



## **NHS Greater Glasgow and Clyde**

### **NHS Board Meeting**

**21 April 2015**

**Board Paper No: 15/20**

**Head of Board Administration**

### **NHS Greater Glasgow and Clyde – Annual Review of Governance Arrangements – Standing Orders, Committee Remits and Memberships and Other Arrangements**

#### **Recommendation:**

The NHS Board is asked to:

- i) Approve the Standing Orders for the Proceedings and Business of the NHS Board and the Decisions Reserved for the NHS Board (Appendix 1);
- ii) Approve the remits of the following Standing Committees – Quality & Performance Committee (Appendix 2), Audit Committee (Appendix 3), Staff Governance Committee (Appendix 4), Pharmacy Practices Committee (Appendix 5) and Area Clinical Forum (Appendix 6);
- iii) Approve the memberships of the NHS Board's Standing Committees and the Non Executive membership of the interim Committees and Integrated Joint Boards (once established) (Appendix 7);
- iv) Approve the membership of the Adults with Incapacity Supervisory Body (Appendix 8);
- v) Approve the list of authorised officers to sign Healthcare Agreements and related contracts (Appendix 9).

#### **A Introduction**

The NHS Board approved in December 2006 a detailed set of governance arrangements to support the then new organisation. In response to the launch of the Quality Strategy and the need to embed its requirements within corporate reporting and governance structures, the NHS Board considered an integrated approach to performance reporting and established the Quality & Performance Committee from July 2011 to carry out these functions. The moves to the new organisational structure on 1<sup>st</sup> June 2015 and the preparation for the soon to be established Integrated Joint Boards had lead to a number of discussions with NHS Board members on the arrangements for the Board and related Committee arrangements. These discussions have framed the content of this paper and its recommendations.

In addition, a review of Standing Financial Instructions (SFIs) and Scheme of Delegation is being undertaken by the Director of Finance and his staff as a result of organisational changes and moves to establish Integrated Joint Partnerships. It is intended that this review will be submitted to the Audit Committee and then NHS Board in June 2015 for approval.

## **B Governance Documentation**

- Standing Orders for the Proceedings and Business of the NHS Board

Attached as Appendix 1 are the Standing Orders for the Proceedings and Business of the NHS Board. They incorporate the Decisions Reserved for the NHS Board and the revised National Code of Conduct for Members of the NHS Board which was updated last year following a national consultation process.

The proposed changes to the Standing Orders take account of the possibility of moving to 4 NHS Board meetings per annum after the planned review of Members time in October 2015, and the establishment of interim Committees to replace the CHCP/CHP Committees, and their submission of their Minutes to the NHS Board for noting.

Standing Order 6 (1) – delete – “The Board shall meet at least 6 times in the year ....”

Insert – “The Board shall meet at least 4 times in the year ....”

Standing Order 17 (e) – “The Minutes of the proceedings of Committees shall be drawn up by the Head of Administration (or his/her authorised nominee) and submitted to the Board (with the exception of the CH(C)P Committees) at the first scheduled meeting .....

Delete – “(with the exception of the CH(C)P Committees)”.

A Standards Commission dispensation has been received recently in connection with NHS Non Executive members being members of IJ Boards so that Members do not have to declare their interest when discussions on general health and social care issue arise and therefore they can participate in these discussions and vote on these issues. A similar dispensation was issued to Councillors.

Under the Ethical Standards in Public Life etc, (Scotland) Act 2000, the Register of Interests for NHS Board Members has been sent to all Members for updating. The updated Register will be placed on the website and a hard copy made available in the Reception of J B Russell House for members of the public to access. It is Members' responsibility to notify any changes to their Registers of Interest or acceptance of a gift or hospitality to the Head of Board Administration within 4 weeks of any change. In accordance with the Standing Orders the Head of Board Administration will write to Members every 6 months to ask that they check the Register of Interests is up to date.

- Decisions Reserved for the NHS Board (part of Appendix 1)

The changes proposed to the Decisions Reserved for the NHS Board take account of the organisational changes and establishment of Integrated Joint Boards and were discussed at the Quality & Performance Committee in January 2015.

- Standards of Business Conduct

As stated above, NHS Board Members are required to adhere to the NHS Code of Conduct for Board Members which is incorporated into the Board's Standing Orders.

For staff a single Code of Conduct for Staff was up-dated and re-launched at the August 2013 NHS Board meeting with a two year review to take account of the significant changes. A review of its operation was conducted by the Area Partnership Forum (APF) last month and no changes were proposed and the Code will now be re-issued in line with a communications plan to maximise publicity of the Code and in particular the NHS Board's Whistleblowing arrangements. The APF has advised that the Code should be subject to further review in three years' time. The Code reflects the requirements of the Bribery Act, up-dated Fraud Policy and the national guidelines on Whistleblowing (the Audit Committee and APF review the annual monitoring Report of all Whistleblowing cases and actions taken). An on-line registration system for staff's interests, gifts and hospitality is available.

## **C Standing Committees of NHS Board**

The Board-wide system for Standing Committees of the NHS Board was considered at the NHS Board away sessions in relation to the establishment of the Integrated Joint Partnerships and the impact on the NHS Board responsibilities. The Quality & Performance Committee at its January 2015 meeting also considered the impact on the Decisions Reserved for the NHS Board and the remit Quality & Performance Committee itself.

With the IJBs being responsible for the monitoring of their own performance it was concluded that from 1 June a new Acute Services Committee replace the NHS Board wide Quality and Performance Committee. It would be Acute Services focused and will; consider issues affecting the management and performance of the Acute Services Division. In addition, the Staff Governance Committee would no longer be a sub Committee of the Quality and Performance Committee but a full standing Committee of the NHS Board from 1 April 2015. It was also recognised that it was important to retain at NHS Board level the Audit Committee, Area Clinical Forum and Pharmacy Practices Committee.

In relation to the establishment of the Integrated Joint Partnership Boards, the February 2015 NHS Board meeting agreed that should the IJBs not be established by 1<sup>st</sup> April 2015, then should it be necessary, interim Sub Committees of the NHS Board should be formed to provide the necessary governance and decision-making body for the former CHPs/CHCPs (both of which were repealed on 31 March 2015 by legislation).

With the current expectation that the likely timescale of SHGD approvals of IJBs being in the next couple of months, there is no great expectation that all that many meetings of these interim Sub Committees will require to be held however in the absence of CHPs/CHCPs and prior to the establishment of the IJBs this facility has been made available. The membership of the Sub Committees will, where determined locally, reflect the shadow IJBs and shadow IJBs will continue to meet during this period.

### **i) Quality & Performance Committee**

Remit attached (Appendix 2)

With the organisational changes not fully taking effect until 1<sup>st</sup> June 2015, the Quality & Performance Committee will be retained in its present format and membership until 31 May 2015. Thereafter it will cease to operate and the Acute Services Committee will be established.

This will hopefully allow greater alignment with the establishment of IJBs and for the Committee to complete aspects of its work, including its consideration of the Local

## EMBARGOED UNTIL DATE OF MEETING

Delivery Plan/Financial Plan – 215/16 at its meeting on 19 May 2015. The Quality and Performance Committee remit is therefore attached (Appendix 2) for approval until 31 May 2015. The Committee membership (as shown in Appendix 7) will continue also until that date.

In preparation for the new arrangements, the Quality and Performance Committee reviewed its remit at its January 2015 meeting to take account of a focus on Acute Services only. The revised draft remit will be submitted to the June NHS Board for approval, along with the new memberships of the Acute Services Committee. It is intended that all NHS Board Members will receive the agendas, minutes and papers of the Acute Services Committee (once established from 1 June 2015) and will be invited to attend and contribute to discussions at the Acute Services Committee.

ii) Audit Committee (Appendix 3)

The Audit Committee's role and function has been unchanged this year. The revised membership is attached within Appendix 7.

iii) Staff Governance Committee (Appendix 4)

The Staff Governance Committee will no longer be a Sub Committee of the Quality and Performance Committee but a full standing Committee of the NHS Board from 1<sup>st</sup> April 2015. The intension is that the Staff Governance Committee and Director of Human Resources will review the remit of the Committee shortly and submit any changes to the NHS Board for approval. The revised membership is attached within Appendix 7.

iv) Pharmacy Practices Committee (Appendix 5)

The remit has been amended to reflect new provisions introduced in June 2014 which required NHS Boards to include an additional member nominated by the Area Medical Committee where the application concerns premises that are located in a neighbourhood where there is a dispensing GP practice.

In terms of membership, those Committee members whose terms of office currently end before April 2016 have been written to in order to ask them if they would be agreeable to extending their membership for a further term.

v) Area Clinical Forum (Appendix 6)

No changes are proposed this year.

NHSGG&C has six fully functioning statutory Professional Advisory Committees. How they operate and provide advice will be reviewed in relation to the establishment of Integrated Joint Partnerships. The statutorily established Professional Advisory Committees are as follows:

- i. Area Medical Committee;
- ii. Area Nursing and Midwifery Committee;
- iii. Area Dental Committee;
- iv. Area Pharmaceutical Committee;
- v. Area Allied Health Professions and Healthcare Scientists Committee; and
- vi. Area Optometric Committee.

## EMBARGOED UNTIL DATE OF MEETING

The Chair and Vice-Chair of each Committee comprise the Area Clinical Forum. In 2013 the Area Clinical Forum agreed to include as members the Chair and Vice Chair of the Area Psychology Committee.

In terms of the Membership of the Area Clinical Forum, the Professional Advisory Committees undertake their elections for Chairs and Vice Chairs for their respective Committees at this time. Once the appointments are made, the Chairs and Vice Chairs are then automatically members of the Area Clinical Forum. It then holds its own election of Chair (who becomes a Non Executive Member of the NHS Board subject to Ministerial approval) and Vice Chair at its June 2015 meeting. The current Membership will be amended once the outcome of the various elections is known and the intention will be to submit the revised membership to the NHS Board meeting in June 2015.

### vi) Shadow Integrated Joint Boards

All the six Schemes of Establishment have been submitted to SGHD and once approved each will be formally established and thereafter appoint a substantive Chief Officer and commence the process to develop their Strategic Plan for approval.

The proposed interim arrangements are described in Section C of this paper.

## **D Membership of Standing Committees of the NHS Board (Appendix 7)**

Attached is the revised membership of the Standing Committees of the NHS Board and the Non Executive membership of the interim Committees and Integrated Joint Boards (once established (Appendix 7).

### Research Ethics Committees (RECs)

NHSGG&C hosts the West of Scotland Research Ethics Service. Research Ethics Committees consider applications for research and consider the ethical implications of each application. The RECs governance arrangements cover the four West of Scotland Committees and they submit an Annual Report to the Quality and Performance Committee for consideration (the 2013/14 Annual Report was submitted to the March 2015 meeting).

The NHS Board retains the responsibility to appoint the Chairs of the four RECs and recommendations for each REC Chair are given below (to serve until April 2016):-

Dr M Booth	Chair	West of Scotland REC 1
Dr A Burnel	Chair	West of Scotland REC 3
Dr J B Neilly	Chair	West of Scotland REC 4
Dr S Campbell	Chair	West of Scotland REC 5

West of Scotland REC 2 was disbanded and its responsibilities incorporated into the other RECS.

**E Supervisory Body Function (Appendix 8)**

The NHS Board approved, at its April 2007 meeting, the establishment of the Supervisory Body to monitor and review the management of the affairs of patients. The Supervisory Body oversees the NHS Board's responsibilities under Part IV of the Adults with Incapacity (Scotland) Act 2000 for regulating the financial affairs of an adult who has impaired capacity and who is resident within an authorised establishment under the control of the NHS Board. This again will be hosted by Glasgow IJB.

Appendix 8 sets out the membership of the Supervisory Body for the NHS Board's approval.

**F Authorised Signatories (Appendix 9)**

SFIs require that the NHS Board approves a list of officers with authority to sign on its behalf agreements for the purchase and provision of healthcare and contracts. Appendix 9 lists the posts and names of postholders of the proposed authorised signatories for NHSGG&C. The arrangements for authorised nominees are that those officers who directly report to the postholders named in Appendix 9 will also have that authority to sign healthcare agreements and contracts on their behalf.

In terms of authorisation by Scottish Ministers to officers of NHS Greater Glasgow and Clyde in relation to signing matters relating to the acquisition, management and disposal of land, this was up-dated by SGHD and formally re-issued on 4 October 2013 stating that the following positions have been authorised to sign on behalf of Ministers:-

Chief Executive  
Director of Finance – Corporate & Partnerships  
Director of Corporate Planning and Policy  
Chief Operating Officer – Acute Services Division

The Head of Board Administration has written to the Legal Office in relation to the forthcoming organisational restructuring process in order to update the job titles of the relevant Officers and clarify the position in relation to Chief Officers of IJBs.

**G Conclusion**

The NHS Board is asked to give consideration to the recommendations on Page 1 of this report.

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**Head of Board Administration**  
**April 2015**  
**0141-201-4608**

**NHS GREATER GLASGOW AND CLYDE**

**STANDING ORDERS FOR THE PROCEEDINGS  
AND BUSINESS OF NHS GREATER GLASGOW AND CLYDE**

**1. General**

(1) These Standing Orders for regulation of the conduct and proceedings of NHS Greater Glasgow and Clyde (the common name for Greater Glasgow Health Board) and its Committees are made under the terms of The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 and subsequent Statutory Instruments [the Regulations]. Members of the Board are expected to subscribe to comply with:-

- the NHS Greater Glasgow Code of Conduct made under the Ethical Standards in Public Life etc (Scotland) Act 2000,

which shall be regarded as if incorporated into these Standing Orders.

- (2) Any statutory provision, regulation or direction by Scottish Ministers, shall have precedence if they are in conflict with these Standing Orders.
- (3) Any one or more of the Board's Standing Orders may be suspended on a duly seconded motion, incorporating the reasons for suspension, if carried by a majority of Members present.
- (4) Any one or more of the Board's Standing Orders may be varied or revoked at a meeting of the Board by a majority of Members present and voting, provided the agenda for the meeting at which the proposal is to be considered clearly states the extent of the proposed repeal, addition or amendment.
- (5) In these Standing Orders, references to the male gender shall apply equally to the female gender.
- (6) The Head of Board Administration shall provide a copy of these Standing Orders to all Members of the Board on appointment and to senior managers.

**2. Membership**

The membership of the Board shall be those persons appointed by the Scottish Ministers and comprise the Chairperson, Non-Executive and Executive Directors, as determined by the Regulations.

**3. Chairperson**

- (1) At every meeting of the Board if the Chairperson is absent from any meeting the Vice-Chairperson, if present, shall preside. If both the Chairperson and Vice Chairperson are absent, a Non-Executive Director chosen at the meeting shall preside.

- (2) The duty of the person presiding at a meeting of the Board or its Committees is to ensure that the Standing Orders 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.
- (3) The Chairperson may resign office at any time on giving notice to the Scottish Ministers and shall hold office in accordance with appointment by Scottish Ministers unless he/she is disqualified.

#### **4. Vice-Chairperson**

- (1) The Board shall appoint a Non-Executive Director to be Vice-Chairperson and the person appointed shall, so long as he/she remains a Member of the Board, continue in office for a 4-year term.
- (2) The Member appointed as Vice Chairperson may at any time resign from the office of Vice-Chairperson by giving notice in writing to the Chairperson and the Members may appoint another Non-Executive Director as Vice-Chairperson in accordance with Standing Order 4(1).
- (3) Where the Chairperson has died, ceased to hold office, or is unable to perform his/her duties due to illness, absence from Scotland or for any other reason, the Vice-Chairperson shall assume the role of the Chairperson in the conduct of the business of the Board and references to the Chairperson shall, so long as there is no Chairperson able to perform the duties, be taken to include references to the Vice-Chairperson.

#### **5. Resignation and Removal of Members**

- (1) A Member may resign office at any time during the period of appointment by giving notice in writing to the Scottish Ministers to this effect.
- (2) If the Scottish Ministers consider that it is not in the interests of the health service that a Member of a Board should continue to hold that office they may forthwith terminate that person's appointment.
- (3) If a Member has not attended any meeting of the Board, or of any Committee of which they are a Member, for a period of six consecutive months, the Scottish Ministers shall forthwith terminate that person's appointment unless satisfied that -
  - (a) the absence was due to illness or other reasonable cause; and
  - (b) the Member will be able to attend meetings within such period as the Scottish Ministers consider reasonable.
- (4) Where a Member who was appointed for the purposes of paragraph 2A of Schedule 1 to the NHS (Scotland) Act 1978 (representative of University) ceases to hold the post in a university with a medical or dental school, which was held at the time of appointment for those purposes, the Scottish Ministers may terminate the appointment of that person as a Member.

- (5) Where any Member becomes disqualified in terms of Regulation 6 of the Regulations that Member shall forthwith cease to be a Member.

## **6. Ordinary Meetings**

- (1) The Board shall meet at least 4 times in the year and meetings of the Board, unless otherwise determined in relation to any particular meeting, shall be held in the offices of the Board at a date and time determined by the Board or the Chairperson and specified in the notice calling the meeting.
- (2) Subject to Standing Order 7 below, the Chairperson (or Executive Director of the Board who may sign on the Chairperson's behalf) shall convene meetings of the Board by issuing to each Member, not less than five clear days before the meeting, a notice detailing the place, time and business to be transacted at the meeting, together with copies of all relevant papers (where available at the time of issue of the agenda).
- (3) Meetings of a Board may be conducted in any other way in which each member is enabled to participate although not present with others in such a place.
- (4) A meeting shall be conducted by virtue of the above only on the direction of the Chairperson/Vice-Chairperson of the Board.
- (5) The notice shall be delivered to every Member or sent by post to the place of residence of members, or such other address as notified by them to the Head of Board Administration.
- (6) Lack of service of the notice on any Member shall not affect the validity of a meeting.
- (7) Notice of Board meetings shall be given by the person convening the meeting in accordance with the provisions of the Public Bodies (Admission to Meetings) Act 1960.

## **7. Decisions Reserved for the Board and Scheme of Delegation**

- (1) The matters set out in the Annex to these Standing Orders are matters, which may only be determined at a meeting of the Board. All other matters are delegated in accordance with the Scheme of Delegation or remitted to a Standing Committee of the NHS Board.
- (2) Notwithstanding (1) the Board may, from time to time, request reports on any matter or may decide to reserve any particular decision for itself.

## **8. Requisitioned (Special) Meetings**

- (1) The Chairperson of the Board may call a meeting of the Board at any time and shall do so on receipt of a requisition in writing for that purpose which specifies the business to be transacted at the meeting and is signed by one third of the whole number of Members of the Board.

- (2) In the case of a requisitioned meeting, the meeting shall be held within 14 days of receipt of the requisition and no business shall be transacted at the meeting other than that specified in the requisition.
- (3) If the Chairperson refuses to call a meeting of the Board after a requisition for that purpose, or if, without so refusing, does not call a meeting within 7 days after such a requisition has been presented, those Members who presented the requisition may forthwith call a meeting by signing the notice calling the meeting provided that no business shall be transacted at the meeting other than that specified in the requisition.

## **9. Conduct of Meetings**

- (1) No business shall be transacted at a meeting of the Board unless there are present, and entitled to vote, at least one third of the whole number of Members, of whom at least two are Non-Executive Directors.
- (2) No business shall be transacted at any meeting of the Board other than that specified in the agenda except on grounds of urgency and with the consent of the majority of the Members of the Board present. Any request for the consideration of an additional item of business shall be raised at the start of the meeting and the consent of the majority of Members for the inclusion must be obtained at that time.
- (3) All acts of, and all questions coming and arising before, the Board shall be done and decided by a majority of the Members of the Board present and voting at a meeting of the Board. Majority agreement may be reached by consensus without a formal vote. Where there is doubt, a formal vote shall be taken by Members by a show of hands, or by ballot, or any other method determined by the person presiding at the meeting.
- (4) In the case of an equality of votes, the person presiding at the meeting shall have a second or casting vote.
- (5) Where a post of Executive Director is shared by more than one person:
  - (a) Those persons, or any one of them, shall be entitled to attend any meeting of the Board
  - (b) Where more than one of those persons attend they shall be entitled to a collective vote on any single topic raised at the meeting provided they have agreed between themselves as to the way in which the vote is to be cast
  - (c) If they do not so agree, no vote shall be cast by them
  - (d) The presence of any one or more of those persons shall count as the presence of one person for the purpose of the quorum

- (6) A motion which contradicts a previous decision of the Board shall not be competent within six months of the date of such decision, unless submitted in the minutes of a Committee, or notice of the proposed variation is provided in the notice of the Board meeting. Where a decision is rescinded, it shall not affect or prejudice any action, proceeding or liability which may have been competently done or undertaken before such decision was rescinded.

#### **10. Minutes**

- (1) The names of Members and other persons present at a meeting of the Board, or of a Committee of the Board, shall be recorded in the minutes of the meeting.
- (2) Minutes of the proceedings of meetings of the Board and its Committees and decisions thereof shall be drawn up by the Head of Board Administration (or his/her authorised nominee) and be submitted to the next ensuing meeting of the Board or relevant Committee for approval as to their accuracy and signed by the person presiding at that next meeting.

#### **11. Order of Debate**

- (1) Any motion or amendment shall, if required by the Chairperson, be reduced to writing, and after being seconded, shall not be withdrawn without the leave of the Board. No motion or amendment shall be spoken upon, except by the mover, until it has been seconded.
- (2) After debate, the mover of any original motion shall have the right to reply. In replying he/she shall not introduce any new matter, but shall confine himself/herself strictly to answering previous observations, and, immediately after his/her reply, the question shall be put by the Chairperson without further debate.
- (3) Any Member in seconding a motion or an amendment may reserve his/her speech for a later period of the debate.
- (4) When more than one amendment is proposed, the Chairperson of the meeting shall decide the order in which amendments are put to the vote. All amendments carried shall be incorporated in the original motion which shall be put to the meeting as a substantive motion.
- (5) A motion to adjourn any debate on any question or for the closure of a debate shall be moved and seconded and put to the meeting without discussion. Unless otherwise specified in the motion, an adjournment of any debate shall be to the next meeting.

#### **12. Adjournment of Meetings**

A meeting of the Board, or of a Committee of the Board, may be adjourned by a motion, which shall be moved and seconded and be put to the meeting without discussion. If such a motion is carried, the meeting shall be adjourned until the next scheduled meeting or to such day, time and place as may be specified in the motion.

### **13. Declaration of Interests and Register of Interests**

- (1) Members of the NHS Board shall observe all their obligations under the Code of Conduct for Members of the NHS Greater Glasgow and Clyde made under the Ethical Standards in Public Life etc. (Scotland) Act 2000.
- (2) In case of doubt as to whether any interest or matter should be the subject of a notice or declaration under the Code, Members should err on the side of caution and submit a notice/make a declaration or seek guidance from the Standards Commission, the Chairperson or Head of Board Administration as to whether a notice/declaration should be made.
- (3) Where the Code requires an interest to be registered, or an amendment to be made to an existing interest, this shall be notified to the Head of Board Administration in writing by giving notice in writing using the standard form available from the Head of Board Administration within one month of the interest or change arising. The Head of Board Administration will write to Members every six months to request them to formally review their declaration.
- (4) Persons appointed to the NHS Board as Members shall have one month to give notice of any registerable interests under the Code, or to make a declaration that they have no registerable interest in each relevant category as specified in the standard form to be supplied by the Head of Board Administration.
- (5) The Head of Board Administration will be responsible for maintaining the Register of Interests and for ensuring it is available for public inspection at the principal offices of the NHS Board at all reasonable times and will be included on the NHS Board's web site.
- (6) The Register shall include information on:
  - (i) the date of receipt of every notice;
  - (ii) the name of the person who gave the notice which forms the entry in the Register; and
  - (iii) a statement of the information contained in the notice, or a copy of, that notice.
- (7) Members shall make a declaration of any gifts or hospitality received in their capacity as a Member of the NHS Board. Such declarations shall be made to the Head of Board Administration who shall make them available for public inspection at all reasonable times at the Principal Offices of the NHS Board and on the NHS Board's web site ([www.nhsgg.org.uk](http://www.nhsgg.org.uk)).
- (8) The Head of Board Administration (or authorised nominee) shall maintain Registers under the provisions of NHS Circular HDL(2003)62 covering:

- (i) Joint working arrangements between employees and independent Family Health Service Contractors and the pharmaceutical industry; and
- (ii) Financial interests held by employees and independent Family Health Service contractors with any organisations which may impact upon any funding arrangements made between the Board and any non-NHS organisations.

The Register shall be made publicly available during normal office hours at the Principal offices of the Board.

#### **14. Suspension of Members**

Any Member who disregards the authority of the Chairperson, obstructs the meeting, or conducts himself/herself offensively shall be suspended for the remainder of the meeting, if a motion (which shall be determined without discussion) for his/her suspension is carried. Any person so suspended shall leave the meeting immediately and shall not return without the consent of the meeting. If a person so suspended refuses, when required by the Chairperson, to leave the meeting, he/she may immediately be removed from the meeting by any person authorised by the Chairperson so to do.

#### **15. Admission of Public and Press**

- (1) Members of the public and representatives of the press shall be notified of meetings and shall be admitted to meetings of the Board in accordance with the provision of the Public Bodies (Admission to Meetings) Act 1960.
- (2) Members of the public and representatives of the press admitted to meetings of the Board may be excluded from any meeting by decision of the Board, where, in the opinion of the majority of Members present, publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted, or such other special reason as may be specified in the decision.
- (3) Representatives of the press and members of the public admitted to meetings shall require the authority of the Board for each occasion they may wish to record the proceedings of the meeting other than by written notes.
- (4) Members of the public may, at the Chairperson's sole discretion, be permitted to address the Board or respond to questions from Members of the Board, but shall not generally have a right to participate in the debate at Board Meetings.
- (5) Nothing in this Standing Order shall preclude the Chairperson from requiring the removal from a meeting of any person or persons who persistently disrupts the proceedings of a meeting.

#### **16. Execution of Documents**

- (1) Any document or proceeding requiring authentication by the Board shall be subscribed by one Member of the Board, the Head of Board Administration (or his/her authorised nominee) and the Director of Finance (or his/her authorised nominee).

- (2) The Director of Finance shall be responsible for maintaining a record of officers authorised to sign documents on behalf of the Board in accordance with provisions contained within Standing Financial Instructions.
- (3) Where a document requires for the purpose of any enactment or rule of law relating to the authentication of documents under the Law of Scotland, or otherwise requires to be authenticated on behalf of the Board it shall be signed by an Executive Director of the NHS Board or any person duly authorised to sign under the Scheme of Delegation in accordance with the provisions of 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.
- (4) Scottish Ministers shall direct on which officers of the Board can sign on their behalf in relation to the acquisition, management and disposal of land.
- (5) 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.

## **17. Committees**

- (1) Subject to any direction issued by Scottish Ministers, the Board shall appoint such Committees and Sub-Committees as it thinks fit. The remits of the NHS Board and Committees, their quora and reporting arrangements shall be reviewed annually by the Board.
- (2) Subject to any direction or regulation issued by Scottish Ministers, Committees of the Board may co-opt persons as Members of Board Committees and Sub-Committees, as and when required.
- (3) The Chairperson of a Committee may call a meeting of that Committee any time and shall call a meeting when requested to do so by the Board.
- (4) The foregoing Standing Orders, so far as applicable, and so far as not hereby modified, shall be the rules and regulations for the proceedings of formally constituted Committees and Sub-Committees, subject always to the following additional provisions:
  - (a) The Chairperson and Vice-Chairperson of the Board and the Chief Executive of the Board shall have the right to attend all Committees except where the constitution of such Committees precludes such an arrangement.
  - (b) Meetings of Committees and Sub-Committees shall not be open to the public and press unless the Board decides otherwise in respect to a particular Committee or a particular meeting of a Committee.

- (c) Committees of the Board and the Convenors thereof shall be appointed annually at the meeting of the Board in April or at a meeting to be held as soon as convenient thereafter. Casual vacancies in the membership of Committees thereof shall be filled, so far as practicable, by the Board at the next scheduled meeting following a vacancy occurring.
- (d) Committees of the Board may appoint Sub-Committees and Convenors thereof as may be considered necessary.
- (e) Minutes of the proceedings of Committees shall be drawn up by the Head of Administration (or his/her authorised nominee) and submitted to the Board at the first scheduled meeting held not less than seven days after the meeting of the Committee for the purpose of advising the Board of decisions taken.
- (f) Minutes of meetings of Sub-Committees shall be submitted to their parent Committee at the first scheduled meeting of the parent Committee held not less than seven days after the meeting of the Sub-Committee for the purpose of advising the Committee of decisions taken.
- (g) A Committee, or Sub-Committee may, notwithstanding that a matter is delegated to it, direct that a decision shall be submitted by way of recommendation to the Board or parent Committee for approval.

December 2005

Revised April 2007

Reviewed April 2008

Revised April 2009

Reviewed April 2010

Reviewed April 2011

Reviewed August 2012

Reviewed April 2013

Reviewed April 2014

Revised April 2015

# NHS GREATER GLASGOW AND CLYDE

## Decisions Reserved for the Board

This has been set out in a way that shows the NHS Board's responsibilities for setting the strategic direction for health improvement/care against a governance framework which is designed to ensure probity and transparency for the decision making process. It also recognises the delegation of functions to Standing Committees although does not take away the NHS Board's responsibility to take executive action across the range of its responsibilities

### Strategy for Health Improvement

- i) Improving the Health of the Population  
(shared responsibility with the Integrated Joint Partnership Boards - IJBs)
- ii) Strategic development and direction
- iii) Development and Implementation of Local Delivery Plan
- iv) Monitoring of aggregated/exception reports from Acute & IJBs on waiting times and handling of complaints.

### Governance

- i) Resource Allocation (for both capital and revenue resource allocation)
- ii) Approval of Annual Accounts
- iii) Scrutiny of Public Private Partnerships
- iv) Approve appointment process of Executive Directors
- v) NHS Statutory Approvals

vi) Corporate Governance Framework including

- Standing Orders
- Establishment, Remit, Membership and Reporting Arrangements of all Board Standing Committees
- Standing Financial Instructions

Dec 2005  
Revised April 2007  
Reviewed April 2008  
Reviewed April 2009  
Reviewed April 2010  
Reviewed April 2011  
Revised August 2012  
Reviewed April 2013  
Reviewed April 2014  
Reviewed April 2015

**CODE of CONDUCT**  
for  
**MEMBERS**  
of  
***NHS GREATER GLASGOW & CLYDE***

# **CODE OF CONDUCT for MEMBERS of NHS GREATER GLASGOW & CLYDE**

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## **SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT**

1.1 The Scottish public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. You must meet those expectations by ensuring that your conduct is above reproach.

1.2 The Ethical Standards in Public Life etc. (Scotland) Act 2000, “the Act”, provides for Codes of Conduct for local authority councillors and members of relevant public bodies; imposes on councils and relevant public bodies a duty to help their members to comply with the relevant code; and establishes a Standards Commission for Scotland, “The Standards Commission” to oversee the new framework and deal with alleged breaches of the codes.

1.3 The Act requires the Scottish Ministers to lay before Parliament a Code of Conduct for Councillors and a Model Code for Members of Devolved Public Bodies. The Model Code for members was first introduced in 2002 and has now been revised in December 2013 following consultation and the approval of the Scottish Parliament. These revisions will make it consistent with the relevant parts of the Code of Conduct for Councillors, which was revised in 2010 following the approval of the Scottish Parliament.

1.4 As a member of NHS Greater Glasgow & Clyde “the Board”, it is your responsibility to make sure that you are familiar with, and that your actions comply with, the provisions of this Code of Conduct which has now been made by the Board.

### **Appointments to the Boards of Public Bodies**

1.5 Public bodies in Scotland are required to deliver effective services to meet the needs of an increasingly diverse population. In addition, the Scottish Government’s equality outcome on public appointments is to ensure that Ministerial appointments are more diverse than at present. In order to meet both of these aims, a board should ideally be drawn from varied backgrounds with a wide spectrum of characteristics, knowledge and experience. It is crucial to the success of public bodies that they attract the best people for the job and therefore it is essential that a Board’s appointments process should encourage as many suitable people to apply for positions and be free from unnecessary barriers. You should therefore be aware of the varied roles and functions of the public body on which you serve and of wider diversity and equality issues. You should also take steps to familiarise yourself with the appointment process that your Board will have agreed with the Scottish Government’s Public Appointment Centre of Expertise.

1.6 You should also familiarise yourself with how the public body’s policy operates in relation to succession planning, which should ensure public bodies have a strategy to make sure they have the staff in place with the skills, knowledge and experience necessary to fulfil their role economically, efficiently and effectively.

## **Guidance on the Code of Conduct**

1.7 You must observe the rules of conduct contained in this Code. It is your personal responsibility to comply with these and review regularly, and at least annually, your personal circumstances with this in mind, particularly when your circumstances change. You must not at any time advocate or encourage any action contrary to the Code of Conduct.

1.8 The Code has been developed in line with the key principles listed in Section 2 and provides additional information on how the principles should be interpreted and applied in practice. The Standards Commission may also issue guidance. No Code can provide for all circumstances and if you are uncertain about how the rules apply, you should seek advice from the public body. You may also choose to consult your own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals.

1.9 You should familiarise yourself with the Scottish Government publication “On Board – a guide for board members of public bodies in Scotland”. This publication will provide you with information to help you in your role as a member of a public body in Scotland and can be viewed on the Scottish Government website.

## **Enforcement**

1.10 Part 2 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 sets out the provisions for dealing with alleged breaches of this Code of Conduct and where appropriate the sanctions that will be applied if the Standards Commission finds that there has been a breach of the Code. Those sanctions are outlined in **Annex A**.

## **SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT**

2.1 The general principles upon which this Code is based should be used for guidance and interpretation only. These general principles are:

### **Duty**

You have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of the public body of which you are a member and in accordance with the core functions and duties of that body.

### **Selflessness**

You have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family or friends.

**Integrity**

You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties.

**Objectivity**

You must make decisions solely on merit and in a way that is consistent with the functions of the public body when carrying out public business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

**Accountability and Stewardship**

You are accountable for your decisions and actions to the public. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that the public body uses its resources prudently and in accordance with the law.

**Openness**

You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.

**Honesty**

You have a duty to act honestly. You must declare any private interests relating to your public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership**

You have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of the public body and its members in conducting public business.

**Respect**

You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times. Similarly you must respect members of the public when performing duties as a member of your public body.

2.2 You should apply the principles of this Code to your dealings with fellow members of the public body, its employees and other stakeholders. Similarly you should also observe the principles of this Code in dealings with the public when performing duties as a member of the public body.

**SECTION 3: GENERAL CONDUCT**

3.1 The rules of good conduct in this section must be observed in all situations where you act as a member of the public body.

## **Conduct at Meetings**

3.2 You must respect the chair, your colleagues and employees of the public body in meetings. You must comply with rulings from the chair in the conduct of the business of these meetings.

## **Relationship with Board Members and Employees of the Public Body (including those employed by contractors providing services)**

3.3 You will treat your fellow board members and any staff employed by the body with courtesy and respect. It is expected that fellow board members and employees will show you the same consideration in return. It is good practice for employers to provide examples of what is unacceptable behaviour in their organisation. Public bodies should promote a safe, healthy and fair working environment for all. As a Board member you should be familiar with the policies of the public body in relation to bullying and harassment in the workplace and also lead by exemplar behaviour.

## **Remuneration, Allowances and Expenses**

3.4 You must comply with any rules of the public body regarding remuneration, allowances and expenses.

## **Gifts and Hospitality**

3.5 You must not accept any offer by way of gift or hospitality which could give rise to real or substantive personal gain or a reasonable suspicion of influence on your part to show favour, or disadvantage, to any individual or organisation. You should also consider whether there may be any reasonable perception that any gift received by your spouse or cohabitee or by any company in which you have a controlling interest, or by a partnership of which you are a partner, can or would influence your judgement. The term “gift” includes benefits such as relief from indebtedness, loan concessions or provision of services at a cost below that generally charged to members of the public.

3.6 You must never ask for gifts or hospitality.

3.7 You are personally responsible for all decisions connected with the offer or acceptance of gifts or hospitality offered to you and for avoiding the risk of damage to public confidence in your public body. As a general guide, it is usually appropriate to refuse offers except:

- (a) isolated gifts of a trivial character, the value of which must not exceed £50;
- (b) normal hospitality associated with your duties and which would reasonably be regarded as appropriate; or
- (c) gifts received on behalf of the public body.

3.8 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision your body may be involved in determining, or who is seeking to do business with your organisation, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit in your capacity as a member of your public body then, as a general rule, you should ensure that your body pays for the cost of the visit.

3.9 You must not accept repeated hospitality or repeated gifts from the same source.

3.10 Members of devolved public bodies should familiarise themselves with the terms of the Bribery Act 2010 which provides for offences of bribing another person and offences relating to being bribed.

### **Confidentiality Requirements**

3.11 There may be times when you will be required to treat discussions, documents or other information relating to the work of the body 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.

3.12 It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document, 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 the public body into disrepute.

### **Use of Public Body Facilities**

3.13 Members of public bodies must not misuse facilities, equipment, stationery, telephony, computer, information technology equipment and services, or use them for party political or campaigning activities. Use of such equipment and services etc. must be in accordance with the public body's policy and rules on their usage. Care must also be exercised when using social media networks not to compromise your position as a member of the public body.

### **Appointment to Partner Organisations**

3.14 You may be appointed, or nominated by your public body, as a member of another body or organisation. If so, you are bound by the rules of conduct of these organisations and should observe the rules of this Code in carrying out the duties of that body.

3.15 Members who become directors of companies as nominees of their public body will assume personal responsibilities under the Companies Acts. It is possible that conflicts of interest can arise for such members between the company and the public body. It is your responsibility to take advice on your responsibilities to the public body and to the company. This will include questions of declarations of interest.

## **SECTION 4: REGISTRATION OF INTERESTS**

4.1 The following paragraphs set out the kinds of interests, financial and otherwise which you have to register. These are called “Registerable Interests”. You must, at all times, ensure that these interests are registered, when you are appointed and whenever your circumstances change in such a way as to require change or an addition to your entry in the body’s Register. It is your duty to ensure any changes in circumstances are reported within one month of them changing.

4.2 The Regulations<sup>1</sup> as amended describe the detail and timescale for registering interests. It is your personal responsibility to comply with these regulations and you should review regularly and at least once a year your personal circumstances. **Annex B** contains key definitions and explanatory notes to help you decide what is required when registering your interests under any particular category. The interests which require to be registered are those set out in the following paragraphs and relate to you. It is not necessary to register the interests of your spouse or cohabitee.

### **Category One: Remuneration**

4.3 You have a Registerable Interest where you receive remuneration by virtue of being:

- employed;
- self-employed;
- the holder of an office;
- a director of an undertaking;
- a partner in a firm; or
- undertaking a trade, profession or vocation or any other work.

4.4 In relation to 4.3 above, the amount of remuneration does not require to be registered and remuneration received as a member does not have to be registered.

4.5 If a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under category two, “Related Undertakings”.

4.6 If you receive any allowances in relation to membership of any organisation, the fact that you receive such an allowance must be registered.

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<sup>1</sup> SSI - The Ethical Standards in Public Life etc. (Scotland) Act 2000 (Register of Interests) Regulations 2003 Number 135, as amended.

4.7 When registering employment, you must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.

4.8 When registering self-employment, you must provide the name and give details of the nature of the business. When registering an interest in a partnership, you must give the name of the partnership and the nature of its business.

4.9 Where you undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. For example, if you write for a newspaper, you must give the name of the publication, and the frequency of articles for which you are paid.

4.10 When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and the nature of its business.

4.11 Registration of a pension is not required as this falls outside the scope of the category.

### **Category Two: Related Undertakings**

4.12 You must register any directorships held which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary of, or a parent of, a company (or other undertaking) in which you hold a remunerated directorship.

4.13 You must register the name of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which you are a director and from which you receive remuneration.

4.14 The situations to which the above paragraphs apply are as follows:

- you are a director of a board of an undertaking and receive remuneration declared under category one – and
- you are a director of a parent or subsidiary undertaking but do not receive remuneration in that capacity.

### **Category Three: Contracts**

4.15 You have a registerable interest where you (or a firm in which you are a partner, or an undertaking in which you are a director or in which you have shares of a value as described in paragraph 4.19 below) have made a contract with the public body of which you are a member:

- (i) under which goods or services are to be provided, or works are to be executed; and

(ii) which has not been fully discharged.

4.16 You must register a description of the contract, including its duration, but excluding the consideration.

#### **Category Four: Houses, Land and Buildings**

4.17 You have a registerable interest where you own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed.

4.18 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in houses, land and buildings could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision making.

#### **Category Five: Interest in Shares and Securities**

4.19 You have a registerable interest where you have an interest in shares comprised in the share capital of a company or other body which may be significant to, of relevance to, or bear upon, the work and operation of (a) the body to which you are appointed and (b) the **nominal value** of the shares is:

- (i) greater than 1% of the issued share capital of the company or other body; or
- (ii) greater than £25,000.

Where you are required to register the interest, you should provide the registered name of the company in which you hold shares; the amount or value of the shares does not have to be registered.

#### **Category Six: Gifts and Hospitality**

4.20 You must register the details of any gifts or hospitality received within your current term of office. This record will be available for public inspection. It is not however necessary to record any gifts or hospitality as described in paragraph 3.7 (a) to (c) of this Code.

#### **Category Seven: Non-Financial Interests**

4.21 You may also have a registerable interest if you have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed. It is important that relevant interests such as membership or holding office in other public bodies,

clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.

4.22 In the context of non-financial interests, the test to be applied when considering appropriateness of registration is to ask whether a member of the public might reasonably think that any non-financial interest could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making.

## **SECTION 5: DECLARATION OF INTERESTS**

### **General**

5.1 The key principles of the Code, especially those in relation to integrity, honesty and openness, are given further practical effect by the requirement for you to declare certain interests in proceedings of the public body. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence, your actions.

5.2 Public bodies inevitably have dealings with a wide variety of organisations and individuals and this Code indicates the circumstances in which a business or personal interest must be declared. Public confidence in the public body and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.

5.3 In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must, however, always comply with the **objective test** (“the objective test”) which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your discussion or decision making in your role as a member of a public body.

5.4 If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution. If a board member is unsure as to whether a conflict of interest exists, they should seek advice from the Board chair.

5.5 As a member of a public body you might serve on other bodies. In relation to service on the boards and management committees of limited liability companies, public bodies, societies and other organisations, you must decide, in the particular circumstances surrounding any matter, whether to declare an interest. Only if you believe that, in the particular circumstances, the nature of the interest is so remote or without significance, should it not be

declared. You must always remember the public interest points towards transparency and, in particular, a possible divergence of interest between your public body and another body. Keep particularly in mind the advice in paragraph 3.15 of this Code about your legal responsibilities to any limited company of which you are a director.

### **Interests which Require Declaration**

5.6 Interests which require to be declared if known to you may be financial or non-financial. They may or may not cover interests which are registerable under the terms of this Code. Most of the interests to be declared will be your personal interests but, on occasion, you will have to consider whether the interests of other persons require you to make a declaration. The paragraphs which follow deal with (a) your financial interests (b) your non-financial interests and (c) the interests, financial and non-financial, of other persons.

5.7 You will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations as a result of your private and personal interests and not because of your role as a member of a public body. In the context of any particular matter you will need to decide whether to declare an interest. You should declare an interest unless you believe that, in the particular circumstances, the interest is too remote or without significance. In reaching a view on whether the objective test applies to the interest, you should consider whether your interest (whether taking the form of association or the holding of office) would be seen by a member of the public acting reasonably in a different light because it is the interest of a person who is a member of a public body as opposed to the interest of an ordinary member of the public.

### **Your Financial Interests**

5.8 You must declare, if it is known to you, any financial interest (including any financial interest which is registerable under any of the categories prescribed in Section 4 of this Code). If, under category one (or category seven in respect of non-financial interests) of section 4 of this Code, you have registered an interest

- (a) as an employee of the Board; or
- (b) as a Councillor or a Member of another Devolved Public Body where the Council or other Devolved Public Body, as the case may be, has nominated or appointed you as a Member of the Board;

you do not, for that reason alone, have to declare that interest.

There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

## **Your Non-Financial Interests**

5.9 You must declare, if it is known to you, any non-financial interest if:

- (i) that interest has been registered under category seven (Non-Financial Interests) of Section 4 of the Code; or
- (ii) that interest would fall within the terms of the objective test.

There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

## **The Financial Interests of Other Persons**

5.10 The Code requires only your financial interests to be registered. You also, however, have to consider whether you should declare any financial interest of certain other persons.

You must declare if it is known to you any financial interest of:-

- (i) a spouse, a civil partner or a co-habitee;
- (ii) a close relative, close friend or close associate;
- (iii) an employer or a partner in a firm;
- (iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
- (v) a person from whom you have received a registerable gift or registerable hospitality;
- (vi) a person from whom you have received registerable expenses.

There is no need to declare an interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of and voting on the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

5.11 This Code does not attempt the task of defining “relative” or “friend” or “associate”. Not only is such a task fraught with difficulty but is also unlikely that such definitions would reflect the intention of this part of the Code. The key principle is the need for transparency in regard to any interest which might (regardless of the precise description of relationship) be objectively regarded by a member of the public, acting reasonably, as potentially affecting your

responsibilities as a member of the public body and, as such, would be covered by the objective test.

### **The Non-Financial Interests of Other Persons**

5.12 You must declare if it is known to you any non-financial interest of:-

- (i) a spouse, a civil partner or a co-habitee;
- (ii) a close relative, close friend or close associate;
- (iii) an employer or a partner in a firm;
- (iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
- (v) a person from whom you have received a registerable gift or registerable hospitality;
- (vi) a person from whom you have received registerable election expenses.

There is no need to declare the interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

There is only a need to withdraw from the meeting if the interest is clear and substantial.

### **Making a Declaration**

5.13 You must consider at the earliest stage possible whether you have an interest to declare in relation to any matter which is to be considered. You should consider whether agendas for meetings raise any issue of declaration of interest. Your declaration of interest must be made as soon as practicable at a meeting where that interest arises. If you do identify the need for a declaration of interest only when a particular matter is being discussed you must declare the interest as soon as you realise it is necessary.

5.14 The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words "I declare an interest". The statement must be sufficiently informative to enable those at the meeting to understand the nature of your interest but need not give a detailed description of the interest.

### **Frequent Declarations of Interest**

5.15 Public confidence in a public body is damaged by perception that decisions taken by that body are substantially influenced by factors other than the public interest. If you would have to declare interests frequently at meetings in respect of your role as a board member you should not accept a role or appointment with that attendant consequence. If members are frequently declaring interests at meetings then they should consider whether they can carry out their role effectively and discuss with their chair. Similarly, if any appointment or nomination to another body would give rise to objective concern because of your existing personal involvement or affiliations, you should not accept the appointment or nomination.

## **Dispensations**

5.16 In some very limited circumstances dispensations can be granted by the Standards Commission in relation to the existence of financial and non-financial interests which would otherwise prohibit you from taking part and voting on matters coming before your public body and its committees.

5.17 Applications for dispensations will be considered by the Standards Commission and should be made as soon as possible in order to allow proper consideration of the application in advance of meetings where dispensation is sought. You should not take part in the consideration of the matter in question until the application has been granted.

## **SECTION 6: LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES**

### **Introduction**

6.1 In order for the public body to fulfil its commitment to being open and accessible, it needs to encourage participation by organisations and individuals in the decision-making process. Clearly however, the desire to involve the public and other interest groups in the decision-making process must take account of the need to ensure transparency and probity in the way in which the public body conducts its business.

6.2 You will need to be able to consider evidence and arguments advanced by a wide range of organisations and individuals in order to perform your duties effectively. Some of these organisations and individuals will make their views known directly to individual members. The rules in this Code set out how you should conduct yourself in your contacts with those who would seek to influence you. They are designed to encourage proper interaction between members of public bodies, those they represent and interest groups.

### **Rules and Guidance**

6.3 You must not, in relation to contact with any person or organisation that lobbies do anything which contravenes this Code or any other relevant rule of the public body or any statutory provision.

6.4 You must not, in relation to contact with any person or organisation who lobbies, act in any way which could bring discredit upon the public body.

6.5 The public must be assured that no person or organisation will gain better access to or treatment by, you as a result of employing a company or individual to lobby on a fee basis on their behalf. You must not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which you accord any other person or organisation who lobbies or approaches you. Nor should those lobbying on a fee basis on behalf of clients be given to understand that

preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of the public body.

6.6 Before taking any action as a result of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation that is lobbying and the motive for lobbying. You may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that you know the basis on which you are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code.

6.7 You should not accept any paid work:-

- (a) which would involve you lobbying on behalf of any person or organisation or any clients of a person or organisation.
- (b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence the public body and its members. This does not prohibit you from being remunerated for activity which may arise because of, or relate to, membership of the public body, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

6.8 If you have concerns about the approach or methods used by any person or organisation in their contacts with you, you must seek the guidance of the public body.

**October 2014**

## **ANNEX A**

### **SANCTIONS AVAILABLE TO THE STANDARDS COMMISSION FOR BREACH OF THE CODE**

- (a) Censure – the Commission may reprimand the member but otherwise take no action against them;
- (b) Suspension – of the member for a maximum period of one year from attending one or more, but not all, of the following:
  - i) all meetings of the public body;
  - ii) all meetings of one or more committees or sub-committees of the public body;
  - (iii) all meetings of any other public body on which that member is a representative or nominee of the public body of which they are a member.
- (c) Suspension – for a period not exceeding one year, of the member's entitlement to attend all of the meetings referred to in (b) above;
- (d) Disqualification – removing the member from membership of that public body for a period of no more than five years.

Where a member has been suspended, the Standards Commission may direct that any remuneration or allowance received from membership of that public body be reduced, or not paid.

Where the Standards Commission disqualifies a member of a public body, it may go on to impose the following further sanctions:

- (a) Where the member of a public body is also a councillor, the Standards Commission may disqualify that member (for a period of no more than five years) from being nominated for election as, or from being elected, a councillor. Disqualification of a councillor has the effect of disqualifying that member from their public body and terminating membership of any committee, sub-committee, joint committee, joint board or any other body on which that member sits as a representative of their local authority.
- (b) Direct that the member be removed from membership, and disqualified in respect of membership, of any other devolved public body (provided the members' code applicable to that body is then in force) and may disqualify that person from office as the Water Industry Commissioner.

In some cases the Standards Commission do not have the legislative powers to deal with sanctions, for example if the respondent is an executive member of the board or appointed by the Queen. Sections 23 and 24 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 refer.

Full details of the sanctions are set out in Section 19 of the Act.

## ANNEX B

### DEFINITIONS

“**Chair**” includes Board Convener or any person discharging similar functions under alternative decision making structures.

“**Code**” code of conduct for members of devolved public bodies

“**Cohabitee**” includes a person, whether of the opposite sex or not, who is living with you in a relationship similar to that of husband and wife.

“**Group of companies**” has the same meaning as “group” in section 262(1) of the Companies Act 1985. A “group”, within s262 (1) of the Companies Act 1985, means a parent undertaking and its subsidiary undertakings.

“**Parent Undertaking**” is an undertaking in relation to another undertaking, a subsidiary undertaking, if a) it holds a majority of the rights in the undertaking; or b) it is a member of the undertaking and has the right to appoint or remove a majority of its board of directors; or c) it has the right to exercise a dominant influence over the undertaking (i) by virtue of provisions contained in the undertaking’s memorandum or articles or (ii) by virtue of a control contract; or d) it is a councillor of the undertaking and controls alone, pursuant to an agreement with other shareholders or councillors, a majority of the rights in the undertaking.

“**A person**” means a single individual or legal person and includes a group of companies.

“**Any person**” includes individuals, incorporated and unincorporated bodies, trade unions, charities and voluntary organisations.

“**Public body**” means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000, as amended.

“**Related Undertaking**” is a parent or subsidiary company of a principal undertaking of which you are also a director. You will receive remuneration for the principal undertaking though you will not receive remuneration as director of the related undertaking.

“**Remuneration**” includes any salary, wage, share of profits, fee, expenses, other monetary benefit or benefit in kind. This would include, for example, the provision of a company car or travelling expenses by an employer.

“**Spouse**” does not include a former spouse or a spouse who is living separately and apart from you.

“**Undertaking**” means:

- a) a body corporate or partnership; or
- b) an unincorporated association carrying on a trade or business, with or without a view to a profit.

## Quality and Performance Committee

### 1. Objective

To provide assurance to the NHS Board on performance in a number of critical areas, including:-

The quality of services delivered to patients;  
 Effective patient safety and governance systems;  
 Delivery of Corporate Objectives, including those set out in the Local Development Plan as agreed with Scottish Government Health Directorates;  
 Financial Planning and Management;  
 Staff and patient focused public involvement;  
 Ensuring that learning from performance issues drives improvement.

It is intended to integrate connecting domains of clinical governance, staff governance, quality and finance not just by integrated reports but by having a focus on organisational change and capability for improvement.

### 2. Remit

- a) Taking an integrated approach to the key responsibilities of quality, patient safety, patient experience and financial planning and decisions.
- b) Endorsing system-wide guidance on the Policy Framework for quality and reviewing the performance measures for quality in line with the National Quality Strategy and locally agreed priorities.
- c) Being satisfied that quality improvement is carried out in a way which promotes equality, tackles discrimination and addresses health inequalities.
- d) Providing assurance on the actions taken to conform to the Participation Standard Self-assessment and Action Plans.

#### Clinical

- a) Provide assurance that an appropriate system for monitoring and development which ensures that clinical governance and clinical risk management arrangements are working effectively to safeguard and improve the quality of clinical care.
- b) The establishment of clear lines of responsibility and accountability for the overall quality of care and all reasonable steps are in place to prevent, detect and rectify irregularities or deficiencies in the quality of care provided.
- c) Endorsing the Clinical Governance Strategy and Development Plan and Annual Clinical Governance Assurance Statement to the NHS Board as part of the Internal Control Statement.
- d) Ensuring that the recommendations made by the Scottish Public Services Ombudsman are implemented including those applicable to independent practitioners.

The minutes of the Quality and Policy Development Group and Clinical Governance Forum will be submitted to the Quality and Performance Committee for noting.

### Organisational Performance

- a) Ensuring a co-ordinated approach to the management of performance improvement across all aspects of the NHS Board's responsibilities and activities consistent with Corporate Objectives, HEAT targets, locally-based targets and priorities.
- b) Approval of Local Delivery Plan and oversight of implementation.
- c) Review preparation for Annual Review and monitor progress to implement agreed Annual Actions.

### Resources

- a) Review for NHS Board approval the Financial Plan and Strategy as an integral part of the Local Delivery Plan and health planning process.
- b) Monitor in-year financial performance – revenue and capital.

### Involving People

- a) Ensure that the NHS Board meets its legal obligations to involve, engage and consult patients and communities in the planning and development of services and in decision-making about the future pattern of services.
- b) Monitor through the receipt of Reports the NHS Board's activities in connection with the person-centeredness approach and oversee the patient's experience initiatives and complaints/feedback arrangements.
- c) Monitor and evaluate the implementation of the Spiritual Care Policy through the receipt of an Annual Report for consideration.
- d) Oversee the West of Scotland Research Ethics Service responsibilities in managing the West of Scotland Research Ethics Committees through the receipt of an Annual Report for consideration.

### Capital Projects and Property

Carry delegated authority from the NHS Board for individual schemes within the approved Capital Plan as follows:

- a) Capital Planning & Property Group (CPPG) to review the process of individual schemes over the value of £1.5m prior to submission to the Quality & Performance Committee for approval.
- b) Approval of individual schemes covering the value of £1.5m - £5m: an Initial Agreement and followed by a business case would be required to be submitted for Quality & Performance Committee's approval.

- c) Approval of individual schemes covering the value of above £5m: an Initial Agreement, an outline business case followed by a full business case would be required to be submitted for approval.
- d) Capital Planning & Property Group (CPPG) to review the process of individual IM&T schemes over the value of £1.5m: prior to submission to the Quality & Performance Committee for approval.
- e) Approval of individual IM&T schemes covering the value over £1.5m: an Initial Agreement followed by a full business case would be required to be submitted for approval. Where approval is over £2m an outline business case will also be required for approval.

The above approval stages in implementing agreed NHS Board Strategies include where business cases are required to be submitted to SGHD for approval (usually above £5m)

#### Property Matters

- a) Delegate to the Capital Planning & Property Group the responsibility to manage the NHS Board's and Endowments property holdings to include:
  - Maintenance of a Property Strategy
  - Appointment of property agents and property advisers/consultants;
  - Approval of NHS Board's Strategy for investment in GP practices.

Approval of all property transactions (acquisitions, disposals – including leases) as follows:

- Where the annual lease/rental charge is £0.250m - £1.5m;
  - Property disposals/acquisitions where the value is £0.5m - £1.5m
- The Quality & Performance Committee to approve all Property lease/rentals and acquisitions and disposals above £1.5m

The Capital Planning & Property Group Minutes to be submitted to the Quality and Performance Committee for noting.

#### Staff

The Staff Governance Committee will be a Sub-committee of the Quality and Performance Committee and its minutes will be submitted to that Committee.

### **3. Composition**

- a) The Quality and Performance Committee will comprise the Convener and 12 Non-Executive Members of the NHS Board.
- b) The Quality and Performance Committee will normally meet on a 2-monthly cycle and more frequently, if required.

- c) All NHS Board Members will receive a copy of the agenda and papers in advance of the meeting to allow those who are not members of the Quality and Performance Committee to provide thoughts/comments to the Chair/Convener/officers of the NHS Board prior to any meetings.
- d) All NHS Board Members have the right to attend and participate in discussions at all Quality and Performance Committee meetings.
- e) The Quality and Performance Committee will request the attendance of those officers of the NHS Board it required to conduct its business effectively and efficiently.
- f) The quorum for meetings of the Quality and Performance Committee should be one-third of the membership.
- g) The Chair and Vice Chair of the NHS Board, together with the Chief Executive, have delegated responsibility to collectively deal with urgent matters between meetings which are covered by the Quality and Performance Committee remit and to report to the next available meeting such matters dealt with using this delegation and seek the Quality and Performance Committee's endorsement to the actions/decisions taken.
- h) The Quality and Performance Committee powers do not take away the responsibilities of the NHS Board for taking executive action.
- i) The Minutes of the Quality and Performance Committee will be prepared by the Head of Board Administration (or authorised nominee).

#### **4. Reporting Arrangements**

The Minutes of the Quality and Performance Committee will be submitted to the NHS Board for information.

John C Hamilton  
Head of Board Administration  
0141-201-4608

Approved July 2011  
Reviewed July 2012  
Revised April 2013  
Revised Jan 2014  
Revised April 2014  
Revised April 2015

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## **OBJECTIVES**

The purpose of the Audit Committee is to assist the Board to deliver its responsibilities for the conduct of public business, and the stewardship of funds under its control. In particular, the Committee will seek to provide assurance to the Board that an appropriate system of internal control is in place to ensure that:

- business is conducted in accordance with law and proper standards governing the NHS and its interface with partner organisations;
- public money is safeguarded and properly accounted for;
- financial Statements are prepared timeously, and give a true and fair view of the financial position of the Board for the period in question;
- reasonable steps are taken to prevent and detect fraud and other irregularities; and
- the Board's overall governance framework, which encompasses all areas within the organisation, is robust.

The Audit Committee will support the Board and the Accountable Officer by reviewing the comprehensiveness, reliability and integrity of assurances provided to meet the assurance needs of the Board and Accountable Officer. In this context, assurance is defined as an evaluated opinion, based on evidence gained from review, on the organisation's governance, risk management and internal control framework.

## **MEMBERSHIP AND CONDUCT OF BUSINESS**

The Committee membership shall be appointed by the full Board and given a remit, including providing advice to the Board on the conduct of its business.

The Board shall nominate up to nine Non-Executive Members. A Chair will be appointed from the Membership of the Committee. The Chair of the Board shall not be a member of the Committee but shall have the right to attend meetings. As the Committee is responsible for overseeing the regularity of expenditure by NHS Greater Glasgow, other Board Members shall also have the right to attend. A schedule of meetings will be published for all Board Members, and those members who confirm their intention to attend the meeting will be issued with papers for that meeting.

At least one member of the Audit Committee should have recent and relevant financial experience.

At least three members of the Committee must be present in order to form a quorum.

The Head of Board Administration (or authorised nominee) shall perform the function of Secretary to the Committee.

The Committee shall be able to require the attendance of any Director or member of staff.

The external auditor, internal auditor, Chief Executive and Director of Finance shall normally attend all meetings.

The external auditor and internal auditor shall have free and confidential access to the Chair of the Audit Committee.

The external auditor and internal auditor shall meet on at least one occasion each year with the Committee without the Director of Finance, other Executive Directors or Board staff being present. The Chair shall ensure that an accurate record is made of any conclusion reached as the result of such meeting.

The Committee may ask any or all of those who normally attend but who are not Members to withdraw to facilitate open and frank discussion of specific matters. The Chair shall ensure that an accurate record is made of any conclusion reached as the result of such discussions.

There will be a minimum of four meetings per annum with provision for additional meetings as required.

The minutes of meetings will be submitted to the Board for noting. Minutes will be publicly available.

The Audit Committee will provide the Board and the Accountable Officer with an annual report on the Board's system of internal control, timed to support finalisation of the Statement of Accounts and the governance Statement. This report will include a summary of the Committee's conclusions from the work it has carried out during the year.

## **REMIT**

The Committee shall be responsible for monitoring the Board's corporate governance arrangements and system of internal control. This will include the following specific responsibilities.

### **(i) Corporate Governance, System of Internal Control, Risk Management and Arrangements for the Prevention and Detection of Fraud**

1. Overseeing the Board's Governance arrangements, including compliance with the law, Scottish Government Health Directorates guidance or instructions, the Board's Standing Orders, Standing Financial Instructions and Code of Conduct for Staff.
2. Evaluating the adequacy and effectiveness of the internal control environment and providing a statement annually to the Board. This evaluation will be based on the work of, and annual report of, the Internal Auditors on behalf of the committee.
3. Reviewing the assurances given in the Governance Statement. The Audit Committee may challenge
  - Executives to question whether the scope of their activity delivers the assurance needed by the Board and the Accountable Officer;
  - Whether the assurance given is founded on sufficient, reliable evidence and whether the conclusions are reasonable in the context of the evidence.

The Audit Committee shall be proactive in commissioning assurance work from appropriate sources if it identifies any significant risk, governance or control issue which is not being subjected to adequate review. It shall also seek to ensure that any weaknesses, identified by reviews, are remedied.

4. Monitoring the effectiveness of arrangements to assess and manage risk and to review regularly, and at least annually, the Corporate Risk Register.
5. Monitoring the effectiveness of arrangements to prevent and detect fraud and to receive regular reports on these arrangements and the levels of detected and suspected fraud.

6. Monitoring the effectiveness of the Board's arrangements for whistleblowing.
7. Review its own effectiveness and report the results of that review to the Board and Accountable Officer.

**(ii) Standing Orders, Standing Financial Instructions and Other Governance Documentation**

As required but at least annually, reviewing changes to the Standing Orders, Standing Financial Instructions and other governance documentation including the Fraud Policy and Code of Conduct for Staff and recommend changes for Board approval.

Reviewing annually (or as required) the Scheme of Delegation.

Examining circumstances when the Board's Standing Orders and Standing Financial Instructions are waived.

**(iii) Internal and External Audit**

1. Approving the arrangements for securing an internal audit service, as proposed by the Director of Finance to the Chair of the Audit Committee.
2. Monitoring the delivery of internal audit and the annual performance of external audit.
3. Approving and reviewing internal audit plans, and receiving reports on their subsequent achievement.
4. Reviewing external audit plans, and receiving reports on their subsequent achievement.
5. Monitoring management's response to audit recommendations, and reporting to the Board where necessary.
6. Receiving management letters and reports from the statutory external auditor, and reviewing management's response.
7. Discussing with the external auditor (in the absence of the Executive Directors and other officers where necessary) the annual report, audit scope and any reservations or matters of concern which the external auditor may wish to discuss.
8. Ensuring that the Chief Internal Auditor and External Auditor have unrestricted access to the Chairman of the Committee.
9. Ensuring co-ordination between internal and external audit.
10. Receiving and approving the internal auditors' report on the review of property transactions monitoring and reporting the results of this review on behalf of the NHS Board to the Scottish Executive in accordance with the NHS Scotland Property Transactions Handbook.

**(iv) Annual Accounts**

Approving changes to accounting policies, and reviewing the Board's Annual Accounts prior to their adoption by the full Board. This includes:

- reviewing significant financial reporting issues and judgements made in the preparation of the Annual Accounts;

- reporting in the Directors' report on the role and responsibilities of the Audit Committee and the actions taken to discharge those;
- reviewing unadjusted errors arising from the external audit; and
- reviewing the schedules of losses and compensations.

The Chair of the Audit Committee (or nominated deputy) should be in attendance at the Board meeting at which the Annual Accounts are approved.

### **Support Arrangements**

The Director of Finance shall be responsible for implementing appropriate arrangements within the organisation to support the effective operation of the Audit Committee. This will be by way of an executive group which shall provide support to the Audit Committee by ensuring that reports and relevant matters are being actioned at local level by management. It will also agree which responsible officers should be instructed to attend the Audit Committee to be responsible for an audit report. These arrangements shall be subject to review, evaluation and approval on an annual basis by the Audit Committee.

Revised: April 2007

Reviewed: April 2008

Revised: April 2009

Reviewed: April 2010

Revised: April 2011

Revised: August 2012

Revised: April 2013

Revised: April 2014

Reviewed: 2015

NHS GREATER GLASGOW AND CLYDE

STAFF GOVERNANCE COMMITTEE

**1. Objectives**

- 1.1 The purpose of the Staff Governance Committee is to provide assurance to the Board that NHS Greater Glasgow and Clyde meets its obligations in relation to staff governance under the National Health Service Reform (Scotland) Act 2004 and the Staff Governance Standard. The Staff Governance Committee is a Committee of the NHS Board.
- 1.2 In particular, the Committee will seek to ensure that staff governance mechanisms are in place that take responsibility for performance against the Staff Governance Standard and are accountable for progress towards achievement of the Standard.

**2. Membership and Conduct of Business**

- 2.1 The Committee membership shall be appointed by the NHS Board and given a remit, including providing advice to the Board on the conduct of its business.
- 2.2 The Board shall nominate the membership from the Non-Executive Directors of the NHS Board to include the Chair of the Board and the Employee Director. The Committee will be co-chaired by the Employee Director and a Non-Executive Director appointed by the Board from the membership of the Committee.
- 2.3 At least three Members of the Committee must be present in order to form a quorum.
- 2.4 Members of the Area Partnership Forum listed below shall be ex-officio Members of the Committee (without voting rights):
- Director of Human Resources
  - Associate Director of Human Resources (Acute)
  - Director (representing CH(C)Ps)
  - Director (representing Acute)
  - Head of Staff Governance
  - Head of Health and Safety
  - Area Partnership Forum Staff Side Secretaries (2)
  - Area Partnership Forum Acute Division Joint Trade Union representative
  - Area Partnership Forum CH(C)Ps Joint Trade Union representative

The Committee may invite to attend other senior managers and trade union representatives.

- 2.5 The Staff Governance Department shall provide secretariat support.
- 2.6 There should be four meetings per annum with provision for additional meetings as required.
- 2.7 The minutes of the meetings will be submitted to the NHS Board. A Joint Chair of the Committee will also make a formal report to the Board on a regular basis, at least annually, covering the activities of the Committee and any significant matters of note.

### **3. Remit**

- 3.1 The Committee shall support the creation of a culture within the health system, where the delivery of the highest possible standards of staff management is understood to be the responsibility of everyone working within NHS Greater Glasgow and Clyde and this is built upon partnership and co-operation.
- 3.2 The Committee shall act for the Board in ensuring that structures and processes to ensure staff are:
- Well informed;
  - Appropriately trained and developed;
  - Involved in decisions;
  - Treated fairly and consistently, with dignity and respect, in an environment where diversity is valued; and,
  - Provided with a continuously improving and safe working environment, promoting the health and wellbeing of staff, patients and the wider community.
- 3.3 The Committee shall monitor and evaluate progress through the approval of local human resource strategies and implementation plans.
- 3.4 The Committee shall perform a governance function for the Board's Health and Safety Forum.
- 3.5 The Committee shall be authorised by the Board to support any policy amendment, funding or resource submission to achieve the Staff Governance Standard.
- 3.6 The Committee shall oversee the timely submission of all the staff governance data required as part of the Annual Review.
- 3.7 The Remuneration Subcommittee will be a subcommittee of the Staff Governance Committee and will consider the remuneration of the Executive and Senior Management cohorts of the NHS Board.

Created - June 2006  
Reviewed – April 2007  
Reviewed – April 2008  
Reviewed – February 2009  
Revised – May 2011  
Revised – February 2014  
Revised – March 2015

Author: Gillian Hardie, Administrator

**NHS GREATER GLASGOW AND CLYDE**

**PHARMACY PRACTICES COMMITTEE**

**REMIT**

**1. Membership**

1.1 The Committee shall comprise seven Members appointed by NHS Greater Glasgow and Clyde of whom:-

(a) one shall be the Chair appointed by NHS Greater Glasgow and Clyde from the Non-Executive Members of the Board;

(b) three shall be pharmacists of whom:-

(i) one shall be a pharmacist who is not included in any pharmaceutical list and who is not an employee of such person [known as Non-Contractor Pharmacist];

(ii) two shall be pharmacists each of whom is included in the Pharmaceutical List, or is an employee of a person who is so listed [known as Contractor Pharmacists];

(c) three shall be persons appointed by NHS Greater Glasgow and Clyde otherwise from the Members of the Board [known as Lay Members].

1.2 NHS Greater Glasgow and Clyde shall appoint deputies for the Members of the Committee in a like manner to the seven Members.

1.3 In making appointments to the Committee of Members and Deputies NHS Greater Glasgow and Clyde shall ensure that the eligibility criterion in paragraph 3 of Schedule 4 of the National Health Service (Pharmaceutical Services) (Scotland) Regulations 2009 (as amended) are met.

1.4 Members shall be appointed for a term of three years, but NHS Greater Glasgow and Clyde shall reserve the right to remove any member at any time. Provided a quorum is present at any meeting, the proceedings of the Committee shall not be invalidated by any vacancy in its membership, or any defect in a Member's appointment.

1.5 Where an application concerns premises that are located in the same neighbourhood as premises from which a dispensing doctor dispenses, the PPC shall have an additional member appointed by the Board from persons nominated by the Area Medical Committee.

**2. Quorum**

The quorum for Meetings of the Pharmacy Practices Committee shall be 5 members comprising:-

- Chair (or Deputy Chair)
- One Non-Contractor Pharmacist Member
- One Pharmacist Contractor Member

## Two Lay Members

(but see voting provisions at paragraph 4.2)

- 2.1 Where an application concerns premises that are located in the same neighbourhood as premises from which a dispensing doctor dispenses, the hearing must include the additional member appointed by the Board from persons nominated by the Area Medical Committee.

### 3. Terms of Reference

- 3.1 The Committee shall exercise the functions of NHS Greater Glasgow and Clyde in terms of Regulation 5(10) and paragraph 2 of Schedule 3 of the National Health Service (Pharmaceutical Services) (Scotland) Regulations 2009 (as amended) [determination of applications for general pharmaceutical contracts].
- 3.2 The Committee shall also be empowered by NHS Greater Glasgow and Clyde, to exercise other functions of the Health Board as are delegated to it under the National Health Service (Pharmaceutical Services) (Scotland) Regulations 2009 (as amended) to the extent that those functions are not delegated to an officer of the Board under the Scheme of Delegation.
- 3.3 Any officer of the Board, with delegated authority in respect of the provision of General Pharmaceutical Services under Part II of the National Health Service (Scotland) Act 1978 (as amended), may refer to the Committee for determination any matter within the officer's delegated authority either as a matter of policy or in respect of a specific issue and the Committee shall be authorised to determine such matters.

### 4. Procedures

The following procedures shall be adopted by the Committee:-

#### 4.1 Declaration of Interest

Prior to convening of any meeting of the Pharmacy Practices Committee the Chair shall determine whether any of the Members intending to be present, in respect of any matter to be considered, has an interest to declare or is associated with a person who has any personal interest. Any Member who has disclosed such an interest, or in the opinion of the Chair should have declared such an interest, shall not be present at the consideration or discussion of that matter or the voting on it.

#### 4.2 Voting

Each application submitted to the Pharmacy Practices Committee under Regulation 5 (10) shall be discussed by all Members present at the meeting, but shall be determined only by the Lay Members.

The Chair (or Deputy Chair acting as Chair) shall not be entitled to vote except in the case of an equality of votes, in which case he or she shall have a casting vote.

In cases other than applications under Regulation 5(10) matters shall be determined by a majority of Members present and voting (including the Chair (or Deputy Chair if present)).

#### 4.3 Determination of Applications

In considering all applications submitted to it the Committee shall have regard to the provisions of the National Health Service (Pharmaceutical Services) (Scotland) Regulations 2009 (as amended) with particular reference to :-

- (a) consultation with interested parties; and
- (b) criterion for the granting of pharmaceutical contracts.

#### 4.4 **Urgent Business**

- 4.4.1 The Chair of the Committee shall be empowered, in cases of urgency, (as to which the Chair shall be the sole judge on each occasion) to determine matters falling within the remit of the Committee (with the exception of applications submitted under Regulation 5(10)) in circumstances where it is considered necessary that, as a matter of urgency, a decision should be reached on an application between the scheduled meetings of the Committee.
- 4.4.2 The Chair shall not give approval to a proposal under this provision where there has been adverse representations have been received in response to the necessary consultation procedures carried out in respect of such matter or the Lead – Community Care (or Deputy) does not support the proposed decision.
- 4.4.3 Any decisions taken by the Chair on grounds of urgency conforming to the criterion above shall be reported to the next meeting of the Pharmacy Practices Committee for confirmation.
- 4.4.4 In the absence of the Chair, the Deputy Chair may act as the Chair for the purpose of this provision.

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Approved by Trust Board 29th July 1999. Came into operation from 1st October 1999 on delegation of functions by the Health Board under the Health Act 1999  
Amended to reflect change of title of Board to Trust Management Team from September 2001  
Amended from April 2004 to reflect dissolution of the Trust  
Amended from April 2007 to reflect inclusion of ‘Clyde’  
Reviewed – April 2008  
Reviewed – April 2009  
Reviewed – April 2010  
Revised – April 2011: from April 2010 to reflect provisions of new Pharmaceutical Regulations  
Reviewed – August 2012  
Reviewed - April 2013  
Reviewed – January 2014  
Reviewed – March 2015: Revised to include provisions relating to dispensing doctors

## **AREA CLINICAL FORUM**

### **CONSTITUTION AND REMIT**

#### **1. INTRODUCTION**

The Area Clinical Forum is constituted under "Rebuilding our National Health Service" - A Change Programme for Implementing "Our National Health, Plan for Action, A Plan for Change", which emphasised that NHS Boards should both:-

- draw on the full range of professional skills and expertise in their area for advice on clinical matters both locally and on national policy issues;
- promote efficient and effective systems - encouraging the active involvement of all clinicians from across their local NHS system in the decision-making process to support the NHS Board in the conduct of its business.

The Forum will be called NHS Greater Glasgow and Clyde Area Clinical Forum.

#### **2. REMIT**

To represent the multi-professional view of the advisory structures for medical, dental, nursing and midwifery, pharmaceutical, optometric, professionals allied to medicine, healthcare scientists, psychology and community health partnerships to NHS Greater Glasgow and Clyde ensuring the involvement of all the professions across the local NHS system in the decision-making process.

#### **3. FUNCTIONS**

The core functions of the Area Clinical Forum will be to support the work of NHS Greater Glasgow and Clyde by:-

- providing NHS Greater Glasgow and Clyde with a clinical perspective on the development of the Local Health Plan and the Board's strategic objectives by, through the ACF Chair, being fully engaged in NHS Board business.
- reviewing the business of the Area Professional Committees to promote a co-ordinated approach on clinical matters among the different professions and within the component parts of NHS Greater Glasgow and Clyde;
- promoting work on service design, redesign and development priorities and playing an active role in advising NHS Greater Glasgow and Clyde on potential service improvement;
- sharing best practice among the different professionals and actively promoting multi-disciplinary working - in both health care and health improvement;
- engage and communicate widely with local clinicians and other professionals, with a view to encouraging broader participation in the work of the Area Professional Committees to ensure that local strategic and corporate developments fully reflect clinical service delivery;

At the request of NHS Greater Glasgow and Clyde, the Area Clinical Forum may also be called upon to perform one or more of the following functions:-

- investigate and take forward particular issues on which clinical input is required on behalf of the Board where there is particular need for multi-disciplinary advice.

- advise NHS Greater Glasgow and Clyde of the impact of national policies on the integration of services, both within the local NHS systems and across health and social care.

The Area Clinical Forum will review its functions periodically, in collaboration with NHS Greater Glasgow and Clyde to ensure that they continue to fit local priorities and developments.

#### 4. **COMPOSITION**

The Area Clinical Forum will comprise the Chairs and Vice Chairs (or Deputy acting on behalf of Vice Chair) of the *statutory* Area Professional Committees as follows:-

- Medical
- Dental
- Nursing and Midwifery
- Pharmaceutical
- Optometric
- Area Allied and Health Care Scientists
- Community Health Partnerships

and the Chair and Vice Chair (or Deputy acting on behalf of Vice Chair) of the Area Professional Committees as follows:-

- Psychology

##### In Attendance

- Persons other than Members may be invited to attend a meeting(s) for discussion of specific items at the request of the Chair or Secretary. That person will be allowed to take part in the discussion but not have a vote. NHS Greater Glasgow and Clyde Board's Chief Executive, Medical Director, Director of Public Health, Pharmaceutical Adviser, Nurse Adviser and Consultant in Dental Public Health shall be regular attenders at meetings of the Area Clinical Forum.

#### 5. **SUB-COMMITTEES**

The Area Clinical Forum may appoint ad hoc Sub-Committees as appropriate to consider and provide advice on specific issues.

#### 6. **TERM OF OFFICE**

The Term of Office for Members will normally be up to four years. Individuals shall cease to be Members of the Area Clinical Forum on ceasing to be Chair/Vice Chair of their Professional Committee.

#### 7. **OFFICERS OF THE FORUM**

##### (a) Chair

The Chair of the Area Clinical Forum will be chosen by the Members of the Forum from among their number. The Forum's choice of Chair will be notified to the NHS Board Chair. Selection of the Chair will be an open process, and all Members may put themselves forward as candidates for the position. If more than one person puts themselves forward an election will be held by secret ballot.

The Chair of the Area Clinical Forum will, subject to formal appointment by the Cabinet Secretary for Health and Wellbeing, serve as a Non-Executive Director of NHS Greater Glasgow and Clyde.

Membership of NHS Greater Glasgow and Clyde is specific to the office rather than to the person. The normal term of appointment for Board Members is for a period up to four years. Appointments may be renewed, subject to Ministerial approval.

Where the Members of the Area Clinical Forum choose to replace the Chair before the expiry of their term of appointment as a Member of NHS Greater Glasgow and Clyde, the new Chair will have to be formally nominated to the Cabinet Secretary as a Member of NHS Greater Glasgow and Clyde Board for a decision of formal appoint to the Board.

In the same way, if Board Membership expires and is not renewed, the individual must resign as Chair of the Area Clinical Forum, but may continue as a Member of the Forum.

(b) Vice Chair

A Vice Chair of the Area Clinical Forum will be chosen by the Members of the Forum from among their number. Selection of the Vice Chair of the Forum will be an open process and all Members may put themselves forward as candidates for the position. If more than one person puts themselves forward an election will be held by secret ballot.

The Vice Chair will deputise, as appropriate, for the Chair, but where this involves participation in the business of NHS Greater Glasgow and Clyde, they will not be functioning as a Non-Executive Member.

The Vice Chair will serve for a period of up to four years.

8. **MEETINGS**

The Area Clinical Forum will meet at least four times each year. This can be varied at the discretion of the Chairman.

The Forum has the right to alter or vary these arrangements to cover holiday months or other circumstances.

9. **NOTICE OF MEETINGS**

Secretariat support to the Area Clinical Forum will be provided by NHS Greater Glasgow and Clyde staff. The agenda and papers for the meetings will be issued at least one week in advance of the meeting date.

10. **MINUTES**

The Minutes of the meetings of the Area Clinical Forum will be agreed with the Chair of the Forum and will be sent to each Member with the agenda and papers for the next Forum meeting, for approval. Thereafter, Area Clinical Forum Minutes will go to the next available NHS Board meeting for information.

11. **QUORUM**

A quorum of the Forum will be one third of its full membership. In the event that the Chair and Vice Chair are both absent, the Members present shall elect from those in attendance, a person to act as Chair for the meeting.

12. **FORUM DECISIONS**

Where the Forum is asked to give advice on a matter and a majority decision is reached, the Chair or Secretary shall report the majority view but shall also make known any minority opinion and present the supporting arguments for both viewpoints.

### **13. ALTERATIONS TO THE CONSTITUTION AND STANDING ORDERS**

Alterations to the Constitution and Standing Orders may be recommended at any meeting of the Forum provided a Notice of the proposed alteration is circulated with the Notice of the Meeting and that the proposal is seconded and supported by two thirds of the Members present and voting at the meeting.

Any alterations must be submitted to NHS Greater Glasgow and Clyde Board for approval as part of the annual review of Corporate Governance before the change is enforceable.

### **14. GUEST SPEAKERS**

The Forum may invite guest speakers who it considers may have particular contribution to the work of the Forum to attend meetings.

SHIRLEY GORDON  
Secretariat Manager

Approved by ACF – August 2010  
Updated Sept 2013 to include PAC as full voting members  
Reviewed April 2014  
Reviewed April 2015

## NHS GREATER GLASGOW AND CLYDE

## Membership of Main Standing Committees of the NHS Board – April 2015

	<b>Audit</b>	<b>Quality and Performance Committee (to 31 May 2015)</b>	<b>Staff Governance</b>	<b>Remuneration - Reports as a Subcommittee to the Staff Governance Committee</b>	<b>Endowments -Reports to the Endowment Trustees</b>
Frequency of Meetings	Quarterly	Bi-Monthly	Quarterly	2 per annum	2/3 per annum
No. of Members	7	12	9	7	9
Membership	R Finnie – Chair	I Lee – Chair	D Sime & M Brown - Joint Chairs	A O Robertson - Chair	R Reid - Chair
	I Lee M O'Donnell R Reid M Rooney D Sime M Cunning	M Brown D Lyons I Fraser M Cunning A Lafferty R Micklem J McIlwee D Sime H Cameron A Macleod K Winter	M Devlin T McAuley M Macmillan J McIlwee A Lafferty A O Robertson N Shanks	I Lee – Vice Chair I Fraser N Shanks D Sime K Winter M Devlin	A O Robertson R Finnie I Lee M Macmillan M Devlin M O'Donnell N Shanks D Sime

Revisions: April, 2009 & August 2009  
 April 2010 & September 2010  
 April 2011 & July 2011  
 August 2012  
 April 2013  
 April 2014  
 April 2015

## NHS GREATER GLASGOW AND CLYDE

## Membership of Pharmacy Practice Committee – April 2015

Name	Designation	Nominating Body	Term of Appointment to
Mr Ross Finnie	Chair	NHS Greater Glasgow and Clyde	March 2017
Mr Ian Fraser	Deputy Chair	NHS Greater Glasgow and Clyde	March 2017
Mrs Susan Brimelow	Deputy Chair	NHS Greater Glasgow and Clyde	March 2017
Mr Alan Fraser	Lay Member	NHS Greater Glasgow and Clyde	March 2016
Ms Maura Lynch	Lay Member	NHS Greater Glasgow and Clyde	April 2016
Councillor Luciano Rebecchi	Lay Member	NHS Greater Glasgow & Clyde	April 2018
Mrs Catherine Anderton	Lay Member	NHS Greater Glasgow & Clyde	April 2018
Mr Stewart Daniels	Lay Member	NHS Greater Glasgow & Clyde	April 2018
Dr James Johnson	Non-Contractor Pharmacist Member	Area Pharmaceutical Committee	April 2017
Mrs Joan Miller	Non-Contractor Pharmacist Member	Area Pharmaceutical Committee	Nov 2015
Mr James Wallace	Non-Contractor Pharmacist Member	Area Pharmaceutical Committee	Dec 2016
Mr Iain Mouat	Non-Contractor Pharmacist Member	Area Pharmaceutical Committee	Nov 2015
Mr Gordon Dykes	Contractor Pharmacist Member	Area Pharmaceutical Committee	April 2017
Mr Alasdair MacIntyre	Contractor Pharmacist Member	Area Pharmaceutical Committee	April 2017
Mr Ewan Black	Contractor Pharmacist Member	Area Pharmaceutical Committee	April 2017
Mr Colin Fergusson	Contractor Pharmacist Member	Area Pharmaceutical Committee	April 2017
Mr Kenny Irvine	Contractor Pharmacist Member	Area Pharmaceutical Committee	April 2017
<b>Co-opted Members</b>			
Mr Michael Roberts	Lay Member	NHS Greater Glasgow & Clyde	April 2017

## APPENDIX 6

Mrs Margaret Dakers Thomson	Lay Member	NHS Greater Glasgow & Clyde	April 2017
Mr Paul Gillon	Lay Member	NHS Greater Glasgow & Clyde	April 2017
Mr Ed Mallinson	Non Contractor Pharmacist Member	Area Pharmaceutical Committee	April 2017
Ms Yvonne Williams	Contractor Pharmacist Member	Area Pharmaceutical Committee	April 2017
Mr Wallace Stevenson	Contractor Pharmacist Member	Area Pharmaceutical Committee	April 2017

**NHSGGC NON EXECUTIVE MEMBERSHIP OF INTERIM CHP/CHCP  
COMMITTEES/SHADOW INTEGRATED JOINT BOARDS - 1<sup>ST</sup> APRIL 2015**

**Glasgow Community Health Partnership Committee/Shadow Integrated Joint Board –  
NHSGG&C Non Executive Membership (April 2015)**

<b>Nominating Body</b>	<b>Number of Members</b>	<b>Names</b>
NHS Greater Glasgow and Clyde	8	Andrew Robertson (Lead) Donald Sime Norman Shanks Robin Reid John Brown Trish McAuley Ian Fraser Ken Winter

**East Renfrewshire Community Health and Care Partnership Committee/ Shadow  
Integrated Joint Board – NHSGG&C Non Executive Membership (April 2015)**

<b>Nominating Body</b>	<b>Number of Members</b>	<b>Names</b>
NHS Greater Glasgow and Clyde	4	Ian Lee (Lead) Morag Brown Susan Brimelow Norman Shanks

**East Dunbartonshire Community Health Partnership Committee/Shadow Integrated  
Joint Board – NHSGG&C Non Executive Membership (April 2015)**

<b>Nominating Body</b>	<b>Number of Members</b>	<b>Names</b>
NHS Greater Glasgow and Clyde	3	Ian Fraser (Lead) Ross Finnie Trish McAuley

**West Dunbartonshire Community Health and Care Partnership Committee/Shadow  
Integrated Joint Board – NHSGG&C Non Executive Membership (April 2015)**

<b>Nominating Body</b>	<b>Number of Members</b>	<b>Names</b>
NHS Greater Glasgow and Clyde	3	Allan MacLeod Heather Cameron Ros Micklem (Lead)

**Inverclyde Community Health and Care Partnership Committee/Shadow Integrated Joint Board – NHSGG&C Non Executive Membership (April 2015)**

<b>Nominating Body</b>	<b>Number of Members</b>	<b>Names</b>
NHS Greater Glasgow and Clyde	4	Ross Finnie Ken Winter (Lead) Donald Lyons Allan MacLeod

**Renfrewshire Community Health Partnership Committee/Shadow Integrated Joint Board – NHSGG&C Non Executive Membership (April 2015)**

<b>Nominating Body</b>	<b>Number of Members</b>	<b>Names</b>
NHS Greater Glasgow and Clyde	4	Donald Sime Donald Lyons (Lead) Morag Brown John Brown

April 2015

## NHS GREATER GLASGOW AND CLYDE

**Adults with Incapacity Supervisory Body - Membership – April 2015**

Elaine Burt	Head of Nursing, Rehabilitation and Assessment Directorate
Mari Brannigan	Nurse Director for Partnerships,
Alex Mackenzie (Chair)	Interim Director, Glasgow City CHP
Jacqueline Nicol	Clinical Services Manager, Emergency Care
Dr Michael Smith	Lead Associate Medical Director, Mental Health Services

**NHS GREATER GLASGOW AND CLYDE****Authorised Officers for signing Healthcare Agreements and Contracts**

<b>Post</b>	<b>Name</b>	<b>Authorised Nominee</b>
Chief Executive	Robert Calderwood	Direct Reports
Director of Finance	Mark White	Direct Reports
Director of Corporate Planning and Policy	Catriona Renfrew	Direct Reports
Medical Director	Jennifer Armstrong	Direct Reports
Nurse Director	Ros Crocket	Direct Reports
Director of Human Resources	Ian Reid	Direct Reports
Director of Corporate Communications	Ally McLaws	Direct Reports
Director of Public Health	Dr Linda de Caestecker	Direct Reports
Director of Health and Information Technology	Robin Wright	Direct Reports
Chief Officer – Acute	Grant Archibald	Direct Reports
Interim Director, Glasgow City CHP	Alex Mackenzie	Direct Reports
Interim Chief Officer, Glasgow City IJB	David Williams	Direct Reports
Interim Chief Officer, East Renfrewshire IJB	Julie Murray	Direct Reports
Interim Chief Officer, East Dunbartonshire IJB	Karen Murray	Direct Reports
Interim Chief Officer, Renfrewshire IJB	David Leese	Direct Reports
Interim Chief Officer, Inverclyde IJB	Brian Moore	Direct Reports
Interim Chief Officer, West Dunbartonshire IJB	Keith Redpath	Direct Reports
Director, Centre for Population Health	Carol Tannahill	Direct Reports
Head of Board Administration	John C Hamilton	-
Head of Procurement	Gordon Beattie	-

**Revised:**

April 2009  
August 2009  
April 2010  
April 2011  
August 2012  
April 2013  
April 2014  
April 2015