

The Digital Health & Care Institute (“DHI”)

Terms of Reference for the DHI Innovation Centre Main Board

(Draft for Discussion)

1. Introduction & Role of the Board

The governance structure of the DHI comprises three main elements:

1. A Board responsible for formulating, directing and guiding the implementation of the policies and strategies of the Innovation Centre.
2. A Strategic Advisory Group (SAG) that reports to the Board and provides guidance on strategic direction and content of the DHI priorities.
3. The DHI Senior Management Team (SMT) that is responsible for implementing the strategy and all day-to-day management of DHI activities.

Within this governance structure the role of the Board will:-

- have overall responsibility for setting the strategic direction of DHI. This will include responsibility for formulating, directing and guiding the implementation of the policies and strategies of DHI.
- direct the DHI Senior Management Team on the strategic direction of the Innovation Centre.

The Board will:

- review and comment on DHI Senior Management Team reports.
- consider and continuously review the optimum business structure to deliver the objectives of DHI.
- consider the constitution of the Board on an ongoing basis to ensure that:
 - the Board is fit for purpose to achieve the objectives of DHI;
 - DHI is appropriately representing Scotland on an ongoing basis in the development of the digital health sector, both nationally and internationally;
 - Board membership is continuously reviewed to take cognisance of the needs of industrial members, collaborators and public sector and HEI partners;
- ensure that DHI complies with all governance matters including government legislation and guidelines. This includes compliance with the Freedom of Information (Scotland) Act 2002.
- consider the material risks facing DHI with appropriate mitigation plans via a prioritised risk register.
- agree & approve the Strategic Plan and thereafter monitor against performance.
- agree & approve the Annual Budget and thereafter monitor against performance.

- review and approve the Annual Accounts and all other relevant financial instruments.
- carry out an annual effectiveness review of its performance led by the Chair
- support the DHI Senior Management Team in the delivery of:
 - the objectives for the organisation as set out by the core funders, being the Scottish Funding Council and the Scottish Government Health & Social Care directorate.

2. Timing of Board Meetings

There will be a minimum of 4 Board Meetings per annum and meetings will be set at least 6 months in advance. Special meetings of the Board may be held at any time at the call of the Chair or if more than 50% of the Board Membership asks for a Special Meeting.

3. Board Process

All relevant papers will be sent electronically to Board Members at least 5 working days before the date of the Board meeting.

Draft minutes will be distributed to Board members within 15 working days of the Board meeting for comment.

Board minutes will be in draft form until formally accepted at the following Board Meeting.

The agenda for Board meetings shall include (but not be limited to):

- Attendance and apologies for absence
- Minutes of the previous meeting and matters arising
- Review of DHI progress against its strategic priorities
- Financial Report
- Risk Register
- Matters of a material nature within these Terms of Reference

The Chair of the Board will normally be from the private sector and the role will be a part-time non-executive role. The primary responsibilities of the Chair are to provide leadership for the Board and to enable the Board to fulfil its obligations and responsibilities in relation to the strategic direction and governance of the Innovation Centre. The Chair will also carry out a performance appraisal on each Board member.

The Chair's term is normally three years with the ability to offer themselves for re-election thereafter. On

the retirement of the Chair, the administrative host institution (the University of Strathclyde) will be responsible for appointing a new Chair through processes agreed by the Board.

Recruitment for a replacement Chair will be conducted in an open and transparent manner including placing of advertisements publicly.

The PA to the CEO of DHI will act as the Board Secretary. The Board Secretary will keep minutes of its proceedings and make these available to the representatives of the core partners and funding bodies.

In the unlikely event that consensus cannot be reached on any Board item requiring a formal decision the matter will be decided by a vote involving formal Board members. The result will be decided by a majority of votes with the Chair carrying a Casting Vote. Members in attendance at Board meetings as observers will not be eligible to vote.

4. Quorate

The Board will only be quorate if at least 5 members of the Board are in attendance at the nominated date and time. The 5 members must at least include the following:

- The Chair or their nominated deputy is in attendance.
- The CEO or his/her delegated senior management representative is in attendance.
- At least one of the industry Board members is in attendance.
- At least one of the university representatives is in attendance.

Observers do not count towards the above qualifying members.

At the Chair's discretion, attendance through Skype, video conferencing or teleconferencing will be allowed.

5. Membership

The Board will comprise:

- One member from the host institution (University of Strathclyde).
- One member from the Glasgow School of Art
- One member from the University of Edinburgh
- One member from the Scottish Government Health & Social Care directorate
- An Independent Chairman
- The CEO of DHI
- The Director of Finance from DHI

- Up to 3 relevant Industry Representatives

Each member will have:

- one vote; the vote can only be instigated by attendance at the meeting;
- the right to appoint an alternate; and
- the right to send an observer to meetings if neither the member or alternate attends (the observer will have the right to be involved in discussions but not in voting).

Additional (non-voting) members of the Board include:

- One observer each from Scottish Funding Council, Scottish Enterprise and Highlands & Islands Enterprise
- A University of Strathclyde Solicitor & Contracts Manager
- One person to act as Board Secretary

The Board may delegate its powers or discretions to sub-groups. However, it should be noted that it cannot delegate its responsibilities.

The Chair of the Board may invite other parties who will have no voting rights to attend specific Board or sub-group meetings if this is considered appropriate.

Board members are elected for a term of three years with no individual member serving more than two consecutive terms.

Board members may submit claims for reasonable expenses incurred in the course of conducting their duties including attending Board meetings. Expenses will be paid by DHI retrospectively upon approval of claims. Board members are not remunerated other than the Executive Directors (CEO and FD) as part of their existing remuneration package from DHI and the Chairman as agreed with the academic host institution.

6. Obligations of Membership

New Board members, whether replacement or additional, will be sent the following:

- A welcome letter
- The Board Terms of Reference
- The Code of Practice for DHI Board Members which they are expected to adhere to
- A Declaration of Conflicts of Interest form which they are expected to complete before their first Board meeting.

A register of Conflicts of Interest will be maintained and reviewed on an annual basis. It shall be made available to the public on request.

To ensure the effectiveness of the Board, in certain circumstances members can be removed from the Board. These circumstances would need to fall into one of the following categories:

- Repeated failure to adhere to the Code of Practice for DHI Board Members
- Repeated failure to attend Board meetings
- Termination of Board member's employment contract with their employer
- Conviction of a Criminal Offence

7. Risk and Quality

The Board has overall responsibility for establishing systems of internal control and for reviewing and evaluating their effectiveness.

The Board will have ownership of the Innovation Centre's Risk Register and will be responsible for reviewing and considering how the DHI SMT are managing and mitigating all risks appropriately.

The Board has overall responsibility for the quality of DHI's work, for the maintenance of a culture upholding the values of, and high standards in, quality, integrity, independence, professional ethics and professional competence and for setting an appropriate 'tone from the top' in respect of these values.

8. Conduct of Board Members

In addition to attending Board meetings, Board members are expected to act as ambassadors for the Innovation Centre. For example, this ambassadorial role may include:

- Attendance at networking events or conferences;
- Promotion of the Innovation Centre activities (e.g. student internships) to other businesses;
- Contribution to marketing campaigns by providing case studies.