

Minutes of an Extra Ordinary Meeting of **Borders NHS Board Audit Committee** held on Monday, 17th February 2020 @ 2 p.m. in the Board Room, Newstead.

Present: Mr M Dickson, Non Executive Director (Chair)
Mrs F Sandford, Non Executive Director

In Attendance: Ms I Bishop, Board Secretary
Mrs B Everitt, Personal Assistant to Director of Finance (Minutes)
Ms L Farrell, Public Sector Internal Audit Manager
Mrs C Gillie, Director of Finance
Mrs K Hamilton, Chair
Dr T Patterson, Joint Director of Public Health
Mrs L Pringle, Risk Manager (Item 3)
Mr J Steen, Senior Auditor, Audit Scotland

1. **Introduction, Apologies and Welcome**

Malcolm Dickson welcomed those present to the meeting. Apologies were noted from Mr S Mather, Non Executive Director, Mr R Roberts, Chief Executive, Mrs G Woolman, Director, Audit Scotland and Ms S Swan, Deputy Director of Finance.

2. **Declaration of Interest**

There were no declarations of interest.

3. **Risk Management Policy**

Malcolm Dickson referred to the cover paper for item 4 and highlighted that the Risk Management Policy was out of sync for review by the Audit Committee having already been presented to the Strategy & Performance Committee on 6th February 2020. Malcolm advised that this was due to go to the Risk Management Board on the 19th February 2020 for approval and then to the Clinical Executive on the 27th February 2020. Tim Patterson went on to highlight the main changes made to the policy, namely that the risk appetite for the organisation would be agreed by Borders NHS Board. The Risk Management Board will look specifically at operational risks reporting to the Clinical Executive. Tim confirmed that all the changes captured within the updated Code of Corporate Governance were in line with the management of risk. The Committee discussed the reporting structure detailed on appendix 7 and agreed that a further diagram be added to provide further clarity.

It was agreed that the updated Risk Management Policy should come back to the Audit Committee on the 23rd March 2020 for recommendation to go forward to Borders NHS Board for approval on 2nd April 2020. The updated policy would be circulated electronically to the Committee after the Clinical Executive on the 27th February 2020 to ensure there was sufficient time for review.

The Audit Committee commented on the draft Risk Management Policy and agreed that the updated policy be presented at the next meeting on 23rd March 2020 for recommendation to go forward to Borders NHS Board for approval on 2nd April 2020.

4. **Code of Corporate Governance Update**

The Audit Committee went through the updated Code of Corporate Governance (CoCG) section by section and noted/discussed the updates and made further suggested amendments. Malcolm Dickson referred to item 8 of Section A where it detailed the purpose and remit of the Finance & Performance Committee which is to be established and queried the name of this group as he recalled at the Board Development Session in November it had been intimated this would be named the Resources & Performance Committee. Following discussion it was agreed that the Resources & Performance Committee would be put forward in the updated CoCG to the Board for approval. Tim Patterson referred to the proposed Committee structure and highlighted the need to be mindful to try and avoid duplication in the reports presented to each Committee and Borders NHS Board. Tim also referred to the Whistleblowing Non Executive Director and enquired which Governance Committees it would be appropriate for them to be a member of. Karen Hamilton advised that this was yet to be agreed and that a meeting was due to take place on the 28th February to discuss this. It was noted that there was not currently a Vice Chair for the Endowment Fund Board of Trustees and Karen agreed to pick this up with the Non Executive Directors to appoint one.

Carol Gillie reminded that this was a live document and correct at a point in time. It was noted that the Code of Corporate Governance Steering group would now be meeting on a quarterly basis.

Iris Bishop agreed to make the necessary amendments and update the covering paper with the further changes for going forward to Borders NHS Board for approval on 2nd April 2020.

The Audit Committee agreed that the updated Code of Corporate Governance should be put forward to Borders NHS Board on 2nd April 2020 for approval.

5. **Any Other Competent Business**

None.

6. **Date of Next Meeting**

Monday, 23rd March 2020 @ 2 p.m., Board Room, Newstead.

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