

Introduction

Introduction

Title: Code of Corporate Governance
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1 Code of Corporate Governance

The Code of Corporate Governance includes the following sections:

- Section A: How business is organised
- Section B: Members' Code of Conduct
- Section C: Standards of Business Conduct for NHS Staff
- Section D: Fraud Policy and Action Plan
- Section E: Standing Financial Instructions
- Section F: Scheme of Delegation
- Section G: Risk Management

The Board keeps the Code of Corporate Governance under review and will undertake a comprehensive review at least every two years.

2 Dumfries and Galloway NHS Board

Dumfries and Galloway NHS Board (the Board) is a strategic body, accountable to the Scottish Government Health and Social Care Directorate and to Scottish Ministers for the functions and performance of NHS Dumfries and Galloway. The Board consists of the Chair, Non Executive and Executive Members appointed by the Scottish Ministers to constitute NHS Dumfries and Galloway.

The Board will not concern itself with day-to-day operational matters, except where they have an impact on the overall performance of the system.

The overall purpose of Dumfries and Galloway Board is

- to deliver excellent care that is person-centred, safe, effective, efficient and reliable.
- to reduce health inequalities across Dumfries and Galloway.

Our Outcomes:

- Improved outcomes for patients that reflect learning from patient experience in order to ensure a person-centred focus is maintained.
- Improved staff experience; and health and wellbeing of staff.
- The delivery of continuous quality improvement and sustainability through services that are effective and efficient.
- All children have the best possible start in life through a variety of interventions, sometimes targeted at vulnerable groups.
- A population in Dumfries and Galloway who are enabled and assisted to have more control over all aspects of their life, health and wellbeing.

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The Role of the Board is:

- to improve and protect the health of local people;
- to improve health services for local people;
- to focus clearly on health outcomes and people's experience of NHS Dumfries and Galloway;
- to promote joint health and community planning by working closely with our partners and other local organisations;
- to be accountable for the performance of NHS Dumfries and Galloway as a whole; and
- to involve the public in the design and delivery of healthcare services.

The functions of the Board are:

- strategy development;
- resource allocation to address local priorities;
- to oversee implementation of the Local Delivery Plan; and
- to manage the performance of NHS Dumfries and Galloway, including risk management.

Responsibilities of Members of NHS Dumfries and Galloway include

- shared responsibility for the discharge of the functions of the Board;
- independent judgement on issues of strategy, performance management, key appointments and accountability to Scottish Ministers and to the local community; and
- responsibility for the overall performance of NHS Dumfries and Galloway.

3 Composition of the Board

The Board will consist of the following members appointed by the Minister:

- Chair / Non-Executive Board Member
- Chief Executive
- Director of Finance
- Medical Director
- Nurse Director
- Director of Public Health
- Chair of Area Clinical Forum / Non-Executive Board Member
- Chair of Area Partnership Forum / Non-Executive Board Member
- Local Council Elected Member / Non-Executive Board Member
- Six Non-Executive Board Members

4 Definitions

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Any expressions to which a meaning is given in the Health Service Acts or in the Regulations or Orders made under the Acts shall have the same meaning in this interpretation and in addition:

- **The Accountable Officer** is the Chief Executive of NHS Dumfries and Galloway, who is responsible to the Scottish Parliament for the economical efficient and effective use of resources. The Chief Executive of NHS Dumfries and Galloway is also accountable to the Board for clinical and staff governance. This is a legal appointment made by the Principal Accountable Officer of the Scottish Government.
- **The Act** means the National Health Service (Scotland) Act 1978 as amended.
- **The 2001 Regulations** means the Health Board's (Membership and Procedure) (Scotland) Regulations 2001.
- **The 1960 Act** means the Public Bodies (Admission to Meetings) Act 1960 as amended.
- **Board Member** means a person appointed as a Member of the Board by Scottish Minister and who is not disqualified from membership.
- **Budget** means money proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Board.
- **Chair** means the person appointed by the Scottish Ministers to lead the Board and to ensure that it successfully discharges its responsibility for the Board as a whole. The Chair of a Committee is responsible for fulfilling the duties of a Chair in relation to that Committee only.
- **Chief Executive** means the Accountable Officer of NHS Dumfries and Galloway.
- **Committee** means a Committee established by the Board and includes 'Sub Committee'.
- **Committee Members** are people formally appointed by the Board to sit on or to chair specific committees. All references to members of a committee are as 'committee member' and when the reference is to a member of the Board it is 'Board Member'.
- **Contract** includes any arrangement including an NHS Contract.

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- **Co-opted Member** is an individual, not being a Member of the Board, who is appointed to serve on a Committee of the Board.
- **Corporate Business Manager** means the Officer appointed by the Chief Executive to oversee the management of the Board's corporate governance arrangements in line with statutory requirements and NHS Scotland guidelines.
- **Lay Member** is an individual, not being an employee of the Board, who is appointed to serve on a Committee of the Board.
- **Meeting** means a meeting of the Board or of any Committee.
- **Nominated Officer** means an officer charged with the responsibility for discharging specific tasks within the Code of Corporate Governance.
- **SGHSCD** means the Scottish Government Health and Social Care Directorate.
- **SFIs** mean Standing Financial Instructions.
- **Vice Chair** means the Non Executive invited by the Chair to fulfil this role, and agreed by Cabinet Secretary, to take on the Chair's duties if the Chair is absent for any reason.

5 Corporate Governance

Corporate Governance is the term used to describe our overall control system. It details how we direct and control our functions and how we relate to our communities and covers the following dimensions:

- service delivery arrangements;
- structures and processes;
- risk management and internal control; and
- standards of conduct.

NHS Dumfries and Galloway is responsible for

- giving leadership and strategic direction;
- putting in place controls to safeguard public resources;
- supervising the overall management of its activities; and
- reporting on management and performance.

6 Conduct, accountability and openness

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Board Members and staff are expected to promote and support the principles in the Members' Code of Conduct (Section B) and the Standards of Business Conduct for NHS Staff (Section C), and to promote through their own personal conduct the values of:

- duty;
- selflessness;
- integrity;
- objectivity;
- accountability and stewardship;
- openness;
- honesty;
- leadership; and
- respect.

Give Respect Get Respect is a national dignity at work programme, which has been adopted by the Board and is a key tool for the delivery of continuous improvement in our Staff Governance Standards and Dignity at Work. The five building blocks to promote respect in the workplace are

- partnership;
- understanding;
- relations;
- environment; and
- leadership.

7 Understanding our responsibilities arising from the Code of Corporate Governance

It is the duty of the Chair and the Chief Executive to ensure that Board Members and staff understand their responsibilities. Board Members and Managers shall receive copies of the Code of Corporate Governance and the Corporate Business Manager will maintain a list of managers to whom the Code of Corporate Governance has been issued. Managers are responsible for ensuring that staff understand their responsibilities. Once approved, the Code of Corporate Governance will also be published on the Board's internal and external websites.

8 Endowment Funds

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The principles of this Code of Corporate Governance apply equally to Members of NHS Dumfries and Galloway who have distinct legal responsibilities as Trustees of the Endowment Funds. Any Member may opt not to be a Trustee of the Endowment Funds.

9 Advisory and other Committees

The principles of this Code of Corporate Governance apply equally to all NHS Dumfries and Galloway's Advisory Committees and all committees and groups which report directly to a NHS Dumfries and Galloway Committee.

10 Review

The Board will keep the Code of Corporate Governance under review and undertake a comprehensive review at least every two years. The Board may, on its own or if directed by the Scottish Ministers, vary and revoke Standing Orders for the regulation of the procedure and business of the Board and of any Committee. The Audit and Risk Committee is responsible for advising the Board on these matters.

11 Feedback

NHS Dumfries and Galloway wishes to improve continuously and reviews the Code of Corporate Governance regularly. To ensure that this Code remains relevant, we would be happy to hear from you with regard to new operational procedures, changes to legislation, confusion regarding the interpretation of statements or any other matter connected with the Code.

Comments and suggestions for improvement are most welcome and should be sent to:

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