

NHS Shetland Corporate Governance Handbook

Section 4: Scheme made in terms of Standing Order No. 6.2(b) for the Constitution, Composition and Functions of Committees

1 Standing Committees

- 1.1 Subject to any direction issued by Scottish Ministers, the Board shall appoint such committees (and sub committees) as it thinks fit. The Board shall appoint the Chairs of these committees. The Board shall approve the terms of reference and membership of the committees and shall review these as and when required.
- 1.2 The Board shall appoint committee members to fill any vacancy in the membership as and when required. If a committee is required to be constituted with a particular membership, then the regulation must be followed.
- 1.3 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.
- 1.4 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. The general exception is that committee meetings shall not be held in public.
- 1.5 The Board shall approve in advance a calendar of meeting dates for its committees. Committee members are expected to protect these meeting dates to ensure they are available to meet their commitments.
- 1.6 The Standing Committees of the Board shall be the Audit Committee, the Clinical Governance Committee, the Finance and Performance Committee, the Staff Governance Committee and the Remuneration Committee.
- 1.7 The Terms of Reference (ToR) for these committees are included as appendices to this section. A standardised template for these ToR has been agreed, including version control.
- 1.8 The Board has also established an Integration Joint Board, in conjunction with Shetland Islands Council to oversee the planning and delivery of Community Health and Social Care services (see section 10).

2 Special Committees

- 2.1 The Board may appoint Special Committees from time to time for such purposes as may be necessary and shall in any event as part of the complaints procedure, a Reference Committee.
- 2.2 Reference Committee
 - 2.2.1 The Committee shall consist of one Member (who will also act as Committee Chair), who shall not also be an employee, one Member who also holds the position of Chief Executive, Director of Finance or Director of Public Health and one professional person of the same profession as the practitioner against whom the allegations are made.
 - 2.2.2 The Committee has the general duty of deciding whether allegations of breach of Terms of Service made against Family Health Practitioners should be referred to a Discipline Committee.

3 Ad Hoc Committees

- 3.1 The Board may establish ad hoc Committees from time to time for such purposes as may be necessary. Such Committees shall have terms of reference approved by the Board and shall remain in existence for only so long as the Board shall determine is necessary. The membership and Chair of such a Committee shall be determined by the Board.
- 3.2 The Chair, or failing whom the Vice-Chair, shall be empowered to establish ad hoc Committees, comprising members of the Board, to deal with appeals in connection with the terms and conditions of employment of staff employed by the Board and of related matters.
- 3.3 The Chair, or failing whom the Vice-Chair, shall be empowered to establish Appointment Committees or Advisory Appointment Committees, in accordance with current Regulations and guidance issued by the Scottish Government Health Directorates, for all appropriate senior staff appointments.

4 Committee Chairs

- 4.1 Subject to the provisions already made above in this connection, the chairs of Standing and Special Committees shall be appointed by the Board.
- 4.2 The chairs of Standing and Special Committees shall be appointed by the Board at an Ordinary Meeting, normally in June, every second year. Members appointed shall hold office for two years provided they remain eligible and members of the Board throughout that period.

- 4.3 During intervals between meetings of Standing and Special Committees, the Chairs of the Committee, or in their absence, the Chair of the Board, or failing which the Vice-Chair of the Board, shall have powers to deal with matters of urgency which fall within the terms of reference of the Committee and require a decision on behalf of the Board, but do not involve principle.

5 Sub-Committees

- 5.1 Standing and Special Committees may from time to time appoint Sub-Committees for such purposes as may be necessary.
- 5.2 The Chairs of Sub-Committees shall be appointed by the parent Committee.

6 Membership and Quorum of Special Committees and Sub-Committees

- 6.1 Special Committees and Sub-Committees may include persons who are not members of the Board or who are not members of the appropriate parent Committee, provided that the number of members of the Board shall always exceed the number of persons who are not members of the Board, unless the Board by special resolution determine otherwise in a particular case.
- 6.2 The quorum for a meeting of a Special Committee or Sub-Committee shall be five members where the whole Committee or Sub-Committee consists of seven or more members, four members when the total membership is six; three members when the total membership does not exceed five, provided that a Special Committee or Sub-Committee to which powers are delegated shall exercise these powers only if a majority of those present are members of the Board and those members are in agreement on the measures proposed.

7 Meetings of Committees and Sub-Committees

- 7.1 Meetings of Standing and Special Committees shall be held with such frequency as may be necessary and whenever the Board so determines. Meetings shall be held on days and at times to be arranged and shall be held at the Board Headquarters Offices or virtually, unless on exceptional occasions a Committee determines otherwise.
- 7.2 Meetings of other Ad Hoc Committees and Sub-Committees shall be held as circumstances require.

8 Variation of Number, Constitution and Functions of Committees; Appointment of Members; Casual Vacancies

- 8.1 Notwithstanding the foregoing rules, the Board may vary the number, constitution and functions of Committees at any meeting of which due notice

has been given specifying the proposed variation by resolution of a simple majority of the whole number of Members of the Board.

- 8.2 Board Members appointed to Standing and Special Committees, who are not members ex officii, shall be appointed for a two-year term with new appointments being made at the ordinary meeting of the Board in June in every second year.
- 8.3 Board Members appointed to Sub-Committees of Standing and Special Committees, who are not members ex officii, shall be appointed for a two-year term with new appointments being made at the first meeting of the parent Committee held after the meeting of the Board in June every second year.
- 8.4 Casual vacancies arising in the membership of Committees and Sub-Committees may be filled by the Board or the parent Committee at any meeting of the Board or Committee subsequent to the occurrence of the vacancy, but the existence of a casual vacancy shall not invalidate the proceedings of a Committee or Sub-Committee.

9 Minutes

- 9.1 A decision note will be drawn up by the Chair of the Committee immediately following the Standing Committee meeting. This will be sent to all committee members and copied to all other Board Members and the Board Secretary.
- 9.2 Minutes of the proceedings at a meeting of a Standing Committee shall be drawn up by or on behalf of the Chief Executive within ten working days of the meeting, and submitted to the Chair for review. The Chair will respond with any amendments within a further five working days. Standing Committee Minutes will then be circulated to Committee Members for virtual approval. Final approved Committee Minutes will be circulated to Committee Members and also copied to all other Board Members and the Board Secretary.
- 9.3 Minutes of the proceedings at a meeting of a Special Committee, Sub-Committee, Appointments Committee, Advisory Appointments Committee or an Ad Hoc Committee shall likewise be drawn up by or on behalf of the Chief Executive, but these proceedings may be reported to the Board or to any Standing Committees of the Board either by the Minutes or in a report from the Special Committee, Sub-Committee, Appointments Committee, Advisory Appointments Committee or Ad Hoc Committee as may be appropriate.

10 Integration Joint Board

- 10.1 The Board, along with Shetland Islands Council has established an Integration Joint Board. This is in line with responsibilities under the

**Includes amendments agreed up to and including the Board Meeting on: 23 June 2022
Further review due by: June 2023**

requirements of the Public Bodies (Joint Working) (Scotland) Act 2014.

- 10.2 The functioning of the Integration Joint Board is described within the Integration scheme, agreed by the Cabinet Secretary for Health, Wellbeing & Sport and approved by order.