

HS Board Paper 29/18

Board Meeting: 28 September 2018

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Annual Review of Board Effectiveness: 2017-2018

Recommendation/action required:

The Board is invited to:

- Comment on and approve the Annual Review of Board Effectiveness 2017-2018 Report
- Consider what additional process may be useful to review Board effectiveness as the Board prepares to handover governance responsibility to Public Health Scotland in 2019

Author: Sponsoring Director:

Della Thomas	Gerry McLaughlin
Executive and Governance Lead	CEO

20 September 2018

Annual Review of Board Effectiveness: 2017-2018

Purpose

 The purpose of this paper is to invite comments and to provide assurance that the Board has functioned in an effective fashion over the 1 April 2017 to 31 March 2018 period.

Background

- 2. The Board approved the Board Committee Annual Assurance Reports for the 2016/17 business period and during this process the Board noted that they had previously not been receiving effectiveness reports of Board meetings. Therefore as a matter of good practice, a 2016/17 Board effectiveness report was prepared for the September 2017 Board meeting. This linked closely with previous Board development action plans that emerged from Board self-assessment materials.
- 3. In the advent of the creation of Public Health Scotland, the Health Scotland Board will cease to exist around November 2019. It has previously been agreed that a proportionate and appropriate response is required and no further Board development or self-assessment plans will be produced during this period. This effectiveness review report is therefore not based on Board self-assessment material in the same way the previous Board effectiveness report was.
- 4. The 2017/18 Board effectiveness report (Appendix 1) includes the following areas:
 - Outline of Board purpose
 - Summary of 2017/18 Board business
 - Issues associated with the governance of Board transition
 - Board membership
 - Board member Board meeting attendance
 - Board member Board Seminar attendance
 - Register of Board member interests
 - Conclusions

Finance and Resource Implications

5. The governance of finance and resource is a strategic component of the Board's work. It is included in all Board and Committee reports and is specifically governed through the Audit Committee on behalf of the Board. The Board receives quarterly financial and delivery progress reports and annual impact reports which are aligned to the achievement of the Board's annual delivery plan and Health Scotland five year strategic plan.

Staff Partnership

6. Staff partnership issues are covered in all Board and Committee papers. Enquiry is developed in respect of staff engagement and staff involvement with change and transition, as part of Board governance and specifically as an integral part of the delegated powers of the Staff Governance Committee.

Communication and engagement

7. External strategic engagement plans are approved by full Board and included as part of each Board and Board Committee's reporting process.

Corporate Risk

8. Corporate risk was included as an agenda item as part of each of the Board's Sub Committee meetings, with the Board taking the strategic overview of risk and agreeing risk appetite.

Issues Associated with Transition

9. Issues associated with transition of NHS Health Scotland to the new Public Health Organisation planned for November 2019 and the transition issues associated with the National NHS Boards Collaborative Delivery Plan have been formalised as part of the Board and the Board Committees work during the 2017/18 period. The Board specifically considered a Board governance transition plan in March 2018; Board governance transition has been a theme of discussion at 2017/18 Board Seminars and schedules of business for Board and Committees have been developed to include transition governance.

Promoting Fairness

10. All Board and Committee reports consider the promoting fairness responsibility. In particular the Health Governance Committee, on behalf of the Board, considers the quality of Health Scotland's health inequalities work and intended impact.

Sustainability and Environmental Management

11. All Board and Board Committees consider this in the reports they receive. During 2017/18 the Board has moved to a digital first approach to receiving Board papers through the extranet platform which has decreased the use of paper products and also reduced administrative effort. The Board has also promoted the digital first approach as part of publication and report production for the wider audience.

Action/ Recommendation

- 12. The Board is invited to:
 - Comment on and approve the Annual Review of Board Effectiveness 2017-2018 Report
 - Consider what additional process may be useful to review Board effectiveness, as the Board prepares to handover governance responsibility to Public Health Scotland in 2019

Della Thomas

Executive and Governance Lead

20 September 2018

Appendix 1

2017/18 NHS HEALTH SCOTLAND BOARD EFFECTIVENESS REPORT

Outline of Board purpose

- 1. As detailed in the Board Standing Orders (approved by Board at the March 2017 meeting for the 2017/18 year) matters for decision by the Board are as follows:
 - strategic direction, business plans and budgets
 - standing orders, including a scheme of delegation
 - standing financial instructions
 - the establishment, terms of reference and reporting arrangements for all Committees and special groups acting on behalf of the Board
 - all items of capital expenditure and disposal of fixed assets
 - financial and auditing reporting arrangements
 - performance management reporting arrangements
 - investment policy for exchequer funds and discharge of trustee responsibilities in relation to non-exchequer funds
 - approval of the annual accounts
 - approval of the annual report

Summary of 2017/18 Board business

- 2. All of the above decisions have been taken by the Board as per the schedule of Board business detailed in numbers 3-8 of this report. The exception to this is the approval of an annual report. Due to the transition period it was agreed that this was not a proportionate use of resources and instead all the relevant materials associated with the 2017 annual review letter and action plan, the 2017/18 impact report and the 2017/18 accounts will be published on the NHS Health Scotland website. The other exception is the discharge of exchequer funds, however this is not applicable, as NHS Health Scotland do not hold any trust funds.
- 3. The Board met six times in 2017/18 (as per the Standing Orders) and the period between meetings did not exceed over three months.
- 4. As per the Standing Orders, the Chair conducted orderly meetings with fair and respectful involvement of Board members and others in attendance.
- 5. The Board covered the following items of business over the 2017/18 period:

Board Meeting 19 May 2017

Confirmation of appointment of Vice-Chair

Schedule of Board Business 2017/18

Quarter 4 Performance Report

Health & Social Care Delivery Plan Implementation

Board Member Notification of Strategic External Events

Chair's Report

Chief Executive's update

Board Meeting 22 June 2017

Board Part I

2016/17 Impact Assessment Report

Annual Risk Register

Equality & Diversity Year End Mainstreaming Report

2016/17 Annual Assurance Statements from Staff Governance Committee.

Health Governance Committee and Remuneration Committee

Health & Social Care Delivery Plan Implementation

Workforce Plan 2017/18

Chair's Report

Chief Executive's update

Board Member Notification of Strategic External Events

Committee/Forum Minutes:

- Health Governance Committee: 4 May 2017 (draft)

- Staff Governance Committee: 23 February 2017

- Audit Committee: 21 April 2017

Board Part II

Annual Accounts for NHS Health Scotland for 2016/17

- Annual Accounts 2016/17 cover letter
- Annual Accounts 2016/17
- Audit Committee Annual Report 2016/17
- External Audit General Representation Letter

Board Meeting 29 September 2017

Quarter 1 Performance Report

National Boards Collaboration Plan - presentation

Evaluation of the Functional Realignment - Final Report

Board Development Plan: Progress and Board Effectiveness

Proposed dates for Board, Committee and Development Meetings 2018/19

NHS Health Scotland - External Audit Report

Health & Social Care Delivery Plan Implementation

Chair's Report

Chief Executive's Update

Events update

Committee/Forum Minutes

- Staff Governance Committee: 12.05.17

Audit Committee: 09.06.17Audit Committee: 22.06.17

Board Meeting 24 November 2017

Quarter 2 Report

Healthy Working Lives Service Risk Assurance

Planning Update

Health & Social Care Delivery Plan Implementation

Chair's Report

Chief Executive's Update

Events Update

Board Meeting 16 February 2018

Health & Social Care Delivery Plan Implementation

Chair's Report

Chief Executive's update

Events update

Committee/Forum Minutes

- Partnership Forum, 29 November 2017

Board Meeting 23 March 2018

Governance Transition

Draft 'Changing to Deliver' National Board Plan 2019-23

2018/19 Planning

- Draft Health Scotland Delivery Plan 2018/19 Operational Plan
- Corporate Risk Register
- Workforce Plan
- Panning Asset Management
- Stakeholder Engagement Plan
- Equality Outcomes
- Financial plan

2018/19 Board Standing Orders/Committee Terms of Reference Schedule of Board Business 2018/19

Q3 Performance Report

Health & Social Care Delivery Plan Implementation

Chair's Report

Chief Executive's update

Events update

Committee/Forum Minutes

- Revised minute of 24 November 2018

Issues associated with Board governance transition

- 6. Processes to develop Board discussion and enquiry and assist decision making at future Board meetings have included 4 Board Seminars (7 April 2017, 6 October 2017, 1 December 2017 and 2 February 2018). These Board Seminars have included an emphasis on the governance of transition for NHS Health Scotland in relation to the new public health organisation and the National NHS Boards Collaborative Delivery plan. Some have involved senior members of the Scottish Government Public Health Reform Team.
- 7. The Board Standing Orders and the Board Committee ToRs have been developed to include due regard to the governance of transition period and the need to revise schedules of business and agendas accordingly. For example the Board and Committee papers all have a new section entitled "Issues Associated with transition"; Board and Committee agendas incorporate reports on change and transition including the Board governance transition action plan; the Board receives updates on the Health and Scotland Care Delivery Plan and background information has been posted in the "Useful Information" section of the Board extranet.
- 8. The NHS Health Scotland Annual Review, held on 22 September 2017, aimed to cover the impact and success of the previous year. It also afforded an opportunity to engage with key stakeholders on a future focused discussion linked to the new public health organisation and the vision for public health reform in Scotland.

Board membership

9. The membership of the Board is as follows:

Mr David Crichton (Chair)

Mr Russell Pettigrew (Vice-Chair and Non-Executive Member)

Ms Ali Jarvis (Non-Executive Member)

Dr Paul Stollard (Non-Executive Member)

Ms Jane-Claire Judson (Non-Executive Member)

Ms Rani Dhir (Non-Executive Member)

Mr Paul McColgan (Non-Executive Member)

Ms Michele McCoy (Non-Executive Member)

Mr Michael Craig (Employee Director)

Mr Gerry McLaughlin (Executive member - Chief Executive)

Dr Andrew Fraser (Executive member - Director of Public Health Science)

Ms Cath Denholm (Executive member - Director of Strategy)

10. The quorate for the Board is one third of the whole number of members, including no more than one member who is an officer of the Board. Therefore all the above Board meetings were quorate.

Board member Board Meeting attendance 2017/18

11. 19 May 2017	
Mr Russell Pettigrew (Chair)	$\sqrt{}$
David Crichton	Α
Mr Michael Craig	Α
Mr Ali Jarvis	Α
Dr Paul Stollard	$\sqrt{}$
Ms Rani Dhir	$\sqrt{}$
Ms Jane-Claire Judson	Maternity Leave
Mr Paul McColgan	$\sqrt{}$
Ms Michele McCoy	$\sqrt{}$
Mr Gerald McLaughlin	$\sqrt{}$
Dr Andrew Fraser	$\sqrt{}$
Ms Cath Denholm	Α
22 June 2017 (Parts I and II)	
•	1
Mr David Crichton (Chair) Mr Michael Craig	V
Mr Ali Jarvis	2
Dr Paul Stollard	Å
Mr Russell Pettigrew	$\sqrt{}$
Ms Rani Dhir	V
Ms Jane-Claire Judson	Maternity Leave
Mr Paul McColgan	$\sqrt{}$
Ms Michele McCoy	V
Mr Gerald McLaughlin	À
Dr Andrew Fraser	A
Ms Cath Denholm	$\sqrt{}$
00 Cantanda a 0047	
29 September 2017	1
Mr David Crichton (Chair)	V A
Mr Michael Craig	A
Mr Ali Jarvis	V
Dr Paul Stollard	N al
Mr Russell Pettigrew	N 2
Ms Rani Dhir	2
Ms Jane-Claire Judson	\ \ \ \ \
Mr Paul McColgan	N 2
Ms Michele McCoy Mr Gorald Mol aughlin	N 2
Mr Gerald McLaughlin	N al

Dr Andrew Fraser Ms Cath Denholm

24 November 2017

Mr David Crichton
Mr Michael Craig
Mr Ali Jarvis
Dr Paul Stollard
Mr Russell Pettigrew
Ms Rani Dhir
Ms Jane-Claire Judson
Mr Paul McColgan
Ms Michele McCoy
Mr Gerald McLaughlin
Dr Andrew Fraser
Ms Cath Denholm

16 February 2018

Mr David Crichton (Chair)
Mr Michael Craig
Mr Ali Jarvis
Dr Paul Stollard
Mr Russell Pettigrew
Ms Rani Dhir
Ms Jane-Claire Judson
Mr Paul McColgan
Ms Michele McCoy
Mr Gerald McLaughlin
Dr Andrew Fraser
Ms Cath Denholm

23 March 2018

Mr David Crichton (Chair)

Mr Michael Craig

Mr Ali Jarvis

Dr Paul Stollard

Mr Russell Pettigrew

Ms Rani Dhir

Ms Jane-Claire Judson

Mr Paul McColgan

Ms Michele McCoy

Mr Gerald McLaughlin

Dr Andrew Fraser

Ms Cath Denholm

Board member Board Seminar attendance 2017/18

12.6 October 2017

. O OCIODEI ZUIT	
Mr David Crichton (Chair)	
Mr Michael Craig	Α
Mr Ali Jarvis	
Dr Paul Stollard	
Mr Russell Pettigrew	Α
Ms Rani Dhir	
Ms Jane-Claire Judson	
Mr Paul McColgan	
Ms Michele McCoy	
Mr Gerald McLaughlin	
Dr Andrew Fraser	
Ms Cath Denholm	

1 December 2017

Mr David Crichton (Chair)	
Mr Michael Craig	
Mr Ali Jarvis	
Dr Paul Stollard	
Mr Russell Pettigrew	
Ms Rani Dhir	Α
Ms Jane-Claire Judson	
Mr Paul McColgan	
Ms Michele McCoy	
Mr Gerald McLaughlin	
Dr Andrew Fraser	
Ms Cath Denholm	

2 February 2018

Mr David Crichton (Chair)	
Mr Michael Craig	\checkmark
Mr Ali Jarvis	
Dr Paul Stollard	
Mr Russell Pettigrew	
Ms Rani Dhir	
Ms Jane-Claire Judson	\checkmark
Mr Paul McColgan	
Ms Michele McCoy	
Mr Gerald McLaughlin	
Dr Andrew Fraser	
Ms Cath Denholm	

13 April 2018

Mr David Crichton (Chair)	
Mr Michael Craig	
Mr Ali Jarvis	
Dr Paul Stollard	
Mr Russell Pettigrew	
Ms Rani Dhir	
Ms Jane-Claire Judson	
Mr Paul McColgan	Α
Ms Michele McCoy	Α
Mr Gerald McLaughlin	
Dr Andrew Fraser	
Ms Cath Denholm	Α

Register of Board member interests

13. The 2017/18 Register of Board Members interests is in Appendix A of this report

Conclusions

14. The Board has successfully conducted 2017/18 business according to the Standing Orders; has developed strategic intent and clarified governance and accountability boundaries within the context of the governance transition to a new public health organisation and the emerging collaborative environment for NHS National and regional Boards.

Della Thomas

Executive and Governance Lead

20 September 2018

APPENDIX A

NHS HEALTH SCOTLAND BOARD MEMBER'S REGISTER OF INTERESTS 2017/2018

The Board maintains a Register of Members' Interests, which is available for public scrutiny. Members are asked to declare any financial or other interests for themselves and any related parties, which are regarded as relevant and material to the Board's business.

NAME: David Crichton (Chair)

Registerable interest	Description of interest
Remuneration	 Chair, NHS Health Scotland Appointed to the Scottish Committee of the Equality and Human Rights Commission from 4 January 2017 on a 3 year appointment. Vice-Chair, Scottish Police Authority from 1 April 2018.
Related undertakings	N/A
Contracts	N/A
Houses, land and buildings	N/A
Shares and securities	N/A
Non-financial interests	N/A
Election expenses	N/A

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NAME: Mr Russell Pettigrew

Registerable interest	<u>Description of interest</u>
Gifts and hospitality	See Register of Gifts and Hospitality.
Remuneration	Non-executive Board Member, NHS Health Scotland.
Related undertakings	Nil.
Contracts	Nil.
Houses, land and buildings	Nil.
Shares and securities	Nil.
Non-financial interests	Nil.
Election expenses	Nil.

The Board maintains a Register of Members' Interests, which is available for public scrutiny. Members are asked to declare any financial or other interests for themselves and any related parties, which are regarded as relevant and material to the Board's business.

NAME: Ms Ali Jarvis

Registerable interest

The Schedule to The Ethical Standards in Public Life etc (Scotland) Act 2000 (Register of Interests) Regulations 2003 sets out the following interests which must be registered by Board Members.

Description of interest

<u>Registerable interest</u>	<u>Description of interest</u>
Gifts and hospitality	See Register of Gifts and Hospitality.
Remuneration	 Self-employed (Ali Jarvis – Unify: management consultancy primarily related to strategic planning, change management and equality/diversity. Also includes work as a Public appointments Advisor). Member, Scottish Funding Council. Non-executive Board Member, NHS Health Scotland Advisor, Commission for Ethical Standards
Related undertakings	Nil.
Contracts	Nil.
Houses, land and buildings	Nil.
Shares and securities	Nil.
Non-financial interests	Nil.

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NAME: Dr Paul Stollard

The Schedule to The Ethical Standards in Public Life etc (Scotland) Act 2000 (Register of Interests) Regulations 2003 sets out the following interests which must be registered by Board Members.

Registerable interest	Description of interest
Gifts and hospitality	See Register of Gifts and Hospitality.
Remuneration	 Non-executive Board Member, NHS Health Scotland
Related undertakings	
Contracts	
Houses, land and buildings	
Shares and securities	
Non-financial interests	 Member, National Advisory and Advocacy Group for the Scottish Centre for Healthy Working Lives Lay member of the Court of Edinburgh Napier University

Member of the Children's Hearing Panel Member, Historic Environment Scotland.

The Board maintains a Register of Members' Interests, which is available for public scrutiny. Members are asked to declare any financial or other interests for themselves and any related parties, which are regarded as relevant and material to the Board's business.

NAME: Mr Michael Craig

Registerable interest	Description of interest
Gifts and hospitality	See Register of Gifts and Hospitality.
Remuneration	 Staff Side Representative/ Employee Director, NHS Health Scotland.
Related undertakings	Nil.
Contracts	Nil.
Houses, land and buildings	Nil.
Shares and securities	Nil.
Non-financial interests	Member and Lay Activist, UNISON.
Election expenses	Nil.

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NAME: Mr Gerry McLaughlin (Chief Executive)

The Schedule to The Ethical Standards in Public Life etc (Scotland) Act 2000 (Register of Interests) Regulations 2003 sets out the following interests which must be registered by Board Members.

Registerable interest Description of interest Gifts and hospitality See Register of Gifts and Hospitality. Remuneration Chief Executive, NHS Health Scotland. Related undertakings Nil. Contracts Nil. Houses, land and Nil. buildings Shares and securities Nil. Non-financial interests Member: Dundee Fairness Commission Member: Institute of Healthcare Management Board Chair, Dr Nana Health Initiative, Ghana Nil. Election expenses

The Board maintains a Register of Members' Interests, which is available for public scrutiny. Members are asked to declare any financial or other interests for themselves and any related parties, which are regarded as relevant and material to the Board's business.

NAME: Ms Cath Denholm (Director of Strategy)

Registerable interest	Description of interest
Gifts and hospitality	See Register of Gifts and Hospitality.
Remuneration	 Director of Strategy, NHS Health Scotland Deputy Chair, Scottish Natural Heritage
Related undertakings	Nil.
Contracts	Nil.
Houses, land and buildings	Nil.
Shares and securities	Nil.
Non-financial interests	Board Member, Impact Arts (From 30 May 2018)
Election expenses	Nil.

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NAME: Dr Andrew Fraser (Director of Public Health Science)

Registerable interest	Description of interest	
Gifts and hospitality	See Register of Gifts and Hospitality.	
Remuneration	 Director of Public Health Science, NHS Health Scotland. 	
Related undertakings	Nil.	
Contracts	Nil.	
Houses, land and buildings	Nil.	
Shares and securities	Nil.	
Non-financial interests	 Director, WHO Collaborating Centre Chair, Obesity Action Scotland Steering Group Chair, Scottish Directors of Public Health Board Member, Families Outside 	
Election expenses	Nil.	

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NAME: PAUL MCCOLGAN

DATE:

Registerable interest Gifts and hospitality	<u>Description of interest</u> None	
Remuneration	 Non-executive Board Member, NHS Health Scotland Chief Executive, Community Renewal Trust 	
Related undertakings	Director of following companies: TheWEL World Director, Social Marketing Scotland (Dormant) Director, The Know How Company (Dormant) Director, Working for Scotland (Dormant)	
Contracts	None	
Houses, land and buildings	None	
Shares and securities	None	
Non-financial interests	None	
Election expenses	Not Applicable	

The Board maintains a Register of Members' Interests, which is available for public scrutiny. Members are asked to declare any financial or other interests for themselves and any related parties, which are regarded as relevant and material to the Board's business.

NAME: Jane-Claire Judson

Registerable interest	<u>Description of interest</u>
Gifts and hospitality	N/A
Remuneration Related undertakings	 CEO, Chest Heart & Stroke Scotland Non-Executive Board Member, NHS Health Scotland
Contracts	N/A
Houses, land and buildings	N/A
Shares and securities	N/A
Non-financial interests	Vice Chair, Volunteer ScotlandBoard Member of ACOSVO
Election expenses	N/A

The Board maintains a Register of Members' Interests, which is available for public scrutiny. Members are asked to declare any financial or other interests for themselves and any related parties, which are regarded as relevant and material to the Board's business.

NAME: Rani Dhir

Registerable interest	Description of interest
Gifts and hospitality	Nil
Remuneration	Board member, NHS Heath Scotland Non-executive Director, Scottish Legal Aid Board
Related undertakings	Nil
Contracts	Nil
Houses, land and buildings	Nil
Shares and securities	Nil
Non-financial interests	Trustee, Erskine Hospital Non-executive Director Housing Associations Property Mutual Member of the Board of LAR Housing Trust, a registered charity
Election expenses	Nil

The Board maintains a Register of Members' Interests, which is available for public scrutiny. Members are asked to declare any financial or other interests for themselves and any related parties, which are regarded as relevant and material to the Board's business.

NAME: Michele McCoy

Registerable interest	Description of interest
Gifts and hospitality	Nil
Remuneration	Non-Executive Board Member, NHS Health Scotland Interim Director of Public Health, NHS Dumfries & Galloway
Related undertakings	Nil
Contracts	Nil
Houses, land and buildings	Nil
Shares and securities	Nil
Non-financial interests	Nil
Election expenses	Nil