

Section A

How business is organised (Standing Orders updated April 2022)

BOARD POLICY

Section A: How business is organised

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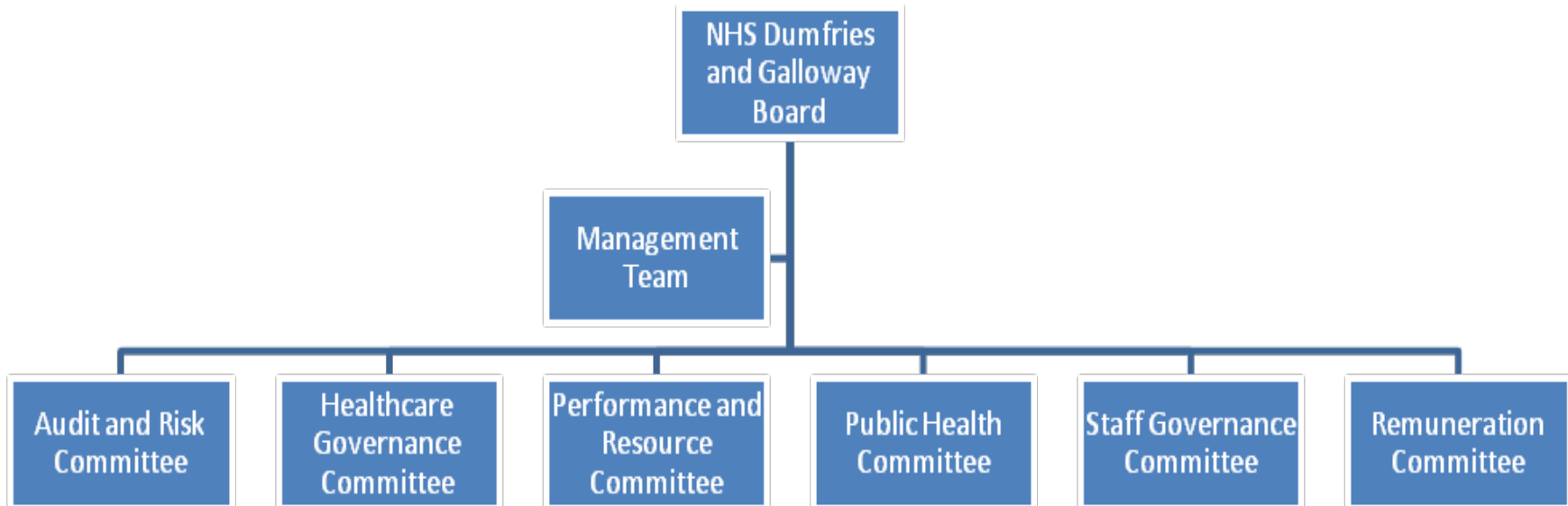
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Item 1: The Board and its Standing Committees



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Item 2: Standing orders for the proceedings and business of Dumfries and Galloway NHS board

1 General

1.1 These Standing Orders for regulation of the conduct and proceedings of Dumfries and Galloway NHS Board, the common name for Dumfries and Galloway NHS Board, [the Board] and its Committees are made under the terms of The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 (2001 No. 302), as amended up to and including The Health Boards (Membership and Procedure) (Scotland) Amendment Regulations 2016 (2016 No. 3).

Healthcare Improvement Scotland and NHS National Services Scotland are constituted under a different legal basis, and are not subject to the above regulations. Consequently those bodies will have different Standing Orders.

The NHS Scotland Blueprint for Good Governance (issued through [DL 2019\) 02](#)) has informed these Standing Orders. The Blueprint describes the functions of the Board as:

- Setting the direction, clarifying priorities and defining expectations.
- Holding the executive to account and seeking assurance that the organisation is being effectively managed.
- Managing risks to the quality, delivery and sustainability of services.
- Engaging with stakeholders.
- Influencing the Board's and the organisation's culture.

Further information on the role of the Board, Board members, the Chair, Vice-Chair, and the Chief Executive is available on the NHS Scotland Board Development website (<https://learn.nes.nhs.scot/17367/board-development>)

1.2 The Scottish Ministers shall appoint the members of the Board. The Scottish Ministers shall also attend to any issues relating to the resignation and removal, suspension and disqualification of members in line with the above regulations. 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.

1.3 Any statutory provision, regulation or direction by Scottish Ministers, shall have precedence if they are in conflict with these Standing Orders.

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- 1.4 Any one or more of these Standing Orders may be varied or revoked at a meeting of the Board by a majority of members present and voting, provided the notice for the meeting at which the proposal is to be considered clearly states the extent of the proposed repeal, addition or amendment. The Board will annually review its Standing Orders.
- 1.5 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. The Scottish Ministers may by determination suspend a member from taking part in the business (including meetings) of the Board. Paragraph 5.4 sets out when the person presiding at a Board meeting may suspend a Board member for the remainder of a specific Board meeting. The Standards Commission for Scotland can apply sanctions if a Board member is found to have breached the Board Members' Code of Conduct, and those include suspension and disqualification. The regulations (see paragraph 1.1) also set out grounds for why a person may be disqualified from being a member of the Board.

Board Members – Ethical Conduct

- 1.6 Members have a personal responsibility to comply with the Code of Conduct for Members of the Dumfries and Galloway NHS Board. The Commissioner for Public Standards can investigate complaints about members who are alleged to have breached their Code of Conduct. The Board will have appointed a Standards Officer. This individual is responsible for carrying out the duties of that role, however he or she may delegate the carrying out of associated tasks to other members of staff. The Board's appointed Standards Officer shall ensure that the Board's Register of Interests is maintained. When a member needs to update or amend his or her entry in the Register, he or she must notify the Board's appointed Standards Officer of the need to change the entry within one month after the date the matter required to be registered.
- 1.7 The Board's appointed Standards Officer shall ensure the Register is available for public inspection at the principal offices of the Board at all reasonable times and will be included on the Board's website.
- 1.8 Members must always consider the relevance of any interests they may have to any business presented to the Board or one of its committees. Members must observe paragraphs 5.6 - 5.10 of these Standing Orders, and have regard to Section 5 of the Code of Conduct (Declaration of Interests).
- 1.9 In case of doubt as to whether any interest or matter should be declared, in the interests of transparency, members are advised to make a declaration.

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- 1.10 Members shall make a declaration of any gifts or hospitality received in their capacity as a Board member. Such declarations shall be made to the Board's appointed Standards Officer who shall make them available for public inspection at all reasonable times at the principal offices of the Board and on the Board's website. The Register of Interests includes a section on gifts and hospitality. The Register may include the information on any such declarations, or cross-refer to where the information is published.
- 1.11 The Board's Corporate Business Manager shall provide a copy of these Standing Orders to all members of the Board on appointment. A copy shall also be held on the Board's website.

2 Chair

- 2.1 The Scottish Ministers shall appoint the Chair of the Board.

3 Vice-Chair

- 3.1 The Chair shall nominate a candidate or candidates for vice-chair to the Cabinet Secretary. The candidate(s) must be a non-executive member of the Board. A member who is an employee of a Board is disqualified from being Vice-Chair. The Cabinet Secretary will in turn determine who to appoint based on evidence of effective performance and evidence that the member has the skills, knowledge and experience needed for the position. Following the decision, the Board shall appoint the member as Vice-Chair. Any person so appointed shall, so long as he or she remains a member of the Board, continue in office for such a period as the Board may decide.
- 3.2 The Vice-Chair may at any time resign from that office by giving notice in writing to the Chair. The process to appoint a replacement Vice-Chair is the process described at paragraph 3.1.
- 3.3 Where the Chair has died, ceased to hold office, or is unable for a sustained period of time to perform his or her duties due to illness, absence from Scotland or for any other reason, then the Board's Corporate Business Manager should refer this to the Scottish Government. The Cabinet Secretary will confirm which member may assume the role of interim chair in the period until the appointment of a new chair, or the return of the appointed chair. Where the Chair is absent for a short period due to leave (for whatever reason), the Vice-Chair shall assume the role of the Chair in the conduct of the business of the Board. In either of these circumstances references to the Chair shall, so long as there is no Chair able to perform the duties, be taken to include references to either the interim chair or the Vice-Chair.

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3.4 If the Vice-Chair has been appointed as the Interim Chair, then the process described at paragraph 3.1 will apply to replace the Vice-Chair.

4 Calling and Notice of Board Meetings

4.1 The Chair may call a meeting of the Board at any time and shall call a meeting when required to do so by the Board. The Board shall meet at least six times in the year and will annually approve a forward schedule of meeting dates.

4.2 The Chair will determine the final agenda for all Board meetings. The agenda may include an item for any other business, however this can only be for business which the Board is being informed of for awareness, rather than being asked to make a decision. No business shall be transacted at any meeting of the Board other than that specified in the notice of the meeting except on grounds of urgency.

4.3 Any member may propose an item of business to be included in the agenda of a future Board meeting by submitting a request to the Chair. If the Chair elects to agree to the request, then the Chair may decide whether the item is to be considered at the Board meeting which immediately follows the receipt of the request, or a future Board meeting. The Chair will inform the member which meeting the item will be discussed. If any member has a specific legal duty or responsibility to discharge which requires that member to present a report to the Board, then that report will be included in the agenda.

4.4 In the event that the Chair decides not to include the item of business on the agenda of a Board meeting, then the Chair will inform the member in writing as to the reasons why.

4.5 A Board meeting may be called if one third of the whole number of members signs a requisition for that purpose. The requisition must specify the business proposed to be transacted. The Chair is required to call a meeting within 7 days of receiving the requisition. If the Chair does not do so, or simply refuses to call a meeting, those members who presented the requisition may call a meeting by signing an instruction to approve the notice calling the meeting provided that no business shall be transacted at the meeting other than that specified in the requisition.

4.6 Before each meeting of the Board, a notice of the meeting (in the form of an agenda), specifying the time, place and business proposed to be transacted at it and approved by the Chair, or by a member authorised by the Chair to approve on that person's behalf, shall be circulated to every member so as to be available to them at least three clear days before the meeting. The notice shall be distributed along with any papers for the meeting that are available at that point.

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- 4.7 With regard to calculating clear days for the purpose of notice under 4.6 and 4.9, the period of notice excludes the day the notice is sent out and the day of the meeting itself. Additionally only working days (Monday to Friday) are to be used when calculating clear days; weekend days and public holidays should be excluded.

Example: If a Board is meeting on a Wednesday, the notice and papers for the meeting should be distributed to members no later than the preceding Thursday. The three clear days would be Friday, Monday and Tuesday.

If the Monday was a public holiday, then the notice and papers should be distributed no later than the preceding Wednesday.

- 4.8 Lack of service of the notice on any member shall not affect the validity of a meeting.
- 4.9 Board meetings shall be held in public. A public notice of the time and place of the meeting shall be provided at least three clear days before the meeting is held. The notice and the meeting papers shall also be placed on the Board's website. The meeting papers will include the minutes of committee meetings which the relevant committee has approved. The exception is that the meeting papers will not include the minutes of the Remuneration Committee. The Board may determine its own approach for committees to inform it of business which has been discussed in committee meetings for which the final minutes are not yet available. For items of business which the Board will consider in private session (see paragraph 5.22), only the Board members will normally receive the meeting papers for those items, unless the person presiding agrees that others may receive them.

5 Conduct of Meetings

Authority of the Person Presiding at a Board Meeting

- 5.1 The Chair shall preside at every meeting of the Board. The Vice-Chair shall preside if the Chair is absent. If both the Chair and Vice Chair are absent, the members present at the meeting shall choose a Board member who is not an employee of a Board to preside.
- 5.2 The duty of the person presiding at a meeting of the Board or one of its committees is to ensure that the Standing Orders or the committee's terms of reference are observed, to preserve order, to ensure fairness between members, and to determine all questions of order and competence. The ruling of the person presiding shall be final and shall not be open to question or discussion.

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- 5.3 The person presiding may direct that the meeting can be conducted in any way that allows members to participate, regardless of where they are physically located, e.g. video-conferencing, teleconferencing. For the avoidance of doubt, those members using such facilities will be regarded as present at the meeting.
- 5.4 In the event that any member who disregards the authority of the person presiding, obstructs the meeting, or conducts himself/herself inappropriately the person presiding may suspend the member for the remainder of the meeting. If a person so suspended refuses to leave when required by the person presiding to do so, the person presiding will adjourn the meeting in line with paragraph 5.12. For paragraphs 5.5 to 5.20, reference to 'Chair' means the person who is presiding the meeting, as determined by paragraph 5.1.

Quorum

- 5.5 The Board will be deemed to meet only when there are present, and entitled to vote, a quorum of at least one third of the whole number of members, including at least two members who are not employees of a Board. The quorum for committees will be set out in their terms of reference, however it can never be less than two Board members.
- 5.6 In determining whether or not a quorum is present the Chair must consider the effect of any declared interests.
- 5.7 If a member, or an associate of the member, has any pecuniary or other interest, direct or indirect, in any contract, proposed contract or other matter under consideration by the Board or a committee, the member should declare that interest at the start of the meeting. This applies whether or not that interest is already recorded in the Board Members' Register of Interests. Following such a declaration, the member shall be excluded from the Board or committee meeting when the item is under consideration, and should not be counted as participating in that meeting for quorum or voting purposes.
- 5.8 Paragraph 5.7 will not apply where a member's, or an associate of their's, interest in any company, body or person is so remote or insignificant that it cannot reasonably be regarded as likely to affect any influence in the consideration or discussion of any question with respect to that contract or matter. In March 2015, the Standards Commission granted a dispensation to NHS Board members who are also voting members of integration joint boards. The effect is that those members do not need to declare as an interest that they are a member of an integration joint board when taking part in discussions of general health & social care issues. However members still have to declare other interests as required by Section 5 of the Board Members' Code of Conduct.

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- 5.9 If a question arises at a Board meeting as to the right of a member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting be referred to the Chair. The Chair's ruling in relation to any member other than the Chair is to be final and conclusive. If a question arises with regard to the participation of the Chair in the meeting (or part of the meeting) for voting or quorum purposes, the question is to be decided by the members at that meeting. For this latter purpose, the Chair is not to be counted for quorum or voting purposes.
- 5.10 Paragraphs 5.6-5.9 shall equally apply to members of any Board committees, whether or not they are also members of the Board, e.g. stakeholder representatives.
- 5.11 When a quorum is not present, the only actions that can be taken are to either adjourn to another time or abandon the meeting altogether and call another one. The quorum should be monitored throughout the conduct of the meeting in the event that a member leaves during a meeting, with no intention of returning. The Chair may set a time limit to permit the quorum to be achieved before electing to adjourn, abandon or bring a meeting that has started to a close.

Adjournment

- 5.12 If it is necessary or expedient to do so for any reason (including disorderly conduct or other misbehaviour at a meeting), a meeting may be adjourned to another day, time and place. A meeting of the Board, or of a committee of the Board, may be adjourned by the Chair until such day, time and place as the Chair may specify.

Business of the Meeting

The Agenda

- 5.13 If a member wishes to add an item of business which is not in the notice of the meeting, he or she must make a request to the Chair ideally in advance of the day of the meeting and certainly before the start of the meeting. The Chair will determine whether the matter is urgent and accordingly whether it may be discussed at the meeting.
- 5.14 The Chair may change the running order of items for discussion on the agenda at the meeting. Please also refer to paragraph 4.2.

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Decision-Making

- 5.15 The Chair may invite the lead for any item to introduce the item before inviting contributions from members. Members should indicate to the Chair if they wish to contribute, and the Chair will invite all who do so to contribute in turn. Members are expected to question and challenge proposals constructively and carefully to reach and articulate a considered view on the suitability of proposals.
- 5.16 The Chair will consider the discussion, and whether or not a consensus has been reached. Where the Chair concludes that consensus has been reached, then the Chair will normally end the discussion of an item by inviting agreement to the outcomes from the discussion and the resulting decisions of the Board.
- 5.17 As part of the process of stating the resulting decisions of the Board, the Chair may propose an adaptation of what may have been recommended to the Board in the accompanying report, to reflect the outcome of the discussion.
- 5.18 The Board may reach consensus on an item of business without taking a formal vote, and this will be normally what happens where consensus has been reached.
- 5.19 Where the Chair concludes that there is not a consensus on the Board's position on the item and/ or what it wishes to do, then the Chair will put the decision to a vote. If at least two Board members ask for a decision to be put to a vote, then the Chair will do so. Before putting any decision to vote, the Chair will summarise the outcome of the discussion and the proposal(s) for the members to vote on.
- 5.20 Where a vote is taken, the decision shall be determined by a majority of votes of the members present and voting on the question. In the case of an equality of votes, the Chair shall have a second or casting vote. The Chair may determine the method for taking the vote, which may be by a show of hands, or by ballot, or any other method the Chair determines.
- 5.21 While the meeting is in public the Board may not exclude members of the public and the press (for the purpose of reporting the proceedings) from attending the meeting.

Board Meeting in Private Session

- 5.22 The Board may agree to meet in private in order to consider certain items of business. The Board may decide to meet in private on the following grounds:

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- The Board is still in the process of developing proposals or its position on certain matters, and needs time for private deliberation.
- The business relates to the commercial interests of any person and confidentiality is required, e.g. when there is an ongoing tendering process or contract negotiation.
- The business necessarily involves reference to personal information, and requires to be discussed in private in order to uphold the Data Protection Principles.
- The Board is otherwise legally obliged to respect the confidentiality of the information being discussed.

5.23 The minutes of the meeting will reflect when the Board has resolved to meet in private.

Minutes

5.24 The names of members present at a meeting of the Board, or of a committee of the Board, shall be recorded in the minute of the meeting. The names of other persons in attendance shall also be recorded.

5.25 The Board's Executive Assistants and Corporate Business Support Team shall prepare the minutes of meetings of the Board and its committees. The Board or the committee shall review the draft minutes at the following meeting. The person presiding at that meeting shall sign the approved minute.

6 Matters Reserved for the Board

Introduction

6.1 The Scottish Government retains the authority to approve certain items of business. There are other items of the business which can only be approved at an NHS Board meeting, due to either Scottish Government directions or a Board decision in the interests of good governance practice.

6.2 This section summarises the matters reserved to the Board:

- a) Standing Orders
- b) The establishment and terms of reference of all its committees, and appointment of committee members
- c) Organisational Values
- d) The strategies for all the functions that it has planning responsibility for, subject to any provisions for major service change which require Ministerial approval.

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- e) The Annual Operational Plan for submission to the Scottish Government for its approval. (Note: The Board should consider the draft for submission in private session. Once the Scottish Government has approved the Annual Operational Plan, the Board should receive it at a public Board meeting.)
- f) Corporate objectives or corporate plans which have been created to implement its agreed strategies.
- g) Risk Management Policy.
- h) Financial plan for the forthcoming year, and the opening revenue and capital budgets.
- i) Standing Financial Instructions and a Scheme of Delegation.
- j) Annual accounts and report. (Note: Note: This must be considered when the Board meets in private session. In order to respect Parliamentary Privilege, the Board cannot publish the annual accounts or any information drawn from it before the accounts are laid before the Scottish Parliament. Similarly the Board cannot publish the report of the external auditors of their annual accounts in this period.)
- k) Any business case item that is beyond the scope of its delegated financial authority before it is presented to the Scottish Government for approval. The Board shall comply with the [Scottish Capital Investment Manual](#).
- l) The Board shall approve the content, format, and frequency of performance reporting to the Board.
- m) The appointment of the Board's chief internal auditor. (Note: This applies either when the proposed chief internal auditor will be an employee of the Board, or when the chief internal auditor is engaged through a contract with an external provider. The audit committee should advise the Board on the appointment, and the Board may delegate to the audit committee oversight of the process which leads to a recommendation for appointment.)

6.3 The Board may be required by law or Scottish Government direction to approve certain items of business, e.g. the integration schemes for a local authority area.

6.4 The Board itself may resolve that other items of business be presented to it for approval.

7 Delegation of Authority by the Board

7.1 Except for the Matters Reserved for the Board, the Board may delegate authority to act on its behalf to committees, individual Board members, or other Board employees. In practice this is achieved primarily through the Board's approval of the Standing Financial Instructions and the Scheme of Delegation, which can be accessed through the Health Board Policies page on The Board's external website at <https://www.nhsdg.co.uk/publications/>

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- 7.2 The Board may delegate responsibility for certain matters to the Chair for action. In such circumstances, the Chair should inform the Board of any decision or action subsequently taken on these matters.
- 7.3 The Board and its officers must comply with the [NHS Scotland Property Transactions Handbook](#), and this is cross-referenced in the Scheme of Delegation.
- 7.4 The Board may, from time to time, request reports on any matter or may decide to reserve any particular decision for itself. The Board may withdraw any previous act of delegation to allow this.

8 Execution of Documents

- 8.1 Where a document requires to be authenticated under legislation or rule of law relating to the authentication of documents under the Law of Scotland, or where a document is otherwise required to be authenticated on behalf of the Board, it shall be signed by an executive member of the Board or any person duly authorised to sign under the Scheme of Delegation in accordance with the Requirements of Writing (Scotland) Act 1995. Before authenticating any document the person authenticating the document shall satisfy themselves that all necessary approvals in terms of the Board's procedures have been satisfied. A document executed by the Board in accordance with this paragraph shall be self-proving for the purposes of the Requirements of Writing (Scotland) Act 1995.
- 8.2 Scottish Ministers shall direct which officers of the Board can sign on their behalf in relation to the acquisition, management and disposal of land.
- 8.3 Any authorisation to sign documents granted to an officer of the Board shall terminate upon that person ceasing (for whatever reason) from being an employee of the Board, without further intimation or action by the Board.

9 Committees

- 9.1 Subject to any direction issued by Scottish Ministers, the Board shall appoint such committees (and sub-committees) as it thinks fit. NHS Scotland Board Development website will identify the committees which the Board must establish. (<https://learn.nes.nhs.scot/17367/board-development>)
- 9.2 The Board shall appoint the chairs of all committees. The Board shall approve the terms of reference and membership of the committees. The Board shall review these as and when required, and shall review the terms within 2 years of their approval if there has not been a review.

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- 9.3 The Board shall appoint committee members to fill any vacancy in the membership as and when required. If a committee is required by regulation to be constituted with a particular membership, then the regulation must be followed
- 9.4 Provided there is no Scottish Government instruction to the contrary, any non-executive Board member may replace a Committee member who is also a non-executive Board member, if such a replacement is necessary to achieve the quorum of the committee.
- 9.5 The Board's Standing Orders relating to the calling and notice of Board meetings, conduct of meetings, and conduct of Board members shall also be applied to committee meetings where the committee's membership consist of or include all the Board members.
- 9.6 Where the committee's members includes some of the Board's members, the committee's meetings shall not be held in public and the associated committee papers shall not be placed on the Board's website, unless the Board specifically elects otherwise.. Generally Board members who are not members of a committee may attend a committee meeting and have access to the meeting papers. However if the committee elects to consider certain items as restricted business, then the meeting papers for those items will normally only be provided to members of that committee. The person presiding the committee meeting may agree to share the meeting papers for restricted business papers with others.
- 9.7 The Board shall approve a calendar of meeting dates for its committees. The committee chair may call a meeting any time, and shall call a meeting when requested to do so by the Board.
- 9.8 The Board may authorise committees to co-opt members for a period up to one year, subject to the approval of both the Board and the Accountable Officer. A committee may decide this is necessary to enhance the knowledge, skills and experience within its membership to address a particular element of the committee's business. A co-opted member is one who is not a member of Dumfries and Galloway NHS Board and is not to be counted when determining the committee's quorum.

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Item 3: Committees

1 The NHS Board has established a number of committees who provide a level of scrutiny to the decision making processes and governance arrangements. A list of the committees has been noted below:

1. Audit and Risk Committee
2. Healthcare Governance Committee
3. Performance Committee
4. Public Health Committee
5. Staff Governance Committee
6. Remuneration Sub Committee

2 *Non Executive Membership*

Each Committee will have a minimum number of Non Executive Members, the membership for each of the committees is set by the NHS Board Chair, with regular updates on any changes being presented to NHS Board for awareness.

3 *Role and Function*

The NHS Board has six standing governance committees, who have a delegated authority to provide assurance to the NHS Board on a variety of areas. A summary of the role and function of the standing governance committees is noted below. Full copies of the Terms of Reference for each committee are included within the appendices at the end of Section A:

Audit and Risk Committee

The Audit and Risk Committee will advise the Board and Accountable Officer on:

Governance

- The strategic processes for risk, control and governance that support the Governance Statement.
- Approve changes to Standing Financial Instructions.
- Approve changes to bank account signatories.
- Oversee the Board's Internal Control Systems and financial risk by means of:
 - Reviewing the Board's systems of Internal Control
 - Evaluating the environment, in which, the internal controls work
 - Evaluating the decision making process of the Board

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- Helping the Accountable Officer and NHS Board formulate their assurance needs with regard to risk management, governance and internal control.
- To review, discuss and assess the effectiveness of organisational risk management.

Risk Management

The Audit and Risk Committee will advise the Board on the adequacy of the assurances available with respect to systems, structure and process around Risk Management. The Information Assurance Committee reports to the Audit and Risk Committee and provides assurance to the Committee on risks related to information governance, security and privacy.

Audit and Risk Committee will:

- Monitor financial risk management to the Audit and Risk Committee.
- Gain assurance that financial risk and changes in risk are being monitored.
- Oversee the development of and periodically review the Board's Risk Management Strategy, and advise the Board of the Committee's views as to its adequacy.
- Form an opinion on the exposure to risk relevant to the Board's Risk Appetite, and the adequacy and effectiveness of the systems of internal control for individual areas/subjects.
- Consider the Corporate Risk Register and risk management arrangements for key organisational projects on a quarterly basis.
- Draw attention to weaknesses in systems of risk management, governance and internal control, making suggestions as to how these weaknesses can be addressed.
- Review, discuss and assess organisational risk and seek assurance that effective risk management systems are in place.

The Committee has no executive authority, and has no role in the executive decision-making in relation to the management of risk.

However the Committee shall seek assurance that:

- There is a comprehensive risk management system in place to identify, assess, manage and monitor risk at all levels of the organisation.
- There is appropriate ownership of and training in relation to risk in the organisation and that there is an effective culture of risk management.
- The Board has clearly defined its risk appetite (ie. the amount of risk that the Board is prepared to accept, tolerate, or be exposed to at any time), and that the Executive's approach to risk management is consistent with that appetite.

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In order to discharge its advisory role to the Board and Accountable Officer, and to inform its assessment on the state of corporate governance, internal control and risk management, the Committee shall:

- At each meeting, receive and review a report summarising any significant changes to the Board's corporate risk register, what plans are in place to manage them and to review the full Corporate Risk Register at least once per year. The Committee may also elect to occasionally receive information on significant risks held on other risk registers held in the organisation.
- Consider whether the Corporate Risk Register is an appropriate reflection of the key risks to the Board.
- Consider the impact of changes to the risk register on the assurance needs of the Board and the Accountable Officer, and communicate any issues when required.
- Reflect on the assurances that have been received to date, and identify whether entries on the Board's risk management system require to be updated.
- Receive an annual report on risk management, confirming whether or not there have been adequate and effective risk management arrangements throughout the year, and highlighting any material areas of risk.

Whilst the Committee shall seek assurance on the overall system of risk management for all risks and risks pertinent to its core functions, the Board's Healthcare Governance Committee shall provide particular oversight to clinical risks and all matters relating to the Board's legal duty to monitor and improve the quality of health care which it provides (Reference: S12H of National Health Service (Scotland) Act 1978).

The Staff Governance Committee shall have particular oversight of risks relating to their Committee and to the governance of staff.

The Control Environment

Audit

- Approve all Audit Plans, including those submitted by External Auditors.
- Take responsibility for overall audit arrangements.

Internal Audit

- Keep under review the role, function and performance of the Board's Internal Audit service, by means of:
- Regular review of the Internal Audit Strategy and Plan.
- Receiving copies of all Limited Assurance Internal Audit reports.

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- Reviewing action taken by the Chief Executive and others on audit recommendations.
- Reviewing the annual report of the Chief Internal Auditor.
- Agree and periodically review the Internal Audit Charter

External Audit

- Keep under review the External Audit arrangements, by means of:
- Reviewing the external audit strategy and plan.
- Holding discussions at appropriate intervals with external auditors.
- Reviewing the external audit management letters on annual accounts.

Fraud

- Approval of the Counter Fraud policies and arrangements for special investigations.
- The Board will appoint a Counter Fraud Champion to support Audit and Risk Committee. The Counter Fraud Champion will have a direct influence on the agenda when fraud is discussed.

Information Assurance

- Information Assurance Committee formally reports to Audit and Risk Committee and as such will be provided with a quarterly summary report and an Annual Report.

Integrity of Financial Statements and the Annual Accounts

- Keep under review and monitor adherence to the Board's Standing Financial Instructions and Standing Orders, by means of:
- Reviewing all proposed changes to Standing Financial Instructions and Standing Orders.
- Examining the circumstances associated with each occasion when Standing Orders are waived or Standing Financial Instructions set aside.
- The accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors.

The Committee is required to provide appropriate assurance with regards to the delivery of Best Value in compliance with the Board's annually approved Best Value Framework.

BOARD POLICY

Healthcare Governance Committee

The Healthcare Governance Committee shall provide assurance to the Board that appropriate systems and structures are in place to effectively manage:

- clinical governance;
- non-financial risk management;
- external audit performance review (clinical);
- healthcare associated infection;
- patient feedback (including complaints);
- adverse incidents;
- patient safety;
- quality improvement;
- public protection;
- child protection

The Healthcare Governance Committee will not consider operational matters relating to these activities but will receive regular reports highlighting areas of risk and actions being taken to address these for assurance purposes.

The Healthcare Governance Committee will also review major reports into NHS system failings to identify the implications for locally provided services and to endorse action plans for correcting any perceived deficiencies. The Committee will then monitor progress.

The following groups / committees will report to the Healthcare Governance Committee:

- Infection Control Committee
- Blood Transfusion Committee
- Patient Safety Group
- Healthcare Scientist Forum
- Health Child Protection Committee
- Health Adult Support and Protection Committee
- Organ Donation Committee
- Resuscitation Committee

Performance and Resources Committee

The specific focus of the Performance and Resources Committee will be to review, discuss and assess the effectiveness of:

- Plans to achieve financial balance
- Revenue and Capital Plans
- Performance against Annual Operational Plans and targets

BOARD POLICY

- Outcomes from Board investment decisions, including the allocation of resources into significant projects (Programme Management arrangements)
- Achievement of Efficiency targets including the Sustainability and Modernisation Programme
- Boards Strategic Plans
- Financial governance, strategic and operational risks and how they are being managed
- The Performance and Resources Committee will review the Corporate Risk Register on behalf of the Board as required.

In addition, the Committee has a specific role in relation to major capital developments.

Public Health Committee

The health and wellbeing challenges facing Dumfries and Galloway's population are complex and have been exacerbated by the direct and indirect effects of COVID-19. Poor health has significant impacts on the quality of life of individuals and translates into additional demand on our health and social care system, a demand which is forecast to increase over the next decade.

Increasing healthy life expectancy and reducing health inequalities are two of the biggest challenges we face. The Public Health Reform programme jointly led by Scottish Government and COSLA has recognised the need for collective leadership and a system wide approach to tackle these challenges. There are now strong expectations that robust assurance mechanisms are in place to ensure delivery of actions to improve public health.

It must be recognised that much activity, which supports Public Health is undertaken by or in partnership with other public sector, Third Sector organisations and with local communities and such activities should also report into the relevant governance structure with joint working reporting to the appropriate Community Planning Partnerships.

The Public Health Committee will provide assurance that NHS Dumfries and Galloway meets its obligations across a range of activities including:

- providing assurance to the NHS Board that public health governance is being discharged in relation to the Board's statutory duty for quality of care and protection and improvement of the health of the population.

BOARD POLICY

- ensuring there is development and implementation of work at strategic, tactical and operational levels to underpin a system wide approach to addressing the Public Health Priorities, with a specific focus on improving population health and wellbeing and addressing inequalities.
- ensuring there is development and implementation of work that relates to the health protection, immunisation and screening functions of public health.
- monitoring key public health measures with a clear focus on inequalities.
- providing leadership to reshape NHS Dumfries and Galloway services to have a greater emphasis on prevention, early intervention and tackling inequalities.
- promoting effective partnership working arrangements ensuring a whole a whole systems approach between NHS Dumfries and Galloway, the Health and Social Care Partnership, the Local Authority, the Community Planning Partnership and thematic partnerships, Third Sector and local Communities to improve population health and wellbeing and reduce health inequalities.
- providing assurance to the NHS Board that all necessary steps to contain COVID-19 are in place.
- receiving updates on both direct and indirect impacts of COVID-19 on population health and wellbeing and providing assurance that work is being progressed in partnership to address these issues.
- providing leadership and advocacy for public health work in Dumfries and Galloway.

Remuneration Committee

The Remuneration Sub Committee will

- agree all the terms and conditions of employment of Executive Directors, including
 - job description
 - job evaluation
 - terms of employment
 - basic pay
 - performance pay and bonuses (individual and team)
 - benefits (including pension, removal arrangements and cars)

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Title: Code of Corporate Governance

Date: June 2022

Version: 7.0

Author: Corporate Business Manager

The only current version of this policy is on the intranet

BOARD POLICY

- agreeing objectives and performance ratings annually in accordance with SGHD direction
- ensuring that effective arrangements are in place for carrying out the above functions in respect of all other senior officers
- conducting a regular review of the board's policy for the remuneration and performance assessment of Executive Directors and other Senior Managers in the light of guidance issued by the SGHD.
- approve the arrangements to award discretionary points and or bonuses to any staff groups with entitlements

Staff Governance Committee

The Staff Governance Committee shall;

- agree, monitor and review objectives to improve the standards of Staff Governance in the light of national and local priorities within the current context of the 2020 COVID Pandemic together with the results of iMatter and the Staff Governance Action Plan
- review corporate Staff Governance risks and mitigation plans within the current context of the 2020 COVID Pandemic to provide assurance to the Board that Staff Governance risks are adequately controlled
- ensure appropriate structures and processes are in place in relation to Staff Governance matters to provide assurance to the Board
- oversee the development, delivery and monitoring of the Staff Governance elements of the Local Delivery Plan as required
- exercise delegated authority on behalf of Dumfries & Galloway NHS Board for matters relevant to the Committee's role and remit
- ensure there is adequate communications between the Committee Partnership arrangements (Area Partnership Forum) and staff to support delivery of the Staff Governance Standards

BOARD POLICY

- hold forums in conjunction with Area Partnership Forum to support developments and achievements in Staff Governance Standards and stimulate engagement by Staff in Corporate Goals and Objectives as necessary and appropriate.

The Staff Governance Committee will the following groups / committees reporting in to them:

- Remuneration Sub Committee
- Area Partnership Forum

Audit and Risk Committee

Terms of Reference

An Audit and Risk Committee has been established to support the Board in their responsibilities for issues of risk, control and governance and associated assurance through a process of constructive challenge.

1. Membership

The Audit and Risk Committee of the Board will consist of:

- Six Non-Executive Board Members
- And may include one appointed Lay Member

The Lay Member is considered a full member of the Audit and Risk Committee with the same responsibilities and voting rights as other members.

The Audit and Risk Committee may also have the following persons in attendance, as required:

- Chairman of the Board
- Chief Executive (Accountable Officer)
- Director of Finance
- Chief Internal Auditor
- Board's Appointed External Auditor (by Audit Scotland)

The Committee will be chaired by a Non-Executive Board Member.

Directors and Board Members have an open invitation to attend and it should be noted that the Chairman, Chief Executive and Board's Appointed Auditor are expected to exercise this right when the Management Letter, relating to the Board's annual accounts, is considered.

2. Objectives

The Audit and Risk Committee will seek assurance that NHS Dumfries and Galloway acts within statutory financial and other constraints, as set out in the Code of Corporate Governance, as well as ensuring effective internal control. The Committee will provide the Board with the means of an objective review of the:

BOARD POLICY

- Management of the NHS Board activities in accordance with the laws and regulations governing the NHS.
- Internal control systems which should be designed to:
 - Safeguard assets
 - Avoid waste
 - Avoid inefficiency
 - Produce accurate financial information
 - Seek value for money
- To receive assurances on the management of operational and strategic risks from across the organisation.

The existence of an Audit and Risk Committee will also convey to staff and the public the importance that the Board attach to internal control.

The Chair will present to each Audit and Risk Committee member, at least annually, a self assessment questionnaire designed to review the effectiveness of the working of the Committee.

3. Rights

The Committee may:

- Co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience; and
- Procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board or Accountable Office.

4. Reporting Arrangements and Delegated Authority

The Audit and Risk Committee exists to support the Accountable Officer and Board by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report.

The Chief Internal Auditor will be responsible to the Chief Executive, but has right of access direct to the Chair of the Audit and Risk Committee.

The Committee will allow time annually for a meeting to discuss specific matters with the Chief Internal Auditor and External Auditors, without the presence of either the Director of Finance or Chief Executive.

The Chief Internal Auditor and the representatives of the External Audit team will have free and confidential access to the Chair of the Audit and Risk Committee.

BOARD POLICY

The Committee has no executive authority, and is not charged to make or endorse any decisions, other than the approval of the Board's accounting policies, fraud policies, audit plans, Standing Financial Instructions and changes to bank signatories.

The Board authorises the Committee to investigate any activity within its terms of reference, to request any Board Member or employee to attend a Committee meeting, and request a written report or seek any information it requires. The Board directs all employees to co-operate with any Committee request.

The Board authorises the Committee to obtain outside legal or other independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Board authorise the Committee to co-opt members for a period of up to one year, with the approval of the Board and Accountable Officer, to provide specialist skills, knowledge and experience, which the Committee needs at a particular time. NB. A co-opted member is an individual who is not a member of NHS Dumfries and Galloway, and is not to be counted as part of the Committee's quorum.

5. Role and Function

The Audit and Risk Committee will advise the Board and Accountable Officer on:

Governance

- The strategic processes for risk, control and governance that support the Governance Statement.
- Approve changes to Standing Financial Instructions.
- Approve changes to bank account signatories.
- Oversee the Board's Internal Control Systems and financial risk by means of:
 - Reviewing the Board's systems of Internal Control
 - Evaluating the environment, in which, the internal controls work
 - Evaluating the decision making process of the Board
- Helping the Accountable Officer and NHS Board formulate their assurance needs with regard to risk management, governance and internal control.
- To review, discuss and assess the effectiveness of organisational risk management.

BOARD POLICY

Risk Management

The Audit and Risk Committee will advise the Board on the adequacy of the assurances available with respect to systems, structure and process around Risk Management. The Information Assurance Committee reports to the Audit and Risk Committee and provides assurance to the Committee on risks related to information governance, security and privacy.

Audit and Risk Committee will:

- Monitor financial risk management to the Audit and Risk Committee.
- Gain assurance that financial risk and changes in risk are being monitored.
- Oversee the development of and periodically review the Board's Risk Management Strategy, and advise the Board of the Committee's views as to its adequacy.
- Form an opinion on the exposure to risk relevant to the Board's Risk Appetite, and the adequacy and effectiveness of the systems of internal control for individual areas/subjects.
- Consider the Corporate Risk Register and risk management arrangements for key organisational projects on a quarterly basis.
- Draw attention to weaknesses in systems of risk management, governance and internal control, making suggestions as to how these weaknesses can be addressed.
- Review, discuss and assess organisational risk and seek assurance that effective risk management systems are in place.

The Committee has no executive authority, and has no role in the executive decision-making in relation to the management of risk.

However the Committee shall seek assurance that:

- There is a comprehensive risk management system in place to identify, assess, manage and monitor risk at all levels of the organisation.
- There is appropriate ownership of and training in relation to risk in the organisation and that there is an effective culture of risk management.
- The Board has clearly defined its risk appetite (ie. the amount of risk that the Board is prepared to accept, tolerate, or be exposed to at any time), and that the Executive's approach to risk management is consistent with that appetite.

In order to discharge its advisory role to the Board and Accountable Officer, and to inform its assessment on the state of corporate governance, internal control and risk management, the Committee shall:

BOARD POLICY

- At each meeting, receive and review a report summarising any significant changes to the Board's corporate risk register, what plans are in place to manage them and to review the full Corporate Risk Register at least once per year. The Committee may also elect to occasionally receive information on significant risks held on other risk registers held in the organisation.
- Consider whether the Corporate Risk Register is an appropriate reflection of the key risks to the Board.
- Consider the impact of changes to the risk register on the assurance needs of the Board and the Accountable Officer, and communicate any issues when required.
- Reflect on the assurances that have been received to date, and identify whether entries on the Board's risk management system require to be updated.
- Receive an annual report on risk management, confirming whether or not there have been adequate and effective risk management arrangements throughout the year, and highlighting any material areas of risk.

Whilst the Committee shall seek assurance on the overall system of risk management for all risks and risks pertinent to its core functions, the Board's Healthcare Governance Committee shall provide particular oversight to clinical risks and all matters relating to the Board's legal duty to monitor and improve the quality of health care which it provides (Reference: S12H of National Health Service (Scotland) Act 1978).

The Staff Governance Committee shall have particular oversight of risks relating to their Committee and to the governance of staff.

The Control Environment

Audit

- Approve all Audit Plans, including those submitted by External Auditors.
- Take responsibility for overall audit arrangements.

Internal Audit

- Keep under review the role, function and performance of the Board's Internal Audit service, by means of:
 - Regular review of the Internal Audit Strategy and Plan.
 - Receiving copies of all Limited Assurance Internal Audit reports.
 - Reviewing action taken by the Chief Executive and others on audit recommendations.
 - Reviewing the annual report of the Chief Internal Auditor.
 - Agree and periodically review the Internal Audit Charter

BOARD POLICY

External Audit

- Keep under review the External Audit arrangements, by means of:
 - Reviewing the external audit strategy and plan.
 - Holding discussions at appropriate intervals with external auditors.
 - Reviewing the external audit management letters on annual accounts.

Fraud

- Approval of the Counter Fraud policies and arrangements for special investigations.
- The Board will appoint a Counter Fraud Champion to support Audit and Risk Committee. The Counter Fraud Champion will have a direct influence on the agenda when fraud is discussed.

Information Assurance

- Information Assurance Committee formally reports to Audit and Risk Committee and as such will be provided with a quarterly summary report and an Annual Report.

Integrity of Financial Statements and the Annual Accounts

- Keep under review and monitor adherence to the Board's Standing Financial Instructions and Standing Orders, by means of:
 - Reviewing all proposed changes to Standing Financial Instructions and Standing Orders.
 - Examining the circumstances associated with each occasion when Standing Orders are waived or Standing Financial Instructions set aside.
 - The accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors.

The Committee is required to provide appropriate assurance with regards to the delivery of Best Value in compliance with the Board's annually approved Best Value Framework.

6. Confidentiality

There may be times when members will be required to treat discussions, documents or other information relating to the work of Dumfries and Galloway Health Board in a confidential manner. Members will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public.

BOARD POLICY

Members must always respect the confidential nature of such information and comply with the requirement to keep such information private.

It is unacceptable for members to disclose any information to which they have privileged access, for example derived from a confidential document or from a private meeting, either orally or in writing. In the case of other documents and information, members are requested to exercise judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purposes of personal or financial gain or for political purposes or used in such a way as to bring Dumfries and Galloway Health Board into disrepute.

7. Agendas and Papers

Agendas will be agreed in advance of the meeting with the Committee Chair and papers prepared, where possible, using the Board's approved format.

Papers will be required to be submitted two weeks prior to the meeting and distributed to Committee members ten consecutive days in advance of the meeting, where possible.

8. Quorum

The Committee will be quorate with two Non-Executive Board members, in addition to the Chair of the Committee. Should the Chair of the Committee be absent, then the Vice-Chair of the Committee will chair the meeting.

No decisions shall be made at a meeting of the Committee, unless the minimum number of Non-Executive Board Members are present. Only items for noting will be considered if the meeting does not meet the minimum quorate levels.

There may be occasions when, due to the unavailability of the Non-Executive Committee members, the Committee Chair will ask for other Non-Executive Board Members to act as members of the Committee so that quorum is achieved. At the start of the meeting, the Committee Chair will confirm that they are content that the meeting meets quoracy requirements. The Chair of the Board cannot act as a quorate member of the Committee in this circumstance.

9. Frequency of Meetings

The Committee will meet on at least a quarterly basis throughout any given financial year for a maximum of 3 hours per meeting.

BOARD POLICY

The Chair of the Audit and Risk Committee may convene additional meetings, as deemed necessary.

The Board or Accountable Officer may ask the Audit and Risk Committee to convene further meetings to discuss particular issues on which they wish the Committee's advice.

10. Review

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

Author	Designation	Published	Review
Jennifer Wilson	Corporate Business Manager	January 2014	June 2014
Laura Wilson	EA to Director of Finance	February 2014	June 2014
Jennifer Wilson	Corporate Business Manager	June 2014	June 2015
Laura Geddes	EA to Director of Finance	February 2015	February 2016
Laura Geddes	Corporate Business Manager	December 2015	December 2015
Lesley Bass	EA to Director of Finance	March 2016	March 2017
Lesley Bass	EA to Director of Finance	September 2016	September 2017
Lesley Bass	EA to Director of Finance	March 2018	March 2019
Lesley Bass	EA to Director of Finance	April 2019	April 2020
Lesley Bass	EA to Director of Finance	April 2021	April 2022

BOARD POLICY

Appendix 2

Healthcare Governance Committee

Terms of Reference



1	Membership The Healthcare Governance Committee of the Board consists of: <ul style="list-style-type: none">• Seven non-executive members of the Board, one of whom shall be appointed as the Chair and one of whom shall be the Area Clinical Forum Chair• Associate Medical Director (Acute)• GP Representative• Infection Control Doctor• One lay person In attendance to present papers: <ul style="list-style-type: none">• Deputy Nurse Director• Associate Director of Allied Health Professionals• Infection Control Manager The Chief Executive, Medical Director, Nurse Director, Chief Operating Officer and the Director of Public Health will attend. Other Directors or Non-Executive Members have an open invitation to attend.
2	Reporting Arrangements Meetings of the Committee will be closed in accordance with the Board's Standing Orders but minutes of meetings will be reported directly to the Board open session after approval in draft by the Chair. The Chair of the Committee will provide a verbal report following each meeting to the first available Board meeting.
3	Role and Function The Healthcare Governance Committee shall provide assurance to the Board that appropriate systems and structures are in place to effectively manage: <ul style="list-style-type: none">• clinical governance;• non-financial risk management;• external audit performance review (clinical);• healthcare associated infection;• patient feedback (including complaints);

BOARD POLICY

	<ul style="list-style-type: none"> • adverse incidents; • patient safety; • quality improvement; • public protection; • child protection <p>The Healthcare Governance Committee will not consider operational matters relating to these activities but will receive regular reports highlighting areas of risk and actions being taken to address these for assurance purposes.</p> <p>The Healthcare Governance Committee will also review major reports into NHS system failings to identify the implications for locally provided services and to endorse action plans for correcting any perceived deficiencies. The Committee will then monitor progress.</p> <p>The following groups / committees will report to the Healthcare Governance Committee:</p> <ul style="list-style-type: none"> • Infection Control Committee • Blood Transfusion Committee • Patient Safety Group • Healthcare Scientist Forum • Health Child Protection Committee • Health Adult Support and Protection Committee • Organ Donation Committee • Resuscitation Committee
<p>4</p>	<p>Risk Management</p> <p>The Healthcare Governance Committee will advise the Board on the adequacy of the assurances available with respect to clinical risk.</p>
<p>5</p>	<p>Objectives</p> <p>Effective healthcare governance will provide assurance to the Board, patients, public, staff and managers that:</p> <ul style="list-style-type: none"> • quality of clinical care drives decision-making about the provision, organisation and management of services within NHS Dumfries and Galloway; • the planning and delivery of services takes full account of the perspective of patients, carers and families; • care delivered within NHS Dumfries and Galloway meets relevant standards; • the quality and safety of care provided to patients is monitored effectively;

BOARD POLICY

	<ul style="list-style-type: none">• the NHS locally learns, and applies the lessons learned, from patient feedback (including complaints) and adverse incidents; and• the lessons learned from investigations in other NHS organisations are examined and applied appropriately.
6	<p>Confidentiality</p> <p>There may be times when you will be required to treat discussions, documents or other information relating to the work of Dumfries and Galloway Health Board in a confidential manner. You will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public. You must always respect the confidential nature of such information and comply with the requirement to keep such information private.</p> <p>It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document or from a private meeting, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purposes of personal or financial gain or for political purposes or used in such a way as to bring Dumfries and Galloway Health Board into disrepute.</p>
7	<p>Agendas and Papers</p> <p>Agenda and papers will be circulated two weeks prior to the meeting.</p>
8	<p>Quorum</p> <p>The Committee will be quorate when there are present, and entitled to vote, a quorum of at least one third of the whole membership, including at least two Non-Executive members and one Executive Director.</p> <p>In determining whether or not a quorum is present the Chair must consider the effect of any declared interests.</p> <p>When a quorum is not present, the only actions that can be taken are to either adjourn to another time or abandon the meeting altogether and call another one. The quorum should be monitored throughout the conduct of the meeting in the event that a member leaves during a meeting, with no intention of returning. The Chair may set a time limit to permit the quorum to be achieved before electing to adjourn, abandon or bring a meeting that has started to a close.</p>

BOARD POLICY

9	<p>Frequency of Meetings</p> <p>The Committee will meet every two months.</p>
10	<p>Support</p> <p>To enable the Healthcare Governance Committee to properly fulfil its role administrative support will be provided from the Nurse Director's Office.</p>
11	<p>Best Value</p> <p>The Committee is required to provide appropriate assurance with regards to the delivery of Best Value in compliance with the Board's annually approved Best Value Framework.</p>

Author	Designation	Published	Review
Jennifer Wilson	Board Administrator	August 2008	August 2009
Hazel Borland	Nurse Director		May 2010
Hazel Borland	Nurse Director		May 2011
Hazel Borland	Nurse Director		May 2012
Hazel Borland	Nurse Director		March 2013 (additional)
Hazel Borland	Nurse Director		May 2013
Jennifer Wilson	Corporate Business Manager	January 2014	June 2014
Jennifer Wilson	Corporate Business Manager	June 2014	June 2015
Laura Geddes	Corporate Business Manager		June 2016 September 2016
Laura Geddes	Corporate Business Manager		September 2017
Laura Geddes	Corporate Business Manager		May 2018
Eddie Docherty	Nurse Director	May 2019	May 2020
Alice Wilson	Nurse Director	July 2020	May 2021
Alice Wilson	Nurse Director	May 2021	May 2022

1 Membership

The Performance and Resources Committee of the Board will consist of:

- Six Non-Executive Members, one of whom will undertake the role of Chair of the Committee

The Chair and Vice Chair of the Committee will be nominated by the Board Chair. The Vice Chair will undertake the role of Chair for this Committee, in the absence of the Chair of the committee.

The Chief Executive, Director of Finance and Chief Operating Officer will be in attendance.

All Directors or Non-Executive Members have an open invitation to attend this committee.

2 Reporting Arrangements

The Performance and Resources Committee meetings will be closed meetings, in accordance with the Board's Standing Orders, but minutes of meetings will be reported directly to the Board's open session once approved in draft by the Chair of the Board.

The Chair of the Committee will provide a verbal report at any NHS Board meeting where the Performance and Resources Committee minute is being presented for information.

3 Role and Function

The specific focus of the Performance and Resources Committee will be to review, discuss and assess the effectiveness of:

- Plans to achieve financial balance
- Revenue and Capital Plans
- Performance against Annual Operational Plans and targets
- Outcomes from Board investment decisions, including the allocation of resources into significant projects (Programme Management arrangements)

BOARD POLICY

- Achievement of Efficiency targets including the Sustainability and Modernisation Programme
- Boards Strategic Plans
- Financial governance, strategic and operational risks and how they are being managed
- The Performance and Resources Committee will review the Corporate Risk Register on behalf of the Board as required.

In addition, the Committee has a specific role in relation to major capital developments.

4 Objectives

The Performance and Resources Committee will ensure that NHS Dumfries and Galloway meets its obligations across a range of activities including:

- Financial Governance
- Scrutiny of specific investments to ascertain value for money
- Delivery of Best Value
- Review the financial governance elements of the corporate risk register on an annual basis.
- To receive assurances on the management of financial and operational risks.

5 Confidentiality

There may be times when members will be required to treat discussions, documents or other information relating to the work of Dumfries and Galloway Health Board in a confidential manner. Members will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public. Members must always respect the confidential nature of such information and comply with the requirement to keep such information private.

It is unacceptable to disclose any information to which members have privileged access, for example derived from a confidential document or from a private meeting, either orally or in writing. In the case of other documents and information, members are requested to exercise judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purposes of personal or financial gain or for political purposes or used in such a way as to bring Dumfries and Galloway Health Board into disrepute.

BOARD POLICY

6 Agendas and Papers

Agendas will be agreed in advance of the meeting and papers prepared using the agreed Committee template.

Papers will be required to be submitted two weeks prior to the meeting and distributed to Committee members ten consecutive days in advance of the meeting, where possible.

7 Quorum

The Committee will be quorate with three Non-Executive Committee Members and one Executive Director.

8 Frequency of Meetings

The Committee will meet at least four times throughout any given year.

9 Support

To enable the Performance and Resources Committee to properly fulfil its role:

- **The Director of Finance** will make regular reports to the Committee on the Board's financial performance.
- **Finance Directorate** will provide adequate administrative support to the Committee concerning the preparation of papers, minute taking duties and any other activities requested by the Committee.

10 Best Value

The Committee is required to provide appropriate assurance with regards to the delivery of Best Value in compliance with the Board's annually approved Best Value Framework.

11 Review

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

Author	Designation	Published	Review
Katy Kerr	Director of Finance	June 2021	June 2022

Public Health Committee



Terms of Reference

1 Membership

The Public Health Committee of the Board will consist of:

- **6** Non-Executive Members

The Chair and Vice-Chair of the Committee will be nominated by the Board Chair. The Vice-Chair will undertake the role of Chair for this Committee, in the absence of the Chair of the Committee. If neither the Chair or Vice Chair of the committee are present at the start of the meeting, the Non-Executive Committee members present will nominate a Non-Executive Committee Members as Chair for that meeting.

The committee will also invite the following people to attend all committee meetings as advisers:

- Chief Executive of the NHS
- Director of Public Health
- Member of the Integration Joint Board (Local Authority Cohort)
- Chief Officer for Health and Social Care
- Nurse Director
- Medical Director
- Director of Strategic Planning and Transformation
- Director Communities, Dumfries and Galloway Council
- Community Planning Manager
- Representative of Third Sector Dumfries and Galloway
- Representative from Public Health Scotland

All Directors or Non-Executive Members have an open invitation to attend this committee.

The committee may also invite other officers to attend meetings to support the consideration and discussion of particular items of business.

BOARD POLICY

2 Reporting Arrangements

The Public Health Committee meetings will be closed meetings, in accordance with the Board's Standing Orders, but minutes of meetings will be reported directly to the Board's open session once approved in draft by the Chair of the Committee.

The Chair of the Committee will provide a verbal report at any NHS Board meeting where the Public Health Committee minute is being presented for information.

Any views and advice for other organisations/partnerships will also be shared for their consideration.

3 Role and Function

The health and wellbeing challenges facing Dumfries and Galloway's population are complex and have been exacerbated by the direct and indirect effects of COVID-19. Poor health has significant impacts on the quality of life of individuals and translates into additional demand on our health and social care system, a demand which is forecast to increase over the next decade.

Increasing healthy life expectancy and reducing health inequalities are two of the biggest challenges we face. The Public Health Reform programme jointly led by Scottish Government and COSLA has recognised the need for collective leadership and a system wide approach to tackle these challenges. There are now strong expectations that robust assurance mechanisms are in place to ensure delivery of actions to improve public health.

It must be recognised that much activity, which supports Public Health is undertaken by or in partnership with other public sector, Third Sector organisations and with local communities and such activities should also report into the relevant governance structure with joint working reporting to the appropriate Community Planning Partnerships.

The Public Health Committee will provide assurance that NHS Dumfries and Galloway meets its obligations across a range of activities including:

- providing assurance to the NHS Board that public health governance is being discharged in relation to the Board's statutory duty for quality of care and protection and improvement of the health of the population.
- ensuring there is development and implementation of work at strategic, tactical and operational levels to underpin a system wide approach to addressing the Public Health Priorities, with a specific focus on improving population health and wellbeing and addressing inequalities.

BOARD POLICY

- ensuring there is development and implementation of work that relates to the health protection, immunisation and screening functions of public health.
- monitoring key public health measures with a clear focus on inequalities.
- providing leadership to reshape NHS Dumfries and Galloway services to have a greater emphasis on prevention, early intervention and tackling inequalities.
- promoting effective partnership working arrangements ensuring a whole a whole systems approach between NHS Dumfries and Galloway, the Health and Social Care Partnership, the Local Authority, the Community Planning Partnership and thematic partnerships, Third Sector and local Communities to improve population health and wellbeing and reduce health inequalities.
- providing assurance to the NHS Board that all necessary steps to contain COVID-19 are in place.
- receiving updates on both direct and indirect impacts of COVID-19 on population health and wellbeing and providing assurance that work is being progressed in partnership to address these issues.
- providing leadership and advocacy for public health work in Dumfries and Galloway.

4 Objectives

The Public Health Committee will:

- Receive reports on regional work plans for key population health improvement areas including health inequalities led by NHS Dumfries and Galloway and Health and Social Care Partnership.
- Scrutinise and discuss key population health indicators, particularly in relation to population harms emerging as a result of COVID-19.
- Consider national developments in Public Health and their implementation in Dumfries and Galloway
- Receive and discuss reports relating to emerging threats to public health in Dumfries and Galloway and their mitigations
- Receive reports relating to:
 - Health Protection Incidents
 - Immunisation Programmes
 - Screening Programmes
 - Work led by the Public Health Directorate to support provision of high quality, efficient health and social care services, such as Needs Assessments.
- Scrutinise significant strategic change programmes in order to ensure there is an adequate focus on achieving a positive impact on health and well being, and a positive impact (where possible) on health inequalities.

BOARD POLICY

- Review and constructively challenge the assurances that have been provided, as to whether their scope meets the needs of the population of Dumfries and Galloway and that community involvement and engagement actively informs planning and delivery of public health action.
- Commission further assurance work for areas that are not being subjected to sufficient review.
- Seek assurance that management are taking action to address key issues relating to Public Health.
- Escalate, where necessary, key public health issues to the NHS Board for consideration of raising in other relevant partners/agencies.
- Engage with the Community Planning Partnership about whole systems approaches and regional planning and key Public Health issues.

The committee will liaise with other NHS Board Public Health Committees to support learning and development of the committee.

The committee will develop a work plan to discharge its remit and duties, which will determine the information that it requires at meetings and consequently the agenda for those meetings.

The committee will also annually review its performance and its terms of reference, and reflect the outcome from this in its annual report to the Board.

5 Confidentiality

Members will often receive information of a private nature which is not yet public, or which perhaps would not be intended for public circulation. Members must always respect the confidential nature of such information and comply with the requirement to keep such information private.

It is unacceptable to disclose any information to which members have privileged access, for example derived from a confidential document or from a private meeting, either orally or in writing. In the case of other documents and information, members are requested to exercise judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purposes of personal or financial gain or for political purposes or used in such a way as to bring Dumfries and Galloway Health Board into disrepute.

6 Agendas and Papers

Agendas will be agreed in advance of the meeting and papers prepared using the agreed Committee template.

BOARD POLICY

An agenda matrix will also be developed annually covering the key themes of the remit for the committee. The matrix will be reviewed by members during each committee meeting and updated with any new items identified for future meetings.

Papers will be required to be submitted three weeks prior to the meeting and distributed to Committee members ten consecutive days in advance of the meeting, where possible.

7 Quorum

The Committee will be quorate with four members including the Chair, two Non-Executive Members and one Executive Director.

8 Frequency of Meetings

The Committee will meet at least four times throughout any given year.

The Chair of the committee has the right to convene additional meetings as they deem necessary.

9 Support

To enable the Public Health Committee to properly fulfil its role:

- The Director of Public Health will provide updates as required on any key emerging Public Health issues.
- Corporate Business Support Team will provide adequate administrative support to the Committee concerning the preparation of papers, minute taking duties and any other activities requested by the Committee.

10 Best Value

The Committee is required to provide appropriate assurance with regards to the delivery of Best Value in compliance with the Board's annually approved Best Value Framework.

11 Review

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

Author	Designation	Published	Review
V White	Interim Director of Public Health	02/12/2019	July 2021
V White	Director of Public Health	23/07/2021	July 2022
V White	Director of Public Health	13/10/2021	July 2022

REMUNERATION COMMITTEE

Terms of Reference



1 Membership

The Remuneration Sub Committee of the Staff Governance Committee of the Board will consist of:

- Board Chairman
- Employee Director
- 3 Non Executive Board Members

Also in attendance are the Chief Executive and Workforce Director.

The meeting is chaired by the Board Chairman.

2 Reporting Arrangements

The Remuneration Sub Committee is a Sub Committee of the NHS Dumfries & Galloway Staff Governance Committee.

3 Role and Function

The Remuneration Sub Committee will

- agree all the terms and conditions of employment of Executive Directors, including
 - job description
 - job evaluation
 - terms of employment
 - basic pay
 - performance pay and bonuses (individual and team)
 - benefits (including pension, removal arrangements and cars)
- agreeing objectives and performance ratings annually in accordance with SGHD direction
- ensuring that effective arrangements are in place for carrying out the above functions in respect of all other senior officers
- conducting a regular review of the board's policy for the remuneration and performance assessment of Executive Directors and other Senior Managers in the light of guidance issued by the SGHD.
- approve the arrangements to award discretionary points and or bonuses to any staff groups with entitlements

BOARD POLICY

4 Objectives

To provide assurance to Board that the remuneration of Executive Directors and other Senior Managers is determined through a fair and justifiable process.

5 Agendas and Papers

Agendas will be agreed in advance of the meeting and papers prepared using the Board format.

The minutes will be agreed with the Chair and then distributed to Committee members. A paper goes to Staff Governance Committee outlining the items that had been discussed at the meeting.

6 Quorum

The Remuneration Sub Committee will be quorate with four members present including the Chair.

7 Frequency of Meetings

The Committee will meet at least twice per year with additional meetings being called as required.

8 Support

Support will be provided from the Workforce Director's office.

9 Review

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

10 Best Value

The Committee is required to provide appropriate assurance with regards to the delivery of Best Value in compliance with the Board's annually approved Best Value Framework.

Author	Designation	Published	Review
Arlene Melbourne	Executive Assistant	July 2017	July 2018

STAFF GOVERNANCE COMMITTEE

Terms of Reference

1 Membership

The Staff Governance Committee of the Board will consist of:

- Board Chairman
- 5 Non Executive Board Members
- Employee Director
- 3 Staff Side Representatives nominated by the Area Partnership Forum

Meetings will be chaired by a Non Executive Member nominated by the Chairman of Dumfries and Galloway NHS Board. In the absence of the committee chair, the Employee Director, as Vice Chair, will deputise absence.

All Executive Directors and Non Executive Board Members have an open invitation to attend any of the committee meetings. The Chief Executive and Workforce Director (or nominated representatives) will routinely attend to represent the Senior Management Team.

Other staff may attend meetings for particular subjects as necessary.

2 Reporting Arrangements

Staff Governance Committee reports to the NHS Board.

3 Role and Function

The Staff Governance Committee shall;

- agree, monitor and review objectives to improve the standards of Staff Governance in the light of national and local priorities within the current context of the 2020 COVID Pandemic together with the results of iMatter and the Staff Governance Action Plan
- review corporate Staff Governance risks and mitigation plans within the current context of the 2020 COVID Pandemic to provide assurance to the Board that Staff Governance risks are adequately controlled
- ensure appropriate structures and processes are in place in relation to Staff Governance matters to provide assurance to the Board
- oversee the development, delivery and monitoring of the Staff Governance elements of the Local Delivery Plan as required

BOARD POLICY

- exercise delegated authority on behalf of Dumfries & Galloway NHS Board for matters relevant to the Committee's role and remit
- ensure there is adequate communications between the Committee Partnership arrangements (Area Partnership Forum) and staff to support delivery of the Staff Governance Standards
- hold forums in conjunction with Area Partnership Forum to support developments and achievements in Staff Governance Standards and stimulate engagement by Staff in Corporate Goals and Objectives as necessary and appropriate.

The Staff Governance Committee will have the following groups / committees reporting to it

- Remuneration Sub Committee
- Area Partnership Forum

4 Objectives

The objective of the Staff Governance Committee is to provide assurance to the Board of the creation and maintenance of a compassionate working culture which is understood to be the responsibility of everyone working within Dumfries and Galloway and which is built upon partnership, collaboration and the implementation of the Staff Governance Standards.

5 Agendas and Papers

Agendas will be agreed in advance of the meeting and papers required will be prepared using the Board format. Papers will be circulated to members 7 consecutive days in advance for each scheduled meeting.

The minutes will be agreed with the Chair and then distributed to the Committee members and all Board Members via the Board agenda item 'Governance'.

6 Quorum

The Committee will be quorate with five members present, 3 of whom must be drawn from the Chairman/Non Executive Board Members and 2 from the Employee Director/Staff Side Representative Members.

7 Frequency of Meetings

The Committee will meet bi-monthly. Other meetings may be agreed to discuss particular issues as required.

BOARD POLICY

8 Support

Support will be provided from the Workforce Director's office.

9 Review

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

10 Best Value

The Committee is required to provide appropriate assurance with regards to the delivery of Best Value in compliance with the Board's annually approved Best Value Framework.

11 Risk Management

The Staff Governance Committee will advise the Board on the adequacy of the assurances available with respect to workforce risk

Author	Designation	Published	Review
Arlene Melbourne	Executive Assistant	March 2021	July 2021
Arlene Melbourne	Executive Assistant	March 2021	July 2021
Arlene Melbourne	Executive Assistant	June 2021	January 2022