NHS Grampian

Meeting:	**NHS Grampian Board**
Meeting date:	**4 August 2022**
Item Number:	**9**
Title:	**Board Governance – Population Health Committee, Committee Chairs and membership, and escalation process**
Responsible Executive/Non-Executive:	**Caroline Hiscox**
Report Author:	**Sarah Duncan, Board Secretary**

1   Purpose

This paper is presented to the Board for

- Decision

This report relates to a:

- legal requirement to have effective systems for obtaining assurance that NHS Grampian is conducting its business in accordance with statutory and regulatory requirements, is managing risk effectively and is achieving the strategic aims set out in its strategic plan.

This aligns to the following NHS Scotland quality ambition(s):

- Effective
- Person Centred

2   Report summary

2.1   Situation

Standing Order 6.2(b) of the Board's Standing Orders reserve the right to the Board to establish Board committees and determine their terms of reference. Standing Orders 9.1, 9.2 and 9.3 permit the Board to establish such committees and sub-committees as it sees fit, for the Board to approve terms of reference for its committees and appoint chairs and members of committees.

At the Board meeting in June 2022 it was agreed that further consultation be carried out about the 'people powered health' terms of reference for a new Population Health Committee, with draft terms of reference for that Committee to be brought before the Board for approval in August 2022.

It was also agreed that in principle, that an escalation policy for matters to be escalated from committee to the Board be developed and a draft policy be brought to the Board for approval in August 2022.

This report updates on both those instructions and proposes new Chairs and memberships for each assurance committee. It also provides an update on the principles of escalation of items, following the Board seminar in July 2022,

2.2 Background

2.2.1 Population Health Committee

At the June 2022 the NHS Grampian Board approved new terms of reference for the following assurance committees:
- Audit & Risk Committee
- Clinical Governance Committee
- Performance Assurance, Finance & Infrastructure Committee
- Staff Governance Committee

The Board agreed that further consultation be carried out about establishing a Population Health Committee, incorporating the assurance functions on engagement and participation included in the Engagement and Participation Committee (EPC). In particular there was to be further discussion about the wording of the People Powered Health section of the terms of reference to ensure that the EPC chair and committee had sufficient opportunity to guide the final content. This wording has now been agreed in principle by the Chair and members of EPC, the Director of Public Health and the Director of Marketing & Corporate Communications, and terms of reference

for the proposed Population Health Committee are now attached at Appendix 1 for Board approval.

EPC has its final meeting on 17 August and will agree which business will be handed over to the Population Health Committee.

The meeting schedule for the Population Health Committee will be agreed by the Chair of the Committee and the two Executive Leads and added to the Board calendar of meetings.

2.2.2 Committee Chairs and members and other appointments

Pursuant to Standing Order 9.2, the Interim Chair has consulted on committee membership and chairs over the summer and a proposal is attached at Appendix 2 for Board approval. Membership is effective immediately following this Board meeting if approved and will be reviewed at the August 2024 Board meeting, as required under Standing Order 9.2. Outgoing and incoming chairs will agree an appropriate transition in chairing roles over one or two cycles of meetings (see 2.3.4. below).

The number of members of each committee is contained in the committee's Terms of Reference. The Interim Chair proposes to increase the membership of the following committees by one, to accommodate each non-executive board member serving on two committees, to ensure that the quorum is met for each committee meeting and to broaden the range of skills and experience available in each committee for scrutiny members:

Audit & Risk Committee	6 members
Clinical Governance Committee	5 members
Performance Assurance, Finance & Infrastructure Committee	5 members
Staff Governance Committee	5 members (+ 2 members nominated by staff side)

The Population Health Committee has 6 members.

Appendix 2 also notes membership of the Spiritual Care Committee and the Ethics Group and the Champion roles held by non executive Board members.

2.2.3 Escalation of issues from committees to the Board, and between committees

The Board had a governance seminar on 7 July 2022. One of the day's workshops considered the need and process for referring issues between committees and from a committee to the Board. There was a spectrum of opinion expressed about this matter, with agreement that there needed to be clarity about how issues could be examined by the Board if a committee felt it was important for the whole Board to be aware of the issue, but varied views on how formal this process needs to be.

There are multiple informal routes for Board members, in their role as members or Chairs of committees, to discuss issues with the Board Chair, Board Secretary, Executive Leads and Chief Executive. There was consensus at the July Seminar that informal routes can be used initially to discuss issues of concern and agree a route to handle the issue within the governance system, which could include requesting the item be included formally on the Board agenda with a report, or asking another committee to consider it. There will be a regular cycle of meetings for Committee Chairs, the Board Chair and Board Secretary, and forward planning of agendas for both the Board and the Committees will be discussed at those meetings.

A Board development seminar is being planned in autumn 2022 which will include further work on the culture of the Board. A discussion on principles of good governance, including how to raise and escalate issues within the governance structures, will form part of that development seminar.

In addition to considering an escalation process, the seminar also considered the management and reporting of risk to the Board. There was consensus that a risk appetite statement would be very beneficial, to aid Board members in their assessment of the risk attached to an issue and in determining where oversight of that issue should sit in the governance framework.

There is a link between a clear risk appetite statement and any process to escalate issues from committees to the Board. The current risk appetite statement needs updated so a workshop for Board members and the Chief Executive Team will be held to do this work and the revised risk appetite statement brought to both the Audit & Risk Committee and the Board for approval.

The Blueprint for Good Governance also provides guidance for Board members on the factors that they should bear in mind when considering issues and obtaining assurance and a session on the updated Blueprint (once received) will be included in the proposed Board development seminar.

In summary, it is proposed that the process for escalating issues through the Board's governance framework be dealt with by (a) a refreshed risk appetite statement and (b) further development work on Board culture and a refresh of the principles of good governance as detailed in the Blueprint for Good Governance at a Board development seminar in autumn 2022.

2.3   Assessment

2.3.1 Quality/ Patient Care

There are no direct impacts on quality/patient care from the proposals in this paper.

2.3.2 Workforce

There are no direct impacts on workforce from the proposals in this paper.

2.3.3 Financial

There are no financial impacts from the proposals in this paper.

2.3.4 Risk Assessment/Management

There is a risk of disruption to committee business while a new Board assurance committee is established. This will be mitigated by a committee development session, the timing and content of which will be agreed by the new Population Health Chair and the two Executive Leads.

There is a risk of disruption to committee business as new Chairs and members become familiar with the committee. This will be mitigated by a handover period between the outgoing chair and new chair.

2.3.5 Equality and Diversity, including health inequalities

An impact assessment has not been completed because there are no service changes envisaged as a result of the proposals in this paper.

2.3.7 Communication, involvement, engagement and consultation

The revised terms of reference for the Population Health Committee have been consulted on with the Chair and members of EPC, the proposed executive leads and the Board Interim Chair and Vice Chair.

Escalation of issues through the Board's governance processes was considered at the Board Seminar on 7 July 2022.

The Interim Chair consulted Board members about the chairs and memberships of committees.

2.4 Recommendation

The Board is asked to agree that

2.4.1 the revised terms of reference for Population Health Committee provided at Appendix 1 be adopted with effect from 18 August 2022, after the final meeting of the Engagement & Participation Committee.

2.4.2 the chairs and members of each committee and other appointments listed in Appendix 2 be approved, effective immediately.

2.4.3 the terms of reference for the Audit & Risk, Clinical Governance, Performance Assurance, Finance & Infrastructure and Staff Governance Committees be amended to increase the number of members of each committee by one non-executive Board member, effective immediately.

2.4.4   the Board's risk appetite statement be revised and updated at a workshop for Board and Chief Executive Team members, to be held before the October 2022 Board meeting, with the revised risk appetite statement provided to the Audit & Risk Committee and the Board before February 2023.

2.4.5   the principles for escalating issues through the Board's governance framework and a refresher on the principles contained in the Blueprint for Good Governance be considered at a Board development seminar, to be held before the December 2022 Board meeting.

3   List of appendices

The following appendices are included with this report:

- Appendix 1 – Population Health draft terms of reference
- Appendix 2 – Committee chairs and membership