

## HS Paper 22/19

# Board Meeting: 17 May 2019

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**NHS Health scotland Board Governance until dissolution**

Recommendation/action required**:**

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

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| Della Thomas Executive and Governance Lead | Gerry McLaughlinChief Executive  |

**8 May 2019**

**NHS Health Scotland Board Governance until dissolution**

## Purpose

1. The purpose of this paper is to invite Board views on the recommendations associated with current and emerging Board governance priorities and recommendations for the dissolution of NHS Health Scotland, in order to fulfil the remaining duties of the Board up until 31 March 2020.

## Background

1. NHS Health Scotland had previously been working on the assumption that by 31 March 2019, the NHS Health Scotland Board would have completed a successful and proportionate transition to the new Public Health organisation. Due to slippage with the Public Health Reform Team (Scottish Government) scheduling, this changed to 30 November 2019. The risks associated with having an NHS Health Scotland Board of sufficient numbers and skills and experience equipped to govern the business were mitigated by Scottish Government through the de-coupling of NHS Health Scotland (NHSHS) from the Commissioners remit in autumn 2018 and the extension of 5 non-executives terms to 30 November 2019.
2. Further to the 15 February 2019 Board meeting, the Executive and Governance Lead took away an action to produce a document for 26 April 2019 Audit Committee, using NHSHS Board’s schedules of business, to help influence the schedule of business for the Public Health Scotland Board in order to ensure any Health Scotland governance obligations are passed on.
3. In addition, the Chair of the Board advised at the 15 February 2019 and 22 March 2019 Board meetings, that he wished to see a very clear picture of what exactly the Health Scotland governance responsibilities are and that the Board Governance Transition Plan, discussed at the Board meetings of the 23 March 2018, 28 September 2018 and 15 February 2019 (Appendix 1), should now be revised to lay these priorities out as clearly as possible.
4. At the 22 March 2019 Board meeting, the Board recognised the significant delay in the re-advertisement of the Public Health Scotland Chair and also the delay in the Public Health Scotland (PHS) legislative consultation. It was agreed that the Chair would write to the Chief Executive of NHSScotland, Mr Malcolm Wright, reflecting the concerns of the NHSHS Board in terms of the very low number of our non-executive Board members left after the 30 November 2019; the implications for workforce and other resource planning and for staff communications.
5. We have received a response to this letter detailing a further delay to vesting of PHS as 1 April 2020. We recognise the implications of maintaining the NHSHS Board legally and with sufficient numbers, skill mix and experience to govern the business robustly between 1 December 2019 and 31 March 2020. As such the NHSHS Board Chair is discussing availability and willingness of non-executive Board members to remain with NHSHS by extending their terms.

**Detail**

1. Further to Audit Committee on 26 April 219, two main Board governance priorities were discussed and are now proposed to Board as follows:

7.1 Maintaining a well-functioning Board with sufficient numbers, skills, diversity and expertise to govern the business until 31 March 2020, maintaining existing Standing Committee functions and membership on behalf of the Board (given the Board now will function for a full financial year). Appendix 1 outlines background to Board and Committee membership requirements and proposals.

7.2 Identifying the finalised NHSHS Board governance duties and business and any remaining aspects that may require a future plan so that duties may be completed after the dissolution of the NHSHS; in particular how the NHSHS externally audited annual accounts will be signed off in June 2020.

1. The Board approved the Board and Committee schedule of business for 1 April -30 November 2019 at the 28 September 2018 Board meeting.

1. In order to robustly govern the business of NHSHS, it is recommended that the “usual” meetings of the Board and Committees are now scheduled from 1 December 2019 - 31 March 2020. Appendix 2 proposes this scheduling. The Board are requested to approve this in principle, with flexibility around any dates that need to align particularly with the Standing Committee Chair’s existing commitments.
2. The Board approved the schedule of business for 1 April 2019 – 30 November 2019 at the 22 March 2019 Board meeting. At that meeting, the Board agreed to remain flexible with this schedule due to the transition and any other issues that might emerge over the period.
3. The additional schedule of Board business from 1 December 2019 – 31 March 2020 has been added and appears in Appendix 3 of this paper for Board approval.
4. The Board should note that Audit Committee discussed scheduling of remaining business at their meeting on 26 April and Staff Governance Committee will discuss Staff Governance related business and scheduling at their meeting on 10 May and Remuneration Committee at their meeting of 17 May.
5. The schedule (Appendix 2) has been revised to include the “usual” frequency of Board, Board Seminars and Standing Committee meetings with the exception of an additional Audit Committee that is proposed in early March. It is suggested that each of the Standing Committees would produce a final report for Board at their last meeting in February and this would come to an early March Audit Committee before appearing at the final meeting of the Board.
6. The Board are requested to note the intention to continue as planned with the meeting with the Minister for Public Health and Sport on 27 September 2019. Whilst the Board have previously agreed that it would not be necessary to produce another Board Annual Effectiveness Report which last came to September 2018 Board, now that the Board are continuing for a full period, it is suggested that this report might be re-instated.

1. The majority of actions from the Board Governance Transition Plan, which has appeared at previous Board meetings as detailed in paragraph 4 of this paper, (Appendix 4) are completed. The outstanding actions are as follows:

15.1 The line of governance sight between NHSHS and PHS Boards remains an area for on-going attention. The relationship between the NHSHS Board and the shadow Board in the governance transition period will need to be developed.

15.2 Schedules of business and Board and Committee papers need to take due regard of transition issues.

15.3 Record all statutory and regulatory functions and ensure these are all taken through Board, Committee or other governance processes effectively in transition year.

15.4 We have proposed that the Annual Accounts for the period from 1 April to 30 November 2019 will be presented to the Board of Public Health Scotland for approval as the assets and liabilities of Health Scotland will be transferred to them as at 30 November 2019.

15.5 In addition we agreed to ensure we consider any internal audit recommendations in relation to transition governance.

1. In relation to 15.1, it is recommended that this is re-framed to provide clarity on what is required for the NHSHS Board to complete its duties prior to dissolution.

1. It is recommended that the Board Governance Transition Plan (Appendix 4) is now closed off. Those actions that remain, align closely with point 7.2 in paragraph 7 of this paper and these areas, with the emerging thinking to date included in Appendix 1 of this paper, would form a new document - “Plan for NHS Health Scotland Board Governance until dissolution”.

## Finance and Resource Implications

1. The finance, resource and risk implications for the governance of change and transition and strategic approach to the management of the NHS Health Scotland transition and change project will be taken as an overview by Audit Committee, on behalf of the Board. This has been, and will continue to be, reflected in this Committee’s revised 2019/20 schedule of business. The connection with the internal audit that will cover the governance of transition and change has also been made.
2. The financial and staff resourcing of the governance transition is covered in the 2019/20 Delivery Plan and will be scrutinised through Audit Committee and Staff Governance Committee.

## Staff Partnership

## The Staff Partnership, staff engagement and involvement aspects of governance transition forms key components of the Staff Governance Committee’s revised schedule of business for 2019/20.

## Communication and engagement

## There has already been some early discussion with the Scottish Government Sponsor Team at the sponsorship meeting 11 April 2019, following the letter the NHSHS Chair sent to the NHSScotland CEO and the reply now received. Further discussions will be taken forward with the Scottish Government Sponsor Team, the Public Health Reform Team and the NHSScotland Chief Executive once the NHSHS Board have commented on and approved the proposals in this paper.

## Corporate Risk

1. This paper has aimed to record the issues and concerns from a Board governance perspective and mitigate the associated risks. It relates closely to the risk 18.3.

## Issues Associated with Transition

## This paper and Appendices 1 – 4 responds to Board governance transition issues and in particular the issues associated with Board governance up until dissolution.

## It should be noted that whilst governance should aim to seek clarity, the period ahead is exceptional in terms of transition uncertainty. Whilst the proposals and recommendations in this paper aim to offer some responses to mitigate concerns and issues raised, the Board will inevitably need to remain adaptive and thoughtful about other challenges as they present and include some flexibility in our responses, whilst aiming to fulfil the role of effective scrutiny and good governance.

## Promoting Fairness

1. The values and principles of human rights and fairness are embraced within the very working of the NHS Health Scotland Board and these values and principles have been advocated to the Public Health Reform Team and COSLA for inclusion in the new public health organisation as per 1.4 of the action plan, Appendix 4.

## Sustainability and Environmental Management

1. We do not have any particular sustainability and environmental issues associated with governance until dissolution currently. Our assumption is that the new organisation will operate from the same facilities and buildings in 2019/20.

1. We continue to apply an approach to Board and Committee business that uses electronic devises as opposed to paper copies to contribute to environmental targets.

## Action/ Recommendations

## The Board is invited to:

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

**Della Thomas**

**Executive and Governance Lead**

**8 May 2019**

**Appendix 1**

**Maintaining a well-functioning Board with sufficient numbers, skills, diversity and expertise to govern the business from 30 November 2019 – 31 March 2020**

1. We have formal notification that NHS Health Scotland Board will be required to continue to 31 March 2020.
2. Health Scotland remains a legal entity until such a time as the Public Services Reform (Scotland) Act 2010, or other appropriate Act, has directed the dissolution of NHS Health Scotland and this has been approved by Scottish Parliament.
3. Our Board quorum arrangements are set out in our Standing Orders as one third of the whole number of members, including no more than one member who is an officer of the Board. This is 3 non-executives and one executive.
4. Our Standing Committee quorate membership is set out in each of the Committees ToRs as follows:
* Audit Committee is made up of non-executive members and consists of not less than 4 members. A quorum shall be 3 non-executive members.
* Health Governance Committee is made up of non-executive members and consists of not less than 4 members. A quorum shall be 3 non-executive members.
* Staff Governance Committee is made up of not less than 4 non-executive Board members, of whom one must be the Employee Director, plus the Chief Executive and two lay representatives from trade unions and professional organisations nominated by the NHS Health Scotland Partnership Forum. A quorum will be 3 members, at least 2 of whom will be non-executive Board Members.
* Remuneration Committee is made up of non-executive members and consists of not less than 4 members. A quorum shall be 3 non-executive members.
1. From 1 December 2019 – 31 January 2020 we will have 3 non-executives (Paul McColgan; Jane-Claire Judson and Michael Craig). From 1 February 2020, just one non-executive will remain (Michael Craig). There will be 3 executives (Gerry McLaughlin, Andrew Fraser and Cath Denholm).
2. Whilst this provides a quorum, the non-executive member grouping would need to be increased, not only to bring additional mix of skills and experience, but also because it leaves no contingency for apologies or illness i.e. without all 3 non-executives present a Board meeting couldn’t take place. Furthermore we would not be able to service the Boards Standing Committees.
3. By far the best option would be to explore with the non-executives members whose terms complete on 30 November 2019 (David Crichton, Russell Pettigrew, Ali Jarvis, Paul Stollard, Rani Dhir and Michele McCoy), their willingness and availability to extend to 31 March 2020.
4. If this did not enable us to create a well formed Board membership the option of co-opt non-executives from another Board is also something that may be worth exploring.
5. In line with the 2018 Audit Handbook, the Chair of Audit Committee needs to be different than the Chair of the Board and the Board Chair cannot be an Audit Committee member.
6. We would need to gauge the risk of 1 April 2020 not being the date for PHS to be vested, given the pattern of slippage already. If it was suggested it might be longer, then we may wish to consider a new recruitment round to the Board to replace some of the members we know we will be losing and contribute as a full Board with **all** our Standing Committees into the foreseeable future. We have however been de-coupled from the Commissioners remit and so we would need to consider how viable this option is.
7. The Board and Committee meeting business scheduling for meetings from 1 December 2019-31 March 2020 are proposed in Appendix 2.

**Appendix 2**

**Schedule of Board and Standing Committee Meetings revised to include meetings from 1 December 2019 – 31 March 2020**

|  |
| --- |
| **April 2019** |
| **Proposed date & time** | **Meeting** | **Comments/notes** |
| 12 April 10:30 a.m. | Board Seminar | Cancelled  |
| 26 April 10:30 a.m. | Audit  |  |
|  |
| **May 2019** |
| 23 May 10.30 a.m. | Health Governance | Suspended  |
| 10 May 10.30 a.m. | Staff Governance |  |
| 17 May 10.30 a.m. | Board Part 3 |  |
| 17 May 11.00 a.m. | Board |  |
| 17 May 1.30 p.m. | Remuneration | Directors appraisal – sign off from 2018/19 |
|  |
| **June 2019** |
| 07 June 10.30 a.m. | Audit  |  |
| 07 June 1.00 p.m. | Remuneration | Sign off Directors objectives (CEO of PHS should be in place by then – line of sight may be required)   |
| 21 June 09:30 a.m. | Audit  | Unlikely to require this meeting. **Plan to remove it** based on external auditors advise from June 2018  |
| 21 June 10.00 a.m. | Board Part II (Adoption of Annual Accounts) |  |
| 21 June 10.30 a.m. | Board |  |
|  |
| **July 2019** |
|  |  |  |
|  |
| **August 2019** |
| 16 August 10.30 a.m. | Staff Governance |  |
|  |
| **September 2019** |
| 06 September 10:30 a.m. | Audit  |  |
| 12 September 10:30 a.m. | Health Governance | HGC Suspended |
| 27 September 2:00 p.m. | Board | Involving Minister and follow with Board dinner |
|  |
| **October 2019** |
| 04 October 10:30 a.m. | Board Seminar |  |
| 18 October 10:30 a.m. | Staff Governance  |  |
|  |
| **November 2019** |
| 15 November 10:30 a.m. | Audit  |   |
| 22 November 10:30 a.m. | Board Part 3 |  |
| 22 November 11.00am | Board |  |
| 22 November 1:30 p.m. | Remuneration  |  |
| 28 November 10:30 a.m. | Health Governance | Suspended  |
|  |
| **December 2019** |
| 06 December10:30 a.m. | Board Seminar |  |
| 13 December10:30 a.m. | Staff Governance |  |
|  |
| **January 2020** |
|  |  |  |
|  |
| **February 2020** |
| 07 February10:30 a.m. | Board Seminar |  |
| 14 February10:30 a.m. | Board  |  |
| 14 Feb01:30 p.m. | Remuneration  |  |
| 21 February10:30 a.m. | Audit  |  |
| 28 February10:30 a.m. |  Staff Governance |  |
|  |
| **March 2020** |
| 05 March10:30 a.m. | Health Governance | Suspended |
| 06 March10:30 a.m. | Audit |  |
| 20 March10:30 a.m. | Board |  |

**Appendix 3**

**Schedule of Board Business revised to include business items from 1 December 2019 – 31 March 2020**

**NHS HEALTH SCOTLAND**

**SCHEDULE OF BOARD BUSINESS 2019/20**

**DRAFT**

| **2019 NHS Health Scotland**  | **2020 NHS Health Scotland**  | **2020 key line of sight for Public Health Scotland – connections with NHS Health Scotland governance continuity**  |
| --- | --- | --- |
| **17 May** | **21 June** | **27 September** | **22 November** | **14 February** | **20 March** | **April/May/June** |
| Part III meeting  | Annual Accounts 2018/19 (Part II) | NHS Health Scotland Legacy Report presentation and valedictory meeting with Minister | Part III meeting  |  |  |  |
| Appointment of Vice Chair  |  |  |  |  |  |  |
| Matters arising | Matters arising | Matters arising | Matters arising | Matters arising | Matters arising | Approval of March Board Minutes and homologation of Committee minutes  |
| NHS Health Scotland Board Governance until dissolution | Health and Social Care Delivery Plan Implementation* Feedback from Public Health Reform Oversight Board and Public Health Reform Programme Board
* Change and Transition Report
 | Health and Social Care Delivery Plan Implementation* Feedback from Public Health Reform Oversight Board and Public Health Reform Programme

Board* Change and Transition Report
 | Health and Social Care Delivery Plan Implementation* Feedback from Public Health Reform Oversight Board and Public Health Reform Programme

Board* Change and Transition Report
 | Health and Social Care Delivery Plan Implementation* Feedback from Public Health Reform Oversight Board and Public Health Reform Programme

Board* Change and Transition Report
 | Final Reports from Standing Committees:Audit Committee including financial positionStaff Governance Committee Remuneration Committee | Q4 Performance ReportEnd of Year Reports tbc |
| Health and Social Care Delivery Plan Implementation* Feedback from Public Health Reform Board and Public Health Reform Programme Board
* Change and Transition Report
 | Transition Influence Plan and governance of (CR) 18-6 risk. (”As a result of not engaging local authority and third sectors in creating the new public health body, key perspectives are not heard, reducing its credibility.”) | Transition Influence Plan and governance of (CR) 18-6 risk. (”As a result of not engaging local authority and third sectors in creating the new public health body, key perspectives are not heard, reducing its credibility.”) | Transition Influence Plan and governance of (CR) 18-6 risk. (”As a result of not engaging local authority and third sectors in creating the new public health body, key perspectives are not heard, reducing its credibility.”) | Transition Influence Plan and governance of (CR) 18-6 risk. (”As a result of not engaging local authority and third sectors in creating the new public health body, key perspectives are not heard, reducing its credibility.”) |  | NHS Health Scotland 2019/20 Annual Accounts |
| Transition Influence Plan and governance of (CR) 18-6 risk. (”As a result of not engaging local authority and third sectors in creating the new public health body, key perspectives are not heard, reducing its credibility.”) | End of Year Performance Impact Report (as per previous Board and sponsor team agreement – **not** being produced) | Q1 Performance Report | Q2 Performance Report | Q3 Performance Report |  |  |
| Corporate Risk Register  | Annual Risk Report  | Register of Interests  |  |  |  |  |
| 2018/19 Highlight Report | Equality and Diversity Year End Mainstreaming Report  | Annual Review of Board Effectiveness  |  |  |  |  |
|  | 2018/19 Annual Assurance Statements from SGC, HGC and Remuneration Committee  |  |  |  |  |  |
| Chair’s Report | Chair’s Report | Chair’s Report | Chair’s Report | Chair’s Report | Chair’s Report |  |
| Chief Executive’s update, including: Delivery business highlights;MESAS Programme Board Health Scotland related risks; Health and Work Management of Risks;Complaints return | Chief Executive’s Report, including:Delivery business highlights;MESAS Programme Board Health Scotland related risks; Health and Work Management of Risks;Complaints return | Chief Executive’s Report, including:Delivery business highlights;MESAS Programme Board Health Scotland related risks; Health and Work Management of Risks;Complaints return | Chief Executive’s Report, including: Delivery business highlights;MESAS Programme Board Health Scotland related risks; Health and Work Management of Risks;Complaints return | Chief Executive’s Report, including:Delivery business highlights;MESAS Programme Board Health Scotland related risks; Health and Work Management of Risks;Complaints return  | Chief Executive’s Report, including: Delivery business highlights;MESAS Programme Board Health Scotland related risks; Health and Work Management of Risks;Complaints return |  |
| Significant issues of note from recent Board Committee meetings: Audit CommitteeStaff Governance Committee**Remuneration Committee**  | Significant issues of note from recent Board Committee meetings: Audit CommitteeStaff Governance Committee**Remuneration Committee**  | Significant issues of note from recent Board Committee meetings: Audit CommitteeStaff Governance Committee**Remuneration Committee**  | Significant issues of note from recent Board Committee meetings: Audit CommitteeStaff Governance Committee**Remuneration Committee**  | Significant issues of note from recent Board Committee meetings: Audit CommitteeStaff Governance Committee**Remuneration Committee**  |  |  |
| Committee/Forum minutes, for homologation HGC/SGC/AC/PF | Committee/Forum minutes, for homologation HGC/SGC/AC/PF |  Committee/Forum minutes, for homologation HGC/SGC/AC/PF | Committee/Forum minutes, for homologation HGC/SGC/AC/PF | Committee/Forum minutes, for homologation HGC/SGC/AC/PF | Committee/Forum minutes, for homologation HGC/SGC/AC/PF |  |
|  |  | 2018/19 Complaints, Feedback, Comments and Concerns annual Report (for noting) |  |  |  |  |
| Events update (for noting) | Events update (for noting) | Events update (for noting)  | Events update (for noting) | Events update (for noting) | Events update (for noting) |  |

**2019 Board Seminar Dates**

|  |  |
| --- | --- |
| **2019** | **Flexible Seminar Content** |
|  5 April 2019 | * Cancelled
 |
| 4 October 2019 | * TBC
 |
| December 2019  | * Informal coming together of NHSHS and PHS Shadow Board?
* TBC
 |
| February 2020 | * TBC
 |

**Appendix 4**

**Health Scotland Board Governance issues/concerns and actions**

| **Governance Concern/Issue** | **Action/Proposed Action** |
| --- | --- |
| 1. **Formation of Public Health Scotland**
	1. The NHS Health Scotland Board is not clear on who currently is accountable for the success of the new public health organisation
	2. The NHS Health Scotland Board is not clear on:
* A confirmed date for their accountability for Health Scotland services, staff and finances to transfer and to whom
* The implications for some non-executive Board members of the extension to November 2019 in relation to their terms of appointment
* The line of governance sight during transition in relation to 2019 planning for delivery, finances, staff and strategic engagement
	1. New governance processes for Public Health Scotland are sufficiently different and improved to offer “whole system” governance and opportunities to share our “whole system” governance experience are not missed
	2. Information about improvement processes NHS Health Scotland have developed has been shared and Health Scotland makes a contribution to the development of new governance system
 | * 1. We have established an agreed understanding with SG that the overall accountability for the new public health organisation lies with the Minister and COSLA Spokesperson and not with the Health Scotland Board. This was recorded in the minutes of 23 March 2018 Board meeting and in a letter from the HS Chair to Andrew Scott (SG) after their meeting recording his thoughts and received confirmation was received that they were in agreement with this. **Action completed**
	2. Our Chair is now a member of the Public Health Reform Oversight Board and is able to directly raise questions in this forum on behalf of the Board. **Action completed**

Senior members of the SG Public Health Reform attended our 13 April 2018 Board Seminar where this was further discussed. **Action completed** **Update**We are now working on the assumption that final accountability will transfer on 30 November 2019. The SSI for extending non-executives appointments is complete and extensions to non-executive appointments have all been made until 30 November 2019. **Action completed** The Public Health Priorities have been published and some of the PHR Commissions have reported. The Board have an overview of this work through the Change and Transition Report which now comes to each Board meeting. Specific aspects are also reported at Audit and SGC meetings. If the Board believes further insights would be helpful into the work of the Public Health Reform Commissions (in addition to the Board report they receive at each Board meeting) this could be arranged for the **5 April 2019** Board Seminar. Board decided not to include this as part of the 5 April Seminar as it is not within their governance remit to develop**Action completed** Specifically as part of HGC assurance, it was requested that the approach we are taking to the PHR mental health priority was discussed. This was included as an agenda item at the 1 February Board Seminar. **Action completed** It has been confirmed that the legal framework for Public Health Scotland will be an NHS Special board. The Board received a communication from the Board Chair on 20 September 2018 outlining the process through which this decision was reached **Action completed** The line of governance sight between NHSHS and PHS Boards remains an area for on-going attention. The relationship between the HS board and the shadow Board in the governance transition period will need to be developed. **On-going**It is proposed that the 27 September 2019 Board meeting might be used for valedictory purposes with the Minister in attendance and the Board legacy products presented. This idea is being pursued by our sponsor division in terms of the Ministers availability. **Action completed*** 1. We will seek to develop synergy between the work of the Public Health Reform Team/SG Sponsor Division Team and better understand their governance thinking and plans for Public Health Scotland and offer to assist with this process.

We shared Board governance of health inequalities and staff governance views and approaches with senior members of the Public Health Reform Team at the Board Seminar on 13 April 2018. **Action completed**Board views were also fed into the Public Health Reform Oversight Board meeting on 19 April 2018 and following discussion at the 18 May Board meeting, further views fed into the 24 May Public Health Reform Oversight Board by the HS Chair. **Action completed**We now include the Board governance component in the formal quarterly sponsor meetings with the SG sponsor team. **Action completed**A new “whole system” group has been established by Eibhlin McHugh in the PHR team. George Dodds is the NHSHS representative on this group. Eibhlin McHugh attended our 7 December 2018 Board Seminar when whole system national and local working was discussed. **Action completed** 1.4 Health Scotland Board values, principles and learning has been shared with Public Health Reform Team December 2017 and COSLA 6 February 2018. **Action completed**Meeting between NSS Board Secretary and NHS Health Scotland Executive and Governance Lead **Action completed**The PHR Team issued a Commission on Governance and Accountability at the PHR Programme Board 29 August 2018. The focus of this work appears to have been in relation to legislation. There are a number of areas for PHS Board governance that require urgent attention for example the development of the PHS Board skills, experience and diversity matrix; the promotional approach for wide reach to increase interest in Chair and non-executives roles; the governance and PH agenda induction they will require; the accountability framework for PHS; the agreement and development of the Board and Committee structures; the Executive and Governance leadership and administration servicing of the PHS Board; the development of Board Standing Orders, ToRs etc. There has Continued engagement with COSLA and Public Health Reform Team in this regard and a new PHR position has been created to progress the areas outlined above. It has recently been agreed that the HS Executive and Governance Lead will support this work **Action completed** The PHR Corporate Services Project has requested input from HS in relation to the governance service PHS will require **Action completed and support will be provided as required in an on-going way**If agreed by the HS Board, the Corporate Governance Self-Assessment HS has recently completed which includes areas for development and learning by PHS will be formally shared with SG PHR team and COSLA after the 15 February 2019 Board meeting **for Board agreement** (under separate February 2019 Board agenda item). Board agreed and report has been shared**Action completed**  |
| 1. **National Boards Collaborative Plan**
	1. The overarching collaborative governance involving non-executives for the development of the national Boards collaborative plan is unclear
	2. It is unclear how the governance of the public health reform agenda connects with the NHS National Boards collaborative agenda and who is ensuring the public health legacy (from Health Scotland and from other national boards who will contribute to the new public health organisation), and the priorities for public health are protected, promoted and connected

  | 2.1 There is a meeting of the CEOs and Chairs, but this has not been authorised with a formal governance role. We should seek to work with others to develop dialogue and clarify the national Boards collaborative governance arrangements. A collaborative governance framework has now been agreed within the Programme Board **Action completed** Our Chair has had discussions with other National Board Chairs and established other views. **Action completed**Further to discussion at the 20 June 2018 board meeting or Chair wrote to Shirley Rogers in SG to offer suggestions for her to take to the National Programme Board for noting. **Action completed** * 1. We will seek to discuss a more “active” governance and oversight of this agenda with the SG Public Health Reform Team and any Public Health Reform Programme Board.

CEOs from NHS Health Scotland, Improvement Scotland, National Board Scotland and National Services Scotland met with SG Public Health Reform Team (6.3.18). The outcome of this meeting was that Public Health Reform Team are now much better sighted on the implications of the National Collaborative agenda in relation to public health. **Action completed**Discussions took place with the SG PHR Team in relation to NHS collaborative financial contributions and the HS legacy resource as part of sponsor meeting 4 September 2018 and is now the subject of active discussion between the Reform Team and SG Health Finance colleagues. **on-going – to be reported through CEO report.** |
| 1. **Ensuring effective and proportionate governance of Health Scotland through transition**
	1. Schedules of business and Board and Committee papers need to take due regard of transition issues
	2. We are planning for the NHS Health Scotland Board to be no longer in place from 30 November 2019, it will be necessary to agree where the Health Scotland Q3, Q4 and final reports, annual accounts and end of year report (2019) will be scrutinised and approved
 | To ensure that legacy priorities, staff and finances are in the best possible place to transition. * 1. We will seek to ensure our internal governance processes pay due regard to the change and transition processes and work is proportionate.

Record all statutory and regulatory functions and ensure these are all taken through Board, Committee or other governance processes effectively in transition year. Where this may not be possible seek alternatives (for example see section 3.2 below) **On-going.**An update on the Health Scotland legacy work will be brought to the March 2019 Board meeting **Action completed.** Review all Board and Committee meetings set for 2019 and appraise if they are all required. The revised Board schedule of business will come to March 2019 Board for review and agreement. Committees review their schedule of business at their first meeting in the new business year **Action completed**Review all Board and Committee meetings proposed for 1 April – 30 November 2019 and appraise if they are all required. **On-going** Propose to Board that HGC meetings during 2019 are suspended but the dates retained in HGC members calendars,Board agreed this at 22 March Board meeting. **Action completed**  Revise schedules of business according to requirements for governing through transition. Maintain an overview of ToRs for Committees and Board Standing Orders as noted in the review of all ToRs "Recognising that 2019 is a transition period for Health Scotland, the Committee's agenda and schedule of business will pay due regard to the establishment of the new public health body for Scotland and the National Boards Collaborative Delivery Plan."The 2019 review of ToRs is complete and approved at 22 March 2019 Board. **Action completed** From 1 March 2018 all Board, Committee, Corporate Management Team and Partnership Forum papers have included a new heading included for the reporting and recording of “Issues Associated with transition”. **Action completed**Minutes of Board and Committeeswill ensure Board questions and decisions and issues associated with transition are recorded. **Action completed and will be maintained in an on-going way**Agreement with sponsor division that no annual review is required for 2017/18. Instead the Board will reviewed our self-assessment of our 2017/18 performance at 23 November 2018 Board meeting with our sponsor division. **Action completed**Date to involve Minister in 2005-31 March 2019 legacy review agreed as 27 September 2019 **Action completed.**Publish 2017/18 annual report components on website - no requirement for separate annual report. Agreed with sponsor division December 2017 **Action completed.**There is no requirement for NHS Health Scotland Board development Self-Assessment of performance process during 2018/19 Agreed with sponsor Division December 2017 **Action completed.**Agreement with sponsor division that no annual review or self-assessment will be required from Health Scotland in 2019. **Action completed**Agreement withColin Brown Head of the Office of the Director General and Chief Executive NHS Scotland and our Scottish Government Sponsor Division that NHSHS will not conduct a formal Corporate Governance Self-Assessment against the Corporate Governance Blueprint involving all non-executives, we won’t hold discussion at a Board Seminar on this topic or produce an improvement plan. Instead we have conducted a comprehensive desk based assessment against the blueprint and produced a paper that offers suggestions and recommendations for PHS. **Action completed****New issue from February 2019 Board meeting** Ensure that Remuneration Committee are clear on their duties in respect of discussing and approving voluntary redundancy requests during this transition period in respect of public value and accountability; consistency of national policy integrity and fairness to staff in terms of consistency approach across the legacy bodies. It was agreed that the Chair would discuss and agree where responsibility and accountability lies for redundancy requests during the transition with Ms Shirley Rogers, Scottish Government. Following this meeting a discussion will be taken forward with the PHR HR group for consistency of approach. **Action completed** * 1. We will develop understanding of this together with PHR Team and Public Health Scotland Shadow Board **on-going**

We have proposed that the Annual Accounts for the period from 1 April to 30 November 2019 will be presented to the Board of Public Health Scotland for approval as the assets and liabilities of Health Scotland will be transferred to them as at 30 November 2019.  |
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