

HSCIC Board, Committee and Caldicott Guardian Appointments

2014-15

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March 2014

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1 Introduction

The HSCIC is led by a Board which is the senior decision making structure in the organisation and which is accountable to Parliament and the Secretary of State for Health. The Board is led by the Chair and comprises non-executive and executive members.

In line with the HSCIC's Standing Orders, as set out in the Corporate Governance Manual, there are a number of appointments which must be made to the Board. These are in line with the HSCIC's responsibilities as a public body and ensure that it operates in an open, honest and proper manner.

The establishment and constitution of the HSCIC is set out in Schedule 18 of the Health and Social Care Act 2012. In accordance with Schedule 18 of the Health and Social Care Act 2012, the Board must comprise:

- At least six non-executive members including the Chair
- Not more than five other executive members who are employees of the HSCIC and are appointed by the non-executive members.
- One of the executive members must be appointed as the Chief Executive; the first appointment will be made by the Secretary of State for Health.

2 Appointment of CEO

The Board are asked to formally note the appointment of Andy Williams to the position of Chief Executive Officer of the HSCIC from 01 April 2014.

This appointment was made at the direction of the Secretary of State for Health.

3 Appointment of Non-Executive Directors

The Board are asked to formally note the appointment of the following five independent non-executive directors to the HSCIC Board from 01 April 2014.

- Sir Ian Andrews
- Sir John Chisholm
- Professor Maria Goddard
- Sir Nick Partridge
- Jan Ormondroyd

These appointments were made by the Secretary of State for Health.

4 Appointment of vice-Chair

The Chair and members may appoint one of the non-executives members to be vice-Chair. The Chair proposes the appointment of Sir Nick Partridge as the HSCIC vice-Chair.

Board Action: The Board are requested to approve this appointment.

5 Appointment of the HSCIC Senior Independent Director (SID)

5.1 Background

The Cadbury report and the subsequent Higgs review (published in 2003) made a number of recommendations to improve the governance of company Boards. This was then developed into the “Combined Code of Corporate Governance”. One of the recommendations of the code was the development of the Senior Independent Director role with Boards.

5.2 The Role of the Senior Independent Director

- The SID is a Non-Executive Director appointed by the Board of Directors.
- The SID may be, but does not have to be, the vice-Chair of the Board of Directors. The vice-Chair is eligible, except while acting as Chair when the latter position is vacant.
- The SID will be available where there are concerns that contact through the usual channels of Chair, Chief Executive, Finance Director and Board Secretary has failed to resolve or where it would be inappropriate to use such channels.
- In addition to the duties described here the SID has the same duties as the other Non-Executive Directors.
- The SID has a key role in supporting the Chair in leading the Board of Directors and acting as a sounding board and source of advice for the Chair.
- The SID will meet with the other members of the Board as and when deemed appropriate and act as an alternative point of contact for Executive Directors, if required, in addition to the normal channels of the Chair and Chief Executive.
- The SID should hold a meeting with the other Non-Executive Directors in the absence of the Chair at least annually as part of the appraisal process.
- The SID will act on the results of any performance evaluation of the Chair.
- There may be other circumstances where such meetings are appropriate. Examples might include informing the re-appointment process for the Chair, where there are expressions of concern regarding the Chair or where the Board is experiencing a period of stress.
- In circumstances where the Board is undergoing a period of stress the SID has a vital role in intervening to resolve issues of concern.
- Where there is a disagreement or dispute between the Chair and the Chief Executive, the senior independent director can intervene, identify issues that have caused the rift and try to mediate and build a consensus.
- Where the relationship between the Chair and Chief Executive is particularly close, and they do not communicate fully with stakeholders, the senior independent director is able to step in and provide a link.
- In the circumstances outlined above, the SID will work with the Chair, and other Directors to resolve significant issues.
- Boards of Directors need to have a clear understanding of when the SID might intervene.
- Other duties could be added to the role if required provided they are in keeping with the principle of independence and review.
- The SID should undertake that they will have sufficient time to meet the rigours of the role and the additional responsibilities. Their other significant commitments should be disclosed before appointment, with a broad indication of the time involved.

5.2.1 In summary, the Senior Independent Director's role would usually involve:

- Working closely with the Chair, acting as a sounding board and providing support.
- Acting as an intermediary for other directors as and when necessary.
- Being available to stakeholders and other non-executives to address any concerns or issues they feel have not been adequately dealt with through the usual channels of communication.
- Meeting at least annually with the Non-Executives to review the Chair's performance and carry out succession planning for the Chair's role.
- Attending sufficient meetings with major stakeholders to obtain a balanced understanding of their issues and concerns.

5.3 HSCIC Senior Independent Director

The Board is requested to note that the introduction of an HSCIC Senior Independent Director will necessitate a change to the HSCIC's Standing Orders as set out in the organisations Corporate Governance Manual; this will be actioned in due course as an aspect of the review process.

The Chair proposes the appointment of Sir Ian Andrews as the HSCIC Senior Independent Director.

Board Action: The Board are requested to approve this appointment.

6 Appointment of (*interim*) Assurance and Risk Committee Chair

The Chair of the Assurance and Risk Committee will be appointed by the Chair of the Board; the Chair of the Board will not chair the committee.

The Chair of the Board intends to appoint Sir Ian Andrews as interim Chair of the Assurance and Risk Committee. This is for the intervening period whilst recruitment is on-going for a permanent Chair of the Assurance and Risk Committee.

Board Action: The Board are requested to endorse this appointment.

7 Appointment of Non-Executive Directors to sub-committees

The Board approves appointments to each committee, which it has formally constituted.

7.1 Assurance and Risk Committee

The Chair proposes the appointment of the following non-executive directors to the Assurance and Risk Committee.

- Sir John Chisholm
- Sir Nick Partridge
- Jan Ormondroyd

Board Action: The Board are requested to approve these appointments.

7.2 Remuneration Committee

The Chair of the Board will chair the Remuneration Committee. The Chair proposes the appointment of the following non-executive directors to the Remuneration Committee.

- Professor Maria Goddard
- Sir Nick Partridge
- Jan Ormondroyd

Board Action: The Board are requested to approve these appointments.

8 Appointment of (*interim*) Executive Directors

As specified in the HSCIC Standing Orders the Chair and non-executive directors have at least six votes and the executive members have five votes on the Board.

The Board are asked to note that recruitment is on-going to appoint to the following two very senior manager (VSM) posts, HSCIC Director of Customer Relations and HSCIC Director of Solutions and CTO who will report directly to the CEO.

The Chair proposes that on an interim basis, until all director level posts are filled, executive votes are allocated as follows

1. Chief Executive Officer – 1 vote
2. Director of Finance and Corporate Services – 1 vote
3. Director of Information and Analytics – 1 vote
4. Director of Operations and Assurance Services – 1 vote
5. Director of HR – 1 vote

Board Action: The Board are requested to approve the interim appointment of the four executive directors.

9 Appointment of HSCIC Caldicott Guardian

9.1 The Role of the Caldicott Guardian

A Caldicott Guardian is a senior person responsible for protecting the confidentiality of patient and service-user information and enabling appropriate information-sharing.

The December 1997 Caldicott Report identified weaknesses in the way parts of NHS handled confidential patient data. The report made several recommendations, one of which was the appointment of Caldicott guardians, members of staff with a responsibility to ensure patient data is kept secure.

Each NHS (public sector) organisation is required to have a Caldicott Guardian; this was mandated for the NHS by Health Service Circular: HSC 1999/012. Caldicott Guardians were subsequently introduced into social care in 2002, mandated by Local Authority Circular: LAC 2002/2.

The Caldicott Guardian has a strategic role, which involves representing and championing Information Governance requirements and issues at Board and management team level and, where appropriate, at a range of levels within the organisation's overall governance framework. The Caldicott Guardian role is the most senior position for protecting the confidentiality of patient information and enabling appropriate information sharing.

The Guardian plays a key role in ensuring that NHS, Councils with Social Services Responsibilities and partner organisations satisfy the highest practical standards for handling patient identifiable information. Acting as the 'conscience' of an organisation, the Guardian actively supports work to enable information sharing where it is appropriate to share, and advises on options for lawful and ethical processing of information.

9.2 HSCIC Caldicott Guardian and Lead Clinician

Board Action: The Board are requested to approve the appointment of consultant geriatrician Professor Martin Severs as Caldicott Guardian and lead Clinician for the Health and Social Care Information Centre. Professor Severs will be invited to attend all HSCIC Board meetings.

10 Actions Required of the Board

The Board are requested to note the contents and endorse/approve the appointments as set out in this paper.