

# **The Scottish Centre For Children With Motor Impairments**



## **Corporate Governance Policy and Board Member's Profiles**

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## **Introduction**

This document provides guidance on the operations, conduct and professional profiles of Board Members who are Directors of the Scottish Centre for Children with Motor impairments (SCCMI) a registered Company Limited by Guarantee and as SCCMI is also a registered charity, who are also Trustees of SCCMI in the context of its charitable status.

The guidance is informed by a number of documents, including the principles identified by the *Committee on Standards in Public Life* (the Nolan Principles see Appendix I), information identified by the Independent Commission for Good Governance in Public Services (2004)<sup>1</sup> and guidance provided by the Office of Scottish Charity Regulator (OSCR), with a summary of this guidance detailed in Appendix II.

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<sup>1</sup> The Independent Commission for Good Governance in Public Services (2004), chaired by Sir Alan Langlands, was established by the Office for Public Management and the Chartered Institute of Public Finance and Accountancy, in partnership with the Joseph Rowntree Foundation to develop a common code and set of principles for good governance across public services.

# **CORPORATE GOVERNANCE POLICY**

## **Functions, Roles and Responsibilities of the Board of Directors**

The function and role of the Board of Directors is concerned with matters at a strategic and policy level. The Board has a range of responsibilities including:

- Establishing and maintaining a vision of the Centre
- Developing and reviewing strategy and policy
- Matters relating to Child Safety
- Acting as an employer
- Ensuring appropriate resourcing including relating to buildings, estate and staff including ensuring the employment of suitable staff
- Ensuring the appropriate financial management and control
- Identifying risks, and putting in place arrangements to manage them
- Quality assurance
- Complying with statutory requirements and national legislation.

SCCMI's Articles of Association (Appendix III) enable the Board to delegate responsibilities to the Chief Executive (CEO) who is the chief professional executive officer accountable to the Board responsible for all aspects SCCMI's operation, with the CEO's function and role being to implement the Board's strategies and policies and undertaking actions to fulfil such strategies and policies.

## **Principles of Effective Governance**

A number of principles have been identified to guide the practice of members of SCCMI's Board of Directors, which are informed by the Nolan Principles, OSCR guidance and consistent with the arrangements articulated in SCCMI's Articles of Association.

- (i) It is essential that the Board operates on a basis of probity, trust, confidence and collegiality in all aspects of governance.
- (ii) The Board will act corporately on all issues, will not promote autonomous action of individual Directors and will therefore operate collectively as a corporate body.
- (iii) Governance will be based on the Principles of Probity in Public Life, which requires regular review of the Board's procedures to ensure that these conform to the highest accepted standards of corporate practice, professional conduct and good intent. The work of the Board will follow the principles of public life as set out in "The Nolan Principles" (see Appendix I).
- (iv) Membership of the Board of Directors should reflect a wide range of relevant interests, with the arrangements for appointment to the Board detailed in the Articles of Association.
- (v) There should be no conflict of interest<sup>2</sup> for Directors, therefore, when acting as a Board Member, Directors' principal responsibility is to the interests of SCCMI. Conflict of interest may arise in areas such as:
  - within governance
  - in land holding and property ownership
  - through personal and emotional attachment
  - professional position
  - personal gain or gain of another agency associated with a Director.

All conflicts of interest require to be declared and recorded in writing. A Register of Interests will be maintained and all Directors have personal responsibility for ensuring the records maintained therein are accurate. Standing items recorded in the Register should include:

- a Director's employer and designation within an organisation

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<sup>2</sup> A conflict of interest is defined as a situation in which a person has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties as, say, a public official, an employee, or a professional. Source: MacDonald C, McDonald M, and Norman W, "Charitable Conflicts of Interest", *Journal of Business Ethics* 39:1-2, 67-74, August 2002.

- membership of directorships, board and committees membership outwith SCCMI
  - relationship and/or connections with of SCCMI employees
  - children accessing the SCCMI's services
  - financial interests and/or connections with SCCMI.
- (vi) The Board is required to ensure compliance with all relevant legislation and reporting requirements, and must always be mindful of its obligation to work in the public interest.
- (vii) SCCMI will work within clearly articulated strategies and plans which should be prepared in such a way that they allow the specification of expected executive action, including the place of professional responsibility and accountability. There should be clear identification of the Board's responsibilities and the links between these responsibilities and executive action. The Chief Executive, senior staff and other identified individuals should play a lead role in developing these plans, especially in the area of academic and therapeutic development. In all matters of operational concern communication from Governors should be with the Chief Executive who plays a central and vital role in implementing the Board's policies and aspirations.
- (viii) The Board will ensure "fitness of purpose" when delegating tasks. Tasks may be delegated<sup>3</sup> to individuals or groups, who may be asked to undertake roles or tasks on behalf of the Board. The Board should specify clearly the duties of those members, or others, called upon to undertake such roles or tasks. There should be "fitness for purpose" in such delegated responsibilities. In particular there should be a sense of professionalism about undertaking all aspects of the work of the Board. The use of Board members to give professional advice should be considered with great care and, where necessary, external professional advice should be sought.
- (ix) The work of the Board frequently results in the need for policy development, detailed discussion on matters of eg staffing, resources and finance and guidance being given on appropriate executive action. A Chair's Working Group (CWG) may therefore be established to facilitate progress on such operational matters. CWG membership will vary from time to time, be determined by the Chair to ensure the progress of identified issues and normally comprise the Chair at least one other Director, the Chief Executive, and the Head of Administration and Resources Management.
- (x) The roles of Directors include being ambassadors for SCCMI.

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<sup>3</sup> For the purposes of this document 'delegation' is defined as "the act or process of giving tasks to staff with authority to carry them out, whilst retaining the overall responsibility (*business*) (Source: the Chambers Dictionary 1998)

## **BOARD MEMBERS' PROFILES**

### **The Board's Collective Experience and Expertise**

SCCMI's Board is composed of Directors and Trustees, all of whom have a strong interest in the welfare of children affected by cerebral palsy and related neurological conditions. The Board's collective abilities, experience and insight provide information, support and most importantly governance for the Centre as a publicly funded organisation.

Board members are drawn from a range of professional backgrounds associated with the Centre's range of responsibilities, providing considerable collective experience and ability. The backgrounds of individual Directors include school teaching, undergraduate and postgraduate education, service provision for disabled individuals, strategic management educational provision, the NHS medical and psychological series and business. Individual Directors therefore bring substantial collective knowledge and experience to the Board in areas of direct relevance to SCCMI's work including that associated with education, management, service delivery and research related to those with neurological impairment, the welfare of children with special needs, parental views, business and financial acumen.

### **PROFILE OF CURRENT BOARD MEMBERS**

#### **Dr. Robert McWilliam (Chair) Retired Consultant Paediatrician**

Dr. Robert McWilliam is a retired Consultant Paediatrician, who was based in the Fraser of Allander Neurosciences Unit at the Royal Hospital for Sick Children of NHS Greater Glasgow and Clyde. Prior to his consultant post, Rob held a range of posts and other positions in Scotland including that of Consultant Paediatrician to NHS Forth Valley.

Rob obtained his medical degree from Edinburgh University and was subsequently awarded the Fellowship of the Royal College of Physicians of Glasgow. He was a member of a range of professional organisations including the British Paediatric Neurology Association, the Scottish Paediatric Society, the British Paediatric Association, the Scottish Association of Neurological Sciences and the Royal Society of Medicine. He was also an Examiner for the Royal College of Physicians and Surgeons undertaking examinations in all parts of Scotland and further afield including Hong Kong, for the MRCP DCH Examinations.

Rob has extensive knowledge of paediatric neurology and had a number of Scotland-wide roles related to paediatric neurology and other conditions. He was a member of a number of professional groups which were involved in the advancement of paediatric neurological practice including for example, the UK Working Party on Therapeutic Trials in Neuromuscular Disorders, the working group on Chronic Fatigue Syndrome/Myalgic Encephalomyelitis in Scotland and the UK Botulinum Toxin and Cerebral Palsy Working Party.

In parallel with his Consultant Paediatric position at the Royal Hospital for Sick Children, Rob was also the SCCMI Medical Advisor for twenty years, which involved Rob undertaking initial and ongoing examinations and assessment of children and young people engaging with SCCMI's programmes and providing information and offering advice to the Centre's staff. For some such children and young people Rob was their main NHS consultant and with the others he would offer an advisory communication with the individual's consultant at the 'home' NHS base.

#### **Greg Callan Partner and Head of Business Services, French Duncan LLP**

Mr Callan is a Chartered Accountant, Partner, Head of Business Services and Management Board member of French Duncan LLP (previously Macfarlane Gray). Mr Callan has been in practice since 1983, establishing his own practice in 1991 before undertaking a business merger with Macfarlane

Gray Group in 1999, taking the role of Managing Partner. A further merger in 2012 with French Duncan retaining Partner status, undertaking the role of Head of Business services

Greg is a Chartered Accountant (ICAS) and has a BA Accountancy from Glasgow University and has extensive experience of strategic senior management, financial and corporate governance within the financial and charitable sectors and experience of advising businesses and not for profit organisations across a variety of sectors.

**Ms Mary Morgan**  
**Director, Scottish National Blood Transfusion Service**

Mary Morgan provides strategic direction and leadership to the Scottish Blood Transfusion Service, the specialist provider of transfusion medicine for Scotland. In this role she is responsible for ensuring the collection and supply of high quality blood components within statutory and regulatory requirements in addition to research, development and innovation to ensure a sustainable and safe supply of blood and blood products.

After training as a registered Nurse, Mary progressed through the NHS undertaking a BA in Service Sector Management and an MSc in Health Services Management from Kings College University, London. Mary has undertaken several wide ranging roles within the NHS including: Service General Manager, Acute Services, NHS Argyll and Clyde; General Manager, Emergency Care & Medical Specialties, NHS Greater Glasgow and Director of Health Protection Scotland.

Mary is Chair of the UK Blood Services Forum ensuring collaboration with and joint working across UK blood services across the UK.

**Dr Lesley Anne Smith**  
**Quality Improvement Programme Director, NHS Education for Scotland**

Lesley Anne Smith is responsible for the leadership, strategic direction and operational management for NHS Education for Scotland's quality agenda; designing and implementing a range of quality related initiatives while promoting a strong culture of quality improvement and patient safety.

After training as a doctor at Aberdeen University Medical School and becoming a Senior House Officer at Dundee Royal infirmary, Lesley Anne switched careers undertaking a Postgraduate Diploma in Accounting and undertaking a career in financial management including becoming Head of Finance for Highland Acute Hospitals NHS Trust.

Prior to her current position, Lesley Ann held wide ranging senior management posts within the NHS including Directorate General Manager Clinical Services & Support Directorate and Clinical Risk Manager, within Highland Acute Hospitals NHS Trust.

Recently Lesley Anne became a Quality Improvement Fellow with the Institute of Quality Improvement, Cambridge Massachusetts.

**Ms Mary Ann Smith**  
**Retired Teacher and Local Authority Councillor**

Ms Mary Ann Smith brings extensive knowledge and experience of education and the needs of children through her professional background, her work in local politics and through involvement in wider social organisations. Ms Smith was a Primary School Teacher, working as a classroom teacher in schools throughout Glasgow and Lanarkshire for over 30 years.

As an elected South Lanarkshire councillor between 1995 and 2012, Ms Smith held the roles of Chair of the Education Resource Committee, which in addition to having responsibility for 5,000 staff and a budget of £250 million, involved establishing a partnership approach with providers of both health and social services. She was also Co-Chair of the Lanarkshire Education Trust, which involved awarding

and administering grants to individuals, groups and organisations to enable the pursuit of excellence in academic achievement, sport and the arts.

Mary Ann is a former Director of Children in Scotland, an organisation which aims to develop best practice in those working with and for children and young people. Children in Scotland also runs Enquire, an advice service for parents and carers of children and young people who have additional support needs and for the professionals who work with such children.

**Ms Judy Thomson**

**Director of Training for Psychology Services, NHS Education for Scotland**

Judy Thomson is Director of Training for Psychology Services with NHS Education for Scotland (NES), which involves responsibility for the training of psychologists for the NHS in Scotland and developing the wider multi-disciplinary workforce in skills in psychological care, linking with Health Boards and Higher Education Institutions across Scotland.

Her career focus has been on children and disability through a number of clinical service management appointments and professional leadership positions, including: Lead Psychologist for Children and Young People's Specialist Services; Clinical Practice Director of the MSc Applied Psychology Children and Young People; Head of Psychology Children's Services and Lead Consultant in the Department of Child and Family Psychiatry all mainly within NHS Greater Glasgow and Clyde.

Such posts have involved the development and delivery of services to children, including extensive experience of working with families of young children and infants with cerebral palsy, Down's syndrome, autism and other developmental disorders. She has also worked with older children and young people and their families with a range of psychological issues including those linked to disability and with adults with learning disability. This work has been in the context of multi-disciplinary teams with multi-agency service networks in both hospital and community environments.

She chairs NES's Children and Young People's Programme Board, and is a member of the Scottish Government's Children and Young People's Health Support Group and the Scottish Government's Child and Adolescent Mental Health Service (*CAMHS*) Implementation and Monitoring Group and the Early Year's Collaborative.

Judy has gained an MA Honours in Psychology and an MPhil in Clinical Psychology both from the University of Edinburgh and a Certificate in Management Studies and is a member of British Psychological Society's Division of Clinical Psychology, the British Association for Behavioural and Cognitive Psychotherapies and is registered with the Health and Care Professions Council.

## **APPENDIX I - The Seven Principles of Public Life - The Nolan Principles**

### ***The Seven Principles of Public Life***

The UK Government endorsed the Seven Principles of Public Life in “Spending Public Money: Governance and Audit Issues”, Cm 3179, March 1996. The principles are detailed below.

#### **Selflessness**

*Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.*

#### **Integrity**

*Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.*

#### **Objectivity**

*In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.*

#### **Accountability**

*Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate.*

#### **Openness**

*Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.*

#### **Honesty**

*Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.*

#### **Leadership**

*Holders of public office should promote and support these principles by leadership and example.*

# Who's In Charge: Control and Independence in Scottish Charities

## Executive Summary

### Chapter 1 – Underlying principles

When it is unclear who is in charge of a charity, serious governance problems can develop and harm the charity's activities and reputation. This guidance explains why clarity about who is in charge of a charity is crucial. We also set out how the duties of charity trustees and the principles of the charity test dictate the way that people in charge of charities must behave.

We explain that:

- A. A charity must be managed and controlled by charity trustees who are acting in the interests of the charity
- B. A charity must have only charitable purposes and must provide public benefit through its activities, even when it is linked to, or working with, other bodies
- C. A body will fail the charity test if its constitution allows Scottish Ministers or a Minister of the Crown to direct or control its activities.

### Chapter 2 – What to watch out for

Our experience as the Scottish charity regulator shows that there are certain structures and relationships that are more likely to lead to problems for charities as regards control and independence. In this chapter, we aim to ensure that charity trustees put safeguards in place so they can always act to achieve the charity's objectives. A charity must establish clear boundaries for decision making by charity trustees. We set out some of the situations we have encountered and indicate key learning points and good practice for charity trustees and others in such situations:

A. A charity has links to central government.

In these cases:

- » A charity's constitution must not allow Ministers to direct or control the charity (although Scottish Ministers may by order disapply this statutory restriction)
- » In considering relationships with charities, Government Departments should beware of seeking constitutional and operating provisions which may jeopardise their charitable status.

B. A charity has links to other bodies. For instance:

- a. Where the same people are managing two bodies, one of which is a charity:

- » It may be difficult to demonstrate that the charity is being governed independently in its own best interests
- » Decision-making procedures and practical arrangements should demonstrate that conflicts of interest are dealt with appropriately.

**b. When the charity is closely linked to another body and many of the same people are on the two Boards:**

- » The make-up of a Board, where it is dominated by members from a linked body, can lead to an inherent risk of recurrent conflict of interest
- » A conflict of interest policy should be applied in all situations where there is a conflict or potential conflict.

**c. Where a charity is established by another body:**

- » Ideally, a majority of charity trustees should be independent of that body, that is, the majority should be neither Board members nor employees of that other body
- » If linked and independent charity trustees are evenly balanced on the Board, it is good practice that the Chair be one of the independent charity trustees
- » Contracts and property arrangements between the bodies should be clearly in the interests of the charity, whether it is making use of another body's assets, or supplying its assets for use by another body.

**d. Where a charity is largely funded by another body or carries out work for another body as a major part of the charity's activities:**

- » Charity trustees must take decisions in the interests of the charity and should be able to demonstrate that they have done so. One way to do this may be by taking appropriate independent professional advice, where the scale of the decision and the risk to the charity requires this
- » Funders of charities may place conditions on funds offered to a charity but the charity trustees must decide whether these conditions are acceptable; the same principle applies where another body commissions the charity to carry out work which will form a major part of the charity's activities.

**C. Control is not clear. Ambiguity or confusion about who is in charge of a charity may arise when:**

**a. A charity has a complex governance structure:**

- » A charity's constitution should set out clearly who are the charity trustees and ensure that they are able to control and manage the charity. They should have final responsibility for strategic planning and oversight of how that strategy is implemented
- » Complex internal structures can hinder clear decision making and leave it open to challenge, make governance and management overly time-consuming, and increase the likelihood of damaging internal disputes. It should be clear where the authority for decisions lies.

**b. Lines of authority and accountability are blurred:**

- » Charity trustees should have oversight of major projects, recognising the reputational, financial and practical implications of these, whether internally managed or contracted externally
- » Charity trustees should ensure that they put in place clear and robust lines of authority when running any major project, and that all staff and charity trustees understand these.

c. When charities have umbrella bodies or are in a branch structure and it is not clear who is in charge:

- » A charity's constitution should clearly set out lines of authority, including what authority, if any, an umbrella body has over a branch charity
- » If charity trustees are delegating authority to others to run part of a charity's affairs either within a nation or across borders, the charity trustees should set out in writing the limits and terms of this delegation of powers and communicate these clearly.

### Chapter 3 – Ensuring independent decision making – a practical guide

Charities and charity trustees should behave in a way that demonstrates they are acting independently to protect the public perception of their charity. This guidance also includes a question and answer guide on good practice for charities and charity trustees that urges them to:

- » Choose charity trustees for their suitability and the skills they bring to a charity, including their capacity to exercise independent judgement
- » Ensure the charity's constitution sets out who is in control and communicates the lines of authority
- » Review the constitution as regularly as necessary to keep it current and suitable to the charity's needs
- » Conduct charity trustee meetings separately from those of any other body
- » Keep independent financial records
- » Demonstrate that decisions are taken independently in the interests of the charity. One way would be to take independent professional advice when appropriate, for instance when negotiating significant contracts with a linked body
- » Adopt and observe a clear, documented conflict of interest policy for any conflict or potential conflict
- » Show clear control of charity communications, for instance, with an independent website.