Draft Minute

NHS Health Scotland

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Minutes of the Board meeting

**Friday 17 May 2019 at 11.00am**

**Boardrooms 1/2, Gyle Square, Edinburgh**

Members present:

Mr D Crichton (Chair)

Mr G McLaughlin

Ms C Denholm

Ms J.C. Judson

Ms A Jarvis

Mr R Pettigrew

Ms R Dhir (from item 6)

Mr M Craig

Mr P McColgan

Dr A Fraser

In attendance:

Ms D Stockton

Ms D Thomas

Mr G Dodds

Mr A Patience

Ms C Dea

Mr D Robertson (item 10)

Ms M Kerrigan (Minute)

Apologies

Ms M McCoy

Dr P Stollard

Ms C Denholm

1. **Welcome**

The Chair welcomed Ms Claire Dea and Ms Diane Stockton to the meeting.

As a consequence of the delay in the vesting date of Public Health Scotland to 1st April 2020, the Chair thanked non-executive Directors whose term was due to end on 30 November 2019 and who agreed to extend their terms until the close of business on 31st March 2020.

The Chair, on behalf of the Board, expressed his appreciation for the patience and good will Health Scotland staff have shown in relation to the extension of vesting date for Public Health Scotland.

2. **Declaration of Committee Members’ Interest**

No members’ interests were declared.

3. **Appointment of Vice-Chair**

With Mr Pettigrew’s prior agreement, the Chair nominated him to continue as Vice-Chair of NHS Health Scotland Board until 31 March 2020. This was unanimously endorsed by the Board.

4. **Minute of previous meeting**

The minute of the previous meeting held on 20 March 2019 was approved as an accurate record.

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

All actions have been updated and an update given on the progress of those actions still outstanding. The Board was content to close off the actions relating to the alcohol work as the update gave sufficient assurance that this was progressing along the right direction of travel.

6. **NHS Health Scotland Board Governance until Dissolution**

 **HS Paper 22/19**

The paper requested the Board to approve three recommendations:

* To extend the schedule of Board and Standing Committee meetings to include the period from 1 December 2019 - 31 March 2020 (Appendix 2) based on recommendations for ensuring the NHS Health Scotland Board remains robustly governed (Appendix 1)
* Revised schedule of Board business extended to include the period from 1 December 2019- 31 March 2020 (Appendix 3)
* The current Board Governance Transition Plan is closed off (Appendix 4) and a new plan developed against the two priorities highlighted in paragraph 7 of this paper, to be referred to as “NHS Health Scotland Board Governance until Dissolution”

Ms Thomas, in introducing the paper, highlighted that on page 7, item 5, appointment terms are listed in relation to those members whose terms complete on 30 November 2019. The paper will be updated to include two other members whose terms complete on 31 January 2020. With the agreement of all non-executive Board members whose terms require now to be extended, the Chair will write to Scottish Government to indicate those members willingness to extend until 31 March 2020.

Ms Thomas had suggested there be an additional Audit Committee meeting within the scheduling. She explained that the Committee normally meets in February, but proposed an additional meeting in March for the purpose of bringing any standing committee assurance reports through audit and thereafter to Board. However, after discussions with Mr Patience she is now proposing not having a February Audit Committee meeting and bringing the business of the February meeting to the March meeting. This was agreed.

In discussion the following points were made:

Page 14 of the schedule, 20th March Board meeting, states that a report will come to the Board from the Audit Committee, including the externally audited financial position. Mr Pettigrew indicated that this would not be possible. The Board will therefore receive a report from the Audit Committee on its work and information on the financial position, but not the audited position. This was agreed.

In relation to page 4, 15.1, outstanding actions that remain from the Board governance transition plan, it was noted that this was an outcome from the Staff Governance Committee meeting and was identified that with the extension of the Public Health Scotland vesting date, there was a likelihood of a governance gap arising in relation to Staff Governance in areas like matching of senior positions and teams affected by corporate services. The Staff Governance Committee asked the Chief Executive and senior managers to look at how that could be handled. Ms Jarvis asked that the Board keep this live in their minds.

The Board agreed the extension of the schedule of meetings to 31 March 2020, revised Schedule of Board business, close of the current Transition Plan with outstanding items, particularly 15.1, being covered in the Plan and reported back. The Board will continue to support and facilitate the development of Public Health Scotland and remain alert to the dissolution issues and the need to ensure clarity of governance duties between Health Scotland and the forming governance of Public Health Scotland. The risk to the membership and work of the NHS Health Scotland Board of the Public Health Scotland not vesting on 1 April 2020 was highlighted. It was agreed that the “NHS Health Scotland Board governance until dissolution plan” should actively pick this risk up in due course if this became a likelihood in future months.

**Action:** Mr Crichton to write to Scottish Government indicating the willingness of non-executives to extend their terms until 31 March 2020

**Action:** Ms Thomas to close off current Board Governance Transition Plan and develop and maintain the “NHS Health Scotland Board Governance until Dissolution” plan and schedule this to return to Board.

7. **Health & Social Care Delivery Plan Implementation**

**Feedback from Public Health Reform Oversight Board (PHOB)**

**and Public health Reform Programme Board (PHROB)**

- **PHOB**

An update had been included in the Chair’s report.

Discussion at the meeting was around development of the Public Health workforce and whole system working.

- **PHROB**

The PHROB noted the change in Public Health Scotland (PHS) vesting date to 1st April 2020. There is an intention to announce an interim PHS Chair soon and this will be followed by the PHS Chief Executive.

The PHS legal Consultation is now expected to be launched within the next few weeks.

Mr Craig informed the Board that the last Programme Board made the decision to delay the consultation with staff around the TUPE transfer whilst provision of PHS Corporate Services is further discussed.

- **Change & Transition Update**

The Board was asked to:

- note the latest update on Change and Transition.

- discuss any priority issues and confirm that this provides satisfactory assurance of actions being taken.

The Board noted the update and discussed the importance of meeting the vesting date and the importance of the relationship that needs to be developed with the Shadow Chair, Chief Executive and Shadow Board.

8. **Transition Influence Plan and governance of (CR) 18-6 risk (verbal update)**

Mr McLaughlin gave an update and informed the Board that this was the old Strategic Engagement Plan as well as a report on the governance assurance of the 18.6 corporate risk, previously reported to the Health Governance Committee.

Mr McLaughlin drew the Board’s attention to a number of specific examples of activity to manage that risk. The Board was sufficiently assured by these examples. The Board concluded that the Stakeholder Transition Influence Plan would no longer come to each Board meeting but would be reported through the quarterly Board performance reports, and CR18.6 risk report would continue to come to the Board as a report in its own right as the Board is assuring this as part of the past remit of the Health Governance Committee.

**Action:**

Ms Denholm to include future updates on the stakeholder transition influence plan in the quarterly Board performance reports.

 **Action:**

The assurance reports on corporate 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.”) to continue to come to each Board meeting.

9. **2018/19 Highlight Report**

 **HS Paper 24/19**

Mr McLaughlin spoke to the paper. He indicated that the full performance report will be brought to the next meeting. The strategic priorities were looked at and aligned with the public health priorities, with the exception of the mental health priority.

Mr Dodds indicated that the Working and Hurting Report would be presented to the Directors of Department of Work & Pensions (DWP) in Scotland at the end of June.

It was felt important that the Legacy Report should include a section on “what does this mean for the future”, to capture the success and look at the challenges of Health Scotland.

The Board noted the report.

10. **Corporate Risk Register (CRR)**

 **HS Paper 25/19**

The Board was asked to discuss and agree whether the Corporate Risk Register (CRR) and Master Risk Register (MRR) sufficiently captured the risk for both business as usual and transition.

Mr McLaughlin explained that at last Audit Committee we had a lengthy discussion on the implications of Health Scotland having the full business year to govern. Mr Crichton and Mr Pettigrew asked for assurances that the CRR adequately covered business as usual issues.

The Directors have now met and looked at the CRR since the last Audit Committee. Having considered these they agreed that the business as usual risks are appropriately covered between the Corporate Risk Register and the Master Risk Register and therefore there was a need to proceed on the basis of the final CRR for 2019/20 which takes on board some of the small adjustments suggested at the Board meeting in March.

It was noted that risks 2 and 4 have now been signed off. It was also highlighted that risks 3 and 6 on the CRR remain relevant and the changes to timetable and transition areas make the likelihood of these risks greater.

The Board accepted the risks as currently stated.

11. **Significant issues from recent Board Committee meetings**

 **Audit Committee**

Mr Pettigrew reported that the year-end forecast underspend was sitting at £353k subject to audit. The £15m target is still short by £2.7m (Scottish Government may be willing to carry forward as a savings target for 2019/20).

Mr Patience updated the underspend figure to a carry forward of £343k and indicated that Scottish Government has now confirmed that they cannot give reassurance on the carry forward until the end of quarter 1.

**Staff Governance Committee**

This item had previously been covered.

 **Remuneration Committee**

The Remuneration Committee will be meeting today.

12**. Chair’s Report**

 **HS Paper 26/19**

The Board noted the Chair’s report.

13. **Chief Executive’s Report**

**HS Paper 27/19**

Delivery business highlights

 Health & Work Management of Risks

 MESAS Programme Board

Health Scotland related risks complaints return

The Board noted the Chief Executive’s report.

14. **Events Update**

 **HS Paper 27/19**

The Events update was noted.

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

PF, 24 January 2019

 AC, 8 February 2019

 HGC, 29 November 2018

 SGC, 19 October 2018

 All minutes were noted.

16. **AOB:**

There was no further business.

17. **Date of next meeting:** 21 June 2019