



NHS FORTH VALLEY

STANDING ORDERS FOR THE PROCEEDINGS AND BUSINESS OF FORTH VALLEY NHS BOARD

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**STANDING ORDERS FOR THE PROCEEDINGS AND BUSINESS
OF
FORTH VALLEY NHS BOARD**

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1 General

- 1.1 These Standing Orders for regulation of the conduct and proceedings of Forth Valley NHS Board, the common name for Forth Valley Health Board, [the Board] and its Committees are made under the terms of The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 (2001 No. 302), as amended up to and including The Health Boards (Membership and Procedure) (Scotland) Amendment Regulations 2016 (2016 No. 3).

The NHS Scotland Blueprint for Good Governance (issued through [DL 2019\) 02](#)) has informed these Standing Orders. The Blueprint describes the functions of the Board as:

- Setting the direction, clarifying priorities and defining expectations.
- Holding the executive to account and seeking assurance that the organisation is being effectively managed.
- Managing risks to the quality, delivery and sustainability of services.
- Engaging with stakeholders.
- Influencing the Board's and the organisation's culture.

Further information on the role of the Board, Board members, the Chair, Vice-Chair, and the Chief Executive is available on the NHS Scotland Board Development website (<https://learn.nes.nhs.scot/17367/board-development>)

- 1.2 The Scottish Ministers shall appoint the members of the Board. The Scottish Ministers shall also attend to any issues relating to the resignation and removal, suspension and disqualification of members in line with the above regulations. Any member of the Board may on reasonable cause shown be suspended from the Board or disqualified for taking part in any business of the Board in specified circumstances.
- 1.3 Any statutory provision, regulation or direction by Scottish Ministers, shall have precedence if they are in conflict with these Standing Orders.
- 1.4 Any one or more of these Standing Orders may be varied or revoked at a meeting of the Board by a majority of members present and voting, provided the notice for the meeting at which the proposal is to be considered clearly states the extent of the proposed repeal, addition or amendment. The Board will annually review its Standing Orders.
- 1.5 Any member of the Board may on reasonable cause shown be suspended from the Board or disqualified for taking part in any business of the Board in specified circumstances. The Scottish Ministers may by determination suspend a member from taking part in the business (including meetings) of the Board. Paragraph 5.4 sets out when the person presiding at a Board meeting may suspend a Board member for the remainder of a specific Board meeting. The Standards Commission for Scotland can apply sanctions if a Board member is found to have breached the Board Members' Code of Conduct, and those include suspension and disqualification. The regulations (see paragraph 1.1) also set out grounds for why a person may be disqualified from being a member of the Board.

Board Members – Ethical Conduct

- 1.6 Members have a personal responsibility to comply with the Code of Conduct for Members of the Forth Valley NHS Board. The Commissioner for Public Standards can investigate complaints about members who are alleged to have breached their Code of Conduct. The Board will have appointed a Standards Officer. This individual is responsible for carrying out the duties of that role, however he or she may delegate the carrying out of associated tasks to other members of

staff. The Board's appointed Standards Officer shall ensure that the Board's Register of Interests is maintained. When a member needs to update or amend his or her entry in the Register, he or she must notify the Board's appointed Standards Officer of the need to change the entry within one month after the date the matter required to be registered.

- 1.7 The Board's appointed Standards Officer shall ensure the Register is available for public inspection at the principal offices of the Board at all reasonable times and will be included on the Board's website.
- 1.8 Members must always consider the relevance of any interests they may have to any business presented to the Board or one of its committees. Members must observe paragraphs 5.6 - 5.10 of these Standing Orders, and have regard to Section 5 of the Code of Conduct (Declaration of Interests).
- 1.9 In case of doubt as to whether any interest or matter should be declared, in the interests of transparency, members are advised to make a declaration.
- 1.10 Members shall make a declaration of any gifts or hospitality received in their capacity as a Board member. Such declarations shall be made to the Board's appointed Standards Officer who shall make them available for public inspection at all reasonable times at the principal offices of the Board and on the Board's website. The Register of Interests includes a section on gifts and hospitality. The Register may include the information on any such declarations, or cross-refer to where the information is published.
- 1.11 The Board's Corporate Business Manager shall provide a copy of these Standing Orders to all members of the Board on appointment. A copy shall also be held on the Board's website.

2 Chair

- 2.1 The Scottish Ministers shall appoint the Chair of the Board.

3 Vice-Chair

- 3.1 The Chair shall nominate a candidate or candidates for vice-chair to the Cabinet Secretary. The candidate(s) must be a non-executive member of the Board. A member who is an employee of a Board is disqualified from being Vice-Chair. The Cabinet Secretary will in turn determine who to appoint based on evidence of effective performance and evidence that the member has the skills, knowledge and experience needed for the position. Following the decision, the Board shall appoint the member as Vice-Chair. Any person so appointed shall, so long as he or she remains a member of the Board, continue in office for such a period as the Board may decide.
- 3.2 The Vice-Chair may at any time resign from that office by giving notice in writing to the Chair. The process to appoint a replacement Vice-Chair is the process described at paragraph 3.1.
- 3.3 Where the Chair has died, ceased to hold office, or is unable for a sustained period of time to perform his or her duties due to illness, absence from Scotland or for any other reason, then the Board's Corporate Business Manager should refer this to the Scottish Government. The Cabinet Secretary will confirm which member may assume the role of interim chair in the period until the appointment of a new chair, or the return of the appointed chair. Where the Chair is absent for a short period due to leave (for whatever reason) the Vice-Chair shall assume the role of the Chair in the conduct of the business of the Board. In either of these circumstances references to the Chair shall, so long as there is no Chair able to perform the duties, be taken to include references to either the interim chair or the Vice-Chair. If the Vice-Chair has been appointed as the Interim Chair, then the process described at paragraph 3.1 will apply to

replace the Vice-Chair.

4 Calling and Notice of Board Meetings

- 4.1 The Chair may call a meeting of the Board at any time and shall call a meeting when required to do so by the Board. The Board shall meet at least 6 times in the year and will annually approve a forward schedule of meeting dates.
- 4.2 The Chair will determine the final agenda for all Board meetings. The agenda may include an item for any other business, however this can only be for business which the Board is being informed of for awareness, rather than being asked to make a decision. No business shall be transacted at any meeting of the Board other than that specified in the notice of the meeting except on grounds of urgency.
- 4.3 Any member may propose an item of business to be included in the agenda of a future Board meeting by submitting a request to the Chair. If the Chair elects to agree to the request, then the Chair may decide whether the item is to be considered at the Board meeting which immediately follows the receipt of the request, or a future Board meeting. The Chair will inform the member which meeting the item will be discussed. If any member has a specific legal duty or responsibility to discharge which requires that member to present a report to the Board, then that report will be included in the agenda.
- 4.4 In the event that the Chair decides not to include the item of business on the agenda of a Board meeting, then the Chair will inform the member in writing as to the reasons why.
- 4.5 A Board meeting may be called if one third of the whole number of members signs a requisition for that purpose. The requisition must specify the business proposed to be transacted. The Chair is required to call a meeting within 7 days of receiving the requisition. If the Chair does not do so, or simply refuses to call a meeting, those members who presented the requisition may call a meeting by signing an instruction to approve the notice calling the meeting provided that no business shall be transacted at the meeting other than that specified in the requisition.
- 4.6 Before each meeting of the Board, a notice of the meeting (in the form of an agenda), specifying the time, place and business proposed to be transacted at it and approved by the Chair, or by a member authorised by the Chair to approve on that person's behalf, shall be circulated to every member so as to be available to them at least three clear days before the meeting. The notice shall be distributed along with any papers for the meeting that are available at that point.
- 4.7 With regard to calculating clear days for the purpose of notice under 4.6 and 4.9, the period of notice excludes the day the notice is sent out and the day of the meeting itself. Additionally only working days (Monday to Friday) are to be used when calculating clear days; weekend days and public holidays should be excluded.
- Example: If a Board is meeting on a Wednesday, the notice and papers for the meeting should be distributed to members no later than the preceding Thursday. The three clear days would be Friday, Monday and Tuesday. If the Monday was a public holiday, then the notice and papers should be distributed no later than the preceding Wednesday.
- 4.8 Lack of service of the notice on any member shall not affect the validity of a meeting.
- 4.9 Board meetings shall be held in public. A public notice of the time and place of the meeting shall be provided at least three clear days before the meeting is held. The notice and the meeting papers shall also be placed on the Board's website. The meeting papers will include the minutes of committee meetings which the relevant committee has approved. The exception is that the meeting papers will not include the minutes of the Remuneration Committee. The

Board may determine its own approach for committees to inform it of business which has been discussed in committee meetings for which the final minutes are not yet available. For items of business which the Board will consider in private session (see paragraph 5.22), only the Board members will normally receive the meeting papers for those items, unless the person presiding agrees that others may receive them.

5 Conduct of Meetings

Authority of the Person Presiding at a Board Meeting

- 5.1 The Chair shall preside at every meeting of the Board. The Vice-Chair shall preside if the Chair is absent. If both the Chair and Vice Chair are absent, the members present at the meeting shall choose a Board member who is not an employee of a Board to preside.
- 5.2 The duty of the person presiding at a meeting of the Board or one of its committees is to ensure that the Standing Orders or the committee's terms of reference 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.
- 5.3 The person presiding may direct that the meeting can be conducted in any way that allows members to participate, regardless of where they are physically located, e.g. video-conferencing, teleconferencing. For the avoidance of doubt, those members using such facilities will be regarded as present at the meeting.
- 5.4 In the event that any member who disregards the authority of the person presiding, obstructs the meeting, or conducts himself/herself inappropriately the person presiding may suspend the member for the remainder of the meeting. If a person so suspended refuses to leave when required by the person presiding to do so, the person presiding will adjourn the meeting in line with paragraph 5.12. For paragraphs 5.5 to 5.20, reference to 'Chair' means the person who is presiding the meeting, as determined by paragraph 5.1.

Quorum

- 5.5 The Board will be deemed to meet only when there are present, and entitled to vote, a quorum of at least one third of the whole number of members, including at least two members who are not employees of a Board. The quorum for committees will be set out in their terms of reference, however it can never be less than two Board members.
- 5.6 In determining whether or not a quorum is present the Chair must consider the effect of any declared interests.
- 5.7 If a member, or an associate of the member, has any pecuniary or other interest, direct or indirect, in any contract, proposed contract or other matter under consideration by the Board or a committee, the member should declare that interest at the start of the meeting. This applies whether or not that interest is already recorded in the Board Members' Register of Interests. Following such a declaration, the member shall be excluded from the Board or committee meeting when the item is under consideration, and should not be counted as participating in that meeting for quorum or voting purposes.
- 5.8 Paragraph 5.7 will not apply where a member's, or an associate of their, interest in any company, body or person is so remote or insignificant that it cannot reasonably be regarded as likely to affect any influence in the consideration or discussion of any question with respect to that contract or matter. In March 2015, the Standards Commission granted a dispensation to NHS Board members who are also voting members of integration joint boards. The effect is that those members do not need to declare as an interest that they are a member of an

integration joint board when taking part in discussions of general health & social care issues. However members still have to declare other interests as required by Section 5 of the Board Members' Code of Conduct.

- 5.9 If a question arises at a Board meeting as to the right of a member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting be referred to the Chair. The Chair's ruling in relation to any member other than the Chair is to be final and conclusive. If a question arises with regard to the participation of the Chair in the meeting (or part of the meeting) for voting or quorum purposes, the question is to be decided by the members at that meeting. For this latter purpose, the Chair is not to be counted for quorum or voting purposes.
- 5.10 Paragraphs 5.6-5.9 shall equally apply to members of any Board committees, whether or not they are also members of the Board, e.g. stakeholder representatives.
- 5.11 When a quorum is not present, the only actions that can be taken are to either adjourn to another time or abandon the meeting altogether and call another one. The quorum should be monitored throughout the conduct of the meeting in the event that a member leaves during a meeting, with no intention of returning. The Chair may set a time limit to permit the quorum to be achieved before electing to adjourn, abandon or bring a meeting that has started to a close.

Adjournment

- 5.12 If it is necessary or expedient to do so for any reason (including disorderly conduct or other misbehaviour at a meeting), a meeting may be adjourned to another day, time and place. A meeting of the Board, or of a committee of the Board, may be adjourned by the Chair until such day, time and place as the Chair may specify.

Business of the Meeting

The Agenda

- 5.13 If a member wishes to add an item of business which is not in the notice of the meeting, he or she must make a request to the Chair ideally in advance of the day of the meeting and certainly before the start of the meeting. The Chair will determine whether the matter is urgent and accordingly whether it may be discussed at the meeting.
- 5.14 The Chair may change the running order of items for discussion on the agenda at the meeting. Please also refer to paragraph 4.2.

Decision-Making

- 5.15 The Chair may invite the lead for any item to introduce the item before inviting contributions from members. Members should indicate to the Chair if they wish to contribute, and the Chair will invite all who do so to contribute in turn. Members are expected to question and challenge proposals constructively and carefully to reach and articulate a considered view on the suitability of proposals.
- 5.16 The Chair will consider the discussion, and whether or not a consensus has been reached. Where the Chair concludes that consensus has been reached, then the Chair will normally end the discussion of an item by inviting agreement to the outcomes from the discussion and the resulting decisions of the Board.
- 5.17 As part of the process of stating the resulting decisions of the Board, the Chair may propose an adaptation of what may have been recommended to the Board in the accompanying report, to reflect the outcome of the discussion.

- 5.18 The Board may reach consensus on an item of business without taking a formal vote, and this will be normally what happens where consensus has been reached.
- 5.19 Where the Chair concludes that there is not a consensus on the Board's position on the item and/ or what it wishes to do, then the Chair will put the decision to a vote. If at least two Board members ask for a decision to be put to a vote, then the Chair will do so. Before putting any decision to vote, the Chair will summarise the outcome of the discussion and the proposal(s) for the members to vote on.
- 5.20 Where a vote is taken, the decision shall be determined by a majority of votes of the members present and voting on the question. In the case of an equality of votes, the Chair shall have a second or casting vote. The Chair may determine the method for taking the vote, which may be by a show of hands, or by ballot, or any other method the Chair determines.
- 5.21 While the meeting is in public the Board may not exclude members of the public and the press (for the purpose of reporting the proceedings) from attending the meeting.

Board Meeting in Private Session

- 5.22 The Board may agree to meet in private in order to consider certain items of business. The Board may decide to meet in private on the following grounds:
- The Board is still in the process of developing proposals or its position on certain matters, and needs time for private deliberation.
 - The business relates to the commercial interests of any person and confidentiality is required, e.g. when there is an ongoing tendering process or contract negotiation.
 - The business necessarily involves reference to personal information, and requires to be discussed in private in order to uphold the Data Protection Principles.
 - The Board is otherwise legally obliged to respect the confidentiality of the information being discussed.
- 5.23 The minutes of the meeting will reflect when the Board has resolved to meet in private.

Minutes

- 5.24 The names of members present at a meeting of the Board, or of a committee of the Board, shall be recorded in the minute of the meeting. The names of other persons in attendance shall also be recorded.
- 5.25 The Board's Corporate Business Manager (or his/her authorised nominee) shall prepare the minutes of meetings of the Board and its committees. The Board or the committee shall review the draft minutes at the following meeting. The person presiding at that meeting shall sign the approved minute.

6 Matters Reserved for the Board

Introduction

- 6.1 The Scottish Government retains the authority to approve certain items of business. There are other items of the business which can only be approved at an NHS Board meeting, due to either Scottish Government directions or a Board decision in the interests of good governance practice.

6.2 This section summarises the matters reserved to the Board:

- a) Standing Orders
- b) The establishment and terms of reference of all its committees, and appointment of committee members
- c) Organisational Values
- d) The strategies for all the functions that it has planning responsibility for, subject to any provisions for major service change which require Ministerial approval.
- e) The Annual Operational Plan for submission to the Scottish Government for its approval. (Note: The Board should consider the draft for submission in private session. Once the Scottish Government has approved the Annual Operational Plan, the Board should receive it at a public Board meeting.)
- f) Corporate objectives or corporate plans which have been created to implement its agreed strategies.
- g) Risk Management Policy.
- h) Financial plan for the forthcoming year, and the opening revenue and capital budgets.
- i) Standing Financial Instructions and a Scheme of Delegation.
- j) Annual accounts and report. (Note: Note: This must be considered when the Board meets in private session. In order to respect Parliamentary Privilege, the Board cannot publish the annual accounts or any information drawn from it before the accounts are laid before the Scottish Parliament. Similarly the Board cannot publish the report of the external auditors of their annual accounts in this period.)
- k) Any business case item that is beyond the scope of its delegated financial authority before it is presented to the Scottish Government for approval. The Board shall comply with the [Scottish Capital Investment Manual](#).
- l) The Board shall approve the content, format, and frequency of performance reporting to the Board.
- m) The appointment of the Board's chief internal auditor. (Note: This applies either when the proposed chief internal auditor will be an employee of the Board, or when the chief internal auditor is engaged through a contract with an external provider. The audit committee should advise the Board on the appointment, and the Board may delegate to the audit committee oversight of the process which leads to a recommendation for appointment.)

6.3 The Board may be required by law or Scottish Government direction to approve certain items of business, e.g. the integration schemes for a local authority area.

6.4 The Board itself may resolve that other items of business be presented to it for approval.

7 Delegation of Authority by the Board

7.1 Except for the Matters Reserved for the Board, the Board may delegate authority to act on its behalf to committees, individual Board members, or other Board employees. In practice this is achieved primarily through the Board's approval of the Standing Financial Instructions and the Scheme of Delegation available on the NHS Board website.

7.2 The Board may delegate responsibility for certain matters to the Chair for action. In such circumstances, the Chair should inform the Board of any decision or action subsequently taken on these matters.

7.3 The Board and its officers must comply with the [NHS Scotland Property Transactions Handbook](#), and this is cross-referenced in the Scheme of Delegation.

7.4 The Board may, from time to time, request reports on any matter or may decide to reserve any particular decision for itself. The Board may withdraw any previous act of delegation to allow this.

8 Execution of Documents

8.1 Where a document requires to be authenticated under legislation or rule of law relating to the authentication of documents under the Law of Scotland, or where a document is otherwise required to be authenticated on behalf of the Board, it shall be signed by an executive member of the Board or any person duly authorised to sign under the Scheme of Delegation in accordance with 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.

8.2 Scottish Ministers shall direct which officers of the Board can sign on their behalf in relation to the acquisition, management and disposal of land.

8.3 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.

9 Committees

9.1 Subject to any direction issued by Scottish Ministers, the Board shall appoint such committees (and sub-committees) as it thinks fit. NHS Scotland Board Development website will identify the committees which the Board must establish. (<https://learn.nes.nhs.scot/17367/board-development>)

9.2 The Board shall appoint the chairs of all committees. The Board shall approve the terms of reference and membership of the committees. The Board shall review these as and when required, and shall review the terms within 2 years of their approval if there has not been a review.

9.3 The Board shall appoint committee members to fill any vacancy in the membership as and when required. If a committee is required by regulation to be constituted with a particular membership, then the regulation must be followed

9.4 Provided there is no Scottish Government instruction to the contrary, any non-executive Board member may replace a Committee member who is also a non-executive Board member, if such a replacement is necessary to achieve the quorum of the committee.

9.5 The Board's Standing Orders relating to the calling and notice of Board meetings, conduct of meetings, and conduct of Board members shall also be applied to committee meetings where the committee's membership consist of or include all the Board members. Where the committee's members includes some of the Board's members, the committee's meetings shall not be held in public and the associated committee papers shall not be placed on the Board's website, unless the Board specifically elects otherwise.. Generally Board members who are not members of a committee may attend a committee meeting and have access to the meeting papers. However if the committee elects to consider certain items as restricted business, then the meeting papers for those items will normally only be provided to members of that committee. The person presiding the committee meeting may agree to share the meeting papers for restricted business papers with others.

- 9.6 The Board shall approve a calendar of meeting dates for its committees. The committee chair may call a meeting any time, and shall call a meeting when requested to do so by the Board.
- 9.7 The Board may authorise committees to co-opt members for a period up to one year, subject to the approval of both the Board and the Accountable Officer. A committee may decide this is necessary to enhance the knowledge, skills and experience within its membership to address a particular element of the committee's business. A co-opted member is one who is not a member of Forth Valley NHS Board and is not to be counted when determining the committee's quorum.

FORTH VALLEY NHS BOARD

ANNEX A STANDING ORDERS

SUSPENSION AND DISQUALIFICATION

- (1) Subject to paragraphs (2) and (3), a person shall be disqualified from being a Member, if-**
- (a) they have, within the period of five years immediately preceding the proposed date of appointment, been convicted in the United Kingdom, the Channel Islands, the Isle of Man or the Irish Republic of any offence in respect of which they have received a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine;
 - (b) their estate has been sequestrated in Scotland or they have otherwise been adjudged bankrupt elsewhere than in Scotland, they have granted a trust deed for the benefit of their creditors or entered into any arrangement with their creditors, or a curator bonis or judicial factor has been appointed over their affairs;
 - (c) they have resigned or been removed or been dismissed, otherwise than by reason of redundancy, from any paid employment or office with a health service body;
 - (d) they are a person whose appointment as the chairperson, member or director of a health service body has been terminated other than by the expiration of their term of office;
 - (e) they are a chairperson, member, director or employee of a health service body outwith the Forth Valley NHS Board area;
 - (f) they have had their name removed, by a direction under section 29 of the Act, from any list prepared under Part II of the Act and have not subsequently had their name included in such a list;
 - (g) they are a person whose name has been included in any list prepared under Part II of the Act, and whose name has been withdrawn from the list on their own application;
 - (h) they have had their name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of the 1977 Act and have not subsequently had their name included in such a list;
 - (i) they are a person whose name has been included in any list prepared under Part II of the 1977 Act, and whose name has been withdrawn from the list on their own application;
 - (j) they are a person who is subject to a disqualification order under the Company Directors Disqualification Act 1986; or
 - (k) they are a person who has been removed from the position of trustee of a charity, whether by the court or by the Charity Commissioner.

(2) For the purpose of paragraph (1) –

(a) the disqualification attaching to a person whose estate has been sequestrated shall cease if and when-

- (i) the sequestration of their estate is recalled or reduced; or
- (ii) the sequestration is discharged;

(b) the disqualification attaching to a person by reason of their having been adjudged bankrupt shall cease if and when-

- (i) the bankruptcy is annulled; or
- (ii) they are discharged;

(c) the disqualification attaching to a person in relation to whose estate a judicial factor has been appointed shall cease if and when-

- (i) that appointment is recalled; or
- (ii) the judicial factor is discharged;

(d) the disqualification attaching to a person who has granted a trust deed or entered into an arrangement with their creditors shall cease if and when that person pays their creditors in full or on the expiry of five years from the date of their granting the deed or entering into the arrangement.

(3) The Scottish Ministers may direct that in relation to any individual person or Board any disqualification so directed shall not apply in relation thereto.

(4) For the purposes of paragraph (1)(a) the date of conviction shall be deemed to be the date on which the days of appeal expire without any appeal having been lodged, or if an appeal has been made, the date on which the appeal is finally disposed of or treated as having been abandoned.

FORTH VALLEY NHS BOARD

ANNEX B

**STANDING ORDERS FOR THE PROCEEDINGS AND BUSINESS OF
FORTH VALLEY NHS BOARD**

COMMITTEE REMITS

- Audit Committee
- Staff Governance Committee
- Staff Governance Remuneration Sub-Committee
- Clinical Governance Committee
- Clinical Governance Ethical Issues Sub-Committee
- Endowments Committee
- Performance and Resources Committee
- Pharmacy Practices Committee



FORTH VALLEY NHS BOARD

AUDIT and RISK COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

The Board and Accountable Officer have established an Audit and Risk Committee as a Committee of the Board to support in their responsibilities for issues of risk, control and governance, and associated assurance through a process of constructive challenge.

The purpose of the Audit and Risk Committee is to ensure that NHS Board activities including Patients Private Funds and Endowment Funds are:

- within the law and regulations governing the NHS;
- that an effective system of internal control is maintained to give reasonable assurance that assets are safeguarded, waste or inefficiency avoided and reliable financial information produced and that value for money is continuously sought.

2. COMPOSITION

2.1 Membership

The membership of the Committee shall consist of five Non-Executive Members of the NHS Board. The Chair of NHS Forth Valley and Executive NHS Board Members are not eligible for Membership.

2.2 Appointment of Chairperson

The Chairperson of the Committee shall be appointed at a full business meeting of Forth Valley NHS Board in accordance with Standing Orders.

2.3 Attendance

The Accountable Officer and the Director of Finance of NHS Forth Valley, the Chief Internal Auditor and the Statutory External Auditor shall normally attend meetings. The Committee can request the attendance of any officer of NHS Forth Valley. All NHS Board Members shall have the right of attendance and have access to papers, except where the Committee resolves otherwise.

3. MEETINGS

3.1 Frequency

Meetings of the Committee will be timetabled annually to coincide with the important events of the year and before important decisions are made.

Meetings will be held at a minimum of four times per annum. This timetable should also assist with scheduling key items of business to be discussed at each meeting. The Board or Accountable Officer may request the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

3.2 Agenda and Papers

The Agenda and supporting papers will be sent out at least five working days in advance of the meetings. All papers will clearly state the agenda reference, the author, the purpose of the paper together with the action the Committee are asked to consider.

3.3 Quorum

No business shall be transacted unless a minimum of two Audit and Risk Committee Members are present.

3.4 Minutes

Formal Minutes will be kept of proceedings and submitted for approval at the next meeting. Recognising the issue of the relative timing and scheduling of meetings, Minutes of the Audit and Risk Committee will be presented in draft form to the next NHS Board Meeting to ensure NHS Board Members are aware of issues considered and decisions taken by the respective Committees. The draft Minutes will be cleared by the Chair of the Committee and the nominated Lead Director prior to distribution.

3.5 Other

If necessary, meetings of the Committee shall be convened and attended exclusively by Members of the Committee and/or the External Auditor or Internal Auditor.

The Chief Internal Auditor and a representative from External Audit will have free and confidential access to the Chair of the Audit and Risk Committee.

4. REMIT

4.1 Objectives

The main objectives of the Audit and Risk Committee are to ensure that NHS Forth Valley acts within the law, regulations and code of conduct applicable to it and that an effective system of internal control is maintained. The duties of the Audit and Risk Committee are in accordance with the Public Sector Internal Audit Standards and the Scottish Government Audit and Assurance Committee Handbook. The Audit and Risk Committee will also periodically review its own effectiveness and report the results of that review to the Board and Accountable Officer.

4.2 Internal Control and Corporate Governance

4.2.1 To evaluate the framework of internal control and corporate governance comprising the following components:

- Control environment
- Risk management strategy and procedures
- Decision-making processes
- Information and communication
- Monitoring and corrective action
- Anti-fraud policies, whistle-blowing processes and arrangements for special investigations

4.2.2 To review the system of internal financial control which includes:

- The safeguarding of assets against unauthorised use and disposition.
- Maintenance of proper accounting records and the reliability of financial information used within the organisation or for publication.

4.2.3 To ensure the NHS Board's activities are within the law and regulations governing the NHS.

4.2.4 To review and recommend approval to the NHS Board of the Risk Management Strategy.

4.2.5 To present an annual assurance statement on the above to the NHS Board to support the Governance Statement

4.2.6 To take account of the implications of publications detailing best audit practice

4.2.7 To take account of recommendations contained in the relevant reports of the Auditor General and the Scottish Parliament.

4.2.8 To review reports on Counter Fraud and Bribery arrangements and performance against the same.

4.3 Internal Audit

4.3.1 To influence, review and approve the Internal Audit Strategic and Annual Plan.

4.3.2 To monitor audit progress and review audit reports.

4.3.3 To monitor the management action taken in response to the audit recommendations through an agreed follow-up mechanism.

4.3.4 To consider the Chief Internal Auditor's annual report and assurance statement.

4.3.5 To review the operational effectiveness of Internal Audit by considering the audit standards, resources, staffing, technical competency and performance measures.

4.3.6 To ensure there is direct contact between the Audit and Risk Committee and Internal Audit and the opportunity is given for discussions with the Chief Internal Auditor as required without the presence of the Executive Directors.

4.3.7 To review the terms of reference and appointment of the Internal Auditors

4.4 External Audit

4.4.1 To review the Audit Strategy and Plan, including the Performance Audit Programme.

4.4.2 To consider all statutory audit material, in particular:

- Audit Reports (including Performance Audit Studies)
- Annual Reports
- Management Letters

relating to the certification of the NHS Board.

- 4.4.3 To monitor management action taken in response to all External Audit recommendations including Performance Audit Studies following consideration by the relevant Committee.
- 4.4.4 To hold meetings with the External Auditors at least once per year without the presence of the Executive Directors.
- 4.4.5 To review the extent of co-operation between External and Internal Audit.
- 4.4.6 Annually appraise the performance of the External Auditors.
- 4.4.7 To note the appointment and remuneration of External Auditors and to examine any reason for the resignation or dismissal of the Auditors.

4.5 Standing Orders and Standing Financial Instructions

- 4.5.1 To review changes to the Standing Orders and Standing Financial Instructions.
- 4.5.2 To examine the circumstances associated with each occasion when Standing Orders are waived or suspended.
- 4.5.3 To review the Scheme of Delegation.

4.6 Annual Accounts

- 4.6.1 To review annually (and approve) any changes in accounting policy.
- 4.6.2 To review schedule of losses and compensation payments.
- 4.6.3 To review and recommend approval to the NHS Board of the Annual Accounts.
- 4.6.4 To report in the Directors Report on the roles and responsibilities of the Audit and Risk Committee and actions taken to discharge those.
- 4.6.5 To review and recommend approval to the NHS Board of the Patients Funds Annual Accounts.

- 4.7 Receive reports from the FHS (Family Health Service) Performance Review / Reference Group which is responsible for dealing with Primary Care contractor issues and alleged breaches of terms of reference.

5. OTHER

- 5.1 The Committee has a duty to review its own performance, effectiveness and terms of reference on an annual basis.

- 5.2** The Committee shall monitor the mechanism to keep up-to-date with changes to topical laws and regulations.
- 5.3** The Chairperson shall submit an Annual Report of the work of the Committee to the NHS Board and Accountable Officer.
- 5.4** The Committee is authorised to obtain outside legal or other professional advice it considers necessary.
- 5.5** The Committee shall review proposals for tendering for either Internal or External Audit services or for the purchase of non-audit services from Contractors who provide Audit Services.

FORTH VALLEY NHS BOARD

STAFF GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

1.1 The purpose of the Staff Governance Committee is to provide the NHS Board with the assurance that –

- There is a culture within NHS Forth Valley where the highest possible standard of staff management is understood to be the responsibility of everyone working in Forth Valley and is built upon partnership and collaboration.
- Staff governance mechanisms are in place and effective throughout the local NHS system.
- Performance is reviewed against the Staff Governance standard.

2. COMPOSITION

2.1 Membership

The membership of the Committee shall consist of 4 Non Executive Members of the NHS Board one of whom must be the Employee Director and 2 Lay representatives from the Trade Unions and Professional Organisation nominated by the Area Partnership Forum resulting in membership as follows :-

- Two Non-Executive NHS Board Members
- Chair of the NHS Board
- Employee Director
- Two Lay members

2.2 Appointment of Chairperson

The Chairperson of the Committee shall be appointed at a full business meeting of Forth Valley NHS Board in accordance with Standing Orders.

2.3 Attendance

The Chief Executive of NHS Forth Valley, Director of Nursing and the Director of Human Resources shall normally attend meetings. The Committee can routinely request the attendance of any officer of NHS Forth Valley at its meetings.

All NHS Board Members shall have the right of attendance and have access to papers except where the Committee resolves otherwise.

3. MEETINGS

3.1 Frequency

Meetings of the Committee will be timetabled annually. This schedule should also identify the key items of business to be discussed at each meeting. The Committee shall meet as necessary to fulfil its remit and Meetings will be held at a minimum of once in every quarter.

3.2 Agenda and Papers

The Agenda and supporting papers will be sent out at least five working days in advance of the meetings. All papers will clearly state the agenda reference, the author, the purpose of the paper together with the action the Committee are asked to consider.

3.3 Quorum

No business shall be transacted unless a minimum of four Staff Governance Committee Members are present.

3.4 Minutes

Formal Minutes will be kept of proceedings and submitted for approval at the next meeting. Recognising the issue of relative timing and scheduling meetings, Minutes of the Staff Governance Committee will be presented in draft form to the next NHS Board meeting to ensure NHS Board Members are aware of issues considered and decisions taken by the respective Committees. The draft Minutes will be cleared by the Chair of the Committee and the nominated Lead Executive prior to distribution.

3.5 Remuneration Sub-Committee

Minutes (or draft Minutes) of the Remuneration Sub-Committee will be presented to the next Staff Governance Committee. The Remuneration Sub-Committee remit and membership is attached as Annex 1. The Sub-Committee reports to the Staff Governance Committee.

3.6 Other

If necessary, meetings of the Committee shall be convened and attended exclusively by Members of the Committee.

4. REMIT

4.1 Objectives

The main objectives of the Staff Governance Committee are to ensure that staff governance mechanisms are in place and effective throughout the local NHS System and that performance is reviewed against relevant Staff Governance standards. The Committee shall support the creation of a culture within the health system where the delivery of the highest possible standard of staff management is understood to be the responsibility of everyone working within the system and is built upon partnership and collaboration.

4.2 Systems Assurance and Staff Governance

4.2.1 To receive summary reports from the Area Partnership Forum in relation to Human Resource and Organisational Development Strategy and Policies. Policy development and approval is delegated to the Area Partnership Forum.

- 4.2.2 To monitor implementation of the Workforce Modernisation Agenda through the assessment of regular reports.
- 4.2.3 To commission the introduction of structures and processes which ensure that delivery against the Staff Governance Standard is being achieved.
- 4.2.4 To ensure consistency of policy and equity of treatment of employees
- 4.2.5 To ensure that a consistent approach to the job evaluation is in place
- 4.2.6 To monitor Workforce Plan development and its associated action plan
- 4.2.7 To ensure that an appropriate approach is in place to deal with staff risk management (including staff and patient safety) across the system working within NHS Forth Valley Risk Management Strategy.
- 4.2.8 To provide staff governance information for the statement of internal control

Internal Review

- 4.3.1 To monitor and evaluate strategies and implementation plans relating to people management.
- 4.3.2 To review staff survey results and to monitor implementation of agreed action plans.
- 4.3.3 To monitor performance in NHS Forth Valley in
 - Staff communications
 - learning and development
 - partnership working (through links with Area Partnership Forum)
 - safe and healthy working environment
 - Human Resource Policies and Procedures
- 4.3.4 To propose and support any policy amendment, funding or resource submission to achieve the Staff Governance Standard recognising that such proposals will require to be assessed as part of the over-arching local prioritisation process.
- 4.3.5 To receive minutes from Health and Safety Committee and to monitor governance arrangements as they relate to staff.

4.4 External Review

- 4.4.1 To take responsibility for the timely submission of all staff governance information required for national monitoring arrangements and ensure follow-up action is taken in respect of relevant external reviews such as Audit Reports.
- 4.4.2 To oversee the implementation of Everyone Matters, the national workforce vision and related workforce strategies.
 - Partnership Information Network Guidelines
 - Fair for All
- 4.4.3 To review all appropriate Performance elements routinely.
- 4.4.4 To recognise the implementation of the 'Once for Scotland' Workforce Policies

5. Other

- 5.1** The Committee has a duty to review its own performance, effectiveness, including running costs and Terms of Reference on an annual basis
- 5.2** The Chairman shall submit an Annual Report on the work of the Committee to the NHS Board.
- 5.3** The Committee is authorised to obtain professional advice it considers necessary.

FORTH VALLEY NHS BOARD

ANNEX 1 STAFF GOVERNANCE REMUNERATION SUB-COMMITTEE

TERMS OF REFERENCE

1. Purpose

1.1 The Committee shall be known as the Remuneration Sub-Committee of the Staff Governance Committee. Its main function is to ensure the application and implementation of fair and equitable pay systems on behalf of the Board, as determined by Ministers and SGHD and described in MEL(1993)114 and subsequent amendments. The Remuneration Committee will also, through the Staff Governance Committee be required to provide assurance that systems and procedures are in place to manage the issues set out in MEL (1993)114 (amended) so that the overarching staff governance responsibilities can be discharged. The Staff Governance Committee will not be given the detail of confidential employment issues that are considered by the Remuneration Sub-Committee; these can only be considered by Non-Executive Directors of the Board. It shall approve performance management arrangements and terms and conditions for the Chief Executive and Executive Directors, monitor and review Executive cohort and Senior Managers performance.

2. Composition

2.1 Membership

The Remuneration Sub-Committee members will be appointed by the NHS Board and will consist of

- The Chairman of the NHS Board
- Two Non-Executive Directors including Chair of Staff Governance Committee
- Employee Director

2.2 Attendance

The Chief Executive and Director of Human Resources will attend meetings of the Remuneration Sub-Committee as Professional Advisers and Assessors and provide appropriate support. They will not be present when the terms and conditions for their own posts are being discussed.

2.3 Appointment of Chairperson

The Chair of Staff Governance Committee will act as Chair of the Remuneration Sub-Committee

3. Meetings

3.1 Frequency of Meetings

Meetings of the Committee will be timetabled annually. This schedule should also identify the key items of business to be discussed at each meeting.

The Committee shall meet as necessary to fulfil its remit and meetings will be held at a minimum of once every quarter.

3.2 Agenda and Papers

The Agenda and supporting papers will be sent out at least five working days in advance of the meetings. All papers will clearly state the agenda reference, the author, the purpose of the paper, together with the action the Sub-Committee are asked to consider.

3.3 Quorum

No business shall be transacted unless a minimum of two Sub-Committee Members are present.

3.4 Minutes

Formal Minutes will be kept of proceedings and submitted for approval at the next meeting. Recognising the issue of relative timing of meetings, Minutes of the Remuneration Sub-Committee will be presented in draft form to the next Staff Governance Committee to ensure awareness of issues considered and decisions taken by the respective Sub-Committee. The draft Minutes will be cleared by the Chair of the Sub-Committee and the nominated lead Executive.

3.5 Other

In order to fulfil its remit, the Remuneration Sub-Committee can obtain whatever professional advice it requires and invite if necessary external experts to meetings.

4. Remit

4.1 To agree all terms and conditions of employment of the Chief Executive and Executive Directors and other designated posts of the NHS Board in the following respects:

- Content and format of job descriptions
- Terms of employment including tenure
- Basic pay
- Individual performance pay
- Group performance pay
- Benefits including pension, superannuation arrangements, removal arrangements and motor cars
- Annual salary review.

4.2 To receive reports as appropriate from the Director of Human Resources on Executive Level Grading Decisions.

4.3 The NHS Board will consider and approve annually the Forth Valley Corporate Plan, from which all corporate objectives will be determined. The Remuneration Sub-Committee will then determine the corporate objectives for the Chief Executive and Executive Directors of the NHS Board are at the start of the year in which performance is assessed by

- Receiving a report from the Chairman of the NHS Board on the Board Chief Executive's proposed objectives.
- Receiving a report from the Chief Executive on the proposed objectives for the other Executive Directors of the NHS Board.

- Receiving reports mid year on performance of objectives.
 - Receiving reports at the end of the year including information on weightings and ratings for salary determination.
- 4.4** To agree the NHS Board arrangements for performance management of senior management and ensure that the performance of the Executive Members is rigorously assessed against agreed objectives within the terms of the performance management arrangements referred to above.
- 4.5** To regularly review the NHS Board's policy for the remuneration and performance management of Senior Management in the light of guidance issued by the Scottish Government Health Department.
- 4.6** The Sub-Committee has a duty to review its own performance, effectiveness and Terms of Reference on an annual basis.
- 4.7** To ensure that a consistent approach to job evaluation is in place.

FORTH VALLEY NHS BOARD

CLINICAL GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

The purpose of the Clinical Governance Committee is to provide the NHS Board with

- Systems Assurance – to ensure that clinical and information governance mechanisms are in place and effective throughout the local NHS system and services that are commissioned from independent providers and other partner agencies.
- Public Health Governance – to ensure that the principles and standards of clinical governance are applied to the health improvement and health protection activities of the NHS Board.

2. COMPOSITION

2.1 Membership

The Membership of the Committee shall consist of

- Two Non-Executive Members of the NHS Board
- Chair of Area Clinical Forum
- Two Members of the NHS Forth Valley Public Involvement Network

2.2 Appointment of Chairperson

The Chairperson of the Committee shall be appointed at a full business meeting of Forth Valley NHS Board in accordance with Standing Orders.

2.3 Attendance

The Chief Executive of NHS Forth Valley, the Medical Director, the Nurse Director, the Director of Public Health & Strategic Planning and the Director of Pharmacy. Additionally the Deputy Director of Human Resources with responsibility for staff governance, the Head of Clinical Governance and the Infection Control Manager shall also normally attend. The Committee can request the attendance of any officer or family practitioner of NHS Forth Valley at its meetings.

All NHS Board Members shall have the right of attendance and have access to papers except where the Committee resolves otherwise.

3. MEETINGS

3.1 Frequency

Meetings of the Committee will be timetabled annually. This schedule should also identify the key items of business to be discussed at each meeting.

The Committee shall meet as necessary to fulfil its remit and Meetings will be held at a minimum of once in every quarter.

3.2 Agenda and Papers

The Agenda and supporting papers will be sent out at least five working days in advance of the meetings. All papers will clearly state the agenda reference, the author, the purpose of the paper together with the action the Committee are asked to consider.

3.3 Quorum

No business shall be transacted unless a minimum of two Non Executive Members are present

3.4 Minutes

Formal Minutes will be kept of proceedings and submitted for approval at the next meeting.

Recognising the issue of relative timing and scheduling of meetings, Minutes of the Clinical Governance Committee will be presented in draft form to the next Board Meeting to ensure NHS Board Members are aware of issues considered and decisions taken by the respective Committees. The draft Minutes will be cleared by the Chair of the Committee and the nominated lead Director prior to distribution.

3.5 Other

If necessary, meetings of the Committee shall be convened and attended exclusively by members of the Committee.

3.6 Clinical Governance Working Group

Minutes (or draft Minutes) of the Clinical Governance Working Group will be presented to the next Clinical Governance Committee. The Clinical Governance Working Group reports to the Clinical Governance Committee.

3.7 Ethical Issues Sub-Committee

Minutes (or draft Minutes) of the Ethical Issues Sub-Committee will be presented to the Clinical Governance Committee following the meeting of the Sub-Committee. The Committee meets on an ad hoc basis as required. The Sub-Committee reports to the Clinical Governance Committee

3.7 Organ Donation Sub-Committee

Minutes (or draft Minutes) of the Organ Donation Sub-Committee will be presented to the next Clinical Governance Committee. The Sub-Committee reports to the Clinical Governance Committee

4. REMIT

4.1 Objectives

The main objectives of the Clinical Governance Committee are to provide:-

- Systems Assurance – to ensure that clinical governance mechanisms including information governance are in place and effective throughout the local NHS system.
- Public Health Governance – to ensure that the principles and standards of clinical governance are applied to the health improvement and health protection activities of the NHS Board

4.2 Remit

The overall remit of the Committee shall be to:

- 4.2.1 Ensure that appropriate Clinical Governance systems are in place across all parts of NHS Forth Valley.
- 4.2.2 Ensure that appropriate Information Governance systems are in place across all parts of NHS Forth Valley.
- 4.2.3 Ensure that an overall approach to clinical quality improvement is in place across NHS Forth Valley.
- 4.2.4 Ensure that an appropriate approach is in place to deal with clinical risk management (including staff and patient safety) across the system working within NHS Forth Valley Risk Management Strategy.
- 4.2.5 Identify priorities for action as a result of the work of the Committee.

4.3 Responsibilities

The responsibilities of the Committee shall be to:-

- 4.3.1 Ensure that all elements of the Clinical Governance Strategy are being adequately taken forward. Co-ordinate the clinical governance work within acute care and primary and community care to ensure that the clinical governance strategy is implemented effectively and efficiently across the system.
- 4.3.2 Ensure that appropriate standards of clinical governance are being applied to the health improvement and health protection activities of the Board.
- 4.3.3 Ensure that follow-up action is taken in relation to Health Improvement Scotland and other external reviews to provide assurance that the quality of services is being improved.
- 4.3.4 Promote positive complaints handling, advocacy and feedback including learning from adverse events and near misses.
- 4.3.5 Ensure review of clinical governance objectives bi-annually to gain assurance across the whole NHS system with appropriate monitoring and action planning.
- 4.3.6 Ensure systems dealing with revalidation/fitness to practice are in place.

- 4.3.7 Review performance in management of clinical and population-based risk and delivery of services, including emergency planning and service continuity planning
- 4.3.8 Promote work in partnership with outside agencies, such as Scottish Ambulance Service and NHS 24.
- 4.3.9 Receive regular reports that allow the Committee to assure the Board on key clinical priorities e.g. the Patient Safety Programme, HAI, Child Protection and Research Governance.
- 4.3.10 Receive reports from the, NHS Forth Valley Prevention & Control of Infection Committee, and Child Protection Action Group Quarterly Report.

5. OTHER

- 5.1** The Committee has a duty to review its own performance, effectiveness, including running costs and terms of reference on an annual basis.
- 5.2** The Chairman shall submit an Annual Report on the work of the Committee to the NHS Board.
- 5.3** The Committee is authorised to obtain professional advice it considers necessary.

FORTH VALLEY NHS BOARD

ETHICAL ISSUES SUB-COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

The Ethical Issues Sub-Committee will ensure that ethical issues are given due consideration appropriate to an NHS provider of healthcare.

2. COMPOSITION

2.1 Membership

The membership of the Committee shall consist of:

- Chair of the Forth Valley Clinical Governance Committee
- Non Executive Director of NHS Forth Valley
- Medical Director
- Head of Spiritual Care Services

2.2 Appointment of Chairperson

The Chairperson of the Committee shall be appointed at a full business meeting of the Clinical Governance Committee.

2.3 Attendance

The Committee can obtain professional advice required and request the attendance of any officer of NHS Forth Valley to attend meetings.

All NHS Board Members shall have the right of attendance and have access to papers except where the Committee resolves otherwise.

3. MEETINGS

3.1 Frequency

The Committee shall meet as appropriate to fulfil its remit. Meetings will be held as necessary where there is business to consider.

3.2 Agenda and Papers

The Agenda and supporting papers will be sent out at least five working days in advance of the meetings. All papers will clearly state the agenda reference, the author, the purpose of the paper together with the action the Committee are asked to consider.

3.3 Quorum

No business shall be transacted unless a minimum of two Committee Members are present.

3.4 Minutes

Formal Minutes will be kept of proceedings and submitted for approval at the next meeting, recognising the issue of relative timing of meetings. Minutes of the Ethical Issues Sub-Committee will be presented in draft form to the next Clinical Governance Committee meeting to ensure Clinical Governance Committee Members are aware of issues considered and decisions taken. The draft Minute will be cleared by the Chair of the Committee and the nominated lead Executive prior to distribution.

3.5 Other

If necessary, meetings of the Committee shall be convened and attended exclusively by Members of the Committee.

4. REMIT

4.1 Objectives

The main objectives of the Ethical Issues Sub-Committee are to ensure that the purpose is met.

To ensure the purpose is met, the group is responsible for the following:

- To consider in detail all issues remitted and bring forward advice, judgements and recommendations to the Clinical Governance Committee, which maintain integrity and a highest level of public confidence in NHS Forth Valley
- To ensure issues referred are competent having been through an appropriate referral process
- To determine if the issue is subject to legal process or whether there is an indication it may be subject to such a process, in which case any consideration by the Committee should be suspended
- To examine and address education and training needs of members and others asked to attend.
- To consider if other reasonable means of resolving the issue have been exhausted and refer the issue to an alternative process where this is not the case
- To, where necessary, clarify the “question” being asked together with the options and their potential implications and impacts
- To seek all reasonable opinion and evidence to allow informed discussion
- To be familiar with any significant legal or regulatory issues that may relate to the matter in question; this includes “case studies” and conclusions reached by others on similar matters
- To analyse the issue using any suitable or relevant methodologies such as risk management
- To provide reports to the Clinical Governance Committee that clearly set out the issues, analysis undertaken and recommendations

5. OTHER

- 5.1** The Committee has a duty to review its own performance, effectiveness, including running costs and Terms of Reference on an annual basis
- 5.2** Reports will conform to national and NHS Forth Valley Information Governance standards and should not divulge any personal information without consent.

FORTH VALLEY NHS BOARD

ENDOWMENTS COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

The purpose of the Endowments Committee is to ensure that endowment funds held in trust comply with the relevant laws and regulations and that an effective system of financial control is in place. In so far as they are able, the Committee would manage the Endowments Funds in accordance with the wishes of donors.

2. COMPOSITION

2.1 Trustees

All Members of the Forth Valley NHS Board shall be Members of the Endowment Fund.

2.2 Membership of Endowments Committee

The membership of the Committee shall consist of all Members of Forth Valley NHS Board.

It is expected that as a matter of routine three Non-Executive Members, the Chief Executive and the Director of Finance shall attend meetings.

2.3 Appointment of Chairperson

The Chairperson of the Committee shall be appointed at a full business meeting of Forth Valley NHS Board in accordance with Standing Orders.

2.4 Attendance

The Lead Director for NHS Forth Valley Endowment Funds shall normally attend meetings. The Endowment Fund's Investment Advisors shall attend as required but at least annually. The appointed Endowment Auditors shall attend as required.

The Committee can request the attendance of any officer of NHS Forth Valley.

All Forth Valley NHS Board Members shall have access to the papers of the Committee.

3. MEETINGS

3.1 Frequency of Meetings

Meetings of the Committee will be timetabled annually. This schedule should also identify the key items of business to be discussed at each meeting.

The Committee shall meet as necessary to fulfil its remit and meetings will be held at least four

times per year of which one meeting will be held to review the audited Annual Accounts and associated year-end reports.

3.2 Agenda and Papers

The Agenda and supporting papers will be sent out at least five working days in advance of the meetings. All papers will clearly state the agenda reference, the author, the purpose of the paper, together with the action the Committee are asked to consider.

3.3 Quorum

No business shall be transacted unless a minimum of three Endowment Committee Members are present.

3.4 Minutes

Formal Minutes will be kept of proceedings and submitted for approval at the next meeting. Recognising the issue of relative timing and scheduling of meetings, Minutes of the Endowments Committee will be presented in draft form to the next Forth Valley NHS Board Meeting. The draft Minutes will be cleared by the Chair of the Committee and the nominated Lead Director.

3.5 Bursary Committee

The Bursary Committee reports to the Endowment Committee. Recognising the issue of relative timing and scheduling of meetings, Minutes (or draft Minutes) of the Bursary Committee will be presented to the next Endowment Committee.

4. REMIT

The main objectives of the Endowments Committee are:

- 4.1 To ensure that financial statements comply with the Charities and Trustee Investment (Scotland) Act 2005, Regulation 8 of the Charities Accounts (Scotland) Regulations 2006, United Kingdom Generally Accepted Accounting Practice and appropriate NHS legislation.
- 4.2 To accept hold and administer legacies, donations and grants that may be used for purposes relating to Health Service functions or to research.
- 4.3 To appoint Investment Advisors to ensure best possible investment advice is available to invest in the best interests of the Fund. The Advisors should be appropriately regulated by the Financial Conduct Authority.
- 4.4 To monitor investment performance and agree distribution of investment income.
- 4.5 To consider recommendations for use of funds and to approve a Scheme of Delegation for Endowment Funds.
- 4.6 To approve an annual budget for unrestricted funds against plan and monitor expenditure of funds.
- 4.7 To review the system of internal control including evaluating the control environment and decision-making process. To receive Internal Audit Reports in respect of Endowment Funds

- 4.8 To appoint the External Auditor for the Endowment Fund and to review the Management Letter to the Annual Accounts
- 4.9 To adopt the audited Annual Accounts and to review the Endowment Fund Annual Report

5. OTHER

- 5.1 The Committee has a duty to review its own performance, effectiveness including running costs and Terms of Reference on an annual basis.
- 5.2 The Chairperson shall submit an Annual Report of the work of the Committee to Forth Valley NHS Board.
- 5.3 The Committee is authorised to obtain professional advice it considers necessary.
- 5.4 The Committee should ensure compliance with the requirements of the Office of the Scottish Charity Regulator including the submission of an Annual Monitoring Return.

FORTH VALLEY NHS BOARD

PERFORMANCE AND RESOURCES COMMITTEE

TERMS OF REFERENCE

1. Purpose

The purpose of the Performance and Resources Committee is:

- To scrutinise, on behalf of the Board, all financial and operational performance focusing on strategic planning, organisational priorities and ensuring that corrective actions are taken as required and improvements in performance acknowledged.
- To oversee the on going development of a performance management culture in the organisation where performance management is seen as part of the day job striving for excellence and focussing on improvement in all aspects of NHS Board business.
- Ensure the production of an Annual Plan, incorporating the Board's Financial Plan/Capital Plan/AOP and setting out the overall direction for the year for Board approval. The Committee will also ensure actions are in place to support the delivery of the plan acknowledging partnership delivery plans.

2. Composition

2.1 Membership

The membership of the Performance and Resource Committee shall consist of:

- 6 Non-Executive Directors of the Board - 3 of which should be the Chairs of the Clinical Governance, Staff Governance and Audit Committees, and 1 of which should be a Local Authority member
- Chief Executive
- Director of Finance
- Medical Director
- Director of Nursing
- Director of Human Resources
- Director of Public Health and Strategic Planning

2.2 Appointment of Chairperson

The Chairperson of the Performance and Resource Committee shall be appointed at a full business meeting of Forth Valley NHS Board in accordance with Standing Orders.

2.3 Attendance

The Head of Communications and the Head of Performance shall normally attend meetings.

The Committee can request the attendance of any officer of NHS Forth Valley at its meetings.

All NHS Board Members shall have the right of attendance and have access to papers except where the Committee resolves otherwise.

The Committee shall have the right to invite, as required, external experts to attend meetings.

3. Meetings

3.1 Frequency

Meetings of the Performance and Resource Committee will be timetabled bimonthly on the month opposite to the NHS Board meeting. The meeting schedule should also identify the key items of business to be discussed at each meeting.

The Performance and Resource Committee shall meet as necessary to fulfil its remit and meetings will be held at a minimum of bimonthly.

3.2 Agenda and Papers

The Agenda and supporting papers will be sent out at least five working days in advance of the meetings. All papers will clearly state the agenda reference, the author, the purpose of the papers together with the action the Performance and Resource Committee is asked to consider.

3.3 Quorum

No business shall be transacted unless a minimum of two non-Executive Members and two Executive Directors are present.

3.4 Minutes

Formal Minutes will be kept of proceedings and submitted for approval at the next meeting.

Recognising the issue of relative timing and scheduling of meetings, Minutes of the Performance and Resource Committee will be presented in draft form to the next Board Meeting to ensure NHS Board members are aware of issues considered and decisions taken. The draft Minutes will be cleared by the Chair of the Performance and Resource Committee and the nominated Lead Director prior to distribution. Given the potential for Minutes to contain In Confidence information, these Minutes may require to be considered in a closed session of the NHS Board.

4. Remit

The main objectives of the Performance and Resources Committee shall be:

4.1 Corporate Planning

- Ensure the production of an Annual Operational Plan, incorporating the Board's Financial Plan/Capital Plan, setting out the overall direction for the year for Board approval.
- Ensure actions are in place to support delivery of the Annual Operational Plan.

- Monitor progress against the Annual Operational Plan, ensuring delivery against plan is achieved.
- Oversee Community Planning Partnership activities and receive routine reports.
- Ensure appropriate focus on strategic priorities and core objectives.

4.2 Performance Management

- Support the development of a performance culture within NHS Forth Valley which will drive continuous quality improvement.
- Approve the Board Performance Management Framework.
- Review the Board's overall performance, strategic policy and planning objectives, the Forth Valley Quality Programme and ensure mechanisms are in place to promote best value, improved efficiency and effectiveness.
- Ensure a rigorous and systematic approach to performance monitoring and reporting is in place to enable more strategic and better informed discussions to take place at the full Board.
- Adopt a risk based approach to performance through routine review of the Balanced Scorecard, focussing on areas of corporate concern identified as requiring an additional strategic and collective approach to ensure delivery against performance targets.
- Maintain an overview of the Corporate Risk Register reviewing risk appetite and agreeing appropriate escalation to the Board.

4.3 Finance and Efficiency

- Review Financial Performance, focussing on areas of corporate concern which may require corporate decision making to enable delivery against plan.
- Review the Board's savings plans to ensure that these deliver as required to support the Board's financial plan.
- Review the Board's performance in relation to internal and external reports including benchmarking and efficiency indicators and to support opportunities for improving the Board's performance.
- Maintain overview of IJB budget process and financial performance

4.4 Property and Asset Management

- Ensure the Property and Asset Management Strategy is developed and the procedures are in place to ensure that it is maintained, reviewed and remains deliverable.
- Review all proposed property acquisitions and disposals in accordance with the NHS Property Transactions Handbook ensuring that due process has been followed to permit Board approval to proceed.
- Approve Change Control notifications exceeding £20,000 for the Board's PFI facilities.

4.5 Capital Projects

- Review overall development of major schemes including capital investment business cases and consider the implications of time slippage and / or cost overrun. Instruct and review the outcome of the post project evaluation
- Review reports on significant capital projects.
- Review compliance with relevant legislation and requirements of the Scottish Capital Investment Manual (SCIM).
- Review periodically policies relating to capital projects and major equipment.

4.6 Information Governance

- Ensure NHS Forth Valley delivers its statutory obligation to comply with information governance and General Data Protection Regulation (GDPR).
- Maintain an overview of the work to deliver improvements in Information Governance ensuring appropriate prioritisation of this work.

5. OTHER

- 5.1** The Performance and Resource Committee has a duty to review its own performance and effectiveness including running costs and terms of reference on an annual basis.
- 5.2** The Performance and Resources Committee is authorised to obtain professional advice if it considers necessary.
- 5.3** The Chairperson shall submit an Annual Report of the work of the Performance and Resources Committee to the Board.

FORTH VALLEY NHS BOARD

PHARMACY PRACTICES COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

- 1.1** The Committee shall be known as the Pharmacy Practices Committee and shall consider, determine and approve/reject applications for inclusion in the Pharmaceutical List in accordance with the NHS (Pharmaceutical Services)(Scotland)Regulations 2009 and the NHS (Pharmaceutical Services)(Scotland) Amendment Regulations 2011 (SSI 2011 No. 32) and 2014 (SSI 2014 No. 148).
- 1.2** The Committee shall, within 10 working days of taking its decision, give written notification of it to the Board with reasons for that decision.

2. COMPOSITION

2.1 Membership

The Pharmacy Practices Committee is appointed by the Board and shall consist of seven (unless the Application is for premises in a neighbourhood or an adjacent neighbourhood to a controlled locality, in which case an additional member will be appointed by the Board from persons nominated by the Area Medical Committees)

Members of whom:

- 2.1.1** One (Chair) shall be a Non-Executive Member of the Board appointed as Chair of the Pharmacy Practices Committee and shall not be nor have previously been, a Doctor, Dentist, Ophthalmic Optician or Pharmacist or an employee of a Doctor, Dentist, Ophthalmic Optician or Pharmacist;
- 2.1.2** three shall be Pharmacists of whom:
- 2.1.2.1** one shall be a Pharmacist whose name is not included in a Pharmaceutical List and who is not an employee of a person whose name is so listed and who shall be appointed from a list of persons nominated by the Area Pharmaceutical Committee; and
- 2.1.2.2** two shall be Pharmacists whose names are either included on a Pharmaceutical List or are employees of a person whose name is on such a list and shall be appointed from a list of persons nominated by the Area Pharmaceutical Committee; and
- 2.1.3** three shall be Lay Persons appointed by NHS Forth Valley, other than from members of the Board, and shall not be nor have previously been a Doctor, Dentist, Ophthalmic Optician or Pharmacist or an employee of person who is a Doctor, Dentist, Ophthalmic Optician or Pharmacist.
- 2.1.4** In circumstances where the premises that are the subject of the Application are located in the same neighbourhood as a controlled locality the Pharmacy Practices Committee

shall have an additional member appointed by the Board from persons nominated by the Area Medical Committee

2.2 Appointment of Deputies

The Board shall also appoint deputies including, as the case may be for 2.1.4 for each Committee Member using the same criteria as set out in 2.1.

2.3 Eligibility

The Board shall ensure in appointing Members and Deputies to the Pharmacy Practices Committee that the eligibility criterion set out in the National Health Service (General Pharmaceutical Services) (Scotland) Regulations 2009 the NHS (Pharmaceutical Services)(Scotland) Amendment Regulations 2011 and 2014 (SSI 2014 No. 148) and in accordance with the provision of The Health Act 1999 are met.

If nominations are not made available before such a date as the Board may determine, the Board may appoint as a member a person who satisfies the appropriate criteria specified in 2.1 to 2.1.4.

2.4 Review

Membership shall be reviewed annually.

2.5 Attendance

The Board may appoint an independent legal assessor to attend to provide legal and technical advice during the hearing.

A person shall attend for the purpose of taking an accurate note of the Pharmacy Practices Committee meeting.

3. MEETINGS

3.1 The Pharmacy Practices Committee shall meet as necessary to fulfil its remit.

3.2 The agenda and supporting papers will be sent at least five days before the date of the meeting. In any case where oral representations are being heard, at least 7 days notice of the date fixed for the meeting shall be given to all parties.

3.3 Quorum

No business will be conducted at the meeting of the Pharmacy Practices Committee unless five Members or deputies are present of whom:

3.3.1 one shall be the Chair of the Committee or deputy Chair;

3.3.2 one shall be a non-contractor Pharmacist in accordance with 2.1.2.1 or deputy;

3.3.3 one shall be a contractor Pharmacist in accordance with 2.1.2.2 or deputy; and

3.3.4 two shall be Lay Persons in accordance with 2.1.3 or deputy.

3.3.5 In circumstances where the premises that are the subject of the Application are located in the same neighbourhood as a controlled locality the Pharmacy Practices Committee

shall have an additional member appointed by the Board from persons nominated by the Area Medical Committee.

- 3.4** Formal minutes will be kept of the proceedings of the Committee and approved by Members or deputies in accordance with 3.3, with the decision and the reasons for that decision reported to the Board. A copy of the Minutes of the NHS Forth Valley Pharmacy Practices Committee will be submitted to the NHS Board for noting
- 3.5** 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 by the following Members (or their deputies) after the Non Contractor and Contractor Pharmacists appointed by the Pharmacy Practices Committee and, if present, the member nominated by the Area Medical Committee, have withdrawn.
- 3.5.1 Lay Persons in accordance with 2.1.3.
- 3.6** The Chair or deputy Chair shall not be entitled to vote in respect of a determination of an application submitted under Regulation 5 (10) but in the case of an equality of votes under 3.5 shall have a casting vote.
- 3.7** In the case of all other matters considered under Regulation 5(10) except in respect of an application submitted under Regulation 5(10) all Members of the Committee present shall determine the matter.
- 3.8** In the case of urgent matters the Chair, or in their absence, the deputy Chair shall be empowered by the Committee to determine matters within the remit of the Committee with the exception of applications submitted under Regulation 5(10) in circumstances where it is necessary that, as a matter of urgency, a decision should be reached between scheduled meetings of the Committee.
- 3.9** Any decision taken under 3.8 shall be reported to the next meeting of the Committee for endorsement.
- 4. REMIT**
- 4.1** The Committee shall determine and approve/reject applications for inclusion in the Pharmaceutical List as defined in terms of Regulation 5(10) and paragraph 3 of schedule 3 of the National Health Service (General Pharmaceutical Services) (Scotland) Regulations 2009, the National Health Service (Pharmaceutical Services)(Scotland)Amendment Regulations 2011 and 2014 (SSI 2014 No. 148) and in accordance with The Health Act 1999.
- 4.2** The Committee shall also be empowered to exercise other functions as are delegated to it by Forth Valley NHS Board under the National Health Service (General Pharmaceutical Services) (Scotland) Regulations 2009, the National Health Service (Pharmaceutical Services)(Scotland)Amendment Regulations 2011 and 2014 (SSI 2014 No. 148) and in accordance with The Health Act 1999 to the extent that those functions are not delegated to an Officer under the Scheme of Delegation.
- 4.3** Any Officer with delegated authority in respect of the provisions of the General Pharmaceutical Services under Part II of the National Health Service (Scotland) Act 1978, may refer to the Committee for determination of 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.
- 4.4** In exercising and considering all applications submitted to it, the Committee shall have regard to the provisions of the National Health Service (General Pharmaceutical Services) (Scotland)

Regulations 2009 , the National Health Service (Pharmaceutical Services)(Scotland)Amendment Regulations 2011 and 2014 (SSI 2014 No. 148) and The Health Act 1999 with particular reference to:

4.4.1 consultation with interested parties, appropriate members of the public ; and

4.4.2 criterion for the granting of new pharmaceutical contracts.

5. AUTHORITY

5.1 The Committee is authorised to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

5.2 The Committee has a duty to review its own performance, effectiveness including running costs and terms of reference on an annual basis.

FORTH VALLEY NHS BOARD

ANNEX C STANDING ORDERS

SCHEME OF DECISIONS RETAINED BY FORTH VALLEY NHS BOARD

The Code of Accountability requires the NHS Board to adopt a Schedule of Decisions that are reserved for the NHS Board.

The following decisions are for determination by the NHS Board:-

1. Values and aims of Forth Valley NHS Board
2. Forth Valley Corporate Plan including the Local Delivery Plan and Regional Planning issues
3. Strategic Health Service Plans, all Business Cases where Capital Investment exceeds £1m.
4. Five Year Financial Plan and Annual Financial Plan
5. Five Year Capital Plan and Annual Capital Plan
6. Endorsement of jointly published plans with public sector partners
7. Standing Orders including Decisions retained by the Board and the Scheme of Delegation
8. Standing Financial Instructions
9. Establishment, terms of reference, reporting arrangements and membership of all Committees acting on behalf of the NHS Board
10. NHS Board Members' Register of Interests
11. Approval of NHS Board Annual Report and Annual Accounts
12. Financial and Performance Management Reporting Arrangements
13. Arrangements for approval of policies required as a result of national guidelines with the exception of Human Resource policies (see Staff Governance Committee remit)
14. Recommendations to the Scottish Government relating to the closure or change of use of hospitals
15. Acquisition and disposal of any land and property above £ 250,000
16. Appointment of Executive Directors of Forth Valley NHS Board
17. Appointment of Management Consultants/Advisors where contract value exceeds £100,000
19. Approval of delegation of any function to an agency outwith the National Health Service

The Chief Executive is authorised to take such measures as may be required in emergency situations, subject to advising, where possible, the Chairperson and the Vice Chairperson of the Board and the relevant Standing Committee Chairperson. Where such powers are evoked these shall be formally reported to the next relevant Standing Committee or NHS Board Meeting as appropriate.

FORTH VALLEY NHS BOARD

ANNEX D STANDING ORDERS

SCHEME OF DELEGATION

A clear set of rules for delegation, inclusive of financial limits is essential to ensure that effective management control of resources is exercised.

Decisions retained by the NHS Board are identified in Annex C.

All powers not retained by the NHS Board or delegated to a Committee or Sub-Committee shall be exercised on behalf of the NHS Board by the Chief Executive. The Chief Executive shall prepare a Scheme of Delegation identifying which functions he/she shall perform personally and which functions have been delegated to other Officers.

The Chief Executive as Accountable Officer (Revised Memorandum to National Health Service Accountable Officers: May 2002) is also accountable to the Principal Accounting Officer of the NHS in Scotland and the Scottish Parliament. The role of the Director of Finance in devising, implementing, monitoring and supervising systems of financial control is exercised on behalf of the Chief Executive and the NHS Board.

The Scheme of Delegation and the Standing Financial Instructions form a major part of the system of control. These should be used in conjunction with the system of budgetary control and other established procedures.