



NHS Health Scotland

Minutes of the Board meeting

Friday 15 February 2019 at 10.30am
Boardrooms 1/2, Gyle Square, Edinburgh

Members present:

Mr D Crichton (Chair)
Ms A Jarvis
Ms J-C Judson
Ms R Dhir
Dr P Stollard
Mr R Pettigrew
Dr A Fraser
Ms C Denholm

In attendance:

Mr G Dodds (Acting CEO)
Mr A Patience
Ms D Thomas
Ms E Molony (items 5, 6, 9, and 10)
Ms M Kerrigan (Minute)

Observing

Ms C Dea
Mr P Southworth
Ms N Smith (Shadow minute taker)

Apologies

Mr P McColgan
Ms M McCoy
Mr M Craig
Mr G McLaughlin

- Welcome**
The Chair welcomed Ms Claire Dea, Mr Paul Southworth, and Ms Nicole Smith to the meeting.
- Declaration of Committee Members' Interest**
No members' interests were declared.
- Minute of previous meeting**
The minute of the previous meeting held on 23 November 2018 was agreed as an accurate record, subject to the following amendment:

- Page 5, Item 5 – The PHR *Oversight* Board met on 25 October, not the PHR *Programme* Board.

4. **Matters Arising (Action List)**

All actions are now complete.

Ms Denholm provided updates for items 5 and 6.2.

5. **Health and Social Care Delivery Plan Implementation**

Change & Transition Update
(HS Paper 01/19)

Ms Denholm spoke to the paper, which updated the Board on progress with change and transition work, including Public Health Reform and the National Boards Collaboration.

Ms Denholm indicated that the change and transition work was gathering pace, especially with the Programme Board in relation to the Target Operating Model (TOM). Wider engagement with the draft TOM will be commencing the week of 18 February.

The Legislative Consultation is expected imminently. Ms Molony informed the meeting that the consultation will run for six weeks, during which discussions with Directors and CMT will help produce a working draft response. The draft response will then be reviewed by Mr McLaughlin, and thereafter sent to Mr Crichton for approval within six days of the closing date. Ms Thomas will work with Ms Molony to engage the Non-Executive Board members' views, particularly in relation to the Board governance questions and elements. The timetable does not allow for the response to come back to the Board in session, but it will be circulated for Board approval at the same time as it is circulated to the Board Chair for comment and approval. This consultation *will not* set out the operational structure of Public Health Scotland.

The Public Health Reform commissioning work has largely come to an end, the results of which have been brought together in the draft TOM by the Public Health Reform Team. The corporate services work is picking up. Increased staff engagement is also on the horizon, and details for planned engagements are outlined in the paper.

Mr Crichton noted that not all of the information contained within the report related directly to the governance responsibilities of the Health Scotland Board.

It was agreed that all subsequent reports would contain clarity in respect of NHS Health Scotland Board governance responsibilities and the responsibilities of others elsewhere in the system. It was suggested a table might assist with this covering level 1 Board governance issues; level 2 system issues and level 3 technical or

process issues. The intention is to ensure clarity of where responsibility falls for decisions and the accountabilities.

Ms Denholm noted technical and practical difficulties in the use of the external Change Hub to communicate information to non-executives. Upon review, it was found that it is not being utilised very often by non-executives. The question was raised if the external Change Hub should continue, and if not, how the relevant change and transition information will be communicated to non-executives.

Ms Denholm brought the Intangible Assets Paper to the Board's attention. This has been based on conversations had in Board Seminars in the last year. The Board asked that at the very least the top three intangible assets are included in our legacy and a process for how this will be achieved is required.

Mr Crichton noted that the Public Health Reform Oversight Group *did not* meet on 8 January. This should be corrected in the report before it is published.

The Board discussed the Change & Transition update and agreed it provides the Board with assurance. The update was noted.

Actions:

- **Ms Molony and Ms Thomas** to encourage and support early non-executive engagement in the Legislative Consultation and full board invitation to comment on the Health Scotland corporate draft response.
- **Ms Denholm** to ensure the Change and Transition report makes clear the governance requirements of NHS Health Scotland and consider the suggested headings of: 1) Governance, 2) System, and 3) Technical process.
- **Ms Denholm** to have conversations with non-executives in regards to usage of the Change Hub, with the intent to discontinue the external Change Hub and agree a mechanism to communicate the main things the Board will be interested in.
- **Ms Denholm** to ensure that the Health Scotland legacy process fully incorporates Health Scotland's intangible assets.
- **Ms Denholm** to remove "the Public Health Reform Oversight Group met on 8 January" from the Change & Transition report.

6. **Draft 2019/20 Delivery Plan including draft risk register (HS Paper 2/19)**

Ms Denholm spoke to the paper.

Draft Delivery Plan

The Board agreed that the changes made to the 2019/20 Delivery Plan were proportionate and measured. The Board recognised that the change and transition work is important and increasing, but there

needs to be a balance to ensure delivery as well as work on the new future, ensuring that the Public Health priorities are reflected. The goal is to identify what Health Scotland can step away from for this upcoming year.

Dr Stollard recommended re-crafting the delivery commitments relating to Health and Work under Strategic Priority 3 (SP3) Fair and Inclusive Economy.

The Board reviewed the draft and discussed the contents, offering support for the draft plan thus far.

Actions:

- **Ms Denholm** to prepare the draft Delivery Plan (with incorporated workforce plan), corporate risk register, stakeholder engagement plan, and finance plan for the March Board.
- **Ms Thomas** to ensure the draft Delivery Plan and its suite of work is on the agenda for the March Board.
- **Mr Dodds and Ms Denholm** to liaise on re-crafting the commitments relating to Health and Work under SP3.
- **All Board members** to get in touch with Ms Denholm with any other comments/amendments for the draft Delivery Plan prior to the March Board.

Risk Register

Dr Stollard recommended a contingency risk in relation to 19.3 around what would happen if Public Health Scotland is not vested on 1 December 2019. Mr Pettigrew supported this, noting that the wording would need to be very clear and careful.

Mr Pettigrew pointed out that the wording in 19.1 was not ideal, considering the transition prior to the end of the financial year and recommended that this was revised.

Mr Crichton noted a similar necessary change for risk 19.6, as this is not a Health Scotland risk. Ms Jarvis recommended framing it around the Legacy and Intangible Assets.

Actions:

- **Ms Denholm** to develop 19.3 contingency risk.
- **Ms Denholm** to reframe risks 19.1 and 19.6.

The Board noted and approved the direction of the Risk Register. The Risk Register will come back to the March Board after incorporating the reflection from the discussion.

7. **Board Governance Self-Assessment
(HS Paper 3/19)**

Ms Thomas spoke to the paper.

The Blueprint for Good Governance and a Director Letter from Scottish Government was issued on 1 February 2019. Our Scottish Government sponsor division and the Head of the Office of the Director General and Chief Executive NHSScotland have agreed that our process for responding to the Blueprint is acceptable given our stage as a Board.

The Board noted the process and the Self-Assessment findings in Appendix 1 of the report. The Board agreed that the report was thorough, proportionate given the stage the Board was at and also potentially useful to Public Health Scotland. The Board agreed that the Self-Assessment should be shared with the SG Public Health Reform Team and COSLA.

Paragraph 18 of the Self-Assessment outlines how Health Scotland intends to deal with emerging actions in regards to Freedom of Information requests and whistleblowing, for quality assurance to the Board. The Board agreed that these should be followed through with Audit Committee and Staff Governance Committee

The Board approved the process and approach. The Board will not expect a governance improvement plan, and agreed that another Board annual effectiveness review is not required.

Actions

- **Mr Crichton** to share the Self-Assessment report with the SG Public Health Reform Team and COSLA.

8. Board Governance Transition Plan (HS Paper 4/19)

Ms Thomas spoke to the paper.

This is the third update the Board have received focusing on Board Governance issues during this transition period. There remain outstanding issues and concerns to bring to the Boards attention.

The advert for the Public Health Scotland Board Chair will be re-issued and the Board will be alerted when it is available.

The Legislative Consultation once issued will be shared immediately with non-executives and CMT.

Action plan changes for noting:

- Public Health Reform (PHR) priorities and PHR Commissions have been discussed through the Change & Transition report received at each Board and Committee meeting. Ms Thomas asked if that was a sufficient update, or if Board members would like more discussion/dialogue, perhaps through Board

Seminars. The Board agreed that the updates through the Change and Transition report were sufficient.

- The 8 February Audit Committee meeting proposed that a document is produced that provides assurance in the line of sight for governance products. It is proposed that this document will need to be jointly owned as Public Health Scotland will need to take ownership for the scheduling of this post NHS Health Scotland Board. It was agreed that this would be prepared for discussion at the next Audit Committee before coming to the May Board meeting.
- The Public Health Minister, Mr Joe FitzPatrick, has agreed his availability for the 27 September Board meeting for legacy discussion and valedictory purposes.
- It was previously agreed to publish annual reports components on the Health Scotland website, and this has now been completed.
- Page 11: Health Governance Committee meetings action should say “see *separate* paper” rather than “*speared*”. This correction will be made before the paper is published.

Mr Crichton noted there would be added benefit in saying more about the importance of internal audit in paragraph 10. This will be captured in the next update coming to the Board in May.

Ms Jarvis raised a new transition governance issue in relation to Remuneration Committee business. The Health Scotland response to voluntary redundancy requests needs to be thought through in respect of public value and accountability; consistency of national policy integrity and fairness to staff in terms of consistency approach across the legacy bodies.

It was agreed that the Chair would discuss where responsibility and accountability lies for redundancy requests during the transition with Ms Shirley Rogers, Scottish Government. Following this meeting a discussion will be taken forward with the PHR HR group for consistency of approach.

These new issues will be added to the Board Governance Transition Plan.

It was noted that Ms Thomas’ capacity for Health Scotland Governance would be changing as she will take on work to assist the Board governance development for Public Health Scotland. The Chair asked that assurance be given that these changes will not leave NHS Health Scotland Board without the right level of governance expertise.

Actions:

- **Ms Thomas** to alert the Board when the Public Health Scotland Chair advert goes live.

- **Ms Thomas** to circulate the Public Health Scotland Legislative Consultation to the non-executive Board members as soon as it goes live.
- **Ms Thomas** to produce a document, using NHSHS Board’s schedule of business, to help influence the schedule of business for the Public Health Scotland Board in order to ensure Health Scotland governance obligations are passed on. This document will come to the April Audit Committee, then to the May Board.
- **Ms Thomas** to include information on the Internal Audit role in the Board Governance Transition Plan when it is next updated for May Board.
- **Ms Kerrigan** to correct spelling error on Page 11, “speared” to “separate” before publishing.
- **Mr Crichton** to discuss where responsibility and accountability lies for redundancy requests during the transition with Ms Shirley Rogers.
- **Ms Denholm** to discuss the above responsibilities, accountabilities and consistency of approach with the Public Health Reform Team *after* Mr Crichton speaks to Ms Rogers.
- **Ms Thomas** to include Remuneration Committee issues/concerns in the next version of the Board Governance Transition Plan.
- **Mr McLaughlin, Mr Crichton, and Ms Thomas** to have a discussion around the changing Governance capacity over the next nine months.

9. **Q3 Performance Report
(HS paper 5/19)**

Ms Denholm spoke to the paper.

The Board noted that mission critical work is on track. The Board were sufficiently assured that staff are concentrating on the right things and slippage is on the less critical business or business we are aiming to close or pass on.

It was agreed that the Board would receive a Q4 report which will also include a little more ‘end of year impact’ than usual. This connects with the previous agreement with Board and the SG sponsor division that we will be taking a proportionate approach to the governance of our performance and not producing an end of year impact report for 2018/19.

Actions:

- **Ms Denholm** to include more on end of year impact in the Q4 report than usual.

10. **Stakeholder engagement plan and governance of (Corporate Risk) 18-6
(HS paper 6/19)**

Ms Denholm spoke to the paper, which is a refresh from the stakeholder engagement plan submitted to the November 2018 Board meeting. The risks around stakeholder engagement now come to the Board directly as the Health Governance Committee who previously governed this risk is proposed to be suspended.

Mr Crichton noted that the engagement plan fits well with the normal stakeholder engagements up until this point, but that there will be new levels and types of engagement going forward through transition and in to Public Health Scotland. Ms Dhir stressed the need to convince stakeholders that the important work of Health Scotland will be continuing into Public Health Scotland.

Dr Stollard recommended ceasing work on the stakeholder engagement plan immediately, as business as usual is also quickly coming to an end. He recommended producing instead a distinct document, a Transition Influence Plan on what engagements will be taking place 1 April – 30 June 2019, and subsequently on a 3 monthly basis dealing solely with transition and legacy concerns. Ms Jarvis identified two separate essential engagement points to be considered: 1) How will Health Scotland keep people informed and involved with business as usual, and 2) How will Health Scotland communicate with different people about the new Public Health Scotland Board and the continuation of the Health Scotland work. Mr Crichton commented that the first point is well embedded in how business is currently taken forward, but in terms of the second point we need to be flexible and adaptable to changing circumstances.

- Changed for all Board agendas now to **Transition Influence Plan and governance of (CR) 18-6 risk**. ("As a result of not engaging local authority and third sectors in creating the new public health body, key perspectives are not heard, reducing its credibility.").
- Stop the stakeholder engagement plan – this has been removed from the list of 2019/20 planning products coming to 22 March Board agenda now.
- Start Transition Influence Plan and outline 3 months plans at 22 March and May Board meetings for the months of April, May, and June. Bring July, August, and September outline to June and September Board meetings.

Actions:

- **Ms Denholm** to cease work on the stakeholder engagement plan and begin production of a separate document, the Transition Influence Plan, focussing on short term stakeholder engagement during the period of transition to the new public health body.
- **Ms Denholm** to continue to bring risk 18.6 ("As a result of not engaging local authority and third sectors in creating the new

public health body, key perspectives are not heard, reducing its credibility.”) as part of the Transition Influence to all future Board meetings.

- **Ms Thomas** to change the Stakeholder Engagement Agenda item to accurately reflect the new report on the Board schedule of business.

11. **Significant issues of note from recent Board Committee meetings**
Health Governance Committee

Ms Thomas presented a proposal to suspend the Health Governance Committee (HGC) given that the major part of this Committees work, the quality assurance of all the delivery Strategic Priorities has now been completed as planned.

There are a few areas of the HGC work now which are being proposed as coming to Board for assurance including the Annual Adverse Significant Event Report to November 2019 Board , and the Equality.

Outcome and Diversity report. It is proposed that not just the HGC report but the Equality Outcomes reported to the SGC and the Audit Committee also now come to Board given this transition period. It was proposed that the other outstanding business for the HGC the 2018/19 Annual Assurance report could be handled via email correspondence with the HGC members, and then come to the June Board. The outstanding minutes and actions for approval from the HGC meeting 29 November 2018 can be handled by HGC members via email and the March 2019 HGC meeting would be cancelled. Other HGC meeting dates already scheduled for 2019 will remain in the diaries so that the Committee could come together to discuss issues if anything arose to form an agenda.

The Board agreed to suspend the HGC, thanking the Committee and Dr Stollard for the work done thus far and agreed the proposals as outlined by Ms Thomas.

Actions:

- **Ms Thomas** to include Annual Adverse Significant Event Report for assurance to the schedule of business for November 2019 Board.
- **Ms Thomas** to include the Equality Outcome and Diversity reports from all committees to the Board schedule of business for the 2019 November, and remove from the SGC and Audit Committee schedule of business.
- **Ms Denholm** to ensure one Equality Outcome and Diversity report is prepared for the Board.

- **Ms Thomas** to ensure the 2018/19 HGC Annual Assurance report, November 2018 HGC minutes, and November HGC 2018 actions are handled by the HGC via email.
- **Ms Thomas** to ensure the HGC Annual Assurance Report is included in the June Board agenda.
- **Ms Kerrigan** to cancel the March 2019 HGC meeting.

12. **Chair's Report
(HS Paper 7/19)**

The Law Enforcement and Public Health (LEPH) conference will be held in Edinburgh in October 2019. Previous events have not had very heavy public health representation. This would be an excellent opportunity for the members of the upcoming Public Health Scotland Board.

The Board noted the Chair's Report.

13. **Chief Executive's Report (including complaints return)
(HS Paper 8/19)**

Mr Dodds spoke to the paper as deputy for Mr McLaughlin.

A report was issued week beginning 4 February on the uptake in health inequalities and a halt in expected life expectancy. Explanatory work is focussed on influenza vaccinations, care pressures, austerity, obesity, and other areas. In addition, a new "Informing interventions to reduce health inequalities (Triple I)" report is due to be published soon, focussing on work in regards to poverty.

Action:

- **Ms Denholm** to include the reference to the mortality report at the front of the 2019/20 draft Delivery Plan coming for approval at the March Board meeting.

14. **Health and Work Report
(HS Paper 9/19)**

Mr Dodds spoke to the paper.

The Board paid tribute to the work done so far, particularly in regard to the building of good relationships.

Dr Stollard requested further clarity in relation to the plans for the National advice line; the plans for the Healthy Working Lives Award and the relationship with other Health Boards. He proposed a short Board paper for the March Board meeting containing appropriate detail on the vision for the future of Health and Work and how this will be progressed.

Actions:

- **Mr Dodds** to produce a short Board paper outlining the future vision for Health and Work and how this will be progressed for Board approval at the March Board meeting.

15. **Annual Adverse Significant Event Report
(HS Paper 10/19)**

Dr Fraser spoke to the paper.

This report has already been through the HGC and is now brought to the Board for noting and then publishing as part of the Board paper set. As previously agreed the next annual report will come to Board for approval in November 2019.

The Board noted the report, agreed the duty of candour should not apply to NHS Health Scotland.

Actions:

- **Ms Kerrigan** to ensure the Annual Adverse Significant Event Report is published on the Health Scotland website as part of the Board package of papers.

16. **Events update
(HS Paper 11/19)**

The Board noted the paper.

17. **Committee / Forum minutes for homologation**

The following minutes were approved by the Board:

- Health Governance Committee 13 September 2018
- Partnership Forum 15 November 2018
- Staff Governance Committee 14 December 2018

18. **Date of next meeting:
Friday 22 March 2019**