

**Greater Glasgow NHS Board****Board Meeting**

Tuesday, 18 March, 2003

Board Paper No. 03/23



Head of Board Administration, GGNHSB

**Corporate Governance Framework****Recommendation:**

The NHS Board is asked to

- i) note that in this annual review there are no changes proposed to the Corporate Governance Framework at this time (with the exception of the amendments to the Register of Members Interests);
- ii) authorise that the Board Chairman approach and appoint, where necessary, NHS Board Members to vacancies on Standing Committees to ensure the smooth and effective operation of the Board's business.

**1. Background:**

The NHS Board agreed a process last year which saw a complete review of the documentation that made up the NHS Board's Corporate Governance Framework.

Following the formation of the NHS Board in October 2001, interim governance and Committee arrangements were put in place in December 2001. After a few months they were considered by the Audit Committee and this led to a workshop on 1 October 2002 (to which all Board Members were invited) that discussed in detail the Corporate Governance documentation. The Audit Committee then received the recommendations from the workshop and submitted to the October meeting of the NHS Board a set of policies and procedures which made up the Corporate Governance Framework with a recommendation that the NHS Board approve the Framework. The NHS Board approved at its October 2002 meeting the following documentation:-

- i) Standing Orders for the Proceedings of the Business of the NHS Board.
- ii) Committee Arrangements, Remits and Membership:
  - Audit
  - Health and Clinical Governance
  - Staff Governance
  - Remuneration Sub-Committee
  - Remuneration Group at NHS Board at NHS Board and at each Trust
  - Research and Ethics Governance
  - Area Clinical Forum
  - Discipline Committees for GPs, Dentists, Pharmacists and Opticians (administered by the Primary Care Trust)
- iii) Decisions Reserved for the NHS Board
- iv) Code of Conduct for Members - Ethical Standards in Public Life
- v) Register of Board Members' Interests
- vi) Standards of Business Conduct for NHS Staff

**EMBARGOED UNTIL DATE OF MEETING.**

- vii) Standing Financial Instructions
- viii) Fraud and Corruption Response Plan
- ix) Diary of Governance Events

In approving the above documents as the Corporate Governance Framework, the NHS Board indicated that the Framework should be subject to annual review each March.

**2. Corporate Governance Framework**

With the complete review of the Corporate Governance Framework only five months ago (and the changes which will flow over the coming months as a result of the White Paper – Partnership for Care and the resultant Health Department Letter – NHS HDL(2003)11 – the Chief Executive’s paper earlier in the agenda refers) there are no proposed changes to the documentation (with the exception of the Register of Board Members Interests). For this reason, and with the Board Chairman’s agreement, the full documentation has not been enclosed with this paper, however, the various documents that make up the Corporate Governance Framework will be available should Members wish to see a copy at the NHS Board meeting.

The amendments to the Register of Board Members Interests, approved in October 2002 (Appendix I) reflects the departure of Professor Dickson and Dr Marshall and the inclusion of the interests of the new Board Chairman.

With regard to the commencement of the Codes of Conduct – Ethical Standards in Public Life, we have been advised that secondary legislation is being laid before the Scottish Parliament which, subject to Parliamentary approval, will bring our Members Code into effect from 1 May 2003. On the same date the Standards Commission for Scotland will thereafter have full powers to enable it to investigate and take sanctions against any Board Member who, after investigation, is found to have breached the Code of Conduct. At that stage there will also be some changes to the format and criteria of the Register of Board Member Interests (which will lead to an amendment in the Standing Orders). The Head of Board Administration will write to all Members in early May enclosing the new format and criteria and asking Members to complete their interests and return it by 31 May 2003 – this will then be submitted to the June NHS Board meeting.

**3. Committee Membership**

There are, and will be, further changes required to the membership of the Board’s Committees – it is suggested that these could be considered at the May NHS Board meeting. By that time we will know of any further changes to the NHS Board membership and it will create the opportunity to look at all the Committees and Groups which require Board Member representation.

If, before then, the conduct of some of the Board’s Committees’ business proves difficult because of vacancies, it is suggested that the Board Chairman be authorised to approach Members to see if they would be willing to fill particular vacancies for the period up to the changes which will come from the White Paper and Health Department Letter. This will also allow the two new Non-Executive Directors (likely to be appointed shortly by Scottish Ministers) to be included in NHS Greater Glasgow business as quickly as possible.

**4. Conclusion**

The NHS Board is asked to note that there are no amendments to the Corporate Governance Framework other than the amendments to the Register of Board Members Interests.