chair:** The Committee shall elect a Chair. This shall be on the basis of one vote for each of the Committee members. The Chair shall be elected for 3 years. He/she will be eligible for a maximum of 2 consecutive terms of office.

**Vice-Chair:** The Committee shall then elect a Vice-Chair. The tenure shall be the same as for the Chair.

**Secretary:** The Secretary shall be provided by the NHS Board.

**Conditions:**

- 1) **Interests:** Members must declare any pecuniary or other interest which could be construed as influencing the advice given to the NHS Board, and must not participate in discussion leading to that advice.
- 2) **Removal:** An Office Bearer may be removed from office at a meeting of the Committee only if the removal has been included as an agenda item. Such removal would require the agreement of 4 members of the Committee.

3) **Executive Powers:** The Chair (or in his/her absence the Vice Chair) will have discretionary powers to act on behalf of the Committee but in doing so it is answerable to the Committee.

4) **Membership of the NHS Board:** The Chair will be appointed by the Minister of Health as a full member of the NHS Board.

### **1.3 Notice of Meetings**

**Notice of Meetings:** The Secretary will ensure that the agenda and relevant papers are issued at least 7 days before the meeting whenever possible.

**Minutes:** The Secretary will ensure that the minutes of the meetings of the Committee are sent to each member with the agenda and papers of the next meeting.

**Meetings:** Meetings will be held bi-monthly although the Committee may vary these arrangements to cover holiday months or other circumstances.

**Quorum:** A quorum of the Committee will be 4 members.

**Voting:** Where the Committee is asked to give advice on a matter and the majority vote is reached the Chair or Secretary will record the majority view but will also make known any significant minority opinion and present the supporting arguments for both view points.

**Alterations to the Constitution and Standing Orders:** Alterations to the constitution and standing orders may be recommended at any meeting of the Committee provided notice of the proposed alteration is circulated with the notice of the meeting and that the proposal is seconded and supported by two-thirds of the members present and voting at the meeting.

Any alterations must be submitted to the the NHS Board for approval before any change is made.

## **I) AREA PARTNERSHIP FORUM (APF)**

### **1.1 Purpose**

The Area Partnership Forum as a strategic body, is responsible for facilitating, monitoring and evaluating the effective operation of partnership working across NHS Borders, and to develop and approve Workforce (ie HR and related) Policies in accordance with agreed timetables and priorities through the partnership process, for adoption of these policies by the Staff Governance Committee on behalf of the Board as the employer.

### **1.2 Remit**

The Area Partnership Forum will:

- Take a proactive approach in embedding partnership working at all levels of the organisation to assist the process of devolved decision making;
- Approve and monitor the implementation of all Workforce Policies (ie HR and related policies);
- Consider and comment on other policies;
- Support the work of the Staff Governance Committee when required;
- Ensure the best Workforce practice is shared across the area;
- Contribute to the development of Strategies and Action Plans to inform the NHS Borders Local Delivery Plan;
- Oversee, monitor and evaluate the processing of staff surveys and staff governance returns to Scottish Government;

- Assess the impact of strategic decisions upon Staff;
- Liaise and ensure a two way communication with the Scottish Partnership Forum;
- Respond to consultation from the Scottish Partnership Forum, its sub groups and supporting infrastructure;
- Ensure that any Workforce strategies and policies are underpinned by appropriate Staff Governance, financial planning, implementation planning and evidence;
- Contribute to local and regional planning arrangements for service and workforce development and delivery;
- Ensure adequate and necessary Facilities arrangements are in place.
- Ensure the views of all Staff Side with an interest in improving local health and healthcare services, local communities and healthcare staff are appropriately heard and considered; (this is in line with national partnership agreements)
- Ensuring Area Partnership Forum members have knowledge and understanding of national health policies and local health issues, and the ability to contribute to strategic leadership and to develop effective working relationships;
- Ensuring all staff, are effectively trained, properly supported and performance is formally reviewed on an annual basis. This statement is in keeping with National Agreement and is a monitoring role on behalf of the Staff Governance Committee

### **1.3 Authority**

The Forum is authorised by NHS Borders to investigate any activity within its terms of reference.

In order to fulfil its remit, the Area Partnership Forum may obtain whatever professional advice it requires (including that from professional/trade union/national or local representative), and require Directors or other officers of the Board to attend meetings.

The external Auditor and Chief Internal Auditor shall have the right of direct access to the Joint Chairs of the Area Partnership Forum.

The Forum is authorised by the Board to approve employment policies through the partnership process before adoption of these policies by the Staff Governance Committee on behalf of the Board as the employer.

### **1.4 Reporting Arrangements**

- The Area Partnership Forum acts as a sub group of and reports to the Staff Governance Committee;
- Following a meeting of the Area Partnership Forum, the minutes of that meeting will be presented for information at the next meeting of the Staff Governance Committee and approval at the next APF;
- The Area Partnership Forum should annually and within three months of the start of each financial year provide, approve and agree a workplan detailing the work to be taken forward by the Forum;



- The Area Partnership Forum will produce an annual report for presentation to the APF and Staff Governance Committee that will describe outcomes from the Forum during the year.

## **1.5 Membership**

Membership of the Area Partnership Forum shall comprise representatives of management and all recognised staff organisations (Staff Side). [Appendix 1]. For any voting purpose each recognised Trades Union will have one seat/one vote. However all Staff Side representatives are encouraged to attend.

Management and Staff Side should have named members with nominated deputies. Management and Staff Side representatives, including deputies, may attend as observers with the agreement of the joint Chairs. Full Time Officers for recognised Staff Side organisations may attend as an ex officio member.

Membership (and Deputy Membership) is conferred without limit of time subject to acceptable record of attendance and continuing within the position they are accepted on. Membership will be formally updated annually when the Terms of Reference are reviewed.

The Employee Director's Personal Assistant shall ensure that an accurate record of attendance is maintained and absence from three consecutive meetings of the Forum shall result in membership being withdrawn and alternative representative being sought.

Should there then be continued non-attendance of a nominated representative to the APF, the Joint Chairs shall contact the nominated representative and/or (in the case of a Staff Side representative) their relevant staff organisation and clarify if the nominated representative wishes to continue as a member of the APF, or if another nominated representative from that organisation will be replacing them on the APF.

### **Formal Sub Groups**

- Local Partnership Forums x 4
- Terms and Conditions Group
- HR Policy Development Group
- Joint Staff Forum

The Area Partnership Forum will also act as a resource for other groups seeking Staff Side views / opinions relating to NHS Borders development.

The Occupational Health and Safety Forum, as a statutory committee for Health and Safety, will communicate directly to the Area Partnership Forum on matters agreed in partnership with managers and health and safety representatives but is not a sub committee.

## **1.6 Forum Meetings**

### 1.4.1 Cycle of Meetings

The Forum will meet on an agreed basis, but routinely every 8 weeks, unless otherwise agreed by the Joint Chairs.

### 1.4.2 Chairing of Meetings

There will be Joint Chairs appointed from the management and Staff Side who will chair meetings of the Forum on an alternating basis. It is the responsibility of the Joint Chairs to agree in advance any agenda items and agenda planning meetings will therefore take place between the Joint Chairs in advance of each meeting of the Forum.

The Employee Director's Personal Assistant will distribute an agenda and supporting papers for each Forum meeting no later than one week before the date of the meeting to all Forum members. Written reports will be required for all agenda items otherwise the matter will not be discussed unless otherwise agreed by the joint chairs in advance.

### 1.4.3 Quorum

Meetings of the Forum will be deemed to be quorate when:

- a minimum of five members of the management side
- a minimum of five members of the Staff Side are present

## 1.7 Values

To underpin the working of the Area Partnership Forum, the following values will be adopted and govern the approach taken to consideration of issues, in line with the requirements of MEL (1999) 59:

- mutual trust, honesty and respect;
- openness and transparency in communications;
- recognising and valuing the contribution of all partners;
- access and sharing of information;
- consensus, collaboration and inclusion as the "best way";
- maximising employment security;
- full commitment to the framework and good employment practice;
- the right of stakeholders to be involved, informed and consulted;
- early involvement of all staff and their trade unions in all discussions regarding change;
- a team approach to underpin partnership working.

The Forum will also promote and act in accordance with the Partnership Standards for NHS Borders.

## 1.8. Decision of the Forum

### Consultation

Any party may request that a matter brought before the Forum be subject to appropriate consultation with management and Staff Side colleagues prior to any final agreement being reached.

Decisions reached by the Forum which impact on the operation of policy and practice will take effect from a date agreed by the parties and will apply to all relevant staff employed within NHS Borders.

## **Referral**

Any matter considered by the Area Partnership Forum which is deemed to fall outwith its terms of reference, or which is subject to Board or Staff Governance Committee approval, will be referred to the Board or Staff Governance Committee on the basis of Area Partnership Forum support. Reference to the Scottish Partnership Forum may also take place as appropriate.

## **Failure to Agree**

In the event of any failure to agree in matters under consideration by the Forum, the matter will be referred via the Joint Chairs to the Staff Governance Committee, who will endeavour to find a way forward.

## **1.9 Review**

These Terms of Reference of the APF will be reviewed on an annual basis and before March of each year.

## **APPENDIX 1**

### **Management Representatives**

The management representatives will be drawn from the senior officers of NHS Borders and will normally include:

- Chief Executive (deputy - Director of Acute Care / Chief Officer )
- Director of Acute Care / Chief Officer er (deputy - General Manger)
- Director of Workforce - (deputy - Head of Workforce Planning / Head of Human Resources)
- Head of Workforce Planning (deputy - appropriate HR representative)
- Head of Human Resources (deputy - appropriate HR representative)
- Director of Finance (deputy - Deputy Director of Finance)
- Director of Nursing & Midwifery (deputy – Associate Director of Nursing)
- Director of Estates & Facilities (deputy – Deputy Director of Estates)
- General Manager (deputy - Locality Manager / Service Manager / Operational Manager)
- Associate Director of AHPs (deputy appropriate senior AHP)
- Senior Manager – Occupational Health (deputy – Lead Occupational Health Nurse)
- Senior Manager – Risk & Safety (deputy – appropriate representative from Risk & Safety service)
- Communications Manager (deputy – appropriate representative from Communications team)

Other management representatives may attend in response to specific issues under consideration at the Forum

- Staff Side Organisations
- British Association of Occupational Therapy – BAOT - (vacant)
- British Dental Association – BDA – Yvonne Millar (no deputy)
- British Dietetic Association – BDA – (vacant)
- British Medical Association – BMA – John O’Donnell (no deputy)
- British and Orthoptic Society - BIOS - Dorothy Jeffrey (no deputy)
- Community and District Nursing Association – CDNA (vacant)
- Community Practitioners and Health Visitors Association - (vacant)
- Chartered Society of Physiotherapy – CSP – Linda Gray & Allison Hennessey
- General Municipal Boilermakers Union – GMB – (vacant)
- Royal College of Nursing – RCN – Yvonne Chapple & Lynn Anderson
- Royal College of Midwives – RCM – (vacant)
- Society of Chiropractors & Podiatrists – SCP - Tracey Ball & Lynsey Watson
- Society of Radiographers – SOR – Sharon Anderson (no deputy)
- UNISON –David Walker & Karen Di Cara
- UNITE – Shona Finlay & Allison Cumming

The Chairs of the Local Partnership Forums attend using either their Trade Union seat or in an ex officio capacity.

Fulltime Union Officials attend in an ex officio capacity.

## **J) PHARMACY PRACTICES COMMITTEE**

### **Terms of Reference**

The Pharmacy Practices Committee is constituted and operates in compliance to the National Health Service (Pharmaceutical Services) (Scotland) Regulations 1995. Statutory Instrument 1995 No 414 (S.28).

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SCOTTISH STATUTORY INSTRUMENTS

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**2001 No. 302**

**NATIONAL HEALTH SERVICE**

**The Health Boards (Membership and Procedure) (Scotland)  
Regulations 2001**

*Made* 6th September 2001  
*Laid before the Scottish Parliament* 7th September 2001  
*Coming into force* 28th September 2001

**ARRANGEMENT OF REGULATIONS**

**PART I**

**GENERAL**

1. Citation, commencement and interpretation

**PART II**

**MEMBERSHIP**

2. Appointment and term of office  
3. University members  
4. Remuneration of members  
5. Resignation and removal of members  
6. Disqualification  
7. Appointment and powers of vice-chairperson

**PART III**

**PROCEEDINGS**

8. Meetings and minutes  
9. Standing orders  
10. Appointment and functions of committees  
11. Conflict of interest

PART IV  
MISCELLANEOUS

12. Revocations

SCHEDULE: Meetings and proceedings of the Board and committees

The Scottish Ministers, in exercise of the powers conferred by sections 2(10), 105(7) and 108(1) of, and by paragraphs 2A, 4, 6 and 11 of Schedule 1 to the National Health Service (Scotland) Act 1978(a), and of all other powers enabling them in that behalf, hereby make the following Regulations:

PART I  
GENERAL

**Citation, commencement and interpretation**

1.—(1) These Regulations may be cited as the Health Boards (Membership and Procedure) (Scotland) Regulations 2001 and shall come into force on 28th September 2001.

(2) In these Regulations, unless the context otherwise requires—

“the 1997 Act” means the National Health Service Act 1977(b);

“the Act” means the National Health Service (Scotland) Act 1978;

“Board” means a Health Board constituted under section 2(1) of the Act;

“the Charity Commissioners” means the Charity Commissioners constituted in accordance with section 1 of the Charities Act 1993(c);

“Chief Officer” means the person or persons holding the post of Chief Executive;

“committee” means a committee of a Board and includes “sub-committee”

“contract” includes any arrangement including a NHS contract;

“health service body” means a person or body specified in section 17A(2) of the Act(d);

“meeting” means a meeting of the Board or of any committee;

“member” means a member of a Board and includes the chairperson;

“NHS trust” means a National Health Service trust established under section 12A of the Act(e).

(3) A reference in these Regulations to a numbered regulation is to the regulation bearing that number in these Regulations and a reference in a regulation to a numbered paragraph is to the paragraph bearing that number in that regulation and a reference to the Schedule is to the Schedule to these Regulations.

(a) 1978 c.29; section 105(7), which was amended by the Health Services Act 1980 (c.53) (“the 1980 Act”), Schedule 6, paragraph 5(1)(a) and Schedule 7 and by the Health and Social Services and Social Security Adjudications Act 1983 (c.41) (“the 1983 Act”), Schedule 9, paragraph 24, contains provisions relevant to the exercise of the statutory powers under which these Regulations are made; section 108(1) contains definitions of “prescribed” and “regulations” relevant to the exercise of the statutory powers under which these Regulations are made; paragraph 2A of Schedule 1 was inserted by the National Health Service and Community Care Act 1990 (c.19) (“the 1990 Act”), Schedule 5, paragraph 2; paragraph 4 of Schedule 1 was amended by the 1990 Act, Schedule 5, paragraph 3; and paragraph 11 of Schedule 1 was amended by the 1980 Act, Schedule 6, paragraph 7 and Schedule 7 and by the 1990 Act, Schedule 5, paragraph 7. The functions of the Secretary of State were transferred to the Scottish Ministers by virtue of section 53 of the Scotland Act 1998 (c.46).

(b) 1977 c.49.

(c) 1993 c.10.

(d) Section 17A(2) was inserted by the 1990 Act, section 30 and amended by the Health Act 1999 (c.8), Schedule 1.

(e) Section 12A was inserted by the 1990 Act, section 31 and amended by the National Health Service (Primary Care) Act 1997 (c.46), Schedule 2, paragraph 46 and by the Health Act 1999 (c.8), sections 46 and 48 and Schedule 4, paragraph 45.

PART II  
MEMBERSHIP

**Appointment and term of office**

- 2.—(1) All members shall be appointed by the Scottish Ministers.
- (2) The term of office of the members shall, subject to regulation 5, be for such period as the Scottish Ministers shall specify on making the appointment.
- (3) After the expiration of a term of office a member shall, subject to regulation 6, be eligible for re-appointment.

**University members**

3. For the purposes of paragraph 2A of Schedule 1 to the Act(a) the Boards in which at least one of the persons appointed to be chairperson or a member must hold a post in a university with a medical or dental school are the Boards in Grampian, Greater Glasgow, Lothian and Tayside.

**Remuneration of members**

4. Remuneration may be paid, in accordance with such determination as may be made by the Scottish Ministers, under paragraph 4 of Schedule 1 to the Act(b), to the chairperson, a member appointed under paragraph 2A of Schedule 1 to the Act holding a post in a university and any of the other members, except any members holding the position of Chief Officer, Chief Finance Officer or Director of Public Health of a Board, or Chief Officer of a National Health Service trust.

**Resignation and removal of members**

- 5.—(1) A member may resign office at any time during the period of appointment by giving notice in writing to the Scottish Ministers to this effect.
- (2) If the Scottish Ministers consider that it is not in the interests of the health service that a member of a Board should continue to hold that office they may forthwith terminate that person's appointment.
- (3) If a member has not attended any meeting of the Board, or of any committee of which they are a member, for a period of six consecutive months, the Scottish Ministers shall forthwith terminate that person's appointment unless the Scottish Ministers are satisfied that—
- (a) the absence was due to illness or other reasonable cause; and
  - (b) the member will be able to attend meetings within such period as the Scottish Ministers consider reasonable.
- (4) Where a member who was appointed for the purposes of paragraph 2A of Schedule 1 to the Act ceases to hold the post in a university with a medical or dental school, which was held at the time of appointment for those purposes, the Scottish Ministers may terminate the appointment of that person as a member.
- (5) Where any member becomes disqualified in terms of regulation 6 that member shall forthwith cease to be a member.

**Disqualification**

- 6.—(1) Subject to paragraphs (2) and (3), a person shall be disqualified for being a member, if—
- (a) they have, within the period of five years immediately preceding the proposed date of appointment, been convicted in the United Kingdom, the Channel Islands, the Isle of Man or the Irish Republic of any offence in respect of which they have received a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine;
  - (b) their estate has been sequestrated in Scotland or they have otherwise been adjudged bankrupt elsewhere than in Scotland, they have granted a trust deed for the benefit of

(a) Paragraph 2A was inserted by the 1990 Act, Schedule 5, paragraph 2.

(b) Paragraph 4 was amended by the 1990 Act, Schedule 5, paragraph 3.

- their creditors or entered into any arrangement with their creditors, or a curator bonis or judicial factor has been appointed over their affairs;
- (c) they have resigned or been removed or been dismissed, otherwise than by reason of redundancy, from any paid employment or office with a health service body;
  - (d) they are a person whose appointment as the chairperson, member or director of a health service body has been terminated other than by the expiration of their term of office;
  - (e) they are a chairperson, member, director or employee of a health service body;
  - (f) they have had their name removed, by a direction under section 29 of the Act<sup>(a)</sup>, from any list prepared under Part II of the Act and have not subsequently had their name included in such a list;
  - (g) they are a person whose name has been included in any list prepared under Part II of the Act, and whose name has been withdrawn from the list on their own application;
  - (h) they have had their name removed, by a direction under section 46 of the 1977 Act<sup>(b)</sup> from any list prepared under Part II of the 1977 Act and have not subsequently had their name included in such a list;
  - (i) they are a person whose name has been included in any list prepared under Part II of the 1977 Act, and whose name has been withdrawn from the list on their own application;
  - (j) they are a person who is subject to a disqualification order under the Company Directors Disqualification Act 1986<sup>(c)</sup>; or
  - (k) they are a person who has been removed from the position of trustee of a charity, whether by the court or by the Charity Commissioner.
- (2) For the purpose of paragraph (1)–
- (a) the disqualification attaching to a person whose estate has been sequestrated shall cease if and when–
    - (i) the sequestration of their estate is recalled or reduced; or
    - (ii) the sequestration is discharged;
  - (b) the disqualification attaching to a person by reason of their having been adjudged bankrupt shall cease if and when–
    - (i) the bankruptcy is annulled; or
    - (ii) they are discharged;
  - (c) the disqualification attaching to a person in relation to whose estate a judicial factor has been appointed shall cease if and when–
    - (i) that appointment is recalled; or
    - (ii) the judicial factor is discharged;
  - (d) the disqualification attaching to a person who has granted a trust deed or entered into an arrangement with their creditors shall cease if and when that person pays their creditors in full or on the expiry of five years from the date of their granting the deed or entering into the arrangement.
- (3) The Scottish Ministers may direct that in relation to any individual person or Board any disqualification so directed shall not apply in relation thereto.
- (4) For the purposes of paragraph (1)(a) the date of conviction shall be deemed to be the date on which the days of appeal expire without any appeal having been lodged, or if an appeal has been made, the date on which the appeal is finally disposed of or treated as having been abandoned.

#### Appointment and powers of vice-chairperson

7.—(1) For the purpose of enabling the business of a Board to be conducted in the absence of the chairperson, each Board shall appoint a member who does not also hold the position of Chief Officer, Chief Finance Officer or Director of Public Health of a Board, or Chief Officer of a National Health Service trust to be vice-chairperson and any person so appointed shall, so long as they remain a member of the Board, hold office as vice-chairperson for such period as the Board may decide.

(a) Section 29 was amended by the Health and Social Security Act 1984 (c.48), Schedule 8 and by the National Health Service (Amendment) Act 1995 (c.31), section 7 and the Schedule.

(b) Section 46 was amended by the Health Authorities Act 1995 (c.17), Schedule 1 and the National Health Service (Amendment) Act 1995 (c.31), sections 1, 2 and 3.

(c) 1986 c.46.



(2) Any member so appointed may at any time resign from the office of vice-chairperson by giving notice in writing to the chairperson and the members may appoint another member as vice-chairperson in accordance with paragraph (1).

(3) Where the chairperson of a Board has died or has ceased to hold office or where that person has been unable to perform their duties as chairperson owing to illness, absence from Scotland or any other cause, the vice-chairperson shall take the place of the chairperson in the conduct of the business of the Board and references to the chairperson shall, so long as there is no chairperson able to perform their duties, be taken to include references to the vice-chairperson.

### PART III PROCEEDINGS

#### Meetings and minutes

8.—(1) The meetings and proceedings of the Board shall be conducted in accordance with standing orders made pursuant to regulation 9.

(2) At every meeting of a Board, the chairperson, if present, shall preside.

(3) If the chairperson is absent from any meeting, the vice-chairperson, if present, shall preside, and if the chairperson and vice-chairperson are both absent, the members present at the meeting shall elect from among themselves a person, who does not also hold the position of Chief Officer, Chief Finance Officer or Director of Public Health of a Board, or Chief Officer of a National Health Service trust, to act as chairperson for that meeting.

(4) All acts of, and all questions coming and arising before, a Board shall be done and decided by a majority of the members of the Board present and voting at a meeting of the Board and, in the case of an equality of votes, the person presiding at the meeting shall have a second or casting vote.

(5) The proceedings of a Board or of any committee shall not be invalidated by any vacancy in its membership or by any defect in the appointment of any member of such committee.

#### Standing orders

9.—(1) Subject to paragraph (2) and to such directions as may be given by the Scottish Ministers, each Board shall make, and may vary and revoke, standing orders for the regulation of the procedure and business of the Board and of any committee.

(2) Standing Orders under paragraph (1) should include the matters set out in the Schedule.

#### Appointment and functions of committees

10.—(1) A Board may, and if so directed by the Scottish Ministers shall, appoint committees for such purposes as the Board may determine, subject to such restrictions or conditions as the Board may think fit, or as the Scottish Ministers may direct.

(2) Any committee, but not including any sub-committee, appointed under paragraph (1) shall include at least one member of the Board and may include persons, including trustees of a NHS trust, who are co-opted, and may consist wholly or partly of members of the Board.

(3) Any sub-committee appointed under paragraph (1) may include persons who are co-opted and may consist wholly or partly of members of the Board or wholly of persons who are not members of the Board.

#### Conflict of interest

11.—(1) Subject to such exceptions and qualifications as may, with the approval of the Scottish Ministers, be specified in standing orders, if a member, or associate of theirs has any pecuniary or other interest, direct or indirect, in any contract or proposed contract (not being a contract for the provision of any of the services mentioned in Part II of the Act) or other matter, and that member is present at a meeting of the Board or of a committee at which the contract or other matter is the subject of consideration, they shall at the meeting, and as soon as practicable after its

commencement, disclose the fact, and shall not take part in the consideration and discussion of, the contract, proposed contract or other matter or vote on any question with respect to it.

(2) The Scottish Ministers may, subject to such conditions as they may think fit to impose, remove any disability imposed by this regulation in any case in which it appears to them in the interests of the health service that the disability should be removed.

(3) Any remuneration, compensation or allowances payable to a chairperson or other member by virtue of paragraphs 4, 5 or 13 of Schedule 1 to the Act shall not be treated as a pecuniary interest for the purpose of this regulation.

(4) A member shall not be treated as having an interest in any contract, proposed contract or other matter by reason only that they, or an associate of theirs, has an interest in any company, body or person which is so remote or insignificant that they cannot reasonably be regarded as likely to effect any influence in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

(5) This regulation applies to a committee as it applies to the Board and applies to any member of any such committee (whether or not they are also a member of the Board) as it applies to a member of the Board.

(6) For the purposes of this regulation, the word "associate" has the meaning given by section 74 of the Bankruptcy (Scotland) Act 1985(a).

#### PART IV MISCELLANEOUS

##### Revocations

12. The following Regulations are hereby revoked:-

- (a) the Health Boards (Membership and Procedure) (No. 2) Regulations 1991(b)
- (b) the Health Boards (Membership and Procedure) (No. 2) Amendment Regulations 1993(c)
- (c) the Health Boards (Membership and Procedure) (No. 2) Amendment Regulations 1998(d)
- (d) the Health Boards (Membership and Procedure) (No. 2) Amendment Regulations 1999(e).

*SUSAN C DEACON*  
A member of the Scottish Executive

St Andrew's House,  
Edinburgh  
6th September 2001

(a) 1985 c.66. Section 74 was amended by the Bankruptcy (Scotland) Regulations 1985 (S.I. 1985/1925), regulation 11.  
(b) S.I. 1991/809.  
(c) S.I. 1993/1615.  
(d) S.I. 1998/1459.  
(e) S.I. 1999/132.

SCHEDULE

MATTERS TO BE INCLUDED IN STANDING ORDERS REGULATING MEETINGS AND PROCEEDINGS OF THE BOARD AND COMMITTEES

**Calling meetings**

1.—(1) The first meeting of the Board shall be held on such day and at such place as may be fixed by the chairperson and that person shall be responsible for convening the meeting.

(2) The chairperson may call a meeting of the Board at any time and the chairperson of a committee may call a meeting of that committee at any time or and shall call a meeting when required to do so by the Board.

(3) If the chairperson refuses to call a meeting of the Board after a requisition for that purpose specifying the business proposed to be transacted, signed by at least one third of the whole number of members, has been presented to the chairperson or if, without so refusing, the chairperson does not call a meeting within 7 days after such requisition has been presented, those members who presented the requisition may forthwith call a meeting provided that no business shall be transacted at the meeting other than that specified in the requisition.

**Notice of Meetings**

2.—(1) Before each meeting of the Board, a notice of the meeting, specifying the time, place and business proposed to be transacted at it and signed by the chairperson, or by a member authorised by the chairperson to sign on that person's behalf, shall be delivered to every member or sent by post to the usual place of residence of such members so as to be available to them at least three clear days before the meeting.

(2) Lack of service of the notice on any member shall not affect the validity of a meeting.

(3) In the case of a meeting of the Board called by members in default of the chairperson, the notice shall be signed by those members who requisitioned the meeting in accordance with paragraph 1(3).

**Conflict of interests**

3.—(1) A member shall be excluded from a meeting of the Board or committee in accordance with regulation 11 while any contract, proposed contract, or other matter in which they or an associate of theirs has an interest is under consideration.

(2) The exceptions and qualifications referred to in regulation 11(1) shall be specified.

**Quorum**

4. No business shall be transacted at a meeting of the Board unless there are present, and entitled to vote, at least one third of the whole number of members including at least two members who do not also hold the position of Chief Officer, Chief Finance Officer or Director of Public Health of a Board, or Chief Officer of a National Health Service trust.

**Conduct of meetings**

5.—(1) At any meeting of a committee the chairperson of that committee, if present, shall preside.

(2) If both the chairperson and vice-chairperson (if any) are absent from a meeting of the Board a member, who does not also hold the position of Chief Officer, Chief Finance Officer or Director of Public Health of a Board, or Chief Officer of a National Health Service trust, chosen at the meeting by the members present shall preside.

(3) If both the chairperson and vice-chairperson (if any) of a committee are absent from a meeting of that committee a member of the committee chosen at the meeting by the other members present shall preside.

(4) If it is necessary or expedient to do so a meeting may be adjourned to another day, time and place.

**Voting**

6. Every question at a meeting shall be determined by a majority of the votes of the members present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote.

**Records**

7.—(1) The names of the members present at a meeting shall be recorded.

(2) The minutes of the proceedings of a meeting including any decision or resolution made at that meeting shall be drawn up and submitted to the next ensuing meeting for agreement after which they will be signed by the person presiding at that meeting.

**Suspension and disqualification**

8. Any member of the Board may on reasonable cause shown be suspended from the Board or disqualified for taking part in any business of the Board in specified circumstances.

## EXPLANATORY NOTE

*(This note is not part of the Order)*

These Regulations supersede and revoke the Health Boards (Membership and Procedure) (No. 2) Regulations 1991 ("the 1991 Regulations") and their amendments, the Health Boards (Membership and Procedure) (No. 2) Amendment Regulations 1993, the Health Boards (Membership and Procedure) (No. 2) Amendment Regulations 1998 and the Health Boards (Membership and Procedure) (No. 2) Amendment Regulations 1999.

The Regulations, make provision in relation to Boards established under the National Health Service (Scotland) Act 1978 as to the membership and procedure of these Boards.

Regulation 2 makes provision with regard to the terms of office of members of Boards and regulation 3 makes provision for those Boards which must have at least one member who holds a post in a University with a medical or a dental school.

Regulation 4 deals with the remuneration of the members of Boards and regulation 5 with their resignation and removal from office.

Regulation 6 provides for the circumstances in which a person may be disqualified from membership of a Board. Regulation 7 deals with the appointment of a vice-chairperson of committees and sub-committees of Boards.

In Part III there are various provisions with regard to procedure including provisions as to the meetings of the Boards. Regulation 9 makes provision for standing orders regulating the procedure of meetings of Boards and of committees and sub-committees. Regulation 10 makes provision about the appointment and functions of committees. Regulation 11 makes provision with regard to conflict of interest.

Regulation 12 revokes the 1991 Regulations and all amending instruments as mentioned above which provided for membership and procedure of Boards referred to above.

The Schedule sets out the detail of the matters that must be included in the standing orders made pursuant to regulation 9.

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NATIONAL HEALTH SERVICE

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Regulations 2001

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