

**NHS 24**  
**BOARD MEETING**  
**19 DECEMBER 2024**  
**ITEM NO 12.1**  
**FOR APPROVAL**

## **CORPORATE GOVERNANCE FRAMEWORK UPDATE 2024**

**Executive Sponsor:**

John Gebbie, Director of Finance

**Lead Officer/Author:**

Geraldine Mathew, Board Secretary

**Action Required:**

The NHS 24 Board is asked to review the updates to the Corporate Governance Framework for approval.

**Key Points for the Board/Committee to consider:**

The Corporate Governance Framework was last reviewed and approved by the NHS 24 Board at its meeting on 29 February 2024. No significant updates are proposed to the Corporate Governance Framework at this time. Most amendments are limited to updates to Board membership, formatting, and grammatical corrections. Material amendments are outlined in section 3.3 below. A comprehensive list of all amendments (Appendix 2), along with the updated Corporate Governance Framework (Appendix 1), is appended.

**Governance process:**

This paper was presented to EMT in November 2024, with the following intended governance process:

- Presentation to the Audit and Risk Committee meeting of 21 November 2024, for endorsement.
- Presentation to the NHS 24 Board Meeting of 19 December 2024, for approval.

**Strategic alignment and link to overarching NHS Scotland priorities and strategies:**

This paper demonstrates a commitment to the principles outlined in The Blueprint for Good Governance (2<sup>nd</sup> Edition), ensuring transparency, accountability, and strategic alignment with NHS Scotland's objectives.

**Strategic alignment and link to Corporate Delivery Plan activity:**

The review of the Corporate Governance Framework is closely aligned with and links to the Corporate Delivery Plan activity by ensuring that governance practices support and enhance the achievement of strategic objectives, operational efficiency, and accountability.

**Key Risks:**

Failure to conduct an annual review of the Corporate Governance Framework may result in outdated practices, reduced accountability, and misalignment with key objectives, potentially compromising the efficacy and integrity of governance processes.

**Financial Implications:**

As part of the review of the Corporate Governance Framework, the Standing Financial Instructions are routinely reviewed and updated where necessary.

**Equality and Diversity:**

Equality and diversity is covered within the Corporate Governance Framework as a priority for the organisation.

## 1. RECOMMENDATION

1.1 The NHS 24 Board is asked to review the updates to the Corporate Governance Framework for approval.

## 2. TIMING

2.1 The Corporate Governance Framework was last reviewed and updated in February 2024 and was subsequently approved by the NHS 24 Board at its meeting on 29 February 2024.

## 3. BACKGROUND

3.1 The Corporate Governance Framework is made up of a suite of “stand-alone” documents, those being:

- **The NHS 24 Public Bodies Framework document** – This section details how key roles and responsibilities underpin the relationship between NHS 24 and the Scottish Government.
- **Standing Orders for the Proceedings and Business of NHS 24 Board** – This explains how the business of NHS 24 Board and its Committees is organised.
- **Committee Terms of Reference** – This outlines the Terms of Reference for the Board’s Governance Committees.
- **Board Members Code of Conduct** – This section details how members of NHS 24 Board should conduct themselves in undertaking their duties and responsibilities.
- **Scheme of Delegated Authority** – This outlines the organisational Scheme of Delegation within NHS 24, to provide clarity about the decision-making processes and the extent of delegation and devolution of authority.
- **Standing Financial Instructions** – This explains how staff will control the financial affairs of NHS 24 and ensure proper standards of financial conduct.
- **Code of Conduct for NHS 24 Staff** – This provides guidance to staff on their actions and behaviours in line with NHS 24’s values.
- **Risk Management Strategy** – This section explains how risks are managed within the organisation.
- **The Assurance Framework and Map** – This document provides an overview of the assurance system within NHS 24 and includes a map of key responsibilities.

3.2 The Blueprint for Good Governance (2nd Edition), published on 23 December 2022, served as a fundamental guide for the enhancement of our governance structures. The Corporate Governance Framework was rigorously reviewed and updated in alignment with the principles outlined in the Blueprint, as part of the annual review of the Framework in 2023. Following this, the Corporate Governance Framework received formal approval from the Board in February 2024.

3.3 An overview of the material amendments is detailed below. All amendments are detailed in full in Appendix 2.

## **Introduction**

Amendment to references to “NHS 24 Public Bodies Framework Document” (Section A) proposed. Amendment is also proposed to include additional narrative which clarifies the link between governance and the Corporate Governance Framework.

## **Section A – NHS 24 Public Bodies Framework Document**

Amendment to the title of this Section to better describe the purpose of this document. Minor amendments made to formatting, alignment of text and email address for the Public Bodies Unit mailbox.

## **Section B – Standing Orders for the Proceedings and Business of NHS 24 Board**

There are no amendments proposed.

## **Section C – Governance Committees and Executive Management Team Terms of Reference**

Updates include minor amendments and refresh to Committee Terms of Reference, formatting and alignment of text, updated governance structure chart to simplified version, and amendments to the membership of NHS 24 Board Standing Committees table to include the following changes:

- Resignation of Ms Marieke Dwarshuis, as Non-Executive Director of NHS 24 Board.
- Appointment of Ms Abeer Macintyre, as Non-Executive Director of NHS 24 Board.
- Reappointment of Mr Kenny Woods, as Non-Executive Director of NHS 24 Board, through his appointment as Employee Director.
- Appointment of Mr David Howe, as Cyber Security Champion.
- Appointment of Ms Liz Mallinson, as Sustainability Champion.
- Appointment of Dr Ron Cook, as Medical Director.
- Appointment of Ms Joanne Edwards, as Director of Service Delivery.
- Appointment of Mr Andrew Moore, as Director of Nursing and Care.

Additionally, the Terms of Reference of the Board Equality, Inclusion and Rights Group (EIRG) have now been included in the Corporate Governance Framework.

Amendments to the Executive Management Team (EMT) Terms of Reference have been made following review by the EMT and these include:

- Clarification of quorate requirements where a decision is required, the Chief Executive Officer and two other Executive Directors must be present.
- Inclusion of reference to a Reserved EMT session which will be held in private at each meeting.
- Publication of EMT agenda and papers at least one week in advance of the meeting and any late papers will be deferred to the next meeting.
- Clarification regarding the process for papers which are circulated to EMT for virtual approval.
- Delegation of appropriate areas of work to the Senior Management Team (SMT), and other managers as deemed necessary by EMT.

## **Section D – Board Members Code of Conduct**

There are no significant amendments proposed. Minor formatting error and spelling error corrections have been made.

## **Section E – Scheme of Delegated Authority**

The main changes to this section include:

- Inclusion of a paragraph to clarify that the Deputy Chief Executive Officer shall assume the delegated limits as prescribed to the Chief Executive Officer outlined in the Scheme of Delegated Authority, for financial and operational continuity, in the absence of the Chief Executive Officer as the Accountable Officer, due to any temporary period of unavailability (illness or other cause). Clarification that for periods of unavailability of four weeks or more, Section 7.2 of Annex 2, Memorandum to Accountable Officer for other public bodies, of the Scottish Public Finance Manual, shall apply.
- Refresh of the section on Gifted Funds to reflect the creation of two additional endowments funds (in addition to the existing Breathing Space fund) those being, the Communications Directorate Endowment Fund, and the NHS 24 General Endowment Fund. An additional paragraph has also been included to describe governance of these funds through meetings of the Fundholder signatories, the Chief Executive Officer, and the Chair of Audit & Risk Committee.
- Minor formatting, spelling error corrections, and updates to job titles have been made.

## **Section F – Standing Financial Instructions**

The main change to this section is the inclusion of an additional paragraph within section 15 – Salary Overpayments, to describe the governance process in situations where efforts to recover salary overpayments have been unsuccessful, whereby both the Director of Finance and the Director of Workforce must approve any write-offs, in line with Section 17 – Losses, provided they have sought advice from the CLO to do so, and these must be reported to the Audit & Risk Committee, via the Corporate Governance Activity Report.

Other minor amendments have been made to formatting and job title corrections, updates to website links, updates to reflect change in process in relation to the use of eExpenses by Non-Executive Directors, amendment to the Risk Management section to include reference to the Risk Management Strategy at Section H, and inclusion of the reporting of legal claims to Board in private session on an annual basis.

## **Section G – Code of Conduct for NHS 24 Staff**

Update to the “Protect – Speak Up Stop Harm” website link. There are no other amendments proposed.

## **Section H – The Risk Management Strategy**

There are no significant amendments proposed.

## **Section I – Active Governance**

There are no significant amendments proposed. Minor amendment has been made to spelling error correction.

**Section J – The Assurance Framework and Map**

There are no significant amendments proposed. The Assurance Map has been reviewed and updated to now include Digital Transformation and Service Transformation.

A full list of the amendments is included as Appendix 2.

**4. ENGAGEMENT**

- 4.1 The Board Chair, Chief Executive Officer, Committee Chairs, and the Executive Management Team have been engaged in this process.

**5. FINANCIAL IMPLICATIONS**

- 5.1 There are no financial implications associated with this process.

**6. MEASURABLE BENEFITS**

- 6.1 Conducting an annual review of the Corporate Governance Framework enhances accountability, improves decision-making, and strengthens risk management within NHS 24. Regular updates ensure alignment with best practices and regulations, fostering continuous improvement and transparency.

**7. NEXT STEPS**

- 7.1 The updated Corporate Governance Framework will be published on the NHS 24 website.

# CORPORATE GOVERNANCE

## FRAMEWORK 2024



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## Introduction

### Governance and the Corporate Governance Framework

1. Governance is the means by which all institutions and organisations involved in the design and delivery of healthcare translate health policy into clinical practice and management in order to improve the quality and efficiency of healthcare.
2. The Corporate Governance Framework is the mechanism by which the organisation describes the overall system of control. This Framework ensures that the ways in which healthcare is designed and delivered, as described in section 1, are effectively implemented and monitored across all levels of the organisation. It details how functions are directed and controlled, and covers the following dimensions:
  - Service delivery arrangements
  - Structures and processes
  - Risk management and internal control
  - Standards of conduct
3. NHS 24 is a Special Health Board, created under The NHS 24 (Scotland) Order 2001, with effect from 6 April 2001.
4. The Board will seek at all times to comply with guidance from the Scottish Government Health and Social Care Directorate (SGHSCD).
5. The NHS Scotland Blueprint for Good Governance (DL (2022) 38) has informed this Corporate Governance Framework and the associated Standing Orders.
6. The Blueprint for Good Governance provides an updated definition of governance in healthcare for use by NHS Scotland:

"Governance is the means by which NHS Boards direct and control the healthcare system to deliver Scottish Government policies and strategies and ensure the long-term success of the organisation. It is the ability to ask questions and make decisions to improve population health and address health inequalities, while delivering safe, effective and high-quality healthcare services. It is to be distinguished from executive-led operational management."

7. To reflect and describe the latest thinking and best practice in governance in the public sector, ten principles of good governance have been identified. These principles underpin the design of the Blueprint for Good Governance:
8. The Principles of Good Governance can be viewed as an executive summary of what is required to deliver good governance. They are as follows:
  - 8.1. Good governance requires the Board to set strategic direction, hold executives to account for delivery, manage risk, engage stakeholders, and influence organisational culture.
  - 8.2. Good governance requires a Board that consists of a diverse group of people with the necessary skills, experience, values, behaviours, and relationships.
  - 8.3. Good governance requires that roles, responsibilities and accountabilities at Board and executive level are clearly defined and widely communicated.
  - 8.4. Good governance requires an assurance framework that aligns strategic planning and change implementation with the organisation's purpose, aims, values, corporate objectives, and operational priorities.
  - 8.5. Good governance requires an integrated governance system that co-ordinates and links the delivery of strategic planning and commissioning, risk management, assurance information flows, audit, and sponsor oversight.

- 8.6. Good governance requires operating guidance that is agreed, documented, widely-communicated and reviewed by the Board on a regular basis.
- 8.7. Good governance requires regular evaluation of governance arrangements to ensure it is proportionate, flexible, and subject to continuous improvement.
- 8.8. Good governance requires an active approach that anticipates and responds to risks and opportunities which could have a significant impact on the delivery of corporate objectives, the Board's relationships with stakeholders and the management of the organisation's reputation.
- 8.9. Good governance requires a collaborative approach that ensures the organisation's systems are integrated or aligned with the governance arrangements of key external stakeholders.
- 8.10. Good governance requires governance arrangements that are incorporated in the organisation's approach to the management of day- to-day operations and the implementation of change.

9. A description of the active approach to governance has been defined as:

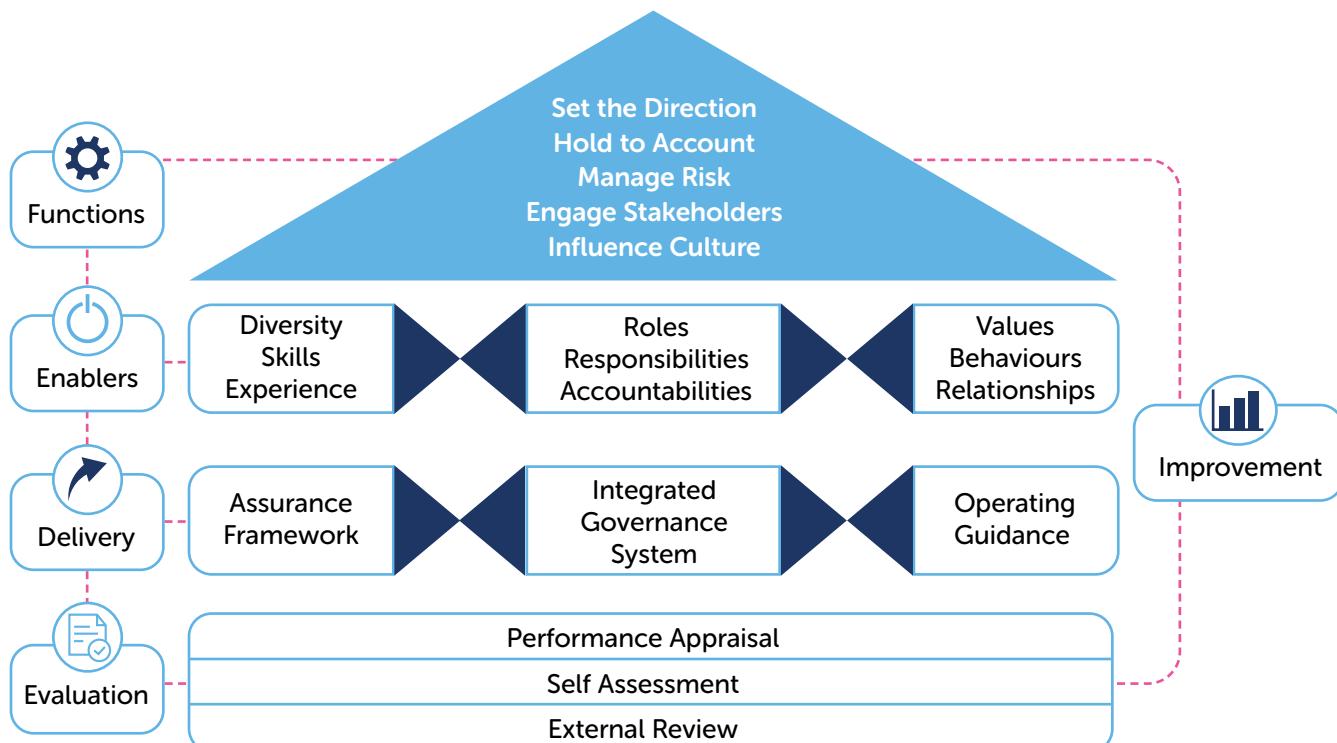
"Active governance exists when the appropriate issues are considered by the right people, the relevant information is reviewed in the most useful format at the right time, and the level of scrutiny produces rigorous challenge and an effective response."

10. A description of the collaborative approach to governance has been defined as:

"Collaborative governance exists when all parties who have an influence in the delivery of healthcare outcomes recognise, understand and respect the needs of each other and work together to integrate or align their arrangements for the governance of the delivery of services and products within the healthcare environment."

11. The primary purpose of the Blueprint for Good Governance is to provide guidance on how to deliver and sustain good governance in healthcare. The model below highlights a four-tiered model where each component should be viewed as interdependent and subject to continuous improvement.

## 12. Figure One – The Blueprint for Good Governance



## Functions

13. There are five primary functions of governance:

- i. **Setting the direction**, including clarifying priorities and defining change and transformational expectations
- ii. **Holding the Executive Leadership Team** to account by seeking assurance that the organisation is being effectively managed and change is being successfully delivered
- iii. **Managing risks** to the quality, delivery, and sustainability of services
- iv. **Engaging with key stakeholders**, as and when appropriate
- v. **Influencing** the Board's and the wider organisational culture

### i. Setting the Direction

Board Members are responsible and accountable for setting the overall strategy and direction of the organisation. They are also responsible for encouraging and facilitating innovation, driving change, and transforming service delivery to better meet the expectations and needs of their key stakeholders. This is described in Section A – NHS 24 Model Framework – Board Responsibilities.

### ii. Holding to Account

In order to hold the Executive Leadership Team to account the NHS Board requires a clear and accurate picture of current and past delivery of services. This understanding of performance over time is necessary to assist Board Members in identifying systemic change which requires further investigation and be assured that appropriate action plans are in place to address any ongoing performance issues. This is described in Section A – NHS 24 Public Bodies Framework Document – Governance and Accountability.

### iii. Managing Risk

Board Members must have regard to the wider strategic and policy context in which they operate when considering the risks which could have a significant impact on the delivery of the organisation's purpose, aims, values, corporate objectives, operational priorities, and targets. This also applies to managing the risks to the Board's relationships with key stakeholders and risks to their reputation as a public body.

Exercising vigilance and managing risk is a key component of the active approach to governance and requires Board Members to be constantly looking forward, as well as looking backwards to hold the Executive Leadership Team to account for service delivery.

This is described in Section H – Risk Management which provides the Board's Risk Management Strategy which is signed off annually by the Board.

### iv. Engaging Stakeholders

To deliver good governance NHS Boards also need to respect and pursue the rights and interests of all the stakeholders in the healthcare system and effective stakeholder engagement is required to establish and maintain public confidence in the organisation as a public body. This is described in Section I – Active Governance.

## v. Influencing Culture

An organisation's culture comprises its shared values, norms, beliefs, emotions, and assumptions about "how things are and should be done around here". These 'things' include how decisions are made, how people interact and how work is carried out. This is described in Section I – Active Governance.

NHS Boards have a critical role in shaping and influencing organisational culture in healthcare settings. To do this the Board should determine and promote shared values that underpin policy and behaviours throughout the organisation. Board Members must demonstrate the organisation's values and exemplify good governance through their individual behaviours.

## Enablers

14. To facilitate the delivery of the five governance functions, the three key enablers for good governance are defined as:

- i. **Acquiring and retaining the necessary diversity, skills, and experience** at Board level.
- ii. **Defining clear roles, responsibilities and accountabilities** for the principal groups and individuals that participate in the governance of healthcare.
- iii. **Creating relationships** and conducting business in line with agreed values and standards of behaviour.

### i. Diversity, Skills, and Experience

It is the responsibility of the Scottish Government, working with the NHS Board Chair, to ensure the necessary diversity, skills and experience are present across the Board. This includes determining the Board's requirements during the recruitment of new Members and the on-going development of the skills of existing Board Members. This is described in Section A – NHS 24 Public Bodies Framework Document – Chair's Responsibilities. In addition, the NHS 24 Board has in place a Board Skills Matrix.

### ii. Roles, Responsibilities and Accountabilities

To support and deliver the functions described in the Blueprint for Good Governance it is essential that there is a common understanding of the roles, responsibilities and accountabilities of the principal groups and individuals that participate in the governance of healthcare. This is described in Section B – Standing Orders (Appendix 1) Roles and Responsibilities and is also described within Section C – Committee Terms of Reference.

### iii. Values, Behaviours and Relationships

All the members of the NHS Board should consider what is expected of them individually and collectively in terms of demonstrating the NHS Scotland values and displaying the behaviours expected of a Board Member of a public body. This includes conducting their relationships in a manner that reflects these standards. Board members are expected to demonstrate and uphold the core values of NHS Scotland, which are defined in the 2020 Workforce Vision 'Everyone Matters' as

- i. Care and Compassion
- ii. Dignity and respect
- iii. Openness, honesty, and responsibility
- iv. Quality and teamwork

Board members have an additional responsibility to act as role models for the rest of the workforce. NHS Boards must act morally, ethically, and fairly, and building and maintaining effective working relationships are critical to the delivery of good governance. This is described within Section B – Standing Orders, Section D – Members Code of Conduct, and Section G – Code of Conduct for NHS Staff.

Further information on the role of the Board, Board members, the Chair, Vice Chair, and the Chief Executive is available on the [NHS Scotland Board Development](#) website. The documents within the Framework are issued for the regulation of the conduct of the NHS 24 Board, its Non-Executive Board Members, its Executive Directors, and Officers and shall have effect as if incorporated in the NHS 24 Standing Orders.

Failure to comply with the Standing Orders, Standing Financial Instructions, Reservations of Powers to the Board and the Scheme of Delegation is a disciplinary matter, which could result in dismissal.

#### iv. **Delegation to Officers**

All powers of the Board, which have not been retained as reserved by the Board or delegated to a Committee, shall be exercised on behalf of the Board by the Chief Executive. The Chief Executive is required to prepare a Scheme of Delegation identifying which functions the Chief Executive shall perform personally, and which functions have been delegated to other Directors and Officers.

The Chief Executive is accountable to the Board and as Accountable Officer is also accountable to the Accountable Officer of the NHS in Scotland for ensuring that the Board meets its obligation to perform its functions within available financial resources.

The Chief Executive shall have overall executive responsibility for the Board's activities and shall be responsible to the Board for ensuring that its financial obligations and targets are met and shall have overall responsibility for the Board's system of internal financial control.

All powers delegated by the Chief Executive can be re-assumed by the Chief Executive should the need arise. As Accountable Officer, the Chief Executive is accountable to the Accounting Officer of the NHS in Scotland for the funds entrusted to the Board.

#### v. **Responsibility**

All staff are individually and collectively responsible for the security of the Board's property, for avoiding loss, for economy and efficiency in the use of resources and for complying with the requirements of the Standing Orders and other operating procedures the Board adopts.

### **Delivery**

15. To support the delivery of good governance NHS Boards should construct an assurance framework and implement an integrated governance system that brings together the organisation's strategic planning, risk management and assurance information systems. This is detailed in Section J – The Assurance Framework and Map, Section H – Risk Management Strategy, and Section I – Active Governance.

## Evaluation

16. In order to assess the effectiveness of the healthcare governance system and whether or not it is continuously improving, it is important to have a consistent and systematic approach to assessing and evaluating the NHS Boards' governance arrangements against the Principles of Good Governance.
17. The approach to evaluation must provide assurance to the Board, the Scottish Government, and the other stakeholders in healthcare that good governance is being delivered across all the categories of governance in healthcare.
18. For NHS Scotland the preferred approach to evaluation involves three levels of assessment:
  - Appraisal of the Board Members' individual performance (Described in Section B – Standing Orders: Appendix 1: Chairs Responsibilities)
  - Self-assessment of the Board's Effectiveness (Referenced in Section I – Active Governance and in Section J – Assurance Framework and Map)
  - External assessment of the organisation's governance arrangements (Referenced in Section I – Active Governance)

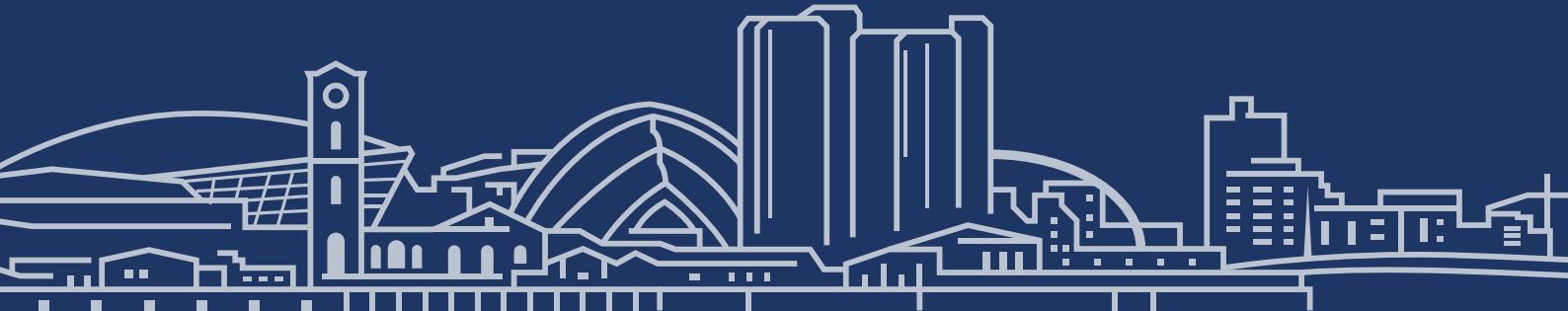
# SECTION A

# NHS 24 PUBLIC

# BODIES FRAMEWORK

# DOCUMENT

**This section details how key roles and responsibilities that underpin the relationship between NHS 24 and the Scottish Government.**



## Introduction

1. This framework document is agreed between NHS 24 and the Scottish Ministers. It summarises how NHS 24 and Scottish Government (SG) will work together, and the key roles and responsibilities of:
  - the Board
  - the Chief Executive and Accountable Officer of NHS 24;
  - the Scottish Ministers; and
  - the Portfolio Accountable Officer within the SG whose remit includes NHS 24.

While this document does not confer any legal powers or responsibilities, it forms a key part of the accountability and governance framework and as a live document it should be reviewed by SG and NHS 24 regularly, and at least every 2-3 years. Any significant changes will be agreed between the Board and the Scottish Ministers.

2. Any question regarding the interpretation of the document will be determined by the SG after consultation with NHS 24. Legislative provisions take precedence over any part of the document.
3. NHS 24 is not permitted to establish any subsidiaries or enter into joint ventures without express approval from Scottish Ministers.
4. Copies of the document will be published on the NHS 24 website.

## Purpose

5. NHS 24 is a Special Health Board constituted by the Scottish Ministers under the NHS 24 (Scotland) Order 2001 (2001 Order), using powers in the National Health Service (Scotland) Act 1978 (1978 Act).

The 2001 Order and 1978 Act set out a number of functions that are held by NHS 24.
6. NHS 24 is responsible for the delivery of clinical assessment and triage, health advice and information by telephone and online services to the population of Scotland, 24 hours a day, every day of the year.

NHS 24's purpose, strategic aims and objectives, as agreed with the Scottish Ministers are to:

  - triage calls, assess patients' symptoms and refer patients to the most appropriate healthcare professional within an appropriate timescale based on clinical need;
  - provide a range of online and digital services that support delivery of a right care, right place model;
  - work in partnership with local health services provided by NHS Boards, NHS staff organisations and local communities through integration with other parts of the NHS- in particular the Primary Care Out-of-Hours Services provided by NHS Boards throughout Scotland, the Scottish Ambulance Service and the Acute Hospitals Accident and Emergency Departments;
  - promote inter-agency working between NHS Boards by working collaboratively to achieve wider system benefits;
  - build relationships across different sectors, understanding the requirements of local authorities on NHS Boards and the need to integrate health and social care working to improve the quality of services to patients;
  - support the prevention and health improvement agenda across Scotland by working in partnership with NHS Boards to provide added value service where and when required, using the IT telephony and infrastructure to benefit patients 24 hours a day;
  - support the reform of Unscheduled Care, access to Mental Health, and Primary Care sustainability.

## Governance and Accountability

7. This section summarises the specific responsibilities and accountabilities of the key people involved in governance of NHS 24.

### The Board

8. Members of the Board of NHS 24, including the Chair, the non-executive directors of the Board, the Executive Directors of the Board and the Employee Director are appointed by the Scottish Ministers in line with the [Code of Practice for Ministerial Public Appointments in Scotland](#). The Chair and Board Members are accountable to the Scottish Ministers and also to the Scottish Parliament and may be required to give evidence to Parliamentary Committees.

9. The Board has overall responsibility for the delivery of the functions of NHS 24, as set out in the NHS 24 (Scotland) Order 2001 and the National Health Service (Scotland) Act 1978, in accordance with the aims, policies and priorities of the Scottish Ministers. The Board has corporate responsibility, under the leadership of the Chair, to:

- a. set strategic plans to deliver the functions of NHS 24, focusing on how the work of NHS 24 can most effectively contribute to achievement of the outcomes in the [National Performance Framework](#), the [Programme for Government](#) and Scotland's Economic Strategy in collaboration with the SG and other public bodies;
- b. regularly scrutinise current and projected performance against the aims, objectives and targets set out in plans and take decisions on remedial action where required;
- c. ensure that effective governance is established and maintained, including ensuring that decision-taking is open and transparent and, with support from the Accountable Officer and the Audit and Risk Committee, ensure that key risks are identified and managed;
- d. approve the annual report and accounts and ensure these are provided to the Scottish Ministers to be laid before the Scottish Parliament;
- e. promote the efficient, economic and effective use of resources consistent with the principles of [Best Value](#), and regularly scrutinise financial performance and compliance with financial guidance issued by the SG; [in line with the Code of Practice for Ministerial Public Appointments in Scotland](#).
- f. promote the wellbeing, learning and development of staff, provide support and challenge to the Chief Executive on staffing matters and ensure that NHS 24 meets the [NHS 24 staff management](#) responsibilities described in the section below.

10. The Chair will:

- a. lead the Board, ensuring that all Board members have suitable induction to understand the role and their responsibilities, that the skills and experience of all Board Members are used effectively and that the Board undertakes regular self-assessment of its performance;
- b. ensure that the performance of each Board member is reviewed at least once per year and that the Board and/or individual Board members undertake development activity when required to ensure the effectiveness of the Board;
- c. ensure that the Board reviews its effectiveness annually;
- d. ensure that a Code of Conduct (aligned to the [Model Code of Conduct for Board Members](#)) is in place, that corporate actions are taken to implement it as required and that Members understand their responsibilities, using the [guidance provided by the Standards Commission](#);
- e. work with the Portfolio Accountable Officer or their delegate(s) and the Public Appointments Team in SG on succession planning for the Board, action necessary to fill vacancies as they arise, skills requirements and promoting diversity by encouraging applications from less represented groups, including younger people, people from minority ethnic backgrounds and people with disabilities.

11. Specific guidance on how the Chair and Board Members should discharge their duties will be provided in their appointment letters and in [On Board – A Guide for Members of Statutory Boards](#). Guidance on governance good practice is available in the [Scottish Public Finance Manual](#) and from the sponsor team, who may consult the SG Governance and Risk Team. A list of key aspects of governance to consider is included in the section on Governance and Risk below.

## The Chief Executive

12. The Chief Executive is employed and appointed by the Board [with the approval of the Scottish Ministers] and is the principal adviser to the Board on the discharge of its functions and is accountable to the Board. The Chief Executive role is to provide operational leadership to staff working for NHS 24 and to ensure that its aims and objectives are met, its functions are delivered, and its targets are met through effective and properly controlled executive action.
13. The specific duties of the Chief Executive will be set out in a job description, and annual objectives will be agreed with the Chair and used in appraisal of the Chief Executive's performance.
14. In addition to any other specific duties, the Chief Executive will:
  - a. advise the Board on the discharge of its responsibilities – as set out in this Framework Document, in the founding legislation and in any other relevant instructions and guidance issued by or on behalf of the Scottish Ministers;
  - b. implement or oversee implementation of the decisions of the Board;
  - c. work with the Board on preparation of the Corporate Plan, including liaising with the Senior Sponsor and/or Sponsor team on key points which need to be addressed and the timetable for preparation and review, and work with the Board to ensure that business plans are put in place to meet the Corporate Plan aims, objectives and performance measures;
  - d. lead and manage the staff of NHS 24, ensuring their wellbeing, learning and development are prioritised, and ensuring that the [NHS 24 staff management responsibilities](#) set out in the section below are addressed;
  - e. manage the budget for NHS 24 in line with Scottish Government Finance guidance, policies and procedures, including the [Scottish Public Finance Manual](#), and advise the Board on financial implications of all Board decisions, ensuring that appropriate financial appraisal and evaluation techniques are followed (see the [Appraisal and Evaluation](#) section of the SPF);
  - f. agree with the Board and the Portfolio AO or Senior Sponsor what information is required to enable the Board and SG to scrutinise the performance of NHS 24 and progress against overall strategic and business plan aims and objectives, and ensure that the agreed information is provided and that is both accurate and timely;
  - g. the Chief Executive's Executive Team will manage the day-to-day relationship with the Senior Sponsor and/or Sponsor team, with other SG officials who have an interest in the work of NHS 24 and other key stakeholders, including staff of other public bodies.
15. In advising the Board, the Chief Executive will ensure that the key governance issues highlighted in the section on Governance and Risk below are addressed.

## The Accountable Officer

16. The Principal Accountable Officer for the Scottish Administration will designate a senior official in NHS 24, usually the Chief Executive unless there are specific reasons not to, as the Accountable Officer. The Accountable Officer is personally responsible for the propriety and regularity of the public finances of NHS 24 and ensuring that its resources are used economically, efficiently and effectively, as required by section 15 of the Public Finance and Accountability (Scotland) Act 2000 and may be called to give evidence to the Public Audit Committee of the Scottish Parliament. The responsibilities of the Accountable Officer are set out in full in the [Memorandum to Accountable Officers for Other Public Bodies](#) in the Scottish Public Finance Manual.
17. It is important for the Chair and Board members to recognise that one aspect of these duties is the requirement under section 15(8) of the Public Finance and Accountability (Scotland) Act 2000, where the Accountable Officer considers that any action they are required to take is not consistent with their Accountable Officer responsibilities, they must obtain written authority from the Board and send a copy of the written authority to the Auditor General for Scotland as soon as possible and sent to the Clerk of the Public Audit Committee. The Accountable Officer should consult the Portfolio Accountable Officer before seeking written authority from the Board in these circumstances and should always notify the Portfolio Accountable Officer when such a written authority has been issued.
18. Where the duties of the Accountable Officer and the Chief Executive are not combined in one person, the Accountable Officer will work closely with the Chief Executive on governance, and in particular to ensure that the key governance issues highlighted in the section on Governance and Risk below are addressed.

## The Scottish Ministers

19. The Scottish Ministers appoint the Chair and Board Members and hold the Board to account for the performance of NHS 24 and its use of resources. Ministers are ultimately accountable to the Scottish Parliament for ensuring that the Board is discharging its duties effectively, although the Parliament will scrutinise the performance of NHS 24 directly as it does with all public sector bodies. The Scottish Ministers are not directly responsible for the operation of NHS 24 [and founding legislation prevents them from directing the Board in relation to specific statutory functions<sup>1</sup>].
20. The Scottish Ministers will:
  - a. agree the strategic aims, objectives and key targets of NHS 24 as part of the corporate planning process;
  - b. agree the budget for NHS 24, and secure the necessary Parliamentary approval;
  - c. approve the Code of Conduct of the NHS 24 Board;
  - d. approve pay remits or proposals and superannuation arrangements for the staff, Chief Executive, Chair and Board members;
  - e. lay the accounts of NHS 24 before the Scottish Parliament.

Article 4(4) of the NHS 24 Order says:

"(4) Nothing in this Order shall prevent or restrict from exercising any function under the Act–  
 (a) the Scottish Ministers;  
 (b) any Health Board;  
 (c) any other Special Health Board; [...] ;  
 (d) the Common Services Agency [ ; or ]  
 [ (e) Healthcare Improvement Scotland. ]"

Ministers may also direct NHS 24 under the 1978 Act.

## SG Portfolio Accountable Officer

21. The Principal Accountable Officer for the Scottish Administration (the Permanent Secretary of the SG) has designated the Director General for NHS Recovery, Health and Social Care as the Portfolio Accountable Officer (AO) for the SG portfolio budget which will provide funding for NHS 24.
22. The Portfolio AO's duties are to establish a framework for the relationship between SG and a public body, oversee the operation of that framework, ensure the public appointments to the body are made appropriately and ensure that appropriate assurance is provided on the performance and governance of the body. These activities are known collectively as 'sponsorship'. In practice, the Portfolio AO is likely to delegate some or all sponsorship duties to a Director or Deputy Director as Senior Sponsor and/or to other SG officials in a 'Sponsor team'. The responsibilities of a Portfolio Accountable Officer are set out in detail in the [Memorandum to Accountable Officers for Parts of the Scottish Administration](#).
23. The Portfolio AO will:
  - a. make sure the framework document is agreed between the Scottish Ministers and the Board of NHS 24, reviewed regularly and oversee the operation of the roles and responsibilities set out;
  - b. ensure that financial and other management controls being applied by NHS 24 are appropriate and sufficient to safeguard public funds and conform to the requirements both of propriety and of good financial management;
  - c. in line with [Code of Practice for Ministerial Appointments](#), ensure that public appointments are made in good time and secure appropriate skills, experience and diversity amongst Board members, working with the Chair on succession planning; that there is effective induction for new appointees; and ensure that there is regular review and formal appraisal of the performance of the Chair, at appropriate intervals;
  - d. support regular and effective engagement between NHS 24 and the relevant Scottish Minister(s); and
  - e. make sure there is clear, documented delegation of responsibilities to a Senior Sponsor and/or Sponsor team and that the Board and senior officials of NHS 24 are aware of these delegated responsibilities.
24. The Portfolio AO remains personally answerable to the Scottish Parliament for the effectiveness of sponsorship activity.

## Relationship between the Scottish Government and NHS 24

25. Strategic engagement between the SG and NHS 24 is essential in order that they work together as effectively as possible to maintain and improve public services and deliver improved outcomes. Specific governance and accountability roles are described in the section above, but more generally, both the SG and NHS 24 will take all necessary steps to ensure that their relationship is developed and supported in line with the jointly agreed principles set out in the statement on '[Strategic Engagement between the Scottish Government and Scotland's NDPBs](#)'. This emphasises the need for cooperation and good communication, and particularly early warning from either side about any emerging risk or issue with significant implications for the operation or governance of NHS 24.

26. The Sponsor team's primary function is to carry out the responsibilities delegated to it by the Portfolio AO, directly or via the Senior Sponsor, as described above. In addition to ensuring that the arrangements in this framework document operate effectively, managing public appointments and providing assurance to the Portfolio AO, the Sponsor team will usually be the first point of contact for the body on any issue with SG. As part of the assurance they provide to the Portfolio AO, they must ensure that key actions and decisions agreed are documented and implemented. This includes ensuring that SG teams implement any agreed actions.

## Scottish Government Director and Deputy Director

27. The Director and Deputy Director of Primary Care have responsibility for overseeing and ensuring effective relationships between the SG and NHS 24 which support alignment of NHS 24's business to the SG's Purpose and National Outcomes. They will work closely with the NHS 24 Chief Executive and be answerable to the Portfolio Accountable Officer for maintaining and developing positive relationships with NHS 24 characterised by openness, trust, respect and mutual support. They will be supported by a sponsor team in discharging these functions. The Portfolio Accountable Officer shall be responsible for assessing the performance of the NHS 24 Chair at least annually.

28. Sponsor team responsibilities:

- discharging sponsorship responsibilities in line with the principles and framework set out in the document '[Strategic Engagement between the Scottish Government and Scotland's NDPBs](#)' and ensuring that sponsorship is suitably flexible, proportionate and responsive to the needs of the Scottish Ministers and NHS 24;
- ensuring that appointments to the NHS 24 Board are made timeously and, where appropriate, in accordance with the [code of practice](#) for Ministerial Appointments in Scotland;
- proportionate monitoring of NHS 24's activities through an adequate and timely flow of appropriate information, agreed with NHS 24, on performance, budgeting, control and risk management;
- addressing in a timely manner any significant problems arising in NHS 24, alerting the Portfolio Accountable Officer and the responsible Minister(s) where considered appropriate;
- ensuring that the objectives of NHS 24 and the risks to them are properly and appropriately taken into account in the SG's risk assessment and management systems;
- informing NHS 24 of relevant SG policy in a timely manner.

The Sponsor team will meet regularly with NHS 24, with the programme of engagements including:

- six-weekly operational meetings with relevant SG and NHS 24 stakeholders;
- quarterly Strategic Sponsorship meetings, which will include Mid-Year and Annual Reviews;
- strategic joint meetings with the Scottish Ambulance Service twice yearly;
- monthly joint collaboration board meetings with the Scottish Ambulance Service;
- ad hoc meetings with Health Finance/NHS 24 finance, as required.

## **Organisational security and resilience**

29. As part of risk management arrangements, NHS 24 shall ensure that it has a clear understanding at Board level of the key risks, threats and hazards it may face in the personnel, physical and cyber domains, and take action to ensure appropriate organisational resilience to those risks/threats/hazards. It should have particular regard to the following key source of information to help guide its approach:- [Cyber resilience: framework and self assessment tool - gov.scot \(www.gov.scot\)](http://www.gov.scot).

## **Performance management**

30. NHS 24 shall operate management information and accounting systems that enable it to review, in a timely and effective manner, its financial and non-financial performance against the strategic aims, objectives, targets and milestones set out in the corporate and business plans. The results of such reviews should be reported on a regular basis to the NHS 24 Board and copied to the SG. The SG shall assess NHS 24's performance, proportionately, on a continuous basis and hold a formal review meeting at least twice a year. The responsible Cabinet Secretary/Scottish Minister shall meet the NHS 24 Chair at least once a year.

## NHS 24 staff management responsibilities

Broad responsibilities for NHS 24 staff

31. The Chief Executive, challenged and supported by the Board, has responsibility for the recruitment, retention and motivation of its staff. The broad responsibilities toward staff are to ensure that:

- HR policies, practices and systems comply with employment, equalities legislation, and standards expected of public sector employers;
- the level and structure of staffing, including grading and staff numbers, are appropriate to its functions and the requirements of economy, efficiency and effectiveness (subject to the [SG Pay Policy for Staff Pay Remits](#));
- the performance of staff at all levels is regularly appraised and performance management systems are reviewed from time to time;
- staff are encouraged to acquire the appropriate professional, management and other expertise necessary to achieve the body's objectives;
- proper consultation with staff takes place on key issues affecting them, as appropriate, including working in partnership with trades unions;
- effective grievance and disciplinary procedures are in place and that staff know where to access and how to use;
- effective whistle-blowing policy and procedures consistent with the [Public Interest Disclosure Act 1998](#) are in place and ensures that staff know where to access and how to use; and
- a code of conduct for staff is in place.

## Pay and conditions of service

32. NHS 24 will comply with SG Pay Policy in relation to staff and the Chief Executive. The Chief Executive will ensure that a pay remit, in line with the SG [Pay Policy for Staff Pay Remits](#), is submitted to the SG for approval in line with the timetable notified and negotiate a pay settlement within the terms of the approved remit. This should normally be done annually, unless a multi-year deal has been agreed. Payment of salaries should also comply with the [Tax Planning and Tax Avoidance](#) section of the SPF. Proposals on non-salary rewards will comply with the guidance in the [Non-Salary Rewards](#) section of the SPF.

33. NHS 24 will also seek appropriate approval under the SG [Pay Policy for Senior Appointments](#) for the chief executive's remuneration package prior to appointment, annually or when a new appointment or change to the remuneration package is being proposed.

## Pensions, redundancy and compensation

34. Superannuation arrangements for staff are subject to the approval of the Scottish Ministers. NHS 24 staff will normally be eligible for a pension provided by the Scottish Publics Pension Agency; the National Health Service Superannuation Scheme (Scotland) 1995 Section and 2008 Section, and the NHS Scotland Pension Scheme 2015. Staff may opt out of the occupational pension scheme provided, but the employers' contribution to any personal pension arrangement, including stakeholder pension, will normally be limited to the national insurance rebate level.

35. Any proposal by NHS 24 to move from existing pension arrangements, or to pay any redundancy or compensation for loss of office, requires the prior approval of the Scottish Ministers. Proposals on compensation payments will comply with the [Settlement Agreements, Severance, Early Retirement and Redundancy Terms](#) section of the SPF. This includes referral to the Scottish Ministers of any proposed severance scheme (for example, a scheme for voluntary exit), business case for a settlement agreement being considered for an individual, or proposal to make any other compensation payment. In all instances, a body should engage with the Sponsor team prior to proceeding with proposed severance options, and prior to making any offer either orally or in writing.

## Corporate and business plans

36. NHS 24 will prepare a draft strategic or corporate plan every 3 years setting out its strategic aims, objectives and targets over that period, for consideration by the Scottish Ministers. When a new plan is to be prepared, the Chief Executive or their delegate will liaise with the Sponsor team to agree the key points to be addressed and the timetable for preparation and review. The final, agreed version of the strategic or corporate plan will be published on the NHS 24 website.

37. The strategic or corporate plan will include NHS 24's:

- purpose and principal aims;
- contribution to the national outcomes set out in the [National Performance Framework](#), the Programme for Government and Scotland's Economic Strategy in collaboration with the SG and other public bodies;
- analysis of the environment in which it operates;
- key objectives and associated key performance targets for the period of the plan, and the strategy for achieving those objectives;
- indicators against which its performance can be judged;
- details of planned efficiencies, describing how better value for money will be achieved, including through collaboration and use of shared services; and
- other key points agreed with the Sponsor team as described above.

38. The strategic or corporate plan will inform the development of a separate annual business plan for each financial year, which will include key targets and milestones for the year immediately ahead, aligned to the [NPF](#), and be linked to budgeting information so that, where possible, resources allocated to achieve specific objectives can be identified. A copy of the business plan will be provided to the sponsor team prior to the start of the relevant financial year.

## Annual report and accounts

39. NHS 24 will publish an annual report of its activities together with its audited accounts after the end of each financial year. The annual report and accounts will cover the activities of any corporate, subsidiary or joint ventures under the control of NHS 24. It will comply with the Government [Financial Reporting Manual](#) (FReM) and outline NHS 24's main activities and performance against agreed objectives and targets for the previous financial year. It is the responsibility of the Chief Executive, as Accountable Officer, to sign the accounts
40. The accounts will be prepared in accordance with relevant statutes and the specific accounts direction and other relevant guidance issued by the Scottish Ministers. Any financial objectives or targets set by the Scottish Ministers should be reported on in the accounts and will therefore be within the scope of the audit.
41. The SG Sponsor team should receive a copy of the annual report for comment, and a copy of the draft accounts for information, by 31 May each year. NHS 24 is responsible for the publication of the annual report and accounts after they have been laid by the Scottish Ministers. Whilst the statutory deadline for laying and publishing accounts audited by the AGS is 31 December after the end of the relevant financial year, the Scottish Ministers expect that accounts will be laid before the Scottish Parliament and published as early as possible.

## External audit

42. The Auditor General for Scotland (AGS) audits, or appoints auditors to audit, NHS 24's annual accounts and passes them to the Scottish Ministers who then lay them before the Scottish Parliament, together with the auditor's report and any report prepared by the AGS. The AGS, or examiners appointed by the AGS, may also carry out examinations into the economy, efficiency and effectiveness with which the body has used its resources in discharging its functions and/or carry out examinations into the arrangements made by NHS 24 to secure Best Value.
43. The AGS, or the AGS's appointed auditors or examiners, have a statutory right of access to documents and information held by relevant persons, including any contractors to or recipients of grants from NHS 24. NHS 24 will ensure that this right of access to documents and information is made clear in the terms of any contracts issued or conditions of any grants awarded and will also use its best endeavours to secure access to any other information or documents required which are held by other bodies.

## Internal audit

44. NHS 24 will:
  - establish and maintain arrangements for internal audit in accordance with the [Public Sector Internal Audit Standards](#) and the [Internal Audit](#) section of the SPF;
  - set up an Audit Committee of its Board, in accordance with the [Audit Committees](#) section of the SPF, to advise both the board and the Accountable Officer;
  - ensure that the Sponsor team and the Portfolio AO/Senior Sponsor receive promptly after they are produced or updated: the audit charter, strategy, periodic audit plans and annual audit assurance report, including the Head of Internal Audit opinion on risk management, control and governance – and provide any other relevant audit reports as requested by sponsors;
  - keep records of, and prepare and forward promptly to the SG an annual report on fraud and theft suffered by NHS 24 and notify the Portfolio AO or Senior Sponsor immediately of any unusual or major incidents.

45. The SG's Internal Audit and Assurance Directorate has an expectation of cooperation and access to relevant material when required, the parameters for which would be set out in an engagement document before information was shared. NHS 24 should make it clear on their own Privacy Notice that material may be shared with SG's Internal Audit and Assurance Directorate in certain circumstances.

## Budget management and delegated authority

46. Each year the Sponsor team will send the Board a Budget Allocation and Monitoring letter, notifying NHS 24 of the budget provision, any related matters and details of the budget monitoring information required. NHS 24 will comply with the format and timing of the monitoring information requested and with any requests for further information.

47. The statement of budgetary provision will set out the budget within the classifications of resource Departmental Expenditure Limits (RDEL), capital DEL (CDEL) and Ring-fenced (non-cash) (RfDEL) – and, where applicable, Annually Managed Expenditure (AME). These categories are explained in [Annual Budget Processing](#) in the SPFM, and NHS 24 will not transfer budgetary provision between the categories without the prior approval of the SG Finance Directorate, which should be sought via the Sponsor team. Transfers within the categories are at the discretion of the Board or, subject to delegated authority, the Chief Executive or relevant senior manager, if these do not breach any other constraints, for instance the approved pay remit.

Where budgetary provision includes projected income, including any income from disposal of non-current assets, the Chief Executive will ensure that the SG Finance Directorate and Sponsor team are made aware promptly of any forecast changes in income – usually via the monthly budget monitoring statement. The Scottish Ministers expectation is that any shortfall in income will be offset by a matching reduction in gross expenditure, and prior approval from the SG Finance Directorate and the Sponsor team must be sought for any alternative arrangement. Similarly, if income is higher than originally projected, this may only be used for additional spending or to meet pressures with the prior approval of the SG Finance Directorate and Sponsor team. Failure to obtain prior approval for the use of excess income to fund additional expenditure may result in corresponding reductions in budgets for the following financial year. The only exception is where the income is from gifts, bequests and donations but this must be spent within the same financial year as the receipt.

48. NHS 24's specific delegated financial authorities - as agreed in consultation between the Board and the Scottish Ministers - are set out in Annex A. The Board will obtain the prior written approval from the Sponsor team and SG Finance before entering into any undertaking to incur any expenditure that falls outside these delegations, and before incurring expenditure for any purpose that is or might be considered novel, contentious or repercussions or which has or could have significant future cost implications.

## Governance and Risk

49. Guidance on governance requirements is available in several documents referred to earlier in this framework document:

- [the Scottish Public Finance Manual \(SPFM\)](#)
- [the Audit and Assurance Committee Handbook](#)
- [On Board – A Guide for Members of Statutory Boards](#)

50. If in any doubt about a governance issue, the Chair or Chief Executive should consult the Senior Sponsor or Sponsor team in the first instance, and sponsors may in turn consult the SG Public Bodies Unit, the SG Governance and Risk Branch and/or other teams with relevant expertise.

51. The Board and Chief Executive are advised to pay particular attention to guidance on the following issues.

## Risk management

52. NHS 24 must develop an approach to risk management consistent with the Risk Management section of the Scottish Public Finance Manual and establish reporting and escalation arrangements with the Portfolio AO or Senior Sponsor.
53. The Board should have a clear understanding of the key risks, threats and hazards it may face in the personnel, accommodation and cyber domains, and take action to ensure appropriate organisational resilience, in line with the guidance in: [Having and Promoting Business Resilience](#) (part of the Preparing Scotland suite of guidance) and the [Public Sector Cyber Resilience Framework](#).
54. Reporting arrangements should ensure that the Sponsor team is made aware of relevant risks and how they are being managed. The NHS 24 audit committee is also required, at the earliest opportunity, to notify the relevant Director General if it considers that it has identified a significant problem which may have wider implications.
55. As a patient facing Special Health Board, NHS 24 has its own internal escalation processes to help manage risk and ensure consistent performance in line with key performance indicators.
56. NHS 24 continues to report performance to the Scottish Government on a weekly basis with the sponsor team responsible for scrutinising these reports and engaging with the Board on any issues regarding performance, reporting to Senior Management within SG and Ministers as appropriate. The Board is now also publishing data on performance against its Key Performance Indicators on a weekly basis.
57. As well as regular reporting and publishing of data, NHS 24 has regular engagement with its sponsor team formally through annual/mid-year reviews, supported by a programme of performance monitoring meetings throughout the year. This regular engagement allows the sponsor team to work collaboratively with Board colleagues on any issues affecting performance, workforce, finance or any other concerns impacting service delivery. This engagement will continue to be the method used for the sponsor team to engage appropriately with internal colleagues within SG, as well as with partners within the Board to make decisions on any required escalation of performance issues.

## Internal control

58. The Board should establish clear internal [delegated authorities](#) with the Chief Executive, who may in turn delegate responsibilities to other members of staff and establish an assurance framework consistent with the [internal control framework](#) in the SPFM.
59. Counter-fraud policies and practices should be adopted to safeguard against fraud, theft, bribery and corruption - see the [Fraud](#) section of the SPFM.
60. Any major investment programmes or projects undertaken should be subject to the guidance in the [Major Investment Projects](#) section of the SPFM and in line with delegated authorities. The Sponsor team must be kept informed of progress on such programmes and projects and Ministers must be alerted to any developments that could undermine their viability. Information and Communication Technology investment plans must be reported to the SG's Office of the Chief Information Officer.
61. NHS 24 must comply with the requirements of the [Freedom of Information \(Scotland\) Act 2002](#) and ensure that information is provided to members of the public in a spirit of openness and transparency. NHS 24 must also register with the [Information Commissioners Office](#) and ensure that it complies with the Data Protection Act 2018 and the UK General Data Protection Regulation, commonly known as UK GDPR, and any other relevant data protection legislation as appropriate.

## Budget and finance

62. Unless covered by a specific delegated authority, financial investments are not permitted without the prior approval of sponsors and SG Finance. This includes equity shares in ventures which further a body's objectives. Public bodies should not invest in any venture of a speculative nature.
63. Non-standard tax management arrangements should always be regarded as novel and/or contentious and must therefore be approved in advance by the Portfolio AO and SG Finance. Relevant guidance is provided in the [Tax Planning and Tax Avoidance](#) section of the SPF. NHS 24 must comply with all relevant rules on taxation, including VAT, and recover tax where it is entitled to do so.
64. Optimising income (not including grant-in-aid) from all sources should be a priority, and sponsors should be kept informed about any significant projected changes in income. Novel or contentious proposals for new sources of income or methods of fundraising must be approved by sponsors and SG Finance. [Fees or charges](#) for any services supplied must be determined in accordance with the Fees & Charges section of the SPF.
65. Gifts, bequests or donations received are recorded as income and should be provided for in the agreed resource DEL and capital DEL budgets, but should not fund activities or assets normally covered by SG grant-in-aid, trading or fee income, and conflicts of interest must be considered – see the principles in the [Gifts](#) section of the SPF. Note that this relates to gifts to the body - gifts to individuals are covered in the [Model Code of Conduct](#).
66. Borrowing cannot be used to increase NHS 24's spending power. All borrowing - excluding agreed overdrafts - must be from the Scottish Ministers in accordance with guidance in the [Borrowing, Lending & Investment](#) section of the SPF.
67. Any lending must be in line with the guidance in the [Borrowing, Lending & Investment](#) section of the SPF on undertaking due diligence and seeking to establish a security. Unless covered by a specific delegated limit NHS 24 must not lend money, charge any asset, give any guarantee or indemnity or letter of comfort, or incur any other contingent liability (as defined in the [Contingent Liabilities](#) section of the SPF), whether or not in a legally binding form, without the prior approval of sponsors, SG Finance and where necessary the relevant committee of the Scottish Parliament. Guarantees, indemnities and letters of comfort of a standard type given in the normal course of business are excluded from this requirement.
68. An accurate and up-to-date record of current and non-current assets should be maintained, consistent with the [Property: Acquisition, Disposal & Management](#) section of the SPF. NHS 24 is also subject to the [SG Asset Management Policy](#), including the requirement for acquisition of a new lease, continuation of an existing lease, decision not to exercise a break option in a lease or purchase of property for accommodation / operational purposes, to be approved in advance by Scottish Ministers. The SG Property Controls Team should be consulted as early as possible in this process.
69. Assets should be recorded on the balance sheet at the appropriate valuation basis in accordance with the Government Financial Reporting Manual FReM. When an asset (including any investment) suffers impairment, when there is significant movement in existing provisions and/or where a new provision needs to be created, this should be communicated to sponsors and SG Finance as soon as possible to determine the implications for NHS 24's budget.
70. Any funding for expenditure on assets by a third party should be subject to appropriate arrangements to ensure that they are not disposed of without prior consent and that a due share of the proceeds can be secured on disposal or when they cease to be used by the third party for the intended purpose, in line with the [Clawback](#) guidance in the SPF.
71. Unless covered by a specific delegated authority, prior approval from sponsors and SG Finance is required before making gifts or special payments or writing off losses. Special payments and losses are subject the guidance in the [Losses and Special Payments](#) section of the SPF. Gifts by management to staff are subject to the guidance in the [Non-Salary Rewards](#) section of the SPF.

72. Unless covered by a specific delegated authority NHS 24 must not enter into any finance, property or accommodation related lease arrangement – including the extension of an existing lease or the non-exercise of a tenant's lease break - without prior approval from sponsors. Before entering/continuing such arrangements, NHS 24 must be able to demonstrate that the lease offers better value for money than purchase and that all options of sharing existing public sector space have been explored.

Non-property / accommodation related operating leases are subject to a specific delegated authority. There must be capital DEL provision in the budget allocation for finance leases and other transactions which are in substance borrowing.

73. Procurement policies should reflect relevant guidance in the [Procurement](#) section of the SPF and any other relevant guidance issued by the SG's Procurement and Property Directorate. The SG's directory of [SG Framework Agreements](#), is available to support organisations but they should check the Framework Agreement's 'buyer's guide' before proceeding to ensure they are eligible to use the Framework.

74. All matured and properly authorised invoices relating to transactions with suppliers should be paid in accordance with the [Expenditure and Payments](#) section of the SPF wherever possible and appropriate within Scottish Ministers' target of payment within 10 working days of their receipt.

75. NHS 24 is subject to the SG policy of self-insurance. Commercial insurance must however be taken out where there is a legal requirement to do so and may also be taken out in the circumstances [described](#) in the Insurance section of the SPF - where required with the prior approval of sponsors and their finance business partner subject to the level of inherent financial risk. In the event of uninsured losses being incurred the SG shall consider, on a case by case basis, whether or not it should make any additional resources available to NHS 24. The relevant sponsor team will provide a Certificate of Exemption for Employer's Liability Insurance.

76. Unless covered by a specific delegated authority NHS 24 must not provide grant funding to a third party without prior agreement from sponsors and SG Finance. Guidance on a framework for the control of third party grants is provided as an annex to the [Grant & Grant in Aid](#) section of the SPF. Subsidy control requirements for any such funding are discussed below.

77. The Subsidy Control Act 2022 sets out the framework for the UK's domestic subsidy control regime, and the requirements that apply to the giving of subsidies. This is supplemented by related statutory instruments and statutory guidance published by the UK Government. The UK's international obligations, including various Free Trade Agreements and those arising as a consequence of World Trade Organisation membership also continue to apply. Currently, any activity that NHS 24 undertakes itself, or funds other bodies to undertake, that can be offered on a commercial market for goods and services, is subject to these requirements. A full subsidy control assessment is required prior to disbursing any funding, in line with the guidance in the Subsidy Control section of the SPF. As also set out in this section of the SPF, the Subsidy Control Team should be consulted on all proposals which may have subsidy implications.

## Remuneration

78. Remuneration, allowances and any expenses paid to the Chair and Board Members must comply with the latest [SG Pay Policy for Senior Appointments](#) and any specific guidance on such matters issued by the Scottish Ministers.

79. Staff pay, pensions and any severance payments must be in line with the requirements of Public Sector Pay Policy and the responsibilities described in the section on NHS 24 Staff Management Responsibilities.

80. All individuals who would qualify as employees for tax purposes should be paid through the payroll system with tax deducted at source.

## Banking and cash management

81. Banking arrangements must comply with the [Banking](#) section of the SPFM.
82. Cash management arrangements need to be addressed as well as overall budget management. Any [grant in aid](#) (i.e. the cash provided to NHS 24 by the SG to support the allocated budget) for the year in question will be authorised by the Scottish Parliament in the annual Budget Act. NHS 24 will normally receive monthly instalments based on updated profiles and information on unrestricted cash reserves and will not seek any payment in advance of need. NHS 24 will keep its unrestricted cash reserves held during the year to the minimum level needed for efficient operation and any relevant liabilities which have to be met at the year-end. Grant in aid not drawn down by the end of the financial year will lapse. NHS 24 will not pay Grant-in-Aid into any restricted reserve it holds.

## Helpful information

84. The Public Bodies Support Unit has produced a register of reporting requirements for devolved public bodies which will help in regard to compliance with certain legislative asks. Copies of the register can be obtained from the [PBSU mailbox](#).

## Annex A

### Annex A: Specific Delegated Financial Authorities

| Item No  | Category                                 |         |
|--|--|---------|
| <b>Theft / Arson / Wilful Damage</b>   |  |         |
| 1  | Cash                                     | £10,000 |
| 2  | Stores/procurement                       | £20,000 |
| 3  | Equipment                                | £10,000 |
| 4  | Contracts                                | £10,000 |
| 5  | Payroll                                  | £10,000 |
| 6  | Buildings and fixtures                   | £20,000 |
| 7  | Other                                    | £10,000 |
| <b>Fraud, Embezzlement &amp; other irregularities (inc. attempted fraud)</b> |  |         |
| 8  | Cash                                     | £10,000 |
| 9  | Stores/procurement                       | £20,000 |
| 10   | Equipment                                | £10,000 |
| 11   | Contracts                                | £10,000 |
| 12   | Payroll                                  | £10,000 |
| 13   | Other                                    | £10,000 |
| 14   | <b>Nugatory &amp; Fruitless Payments</b> | £10,000 |
| 15   | <b>Claims Abandoned</b>                  |         |
|  | (a) Private Accommodation                | £10,000 |
|  | b) Road Traffic Acts                     | £20,000 |
|  | (c) Other                                | £10,000 |

| Item No | Category   |          |
|---------|--|----------|
|         | <b>Store Losses</b>  |          |
|         | Incidents of the Service -   |          |
|         | - Fire   | £20,000  |
| 16      | - Flood  | £20,000  |
|         | - Accident   | £20,000  |
| 17      | Deterioration in Store   | £20,000  |
| 18      | Stocktaking Discrepancies  | £20,000  |
| 19      | Other Causes   | £20,000  |
|         | <b>Losses of Furniture &amp; Equipment and Bedding &amp; Linen in circulation:</b> |          |
|         | Incidents of the Service -   |          |
|         | - Fire   | £10,000  |
| 20      | - Flood  | £10,000  |
|         | - Accident   | £10,000  |
| 21      | Disclosed at physical check  | £10,000  |
| 22      | Other causes   | £10,000  |
|         | <b>Compensation Payments - legal obligation</b>                                    |          |
| 23      | Clinical*  | £250,000 |
| 24      | Non-clinical*  | £100,000 |
|         | <b>Ex-gratia payments</b>  |          |
| 25      | Extra-contractual Payments   | £10,000  |
| 26      | Compensation Payments - Ex-gratia – Clinical*                                      | £250,000 |
| 27      | Compensation Payments - Ex-gratia - Non Clinical*                                  | £100,000 |
| 28      | Compensation Payments - Ex-gratia - Financial Loss*                                | £25,000  |
| 29      | Other Payments   | £2,500   |

| Item No | Category   |         |
|---------|--|---------|
|         | <b>Damage to Buildings and Fixtures:</b>               |         |
| 30      | Incidents of the Service                               |         |
|         | - Fire   | £20,000 |
|         | - Flood  | £20,000 |
|         | - Accident   | £20,000 |
|         | - Other Causes   | £20,000 |
| 31      | <b>Extra-Statutory &amp; Extra-regulatory Payments</b> | Nil     |
| 32      | <b>Gifts in cash or in kind</b>                        | £10,000 |
| 33      | <b>Other Losses</b>                                    | £10,000 |

Other limits are subject to individual agreement by Scottish Government Health & Social Care Directorates and NHS 24.

# SECTION B

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**Standing Orders for the Proceedings  
and Business of NHS 24 Board**



## SECTION B - Standing Orders for the Proceedings and Business of NHS 24 Board

NHS 24 is a corporate body established under the NHS 24 (Scotland) Order 2001.

The National Health Services (Scotland) Act 1978, the Health Act 1999 and the NHS 24 establishment order set out the principal statutory functions conferred on an NHS 24 Special Health Board. Standing Orders of the NHS 24 Board

The Standing Orders set out the regulations which govern the conduct of the NHS 24 Board and its Committees and define the responsibilities of Board Members, Directors, Officers, and employees of the Board subject to statutory restrictions and conditions as the Scottish Ministers may direct.

### 1. General

1.1 These Standing Orders for regulation of the conduct and proceedings of the NHS Board, the common name for the NHS 24 Health Board, [the Board] and its Committees are made under the terms of The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 (2001 No. 302), as amended up to and including The Health Boards (Membership and Procedure) (Scotland) Amendment Regulations 2016 (2016 No. 3).  
 The NHS Scotland Blueprint for Good Governance (issued through [DL \(2022\) 38](#)) has informed these Standing Orders. The Blueprint describes the functions of the Board as:

- Setting the direction, clarifying priorities, and defining expectations.
- Holding the executive to account and seeking assurance that the organisation is being effectively managed.
- Managing risks to the quality, delivery, and sustainability of services.
- Engaging with stakeholders.
- Influencing the Board's and the organisation's culture.

Further information on the role of the Board, Board Members, the Chair, Vice Chair, and the Chief Executive is available on the [NHS Scotland Board Development](#) website.

1.2 The Scottish Ministers shall appoint the members of the Board and shall reappoint any members of the Board serving a second term. The Scottish Ministers shall also attend to any issues relating to the resignation and removal, suspension, and disqualification of members in line with the above regulations.

1.3 Any statutory provision, regulation, or direction by Scottish Ministers, shall have precedence if they are in conflict with these Standing Orders.

1.4 Any one or more of these Standing Orders may be varied or revoked at a meeting of the Board by a majority of members present and voting, provided the notice for the meeting at which the proposal is to be considered clearly states the extent of the proposed repeal, addition, or amendment.  
 The Board will annually review its Standing Orders.

1.5 Any member of the Board may on reasonable cause shown be suspended from the Board or disqualified for taking part in any business of the Board in specified circumstances. The Scottish Ministers may by determination suspend a member from taking part in the business (including meetings) of the Board. Paragraph 5.4 sets out when the person presiding at a Board meeting may suspend a Board member for the remainder of a specific Board meeting. The Standards Commission for Scotland can apply sanctions if a Board member is found to have breached the Board Members' Code of Conduct, and those include suspension and disqualification. The regulations (see paragraph 1.1) also set out grounds for why a person may be disqualified from being a member of the Board.

## Board Members – Ethical Conduct

- 1.6 Members have a personal responsibility to comply with the Code of Conduct for Members of the NHS 24 Board. The Commissioner for Public Standards can investigate complaints about members who are alleged to have breached their Code of Conduct. The Board will have appointed a Standards Officer (the Board Secretary). This individual is responsible for carrying out the duties of that role, however they may delegate the carrying out of associated tasks to other members of staff. The Board's appointed Standards Officer shall ensure that the Board's Register of Interests is maintained. When a member needs to update or amend their entry in the Register, they must notify the Board's appointed Standards Officer of the need to change the entry within one month after the date the matter required to be registered.
- 1.7 The Board's appointed Standards Officer shall ensure the Register is available for public inspection at the principal offices of the Board at all reasonable times and will be included on the Board's website.
- 1.8 Members must always consider the relevance of any interests they may have to any business presented to the Board or one of its Committees. Members must observe paragraphs 5.6 - 5.10 of these Standing Orders and have regard to Section 5 of the Code of Conduct (Declaration of Interests).
- 1.9 In case of doubt as to whether any interest or matter should be declared, in the interests of transparency, members are advised to err on the side of caution and make a declaration. Alternatively, where applicable, in the interests of transparency, members should consider making a statement explaining why their apparent connection to a matter does not constitute an interest that requires to be declared.
- 1.10 Members shall make a declaration of any gifts or hospitality received in their capacity as a Board member. Such declarations shall be made to the Board's appointed Standards Officer who shall make them available for public inspection at all reasonable times at the principal offices of the Board and on the Board's website. The Register of Interests includes a section on gifts and hospitality. The Register may include the information on any such declarations or cross-refer to where the information is published.
- 1.11 The Board's appointed Standards Officer shall provide a copy of these Standing Orders to all members of the Board on appointment. A copy shall also be held on the Board's website.

## 2. Chair

- 2.1 The Scottish Ministers shall appoint the Chair of the Board.

## 3. Vice Chair

- 3.1 The Chair shall nominate a candidate or candidates for Vice Chair to the Cabinet Secretary. The candidate(s) must be a Non-Executive Member of the Board. A member who is an employee of a Board is disqualified from being Vice Chair. The Cabinet Secretary will in turn determine who to appoint based on evidence of effective performance and evidence that the member has the skills, knowledge and experience needed for the position. Following the decision, the Board shall appoint the member as Vice Chair. Any person so appointed shall, so long as they remain a member of the Board, continue in office for such a period as the Board may decide.
- 3.2 The Vice Chair may at any time resign from that office by giving notice in writing to the Chair. The process to appoint a replacement Vice Chair is the process described at paragraph 3.1.
- 3.3 Where the Chair has died, ceased to hold office, or is unable for a sustained period of time to perform their duties due to illness, absence from Scotland or for any other reason, then the Board's Vice Chair should refer this to the Scottish Government. The Cabinet Secretary will confirm which member may assume the role of interim Chair in the period until the appointment of a new Chair, or the return of the appointed Chair. Where the Chair is absent for a short period due to leave

(for whatever reason), the Vice Chair shall assume the role of the Chair in the conduct of the business of the Board. In either of these circumstances references to the Chair shall, so long as there is no Chair able to perform the duties, be taken to include references to either the interim Chair or the Vice Chair. If the Vice Chair has been appointed as the interim Chair, then the process described at paragraph 3.1 will apply to replace the Vice Chair.

## 4. Calling and Notice of Board Meetings

- 4.1 The Chair may call a meeting of the Board at any time and shall call a meeting when required to do so by the Board. The Board shall meet at least six times in the year and will annually approve a forward schedule of meeting dates.
- 4.2 The Chair will determine the final agenda for all Board meetings. The agenda may include an item for any other business; however, this can only be for business which the Board is being informed of for awareness, rather than being asked to make a decision. No business shall be transacted at any meeting of the Board other than that specified in the notice of the meeting except on grounds of urgency.
- 4.3 Any member may propose an item of business to be included in the agenda of a future Board meeting by submitting a request to the Chair. If the Chair elects to agree to the request, then the Chair may decide whether the item is to be considered at the Board meeting which immediately follows the receipt of the request, or a future Board meeting. The Chair will inform the member which meeting the item will be discussed. If any member has a specific legal duty or responsibility to discharge which requires that member to present a report to the Board, then that report will be included in the agenda.
- 4.4 In the event that the Chair decides not to include the item of business on the agenda of a Board meeting, then the Chair will inform the member in writing as to the reasons why.
- 4.5 A Board meeting may be called if one third of the whole number of members signs a requisition for that purpose. The requisition must specify the business proposed to be transacted. The Chair is required to call a meeting within 7 days of receiving the requisition. If the Chair does not do so, or simply refuses to call a meeting, those members who presented the requisition may call a meeting by signing an instruction to approve the notice calling the meeting provided that no business shall be transacted at the meeting other than that specified in the requisition.
- 4.6 Before each meeting of the Board, a notice of the meeting (in the form of an agenda), specifying the time, place and business proposed to be transacted at it and approved by the Chair, or by a member authorised by the Chair to approve on that person's behalf, shall be circulated to every member so as to be available to them at least three clear days before the meeting. The notice shall be distributed along with any papers for the meeting that are available at that point.
- 4.7 With regard to calculating clear days for the purpose of notice under 4.6 and 4.9, the period of notice excludes the day the notice is sent out and the day of the meeting itself. Additionally, only working days (Monday to Friday) are to be used when calculating clear days; weekend days and public holidays should be excluded.

Example: If a Board is meeting on a Wednesday, the notice and papers for the meeting should be distributed to members no later than the preceding Thursday. The three clear days would be Friday, Monday, and Tuesday. If the Monday was a public holiday, then the notice and papers should be distributed no later than the preceding Wednesday.

- 4.8 Lack of service of the notice on any member shall not affect the validity of a meeting.
- 4.9 Board meetings shall be held in public. A public notice of the time and place of the meeting shall be provided at least three clear days before the meeting is held. The meeting agenda and papers shall be published on the NHS 24 Board website at least 3 working days prior to the meeting, subject to any commercial/security redactions, and embargoed until midday on the day of the Board meeting. Members of the public observing the meeting via videoconferencing facilities will have

access to the agenda and papers for the meeting via the website. Observers attending in person shall be provided with copies of the agenda and papers for the meeting, subject to any commercial/security redactions.

The meeting papers will include the minutes of committee meetings which the relevant committee has approved. The exception is that the meeting papers will not include the minutes of the Remuneration Committee. The Board may determine its own approach for Committees to inform it of business which has been discussed in committee meetings for which the final minutes are not yet available. For items of business which the Board will consider in private session (see paragraph 5.22), only the Board Members will normally receive the meeting papers for those items, unless the person presiding agrees that others may receive them.

## 5. Conduct of Meetings

### Authority of the Person Presiding at a Board Meeting

- 5.1 The Chair shall preside at every meeting of the Board. The Vice Chair shall preside if the Chair is absent. If both the Chair and Vice Chair are absent, the members present at the meeting shall choose a Board member who is not an employee of a Board to preside.
- 5.2 The duty of the person presiding at a meeting of the Board or one of its committees is to ensure that the Standing Orders or the Committee's terms of reference are observed, to preserve order, to ensure fairness between members, and to determine all questions of order and competence. The ruling of the person presiding shall be final and shall not be open to question or discussion.
- 5.3 The person presiding may direct that the meeting can be conducted in any way that allows members to participate, regardless of where they are physically located, e.g., videoconferencing, teleconferencing. For the avoidance of doubt, those members using such facilities will be regarded as present at the meeting.
- 5.4 In the event that any member who disregards the authority of the person presiding, obstructs the meeting, or conducts themselves inappropriately the person presiding may suspend the member for the remainder of the meeting. If a person so suspended refuses to leave when required by the person presiding to do so, the person presiding will adjourn the meeting in line with 5.12. For paragraphs 5.5 to 5.20, reference to 'Chair' means the person who is presiding the meeting, as determined by paragraph 5.1.
- 5.12 For paragraphs 5.5 to 5.20, reference to 'Chair' means the person who is presiding the meeting, as determined by paragraph 5.1.

### Quorum

- 5.5 The Board will be deemed to meet only when there are present, and entitled to vote, a quorum of at least one third of the whole number of members, including at least two members who are not employees of a Board. The quorum for Committees will be set out in their terms of reference, however it can never be less than two Board Members.
- 5.6 In determining whether or not a quorum is present the Chair must consider the effect of any declared interests.
- 5.7 If a member, or an associate of the member, has any pecuniary or other interest, direct or indirect, in any contract, proposed contract or other matter under consideration by the Board or a committee, the member should declare that interest at the start of the meeting. This applies whether or not that interest is already recorded in the Board Members' Register of Interests. Following such a declaration, the member shall be excluded from the Board or committee meeting when the item is under consideration and should not be counted as participating in that meeting for quorum or voting purposes.

5.8 Paragraph 5.7 will not apply where a member, or an associate of theirs, interest in any company, body or person is so remote or insignificant that it cannot reasonably be regarded as likely to affect any influence in the consideration or discussion of any question with respect to that contract or matter. In March 2015, the Standards Commission granted a dispensation to NHS Board Members who are also voting members of integration joint boards. The effect is that those members do not need to declare as an interest that they are a member of an integration joint board when taking part in discussions of general health & social care issues. However, members still have to declare other interests as required by Section 5 of the Board Members' Code of Conduct.

5.9 If a question arises at a Board meeting as to the right of a member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting be referred to the Chair. The Chair's ruling in relation to any member other than the Chair is to be final and conclusive. If a question arises with regard to the participation of the Chair in the meeting (or part of the meeting) for voting or quorum purposes, the question is to be decided by the members at that meeting. For this latter purpose, the Chair is not to be counted for quorum or voting purposes.

5.10 Paragraphs 5.6-5.9 shall equally apply to members of any Board Committees, whether or not they are also members of the Board, e.g., stakeholder representatives.

5.11 When a quorum is not present, the only actions that can be taken are to either adjourn to another time or abandon the meeting altogether and call another one. The quorum should be monitored throughout the conduct of the meeting in the event that a member leaves during a meeting, with no intention of returning. The Chair may set a time limit to permit the quorum to be achieved before electing to adjourn, abandon or bring a meeting that has started to a close.

## Adjournment

5.12 If it is necessary or expedient to do so for any reason (including disorderly conduct or other misbehaviour at a meeting), a meeting may be adjourned to another day, time, and place. A meeting of the Board, or of a Committee of the Board, may be adjourned by the Chair until such day, time and place as the Chair may specify.

## Business of the Meeting The Agenda

5.13 If a member wishes to add an item of business which is not in the notice of the meeting, they must make a request to the Chair ideally in advance of the day of the meeting and certainly before the start of the meeting. The Chair will determine whether the matter is urgent and accordingly whether it may be discussed at the meeting.

5.14 The Chair may change the running order of items for discussion on the agenda at the meeting. Please also refer to paragraph 4.2.

## Decision-Making

5.15 The Chair may invite the lead for any item to introduce the item before inviting contributions from members. Members should indicate to the Chair if they wish to contribute, and the Chair will invite all who do so to contribute in turn. Members are expected to question and challenge proposals constructively and carefully to reach and articulate a considered view on the suitability of proposals.

5.16 The Chair will consider the discussion, and whether or not a consensus has been reached. Where the Chair concludes that consensus has been reached, then the Chair will normally end the discussion of an item by inviting agreement to the outcomes from the discussion and the resulting decisions of the Board.

- 5.17 As part of the process of stating the resulting decisions of the Board, the Chair may propose an adaptation of what may have been recommended to the Board in the accompanying report, to reflect the outcome of the discussion.
- 5.18 The Board may reach consensus on an item of business without taking a formal vote, and this will be normally what happens where consensus has been reached.
- 5.19 Where the Chair concludes that there is not a consensus on the Board's position on the item and/ or what it wishes to do, then the Chair will put the decision to a vote. If at least two Board Members ask for a decision to be put to a vote, then the Chair will do so. Before putting any decision to vote, the Chair will summarise the outcome of the discussion and the proposal(s) for the members to vote on.
- 5.20 Where a vote is taken, the decision shall be determined by a majority of votes of the members present and voting on the question. In the case of an equality of votes, the Chair shall have a second or casting vote. The Chair may determine the method for taking the vote, which may be by a show of hands, or by ballot, or any other method the Chair determines.
- 5.21 While the meeting is in public the Board may not exclude members of the public and the press (for the purpose of reporting the proceedings) from attending the meeting.

### **Board Meeting in Private Session**

- 5.22 The Board may agree to meet in private in order to consider certain items of business. The Board may decide to meet in private on the following grounds:
  - The Board is still in the process of developing proposals or its position on certain matters and needs time for private deliberation.
  - The business relates to the commercial interests of any person and confidentiality is required, e.g., when there is an ongoing tendering process or contract negotiation.
  - The business necessarily involves reference to personal information and requires to be discussed in private in order to uphold the Data Protection Principles.
- 5.23 • The Board is otherwise legally obliged to respect the confidentiality of the information being discussed. 5.23 The minutes of the meeting will reflect when the Board has resolved to meet in private.

### **Minutes**

- 5.24 The names of members present at a meeting of the Board, or of a committee of the Board, shall be recorded in the minute of the meeting. The names of other persons in attendance shall also be recorded.
- 5.25 The Board Secretary (or nominated deputy) shall prepare the minutes of meetings of the Board and its Committees. The Board or the committee shall review the draft minutes at the following meeting. The person presiding at that meeting shall sign the approved minute.

## 6. Matters Reserved for the Board

### Introduction

6.1 The Scottish Government retains the authority to approve certain items of business. There are other items of the business which can only be approved at an NHS Board meeting, due to either Scottish Government directions or a Board decision in the interests of good governance practice.

6.2 This section summarises the matters reserved to the Board:

- a) Corporate Governance Framework including
  - (i) Standing Orders.
  - (ii) Establishment, remit and reporting arrangements of all Board Standing Committees.
  - (iii) Scheme of Delegation.
  - (iv) Standing Financial Instructions.
- b) Organisational Values.
- c) The strategies for all the functions that it has planning responsibility for, subject to any provisions for major service change which require Ministerial approval.
- d) The Annual Delivery Plan for submission to the Scottish Government for its approval. (Note: The Board should consider the draft for submission in private session. Once the Scottish Government has approved the Annual Delivery Plan, the Board should receive it at a public Board meeting).
- e) Corporate objectives or corporate plans which have been created to implement its agreed strategies.
- f) Risk Management Policy.
- g) Financial plan for the forthcoming year, and the opening revenue and capital budgets.
- h) Annual accounts and report (**NB** - This must be considered when the Board meets in private session. In order to respect Parliamentary Privilege, the Board cannot publish the annual accounts, or any information drawn from it before the accounts are laid before the Scottish Parliament. Similarly, the Board cannot publish the report of the external auditors of their annual accounts in this period).
  - i) Any business case item that is beyond the scope of its delegated financial authority before it is presented to the Scottish Government for approval. The Board shall comply with the Scottish Capital Investment Manual.
  - j) The Board shall approve the content, format, and frequency of performance reporting to the Board.
  - k) The appointment of the Board's chief internal auditor. (Note: This applies either when the proposed chief internal auditor will be an employee of the Board, or when the chief internal auditor is engaged through a contract with an external provider. The audit committee should advise the Board on the appointment, and the Board may delegate to the audit committee oversight of the process which leads to a recommendation for appointment).
- 6.3 The Board may be required by law or Scottish Government direction to approve certain items of business, e.g., the integration schemes for a local authority area.
- 6.4 The Board itself may resolve that other items of business be presented to it for approval.

## **7. Delegation of Authority by the Board**

- 7.1 Except for the Matters Reserved for the Board, the Board may delegate authority to act on its behalf to Committees, individual Board Members, or other Board employees. In practice this is achieved primarily through the Board's approval of the Standing Financial Instructions and the Scheme of Delegation.
- 7.2 The Board may delegate responsibility for certain matters to the Chair for action. In such circumstances, the Chair should inform the Board of any decision or action subsequently taken on these matters.
- 7.3 The Board and its officers must comply with the NHS Scotland Property Transactions Handbook, and this is cross-referenced in the Scheme of Delegation.
- 7.4 The Board may, from time to time, request reports on any matter or may decide to reserve any particular decision for itself. The Board may withdraw any previous act of delegation to allow this.

## **8. Execution of Documents**

- 8.1 Where a document requires to be authenticated under legislation or rule of law relating to the authentication of documents under the Law of Scotland, or where a document is otherwise required to be authenticated on behalf of the Board, it shall be signed by an executive member of the Board, or any person duly authorised to sign under the Scheme of Delegation in accordance with the Requirements of Writing (Scotland) Act 1995. Before authenticating any document, the person authenticating the document shall satisfy themselves that all necessary approvals in terms of the Board's procedures have been satisfied. A document executed by the Board in accordance with this paragraph shall be self-proving for the purposes of the Requirements of Writing (Scotland) Act 1995.
- 8.2 Scottish Ministers shall direct which officers of the Board can sign on their behalf in relation to the acquisition, management, and disposal of land.
- 8.3 Any authorisation to sign documents granted to an officer of the Board shall terminate upon that person ceasing (for whatever reason) from being an employee of the Board, without further intimation or action by the Board.

## **9. Committees**

- 9.1 Subject to any direction issued by Scottish Ministers, the Board shall appoint such Committees (and sub-committees) as it thinks fit. NHS Scotland Board Development website will identify the Committees which the Board must establish.
- 9.2 The Board shall appoint the chairs of all Committees. The Board shall approve the terms of reference and membership of the Committees. The Board shall review these as and when required and shall review the terms within 2 years of their approval if there has not been a review.
- 9.3 The Board shall appoint committee members to fill any vacancy in the membership as and when required. If a committee is required by regulation to be constituted with a particular membership, then the regulation must be followed.
- 9.4 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.

- 9.5 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 where the Committee's membership consist of or include all the Board Members. Where the Committee's members include some of the Board's members, the Committee's meetings shall not be held in public and the associated Committee papers shall not be placed on the Board's website, unless the Board specifically elects otherwise. Generally, Board Members who are not members of a Committee may attend a Committee meeting and have access to the meeting papers. However, if the Committee elects to consider certain items as restricted business, then the meeting papers for those items will normally only be provided to members of that Committee. The person presiding the Committee meeting may agree to share the meeting papers for restricted business papers with others.
- 9.6 The Board shall approve a calendar of meeting dates for its Committees. The Committee Chair may call a meeting any time and shall call a meeting when requested to do so by the Board.
- 9.7 The Board may authorise Committees to co-opt members for a period up to one year, subject to the approval of both the Board and the Accountable Officer. A Committee may decide this is necessary to enhance the knowledge, skills, and experience within its membership to address a particular element of the Committee's business. A co-opted member is one who is not a member of the NHS 24 Board and is not to be counted when determining the Committee's quorum.

## APPENDIX 1

### Roles and Responsibilities

#### Board Members

1. It is expected that individual Board Members should contribute fully to Board deliberations and exercise a healthy challenge function. This expectation extends to Executive Directors who are Board Members and includes occasions on which the matters under discussion have previously been discussed at EMT. It is important that no individual Board Member (or Chair) dominates the debates or has an excessive influence on Board decision-making. The Chair has an important role to play in ensuring that all Board Members have an opportunity to contribute to Board discussions.
2. All NHS Board Members are appointed by the Cabinet Secretary for Health and Social Care and the Cabinet Secretary has the authority to terminate their appointment if it is considered not in the interest of the health service that a member of a Board continues to hold office.
3. The Board membership consists of Non-Executive and Executive Members. There are two broad categories of Non-Executive Board Members: those appointed through the public appointment process after an open recruitment exercise, and those whom the Board's principal stakeholders have nominated for appointment by the Cabinet Secretary.
4. The stakeholder members are the Employee Director and, for territorial Boards, the Chair of the Area Clinical Forum, and a representative from each of the Local Authorities in the area covered by the NHS Board.
5. The Executive Members for territorial Boards are the Chief Executive, Director of Finance, Nurse Director, Medical Director, and the Director of Public Health. For the special Boards, Health Improvement Scotland, and NHS National Services for Scotland the executive membership of the Board can vary to meet their particular circumstances.
6. Publicly appointed members can serve a maximum of eight years on the Board. This limitation also applies to the appointment of the Chair and Vice Chair. Stakeholder members are also appointed for specific time periods but can be re-appointed provided the stakeholder body continues to nominate them. Executive members are appointed for the duration of their role.
7. NHS Board Members are responsible for:
  - Ensuring the Board focuses on developing and maintaining a strategic direction designed to deliver the Scottish Government's policies and priorities.
  - Providing effective scrutiny, challenge, support, and advice to the Executive Leadership Team on the delivery of the organisation's purpose, aims, values, corporate objectives, operational priorities, and targets.
  - Contributing to the identification and management of strategic and operational risks.
  - Bringing independence, external perspectives, and impartial judgement to the business of the NHS Board to support timely, well-informed, evidence-based, and risk-assessed decision making at Board level.
  - Upholding the highest standards of integrity and probity and acting in accordance with the principle of collective and corporate responsibility for Board decisions.
  - Understanding and promoting diversity, equality, and inclusion.
  - Engaging with stakeholders, including patients, service users, the public, managers, and staff.

- Undertaking ongoing personal development activities.
- Irrespective of the basis of their appointment, their letter of appointment from the Cabinet Secretary advises that, "No Member of the Board is appointed on a representative basis for any body or group".
- While Board Members must be ready to offer constructive challenge, they must also share collective responsibility for decisions taken by the Board as a whole. If they fundamentally disagree with the decision taken by the Board, they have the option of recording their concerns in the minutes. However, ultimately, they must either accept and support the collective decision of the Board – or resign. Board decisions should always comply with statute, Ministerial directions (where this is provided for in statute), Ministerial guidance and the objectives of the Scottish Government's Health & Social Care Directorates
- To help them discharge their responsibilities, the Standards Commission for Scotland has issued a range of Advice Notes. This includes guidance on a wide range of topics including:
  - Use of social media
  - Distinguishing between strategic and operational matters
  - Bullying and harassment
  - Declaration of interests
  - Gifts and hospitality

8. In addition to discharging the above responsibilities, Non-Executive Board Members may also be required to support the business of the Board by chairing Standing Committees and other meetings relevant to the business of the NHS Board.

9. Many Non-Executive Board Members also play a part in supporting the Executive Leadership Team's management of the organisation that goes beyond their roles as Standing Committee members. This can include supporting HR appeals and whistleblowing investigations. Board Members may also be asked to act as Chairs for other groups where the NHS is a member.

## Board Champions

10. The members of the NHS Board and Standing Committees can be supported in their work by a variety of colleagues acting as 'Champions' for a wide range of issues and communities. This could include equality, diversity and inclusion, mental health, whistleblowing, sustainability, global citizenship, smoking cessation, organ donation, healthy working lives, and veterans.
11. With the exception of the Whistleblowing Champions who are appointed by the Cabinet Secretary to that role, the Champions are appointed by the Board from the Non-Executive membership of the NHS Board.
12. The principal responsibility of the Champion is to take a lead in advocating the NHS Board's commitment to being a learning organisation that focuses on improvement and the implementation of best practice in their particular area of interest. This includes raising the profile of issues and supporting the Executive Leadership Team in the development of appropriate policies, strategies, and action plans prior to consideration by the Board.
13. The Champions are also available to offer a Board Member's perspective to staff networks and management teams, using this as an opportunity to share information and communicate back to the Board.
14. The Champions are not responsible for making operational decisions on specific issues or cases. Neither are they expected to lobby the Board for specific outcomes, but rather to ensure that relevant issues are brought to the Board's attention.
15. The Standing Committee Chairs also act as 'Champions' for the remit and functions owned by their committees and it is important to note that all Board Members should have an interest in the issues being considered by Champions. For example, ensuring that equality, diversity, and inclusion are reflected in the Board's thinking and decision making is the responsibility of all Board Members, not just those who have a role as Equality and Diversity Champions.

## Chair

16. The Chair of the NHS 24 Board is responsible for:
  - Leadership of the Board, ensuring that it effectively delivers its functions in accordance with the organisation's governance arrangements.
  - Keeping the organisation's governance arrangements and the Board's effectiveness under review.
  - Setting the agenda, format, and tone of Board activities to promote effective decision making and constructive debate.
  - In the absence of a Succession Planning Committee, nominating Board Members to standing committees and other roles within the NHS Board and partner organisations. The allocation of roles to Board Members, including the Chair of standing committees, should be formally approved by the full Board.
  - Developing the capability and capacity of the Board by contributing to the appointment of Board Members; appraisal and reporting on their performance; identifying appropriate training and development opportunities; and ensuring effective succession planning is in place.
  - Providing performance management and identifying development opportunities for the Chief Executive.
  - Representing the organisation in discussions with Ministers, the Scottish Parliament, the Scottish Government, Local Authorities, and other key stakeholders. This is a responsibility shared with the Chief Executive.

## Vice Chair

17. In addition to that of an NHS Board Member, the role of the Vice Chair includes:
  - Deputising for the Chair as required in any of their duties, including representing the NHS Board in engaging with internal and external stakeholders.
  - Taking the lead on specific areas of work on behalf of the Board Chair e.g., governance projects or reviews. Providing advice, support, and assistance to the Chair in carrying out their responsibilities.
  - Acting as a 'sounding board' and 'critical friend' to the Chair and the other Board Members.
18. The Vice Chair also provides an alternative route for Board Members to raise issues or concerns if they feel unable to do so with the Chair. This is an important part of the checks and balances within governance and accountability. If mediation by the Vice Chair does not resolve the situation, the issue or concern should be escalated to the Scottish Government.
19. Following an open selection process and confirmation of their suitability by the Cabinet Secretary, the appointment of the Vice Chair is made by the Board from the publicly appointed Board Members. The Board's Whistleblowing Champion and Board Members who are also employees of the organisation are excluded from this arrangement.

## Chief Executive

20. In addition to their responsibilities as a Board Member, the NHS Chief Executive is also responsible for:
  - Overseeing the development of an integrated set of policies, strategies and plans that are designed to deliver the organisation's purpose, aims, values, corporate objectives, operational priorities, and targets. This includes focusing globally and strategically on developments that will impact upon the provision of health and social care across Scotland, and working collaboratively with Ministers, the Scottish Parliament, the Scottish Government, Local Authorities, Health and Social Care Partnerships, and other key stakeholders to increase alignment and cohesion between government policy and the delivery of health and social care services to local communities.
  - Acting as the Accountable Officer for the proper management of public funds and for ensuring the regularity, propriety, and value for money in the management of the organisation. Accountability for this function is directly to the Scottish Parliament under Section 15 of the Public Finance and Accountability (Scotland) Act 2000<sup>23</sup>.
  - Providing leadership and day-to-day management of the organisation and its workforce, shaping desired cultural attributes within the NHS, and ensuring the organisation's policies, strategies and plans are delivered on time and within budgets. This includes building strategic and operational capability and accountability amongst the Executive Leadership Team, ensuring collective responsibility for delivering the organisation's purpose, aims, values, corporate objectives, operational priorities, and targets.
  - Contributing to the delivery of multiple system-wide interventions at regional and national levels, whilst overseeing local delivery of change initiatives by the Executive Leadership Team. This includes encouraging and supporting research and innovation into new ways of delivering healthcare.
  - Managing relationships with NHS Board Members, Scottish Government Ministers, the Director General for Health and Social Care, Senior Civil Servants and other key stakeholders involved in the delivery of health and social care. This includes establishing and enabling inclusive and effective networks at local and national level, expanding these beyond NHS Scotland and a purely healthcare focus. This is a responsibility shared with the Board Chair.

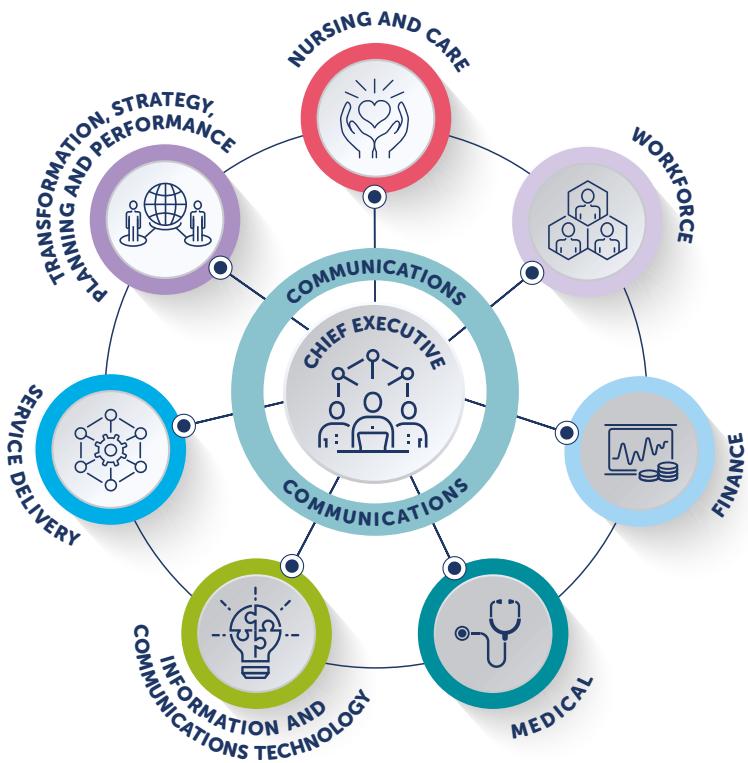
## Executive Directors

21. The NHS Executive Directors are responsible for:
  - Providing professional and expert advice and support to the NHS Board and the Chief Executive to assist in the development of the policies, strategies and plans required to deliver the organisation's purpose, aims, values, corporate objectives, operational priorities, and targets. This includes ensuring local policies, plans and strategies are aligned to national and regional priorities for healthcare by gathering insights and information from local, regional, and national systems and keeping the NHS Board, executive colleagues, and their directorate teams up to date with priorities and developments in the delivery of health and social care.
  - Managing the integrated and collaborative delivery of services and the implementation of the organisation's plans, projects, programmes, and processes within their own leadership teams and across the organisation, enabling leaders at all levels to take responsibility for delivering operational goals and performance. This includes providing collective leadership with executive colleagues for developing and sustaining the optimum culture throughout the organisation, and collaborating with system partners to empower, support and enable integrated frontline teams to operate flexibly towards the delivery of the organisation's purpose, aims, values, corporate objectives, operational priorities, and targets.
  - Monitoring progress towards corporate objectives, operational priorities and targets for service delivery and managing their relationship with other key stakeholders by providing appropriate information and assurance on performance, expenditure, issues, risks, and successes.
  - Overseeing the delivery of multiple, interconnected and organisation- wide change interventions. This includes supporting the transformation of services at national, regional, and local levels by forging relationships and supporting networks, and by engaging key stakeholders in the long term and mutual benefits of system transformation.
  - Supporting the wellbeing of the workforce by providing the necessary support, training, development, and management approach required to deliver the NHS Scotland Staff Governance Standard<sup>24</sup>.
22. Where Executive Directors are also appointed to the Board, they have the same accountabilities and responsibilities as the Non-Executive Board Members. The same level of training and support is available to Executive Board Members as is provided for the Non-Executive Members.

## Organisational Structure

23. The current NHS 24 organisational structure is attached (Appendix 2).

# Organisation Structure



### NURSING AND CARE

- Professional Leadership and Standards
- Clinical Education
- Clinical Governance
- Public Protection
- Patient Safety
- Clinical Input to Service Development
- Quality Improvement
- Evaluation

### TRANSFORMATION, STRATEGY, PLANNING AND PERFORMANCE

- Strategic Planning
- Corporate Performance Management
- Digital Strategy
- Service Design and User Research
- Stakeholder Engagement
- Equalities and Participation
- Programme Management

### SERVICE DELIVERY

- Service Planning and Delivery
- Operational Input to Service Development
- Operational Management and Team Leadership
- Service Performance Against KPIs
- Operational Resource Planning

### INFORMATION AND COMMUNICATIONS TECHNOLOGY

- Information and Records Management
- Data Security
- IT Strategy
- Technical Contract Management
- Technology Support
- Information Governance
- Data Architecture and Standards
- Digital Solutions

### COMMUNICATIONS

- Corporate Communications
- Media and Campaigns
- Internal Communications
- Social Media Delivery
- Stakeholder Engagement
- Public Relations
- Public Affairs
- Advertising and Marketing
- Audio-Visual Production

### WORKFORCE

- Organisational Development
- HR Policy
- Learning and Development
- Performance Management
- Trade Union Partnership Engagement
- Workforce Strategy
- Planning and Resourcing

### FINANCE AND ESTATES

- Financial Planning
- Financial Control
- Operational Costing and Efficiency
- Revenue Development
- Facilities Management and Procurement
- Corporate Governance
- Resilience Planning
- Risk Management

### MEDICAL

- External Clinical Engagement
- Patient Safety
- Clinical Content
- Clinical Input to Service Development
- Caldecott Guardian

# SECTION C

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## **Governance Committees and Executive Management Team Terms of Reference**

This section outlines the Terms of Reference for the Board's Governance Committees along with the Board and Committee Governance Structure, the Membership of the Standing Committees, and the Executive Management Team Terms of Reference.

- Audit & Risk Committee
- Clinical Governance Committee
- Planning & Performance Committee
- Staff Governance Committee
- Remuneration Committee
- Integrated Governance Committee
- Board Equality Inclusion and Rights Group
- Board and Governance Committee Structure
- Membership of Governance Committees
- Executive Management Team



# NHS 24 Audit and Risk Committee

## Terms of Reference

### 1. Introduction

- 1.1 The Audit and Risk Committee is a statutory Committee of the NHS 24 Board. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the Standing Orders.
- 1.2 The Audit and Risk Committee is established in accordance with NHS 24 Board Standing Orders and Scheme of Delegation.
- 1.3 The Standing Orders for the Proceedings and Business of the NHS 24 Board shall apply, where relevant, to the conduct of business of all Standing Committees of the NHS 24 Board.
- 1.4 The overall purpose of the Audit and Risk Committee is to provide assurance required by the NHS 24 Board and key stakeholders that the system of internal controls including risk assessment and management processes, is functioning, effective and adding value throughout the organisation. It oversees legal and statutory compliance with NHS laws and regulations.

### 2. Membership and Attendance

- 2.1 The Committee shall be nominated by the NHS 24 Board Chair and be approved by the NHS 24 Board annually at the meeting of the NHS 24 Board in April or at a meeting to be held as soon as convenient thereafter. The Audit and Risk Committee will consist of 5 Non-Executive Directors of the Board. Other Board members will have access to the Committee meeting papers. Any vacancies which occur in the membership of the Committee shall be filled by the Board Chair and endorsed by the Board at the next scheduled meeting.
- 2.2 At least one Member should have significant, recent, and relevant financial experience, e.g., as an Auditor or Finance Director.
- 2.3 Although Audit and Risk Committee members are recruited for their individual skills, it is vital that they can work collaboratively.
- 2.4 Appropriate training and development will be provided to ensure that members of the Committee have the skills and knowledge to carry out this role.
- 2.5 The Board Chair and Executive Directors of the Board are explicitly excluded from being members of the Audit and Risk Committee.
- 2.6 The Board Chair is not a member of Audit and Risk Committee but has the right to attend meetings of the Committee.
- 2.7 The Audit and Risk Committee may co-opt additional members for a period not exceeding one year to provide specialist skills, knowledge, and experience.
- 2.8 Other Board Members may attend meetings of the Committee and have access to papers, should they so wish, except where the Committee resolves otherwise.
- 2.9 The Chief Executive (the Accountable Officer), the Director of Finance (the Accounting Officer), Senior Information Risk Owner (SIRO), other appropriate Directors according to the agenda when required, the Internal Auditor and the External Auditor shall normally attend meetings.

- 2.10 A Partnership Forum nominated staff representative shall normally attend meetings.
- 2.11 The Committee can request the attendance of any Officer of NHS 24 relating to the business to be transacted at the meeting.
- 2.12 It is good practice for the Chair of the Audit and Risk Committee to meet the Accountable Officer, the Director of Finance, the Head of Internal Audit, and the External Auditor's senior representative outside of the formal committee structure.
- 2.13 Meetings may be attended, in whole or in part, exclusively by Committee members and, if required, the External Auditor and/or the Internal Auditor, as considered appropriate by the Committee Chair.
- 2.14 The Committee Chair should be available at the Annual Public Meeting to answer questions about the Committee's work, if required.

### **3. Arrangement for Conduct of Business**

#### **3.1 Chairing the Committee**

- 3.2 The Chair of Committees of the Board shall be nominated by the Board Chair and approved annually at the meeting of the NHS 24 Board in April or at a meeting to be held as soon as convenient thereafter. In the event of the Chairperson of the Committee being unable to attend for all or part of the meeting, the meeting will be chaired by the Vice Chair.

#### **3.3 Quorum**

- 3.4 Meetings will be considered quorate when 3 Non-Executive Directors of the NHS 24 Board are present. In the event that 3 members cannot attend, another Non- Executive Director of the NHS 24 Board will be asked to attend.

#### **3.5 Voting**

- 3.6 Should a vote need to be taken, all the voting members of the Committee shall be allowed to vote, either by a show of hands, or a ballot.

#### **3.7 Frequency of Meetings**

- 3.8 The Audit and Risk Committee shall meet a minimum of 4 times per year, to coincide with key events during the year, e.g., Annual Accounts production. Additional meetings may be arranged at the discretion of the Committee Chair.
- 3.9 The Committee should meet individually with the Internal Auditors and with the External Auditors, once per year, without any Executive Directors present.
- 3.10 The Committee should meet with the Chief Executive and separately with the Director of Finance once per year without any other Executive Directors or Auditors present.
- 3.11 Private meetings with the Committee and Chief Executive, Director of Finance, Internal Audit and External Audit shall remain private.
- 3.12 The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Committee.

3.13 The Chair of the Audit and Risk Committee shall be invited to the Annual Internal Audit Planning session between the Internal Auditor, Director of Finance, Head of Risk and Board Chief Executive to prioritise the audit plan for the forthcoming year which will then be presented to the Committee for approval.

### **3.14 Declarations of Interest**

3.15 Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise, in any matter, is present at the meeting at which the matter is under discussion, and considers the objective test is met, they will declare that interest as requested at the start of the meeting and shall not remain in the meeting nor participate in any way in those parts of meetings where they have declared an interest. Should the member consider that the objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made.

3.16 All declarations of interest will be minuted.

3.17 Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.

### **3.18 Administrative Support**

3.19 Administrative support for the Committee will be provided by the Executive PA of the Director of Finance.

3.20 The Executive PA of the Director of Finance will attend to take the minutes of the meeting, maintain a log of actions and a Committee Workplan, provide appropriate support to the Chair and Committee members, and support the preparation of an Annual Report on the work of the Committee for presentation to the NHS 24 Board.

3.21 The Committee Chair in conjunction with the Director of Finance will set the agenda for meetings.

3.22 The agenda and supporting papers will be sent out at least five working days in advance of the meetings.

3.23 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.

## **4. Remit of the Committee**

4.1 The Audit and Risk Committee shall be responsible for monitoring the Board's corporate governance arrangements and system of internal control, in line with the NHS Scotland Audit Committee Handbook 2018. This will include the following specific responsibilities:

## 5. Key Duties of the Committee

5.1 The Key Duties of the Audit and Risk Committee are as follows:

- Corporate Governance, System of Internal Control, Risk Management and Arrangements for the Prevention and Detection of Fraud.
- Overseeing the Board's governance arrangements, including compliance with the law, Scottish Government Health Directorates guidance or instructions, the Board's Standing Orders, Standing Financial Instructions, and Code of Conduct.
- Evaluating the adequacy and effectiveness of the internal control environment and providing a statement annually to the Board. This evaluation will be based on the work of, and annual report of, the Internal Auditors on behalf of the Committee.
- Reviewing the assurances given in the Governance Statement. The Audit and Risk Committee may challenge Executives to question whether the scope of their activity delivers the assurance needed by the Board and the Accountable Officer and determine whether the assurance given is founded on sufficient, reliable evidence and whether the conclusions are reasonable in the context of the evidence.
- The Audit and Risk Committee shall be proactive in commissioning assurance work from appropriate sources if it identified any significant risk, governance of control issue, which is not being subjected to adequate review. It shall also seek to ensure that any weaknesses, identified by reviews, are remedied.
- The Audit and Risk Committee will monitor the effectiveness of arrangements to assess and manage risk and to review the Corporate Risk Register at each meeting.
- The Audit and Risk Committee will monitor the effectiveness of arrangements to prevent and detect fraud and to receive regular reports on these arrangements and the levels of detected and suspected fraud.
- The Audit and Risk Committee will review its own effectiveness and report the results of that review to the Board and Accountable Officer.

## 6. Authority

6.1 The Audit and Risk Committee is a Standing Committee of the NHS 24 Board.

6.2 The Committee is authorised by the NHS 24 Board, to investigate any matters, which fall within its Terms of Reference, and to obtain external legal or other independent professional advice and to secure the assistance of people from outside NHS 24 or the wider NHS, with relevant expertise, if it is considered necessary.

## 7. Reporting Arrangements

- 7.1 The Audit and Risk Committee will report to the NHS 24 Board.
- 7.2 The draft minute of the Audit and Risk Committee will be reviewed by the nominated Executive Lead prior to clearance by the Chair of the Audit and Risk Committee within ten working days of the meeting and distribution to the Audit and Risk Committee within fifteen working days of the meeting, for ratification at the next Committee meeting. The ratified minutes of the Audit and Risk Committee will be presented to the next NHS 24 Board Meeting to ensure NHS 24 Board members are aware of issues considered and decisions taken.
- 7.3 In addition, the NHS 24 Board Meeting will receive a Committee Highlight Report, which summarises the key issues considered at the most recent meeting of the Committee.
- 7.4 The Audit and Risk Committee will produce an Annual Report to be presented to the NHS 24 Board, summarising its conclusions from the work it has done during the year. The timing of this will align to the Board's consideration of the Chief Executive's Governance Statement for the associated financial year.
- 7.5 The Audit and Risk Committee has a duty to review its own performance and effectiveness including running costs and terms of reference, on an annual basis.

## 8. Policy on Non-Audit Services

### 8.1 Definition

Non-Audit Services are those services carried out by an auditor that are non- statutory and fall out with the scope of the agreed annual audit plan and for which an additional fee is charged.

### 8.2 Auditor Independence and Objectivity

When making an appointment for non-audit work, the Audit and Risk Committee should ensure that the provision of such services does not impair the auditor's independence or objectivity. In this context, the Audit and Risk Committee should consider:

- Whether the skills and experience of the audit firm make it a suitable supplier of the non-audit service.
- Whether there are safeguards in place to ensure that there is no threat to objectivity and independence in the conduct of the audit resulting from the provision of such services by the auditor.
- The nature of the non-audit services, the related levels, and the fee levels individually and in aggregate to the audit fee; and
- The criteria which govern the compensation of the individuals performing the audit.

### **8.3 Ethical Considerations**

The Audit and Risk Committee should take into account relevant ethical guidance regarding the provision of non-audit services, and should not agree to the auditor providing a service if:

- the auditor audit's its own firm's work.
- the auditor makes management decisions for the organisation.
- a mutuality of interest is created; or
- the auditor is put in the role of advocate for the organisation.

### **8.4 Appointments**

In relation to appointments, the Audit and Risk Committee has the authority to:

- Approve the non-audit services from internal and external audit; or
- Delegate to the Director of Finance, the authority to engage non audit services up to a value of £10,000 including irrecoverable VAT per assignment. The subsequent provision of this service should be reported to the next meeting of the Audit and Risk Committee.

To maintain the Corporate Governance Framework, the engagement of Internal Auditors for non-audit work should always be made by the Director of Finance.

## **9. Conduct of the Committee**

- 9.1 All members will have due regard to and operate within the NHS 24 Board's Standing Orders, Standing Financial Instructions, and the Code of Conduct for Members.
- 9.2 The Committee will participate in an annual review of the Committee's remit and membership, to be submitted to the NHS 24 Board in June of each year, and more frequently if required by the NHS 24 Board.

# Clinical Governance Committee Terms of Reference

## 1. Purpose of the Committee

- 1.1 The Clinical Governance Committee is a statutory Committee required to be established by a Health Board to provide assurance to the Board that appropriate clinical governance mechanisms are in place and effective throughout the organisation.
- 1.2 It seeks to ensure:
  - That the principles and standards of clinical governance as reflected in the Healthcare Quality Strategy are applied to all activities of the Board; and
  - That appropriate mechanisms are in place for the effective engagement of representatives of patients and clinical staff.
- 1.3 To provide assurance to the Board that appropriate structures and processes are in place to address issues of diversity and equality, human rights, the principles of Patient Focus and Public Involvement (PFPI), and the Armed Forces Covenant.

## 2. Composition of the Committee

### 2.1 Membership

- 2.1.1 The Committee will comprise a minimum of:
  - Non-Executive Chair
  - Non-Executive Board Member x 4 (including the Committee Chair)
  - Chair NHS 24
  - Clinical Advisory Group representative
- 2.1.2 The Committee Chair shall be appointed by the Board at a properly constituted meeting.
- 2.1.3 The Board Chair can be a Member of the Committee and has the right to attend its Meetings.
- 2.1.4 Membership of the Clinical Governance Committee shall be disclosed in the Annual Report and Accounts.
- 2.1.5 Appropriate training and development will be provided to ensure that members of the Committee have the skills and knowledge to carry out this role.

### 2.2 Attendance

- 2.2.1 Other Board Members may attend Meetings of the Committee and have access to papers, should they so wish, except where the Committee resolves otherwise.
- 2.2.2 The Chief Executive, Director of Nursing & Care and Medical Director shall normally attend meetings. The Director of Nursing & Care is the Executive Lead for the Committee.
- 2.2.3 Two Partnership Forum Nominated Staff Representatives shall normally attend Committee meetings.
- 2.2.4 Mental Health representative shall normally attend the meetings.
- 2.2.5 One member of the Public Partnership Forum shall normally attend Committee meetings.

- 2.2.6 Meetings may be attended, in whole or in part, exclusively by Committee Members, as considered appropriate by the Committee Chair.
- 2.2.7 The Committee Chair should be available at the Annual Review to answer questions about the Committee's work, if required.

### **3. Meetings of the Committee**

#### **3.1 Frequency**

- 3.1.1 The Committee shall meet as required, with Meetings normally to be held quarterly in each financial year, at a place and time as determined by the Committee and to coincide with key events during the year.
- 3.1.2 In addition, the Committee Chair may convene additional Meetings of the Committee to consider business which may require urgent consideration.
- 3.1.3 The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Committee.

#### **3.2 Agenda and Papers**

- 3.2.1 The Committee Chair in conjunction with the Director of Nursing & Care will set the Agenda for meetings.
- 3.2.2 The Agenda and supporting papers will be sent out at least five working days in advance of the meetings.
- 3.2.3 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.

#### **3.3 Quorum**

Three Non-Executive Members of the Committee shall constitute a quorum, and no business shall be transacted unless this minimum number of Members is present. For the purposes of determining whether a meeting is quorate, Members attending by either video or tele-conference link will be determined to be present.

#### **3.4 Minutes**

- 3.4.1 Formal minutes shall be taken of the proceedings of the Clinical Governance Committee. These Draft Minutes shall be distributed for consideration and review, to the Chair of the Meeting within ten working days of the Meeting and distributed to the Members within fifteen working days of the Meeting.
- 3.4.2 The Draft Minutes shall then be presented at the next Meeting of the Committee for approval.
- 3.4.3 Once approved by Committee Members, Minutes shall be presented at the next available Board Meeting by the Committee Chair. In addition, in the event of the Minutes not being available at the next Board Meeting, a highlight report on the business of the Committee shall be provided to ensure any questions Members of the Board may have can be addressed promptly or other matters raised.

## 4. Authority

- 4.1 The Committee is authorised by the Board, within its Terms of Reference, to investigate any activity in the operations of NHS 24. It is authorised to seek and obtain any information it requires from any employee and all employees of NHS 24 are directed to co-operate with any request made by the Committee.
- 4.2 The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the assistance of people from outside NHS 24 or the wider NHS, with relevant expertise, if it is considered necessary.

## 5. Duties of the Clinical Governance Committee

The duties of the Committee shall be as follows:

### Quality Planning

- 5.1 Check and report to the Board that effective structures are in place to undertake activities which underpin clinical governance.
- 5.2 Ensure that the principles and ambitions of NHS Scotland policies and frameworks are embedded in clinical governance systems and processes.
- 5.3 Review the mechanisms which exist to engage effectively with service users, partners and staff.
- 5.4 Review the Clinical Audit Strategy and Plan.
- 5.5 Review and approve the terms of reference for clinical advisory groups.

### Quality Control

- 5.6 Review the systems of clinical governance, monitoring that they operate effectively and that action is being taken to address any key areas of concern.
- 5.7 Monitor the effectiveness of the Board's arrangements for whistleblowing and whistleblowing reporting.
- 5.8 Obtain assurance that there is quality improvement and learning and that systems are in place to deliver it.
- 5.9 Obtain assurance that an effective approach is in place to identify and manage clinical risk across the system, working within the overall NHS 24 Risk Management Strategy.
- 5.10 Make recommendations to the NHS 24 Risk & Audit Committee on any requirements for Internal Audit to support clinical activities.
- 5.11 Promote a culture of positive complaints handling, advocacy and feedback including learning from adverse events.
- 5.12 Obtain assurance that mechanisms are in place for staff and others to confidently bring forward matters of clinical care and safety.
- 5.13 Obtain assurance on activities relating to NHS 24's responsibilities regarding public protection.
- 5.14 Obtain assurance that reports relating to clinical governance in NHS 24 from external monitoring bodies (e.g., Healthcare Improvement Scotland) have been reviewed and actions taken where required.
- 5.15 Receive assurance and consider reports and recommendations from clinical advisory groups (e.g., regular receipt of minutes of meetings).

## Quality Assurance

- 5.16 Review performance in management of clinical risk.
- 5.17 Gain and review assurance on performance across the organisation.
- 5.18 Gain assurance that national policy developments and recommendations from other external reports as they relate to clinical governance in NHS24, have been reviewed and responded to.
- 5.19 Review the actions taken by accountable officers on any recommendations or issues arising from clinical audit reports.
- 5.20 Monitor, report and provide assurance to the Board that appropriate actions in relation to external review and monitoring of clinical governance are being taken.

## 6. Reporting to the Board

- 6.1 In addition to providing the Board with the verbal updates and approved Minutes of Meetings as outlined in 3.4 above, the Clinical Governance Committee shall produce an Annual Report to the Board to be presented by the Committee Chair. The timing of this will align to the Board's consideration of the Chief Executive's Governance Statement for the associated financial year.
- 6.2 The Committee has a duty to review its own performance and effectiveness, including resource costs and terms of reference, on an annual basis.

# NHS 24 Planning and Performance Committee

## Terms of Reference

### 1 Introduction

- 1.1 The Planning and Performance Committee is a statutory Committee of the NHS 24 Board. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the Standing Orders.
- 1.2 The Planning and Performance Committee is established in accordance with NHS 24 Board Standing Orders and Scheme of Delegation.
- 1.3 The Standing Orders for the Proceedings and Business of the NHS Board shall apply, where relevant, to the conduct of business of all Standing Committees of the NHS Board.

### 2 Purpose of the Committee

- 2.1 The Planning & Performance Committee is identified as a Standing Committee of the NHS 24 Board. The purpose of the Committee is to provide assurance to the NHS 24 Board that systems and procedures are in place to monitor, manage and improve performance.
- 2.2 This will include to consider financial matters, to consider the Corporate Plan and business cases, to support the development of performance management systems and reporting, to promote efficiency, productivity and ensure best value is achieved from resource allocation, to review risks falling with the Finance and Performance remit and to assume oversight for Information Technology, Cyber Security, safety & security, and service continuity issues.

### 3 Membership

- 3.1 The Committee is established by the full NHS 24 Board and is composed of 4 Non-Executive Members.
- 3.2 The Chief Executive, the Executive Director of Finance, and the Executive Director of Transformation Strategy, Planning and Performance will be in attendance at every meeting with other Executive Directors attending as appropriate.
- 3.3 The NHS 24 Board Chair will appoint the Committee Chair and members of the Committee.
- 3.4 Non-Executive Directors are welcome to attend by invitation or on request.
- 3.5 Committee membership will be reviewed at least annually.
- 3.6 The Committee may co-opt additional advisors as required.

### 4 Arrangement for Conduct of Business

#### 4.1 Chairing the Committee

- 4.1.1 The Chair and Vice Chair of Committees of the Board shall be nominated by the NHS 24 Board Chair and approved annually at the meeting of the NHS Board in April or at a meeting to be held as soon as convenient thereafter.
- 4.1.2 In the event of the Chairperson of the Committee being unable to attend for all or part of the meeting, another Non-Executive Member of the Committee will be nominated to chair the meeting.

## **4.2 Quorum**

4.2.1 Meetings will be considered quorate when 3 Non-Executive Directors of the NHS 24 Board are present. The Director of Finance and the Director of Transformation Strategy, Planning and Performance or their agreed Deputy(s) should be present at all meetings.

## **4.3 Voting**

4.3.1 Majority agreement shall normally be reached by a consensus without a formal vote. Should a vote need to be taken, all of the voting members of the Committee shall be allowed to vote, either by a show of hands, or a ballot. Voting members are the named Board members for each committee.

## **4.4 Frequency of Meetings**

4.4.1 The Committee will normally meet four times each financial year. Additional meetings may be arranged at the discretion of the Committee Chair.

## **4.5 Declarations of Interest**

4.5.1 Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise, in any matter, is present at the meeting at which the matter is under discussion, and considers the objective test is met, they will declare that interest as requested at the start of the meeting and shall not remain in the meeting nor participate in any way in those parts of meetings where they have declared an interest. Should the member consider that the objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made.

4.5.2 All declarations of interest will be minuted.

4.5.3 Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.

## **4.6 Administrative Support**

4.6.1 Administrative support for the Committee will be provided by the Executive PA to the Director of Transformation Strategy, Planning and Performance.

4.6.2 The administrative support to the Committee will attend to take the minutes of the meeting, maintain a log of actions and a Committee Annual Workplan, provide appropriate support to the Chair and Committee members, and support the preparation of an Annual Report on the work of the Committee for presentation to the Board.

4.6.3 The agenda and supporting papers will be sent to members at least five working days before the date of the meeting.

# **5 Duties of the Committee**

## **5.1 Remit of the Committee**

5.1.1 The remit of the Planning and Performance Committee is to scrutinise the following key areas and provide assurance to the NHS Board. This includes approval of the areas as outlined in the Scheme of Delegation.

5.1.2 Ensure that systems and procedures are in place to monitor, manage and improve organisational performance and liaise with relevant Governance Committees.

- 5.1.3 Monitor, seek evidence and give assurance on the implementation of the revised performance management framework arrangements for the organisation.
- 5.1.4 Monitor, seek evidence and give assurance on organisational resilience, including emergency planning.
- 5.1.5 Support the development of effective performance management, business intelligence and systems and reporting across NHS 24.
- 5.1.6 Approval of the Strategy and Operational Plans including the Financial Plan, Business cases and horizon scanning.

## 5.2 Strategic Planning & Resource Allocation

- 5.2.1 Review and provide assurance on the development of the Board's Strategic Plan and supporting Operational Plans.
- 5.2.2 Review and provide assurance on the development of the Board's Financial Strategy and Annual Financial Plan and recommend approval to the Board.
- 5.2.3 Undertake scrutiny of individual topics/ projects / work-streams that may have a material impact on the Board's financial performance.
- 5.2.4 Oversee the Boards use of non-recurrent funds and reserves to ensure the medium to long term sustainability of the Board.
- 5.2.5 Oversee the arrangements that are put in place by management to ensure that NHS 24 remains a going concern over the long term, in service and financial terms with due regard to changes in population, the demand for healthcare services, environmental climate emergency and sustainability responsibilities and the trends in the Board's income and expenditure.
- 5.2.6 In delivering all of the above consider the Board's Strategic and Integrated Business Planning activities, ensuring that strategic planning objectives are aligned with the Board's overall objectives, strategic vision, and direction.

## 5.3 Service Development (STP and Service Delivery)

- 5.3.1 Conduct scrutiny on the service development proposals recommended through the SPRA process with specific focus on best value, return on investment, operational feasibility, and affordability.
- 5.3.2 Conduct scrutiny of business cases for submission to the NHS 24 Board and the Scottish Government Health & Social Care Directorate with specific focus on alignment with the Board's strategy and the benefits realisation ambitions from these developments, ensuring that they have been impact assessed and support NHS 24 to meet its duties with regard to health inequalities, equality and patient engagement.
- 5.3.3 Seek evidence through scrutiny and provide assurance that efficiency and productivity opportunities are appropriately considered in the development and redesign of existing services and the development of new services.

## **5.4 Data, Information Management, Digital and Technology Strategies**

5.4.1 Conduct scrutiny and provide assurance on the emerging strategies and plans with a focus on best value, return on investment, operational feasibility, and affordability.

## **5.5 Property and Asset Management**

5.5.1 Ensure that the Property & Asset Management Strategy is aligned with the Organisational Strategy and is supported by affordable and deliverable Business Cases and detailed Project Plans.

5.5.2 Ensure there is a robust approach to property rationalisation and oversee the management of risk associated with individual projects.

## **5.6 Risk Management**

5.6.1 As part of the Board's system of risk management, provide particular oversight to the risks associated with the Board's responsibilities for financial governance, including the delivery of the key performance targets, statutory financial targets, and the Financial Plan.

## **5.7 Cyber Security**

5.7.1 As part of the Board's proactive management of cyber security, the Planning & Performance Committee should provide oversight to the Board's security posture ensuring there is a robust approach to the management of cyber security risks for the organisation, whilst in parallel ensuring compliance with its legal responsibilities under all relevant legislation.

## **5.8 Conduct of the Committee**

5.8.1 All members will have due regard to and operate within the NHS 24 Board's Standing Orders, Standing Financial Instructions, and the Code of Conduct for Members.

## **5.9 Reporting Arrangements**

5.9.1 The Planning and Performance Committee will report to the NHS 24 Board.

5.9.2 The draft minute of the Committee will be reviewed by the nominated Executive Lead prior to clearance by the Chair of the Committee normally within five working days, and distribution to the Committee within five working days thereafter, for ratification at the next Committee meeting.  
The ratified minutes of the Committee will be presented to the next NHS 24 Board Meeting to ensure NHS 24 Board members are aware of issues considered and decisions taken.

5.9.3 In addition, the NHS 24 Board Meeting will receive a Committee Highlight Report, which summarises the key issues considered at the most recent meeting of the Committee.

5.9.4 The Planning and Performance Committee will produce an Annual Report to be presented to the NHS 24 Board.

## **5.10 Review of Terms of Reference**

5.10.1 The Terms of Reference shall be reviewed on a 12-month cycle.

# Staff Governance Committee

## Terms of Reference

### 1. Purpose of the Committee Role of the Committee

#### Role of the Committee

- 1.1 To support and maintain a culture within the organisation where the delivery of the highest possible standard of staff management is understood to be the responsibility of everyone working within the organisation and is built upon partnership and collaboration.
- 1.2 To ensure that robust arrangements to implement the Staff Governance Standard are in place and are monitored so that staff are:
  - well informed;
  - appropriately trained and developed;
  - involved in decisions;
  - treated fairly and consistently, with dignity and respect, in an environment where diversity is valued; and
  - provided with a continually improving and safe working environment, promoting the health and wellbeing of staff, patients and the wider community.

### 2. Composition of the Committee

#### 2.1 Membership

- 2.1.1 The Committee will comprise:
  - Non-Executive Chair
  - Employee Director and Vice Chair (Non-Executive Board Member)
  - Non-Executive Board Member x 3
  - NHS 24 Board Chair
  - Two Partnership Forum Nominated Staff Representatives
- 2.1.2 The Committee Chair shall be appointed by the Board at a properly constituted meeting.
- 2.1.3 The Board Chair can be a Member of the Committee and has the right to attend its Meetings.
- 2.1.4 Membership of the Staff Governance Committee shall be disclosed in the Annual Report and Accounts.
- 2.1.5 Appropriate training and development will be provided to ensure that members of the Committee have the skills and knowledge to carry out this role.

#### 2.2 Attendance

- 2.2.1 Other Board Members may attend Meetings of the Committee and have access to papers, should they so wish, except where the Committee resolves otherwise.
- 2.2.2 The Chief Executive, Director of Nursing and Care/ Director of Service Delivery, Director of Transformation, Strategy, Planning & Performance and Director of Workforce shall normally attend meetings.
- 2.2.3 The Staff Side Co-Chairs of the Regional Partnership Foras and the Co-Chair of the Health & Safety Committee to be invited for relevant agenda items.
- 2.2.4 Meetings may be attended, in whole or in part, exclusively by Committee Members, as considered appropriate by the Committee Chair.
- 2.2.5 The Committee Chair should be available at the Annual Review to answer questions about the Committee's work, if required.

### **3. Meetings of the Committee**

#### **3.1 Frequency**

- 3.1.1 The Committee shall meet as required, with Meetings normally to be held four times per year at a place and time as determined by the Committee and to coincide with key events during the year.
- 3.1.2 In addition, the Committee Chair may convene additional Meetings of the Committee to consider business which may require urgent consideration.

#### **3.2 Agenda and Papers**

- 3.2.1 The Committee Chair in conjunction with the Director of Workforce will set the Agenda for meetings.
- 3.2.2 The Agenda and supporting papers will be sent out at least five working days in advance of the meetings.
- 3.2.3 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.

#### **3.3 Quorum**

Three Non-Executive Members of the Committee shall constitute a quorum, and no business shall be transacted unless this minimum number of Members is present. For the purposes of determining whether a meeting is quorate, Members attending by either video or tele-conference link will be determined to be present.

#### **3.4 Minutes**

- 3.4.1 Formal minutes shall be taken of the proceedings of the Staff Governance Committee. These Draft Minutes shall be distributed for consideration and review, to the Chair of the Meeting within ten working days of the Meeting and distributed to the Members within fifteen working days of the Meeting.
- 3.4.2 The Draft Minutes shall then be presented at the next Meeting of the Committee for approval.
- 3.4.3 Once approved by Committee Members, Minutes shall be presented at the next available Board Meeting by the Committee Chair. In addition, in the event of the Minutes not being available at the next Board Meeting, a verbal update on the business of the Committee shall be provided to ensure any questions Members of the Board may have can be addressed promptly or other matters highlighted.

### **4. Authority**

- 4.1 The Committee is authorised by the Board, within its Terms of Reference, to investigate any activity in the operations of NHS 24. It is authorised to seek and obtain any information it requires from any employee and all employees of NHS 24 are directed to co-operate with any request made by the Committee.
- 4.2 The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the assistance of people from outside NHS 24 or the wider NHS, with relevant expertise, if it is considered necessary.

## 5. Responsibilities of the Staff Governance Committee

5.1 The specific responsibilities of the Committee are to:

- oversee the development and operation of structures and processes which ensure that delivery against the Staff Governance Standard is being achieved, including:
  - monitoring and evaluating people management strategies, together with related implementation plans and benefits realisation
  - reviewing and evaluating any relevant material funding or resource submission or proposed material resource reduction relative to achieving the Staff Governance Standard
  - reviewing the terms of new and amended human resources policies, ensuring that all such policies are subject to regular review
  - receiving updates on developments in national policy guidance and legislation and monitoring the application of such developments in relation to organisational human resources policies
  - overseeing the effectiveness of the structures and processes designed to achieve partnership working
  - receiving updates from the Strategic Workforce Planning Group, including updates on the work of the Quality Assurance Committee.
- take responsibility for the timely submission of all staff governance information required for national monitoring arrangements;
- provide staff governance information for the Governance Statement; and
- receive annually and review a report from the Remuneration Committee in order to maintain oversight of the functioning of that Committee in reviewing the remuneration and performance of staff in the Executive and Senior Management cohort.

## 6. Reporting to the Board

6.1 In addition to providing the Board with the verbal updates and approved Minutes of Meetings as outlined in 3.4 above, the Staff Governance Committee shall produce an Annual Report to the Board to be presented by the Committee Chair. The timing of this will align to the Board's consideration of the Governance Statement for the associated financial year.

6.2 The Committee has a duty to review its own performance and effectiveness, including running costs and terms of reference, on an annual basis.

## Remuneration Committee Terms of Reference

### 1. Role of the Committee

To provide assurance to the Board that appropriate arrangements are in place to ensure that NHS 24 meets the statutory requirements laid out in the Staff Governance Standard in respect of the remuneration of the Executive Directors and Directors (and any other staff employed under Executive Managers' or Consultants' pay arrangements or in posts graded Agenda for Change Band 8C or above).

### 2. Composition of the Committee

#### 2.1 Membership

2.1.1 The Committee membership will comprise:

- the Non-Executive Chair
- the Non-Executive Board Chair
- the Non-Executive Board Vice-Chair
- the Non-Executive Employee Director
- the Non-Executive Chair of the Staff Governance Committee

2.1.2 The Committee Chair shall be appointed by the Board at a properly constituted meeting.

2.1.3 Appropriate training and development will be provided to ensure that members of the Committee have the skills and knowledge to conduct this role.

#### 2.2 Attendance

2.2.1 Other Board Members may attend Meetings of the Committee and have access to papers at the Committee Chair's discretion. In such cases, Board members should inform the Committee Chair in advance of their desire to attend the relevant Meeting.

2.2.2 The Chief Executive shall normally attend meetings.

2.2.3 The Director of Workforce shall attend meetings as the principal adviser to the Committee.

2.2.4 Meetings may be attended, in whole or in part, exclusively by Committee Members, as considered appropriate by the Committee Chair.

### 3. Meetings of the Committee

#### 3.1 Frequency

3.1.1 The Committee shall meet as required, with Meetings normally to be held twice in each financial year, at a place and time as determined by the Committee Chair.

3.1.2 In addition, the Committee Chair may convene Meetings to consider business which may require urgent consideration.

### 3.2 Agenda and Papers

- 3.2.1 The Committee Chair in conjunction with the Director of Workforce will set the agenda for meetings.
- 3.2.2 The agenda and supporting papers will be sent out at least five working days in advance of the meetings.
- 3.2.3 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.

### 3.3 Quorum

Three Members of the Committee shall constitute a quorum and no business shall be transacted unless this minimum number of Members is present. For the purposes of determining whether a meeting is quorate, Members attending by either video or tele-conference link will be determined to be present.

### 3.4 Minutes

- 3.4.1 Formal minutes shall be taken of the proceedings of the Remuneration Committee. These Draft Minutes shall be distributed for consideration and review, to the Chair of the Meeting within ten working days of the Meeting and distributed to the Members within fifteen working days of the Meeting.
- 3.4.2 The Draft Minutes shall then be presented at the next Meeting of the Committee for approval.
- 3.4.3 A summary of the key items of business considered by the Committee shall be presented, as appropriate, at the next available Staff Governance Committee Meeting by the Committee Chair.

## 4. Duties of the Remuneration Committee

The specific duties of the Committee are as follows:

In relation to Executive Directors and Directors, to:

- review and approve all Terms and Conditions of Employment, including job descriptions, terms of employment, basic pay, performance pay (if applicable), and all benefits associated with each post.
- review and approve annual performance objectives, including overseeing the review of performance against these objectives at the mid-year point and agreeing any revisions to the objectives during the course of the year; and
- consider and approve the assessment of performance at the year-end and any changes to the remuneration or the Terms and Conditions of Employment arising from this assessment of performance during the review period.

In general, to:

- comply with any Scottish Government Health Directorates directions and take into consideration any relevant guidance on remuneration or terms and conditions of employment; and
- provide assurance to the Board, through the Staff Governance Committee, that systems and procedures are in place to manage the issues set out in Scottish Government guidance so that overarching staff governance responsibilities can be discharged. The Staff Governance Committee will not be given the detail of confidential employment issues that are considered by the Remuneration Committee.

## 5. Authority

The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the assistance of people from outside NHS 24 or the wider NHS, with relevant expertise, if it is considered necessary.

## 6. Reporting to the Board

- 6.1 In addition to providing the Board with updates as outlined in 3.4 above, the Remuneration Committee shall produce an Annual Report to the Staff Governance Committee to be presented by the Committee Chair.
- 6.2 The Committee has a duty to review its own performance and effectiveness, including running costs and terms of reference, on an annual basis.

# NHS 24 Integrated Governance Committee

## Terms of Reference

### 1. Introduction

- 1.1 The Integrated Governance Committee is identified as a committee of the NHS 24 Board. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the Standing Orders.
- 1.2 The Integrated Governance Committee is established in accordance with NHS 24 Board Standing Orders and Scheme of Delegation.
- 1.3 The Standing Orders for the Proceedings and Business of the NHS 24 Board shall apply, where relevant, to the conduct of business of all Standing Committees of the NHS 24 Board.
- 1.4 The overall purpose of the Integrated Governance Committee is to review progress in relation to:
  - a) Individual Committee development;
  - b) The development of the relationship between the Board and its Committees; and
  - c) To articulate the specific 'lenses' of each Committee on areas of mutual interest. Additionally, the purpose is to ensure clarity of governance responsibility and that there are no gaps or areas of duplication.

### 2. Membership

- 2.1 The Committee shall be nominated by the NHS 24 Board Chair and be approved by the NHS 24 Board annually at the meeting of the NHS 24 Board in April or at a meeting to be held as soon as convenient thereafter. The Integrated Governance Committee will consist of 5 Non-Executive Directors of the Board, including the Chair of the NHS 24 Board, and 2 Executive Directors of the NHS 24 Board, including the Chief Executive, the Director of Finance (as lead Director for Governance) and will be supported by other Executive Directors, as appropriate. Other Board members will have access to the Committee meeting papers. Any vacancies which occur in the membership of the Committee shall be filled by the Board Chair and endorsed by the Board at the next scheduled meeting.
- 2.2 The Committee membership shall be composed of the Chairs of the Board Committees, including, Planning & Performance Committee; Audit & Risk Committee; Clinical & Care Governance Committee; Staff Governance Committee; and also the Vice Chair of the NHS 24 Board.
- 2.3 Other officers may be invited to attend for all or part of any meeting as and when appropriate.

### 3. Arrangement for Conduct of Business

#### 3.1 Chairing the Committee

The Committee Chair will be the Chair of the NHS 24 Board.

#### 3.2 Quorum

Meetings will be considered quorate when 3 Non-Executive Directors of the NHS 24 Board are present.

#### 3.3 Voting

Should a vote need to be taken, all of the voting members of the Committee shall be allowed to vote, either by a show of hands, or a ballot.

### **3.4 Frequency of Meetings**

The Integrated Governance Committee shall meet a minimum of 2 times per year. Additional meetings may be arranged at the discretion of the Committee Chair.

### **3.5 Declarations of Interest**

Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise, in any matter, is present at the meeting at which the matter is under discussion, and considers the objective test is met, they will declare that interest as requested at the start of the meeting and shall not remain in the meeting nor participate in any way in those parts of meetings where they have declared an interest. Should the member consider that the objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made.

- 3.6 All declarations of interest will be minuted.
- 3.7 Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.

### **3.8 Administrative Support**

- 3.9 Administrative support for the Committee will be provided by the Board Secretary or nominated deputy.
- 3.10 The administrative support to the Committee will attend to take the minutes of the meeting, maintain a log of actions and a Committee Workplan, provide appropriate support to the Chair and Committee members, and support the preparation of an Annual Report on the work of the Committee for presentation to the NHS 24 Board.

## **4. Remit of the Committee**

- 4.1 The remit of the Integrated Governance Committee is to provide assurance to the Board that coordinated corporate governance is supported across the NHS 24 Committees. The Integrated Governance Committee will look to ensure that matters considered by each of the Committees are cross referred to other Committees as appropriate so that duplication and the risk of aspects being overlooked are avoided and that each Committee is focused on examining matters from its' own core perspective.

## **5. Key Duties of the Committee**

- 5.1 The Key Duties of the Integrated Governance Committee are as follows:
  - Responsible for ensuring an integrated approach across all strands of governance within NHS 24.
  - Discuss and consider specific themes and issues relating to governance and risk that have implications for the Board's Governance Committees.
  - Review actions taken by the organisation on recommendations made by the Committee or the NHS 24 Board on all relevant governance matters.
  - Consider and scrutinise the compliance with relevant legislation and performance against national governance standards, as required by the full NHS 24 Board.
  - Provide assurance to the NHS 24 Board on governance issues that have application across the organisation.

## 6. Authority

6.1 The Integrated Governance Committee is a Standing Committee of the NHS Board.

The Committee is authorised to investigate any matters, which fall within its Terms of Reference and obtain external professional advice.

The Committee may form one or more subcommittees to support its functions.

## 7. Reporting Arrangements

7.1 The Integrated Governance Committee will report to the NHS 24 Board.

7.2 The draft minute of the Integrated Governance Committee will be reviewed by the nominated Executive Lead prior to clearance by the Chair of the Integrated Governance Committee and distribution to the Integrated Governance Committee for ratification at the next Committee meeting. The ratified minutes of the Integrated Governance Committee will be presented to the next NHS 24 Board Meeting to ensure NHS 24 Board members are aware of issues considered and decisions taken.

7.3 In addition, the NHS 24 Board Meeting will receive a Committee Highlight Report, which summarises the key issues considered at the most recent meeting of the Committee.

7.4 The Integrated Governance Committee will produce an Annual Report to be presented to the NHS 24 Board.

## 8. Conduct of the Committee

8.1 All members will have due regard to and operate within the NHS 24 Board's Standing Orders, Standing Financial Instructions and the Code of Conduct for Members.

8.2 The Committee will participate in an annual review of the Committee's remit and membership, to be submitted to the NHS 24 Board in June of each year, and more frequently if required by the NHS 24 Board.

# NHS 24 Board Equality, Inclusion and Rights Group (EIRG)

## Terms of Reference

### 1. Purpose of Group

- 1.1 The EIRG will be responsible for monitoring compliance with the Board's responsibilities in line with the organisation's legal duties.
- 1.2 It will identify and recommend improvement opportunities, enabling full potential in this key area, so NHS 24 can deliver best practice and flourish in its delivery of equality, diversity, inclusion, and human rights.
- 1.3 The group will have a clear oversight role across this specific improvement programme, with the role of individual Board Committees unchanged and continuing to take forward work for their areas.

### 2. Governance and Reporting

- 2.1 The EIRG has been established with authority of the NHS 24 Board on a time-limited basis for an initial **period of 2 years** from August 2023 and will report directly to the Board. The first report will be presented to the Board in Q1 24/25
- 2.2 A formal review and report of the group's outputs will be undertaken in the last quarter of the 2-year period, to establish if improvement outcomes have been achieved and sustained. The formal evaluation report will be presented to the Board at the end of the 2nd year.

### 3. Membership

- 3.1 Membership consisting Non-Executive Directors, Executive Directors with associated remit and delegated senior managers with the knowledge and expertise to steer debate, decision making and oversight.
  - Executive Director (**Chair**)
  - Non-Executive Director (s) x2 nominated by Board.
  - Director of Transformation, Strategy, Planning and Performance (Executive Lead: equality and public involvement portfolio)
  - Director of Nursing and Care (Executive Lead: clinical governance)
  - Director of Workforce (Executive Lead: staff governance)
  - Employee Director
  - Head of Stakeholder Engagement and Insights
  - Participation and Equalities Manager
  - Service Delivery Senior Representative
  - Public Partnership Forum Representative \* representing the views of PPF/Youth Forum
- 3.2 Attendees will be co-opted where relevant to the agenda, to provide subject matter expertise.
- 3.3 Members can nominate a deputy to attend meetings in their absence, providing that the nominated deputy has relevant knowledge, accountability, and responsibility to take decisions and provide expert input.
- 3.4 Membership will be reviewed annually.

## 4. Conduct of Business

### 4.1 Quorum

Meetings will be considered quorate when a minimum of one Non-Executive Director and two Executive members are in attendance.

### 4.2 Frequency of Meetings

The EIRG will normally meet 3 times per year. Additional meetings may be arranged at the discretion of the Chair.

### 4.3 Declarations of Interest

Declarations of Interest will be a standing agenda item.

## 5 Specific Duties

- Provide a cross-directorate forum to facilitate debate and a dedicated focus on the equality, inclusion, and rights.
- Advise upon and oversee a programme of improvement including a set of key objectives to deliver against the entire equality, inclusion, and rights portfolio.
- Increase awareness of and confidence in the Non-Executive and Executive Teams to provide greater levels of assurance to the Board that the organisation is meeting the General Equality Duty, and associated legislation.
- Strengthen distributed ownership and responsibility across the organisation in meeting the General Equality Duty, and associated legislation.
- Foster greater levels of awareness and understanding at all levels across the organisation creating a positive culture of equality, inclusion, and rights.
- Evidence consistency of approach and meaningful assessment of equalities considerations embedded into our strategic, business, and operational plans.
- Ensure that equalities and inclusive design principles are consistently embedded in the commissioning, design and development of NHS 24 services, products, and tools.

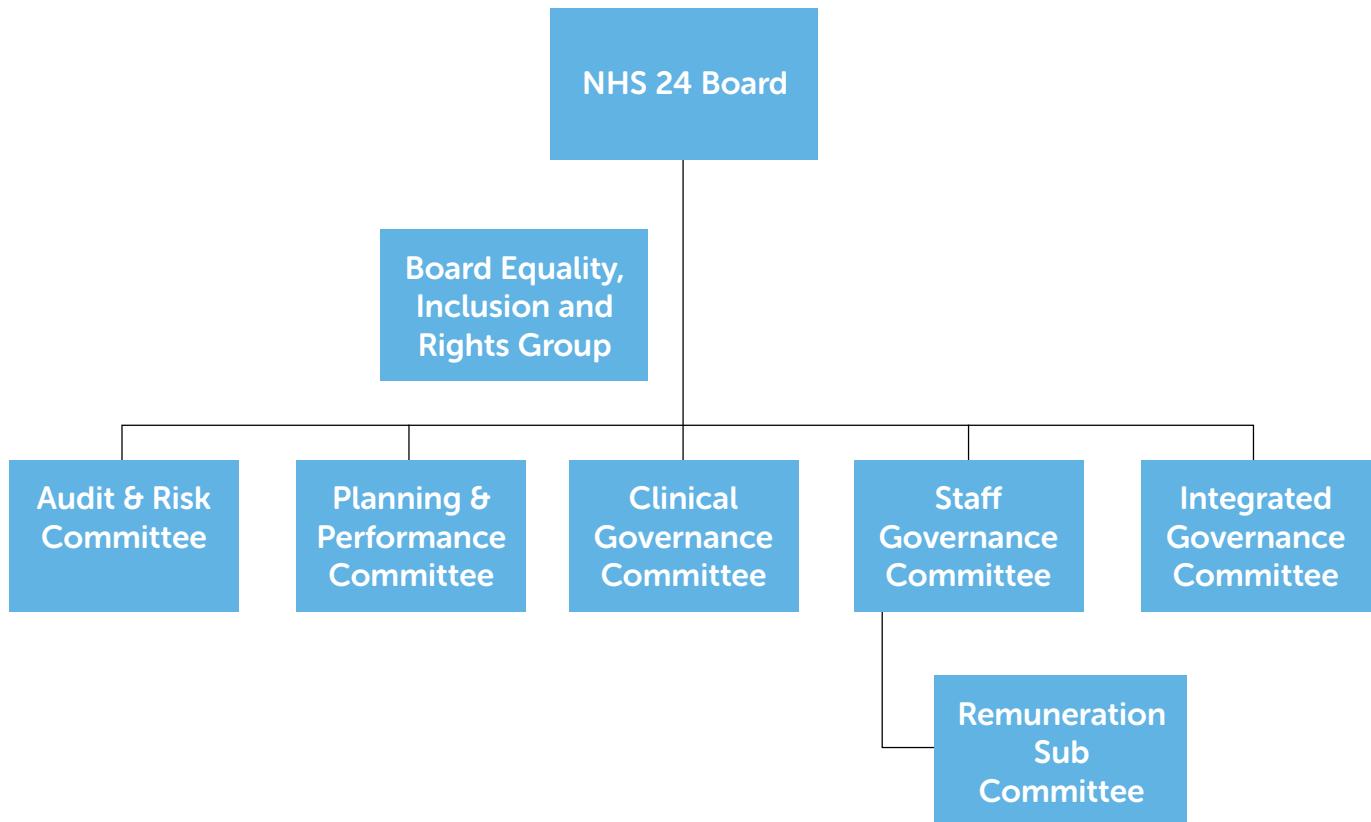
### 5.2 Take account of and respond to the predicted updates to the current Public Sector Equality Duty expected to be in place by 2025.

## 6 Review of Terms of Reference

Terms of reference to be reviewed after 12 months.

## NHS 24 Board and Committee Governance Structure

The governance structure chart below shows the composition and hierarchy of NHS 24 Board and its governance committees. Each element within the chart is crucial to ensuring effective oversight of various aspects of the organisation.



## Membership of NHS 24 Board Standing Committees

|                     | Earliest end date- term of office | Audit and Risk (5 NXDs) | Planning & Performance (4 NXDs) | Clinical Governance (4 NXDs) | Staff Governance (4 NXDs) | Remuneration Committee | Integrated Governance Committee | Total Committees | Meeting load (per annum) | Other Duties                                       |
|---------------------|-----------------------------------|-------------------------|---------------------------------|------------------------------|---------------------------|------------------------|---------------------------------|------------------|--------------------------|--|
| Dr Martin Cheyne    | 31/12/27 (2 <sup>nd</sup> )       | IA                      | ✓                               | ✓                            | ✓                         | ✓                      | ✓C                              | 6                | 26                       |  |
| Alan Webb           | 30/09/26 (2 <sup>nd</sup> )       |                         | ✓                               |                              | ✓C                        | ✓                      | ✓                               | 4                | 12                       | Vice Chair   |
| Amina Khan          | 30/11/27 (1 <sup>st</sup> )       | ✓VC                     | ✓                               |                              |                           | ✓                      |                                 | 3                | 10                       |  |
| Martin Togneri      | 31/03/26 (2 <sup>nd</sup> )       | ✓                       |                                 | ✓C                           |                           |                        | ✓                               | 3                | 10                       | Good Governance Champion                           |
| Carol Gillie        | 31/08/25 (1 <sup>st</sup> )       | ✓C                      |                                 |                              | ✓                         |                        | ✓                               | 3                | 10                       | Counter Fraud Champion                             |
| Liz Mallinson       | 31/01/28 (2 <sup>nd</sup> )       |                         |                                 | ✓                            | ✓                         | ✓C                     |                                 | 3                | 10                       | Whistleblowing Champion<br>Sustainability Champion |
| Anne Gibson         | 30/04/28 (2 <sup>nd</sup> )       |                         | ✓                               | ✓VC                          |                           |                        |                                 | 2                | 8                        |  |
| Kenny Woods         | 30/09/28 (2 <sup>nd</sup> )       |                         |                                 |                              | ✓VC                       | ✓                      |                                 | 2                | 6                        |  |
| Abeer Macintyre     | 31/08/28 (1 <sup>st</sup> )       | ✓                       |                                 | ✓                            |                           |                        |                                 | 2                | 8                        |  |
| David Howe          | 31/08/25 (1 <sup>st</sup> )       | ✓                       | ✓C                              |                              |                           |                        | ✓                               | 3                | 10                       | Cyber Security Champion                            |
| Jim Miller          | -                                 | IA                      | IA                              | IA                           | IA                        | IA                     | IA                              | 6                | 26                       |  |
| Andrew Moore        | -                                 | IA                      |                                 | IA                           | IA                        |                        |                                 | 3                | 12                       |  |
| John Gebbie         | -                                 | IA                      | IA                              | IA                           | IA                        |                        | IA                              | 5                | 18                       |  |
| Joanne Edwards      | -                                 | IA                      | IA                              | IA                           | IA                        |                        |                                 | 4                | 16                       |  |
| Dr Ron Cook         | -                                 | IA                      |                                 | IA                           |                           |                        |                                 | 2                | 8                        |  |
| Stephanie Phillips  | -                                 |                         | IA                              | IA                           | IA                        |                        |                                 | 3                | 12                       |  |
| Dr Jacqui Hepburn   | -                                 |                         | IA                              |                              | IA                        | IA                     |                                 | 3                | 10                       |  |
| Suzy Aspley         | -                                 |                         | IA                              |                              | IA                        |                        |                                 | 2                | 8                        |  |
| Ann-Marie Gallacher | -                                 | IA                      | IA                              |                              |                           |                        |                                 | 2                | 8                        |  |

## Executive Management Team

### Terms of Reference

#### 1. Introduction

- 1.1. The Executive Management Team (EMT) is the body established by the Chief Executive to ensure delivery of the organisation's strategic/corporate objectives. The EMT is accountable to the NHS 24 Board and has decision-making responsibility for operational issues within NHS 24. Its members are responsible for the execution of the Board Strategy and ensuring organisational compliance with policies and procedures.
- 1.2. It seeks to ensure that the organisation's activities are undertaken within the Corporate Governance Framework.

#### 2. Membership and Attendance

- 2.1. The EMT will comprise:
  - Chief Executive – Chair
  - Deputy Chief Executive
  - Director of Finance
  - Director of Nursing and Care
  - Medical Director
  - Chief Information Officer
  - Director of Service Delivery
  - Director of Transformation, Strategy, Planning and Performance
  - Director of Workforce
  - Employee Director
  - Chief Communications Officer
  - Secretariat
- 2.2. Appropriate training and development will be provided to ensure that members of the EMT have the skills and knowledge to carry out their roles.
- 2.3. The EMT can request the attendance of any staff member of NHS 24.
- 2.4. If a Member cannot attend, they will nominate a deputy to attend on their behalf.

#### 3. Arrangement for Conduct of Business

##### 3.1. Chairing the Committee

Meetings are chaired by the Chief Executive or, if unavailable, by the Deputy Chief Executive or other nominated person.

##### 3.2. Quorum

Meetings will be considered quorate as deputies will represent members who are unable to attend.

Where a decision is required, the Chief Executive, and two other Executive Directors must be present to constitute a quorate.

##### 3.3. Frequency of Meetings

- 3.3.1. The EMT shall meet as required, with business meetings held monthly, at a place and time determined by the Chief Executive.
- 3.3.2. A Reserved session of the EMT will be held in private at each meeting. This session will not be minuted, any actions arising from this session will be noted.

- 3.3.3. The Chief Executive may at any time convene additional meetings of the EMT to consider business which may require urgent consideration. These meetings may be attended exclusively by EMT Members.
- 3.3.4. The Chief Executive may at any time convene a subgroup of the EMT to take forward key areas of work.

#### 3.4. **Administrative Support**

- 3.4.1. The Chief Executive will set the Agenda for meetings, with contributions expected from each of the Members.
- 3.4.2. The Agenda and supporting papers will be sent out at least one week in advance of the meetings and should be submitted by members no later than one week in advance of the meeting. Any late papers will be deferred to the next meeting.
- 3.4.3. Members to ensure that all papers clearly state the agenda item number, the author, the purpose of the paper and the action the EMT is asked to consider (as per the corporate template).
- 3.4.4 - Papers which are circulated for virtual approval by EMT must be done so by the Director/EPA before the meeting agenda and papers have been published. any papers for virtual approval will be noted on the agenda for each meeting only after these have been circulated, with any decisions homologated at the meeting. Any virtual papers which are circulated after the publication of the meeting papers will not be included on the agenda and will be deferred to the next meeting."

### 4. **Key Duties of the Executive Management Team**

The Key Duties of the Executive Management Team are as follows:

- Responsibility for the delivery of the organisation's purpose, aims, values, corporate objectives, operational priorities, and targets. This includes managing risk, engaging with stakeholders and influencing the organisation's culture.
- Primary responsibility for the implementation of change and the day-to-day management of operations. This involves the design and implementation of new ways of working that exploit research and innovation, and the planning, organising and execution involved in day-to-day activities and service delivery.
- Delegate appropriate areas of work to the Senior Management Team (SMT) and other managers as deemed necessary by the EMT.
- Ensure people understand how they contribute to achieving the organisation's purpose, aims, values, corporate objectives, operational priorities, and targets.
- Set standards, recognise good performance and deal with poor performance when it arises.
- Encourage people to challenge and look for ways to improve performance and the quality of the services provided.
- Help people identify and make best use of development and career opportunities.

### 5. **Conduct of the Executive Management Team**

#### **Values, Behaviours and Relationships**

All the members of the Executive Management Team should comply with the EMT Principles adopted by the EMT in August 2023, and consider what is expected of them individually and collectively in terms of demonstrating the NHS Scotland values and displaying the behaviours expected of the Executive Management Team of a public body. This includes conducting their relationships in a manner that reflects these standards.

# SECTION D

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## Board Members Code of Conduct

This section is for Members of NHS 24 Board and details how they should conduct themselves in undertaking their duties.



# Code of Conduct for Board Members of NHS 24

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## ANNEXES

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## Section 1: Introduction to the Code of Conduct

- 1.1 This Code has been issued by the Scottish Ministers, with the approval of the Scottish Parliament, as required by the [Ethical Standards in Public Life etc. \(Scotland\) Act 2000 \(the "Act"\)](#).
- 1.2 The purpose of the Code is to set out the conduct expected of those who serve on the boards of public bodies in Scotland.
- 1.3 The Code has been developed in line with the nine key principles of public life in Scotland. The principles are listed in [Section 2](#) and set out how the provisions of the Code should be interpreted and applied in practice.

## My Responsibilities

- 1.4 I understand that the public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. I will always seek to meet those expectations by ensuring that I conduct myself in accordance with the Code.
- 1.5 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all situations and at all times where I am acting as a board member of my public body, have referred to myself as a board member or could objectively be considered to be acting as a board member.
- 1.6 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all my dealings with the public, employees and fellow board members, whether formal or informal.
- 1.7 I understand that it is my personal responsibility to be familiar with the provisions of this Code and that I must also comply with the law and my public body's rules, standing orders and regulations. I will also ensure that I am familiar with any guidance or advice notes issued by the Standards Commission for Scotland ("Standards Commission") and my public body, and endeavour to take part in any training offered on the Code.
- 1.8 I will not, at any time, advocate or encourage any action contrary to this Code.
- 1.9 I understand that no written information, whether in the Code itself or the associated Guidance or Advice Notes issued by the Standards Commission, can provide for all circumstances. If I am uncertain about how the Code applies, I will seek advice from the Standards Officer of my public body, failing whom the Chair or Chief Executive of my public body. I note that I may also choose to seek external legal advice on how to interpret the provisions of the Code.

## Enforcement

- 1.10 [Part 2 of the Act](#) sets out the provisions for dealing with alleged breaches of the Code, including the sanctions that can be applied if the Standards Commission finds that there has been a breach of the Code. More information on how complaints are dealt with and the sanctions available can be found at [Annex A](#).

## Section 2: Key Principles of the Code of Conduct

- 2.1 The Code has been based on the following key principles of public life. I will behave in accordance with these principles and understand that they should be used for guidance and interpreting the provisions in the Code.
- 2.2 I note that a breach of one or more of the key principles does not in itself amount to a breach of the Code. I note that, for a breach of the Code to be found, there must also be a contravention of one or more of the provisions in sections 3 to 6 inclusive of the Code.

The key principles are:

### **Duty**

I have a duty to uphold the law and act in accordance with the law and the public trust placed in me. I have a duty to act in the interests of the public body of which I am a member and in accordance with the core functions and duties of that body.

### **Selflessness**

I have a duty to take decisions solely in terms of public interest. I must not act in order to gain financial or other material benefit for myself, family, or friends.

### **Integrity**

I must not place myself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence me in the performance of my duties.

### **Objectivity**

I must make decisions solely on merit and in a way that is consistent with the functions of my public body when carrying out public business including making appointments, awarding contracts, or recommending individuals for rewards and benefits.

### **Accountability and Stewardship**

I am accountable to the public for my decisions and actions. I have a duty to consider issues on their merits, taking account of the views of others and I must ensure that my public body uses its resources prudently and in accordance with the law.

### **Openness**

I have a duty to be as open as possible about my decisions and actions, giving reasons for my decisions and restricting information only when the wider public interest clearly demands.

### **Honesty**

I have a duty to act honestly. I must declare any private interests relating to my public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

### **Leadership**

I have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of my public body and its members in conducting public business.

### **Respect**

I must respect all other board members and all employees of my public body and the role they play, treating them with courtesy at all times. Similarly, I must respect members of the public when performing my duties as a board member.

## Section 3: General Conduct

### Respect and Courtesy

- 3.1 I will treat everyone with courtesy and respect. This includes in person, in writing, at meetings, when I am online and when I am using social media.
- 3.2 I will not discriminate unlawfully on the basis of race, age, sex, sexual orientation, gender reassignment, disability, religion or belief, marital status, or pregnancy/maternity; I will advance equality of opportunity and seek to foster good relations between different people.
- 3.3 I will not engage in any conduct that could amount to bullying or harassment (which includes sexual harassment). I accept that such conduct is completely unacceptable and will be considered to be a breach of this Code.
- 3.4 I accept that disrespect, bullying and harassment can be:
  - a) a one-off incident,
  - b) part of a cumulative course of conduct; or
  - c) a pattern of behaviour.
- 3.5 I understand that how, and in what context, I exhibit certain behaviours can be as important as what I communicate, given that disrespect, bullying and harassment can be physical, verbal, and non-verbal conduct.
- 3.6 I accept that it is my responsibility to understand what constitutes bullying and harassment and I will utilise resources, including the Standards Commission's guidance and advice notes, my public body's policies, and training material (where appropriate) to ensure that my knowledge and understanding is up to date.
- 3.7 Except where it is written into my role as Board member, and / or at the invitation of the Chief Executive, I will not become involved in operational management of my public body. I acknowledge and understand that operational management is the responsibility of the Chief Executive and Executive Team.
- 3.8 I will not undermine any individual employee or group of employees, or raise concerns about their performance, conduct or capability in public. I will raise any concerns I have on such matters in private with senior management as appropriate.
- 3.9 I will not take, or seek to take, unfair advantage of my position in my dealings with employees of my public body or bring any undue influence to bear on employees to take a certain action. I will not ask or direct employees to do something which I know, or should reasonably know, could compromise them, or prevent them from undertaking their duties properly and appropriately.
- 3.10 I will respect and comply with rulings from the Chair during meetings of:
  - a) my public body, its Committees; and
  - b) any outside organisations that I have been appointed or nominated to by my public body or on which I represent my public body.
- 3.11 I will respect the principle of collective decision-making and corporate responsibility. This means that once the Board has made a decision, I will support that decision, even if I did not agree with it or vote for it.

### Remuneration, Allowances and Expenses

- 3.12 I will comply with the rules, and the policies of my public body, on the payment of remuneration, allowances, and expenses.

## Gifts and Hospitality

3.13 I understand that I may be offered gifts (including money raised via crowdfunding or sponsorship), hospitality, material benefits or services ("gift or hospitality") that may be reasonably regarded by a member of the public with knowledge of the relevant facts as placing me under an improper obligation or being capable of influencing my judgement.

3.14 I will never **ask for** or **seek** any gift or hospitality.

3.15 I will refuse any gift or hospitality, unless it is:

- a) a minor item or token of modest intrinsic value offered on an infrequent basis.
- b) a gift being offered to my public body.
- c) hospitality which would reasonably be associated with my duties as a board member; or
- d) hospitality which has been approved in advance by my public body.

3.16 I will consider whether there could be a reasonable perception that any gift or hospitality received by a person or body connected to me could or would influence my judgement.

3.17 I will not allow the promise of money or other financial advantage to induce me to act improperly in my role as a board member. I accept that the money or advantage (including any gift or hospitality) does not have to be given to me directly. The offer of monies or advantages to others, including community groups, may amount to bribery, if the intention is to induce me to improperly perform a function.

3.18 I will never accept any gift or hospitality from any individual or applicant who is awaiting a decision from, or seeking to do business with, my public body.

3.19 If I consider that declining an offer of a gift would cause offence, I will accept it and hand it over to my public body at the earliest possible opportunity and ask for it to be registered.

3.20 I will promptly advise my public body's Standards Officer if I am offered (but refuse) any gift or hospitality of any significant value and / or if I am offered any gift or hospitality from the same source on a repeated basis, so that my public body can monitor this.

3.21 I will familiarise myself with the terms of the Bribery Act 2010, which provides for offences of bribing another person and offences relating to being bribed.

## Confidentiality

3.22 I will not disclose confidential information or information which should reasonably be regarded as being of a confidential or private nature, without the express consent of a person or body authorised to give such consent, or unless required to do so by law. I note that if I cannot obtain such express consent, I should assume it is not given.

3.23 I accept that confidential information can include discussions, documents, and information which is not yet public or never intended to be public, and information deemed confidential by statute.

3.24 I will only use confidential information to undertake my duties as a board member. I will not use it in any way for personal advantage or to discredit my public body (even if my personal view is that the information should be publicly available).

3.25 I note that these confidentiality requirements do not apply to protected whistleblowing disclosures made to the prescribed persons and bodies as identified in statute.

## Use of Public Body Resources

3.26 I will only use my public body's resources, including employee assistance, facilities, stationery, and IT equipment, for carrying out duties on behalf of the public body, in accordance with its relevant policies.

3.27 I will not use, or in any way enable others to use, my public body's resources:

- imprudently (without thinking about the implications or consequences).
- unlawfully.
- for any political activities or matters relating to these; or
- improperly.

## Dealing with my Public Body and Preferential Treatment

3.28 I will not use, or attempt to use, my position or influence as a board member to:

- improperly confer on or secure for myself, or others, an advantage.
- avoid a disadvantage for myself, or create a disadvantage for others or
- improperly seek preferential treatment or access for myself or others.

3.29 I will avoid any action which could lead members of the public to believe that preferential treatment or access is being sought.

3.30 I will advise employees of any connection, as defined at Section 5, I may have to a matter, when seeking information or advice or responding to a request for information or advice from them.

## Appointments to Outside Organisations

3.31 If I am appointed, or nominated by my public body, as a member of another body or organisation, I will abide by the rules of conduct and will act in the best interests of that body or organisation while acting as a member of it. I will also continue to observe the rules of this Code when carrying out the duties of that body or organisation.

3.32 I accept that if I am a director or trustee (or equivalent) of a company or a charity, I will be responsible for identifying, and taking advice on, any conflicts of interest that may arise between the company or charity and my public body.

## Section 4: Registration of Interests

4.1 The following paragraphs set out what I have to register when I am appointed and whenever my circumstances change. The register covers my current term of appointment.

4.2 I understand that regulations made by the Scottish Ministers describe the detail and timescale for registering interests; including a requirement that a board member must register their registrable interests within one month of becoming a board member and register any changes to those interests within one month of those changes having occurred.

4.3 The interests which I am required to register are those set out in the following paragraphs. Other than as required by paragraph 4.23, I understand it is not necessary to register the interests of my spouse or cohabitee.

### Category One: Remuneration

4.4 I will register any work for which I receive, or expect to receive, payment. I have a registrable interest where I receive remuneration by virtue of being:

- a) employed.
- b) self-employed.
- c) the holder of an office.
- d) a director of an undertaking.
- e) a partner in a firm.
- f) appointed or nominated by my public body to another body; or
- g) engaged in a trade, profession or vocation or any other work.

4.5 I understand that in relation to 4.4 above, the amount of remuneration does not require to be registered. I understand that any remuneration received as a board member of this specific public body does not have to be registered.

4.6 I understand that if a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under Category Two, "Other Roles".

4.7 I must register any allowances I receive in relation to membership of any organisation under Category One.

4.8 When registering employment as an employee, I must give the full name of the employer, the nature of its business, and the nature of the post I hold in the organisation.

4.9 When registering remuneration from the categories listed in paragraph 4.4 (b) to (g) above, I must provide the full name and give details of the nature of the business, organisation, undertaking, partnership, or other body, as appropriate. I recognise that some other employments may be incompatible with my role as board member of my public body in terms of paragraph 6.7 of this Code.

4.10 Where I otherwise undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and how often it is undertaken.

4.11 When registering a directorship, it is necessary to provide the registered name and registered number of the undertaking in which the directorship is held and provide information about the nature of its business.

4.12 I understand that registration of a pension is not required as this falls outside the scope of the category.

## Category Two: Other Roles

4.13 I will register any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship.

4.14 I will register the registered name and registered number of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which I am a director and from which I receive remuneration.

## Category Three: Contracts

4.15 I have a registerable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.20 below) have made a contract with my public body:

- under which goods or services are to be provided, or works are to be executed; and
- which has not been fully discharged.

4.16 I will register a description of the contract, including its duration, but excluding the value.

## Category Four: Election Expenses

4.17 If I have been elected to my public body, then I will register a description of, and statement of, any assistance towards election expenses relating to election to my public body.

## Category Five: Houses, Land and Buildings

4.18 I have a registerable interest where I own or have any other right or interest in houses, land, and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of my public body.

4.19 I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, the test to be applied is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as being so significant that it could potentially affect my responsibilities to my public body and to the public, or could influence my actions, speeches or decision-making.

## Category Six: Interest in Shares and Securities

4.20 I have a registerable interest where:

- I own or have an interest in more than 1% of the issued share capital of the company or other body; or
- Where, at the relevant date, the market value of any shares and securities (in any one specific company or body) that I own or have an interest in is greater than £25,000.

## Category Seven: Gifts and Hospitality

4.21 I understand the requirements of paragraphs [3.13 to 3.21](#) regarding gifts and hospitality. As I will not accept any gifts or hospitality, other than under the limited circumstances allowed, I understand there is no longer the need to register any.

## Category Eight: Non-Financial Interests

4.22 I may also have other interests and I understand it is equally important that relevant interests such as membership or holding office in other public bodies, companies, clubs, societies, and organisations such as trades unions and voluntary organisations, are registered and described. In this context, I understand non-financial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence my actions, speeches, votes, or decision-making in my public body (this includes its Committees and memberships of other organisations to which I have been appointed or nominated by my public body).

## Category Nine: Close Family Members

4.23 I will register the interests of any close family member who has transactions with my public body or is likely to have transactions or do business with it.

## Section 5: Declaration of Interests

### Stage 1: Connection

- 5.1 For each particular matter I am involved in as a board member, I will first consider whether I have a connection to that matter.
- 5.2 I understand that a connection is any link between the matter being considered and me, or a person or body I am associated with. This could be a family relationship or a social or professional contact.
- 5.3 A connection includes anything that I have registered as an interest.
- 5.4 A connection does not include being a member of a body to which I have been appointed or nominated by my public body as a representative of my public body or of which I am a member by reason of, or in implementation of, a statutory provision, unless:
  - a) The matter being considered by my public body is quasi-judicial or regulatory; or
  - b) I have a personal conflict by reason of my actions, my connections, or my legal obligations.

### Stage 2: Interest

- 5.5 I understand my connection is an interest that requires to be declared where the objective test is met – that is where a member of the public with knowledge of the relevant facts would reasonably regard my connection to a particular matter as being so significant that it would be considered as being likely to influence the discussion or decision-making.

### Stage 3: Participation

- 5.6 I will declare my interest as early as possible in meetings. I will not remain in the meeting nor participate in any way in those parts of meetings where I have declared an interest.
- 5.7 I will consider whether it is appropriate for transparency reasons to state publicly where I have a connection, which I do not consider amounts to an interest.
- 5.8 I note that I can apply to the Standards Commission and ask it to grant a dispensation to allow me to take part in the discussion and decision-making on a matter where I would otherwise have to declare an interest and withdraw (as a result of having a connection to the matter that would fall within the objective test). I note that such an application must be made in advance of any meetings where the dispensation is sought and that I cannot take part in any discussion or decision-making on the matter in question unless, and until, the application is granted.
- 5.9 I note that public confidence in a public body is damaged by the perception that decisions taken by that body are substantially influenced by factors other than the public interest. I will not accept a role or appointment if doing so means I will have to declare interests frequently at meetings in respect of my role as a board member. Similarly, if any appointment or nomination to another body would give rise to objective concern because of my existing personal involvement or affiliations, I will not accept the appointment or nomination.

## Section 6: Lobbying and Access

6.1 I understand that a wide range of people will seek access to me as a board member and will try to lobby me, including individuals, organisations, and companies. I must distinguish between:

- a) any role I have in dealing with enquiries from the public.
- b) any community engagement where I am working with individuals and organisations to encourage their participation and involvement, and;
- c) lobbying, which is where I am approached by any individual or organisation who is seeking to influence me for financial gain or advantage, particularly those who are seeking to do business with my public body (for example contracts/procurement).

6.2 In deciding whether, and if so how, to respond to such lobbying, I will always have regard to the objective test, which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard my conduct as being likely to influence my, or my public body's, decision-making role.

6.3 I will not, in relation to contact with any person or organisation that lobbies, do anything which contravenes this Code or any other relevant rule of my public body or any statutory provision.

6.4 I will not, in relation to contact with any person or organisation that lobbies, act in any way which could bring discredit upon my public body.

6.5 If I have concerns about the approach or methods used by any person or organisation in their contacts with me, I will seek the guidance of the Chair, Chief Executive or Standards Officer of my public body.

6.6 The public must be assured that no person or organisation will gain better access to, or treatment by, me as a result of employing a company or individual to lobby on a fee basis on their behalf. I will not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which I accord any other person or organisation who lobbies or approaches me. I will ensure that those lobbying on a fee basis on behalf of clients are not given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming.

6.7 Before taking any action as a result of being lobbied, I will seek to satisfy myself about the identity of the person or organisation that is lobbying and the motive for lobbying. I understand I may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that I understand the basis on which I am being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code and the [Lobbying \(Scotland\) Act 2016](#).

6.8 I will not accept any paid work:

- a) which would involve me lobbying on behalf of any person or organisation or any clients of a person or organisation.
- b) to provide services as a strategist, adviser, or consultant, for example, advising on how to influence my public body and its members. This does not prohibit me from being remunerated for activity which may arise because of, or relate to, membership of my public body, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences, or other events.

## Annex A: Breaches of the Code

### Introduction

1. [The Ethical Standards in Public Life etc. \(Scotland\) Act 2000](#) ("the Act") provided for a framework to encourage and, where necessary, enforce high ethical standards in public life.
2. The Act provided for the introduction of new codes of conduct for local authority councillors and members of relevant public bodies, imposing on councils and relevant public bodies a duty to help their members comply with the relevant code.
3. The Act and the subsequent Scottish Parliamentary Commissions and Commissioners etc. Act 2010 established the [Standards Commission for Scotland](#) ("Standards Commission") and the post of [Commissioner for Ethical Standards in Public Life in Scotland](#) ("ESC").
4. The Standards Commission and ESC are separate and independent, each with distinct functions. Complaints of breaches of a public body's Code of Conduct are investigated by the ESC and adjudicated upon by the Standards Commission.
5. The first Model Code of Conduct came into force in 2002. The Code has since been reviewed and re-issued in 2014. The 2021 Code has been issued by the Scottish Ministers following consultation, and with the approval of the Scottish Parliament, as required by the Act.

### Investigation of Complaints

6. The ESC is responsible for investigating complaints about members of devolved public bodies. It is not, however, mandatory to report a complaint about a potential breach of the Code to the ESC. It may be more appropriate in some circumstances for attempts to be made to resolve the matter informally at a local level.
7. On conclusion of the investigation, the ESC will send a report to the Standards Commission.

### Hearings

8. On receipt of a report from the ESC, the Standards Commission can choose to:
  - Do nothing.
  - Direct the ESC to carry out further investigations; or
  - Hold a Hearing.
9. Hearings are held (usually in public) to determine whether the member concerned has breached their public body's Code of Conduct. The Hearing Panel comprises of three members of the Standards Commission. The ESC will present evidence and/or make submissions at the Hearing about the investigation and any conclusions as to whether the member has contravened the Code. The member is entitled to attend or be represented at the Hearing and can also present evidence and make submissions. Both parties can call witnesses. Once it has heard all the evidence and submissions, the Hearing Panel will make a determination about whether or not it is satisfied, on the balance of probabilities, that there has been a contravention of the Code by the member. If the Hearing Panel decides that a member has breached their public body's Code, it is obliged to impose a sanction.

## Sanctions

10. The sanctions that can be imposed following a finding of a breach of the Code are as follows:

- **Censure:** A censure is a formal record of the Standards Commission's severe and public disapproval of the member concerned.
- **Suspension:** This can be a full or partial suspension (for up to one year). A full suspension means that the member is suspended from attending all meetings of the public body. Partial suspension means that the member is suspended from attending some of the meetings of the public body. The Commission can direct that any remuneration or allowance the member receives as a result of their membership of the public body be reduced or not paid during a period of suspension.
- **Disqualification:** Disqualification means that the member is removed from membership of the body and disqualified (for a period not exceeding five years), from membership of the body. Where a member is also a member of another devolved public body (as defined in the Act), the Commission may also remove or disqualify that person in respect of that membership. Full details of the sanctions are set out in section 19 of the Act.

## Interim Suspensions

11. Section 21 of the Act provides the Standards Commission with the power to impose an interim suspension on a member on receipt of an interim report from the ESC about an ongoing investigation. In making a decision about whether or not to impose an interim suspension, a Panel comprising of three Members of the Standards Commission will review the interim report and any representations received from the member and will consider whether it is satisfied:

- That the further conduct of the ESC's investigation is likely to be prejudiced if such an action is not taken (for example if there are concerns that the member may try to interfere with evidence or witnesses); or
- That it is otherwise in the public interest to take such a measure. A policy outlining how the Standards Commission makes any decision under Section 21 and the procedures it will follow in doing so, should any such a report be received from the ESC can be found [here](#).

12. The decision to impose an interim suspension is not, and should not be seen as, a finding on the merits of any complaint or the validity of any allegations against a member of a devolved public body, nor should it be viewed as a disciplinary measure

## Annex B: Definitions

**"Bullying"** is inappropriate and unwelcome behaviour, which is offensive and intimidating, and which makes an individual or group feel undermined, humiliated, or insulted.

**"Chair"** includes Board Convener or any other individual discharging a similar function to that of a Chair or Convener under alternative decision-making structures.

**"Code"** is the code of conduct for members of your devolved public body, which is based on the Model Code of Conduct for members of devolved public bodies in Scotland.

**"Cohabitee"** includes any person who is living with you in a relationship similar to that of a partner, civil partner, or spouse.

**"Confidential Information"** includes:

- any information passed on to the public body by a Government department (even if it is not clearly marked as confidential) which does not allow the disclosure of that information to the public.
- information of which the law prohibits disclosure (under statute or by the order of a Court).
- any legal advice provided to the public body; or
- any other information which would reasonably be considered a breach of confidence should it be made public.

**"Election expenses"** means expenses incurred, whether before, during or after the election, on account of, or in respect of, the conduct or management of the election.

**"Employee"** includes individuals employed:

- directly by the public body.
- as contractors by the public body, or
- by a contractor to work on the public body's premises.

**"Gifts"** a gift can include any item or service received free of charge, or which may be offered or promised at a discounted rate or on terms not available to the general public. Gifts include benefits such as relief from indebtedness, loan concessions, or provision of property, services, or facilities at a cost below that generally charged to members of the public. It can also include gifts received directly or gifts received by any company in which the recipient holds a controlling interest in, or by a partnership of which the recipient is a partner.

**"Harassment"** is any unwelcome behaviour or conduct which makes someone feel offended, humiliated, intimidated, frightened and / or uncomfortable.

Harassment can be experienced directly or indirectly and can occur as an isolated incident or as a course of persistent behaviour.

**"Hospitality"** includes the offer or promise of food, drink, accommodation, entertainment, or the opportunity to attend any cultural or sporting event on terms not available to the general public.

**"Relevant Date"** Where a board member had an interest in shares at the date on which the member was appointed as a member, the relevant date is – (a) that date; and (b) the 5th April immediately following that date and in each succeeding year, where the interest is retained on that 5th April.

**"Public body"** means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000, as amended.

**"Remuneration"** includes any salary, wage, share of profits, fee, other monetary benefit, or benefit in kind.

**"Securities"** a security is a certificate or other financial instrument that has monetary value and can be traded. Securities includes equity and debt securities, such as stocks bonds and debentures.

**"Undertaking"** means:

- a) a body corporate or partnership; or
- b) an unincorporated association carrying on a trade or business, with or without a view to a profit.

# SECTION E

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**Scheme of Delegated Authority**



## Section E - Scheme of Delegated Authority

1. A clear set of rules for delegation, inclusive of financial limits, is essential to ensure that effective management control of resources is exercised.
2. Decisions retained by the Board are identified in Section E.
3. All powers not retained by the Board or delegated to a Committee or Sub Committee shall be exercised on behalf of the Board by the Chief Executive. The Chief Executive is required to prepare a Scheme of Delegation identifying which functions the Chief Executive shall perform personally, and which functions have been delegated to other Officers.
4. The Chief Executive, as Accountable Officer, is also accountable to the Principal Accountable Officer of the NHS in Scotland and the Scottish Parliament. The role of the Director of Finance in devising, implementing, monitoring, and supervising systems of financial control is exercised on behalf of the Chief Executive and the NHS Board.
5. The Scheme of Delegation and the Standing Financial Instructions form a major part of the system of internal control. These should be used in conjunction with other established procedures.
6. Changes to the Scheme of Delegation is a decision reserved to the Board. Changes can be approved outside of the normal Corporate Governance Framework update cycle as required. In response to an emergency/major incident the Chair can delegate authority to the Chief Executive and Director of Finance to jointly approve up to £1m spend, this is specified in section 2 of the table below.
7. In delegating decisions to the appropriate level there is a duty of care on those individuals to ensure that functions are discharged with due regard to efficiency, effectiveness, and best value.
8. Under the Scheme of Delegated Authority, the Chief Executive has delegated responsibilities to individual Officers. In the absence of these Officers, the Chief Executive will delegate authority to a member of their team or another Executive.
9. In the absence of the Chief Executive as the Accountable Officer, due to any temporary period of unavailability (illness or other cause), the Deputy Chief Executive shall assume the delegated limits, as prescribed to the Chief Executive outlined in this Scheme of Delegated Authority, for financial and operational continuity. In circumstances where the Chief Executive is unable to discharge their responsibilities as Accountable Officer over a period of four weeks or more (due to illness or other cause) the directions outlined in the Scottish Public Finance Manual: Annex 2 - Memorandum to Accountable Officer for other public bodies, Section 7.2 - Absence of Accountable Officer, shall apply.

[Scottish Public Finance Manual: Annex 2 – Memorandum to Accountable Officers for other public bodies, Section 7.2 – Absence of Accountable Officer](#)

| <b>ORGANISATIONAL PROFILE/ SCOPE</b> |  |                                    |  |                              |   |
|--------------------------------------|--|------------------------------------|--|------------------------------|---|
|                                      | <b>Area Responsibilities/Duties Delegated</b>                            | <b>Retained by or Delegated to</b> | <b>Authorised Deputy</b>                                     | <b>Financial Value (£'m)</b> | <b>Constraints/Reference</b>  |
| 1.1                                  | Strategic Plan preparation (three years)                                 | Chief Executive                    | Director of Transformation, Strategy, Planning & Performance | As per financial plan        |   |
| 1.2                                  | Annual Delivery Plan preparation (one year)                              | Chief Executive                    | Director of Transformation, Strategy, Planning & Performance | As per financial plan        | Annual SG guidance  |
| 1.3                                  | Corporate Plan preparation (one year)                                    | Chief Executive                    | Director of Transformation, Strategy, Planning & Performance | As per financial plan        | Strategic Plan, Annual Delivery Plan  |
| 1.4                                  | Board Standing Orders review (annual)                                    | Director of Finance                | Board Secretary  |                              | The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 (2001 No. 302), as amended up to and including The Health Boards (Membership and Procedure) (Scotland) Amendment Regulations 2016 (2016 No. 3) |
| 1.5                                  | Maintenance and review of the Code of Conduct (Board)                    | Director of Finance                | Board Secretary  |                              | With reference to current Blueprint for Good Governance guidance  |
| 1.6                                  | Maintenance and review of the Code of Conduct (Staff)                    | Director of Workforce              | Head of People Services                                      |                              |   |
| 1.7                                  | Scheme of Delegation review  | Chief Executive                    | Director of Finance  |                              |   |
| 1.8                                  | Maintenance and review of the Standing Financial instructions            | Director of Finance                | Deputy Director of Finance                                   |                              | Scottish Public Finance Manual  |
| 1.9                                  | Board Committee Terms of Reference Review                                | Director of Finance                | Board Secretary  |                              | Board Standing Orders   |
| 1.10                                 | Best Value in Public Services  | Chief Executive                    | Director of Finance  |                              | Scottish Public Finance Manual  |
| 1.11                                 | Corporate Governance Framework (remaining components not detailed above) | Director of Finance                | Board Secretary  |                              | SGHSCD Guidance   |

| <b>SCHEME OF DELEGATION ARISING FROM STANDING ORDERS</b> |  |   |                            |  |   |
|--|--|---|----------------------------|--|---|
| <b>2</b>   | <b>Area of Responsibilities / Duties Delegated</b>   | <b>Retained by or Delegated to</b>  | <b>Authorised Deputy</b>   | <b>Financial Value (£'m) excluding VAT</b> | <b>Constraints/Reference</b>  |
| 2.1  | Maintenance of Register of Board Member Interests  | Board Secretary   | Business Support Officer   |  | Code of Conduct   |
| 2.2  | Maintenance of Register of Staff Interests   | Board Secretary   | Business Support Officer   |  | Staff Code of Conduct   |
| 2.3  | Property Transactions  | Director of Finance   | Deputy Director of Finance | <=£0.1m                                    | Property Transactions Handbook (SGHSCD)   |
| 2.4  | Contracts and Agreements (including Framework Agreements and Memoranda of Understanding) with external parties | Board   |                            | Greater than £0.500m                       | Within approved Capital/Revenue Board Plan.<br>Value relates to the Contract Value, not the spend value within a financial year.  |
|  | Procurement of Goods and Services.   | Chief Executive and Director of Finance and Board Chair or Vice Chair Joint review and authorisation required |                            | £0.500m - £1m                              | Only when the contract is greater than one year and relates to a contract renewal or replacement. Reported through the Corporate Governance Activity Report to Audit & Risk Committee.<br>Value relates to the Contract Value, not the spend value within a financial year. |
|  |  | Chief Executive and Director of Finance Joint review and authorisation required                               |                            | £0.200m - £0.500m                          | Value relates to the Contract Value, not the spend value within a financial year.   |
|  |  | Chief Executive or Director of Finance  |                            | Up to £0.200m                              |   |
|  |  | Deputy Director of Finance  |                            | Up to £0.100m                              |   |
|  |  | Director  |                            | Up to £0.050m                              |   |
|  |  | Senior Manager (reporting directly to a Director)   |                            | Up to £0.020m                              |   |
|  |  | Senior Manager  |                            | Up to £0.010m                              |   |
|  |  | Other Manager   |                            | Up to £0.005m                              |   |

| 2                         | SCHEME OF DELEGATION ARISING FROM STANDING ORDERS   |  |   |  |  |
|---------------------------|---|--|---|--|--|
| First contract amendment. | Board<br><br>Chief Executive and Director of Finance Joint review and authorisation required  | Original contract value greater than £0.500m, amendment value greater than £0.200m | Within approved Capital/ Revenue Board Plan<br><br>Value relates to the Contract<br><br>Value, not the spend value within a financial year. |  |  |
|                           |   | Original contract value up to £0.500m, amendment value less than £0.200m           | Value relates to the Contract Value, not the spend value within a financial year.   |  |  |
|                           | Board<br><br>Chief Executive and Director of Finance and Board Chair or Vice Chair  | Greater than £0.100m   | Within approved Capital/ Revenue Board Plan<br><br>Value relates to the Contract Value, not the spend value within a financial year.        |  |  |
|                           |   | Less than £0.100m  | Reported through Corporate Governance Activity Report to Audit and Risk Committee.  |  |  |
|                           | Joint review and authorisation required   |  |   | Value relates to the Contract Value, not the spend value within a financial year |  |
|                           | In exceptional circumstances, and in the event that immediate action is required, the Chair may delegate authority to the Chief Executive or the Director of Finance up to the value of £1.00m. This instance should then be reported to the Board retrospectively at the next meeting. |  |   |  |  |

| <b>2 SCHEME OF DELEGATION FROM STANDING ORDERS</b> |   |   |                              |                                      |  |
|--|---|---|------------------------------|--------------------------------------|--|
|  | <b>Area of Responsibilities/<br/>Duties Delegated</b> | <b>Retained<br/>by or<br/>Delegated<br/>to</b>                                    | <b>Authorised<br/>Deputy</b> | <b>Financial<br/>Value<br/>(£'m)</b> | <b>Constraints /<br/>Reference</b>             |
| 2.5  | Applications for European projects                    | Board   |                              | Greater than £0.500m                 |  |
|  | • Projects with external parties total value          | Chief Executive and Director of Finance (Joint review and authorisation required) |                              | £0.200m - £0.500m                    | Within approved Capital and Revenue Board Plan |
|  |   | Chief Executive /Director of Finance  |                              | Up to £0.200m                        |  |
|  |   | Deputy Director of Finance  |                              | Up to £0.100m                        |  |
|  |   | Director  |                              | Up to £0.050m                        |  |
|  |   | Senior Manager (Reporting directly to a Director)                                 |                              | Up to £0.020m                        |  |
|  |   | Senior Manager  |                              | Up to £0.010m                        |  |
|  |   | Other Manager   |                              | Up to £0.005m                        |  |

| <b>3</b> | <b>FINANCE (ARISING FROM SFIs)</b>  |  |                            |                              |   |
|----------|---|--|----------------------------|------------------------------|---|
|          | <b>Area of Responsibilities /Duties Delegated</b>   | <b>Retained by or Delegated to</b>     | <b>Authorised Deputy</b>   | <b>Financial Value (£'m)</b> | <b>Constraints / Reference</b>  |
| 3.1      | System for funding decisions and business planning  | Director of Finance                    | Deputy Director of Finance |                              |   |
| 3.2      | Preparation of financial plans (revenue and capital)  | Director of Finance                    | Deputy Director of Finance |                              | Within allocated resource limits agreed with SGHSCD                     |
| 3.3      | Budget Setting to Directorates  | Director of Finance                    | Deputy Director of Finance |                              | Within overall approved Board financial plan                            |
| 3.4      | Financial monitoring system and operating procedures  | Director of Finance                    | Deputy Director of Finance |                              |   |
| 3.5      | Maintenance of financial records, e.g., cash flow statements etc.   | Director of Finance                    | Deputy Director of Finance |                              | Standing Financial Instructions   |
| 3.6      | Maintenance and operation of Bank Accounts  | Director of Finance                    | Deputy Director of Finance |                              | Standing Financial Instructions   |
| 3.7      | Annual Report and Annual Accounts preparation   | Chief Executive                        | Director of Finance        |                              | Scottish Manual for Accounts  |
| 3.8      | Annual Account Signatories  | Chief Executive<br>Director of Finance | N/A                        |                              | Scottish Manual for Accounts  |
| 3.9      | Audit Certificate preparation   | Appointed Auditors                     | N/A                        |                              | Scottish Manual for Accounts  |
| 3.10     | Fraud Action Plan implementation  | Director of Finance                    | Deputy Director of Finance |                              |   |
| 3.11     | Control of Payment of Salaries and Expenses   | Director of Finance                    | Deputy Director of Finance |                              | Service Level Agreement with NHSGGC                                     |
| 3.12     | Procedures for the employment of new staff, processing payroll information and terminations of employment | Director of Workforce                  | Head of People Services    |                              | SGHSCD and NHS 24   |
| 3.13     | Maintenance of Salary Over-Payments Register  | Director of Workforce                  | Head of People Services    |                              | Employment Rights Act 1996 Deductions from wages Contract of employment |
| 3.14     | Maintenance of Formal List of Authorised Signatories  | Director of Finance                    | Deputy Director of Finance |                              | Financial Operating   |
| 3.15     | Maintenance of Cheque Register  | Director of Finance                    | Deputy Director of Finance |                              | Financial Operating   |
| 3.16     | Operating Instructions for the Control of Income  | Director of Finance                    | Deputy Director of Finance |                              | Financial Operating   |

| <b>3</b> | <b>FINANCE (ARISING FROM SFIs)</b>  |   |  |          |  |
|----------|---|---|--|----------|--|
| 3.17     | Procedures to control the handling of cash, cheques, and other negotiable instruments   | Director of Finance                                 | Deputy Director of Finance                                 |          | Financial Operating  |
| 3.18     | Recording, security, control and disposal of assets and maintenance of Asset Register   | Director of Finance                                 | Deputy Director of Finance                                 |          | Financial Operating  |
| 3.19     | Policy on control of access by staff and visitors   | Director of Finance                                 | Information Security Manager                               |          | NHS 24 Health & Safety and Security Policies   |
| 3.20     | Provision or training, information and guidance on budgetary control to Directors and Managers  | Director of Finance                                 | Deputy Director of Finance                                 |          | Standing Financial Instructions  |
| 3.21     | Forecast financial position at year-end <ul style="list-style-type: none"> <li>• at corporate level</li> <li>• at Directorate level after the first half of the financial year and each month thereafter</li> </ul> | Director of Finance<br><br>Delegated Budget Holders | Deputy Director of Finance<br><br>Delegated Budget Holders |          | Financial Operating Procedures   |
| 3.22     | Business Case Approval  | Chief Executive                                     | Deputy Director of Finance                                 | <£0.250m | Between £0.250m and £0.5m requires both Chief Executive and Director of Finance approval.<br><br>Board approval required for Business Cases over £0.5m |

| <b>4 BUDGETS</b> |   |   |                            |                              |   |
|------------------|---|---|----------------------------|------------------------------|---|
|                  | <b>Area of Responsibilities / Duties Delegated</b>  | <b>Retained by or Delegated to</b>      | <b>Authorised Deputy</b>   | <b>Financial Value (£'m)</b> | <b>Constraints / Reference</b>                  |
| 4.1              | Budget preparation - revenue and capital  | Director of Finance                     | Deputy Director of Finance | Within financial plan        |   |
| 4.2              | Budget management – responsibility for keeping expenditure within budgets – revenue   |   |                            |                              |   |
|                  | • at individual budget level (pay and non-pay)  | Named budget holders                    | Named deputies             | Budget notified              |   |
|                  | • Reserves and contingencies  | Director of Finance                     | Deputy Director of Finance | Budget notified              |   |
|                  | Virement of budget within Directorate   |   |                            |                              |   |
|                  | • in total per financial year   | Named budget holder                     | Named deputies             | <0.050m                      | Within Directorate budget                       |
|                  | • per individual event  | Named budget                            | Named deputies             | <0.025m                      | Within Directorate budget                       |
|                  | • Approval of transfer of funds between budget heads including transfers from reserves and balances where they are being released to the area agreed in the finance plan where the value in any one instance does not exceed £500,000 | Chief Executive or Director of Finance  |                            | <0.50m                       | Within Financial Plan                           |
| 4.3              | Budget management – responsibility for keeping expenditure within budgets - capital   |   |                            |                              |   |
|                  | • at individual budget level (pay and non-pay)  | Named budget holders                    | Named deputies             | Budget notified              |   |
|                  | • Virement of capital budget  | Chief Executive and Director of Finance | N/A                        | <0.250m                      | Subject to production of Standard Business Case |

| <b>5 QUOTATION, TENDERING AND CONTRACT PROCEDURES</b> |   |  |                            |                              |  |
|---|---|--|----------------------------|------------------------------|--|
|   | <b>Area of Responsibilities / Duties Delegated</b>                  | <b>Retained by or Delegated to</b>               | <b>Authorised Deputy</b>   | <b>Financial Value (£'m)</b> | <b>Constraints /Reference</b>  |
| 5.1   | Guidelines on procurement and tendering procedures                  | Director of Finance                              | Deputy Director of Finance |                              | Procurement Strategy and Procurement Handbook  |
| 5.2   | Opening of tenders  | Director of Finance / Directorate representative | Deputy Director of Finance |                              | In line with Standing Financial Instructions   |
| 5.3   | Maintain a Register of Approved Suppliers                           | Director of Finance                              | Deputy Director of Finance | N/A                          | Provalido database maintained by SAS Procurement.  |
| 5.4   | Engagement of Management Consultancy and/ or Management Consultants | Chief Executive and Director of Finance          | N/A                        | <£0.100m                     | <p>The agreed financial plan. Standing Financial Instructions<br/>Tendering procedures to apply as appropriate.</p> <p>Engagement greater than £100k is a matter reserved for the Board.</p> <p>Management Consultants have two characteristics:</p> <ol style="list-style-type: none"> <li>1) They are engaged to work on specific projects that are regarded as outside the usual business of the Board and there is an identified endpoint of their involvement.</li> <li>2) The responsibility for the final outcome of the project largely rests with NHS 24 Board.</li> </ol> <p><b>PROFESSIONAL ADVISORS</b><br/>Professional Advisors have two characteristics:</p> <ol style="list-style-type: none"> <li>1) They are engaged on work that is an extended arm of the work done in-house.</li> <li>2) They provide an independent check.</li> </ol> <p>An example of professional advice is the engagement of VAT advisors on the accounting treatment of VAT in relation to the Board's activities. Professional Advisors are commonly engaged in major capital projects, e.g., architects, quantity surveyors, structural engineers. For the purposes of applying this section of the Scheme of Delegation, professional advisors are not management consultants, and this section does not apply to professional advisors</p> |

| <b>5 QUOTATION, TENDERING AND CONTRACT PROCEDURES</b> |   |                                    |                            |                              |   |
|---|---|------------------------------------|----------------------------|------------------------------|---|
|   | <b>Area of Responsibilities / Duties Delegated</b>  | <b>Retained by or Delegated to</b> | <b>Authorised Deputy</b>   | <b>Financial Value (£'m)</b> | <b>Constraints /Reference</b>   |
| 5.5   | Engagement of Legal Advisors other than the Central Legal Office  | Chief Executive                    | N/A                        | <£0.100m                     | As appropriate to secure subject matter expertise or for reasons of capacity/urgency (in cases other than those relating to clinical negligence or Fatal Accident Inquiries) or to obtain a second opinion (in all cases) |
| 5.6   | Lease Agreements and Other Property Matters   | Director of Finance                | Deputy Director of Finance |                              | Property and Asset Management Strategy Property Transactions Handbook (SGHSCD) Scottish Capital Investment Manual within approved Board financial plans.  |
| 5.7   | Maintain a Register of Contacts   | Director of Finance                | Deputy Director of Finance | N/A                          | Provalido database maintained by SAS Procurement.   |
| 5.8   | Condemnation, impairment, or disposal of individual assets (items obsolete, obsolescent, redundant, irreparable or cannot be repaired cost effectively) |                                    |                            |                              |   |
|   | • with Net Book Value of up to £0.010m  | Appropriate Executive Director     | Designated Deputy          | <£0.010m                     |   |
|   | • with Net Book Value of between £0.010m and £0.100m  | Director of Finance                | Deputy Director of Finance | <0.100m & >£0.010m           |   |

| <b>6 COMPENSATION, LOSSES, AND SPECIAL PAYMENTS</b> |   |                                    |                            |                               |   |
|---|---|------------------------------------|----------------------------|-------------------------------|---|
|   | <b>Area of Responsibilities / Duties Delegated</b>  | <b>Retained by or Delegated to</b> | <b>Authorised Deputy</b>   | <b>Financial Value (£'m)</b>  | <b>Constraints /Reference</b>   |
| 6.1   | Losses and Special Payments (including compensation payments, legal claims and settlement, insurance claims and settlement, compromise agreements and ex gratia payments) | Director of Finance                | Deputy Director of Finance | Financial value as per SFR 18 | Per SFR 18 of the Scottish Manual for Accounts (ref framework document) |

| <b>RISK MANAGEMENT</b> |   |                                    |                             |                              |  |
|------------------------|---|------------------------------------|-----------------------------|------------------------------|--|
| <b>7</b>               | <b>Area of Responsibilities / Duties Delegated</b>                        | <b>Retained by or Delegated to</b> | <b>Authorised Deputy</b>    | <b>Financial Value (£'m)</b> | <b>Constraints /Reference</b>                                |
| 7.1                    | Risk Management Strategy preparation                                      | Director of Finance                | Head of Risk and Resilience |                              | Risk Management Strategy<br>Various legislation and guidance |
| 7.2                    | Health & Safety   |                                    |                             |                              |  |
|                        | • Staff   | Chief Executive                    | Director of Workforce       |                              | Health & Safety at Work Act                                  |
|                        | • Health & Safety - Patients  | Chief Executive                    | Medical Director            |                              | The Management of Health & Safety at Work (1999)             |
| 7.3                    | Insurance Cover   |                                    |                             |                              |  |
|                        | • third party public liability, employer's liability, clinical negligence | Director of Finance                | Deputy Director of Finance  |                              | CNORIS   |
|                        | • other   | Chief Executive                    | Director of Finance         |                              |  |
| 7.4                    | Insurance Claims Register   | Director of Finance                | Deputy Director of Finance  | N/A                          | CNORIS   |

| <b>EMERGENCY AND CONTINUITY PLANNING</b> |  |                                    |  |                              |                               |
|--|--|------------------------------------|--|------------------------------|-------------------------------|
|  | <b>Area of Responsibilities / Duties Delegated</b> | <b>Retained by or Delegated to</b> | <b>Authorised Deputy</b>                                     | <b>Financial Value (£'m)</b> | <b>Constraints /Reference</b> |
| 8.1                                      | Preparation of Business Continuity Plan            | Director of Finance                | Director of Transformation, Strategy, Planning & Performance | Within Financial Plan        |                               |
|  |  |                                    | Director of Service Delivery                                 |                              |                               |
|  |  |                                    | Head of Risk and Resilience                                  |                              |                               |
| 8.2                                      | Emergency Planning                                 | Director of Finance                | Head of Risk and Resilience                                  | Within Financial Plan        |                               |

| <b>9</b> | <b>CLINICAL GOVERNANCE</b>                         |                                    |                                     |                              |  |
|----------|--|------------------------------------|-------------------------------------|------------------------------|--|
|          | <b>Area of Responsibilities / Duties Delegated</b> | <b>Retained by or Delegated to</b> | <b>Authorised Deputy</b>            | <b>Financial Value (£'m)</b> | <b>Constraints /Reference</b>          |
| 9.1      | Clinical Governance Framework                      | Director of Nursing and Care       | Deputy Director of Nursing and Care |                              | Standards of Healthcare Governance     |
| 9.2      | Research and Development Studies                   | Director of Nursing and Care       | Deputy Director of Nursing and Care |                              |  |
| 9.3      | Complaints   | Chief Executive                    | Director of Nursing and Care        |                              | NHS 24 Complaints Policy and Procedure |
| 9.4      | Child Protection Policy preparation                | Director of Nursing and Care       | Lead Nurse Public Protection        |                              |  |
| 9.5      | Protection of Vulnerable Adults                    | Director of Nursing and Care       | Lead Nurse Public Protection        |                              |  |
| 9.6      | Clinical Audit Programme                           | Director of Nursing and Care       | Associate Clinical Director         |                              |  |

| <b>10 STAFF GOVERNANCE</b> |  |                                    |   |                              |   |
|----------------------------|--|------------------------------------|---|------------------------------|---|
|                            | <b>Area of Responsibilities / Duties Delegated</b>   | <b>Retained by or Delegated to</b> | <b>Authorised Deputy</b>                                    | <b>Financial Value (£'m)</b> | <b>Constraints /Reference</b>   |
| 10.1                       | Strategic Workforce Plan preparation and implementation of associated Action Plans (including arrangements for Personal Development Plans (PDPs), Knowledge and Skills Frameworks (KSFs) and training) | Director of Workforce              | Head of Organisational Development, Leadership and Learning |                              |   |
| 10.2                       | HR Policy preparation  | Director of Workforce              | Head of People Services                                     | N/A                          | Legal Requirements  |
| 10.3                       | Contracts of Employment  | Director of Workforce              | Head of People Services                                     | N/A                          | Agenda for Change<br>Legal Requirements   |
| 10.4                       | Disciplinary Action and Appeal   | Director of Workforce              | Head of People Services                                     | N/A                          | Legal Requirements  |
| 10.5                       | Grievance Outcomes and Appeal  | Director of Workforce              | Head of People Services                                     | N/A                          | Legal Requirements  |
| 10.6                       | Staff relocation package approval and approval of payment (excluding Executive Directors)  | Director of Workforce              | Head of Resources and Planning                              | <£0.008m                     | Relocation and Support Policy Executive Director relocation matters to be referred to Remuneration Committee                  |
| 10.7                       | Engagement of staff on a substantive contract  | Director of Workforce              | Head of Resources and Planning                              | N/A                          | Redeployment Policy   |
| 10.8                       | Engagement of staff not on a substantive contract (i.e., not engaged NHS 24 payroll as an employee)  | Director of Workforce              | Head of Resources and Planning                              | <£0.100m                     | The financial limit is per individual and within the agreed financial plan.<br>Tendering procedures to apply as appropriate   |
| 10.9                       | Approval of foreign business travel:<br>-<br>• by NHS 24 members of staff  | Director of Finance                |   | Within budget                | Requires to be reported to Finance department for<br>• inclusion in Corporate Governance report to the Audit & Risk Committee |
|                            | • by Chief Executive   | Chair                              |   | Within budget                | • reporting as part of the Public Services Reform Act (Scotland Act 2010)   |
|                            | Partnership Working  | Chief Executive                    | Director of Workforce                                       | N/A                          | • Staff Governance Standard   |

| <b>11 PATIENT FOCUS PUBLIC INVOLVEMENT</b> |   |  |   |                              |                                      |
|--|---|--|---|------------------------------|--------------------------------------|
|  | <b>Area of Responsibilities / Duties Delegated</b>                      | <b>Retained by or Delegated to</b>                           | <b>Authorised Deputy</b>                    | <b>Financial Value (£'m)</b> | <b>Constraints /Reference</b>        |
| 11.1                                       | Patient Focus Public Involvement (PFPI)Strategy / Framework preparation | Director of Transformation, Strategy, Planning & Performance | Head of Stakeholder Engagement and Insights | Within financial plan        | Health Improvement Scotland guidance |
| 11.2                                       | Participation Standard Assessment preparation                           | Director of Transformation, Strategy, Planning & Performance | Head of Stakeholder Engagement and Insights | N/A                          | Scottish Health Council guidance     |

| <b>PARTICIPATION AND EQUALITIES</b> |  |  |   |                              |  |
|-------------------------------------|--|--|---|------------------------------|--|
| <b>12</b>                           | <b>Area of Responsibilities / Duties Delegated</b>   | <b>Retained by or Delegated to</b>                           | <b>Authorised Deputy</b>                    | <b>Financial Value (£'m)</b> | <b>Constraints /Reference</b>  |
| 12.1                                | Public Sector Equality Duty – achieve compliance   | Director of Transformation, Strategy, Planning & Performance | Head of Stakeholder Engagement and Insights | Within financial plan        | Section 149 – Equality Act 2010  |
| 12.2                                | Age discrimination – ensure that any age differentiated treatment in services for adults aged 18 or over is objectively justified  | Director of Transformation, Strategy, Planning & Performance | Head of Stakeholder Engagement and Insights | Within financial plan        | Equality Act 2010  |
| 12.3                                | Mainstreaming report – publish a bi- annual report on the progress made to make the public sector equality duty integral to NHS 24 functions   | Director of Transformation, Strategy, Planning & Performance | Head of Stakeholder Engagement and Insights | Within financial plan        | Regulation 3 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012 |
| 12.4                                | Equality Outcomes – publish a set of equality outcomes which NHS 24 considers will enable it to better perform the public sector equality duty at intervals of not more than four years with progress being reported at intervals of not more than two years                               | Director of Transformation, Strategy, Planning & Performance | Head of Stakeholder Engagement and Insights | Within financial plan        | Regulation 4 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012 |
| 12.5                                | Equality impact assessments – assess the impact of applying a proposed new or revised policy or practice to achieve compliance with the public sector equality duty.   | Director of Transformation, Strategy, Planning & Performance | Head of Stakeholder Engagement and Insights | Within financial plan        | Regulation 5 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012 |
| 12.6                                | Employment information – take steps to gather and publish annually information on the composition of NHS 24's employees, including the recruitment, and retention (including applicants who are not offered employment) with respect to their number of relevant protected characteristics | Director of Workforce  | Head of Resources and Planning              | Within financial plan        | Regulation 6 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012 |

|       |   |  |   |                       |  |
|-------|---|--|---|-----------------------|--|
| 12.7  | Gender pay gap information – publish a bi-annual report containing information on the percentage difference among NHS 24's employees between men's average hourly pay (excluding overtime) and women's average hourly pay (excluding overtime). | Director of Workforce  | Head of Resources and Planning              | Within financial plan | Regulation 7 = The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012       |
| 12.8  | Equal pay statement – publish a statement containing information on NHS 24's equal pay among its employees and any occupational segregation among its employees   | Director of Workforce  | Head of Resources and Planning              | Within financial plan | Regulation 8 – The Equality Act 2012 Specific Duties) (Scotland) Regulations 2012        |
| 12.9  | Public Procurement – have regard to whether certain award criteria should include considerations to better enable NHS 24 to perform its public sector equality duty   | Director of Finance  | Deputy Director of Finance                  | Within financial plan | Regulation 9 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012       |
| 12.10 | Publish information in an accessible manner - publish information on mainstreaming, equality outcomes, gender pay gaps and equal pay statements in a manner which is accessible   | Director of Transformation, Strategy, Planning and Performance | Head of Stakeholder Engagement and Insights | Within financial plan | Regulation 10 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012      |
| 12.11 | Other matters – consider such matters as may be specified by the Scottish Ministers in pursuance of their duty to publish proposals for activity to enable a public authority to better perform the public sector equality duty                 | Director of Transformation, Strategy, Planning and Performance |   | Within financial plan | Regulation 11 – The Equality Act 2012 (Specific Duties) 2012 (Scotland) Regulations 2012 |
| 12.12 | Human Rights – embed human rights principles into equality impact assessment process and staff policies   | Director of Transformation, Strategy, Planning and Performance |   | Within financial plan | Human Rights Act 1998  |
| 12.13 | Participation Standard – maintain compliance with and report progress made in relation to patient focus, public involvement, and governance   | Director of Transformation, Strategy, Planning and Performance |   | Within financial plan | Participation Standard   |
| 12.14 | Refreshed Strategy for Volunteering in NHS Scotland – ensure a long-term vision and consistency of approach and support for volunteering within NHS 24  | Director of Transformation, Strategy, Planning and Performance |   | Within financial plan | Refreshed Strategy for Volunteering in NHS Scotland                                      |
| 12.15 | Patient Focus and Public Involvement Strategy – continue with three-year strategy and associated annual action plans  | Director of Transformation, Strategy, Planning and Performance |   | Within financial plan | Participation Standard   |

| <b>13</b> <b>HEALTH INFORMATION / IMPROVEMENT</b> |  |                                    |                          |                              |                                |
|---|--|------------------------------------|--------------------------|------------------------------|--------------------------------|
|   | <b>Area of Responsibilities / Duties Delegated</b> | <b>Retained by or Delegated to</b> | <b>Authorised Deputy</b> | <b>Financial Value (£'m)</b> | <b>Constraints / Reference</b> |
| 13.1  | Public Health Improvement                          | Medical Director                   | Public Health Consultant | Within financial plan        |                                |
| 13.2  | Health Information Initiatives                     | Director of Service Delivery       |                          | N/A                          |                                |

| <b>14</b> <b>INFORMATION MANAGEMENT</b> |  |                                    |                            |                              |  |
|---|--|------------------------------------|----------------------------|------------------------------|--|
|   | <b>Area of Responsibilities / Duties Delegated</b>   | <b>Retained by or Delegated to</b> | <b>Authorised Deputy</b>   | <b>Financial Value (£'m)</b> | <b>Constraints / Reference</b>   |
| 14.1                                    | Information Management Strategy and Systems          | Chief Information Officer          |                            | Within financial plan        |  |
| 14.2                                    | eHealth Action Plan preparation                      | Chief Information Officer          |                            | Within financial plan        | National eHealth Strategy  |
| 14.3                                    | Information Security Management Strategy and Systems | Chief Information Officer          |                            | N/A                          | ISO27001/2 (Information Security), ISD (Information Services Division) information, Governance Standards (part of the Clinical Governance and Risk Management Standards) |
| 14.4                                    | Electronic Communications Policy compliance          | Chief Information Officer          |                            | N/A                          | ISO27001/2 (Information Security)  |
| 14.5                                    | Data Protection Act compliance                       |                                    |                            | N/A                          | Data Protection Act  |
|   | • Staff  | Chief Information Officer          |                            |                              |  |
|   | • Patients   | Medical Director                   |                            |                              |  |
| 14.6                                    | Caldicott Guardian                                   | Medical Director                   | Associate Medical Director | N/A                          |  |
| 14.7                                    | Freedom of Information                               | Chief Information Officer          |                            | N/A                          | Freedom of Information (Scotland) Act 2002   |

| <b>15 COMMUNICATION</b> |  |                                    |                               |                              |                                |
|-------------------------|--|------------------------------------|-------------------------------|------------------------------|--------------------------------|
|                         | <b>Area of Responsibilities / Duties Delegated</b> | <b>Retained by or Delegated to</b> | <b>Authorised Deputy</b>      | <b>Financial Value (£'m)</b> | <b>Constraints / Reference</b> |
| 15.1                    | Preparation of Communication Strategy              | Chief Executive                    | Chief Communications Officer  | Within financial plan        | Staff Governance Standard      |
| 15.2                    | Implementation of Communication Delivery Plan      | Chief Communications Officer       | Senior Communications Manager | Within financial plan        | Staff Governance Standard      |

# SECTION F

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Standing Financial Instructions



## Section F - Standing Financial Instructions

### 1. Introduction

- 1.1 These Standing Financial Instructions (SFIs) are written in accordance with the requirements of NHS statutory regulations, NHS Circulars issued by the Scottish Government and in conjunction with other relevant instructions.
- 1.2 The instructions are issued for the regulation of the conduct of NHS 24, its Directors, Officers, and agents in relation to all financial matters. They will have effect as if incorporated in the Standing Orders of the Board. It is intended that these SFIs will be the principal policy statements relating to the subjects covered.
- 1.3 They are also designed to protect NHS 24 and its staff from the risk of fraud and financial irregularity.
- 1.4 The Standing Financial Instructions detail the financial responsibilities, policies, and procedures to be adopted by the Board and are designed to ensure that its financial transactions are carried out in accordance with the law and Government policy in order to achieve probity, accuracy, economy, efficiency, and effectiveness. They shall have effect as if incorporated in the Standing Orders of the Board and should be used in conjunction with the Board's Schedule of Retained Powers and the Scheme of Delegation. The Board shall review these SFIs no longer than 3 years after the date of their approval.
- 1.5 The SFIs are provided to each Director and Senior Manager after approval of each revision. Each Director and Senior Manager is required to sign an acknowledgement of receipt and that the contents have been read and fully understood. Directors and Senior Managers should ensure that the SFIs are passed to their senior staff as appropriate to encourage a broad awareness of the financial systems and controls in place.
- 1.6 All employees must observe these SFIs and the above principles. Failure to comply with these SFIs is a disciplinary matter, which could result in dismissal.
- 1.7 Where clarity on any of the SFIs is required, the Scottish Public Finance Manual (SPFM) provides the standard guidance and shall be consulted.

### 1. Definitions

- 2.1 Any expression to which a meaning is given in the Health Service Acts, or in the financial regulations made under the Acts, shall have the same meaning in these SFIs; and specifically: -
  - a) **"Board"** means the Board of Directors of NHS 24, i.e., the Non-Executive Members and the Executive Directors appointed to the Board.
  - b) "SGHSCD" means the Scottish Government Health & Social Care Directorates, St. Andrew's House, Regent Road, Edinburgh EH1 3DG.
  - c) Wherever the title "Chief Executive", "Director of Finance" or other nominated "Director" or "Manager" or "Officer" is used in these SFIs, it shall be deemed to include other staff who have been duly authorised to represent them. Where titles noted in this document change through evolution, the responsibility remains as previously titled.
  - d) The terms "Manager" and "Officer" describe the same functional responsibility and all references in these SFIs to "Manager" or "Officer" shall be deemed to include Medical and Nursing staff, as appropriate.
  - e) "Budget" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any, or all of the functions of the Health Board. "Budget Holder" means the director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.

### 3. Responsibilities

- 3.1. The SGHSCD holds all NHS Health Bodies accountable for meeting their statutory financial obligations or targets. The Board, acting through the Chief Executive and the Director of Finance, is required to ensure that NHS 24 operates within the financial resources allocated to it by the SGHSCD each year.
- 3.2. NHS 24 is advised of the Revenue Resource Limit (RRL) and the Capital Resource Limit (CRL) by the SGHSCD prior to the start of each year – these Limits may be adjusted through the year.
- 3.3. The Board shall delegate its executive responsibility for the performance of its functions to the Chief Executive. The Board shall exercise financial supervision and control by:
  - a) requiring the presentation and approval of business plans and budgets, each year.
  - b) defining and approving essential features of financial arrangements in respect of important procedures and financial systems, including the need to obtain value for money; and
  - c) defining specific responsibilities placed on Managers.
- 3.4. The Chief Executive holds the office of Accountable Officer, and the responsibilities of that post are defined in "The Memorandum to Accountable Officers" issued by the SGHSCD at the time of the appointment of the Chief Executive. The essence of the Accountable Officer's role is a personal responsibility to the Scottish Parliament for the propriety and regularity of the public funds under their stewardship, for keeping proper accounts; and for the economic, efficient, and effective use of public funds. The Chief Executive has overall executive responsibility for all of the Board's activities and is responsible for ensuring that NHS 24 meets all of its financial obligations.
- 3.5. As the Accountable Officer, the Chief Executive has a duty to ensure that arrangements are in place to secure "Best Value". The duty of Best Value should assist in embedding principles of good governance and help bring public sector organisations on to a common standard, which should, in turn, facilitate partnership and joint working.
- 3.6. The Chief Executive is responsible for providing the SGHSCD with any information it requires, and in the timescale requested, in order for the SGHSCD to discharge its responsibilities for monitoring NHS Health Bodies. The Director of Finance is responsible for providing financial information, along with financial advice, to the Chief Executive and to the Board.
- 3.7. All staff, individually and collectively, shall have a general responsibility for ensuring the security and protection of the property of NHS 24; for avoiding losses; for ensuring economy and efficiency in the use of resources; and for complying with the requirements of the Standing Orders, the Standing Financial Instructions and any other guidance on corporate governance or financial procedures which the Director of Finance may issue.
- 3.8. The Chief Executive is responsible for ensuring that existing staff and all new employees are notified of their responsibilities within these SFIs.
- 3.9. The Chief Executive is responsible for the implementation of financial policies and for co-ordinating any corrective action necessary to further these policies, after taking account of advice given by the Director of Finance on all such matters. The Director of Finance is accountable to the Board for this advice.
- 3.10. The duties of the Director of Finance include the provision of financial advice to the Board and to NHS 24 Management. The duties also include the design, implementation, and supervision of systems of financial control and the preparation and maintenance of such accounts, certificates, estimates, records and reports as may be required for the purpose of carrying out statutory duties. In the discharge of these duties, the Director of Finance shall have regard to the responsibilities of the Chief Executive as the Accountable Officer for NHS 24.

- 3.11. In line with best practice and the Staff Code of Conduct, senior staff shall be requested to advise the Chief Executive of any interests outside NHS 24 which may lead to a conflict of their individual interests at work. This information shall be added to the corporate Register of Interests and be available for public inspection, as is the current practice for Executive and Non-Executive Directors.
- 3.12. The Director of Finance shall prepare, document, and maintain detailed financial procedures and systems incorporating the principles of segregation of duties and internal checks, to supplement these SFIs. Any proposed changes or enhancements to existing financial systems shall be co-ordinated by the Director of Finance.
- 3.13. With regard to any Director or Manager who carries out a financial function, the Director of Finance shall require that the form in which any records are kept and the manner in which the Director or Manager discharges his duties shall be to the satisfaction of the Director of Finance.

## 4. Planning, Budgeting & Financial Reporting

### 4.1. Annual Plans

- 4.1.1. NHS 24 is required to perform its functions as a Special Health Board within the total of the funds agreed with the SGHSCD. All plans and financial approvals and control systems must be designed to meet this requirement.
- 4.1.2. For each financial year, NHS 24 must produce a Financial Plan. This document will form the basis for the financial management of all NHS 24 activities. The Financial Plan must be submitted to the Board for approval prior to the start of the financial year to which it refers, where possible. The Chief Executive, with the assistance of the Director of Finance, shall compile and submit to the Board for approval, such operational plans, and strategic plans (for one-year, three-year or five- year periods) as shall be required in accordance with the guidance issued by the SGHSCD about content and timing and with regard to the Board's financial duties. After Board approval, these plans shall be forwarded to the SGHSCD for approval.

### 4.2. Financial Plans

- 4.2.1. The Chief Executive shall prepare annually, with the assistance of the other Directors and budget holders, a Financial Plan covering the SGHSCD planning cycle (typically three to five years) as required to be submitted, after Board approval, to the SGHSCD for approval.
- 4.2.2. The SGHSCD requires that the Financial Plan will include the financial information for the current year's projected out-turn, along with summary information for the following five years. The information in the Five-Year Plan will not normally show the level of detail expected to be presented in the papers on the Annual Budget.

### 4.3. Annual Budgets & Budgetary Control

- 4.3.1. The Director of Finance shall, on behalf of the Chief Executive, prepare and submit a Budget, within the forecast limits of available funding resources and planning strategies, to the Board for approval, wherever possible in advance of the financial year to which it refers.
- 4.3.2. Managers shall provide the Director of Finance with all financial, statistical, and other relevant information for the compilation of such estimates, budgets, and forecasts, as required.
- 4.3.3. Only the relevant budget holder, or a member of staff specifically authorised to do so by the budget holder, shall be able to commit NHS 24 to any expenditure.

- 4.3.4. Once the annual budget has been approved by the Board, delegated budgets will be issued by the Director of Finance to each Directorate. The Directorate Budget will require to be signed by the appropriate Director to confirm agreement to the allocation of resources.
- 4.3.5. The approved Budget provides the Director with authority to commit expenditure as agreed. The Director, or nominated deputy, will be required to authorise all invoices in respect of this committed expenditure confirming that this expenditure is consistent with the financial plan set for the Directorate and NHS 24.
- 4.3.6. The Director of Finance shall devise and maintain adequate systems of budgetary control, including a note on procedures to guide the process. All Managers empowered by NHS 24 to engage staff or to otherwise incur expenditure, or to collect or to generate income, shall comply with the requirements of those systems. Systems shall incorporate the monthly reporting of, and the investigation into, financial, activity or manpower variances from the budgets.
- 4.3.7. The Director of Finance shall be responsible for providing all training, information, and guidance on budgets to enable the Chief Executive, the Directors, and the Managers to carry out their budgetary duties.

#### **4.4. Financial Accounting and Reporting**

- 4.4.1. The Director of Finance shall, on behalf of the Chief Executive, compile such financial reports, comparing actual expenditure against budgets, for regular presentation to the Board.
- 4.4.2. The Chief Executive shall not exceed the budgetary limits set by the Board, as listed in Section 5, Reservations of Powers to the Board. Similarly, Managers shall not exceed the budgetary limits set for them by the Chief Executive, as listed in Section E, Scheme of Delegation. The Chief Executive may, depending on the circumstances, vary the budgetary limits of any Manager within the Chief Executive's own budgetary limits.
- 4.4.3. The Chief Executive may, within the budgetary limits approved by the Board, delegate responsibility for a budget or a part of a budget to Managers to permit the performance of defined activities. The terms of delegation shall include a clear definition of individual and/or group responsibilities for the control of expenditure, the achievement of planned levels of service and the provision of regular reports to the Chief Executive on the discharge of these delegated functions.
- 4.4.4. Except where otherwise approved by the Chief Executive, taking account of advice from the Director of Finance, budgets shall be used only for the purpose for which they were provided. Any budget funding not required for the originally designated purpose shall revert to the immediate control of the Chief Executive, unless covered by other delegated powers.
- 4.4.5. The Director of Finance shall keep the Chief Executive and the Board informed of the financial consequences of changes in policy, pay awards, and other events and trends affecting budgets and shall advise on the financial and economic aspects of future plans and projects.
- 4.4.6. In the monthly reporting of actual expenditure against budgeted expenditure, where the budget has been agreed some time before, variances in expenditure will arise. To ensure that all financial resources are properly used, and that NHS 24 operates within its agreed financial targets, a revised forecast of the year-end out-turn will be prepared with the assistance of the budget holders and included in the regular Financial Report to the Board.
- 4.4.7. The Director of Finance will report to the Board the forecast financial position at the year-end after the first half of the financial year and each month thereafter. The forecast will be prepared based on information provided by Designated Budget Holders in respect of expenditure within their area of responsibility, supplemented by corporate financial issues determined by the Director of Finance. Under Standing Financial Instructions, Designated Budget Holders have a responsibility to advise the Director of Finance of their expected financial performance throughout the year to enable consideration of the overall expected financial position at 31st March.
- 4.4.8. Virement of revenue funds within Directorates and between Directorates and virement between capital schemes are determined by the Scheme of Delegation agreed by the Board. Designated Budget Holders will be required to comply with this Scheme of Delegation.

4.4.9. Subject to agreement with the SGHSCD Finance Directorate, funds which may not be used by 31st March each year may be "returned" to the SGHSCD in a reduction of the Revenue Resource Limit or Capital Resource Limit. These funds may be permitted (by the SGHSCD) to be carried forward to the following year, but this is not guaranteed. Otherwise, the funds will be lost.

## 5. Annual Accounts and Annual Report

### 5.1 The Annual Accounts

5.1.1. The Annual Accounts of NHS 24 shall be prepared in accordance with all relevant guidelines and instructions issued by the SGHSCD and with all recommendations on local accountability.

5.1.2. The Director of Finance shall ensure that adequate procedures and instructions are available to assist staff in the preparation and completion of the Annual Accounts, within the timescale required. Such procedures and instructions shall have effect as if incorporated in these SFIs.

5.1.3. The Director of Finance shall ensure that proper books of account and relevant records are maintained in good order, for the purpose of preparing Annual Accounts.

5.1.4. The Director of Finance is responsible for preparing and submitting the Annual Accounts (un-audited and audited) to the Chief Executive for each financial year.

5.1.5. As the agreed timetable requires, the Director of Finance shall submit the Annual Accounts to the External Auditor, for audit review and the External Auditor shall provide an audit opinion on those Accounts. The Annual Accounts and the Auditor's Opinion shall be considered by the Audit and Risk Committee, prior to presentation of the Audited Annual Accounts to the Board for approval.

5.1.6. The Chief Executive shall ensure the preparation of a Corporate Governance Statement. This statement will review and conclude on the effectiveness of the systems of internal control and describe key elements of work that have taken place during the financial year.

5.1.7. The Chief Executive shall ensure that the Annual Accounts (Audited), duly considered by the Audit and Risk Committee, shall then be presented to the Board for approval. After approval and certification, and with the external audit opinion attached, the Annual Accounts shall then be forwarded to the SGHSCD by the External Auditor, within required timescales for presentation to the Scottish Parliament.

5.1.8. Whilst the statutory date for laying and publishing accounts is normally by 31 December, following the close of the previous financial year, there is an expectation on the part of the Scottish Ministers that accounts will be laid and published at the earliest possible date following the completion of the formal sign-off and approval process. The accounts must not be published before they have been laid.

## 6. Cash Flows

6.1. The Director of Finance shall maintain cash flow statements, to ensure that the Chief Executive is kept advised as necessary of the ability to make appropriate payments, in the amounts required and on time.

6.2. The Director of Finance shall prepare detailed procedural instructions regarding the maintenance of cash flow statements and forecasts and the form of records to be maintained.

6.3. NHS 24's funding arises through the Revenue Resource Limit and the Capital Resource Limit, both of which are provided by the SGHSCD. Funds shall be drawn down from the SGHSCD in instalments under established procedures, normally once per month, as required to cover the anticipated cash flows. Funds will only be transferred from the SGHSCD into the NHS 24 Government Banking Service (GBS) Accounts.

6.4. If any additional funding arrangement is required, it shall be arranged through the SGHSCD.

6.5. In normal circumstances, an overdraft facility with a commercial bank is not expected to be required.

## 7. Banking Arrangements

### 7.1 Bank Accounts

- 7.1.1. The Director of Finance shall advise the Board of the bank accounts required to be operated and shall open, or close, such accounts as the Board may authorise. The main bank account, required to receive funds from the SGHSCD, must be established with the Government Banking Service (GBS). The Director of Finance shall instruct the SGHSCD and GBS of NHS 24's requirements. This account shall be used for all normal transactions.
- 7.1.2. Business should normally be conducted in sterling. Any transactions which are denominated wholly or in part in a foreign currency must be pre-notified to the Director of Finance or Deputy Director of Finance at the earliest opportunity. If deemed appropriate, a Euro bank account should be opened with GBS to minimise foreign exchange differences.
- 7.1.3. All funds of NHS 24 shall be held in a bank account in that name. Only the Director of Finance or the Chief Executive shall be authorised to open, or close, any bank account in the name of NHS 24 (subject to Board approval).
- 7.1.4. A commercial bank account may be opened to allow the operation of a petty cash account in the HQ function. This bank account will be maintained at that level through payments from GBS Accounts, as required.

### 7.2 Authorised Signatories

- 7.2.1. The Director of Finance shall advise the GBS or commercial bank in writing of the Officers authorised to release money from, request CHAPs payments and draw cheques on, any NHS 24 bank account and shall also promptly notify the GBS or commercial bank of the cancellation of any such authorisation.
- 7.2.2. Formal lists of Authorised Signatories shall be maintained as appropriate to each account, up-dated as required and forwarded promptly to the GBS or commercial bank upon revision. As specific authorised signatories may not always be readily available, the lists of Authorised Signatories for the GBS account and the commercial bank account will normally consist of Executive Directors, along with the Senior Officers in the Finance Department.

### 7.3 Operation of Accounts

- 7.3.1. An account with the GBS shall be maintained for the receipt (normally monthly) of funds from the SGHSCD.
- 7.3.2. The Director of Finance shall prepare procedural instructions on the operation of the commercial bank account and the GBS Accounts. Such instructions shall have effect as if incorporated in these SFIs.
- 7.3.3. The Director of Finance shall advise the GBS or commercial bank of any alterations in the conditions of operation of the accounts which may be required by the financial regulations of the National Health Service or by the Resolution of the Board, as may be necessary from time to time.
- 7.3.4. Where an agreement is entered into for a payment to be made on behalf of NHS 24, by electronic funds transfer using the GBS, the Director of Finance shall ensure that satisfactory security regulations relating to bank accounts exist and are observed.
- 7.3.5. Each bank account operated by NHS 24 must be reconciled every month and that reconciliation must be reviewed by a Senior Officer in the Finance Department and, after review, signed by that person as having been reviewed and approved. These reconciliations must be retained in good order for future reference (and for audit).
- 7.3.6. In the unusual circumstance that a cheque is issued a register for the commercial bank account must be maintained as up to date as possible. The cheque register should be reviewed periodically by the Deputy Director of Finance, or another senior member of the Finance Department's staff, and signed off accordingly with the record retained for audit.

## 7.4 Provision of Banking Services

7.4.1. While the use of the GBS Accounts are mandatory as advised by the SGHSCD, to ensure value for money, the provision of the commercial banking services to NHS 24 should be kept under regular review by the Director of Finance and may be offered, perhaps by tender, amongst interested local banks, as required, or as directed by the SGHSCD. It should be borne in mind that the current commercial bank account is a low balance facility and is not expected to be used for any significant transactions. Hence, for convenience, it may be appropriate to continue to use that facility for the longer term without change (see also 7.1.4).

## 8. Income

8.1. The Director of Finance shall produce, issue, and revise as required all operating instructions on the control of any income. Such instructions shall have effect as if incorporated in these SFIs.

8.2. The Director of Finance shall be responsible for designing and maintaining systems for the proper recording of all income.

8.3. Normally, the funding allocated by the SGHSCD shall be received, direct to the NHS 24 GBS Bank Account, at the start of each month.

**Note: see also Section 17 - Losses and Special Payments**

## 9. Security of Cash, Cheques, etc

### 9.1 General Responsibilities

9.1.1. The proper operation of the cashier's function throughout NHS 24 is the overall responsibility of the Director of Finance. However, in each contact centre, the local Head of Clinical Services (HOCS) has this local responsibility. The Director of Finance will provide guidance and advice in the operation of the function.

9.1.2. The Director of Finance shall prepare operating procedures to control the handling of cash and cheques. Such operating procedures shall have effect as if incorporated in these SFIs.

9.1.3. For appropriate posts, staff shall be informed in writing on appointment, of their responsibilities and duties for the handling of cash, cheques, etc.

### 9.2 Operation

9.2.1. All receipt books, agreement forms, or other means of officially acknowledging or recording amounts received or receivable, shall be in a form approved by the Director of Finance. Such stationery shall have pre-numbered pages and shall be subject to the same controls as are applied to cash.

9.2.2. All cheques and any other forms of payment received by NHS 24 staff, shall be entered immediately in an approved form of register. All cheques, etc., shall be crossed immediately "NHS 24". These remittances shall be passed to the Finance Department as soon as possible, and a signature shall be obtained in receipt.

9.2.3. All cheques, cash, etc., shall be promptly banked, to the credit of NHS 24. Disbursements shall not be made from cash received, except under a specific arrangement which may only be approved by the Director of Finance.

9.2.4. The cash resources of NHS 24 must not, under any circumstances, be used for the encashment of any personal cheques on behalf of staff.

- 9.2.5. Each contact centre as well as NHS 24 Headquarters shall maintain a cash float for local petty cash purposes which will normally not exceed £250. If appropriate, regional sites can also maintain a petty cash float of £100. The intention of this cash float is to pay small miscellaneous payments required quickly. The float will normally not exceed the values stated above, but the Director of Finance may approve a higher float where necessary, e.g., during festive periods.
- 9.2.6. A lockable cash box will be provided in all NHS 24 premises that have a petty cash float. Each lockable box shall have two keys and the Director of Finance shall record details of key holders to each lockable box.
- 9.2.7. The key holders shall not accept any unofficial funds, e.g., from any organisations which may have a presence on the premises of NHS 24, e.g., through staff, for depositing in NHS 24 lockable boxes.
- 9.2.8. During the absence, (e.g., on annual leave), of the holder of the primary cash box key, the person who takes over this responsibility shall be subject to the same controls as the normal holder of the key.
- 9.2.9. All unused cheques or pre-numbered stationery shall be subject to the same level of security as cash. Bulk stocks of cheques shall normally be retained by the appointed Bank, or the NHS National Services Scotland (NSS) under the Service Level Agreement for financial services. A supply of cheques may be retained securely by the Director of Finance. It is normal policy of NHS 24 to pay creditors through the BACS procedure, wherever possible.
- 9.2.10. Any loss or shortfall of cash, cheques, etc., shall be reported immediately in accordance with the agreed procedure for reporting losses (see also Section 17 - Losses and Special Payments).

## **10. Security of Assets**

### **10.1 Security and Recording of Assets**

- 10.1.1. Every member of staff has a responsibility to exercise a duty of care over the property of NHS 24. Any breach of the agreed asset security practices shall be reported to the Chief Executive.
- 10.1.2. The overall responsibility for the control of access of staff and visitors to the Contact Centres and the Local Centres and their behaviour on site rests with the Director of Service Delivery. The local HOC is the Contact Centre Manager and has that delegated local control.
- 10.1.3. The Director of Finance shall ensure that procedures are prepared and are available to manage the proper recording, security, control, and disposal of all assets. Such procedures shall have effect as if incorporated in these SFIs.
- 10.1.4. The Chief Executive and the Director of Finance shall define the items of equipment to be controlled, and, wherever practical, those items of equipment shall be marked as NHS 24 property.

### **10.2 The Register of Assets**

- 10.2.1. The Director of Finance shall ensure that a Register of Assets for those items to be controlled shall be maintained in an approved form and shall provide procedures for updating those asset records.
- 10.2.2. All items purchased by NHS 24, which have an individual value greater than £5,000, must be recorded in the Asset Register. In addition, for security purposes, a Register of all purchases of equipment, e.g., laptops, or any other asset as determined, of value less than £5,000 per item, must also be maintained. These SFIs apply equally to both.
- 10.2.3. The existence of all items on the Asset Registers shall be physically checked, in accordance with the Capital Accounting Manual (CAM), by a senior member of staff and all discrepancies shall be notified in writing to the Director of Finance, who may undertake such other independent checks considered necessary. Where practical, this verification process should be completed in a rolling programme through the year.

- 10.2.4. Any damage to NHS 24 premises, equipment, or supplies, shall be reported by staff to the Director of Finance in accordance with the procedure for reporting losses (see also Section 17 – Losses and Special Payments).
- 10.2.5. Fixed Asset balances should be reconciled to the general ledger and fixed asset register on a monthly basis. The reconciliations should be signed off after review by a senior officer in the Finance Department and retained for audit.

## **11. Capital Expenditure**

### **11.1. Controls**

- 11.1.1. The Director of Finance shall be responsible for the control of and the accounting for all Capital Expenditure. A regular report on the expenditure of capital funds, monitored against the approved Budget or Plan, shall be provided to the Board by the Director of Finance in the monthly financial report.

### **11.2. Responsibilities of the Director of Finance**

- 11.2.1. The Director of Finance shall ensure that: -
  - a) The guidelines for the limits of the definition of "Capital Expenditure" as defined in the Capital Accounting Manual shall be complied with.
  - b) The total capital expenditure shall remain within the level targeted in the NHS 24 Budget and the SGHSCD approved Capital Resource Limit.
  - c) Any variances against the estimated cost shall be explained in the regular financial report to the Executive Directors and the Board.
  - d) The expenditure pattern shall be accommodated within the overall cash flows; and
  - e) The Fixed Asset Register on the Real Asset Management (RAM) system shall be accurately maintained.
- 11.2.2. Purchases of Capital Items, as defined in the Capital Accounting Manual, shall be subject to the principles established in these SFIs for Procurement and Tendering, SFI 12, and for Purchasing, SFI 13, as appropriate.

Note must be taken of all United Kingdom Procurement Directives. Tenders shall normally be required for capital expenditure greater than £10,000, (see Section 12 – Procurement and Tendering).

### **11.3. Capital Expenditure Planning**

- 11.3.1. Where Capital Expenditure is anticipated, it should be incorporated in the Capital Plan which is produced annually as part of the Finance Plan. The Annual Delivery Plan shall be drafted for presentation to the Board for approval prior to submission to the SGHSCD. A one-year, detailed Capital Plan shall be prepared as part of the Annual Budget to be approved by the Board, prior to the start of the year concerned.

### **11.4. Depreciation**

- 11.4.1. The Director of Finance shall ensure that depreciation is calculated in accordance with all relevant guidance from the SGHSCD.

## **12. Procurement and Tendering**

### **12.1. General Principles**

12.1.1. The general principles set out in this section must be read in conjunction with CEL 05 (2012) Key Procurement Principles which supports the aim of achieving best value from procurement activity.

### **12.2. Controls on Procurement and Tendering**

12.2.1. This SFI must be read in association with the other appropriate instructions elsewhere in the NHS 24 Standing Financial Instructions.

12.2.2. The Chief Executive shall be responsible for ensuring that the guidelines on procurement are followed by authorised staff at all times, and that all relevant information shall be filed for future reference, as may be required.

12.2.3. The Director of Finance shall ensure only approved suppliers are utilised by NHS 24 via the supplier approval process. The list of approved suppliers shall appear on the PECOS purchasing system for use by delegated requisitioners and approvers. This list of approved suppliers will be reviewed and revised on an annual basis.

12.2.4. The Director of Finance shall ensure that appropriate procedures to maintain compliance with procurement and tendering guidance and directives are in place. Any procedures or instructions issued separately by the Chief Executive or the Director of Finance, for the proper procurement of goods or services, shall have effect as if incorporated in these SFIs.

12.2.5. Procurement support is provided via an SLA with the Scottish Ambulance Service. Further internal support is provided by Directorate Procurement Leads and a Contracts Manager. They form a Procurement Improvement Team (PIT), and the Director of Finance shall liaise with the PIT regarding procurement to ensure the smooth running of approvals are in place. The PIT will ensure renewal dates are investigated in a timely fashion so there is appropriate time to review contracts before they expire. This includes building in time to ensure the correct approval processes are followed as per Section E of this Framework.

12.2.6. Responsible Directors shall ensure that quotations (competitive and otherwise) or formal tenders shall be obtained for the procurement of goods, services and works as required in the relevant notes below.

12.2.7. Governance groups including users will be established for key projects with decision making powers agreed by the Executive Directors. There should be sufficient and proportionate engagement and assessment of options prior to contract tendering activities. This is prior to the necessary approvals as per Section E to award a tender.

### **12.3. National, Regional and Local Contracts**

12.3.1. Where National, Regional, or Local Contracts exist (including framework arrangements) the overriding principle is that the use of these contracts is mandatory. Only in exceptional circumstances and only with the authority of SAS Procurement or the Director of Finance, based upon the existing Scheme of Delegation contained in Section E of this Framework, shall goods or services be ordered out with such contracts.

### **12.4. Competitive Tendering**

12.4.1. Except where other arrangements have been previously approved by the Chief Executive or the Director of Finance, or where National Contracts apply, Competitive Tenders - where the total value (excluding VAT) is likely to exceed £10,000 - shall be invited for the supply of goods, materials, and manufactured articles; for the rendering of services; or for building and engineering works of construction and maintenance. This process will normally require a minimum of three tenders to be submitted. Note that Scottish Procurement Policy Note 4/2009 requires contracts >£50,000 (this threshold now includes VAT, so any tender anticipated to have a value above £41,667 before) to be advertised on the Public Contracts Scotland web portal.

12.4.2. This instruction generally applies also for the net book value of disposals. It will also apply for separate incidences of the purchase of identical goods from the same supplier over the period of 1 year which, when aggregated, will exceed £10,000.

## 12.5. United Kingdom (UK) Directives

12.5.1. All Competitive Tendering arrangements shall be operated in accordance with any relevant UK directives as may be in force. The financial limits under UK regulations do change. The Director of Finance should be consulted in any case where there may be any doubt regarding the application of UK directives in tendering.

## 12.6. Innovation

12.6.1. There is the potential for NHS 24 to become involved in projects, where a traditional procurement for buying goods or services might need to be modified to allow for developing a bespoke solution with an organisation or range of organisations. There are options such as negotiated procedure or innovation partnerships that can be explored with Procurement colleagues. It is expected this would mainly be used in cases of complex purchases, such as sophisticated products, intellectual services or major information and communication technology tools. The Director of Finance should be consulted prior to any commitment being made on behalf of NHS 24 to participate in any scheme of this type.

## 12.7. Quotations

12.7.1. Competitive Quotations for expenditure which is likely to be more than £5,000 and less than £10,000 shall be based on a minimum of three written Competitive Quotations which will be sought from reputable suppliers.

12.7.2. For purchases with a value less than £5,000, achievement of value for money must be demonstrated. Where possible, this should be through receipt of three competitive quotations. Where this approach is not taken the purchaser should seek approval from the Director of Finance and provide justification why the single quote represents value for money.

12.7.3. In all cases, the specifications of the item tendered for must be written in such form to allow bids received to be compared on a like-for-like basis. Where goods and services are supplied without competitive quotation, it shall only be with the approval of the Chief Executive or the Director of Finance.

## 12.8. Exclusions

12.8.1. In very specific and rare occasions a waiver form can be used to bypass the previous procurement sections of the SFI. A Senior Procurement Officer must confirm whether the proposed waiver taken together with other associated procurement actions will breach The Public Contracts (Scotland) Regulations 2015 (and any subsequent relevant legislation) or the Procurement Reform (Scotland) Act 2014 (and any subsequent relevant legislation). If the waiver would constitute a breach, then the waiver cannot proceed.

12.8.2. Competitive Tenders and Quotations will not be required where:

- the anticipated expenditure is less than £5,000, with approval from the Director of Finance.
- the repair of an item of equipment can only be carried out by the manufacturer.
- a specific contractor's specialist knowledge or unique service is required.
- in an emergency, it is necessary for essential services to be maintained.

12.8.3. Where goods and services are supplied without competitive quotation, it shall only be with the approval of the Chief Executive or the Director of Finance.

12.8.4. A tender waiver form should be completed and returned to the Director of Finance in the case of b), c) and d) above. Tender waivers should be reported to the next meeting of the Audit and Risk Committee.

12.8.5. As a guide, b) & c) could be to protect intellectual property rights or not invalidate a warranty and d) has to be reacting to an emergency that could not have been foreseen and there would be real risk posed by the time required to tender. It is necessary that anyone requesting a waiver demonstrates that the requirement is not attributable to the actions of NHS 24 (such as leaving too little time to competitively procure).

## **12.9. Anti-Discrimination Legislation**

12.9.1. It is NHS 24 policy that all procurement processes comply with the statutory obligations on NHS 24 under all relevant legislation, for example: The Equality Act 2010 (See also Section 15 - Payment of Staff).

## **12.10. Freedom of Information (Scotland) Act 2002/Amendment 2013**

12.10.1. Information on procurement may be disclosed in compliance with the above Act, any other law, or as a consequence of judicial order or order by any court or tribunal with the authority to order disclosure.

## **12.11. Delegated Authority**

### **12.11.1. Delegated Authority Levels**

12.11.2. The Scheme of Delegation contained in Section E of this Framework details the levels of delegated authority and types of approval awarded to Executive Directors and Senior Managers.

## **12.12. Accountability**

12.12.1. Any proposal for expenditure for which no provision has been made in approved plans/budgets must go through the appropriate due process, as noted below. Proposals for expenditure must be for the whole expenditure over the proposed period of time and must not be constructed in such a way as to avoid due process.

## **12.13. The Chief Executive or the Director of Finance (up to £100k)**

12.13.1. The procurement of goods and services of value up to £100,000 for which no revenue budget has been allocated may be approved by the Chief Executive and the Director of Finance. The Chief Executive would normally request the consideration of this proposal by the Executive Team.

## **12.14. The Board of NHS 24 (over £100k)**

12.14.1. The procurement of goods and services of value in excess of £100,000 for which no revenue budget has been identified may only be approved by the Board, normally after consideration and approval of a proposal, which has previously been supported by the Executive Team. For clarity if budget had been vired in accordance with Section E and budget re-prioritised then for the purpose of this and Section 12.13.1 a good or service would be deemed to have budget allocated.

## **12.15. Authority to sign Contracts on behalf of NHS 24**

12.15.1. Proposals to incur expenditure on behalf of NHS 24 must go through due process to seek approval. The ability to sign a contract incurring a legal liability on NHS 24 is restricted to those senior staff included in the Scheme of Delegation. Leases for property can only be signed by the Director of Finance.

## **12.16. Delegated Limits - Capital**

12.16.1. Under NHS CEL 32 (2010) (issued 19th August 2010), as a Special Health Board, NHS 24 has a delegated authority from the SGHSCD for all projects of £1m.

12.16.2. Note also that all property transactions must comply with all of the requirements of the NHS Scotland, Property Transactions Handbook issued by the SGHSCD. All property transactions are subject to review by internal audit and an annual return (including a "Nil" return) must be submitted to the SGHSCD by 31st October.

## 12.17. The Chief Executive or the Director of Finance (to £250k Capital)

12.17.1. The procurement of goods and services of value less than £250,000 for which no capital budget has been allocated may be approved by the Chief Executive and the Director of Finance. The Chief Executive would normally request the consideration of this proposal by the Executive Team.

## 12.18. The Board of NHS 24 (over £250k - Capital)

12.18.1. The procurement of goods and services of value in excess of £250,000 for which no capital budget has been allocated may only be approved by the Board, normally after consideration and approval of a proposal, which has previously been supported by the Executive Team comprising of the NHS 24 Executive Director cohort.

## 12.19. Declarations of Interests

12.19.1. The Register of Interests of Board Members is maintained and updated regularly by the Board Secretary.

12.19.2. The Register also includes details for Directors and Senior Managers.

12.19.3. In any circumstances where a Director or any Manager has any personal interest, financial or otherwise, in the outcome of a tender or quotation, and it has not previously been registered, the person concerned must formally declare that interest, have that confirmed in writing and then withdraw from all contracting or purchasing arrangements relating to that item.

12.19.4. For the avoidance of doubt, where any Director or Manager considers that they may have a conflict of interest, clarity and guidance should be sought through the Chief Executive, the Director of Finance, or the Board Secretary. A record may be taken of the query raised.

## 12.20. NHS 24 Procurement Service

12.20.1. The NHS 24 Procurement Service is provided through a collaborative arrangement with the Scottish Ambulance Service (SAS). SAS provides professional guidance to NHS 24 on procurement matters and take on the management role for NHS 24 Procurement Services.

12.20.2. Procurement advice and direction is available as required via the SAS Procurement Team. This includes supplier and contract management, PECOS catalogue management and user training. All service contract information will be included within the SAS database.

12.20.3. All non-catalogue requisitions will be reviewed by the SAS Procurement Team to identify any issues or anomalies and for review against local, national, or regional contracts that may apply. Following review, any requisition requiring further review will be routed via the PECOS system back to the original requestor for clarification. Once any amendments are agreed the requisition will be forwarded to NHS 24 for final approval.

## 12.21. Identifying the Procurement Route

Table 1 below outlines the criteria for each procurement route.  
 Table 1: Value of purchase and appropriate procurement route

|   |   |
|---|---|
| <b>Procurement value</b><br>£5,000                                      | Achievement of value for money should be demonstrated. Where possible, this should be through receipt of three competitive quotations. Where this approach is not taken the purchaser should be prepared to justify the procurement to the Director of Finance if asked.  |
| <b>Procurement value</b><br>£5,000 - £10,000<br>(exclusive of VAT)      | A minimum of three written Competitive Quotations will be sought from reputable suppliers. Seek advice from SAS Procurement if unsure how to obtain quotes.   |
| <b>Procurement value</b><br>£10,000 (exclusive VAT)                     | <p>Speak to a member of the Procurement team but a minimum of three Competitive Tenders / Quotes will be sought utilising the National tendering system Public Contracts Scotland (PCS) Quick Quote system.</p> <p>Note that Scottish Procurement Policy Note 4/2009 as updated 08/2021 requires contracts &gt;£50,000 (inc VAT) to be advertised on the Public Contracts Scotland web portal. This is to adhere to WTO rules and thus any tender over £41,667 excluding VAT should be advertised this way.</p> |
| Procurement value equals or exceeds published UK procurement threshold. | <p>A full tendering process must be undertaken in line with the requirements of the Public Contracts (Scotland) Regulations 2006. This must be done with full advice and guidance from Head of Procurement and other technical and legal advisers as appropriate.</p> <p>Please see Scottish Policy Procurement</p> <p>Note (SPPN) 08/2021 for the relevant thresholds.</p>   |

## 12.22. Use of PECOS in Procurement

- 12.22.1. The ordering of supplies and services must be completed using the PECOS system, an online procurement tool used across NHS Scotland. Goods and services (other than those required under a contract or for purchases from petty cash) shall only be ordered on an official Purchase Order (PO). POs are generated through the PECOS system. Instructions issued to users for the operation of PECOS shall have effect as if incorporated in these SFIs.
- 12.22.2. A PO shall not be issued for any item or items for which there is not a budget provision, unless authorised by the Director of Finance.
- 12.22.3. Purchase Orders shall not be placed with suppliers in a manner devised to avoid the specified financial thresholds.

## 12.23. Form of Contract

12.23.1. An official Purchase Order or a Letter of Acceptance shall be issued for every Contract resulting from a successful, accepted invitation to tender or quote for the supply of goods or services.

## 12.24. Reporting of Tenders Received and Awards of Contracts

12.24.1. The Director of Finance shall provide a Report, on a quarterly basis, to the Audit and Risk Committee on all tenders received. This Report shall include the following:

- A description of the tender.
- The name of the successful tenderer.
- The total value of the tender accepted and the duration of the contract.

# 13. Purchasing

## 13.1. Receiving Orders

13.1.1. An official Purchase Order or a Letter of Acceptance shall be issued for every Contract resulting from a successful, accepted invitation to tender or quote for the supply of goods or services. The PO should indicate the delivery point for supplies. Immediately on receipt, or as soon as possible thereafter, all goods received at the delivery point shall be checked against the details in the PO for quantity and shall be inspected for quality and specifications.

13.1.2. A Delivery Note should be obtained from the supplier at the time of delivery and signed by the person receiving the goods after satisfactory inspection.

13.1.3. Where goods are seen to be unsatisfactory, or short on delivery, they shall be accepted only on the authority of a Director or Senior Manager, with the supplier notified immediately.

## 13.2. Relationships with Suppliers

### 13.2.1. Goods on Trial

- i) Goods, or services, shall not be taken on trial or on loan in circumstances which could commit the NHS 24 to a future un-competitive purchase.

### 13.2.2. Gifts

- i) No order shall be issued for any items for which an offer of gifts, (other than allowable low-cost items, e.g., calendars, diaries, pens, etc.) or hospitality (see 13.2.3) is likely to be received from the potential supplier.
- ii) Any Manager receiving such an offer must notify the Board Secretary promptly.

### 13.2.3. Hospitality

- i) Details of any hospitality received must be entered in a Hospitality Register maintained for the Chief Executive by the Board Secretary. Visits at supplier's expense to inspect equipment etc., should not be undertaken without the prior approval of a Director.

## 13.3. Gifted Funds (excluding Endowments Funds donations)

13.3.1. All gifts and donations, which are intended for the Board's use will be sent to the Finance Department for banking.

13.3.2. The Director of Finance will arrange for the creation of a new specific job code where the gift/fund cannot be adequately managed as part of an existing fund.

- 13.3.3. Applications to open a new job code will be submitted to the Director of Finance using the standard application form. Two signatories will be designated, and copy signatures obtained. The form will be signed by the main signatory and approved by the Director of Finance.
- 13.3.4. The Board's discretion in the use of the funds will be managed by the Director of Finance, who in doing so shall be aware of the following:
  - the objectives of each fund.
  - the availability of liquid funds within each fund.
- 13.3.5. In addition to the above, expenditure from the funds will be made in accordance with delegated authority levels currently in operation.
- 13.3.6. All purchases will be made in accordance with the Board's SFIs relating to purchasing, official orders, EU procurement legislation and business case guidelines where appropriate.

## **13.4. Endowments Funds**

- 13.4.1. The NHS 24 Executive Management Team agreed a proposal for the Golden Jubilee National Hospital to hold an endowment portfolio "on behalf" of NHS 24. This arrangement commenced with effect from 4 December 2018. To date, there are three funds, Breathing Space (Scotland), the Communications Directorate Endowment Fund, and the NHS 24 General Endowment Fund.
- 13.4.2. There is a process in place for Fund Holder Income and Fund Holder Withdrawal. For further information, please refer to the NHS 24 intranet or contact the Endowments Officer at Golden Jubilee National Hospital, Beardmore Street, Clydebank, G81 4HX.
- 13.4.3. Fundholder signatories will meet quarterly to review the funds, and once per annum with the Chief Executive Officer and the Chair of the Audit and Risk Committee.

## **14. Management Consultants**

### **14.1. General**

- 14.1.1. Where proposed expenditure relates to the use of management consultants the approval of the Chief Executive and Director of Finance is required, up to a limit of £100,000 as per the approved Scheme of Delegation. Any expenditure above £100,000 will require approval from the NHS 24 Board.
- 14.1.2. The term "management consultant" relates generally to any external party who may be able to offer advice on any aspect of NHS 24's business when that expertise may not be readily available from the staff resources employed by NHS 24. Consultants have two characteristics:
  1. They are engaged to work on specific projects that are regarded as outside the usual business of the NHS 24 Board and there is an identified endpoint of their involvement.
  2. The responsibility for the final outcome of the project largely rests with the NHS 24 Board.
- 14.1.3. As a guide this differs from Professional Advisors, who have two characteristics:
  1. They are engaged on work that is an extended arm of the work done in-house.
  2. They provide an independent check. An example of professional advice is the engagement of VAT advisors on the accounting treatment of VAT in relation to the Board's activities. Professional Advisors are commonly engaged in major capital projects, e.g., architects, quantity surveyors, structural engineers. For the purposes of applying this section of the Scheme of Delegation, professional advisors are not management consultants, and this section does not apply to professional advisors.

14.1.4. The NHS 24 Board will be provided with sufficient information to illustrate the basic need for the consultancy contract; value for money; an explanation in the option appraisal on why in-house resources are not available; and the potential for skills to transfer in-house.

## 14.2. Contract Specification

14.2.1. The work expected to be delivered through contract, the estimated cost, and the responsibilities of the internal and external parties (including performance criteria for the consultant) must be clearly specified in detail in the contract and the contract must be signed in advance as agreement of the basis for the work to be carried out.

## 14.3. Contract Management

14.3.1. Terms of reference should be provided to the Director or Manager responsible for the management of any consultant's contract. Those Terms should describe the duties and responsibilities incumbent on those staff to help ensure that the management of the contract is effective.

## 14.4. Contract Variations

14.4.1. Where it is found, after approval, that the contract requires to be varied or extended, such variations will be agreed by the relevant Director or Senior Manager in writing. The original of that should be given to the consultant and a copy retained by the Director or Senior Manager.

14.4.2. Where additional actual costs exceed 10% of the agreed estimate of the contract value, the Director or Senior Manager must report that to the Director of Finance. Variations to any contract which may exceed £100,000, must be recorded, with the justification, in a proposal to be presented to the Director of Finance and to the Board at the next available opportunity for approval, i.e., prior to the liability being incurred.

## 14.5. Performance Monitoring

14.5.1. The level of satisfaction with the performance of management consultants employed on key projects and the quality of contribution should be included in the regular reports presented to the Chief Executive. Those reports should note the contract expenditure in total and by consultant against the estimate provided.

14.5.2. At the conclusion of any management consultancy contract, a review and evaluation of the assignment should be conducted by the Director responsible and reported to the Chief Executive. This post-contract review should include discussion on the benefits achieved, the consultant's performance and any level of skill transfer to NHS 24 staff. A written note of the review must be retained for the record.

## 14.6. Invoice Payments and Reporting

14.6.1. Before any payment of charges for any consultant's services is authorised by the relevant Director or Senior Manager, the invoice must be reviewed with the consultant for authenticity and accuracy and in line with progress made on the assignment for the period invoiced. The accumulation of these reviews should assist the post-contract review.

14.6.2. The costs of the use of consultants, if considered to be exceptional in size, should be noted in the monthly Financial Report to the Board under a suitable description.

## **15. Payment of Staff Salaries and Expenses**

### **15.1. General**

- 15.1.1. The control over the payment of salaries to employees of NHS 24 shall be the responsibility of the Director of Finance.
- 15.1.2. Procedures relating to the employment of new staff, the regular processing of payroll information and terminations of staff shall be produced by the Director of Workforce and kept current and shall have effect as if incorporated in these SFIs.

### **15.2. Anti-Discrimination Legislation**

- 15.2.1. It is NHS 24 policy that all payroll processes comply with the statutory obligations on NHS 24 under all relevant legislation, for example: The Equality Act 2010.

### **15.3. Payroll Services**

- 15.3.1. Payroll Services, and the processing of the salary payments, are provided by the Payroll Department of NHS Greater Glasgow & Clyde through an SLA. NHS Greater Glasgow & Clyde use the ePayroll, which is employed throughout NHS Scotland. The Scottish Standard Time System (SSTS) is used to record employees' hours for all appropriate staff as required. Procedures for Payroll Services shall have effect as if incorporated in these SFIs. Review discussions shall be held regularly with NHS Greater Glasgow & Clyde on the performance of the SLA and the operation of the overall payroll system.
- 15.3.2. All claims for expenses necessarily incurred by staff while on NHS 24 duty, with the exception of leavers, shall be submitted through the eExpenses system. eExpenses is a web-based system, which enables claims to be both submitted electronically by the claimant and certified by the appropriate manager with delegated authority. Appropriately signed off receipts should be sent by managers to the Finance Department no later than five days after the month end to which the claim refers to ensure expense claims can be processed for the next payroll by NHS Greater Glasgow & Clyde.
- 15.3.3. Where errors or omissions are identified, amounts will be recovered from future expenses payments, or by salary deduction where further expenses are not expected to be claimed.
- 15.3.4. Expenses shall normally be paid to the claimant in the next payroll, provided the claim has been submitted properly and in time for that payroll. Claims should be submitted each month – not accumulated. Cut-off dates for eExpenses are shown every month on the eExpenses system.

### **15.4. Payment**

- 15.4.1. NHS 24 pay all staff through the BACSTEL system.
- 15.4.2. Payment of salaries shall be made on the last Thursday of the month, subject to local agreement at festive time of year.
- 15.4.3. The Director of Finance is responsible for ensuring that the bank account has sufficient funds to meet the payment of salaries, when due.

### **15.5. Salary Over-Payments**

- 15.5.1. It is NHS 24 policy that when overpayments are made erroneously to staff, full recovery should be sought, with a maximum of 24 months. Management will, however, endeavour to ensure that the employee suffers no undue hardship in the process of recovery.
- 15.5.2. Where an overpayment is notified, NHS 24's Workforce Directorate will be responsible for registering the employee in an Overpayments Register and for tracking progress against these, ensuring all attempts have been made to recover the overpayment.

- 15.5.3. Once overpayments have been recovered, NHS 24's Workforce Directorate will inform NHS Greater Glasgow & Clyde, NHS 24's payroll provider, to make any adjustments within the current year payroll, to ensure correct NI and Tax deductions are made.
- 15.5.4. Where the overpayment relates to a group of staff, each staff side Chair will be informed, preferably before the standard letter is issued to the employee.
- 15.5.5 - In situations where efforts to recover salary overpayments have been unsuccessful, both the Director of Finance and the Director of Workforce must approve any write-offs, in line with Section 17 – Losses, provided they have sought advice from CLO to do so, and these must be reported to the Audit and Risk Committee, via the Corporate Governance Activity Report.

## **15.6. Salary Under-Payments**

- 15.6.1. It is NHS 24 policy that all salary under-payments are immediately rectified, and payment made by the most appropriate means available.

## **15.7. Changes to Payroll Records**

- 15.7.1. For the employment of new staff, the Director of Workforce has responsibility for verifying qualifications, obtaining references, and arranging medical examinations, as required, and initiating the new record for any new staff to establish them on the payroll. In addition, where a new NHS 24 employee has indicated that they also work for another NHS organisation, the conditions of employment at the other organisation must be verified. This is required to ensure that regulations regarding working hours and conditions are not likely to be breached by the employee or NHS 24.
- 15.7.2. The Payroll Records database shall be updated as required by information supplied by the Workforce Directorate. A notice of change form shall be sent to the Workforce Directorate immediately on the effective date of any change in the state of a member of staff's employment or personal circumstances becoming known. All amendments to employee master file records, including engagement and termination, must be authorised by a senior member of the Workforce Directorate.
- 15.7.3. Notice of new employees, terminations or any adjustments to salaries must be passed to NHS Greater Glasgow & Clyde by the Workforce Directorate, as soon as possible after becoming known, to ensure the payroll system is current.
- 15.7.4. Managers may not engage or re-grade staff, or hire agency staff, unless so authorised, and then only within the limit of the approved budgets and delegated authority levels.
- 15.7.5. A signed copy of the engagement form and such other documents as may be required shall be forwarded to the Director of Workforce immediately upon the new employee commencing duty.
- 15.7.6. Each employee shall be issued with an employment contract, which shall be in an approved form, and which shall comply with current employment legislation.
- 15.7.7. A termination of employment notice and such other notifications as may be required shall be forwarded to the Workforce Directorate in the prescribed form, immediately upon the effective date of an employee's resignation, retirement or termination becoming known. Where an employee fails to report for duty, in circumstances which suggest that they have left employment without notice, the Workforce Directorate must be informed immediately.
- 15.7.8. All time records, pay sheets, and other pay records and notifications shall be in the agreed format and shall be certified and submitted in accordance with instructions.
- 15.7.9. The Director of Workforce is responsible for the final determination of pay, including the verification that the rate of pay and the relevant conditions of service are in accordance with current agreements, the proper compilation of the payroll and for all payments so made.

## **15.8. Payroll Queries**

15.8.1. The Finance Department has a Payroll Liaison Section, and the staff are available to help to ensure that all employees are paid correctly and to train and coach staff in the use of SSTS where necessary. Line Managers are responsible for ensuring that timesheets are properly completed, verified, and authorised and then submitted correctly and promptly to the Payroll Department at NHS Greater Glasgow & Clyde.

## **15.9. Executive Directors**

15.9.1. NHS 24 is required to establish a Remuneration Committee, as instructed in guidance issued by the SGHSCD in the Staff Governance Standard. The Terms of Reference of the Remuneration Committee are included in the Standing Orders. It is the Committee's general remit to consider the contracts of employment and the pay and conditions for the Chief Executive and the Executive Directors.

## **15.10. IR 35 (Inland Revenue rule 35)**

15.10.1. IR35 is HMRC tax legislation that is designed to combat tax avoidance by workers supplying their services to clients via an intermediary, such as a limited company, but who would be an employee if the intermediary were not used. Such workers are called 'disguised employees' by His Majesty's Revenue and Customs (HMRC).

15.10.2. With effect from 6 April 2017, it became the responsibility of all Public Sector Bodies to determine whether there is a deemed employment relationship, and the public sector body will be held responsible for tax and NIC on payments made to the intermediary, if applicable.

15.10.3. A consequence of the aforementioned is that NHS 24 will now require to determine the employment status for workers supplied by agencies or other third parties prior to engagement.

15.10.4. NHS 24 hiring managers intending to recruit through an agency or to hire independent contractors are required to contact the Finance Department, in the first instance.

15.10.5. An HMRC Employee Status Indicator test must be completed and submitted with the relevant Recruitment Authorisation Form (RAF). Without this, the RAF will not be processed."

## **16. Payment of Accounts**

### **16.1. Responsibilities**

16.1.1. The Director of Finance shall be responsible for the prompt payment of all accounts and expenses claims and for maintaining an appropriate system for the verification, recording and payment of all such accounts and expenses claims payable by NHS 24.

16.1.2. Managers must inform the Director of Finance promptly of any material charges incurred by NHS 24 which have arisen from transactions they have initiated.

16.1.3. Any Manager with responsibility for authorising accounts for payment, may rely on other Managers or staff to perform the preliminary checking of accounts submitted by suppliers. However, the Manager shall, wherever possible, ensure that staff who have delegated responsibility for checking the delivery of goods and services or the execution of work, act independently of those who have placed the orders or have negotiated prices and terms.

16.1.4. Disputed invoices should be resolved in a timely manner.

16.1.5. It is acknowledged that where charges on invoices are disputed, this may lead to a delay in payment to the supplier. Invoices which are not duly authorised for whatever reason will not be paid until the dispute is resolved to the satisfaction of NHS 24, unless authorised by the Director of Finance or the Deputy Director of Finance.

16.1.6. Where an invoice has been received for payment, which is above the delegated authority of the Chief Executive or the Director of Finance, the Chief Executive or Director of Finance can authorise this invoice provided it has previously been approved by the Board.

## 16.2. Public Sector Payment Policy

16.2.1. NHS 24 shall endeavour, as far as possible, to efficiently pay all suppliers' accounts, minimising the number of late payments, following the principles set out in the Confederation of British Industry (CBI) Prompt Payment Code. The Code states that responsible organisations should have a clear, consistent policy to ensure that all invoices are paid in accordance with the contracted terms and that systems are in place to ensure that this policy is observed. In addition, NHS 24 shall comply with any directives issued by the Scottish Government in relation to the payment of suppliers.

## 16.3. Accounts Payable Services

16.3.1. The processing of all accounts payable is currently performed by the Financial Services Division of National Services Scotland (NSS) through a Service Level Agreement (SLA).

16.3.2. All invoices must be sent in the first instance to the Finance Department at NHS 24 so a copy can be saved. The invoices will then be sent to NSS to be recorded. POs must be receipted by each directorate as soon as the goods have been received or the service has been carried out. NSS send out a daily invoice register of all invoices yet to be receipted. These invoices are sent out to the relevant Department for checking, authorisation, account coding (by the appropriate Director or Senior Manager) and promptly returned to Accounts Payable.

16.3.3. Invoices must be returned as soon as possible to the Finance Department after receipt, inspection of the purchase and certification of approval for payment by the purchaser. Invoices will then be processed for payment.

16.3.4. Payments shall normally be processed on a weekly basis. If required, an urgent single payment may be arranged. All payable invoices must be properly authorised.

16.3.5. The performance of NHS 24 in observing the Prompt Payment Code, noted in 16.2 above, shall be subject to regular monitoring by the Director of Finance and shall be reviewed by Internal Audit as required. A note of NHS 24's performance against the CBI target for all payments shall be declared in the Annual Accounts.

## 16.4. Payments to Account

16.4.1. In the case of major contracts, e.g., for building or engineering works, which normally require payment to be made on account during progress of the works, the Director of Finance shall arrange to make the payment required only on receipt of a duly authorised contract certificate from the appropriate Director.

16.4.2. Without prejudice to the responsibility of any consultant or manager appointed to a particular contract, a contractor's account shall be subjected to such financial examination by the Director of Finance and any other Director or Manager as may be considered necessary before the person responsible to NHS 24 for the overall contract issues the final certificate for the final payment.

## 16.5. Advance Payments

16.5.1. In general, it is NHS 24 policy not to make advance payments to any suppliers for any goods and services prior to their receipt. This excludes deposit-type payments which may require to be forwarded with the purchase order.

16.5.2. Where, in exceptional circumstances, payments in advance are acceptable, the approval of the Director of Finance or the Chief Executive must be sought. Amounts paid in this way must not exceed any agreed limit.

## 17. Losses and Special Payments

### 17.1. Losses

- 17.1.1. Losses should only be written off, or special payments authorised, after careful appraisal of the facts. All reasonable action must have been taken to affect the recovery of losses. The Director of Finance shall be authorised to take any necessary steps to safeguard the Board's interests in bankruptcies and company liquidations.
- 17.1.2. Any Officer discovering or suspecting a loss of any kind shall forthwith inform their Line Manager, who shall immediately inform the Fraud Liaison Officer. Where a criminal offence is suspected, the Counter Fraud policy in operation at NHS 24 must be applied, in accordance with the partnership agreement between NHS 24 and Counter Fraud Services.
- 17.1.3. The Director of Finance shall maintain a losses and compensation register in which details of all losses shall be recorded, as they are known. Write off action shall be recorded against each entry in the register.
- 17.1.4. Losses shall be divided into seven categories in accordance with the latest SFR 18 guidance.
  - a) theft, arson, wilful damage.
  - b) fraud, embezzlement & other irregularities (including attempted fraud).
  - c) compensation payments (made under legal obligation).
  - d) ex-gratia payments.
  - e) extra-statutory and extra-regulatory payments.
  - f) gifts in cash or kind.
  - g) other losses.

**17.2. The Delegated Authority level for NHS 24 from SGHSCD for Losses and Special Payments is as follows: -**

Theft / Arson / Wilful Damage

|                      |         |
|----------------------|---------|
| Cash                 | £10,000 |
| Stores/procurement   | £20,000 |
| Equipment            | £10,000 |
| Contracts            | £10,000 |
| Payroll              | £10,000 |
| Buildings & Fixtures | £20,000 |
| Other                | £10,000 |

Fraud, Embezzlement & other irregularities (including. attempted fraud)

|                    |         |
|--------------------|---------|
| Cash               | £10,000 |
| Stores/procurement | £20,000 |
| Equipment          | £10,000 |
| Contracts          | £10,000 |
| Payroll            | £10,000 |
| Other              | £10,000 |

Compensation Payments - legal obligation

|                |          |
|----------------|----------|
| Clinical *     | £250,000 |
| Non-clinical * | £100,000 |

Ex-gratia payments:

|  |          |
|--|----------|
| Extra-contractual Payments                           | £10,000  |
| Compensation Payments - Ex-gratia - Clinical *       | £250,000 |
| Compensation Payments - Ex-gratia - Non-Clinical *   | £100,000 |
| Compensation Payments - Ex-gratia - Financial Loss * | £25,000  |
| Other Payments                                       | £2,500   |
| Extra-Statutory & Extra-regulationary Payments       | Nil      |
| Gifts in cash or kind                                | £10,000  |
| Other Losses   | £10,000  |

17.2.1. Any cases which exceed delegated authority limits must be submitted to seek approval of the Scottish Government Health & Social Care Directorate.

### **17.3. Recoveries**

17.3.1. The Director of Finance shall be authorised to take any necessary steps to safeguard the interests of NHS 24 in bankruptcies, administrations, and company liquidations.

## **18. Fraud**

### **18.1. General**

18.1.1. As required by the SGHSCD in all NHS Boards, NHS 24 has an Agreement with Counter Fraud Services (CFS) regarding the procedures to be followed in the event of fraud or corruption being detected.

18.1.2. The Financial Services & Audit Manager is the Fraud Liaison Officer for NHS 24.

18.1.3. The procedures to be followed under the Agreement with the Director of Finance shall have effect as if incorporated in these SFIs.

### **18.2. Notes on Procedures**

18.2.1. The Director of Finance is responsible for ensuring that appropriate processes are in place for dealing with cases of suspected theft, fraud, embezzlement, corruption, or other financial irregularities. The Director of Finance will ensure a Fraud Criminal Action Plan is in place which is in line with the Counter Fraud Services guidance. This Fraud Action Plan shall have effect as if incorporated in these SFIs. [More information can be found on the intranet.](#)

### **18.3. Investigations by CFS**

18.3.1. Counter Fraud Services staff, acting on the behalf of the Director of Finance, may require and must receive access to:

- All records, documents, correspondence, and relevant transactions relating to an investigation.
- At all reasonable times have access to any premises or land of NHS 24.
- Information on cash, stores, or other property under the control of any employee at any Board.

### **18.4. Bribery Act**

18.4.1. Bribery is defined as giving someone a financial or other advantage to encourage that person to perform their functions or activities improperly or to reward that person for having already done so. This could cover seeking to influence a decision-maker by giving some kind of extrabenefit to that decision maker rather than by what can legitimately be offered as part of a tender process.

18.4.2. Guidance to be followed on the Bribery Act can be found on the internet using the following link.  
<https://www.gov.uk/government/publications/bribery-act-2010-guidance>

## **19. Information Systems**

### **19.1. General Responsibilities**

19.1.1. This Section relates to the responsibilities of NHS 24 in the general administration of the production of all information required by NHS 24, financial or any other type, through electronic facilities, e.g., personal computers (PCs).

- 19.1.2. The Annual Internal Audit 3-year Strategic Plan shall include work in the area of ICT audit.
- 19.1.3. The Chief Information Officer has responsibility for ensuring that satisfactory arrangements for the security of electronic information systems are maintained to protect all computer hardware and software and the information produced from those systems. These arrangements shall be subject to audit review.
- 19.1.4. The Chief Information Officer shall be responsible to ensure that our ICT infrastructure provides secure access to NHS 24's electronic data including external systems such as the finance, payroll, and HR systems.
- 19.1.5. The Chief Information Officer shall, with the assistance of the Deputy Director of ICT, devise and implement any necessary procedures to protect NHS 24 and individuals from inappropriate use or misuse of any financial or other information held on computer files, for which the Chief Information Officer is responsible, after taking account of the Data Protection Act 2018, the UK GDPR, The Network and Information Systems Regulations 2018 and the Computer Misuse Act 1990. Such procedures shall have effect as if incorporated in these SFIs.
- 19.1.6. The Chief Information Officer shall ensure that contracts for computer services for financial applications with any other agency (NHS or external) shall clearly define the responsibilities of all parties for the security of data during processing and transmission and that adequate procedures and controls are in place to achieve this.

## **19.2. Personal Software**

- 19.2.1. In general, software provided by staff will not be permitted to run on NHS 24 systems. Where specific permission has been granted by the Chief Information Officer or a delegated Manager, software to be added must be checked for any viruses before being used on any of NHS 24's systems. The Chief Information Officer's staff shall assist users with the process of checking. NHS 24 shall maintain up-to-date virus-checking software.

## **19.3. Copyright**

- 19.3.1. Copyright of software shall remain with the manufacturer/supplier - unless other arrangements have been made.
- 19.3.2. Software must not be copied by any NHS 24 staff unless with the knowledge of the Chief Information Officer and the specific permission of the manufacturer/supplier, in writing.

## **19.4. Personal Use of PCs or other Computer Equipment**

- 19.4.1. Where a member of staff requests to use a PC or laptop computer at premises out with NHS 24, e.g., at home, and such a facility can be provided, the Chief Information Officer shall ensure that the equipment shall be registered to that employee and signed for.
- 19.4.2. The equipment shall be the responsibility of the member of staff during the time out of NHS 24's premises. Staff must exercise a reasonable duty of care while the equipment is in their personal responsibility to ensure that the equipment is not lost or damaged. A return date for the equipment must be agreed.

## **19.5. Use of the Internet**

- 19.5.1. NHS 24 has a connection to the Internet and makes that facility available to staff throughout NHS 24 for the purposes of access to general information. All staff are required to comply with the requirements of the Internet and E-Mail Acceptable Usage Policy, which determines that they must use the organisation's information technology and communications facilities sensibly, professionally, lawfully, consistently with their duties, with respect for colleagues and in accordance with the Policy.

- 19.5.2. The Policy will be enforced by the Technology Department and maintained by the NHS 24 IT Security Manager.
- 19.5.3. Security software exists to record the use of, and the users of, the Internet.

## **20. Insurance**

### **20.1. General**

- 20.1.1. The Director of Finance is responsible for ensuring that NHS 24 has appropriate insurance cover in accordance with NHS 24's Risk Management Policy and the SGHSCD guidance on insurance requirements.
- 20.1.2. NHS 24 is a member of CNORIS, which is a risk transfer and financing scheme established by The National Health Service (Clinical Negligence and Other Risks Indemnity Scheme) (Scotland) Regulations 2000 to provide a cost effective Clinical and Non-clinical risk pooling and claims management arrangements for NHS Boards and Special Health Boards in Scotland. The scheme provides a wide range of covers, similar to traditional insurance packages, and includes not only the core Clinical Negligence cover, but also Employers' Liability and Public/Products Liability, Non-clinical Professional Liability, Employment Practices Liability, Money, and Fidelity Guarantee. Fuller details can be found on the CNORIS website <https://clo.scot.nhs.uk/our-services/cnoris.aspx>
- 20.1.3. Other insurance policies may be arranged as decided by the Director of Finance or the Chief Executive, for example, buildings, contents, or window glass under the terms of property leases.

### **20.2. Reporting**

- 20.2.1. The Director of Finance shall ensure that detailed procedural instructions shall be produced and made available to staff to assist them in managing all instances of loss or damage of NHS 24 assets, or the injury of NHS 24 employees or members of the public while on NHS 24 premises. Such procedures shall have effect as if incorporated in these SFIs.
- 20.2.2. Each employee has a duty to report any incident or occurrence, either orally or in writing, to the appropriate Senior Manager, who shall ensure that the information is passed to an Executive Director for further action. Staff shall be made aware of their responsibilities by the issue of such instructions and notices as are considered necessary. Report forms shall be available as required for written reporting.
- 20.2.3. Any material claims that arise from a legal judgement against NHS 24 will be included within the variance analysis in the monthly Financial Report.
- 20.2.4. The Clinical Governance Committee will receive CNORIS information related to adverse events as part of the Healthcare Quality Report, with any potential future legal claim issues detailed within this report.
- 20.2.5. The Staff Governance Committee will receive information regarding any Workforce Personal Injury legal claims via the Health and Safety Committee Quarterly Assurance Report, including the number of claims and themes.
- 20.2.6. The Audit and Risk Committee will receive summary information each quarter on the outstanding legal claims for the organisation, split into Clinical and Non-Clinical claims, via the Corporate Governance Activity Report, and will include the original estimated value of the claims and the concluded costs.
- 20.2.7. On an annual basis, the information from Clinical and Staff Governance Committees shall be consolidated into the Corporate Governance Activity Report presented to Audit and Risk Committee, providing an organisational wide picture of the work undertaken in respect of legal claims each year. Additionally, the NHS 24 Board will receive an annual report on all legal claims, in a private session.

## 20.3. Advising the Insurers

- 20.3.1. The Director of Finance shall ensure that any incident which may lead to a claim under CNORIS or on the insurance policies shall be reported promptly to the appointed insurance brokers. Telephone contact may be made in the first instance, but that must be followed-up with notification in the proper written format.
- 20.3.2. The Director of Finance shall be advised of any incidents that may lead to a claim under CNORIS by the Health & Safety Committee and the Patient Safety Support Unit.

## 20.4. Insurance Claims Register

- 20.4.1. The Director of Finance shall be responsible for ensuring that an Insurance Claims Register shall be maintained to record the details of all incidents which may result in an insurance claim. The Register shall be used to provide information which shall be of assistance to NHS 24 and to the insurance brokers. The Register must be kept up-to-date and shall be subject to review by the Director of Finance.

## 20.5. Claims

- 20.5.1. The Director of Finance shall ensure that all claims are dealt with promptly.

## 20.6. Legal Advice

- 20.6.1. Where the incident, which may result in an insurance claim, is considered significant, the Director of Finance or the Chief Executive shall ensure that the Central Legal Office (CLO) is advised.

## 20.7. Appointment of Insurance Brokers

- 20.7.1. The appointment of the insurance brokers for NHSScotland and therefore for NHS 24 is controlled by the SGHSCD. (CNORIS is currently managed by NHS National Services Scotland).

## 21. Audit

### 21.1. The Audit and Risk Committee

- 21.1.1. NHS 24 is required to establish an Audit and Risk Committee, as instructed in guidance on corporate governance issued by the SGHSCD. The Board of NHS 24 has established an Audit and Risk Committee, the terms of reference for which are contained in Section B – Standing Orders.

### 21.2. Internal Audit

- 21.2.1. Internal audit is an independent, objective assurance and consulting activity designed to add value and improve the Board's operations. It helps the Board accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.
- 21.2.2. The Director of Finance shall be responsible to the Chief Executive for ensuring that all appropriate arrangements shall be in place to measure, evaluate and report on the effectiveness of internal controls and the efficient use of resources by the establishment of an adequate Internal Audit function.
- 21.2.3. The role of Internal Audit shall be based upon the principles described in the Chartered Institute of Public Finance and Accountancy's statement entitled "the Role and Objectives of Internal Audit in the Public Sector".

21.2.4. Specifically, it shall be the responsibility of the appointed Internal Auditor to review, appraise and report to the Director of Finance and the Audit and Risk Committee on the following:

- a) the adequacy and application of financial and other related management control.
- b) the extent of compliance with, and the relevance and financial effect of, all established policies, plans and procedures.
- c) the extent to which NHS 24's assets and interests are accounted for and safeguarded from losses of any kind arising from:
  - i. fraud and other offences - where malpractice is suspected, the Director of Finance & Performance must be notified immediately.
  - ii. waste, extravagance and inefficient administration, poor value for money or other such cause.
- d) the efficient use of resources.
- e) the suitability and reliability of financial, and other related management data developed within NHS 24.
- f) the adequacy of follow-up action on the Audit Reports.

### **21.3. Appointment of Internal Auditors**

21.3.1. NHS 24 shall appoint an Internal Auditor to provide the services noted in 21.2.4 above.

21.3.2. The Director of Finance shall prepare the specification for the provision of the Internal Audit Services and shall manage the process of procurement either as a single Board procurement or through a framework agreement established by another Board. If it is a single Board procurement, this appointment shall be the subject of a service procurement tender under the principles outlined in these SFIs at Section 12 - Procurement and Tendering.

21.3.3. In the event of a single Board procurement, the details of those audit firms which have responded to the procurement exercise within the timescale, shall be presented to the Audit and Risk Committee for consideration and for the further determination of the successful bidder.

21.3.4. The appointment of Internal Auditor shall be recommended to the Board by the Audit and Risk Committee, taking into account the local availability of the service, the quality of support staff, the principles of value for money and the professional standing of the bidders.

21.3.5. To ensure proper best practice in corporate governance, the same audit firm cannot supply both the internal and the external auditor service.

21.3.6. The Audit and Risk Committee's recommendation on an appointment shall be considered and approved at the next Board Meeting. Such appointments shall normally be for a period of three years and shall be subject to annual review and potential extension. The Director of Finance shall advise Audit Scotland of the Board's decision, in due course.

## 21.4. The Internal Audit Service

- 21.4.1. The Internal Auditor shall prepare and submit an Annual Internal Audit Plan to the Audit and Risk Committee for approval.
- 21.4.2. The Internal Auditor shall submit regular Progress Reports on the Internal Audit services to the Audit and Risk Committee, as requested. The Internal Audit Progress Report shall provide a review of the audit activity undertaken during the period.
- 21.4.3. The Internal Auditor shall initially report any finding and recommendations to the Director of Finance. The Director of Finance shall refer the recommendations from the Audit Reports, produced in line with the Audit Plan, to the appropriate Managers for comments on those recommendations and for the confirmation of action to be taken, by whom and in what time frame.
- 21.4.4. Managers shall respond to the Director of Finance within the timescale required, in writing. Failure by any Manager to take any necessary remedial action, within a reasonable period, shall be reported to the Chief Executive by the Director of Finance.
- 21.4.5. In line with the Audit Plan, all Audit Reports shall be the subject of Follow-up Review by the Internal Auditor to determine whether the action recommended and agreed by the Director of Finance has been taken as required.
- 21.4.6. All Internal Audit Reports and Follow-up Reports shall be submitted to the meetings of the Audit and Risk Committee for review. The findings shall be included in the Internal Auditor's regular Progress Report to the Committee.
- 21.4.7. The Internal Auditor shall be invited, along with the Director of Finance, the Chief Executive, and the External Auditor to attend the Audit and Risk Committee meetings, as required.
- 21.4.8. Representatives of the Internal Auditor and the External Auditor shall be invited to attend other Committee meetings and meetings of the Board, as required.

## 21.5. Audit Investigations

- 21.5.1. The Director of Finance and the Chief Internal Auditor shall be entitled, without necessarily giving prior notice to anyone, to require and to receive:
  - Access to all records, documents and correspondence relating to any financial or other relevant transactions, including documents of a confidential nature (in which case, there shall be a duty to safeguard confidentiality).
  - Access at all reasonable times to any premises or employee of NHS 24.
  - The production or identification by any employee of any NHS 24 cash, stores, or other property under the employee's control.
  - Appropriate explanations from any staff regarding any matter under investigation.
- 21.5.2. If an audit investigation identifies any matter which involves, or is thought to involve, irregularities concerning cash, stores or any other property of NHS 24, or any suspected irregularities in the exercise of any function of a financial nature of any kind, the Fraud Liaison Officer, the Chief Executive, and the Director of Finance must be notified.

## 21.6. Special Reporting Circumstances

- 21.6.1. In circumstances where the Internal Auditor shall consider it to be professionally required, the Internal Auditor may report directly to the Chair of NHS 24, or the Chief Executive, or the Chair of the Audit and Risk Committee as necessary, where the use of normal reporting lines may not be appropriate.

## **21.7. External Audit**

21.7.1. The appointment of the External Auditor for NHS 24 - the audit firm and the period of time - is controlled by the Auditor General (Scotland). As noted above, the External Auditor and the Internal Auditor cannot be from the same audit firm. The External Auditor shall be similarly entitled as for the Internal Auditor.

## **22. Risk Management**

22.1. Executive Directors are responsible for managing risk within their Directorates. The Director of Finance has executive responsibility for risk management for NHS 24.

22.2. A Risk Management Strategy (Section H of the Corporate Governance Framework) shall be presented to the Board by the Director of Finance annually for review and approval.

22.3. Strategic and Operational Risk Registers shall be maintained and monitored by the Head of Risk and Resilience. Mitigating action, timescales for action to be taken and the staff responsible shall be incorporated in the Registers, which shall be updated on a regular basis.

22.4. The status of risks on the Strategic and Operational Risk Registers shall be reported to the Executive Team and then to the Audit and Risk Committee. The Strategic Risk Register and any other risk deemed appropriate by the Audit and Risk Committee, will be reported to the Board twice per year.

22.5. Any procedures or instructions on risk management, issued separately by the Chief Executive or the Director of Finance, shall have effect as if incorporated in these SFIs.

## **23. Financial Operating Procedures**

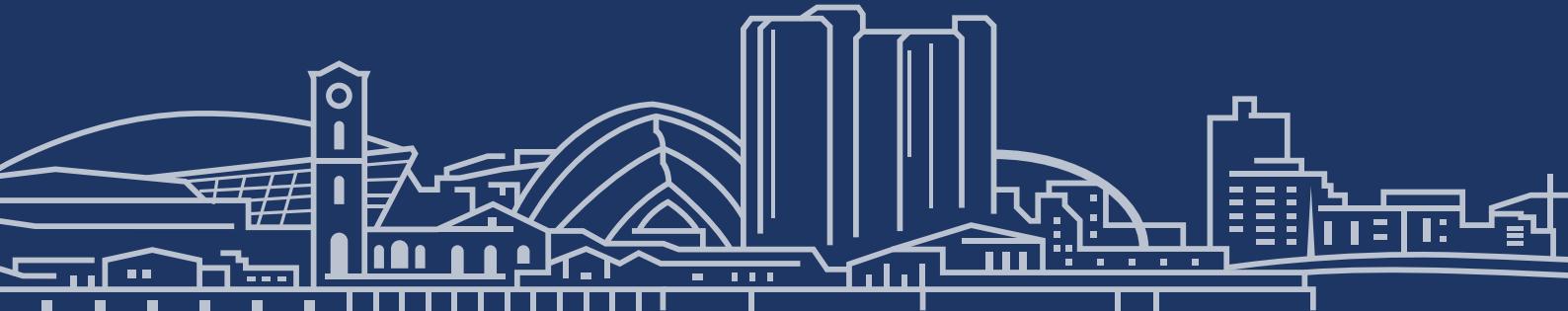
23.1. A set of Financial Operating Procedures (FOPs) setting out the detailed procedures for all finance processes can be found within the Finance section of the NHS 24 intranet. These operating procedures shall have effect as if incorporated in these SFIs.

# SECTION G

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## Code of Conduct for NHS 24 Staff

This section provides guidance to staff on their actions and behaviours in line with NHS 24's values.



# Code of Conduct for Staff

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## **APPENDIX A –**

Registration of Interests (Executive Directors and Senior Managers Reporting Directly to Executive Directors

## **APPENDIX B –**

Registration of Interests (Staff with Delegated Financial Authority and/or direct influence over NHS 24's decisions (But who are not Executive Directors and do not report directly to Executive Directors)

## 1. Introduction – NHS 24 Values

NHS 24 aims to create a positive environment in which each individual is valued by promoting and encouraging NHSScotland's 2020 Workforce Vision values. The values set out by NHSScotland are:

- care and compassion
- dignity and respect
- openness, honesty and responsibility
- quality and teamwork

These values are applied in day to day work, reinforced through induction and training and articulated in actions and words by those who lead and work in the organisation. NHS 24 apply these values in conducting its business and in its relationships with staff, service users and others. It is important that all staff live out these values in their working life to ensure a supportive and professional environment for all.

This Code of Conduct provides guidance to staff on how to ensure that actions and behaviour are consistent with both NHS 24's values and the high standards of conduct required to maintain public confidence in the work of NHS 24. This code of conduct should be read in conjunction with other professional codes of conduct, where applicable.

This Code is compliant with and subject to the provisions of the European Convention on Human Rights (ECHR) as applied by the Human Rights Act 1998.

The main ECHR provisions which are relevant in relation to the interpretation and application of the Code include:

- Article 8 – right to respect for private and family life
- Article 9 – freedom of thought, conscience and religion
- Article 10 – freedom of expression

## 2. Scope

This Code applies to all staff of NHS 24, regardless of length of service or nature of contract. Contractors, consultants, or agency staff working with NHS 24 will be expected to abide by the standards and principles set out in the Code and to seek advice from the Workforce Directorate when in doubt. Members of the Board of NHS 24 are subject to the Code of Conduct set out in the NHS 24 Corporate Governance Framework.

### 3. Application of the Code

All staff must at all times observe the highest standards of impartiality, integrity, objectivity, confidentiality and honesty in relation to all work undertaken.

- Staff should familiarise themselves with the contents of this Code and act in accordance with the principles and the guidance set out in it.
- Staff must ensure that they understand their duties, rights and responsibilities, and are familiar with the functions and role of NHS 24 and NHS 24's policies and procedures as they affect their job. New staff will be required to attend relevant training or induction courses to assist them in this.
- Staff should ensure that they understand this Code and how it relates to their work. Staff are encouraged seek further advice from their line manager, Workforce, or staff side representative, if they are unclear on any aspect of this code. Staff should be aware that failure to comply with the Code of Conduct is a disciplinary matter.
- For Healthcare Support Workers their performance must comply with the "Mandatory Induction Standards for Healthcare Support Workers in Scotland" 2009; and with the Code of Conduct for Healthcare Support Workers, both as amended from time to time (copies can be obtained on-line at [www.workinginhealth.com/standards/healthcaresupportworkers](http://www.workinginhealth.com/standards/healthcaresupportworkers) or from Recruitment at [recruitment24@nhs24.scot.nhs.uk](mailto:recruitment24@nhs24.scot.nhs.uk)).

### 4. Standards of Behaviour

NHS 24 is a publicly funded service and as such is subject to public scrutiny to ensure the highest standards of service are achieved at all times. NHS 24 therefore has a responsibility to ensure that all staff are aware of their rights and the standards of behaviour required. These standards are in line with PIN Policies and Once for Scotland Policy for Bullying and Harassment. The following sections outline the responsibilities of staff both in work and outside of work.

#### 4.1 All Staff have a right to:

- Work free from harassment or intimidation regardless of age, disability, gender reassignment, race, religion or belief, pregnancy and maternity, sex, sexual orientation, marriage and civil partnership, or socio-economic circumstances.
- Be spoken to politely and be treated with respect
- Be treated fairly and courteously by colleagues and those outside the organisation
- Be treated fairly in recruitment, training, and promotion
- Be listened to and have their point of view considered
- A private life and commitments outside of work respected
- Speak out if felt to be a victim of bullying, harassment or intimidation and have this complaint taken seriously and properly investigated

## 4.2 All Staff have a responsibility to:

- Ensure behaviour (at work or outside of work) and appearance at work or whilst representing NHS 24, does not reflect negatively on NHS 24 in a way that would bring its reputation into disrepute or cause a loss of public confidence in its work
- Challenge attitudes which demean or denigrate other people (individuals or groups) and develop awareness of the impact of individual behaviour
- Act professionally in dealings with colleagues - treat colleagues as individuals and show sensitivity to their needs
- Treat complainants, those investigated, and other stakeholders, with fairness, courtesy and sensitivity to their needs and situation
- Consider others in carrying out work responsibilities
- Keep in mind the limitations of individual experience and value others' perspectives and experience
- Express points of view without being aggressive or overbearing
- Listen to what others say and respect their point of view
- Learn from any mistakes
- Try to find solutions and work through disagreements
- Take responsibility for personal learning and development and support the learning and development of colleagues
- Take action if made aware of or are witness to any improper conduct, including any act of harassment or discrimination (please see Section 9 for further details)
- Not discriminate unlawfully, for example, in making decisions
- Not put pressure on others to discriminate unlawfully

## 4.3 Use of Alcohol or Illegal Drugs

Staff must not drink alcohol during working hours (including during meal breaks) under any circumstances. This is also applicable whilst 'on-call'.

Social events at which alcohol may be consumed should be arranged after work. If attending a function during the working day at which alcohol is served, staff must not participate.

Should staff members arrive at work under the influence of alcohol or drugs, this will be regarded by NHS 24 as a serious matter and may lead to disciplinary action. Where drugs have been prescribed which may affect a staff member's ability to do their job, advice should be sought from their GP or line manager at the earliest opportunity to identify the health and safety implications.

## 5. Accountability

All NHS 24 staff should conduct themselves with impartiality, integrity, objectivity and honesty. Staff should not deceive or knowingly mislead others, including the public, other staff members, the Executive Team, the Board, Ministers, or the Scottish Parliament.

### 5.1 Public Accountability

Staff of public bodies (including NHS 24) who deal with the health of the public should do so sensitively, objectively, confidentially and with consideration, consent, integrity, and vigilance. Staff of public bodies should offer the public the highest standards of conduct and health service.

### 5.2 Use of Resources

All staff have a duty to ensure that NHS 24's resources are used in the most appropriate manner as befits public money. Staff should consider this when using NHS 24's resources to ensure maximum efficiency.

### 5.3 Bribery

The Bribery Act 2010 sets out the responsibilities of individuals and organisations in relation to preventing acts of bribery. In particular, the Act creates 2 general offences relating to:

- the offering, promising or giving of a bribe; and
- the requesting, agreeing to receive or accepting of a bribe.

The Act also sets out 2 further offences which relate specifically to commercial bribery. These include the specific offence of bribing a foreign official in addition to the corporate liability for failing to prevent bribery on behalf of a commercial organisation.

A bribe is a financial or other advantage in connection with a person performing a function improperly (where a person fails to meet the expectation that they will act in good faith, impartially or in accordance with a position of trust). Any individual found guilty of bribery could face a maximum 10 years prison sentence and/or an unlimited fine.

NHS 24 is committed to preventing any acts of bribery involving or affecting the organisation and its staff and will co-operate fully with any legal investigation into alleged activity. NHS 24 will deem any such activity as Gross Misconduct which will be managed in line with the Once for Scotland Policy for Conduct.

Staff are encouraged to report any suspicions in this regard to their line manager in the first instance, in line with section 9.1 below and the National Whistleblowing Standards.

Staff are also reminded of their obligations regarding the acceptance of gifts and hospitality as set out in section 7.5 below.

## 6. Equality, Diversity and Human Rights

NHS 24 aim to be exemplar employer and ensure its workforce has the cultural awareness and capacity to meet the different needs of Scotland's diverse population. NHS 24 are committed to:

- Adopting an equality, diversity and a human rights based approach in all work
- The elimination of discrimination;
- Delivering equality of opportunity, and
- Fostering good relations.

As a health board and as a body of NHS Scotland staff, NHS 24 are committed to contributing to the delivery of a health service where equality, diversity and human rights is adopted by all and finds expression in the everyday work of members of staff.

**Equality** refers to creating a fairer society where everyone can participate and have the opportunity to fulfill their potential.

**Diversity** refers to recognising and valuing difference for the benefit of the patient, carers, members of staff and the public.

**Human Rights** refers to ensuring patients and members of staff are safe in healthcare settings; have their privacy and confidentiality safeguarded; and are treated with fairness, dignity, and respect.

NHS 24 aims to ensure that the opportunity to embed equality, diversity and human rights in all actions is fully achieved during the design, development, delivery, and review of all our functions, policies, services, and practices.

As part of this NHS 24 will recognise the various legal duties and obligations associated with delivering measurable equality of access to and experience of our services. These principles apply equally to all staff and service users of NHS 24. NHS 24 aim to ensure that no hierarchy of inequality emerges in its approach by ensuring that it frames the delivery of all equalities work across all the major equality communities in specific Equality Schemes and Action Plans. In each of these NHS 24 will set out its objectives, in partnership working with organisations representing the views and experiences of diverse communities, to deliver evidenced equality of opportunity for all people who:

- Use NHS 24 services.
- Apply for a job with NHS 24.
- Work for NHS 24, or
- Are involved as NHS 24's partners, including volunteers.

NHS 24 will endeavor to safeguard staff from abuse which is motivated by hatred or prejudice towards a member of staff as a consequence of a relevant protected characteristic.

Any form of abuse, relating to domestic abuse or intolerance or prejudice due to a person's relevant protected characteristic, will be considered for reporting as a crime.

All staff have a personal and professional responsibility to ensure that, through their actions, they meet the legal duties on equality. To ensure that staff understand this responsibility, NHS 24 requires all staff to complete a mandatory eLearning course on Equality and Diversity Awareness. Further information can be obtained from the Engagement Team who are located within the Transformation, Strategy, Planning and Performance Directorate.

## 7.0 Conflict of Interest

It is important that the public can have confidence that decisions made by NHS 24 and its staff are not influenced by personal interests. All staff are required to declare interests which could be in conflict or be perceived by the public to be in conflict, with their duties as an NHS 24 member of staff. In addition, some staff are required to register their interests either publicly, or internally, dependant upon their position within NHS 24 and the nature of their work (see section 7.1 below).

### 7.1 Staff Responsibilities

Staff members are split into 3 distinct groups with regard to conflicts of interest and the associated requirements. These groups are:

**Executive Directors and Senior Managers who report directly to Executive Directors:**

The above group are required to publicly register all interests as outlined in section 7.2 below, using Appendix A. Staff within this group are required to register their interests at the time of appointment, and as and when their circumstances change throughout their employment. In addition, there is also a requirement on this group to update registered interests on an annual basis. This process is managed by the Board Secretary who has responsibility to maintain and publish the public register of interests through NHS 24's website.

**Staff who have delegated financial authority and/or direct influence over NHS 24's decisions but who are not included in the above category:**

This group are required to register all interests as outlined in section 7.2 below, using Appendix B. Details of registration for this group will be held within NHS 24 but will not be made available publicly. Staff within this group are required to register their interests at the time of appointment, and as and when their circumstances change throughout their employment.

**All remaining staff:**

This group have no requirement to register interests.

### 7.2 Registration of Interests

Staff who are required to register their interests should register them in line with the 6 categories below. Full details relating to these categories are described within the NHS 24 Corporate Governance Framework and staff are advised to consult this Framework prior to registering an interest.

**Category 1: Remuneration**

Staff have a registerable interest where they receive remuneration from any employment (other than with NHS 24), self-employment, office, directorship, partnership, or other work.

**Category 2: Related Undertakings**

Staff have a registerable interest where they hold a directorship which is not remunerated but where the company concerned is a subsidiary or parent of another company in which the staff member does hold a remunerated directorship.

**Category 3: Contracts**

Staff have a registerable interest where they (or a firm in which they are partner, or a company in which they hold a directorship or significant shareholding) have a current contract with NHS 24 under which goods or services are to be provided, or works are to be undertaken.

#### **Category 4: Houses, Land and Buildings**

Staff have a registerable interest where they own or have any other right or interest in houses, land, and buildings, which may be significant and relevant to the work and operation of NHS 24.

#### **Category 5: Shares and Securities**

Staff have a registerable interest where they have an interest in shares in a company which may be significant and relevant to the work and operation of NHS 24.

#### **Category 6: Non-Financial Interests**

Staff may also have a registerable interest if they have non-financial interests which are significant and relevant to the work and operation of NHS 24. For example, membership or holding office in other public bodies, clubs, societies, and organisations such as voluntary organisations.

### **7.3 Declaration of Interests**

In addition to any required **registration** of interests, all staff are required to **declare** interests should they find themselves in a situation where there is a potential conflict of interest.

For example, if during the course of a meeting, the subject turns to a particular organisation, and a member of staff at that meeting has an interest in that organisation, the member of staff should declare this interest and agreement should be reached as to whether the potential conflict prohibits the staff member from participating in the meeting. In general, if the interest is of a financial nature, the member of staff should not participate any further in the meeting; if the interest is non-financial further participation may be appropriate.

In addition, when making a declaration of interests all staff should consider the relevance of interests of relatives, friends or other persons living at the same address. The key test is whether a member of the public could reasonably regard the interests of another as being influential over a member of staff's work within NHS 24.

It is the responsibility of individual staff members to judge whether an interest is sufficiently relevant to require declaration and staff are advised to err on the side of caution; however, should there be any doubt as to whether an interest should be declared, staff should liaise with their line manager in the first instance. If further advice is required, line managers should contact the Board Secretary.

### **7.4 Additional Conflicts of Interests**

In addition to the above potential conflicts of interest, staff are required to advise their line manager when:

- Complaints have been received from any individual known personally by the member of staff
- Any personal relationship with another member of staff, or potential member of staff, where either party are asked to participate in a decision making process (e.g. recruitment, appraisal, discipline, control of resources etc) which affects the other person.

### **7.5 Acceptance of Gifts and Hospitality**

For guidance of the acceptance of gifts and hospitality, please see the separate Gifts and Hospitality Policy.

## 7.6 Other Employment

In order to ensure the health and safety of staff and protect the work and service delivery of NHS 24 staff have a personal responsibility to advise of any secondary work activity which they undertake (or intend to undertake) and any subsequent changes to the same, in line with Safer Pre and Post Employment Checks in NHSScotland Pin Policy ([www.gov.scot](http://www.gov.scot)). Once agreed with their line manager, the staff member should update their eESS record to ensure approved secondary activity is recorded.

7.6.1 All staff are expected to be fully committed to the work of NHS. Staff must seek permission from their line manager to undertake secondary activities including employment. A request to undertake additional activities/additional employment will not be unreasonably refused, however line managers should consider any potential conflict of interest and the total number of hours worked by the staff member in determining whether additional employment is appropriate.

Staff must seek express agreement if they are off sick with NHS 24 and wish to continue to work in their secondary employment/activity.

Line managers should also consider the European Working Time Directive which limits working hours to an average of 48 hours per week over a 17- week period. To ensure the continuing health and safety of staff, the option to opt out of the European Working Time Directive will not normally be granted to NHS staff.

Line managers will also bear in mind staff's right to respect for private and family life, in line with Article 8 of the European Convention of Human Rights.

## 7.7 Conduct Outside Work

In line with Article 8 of the European Convention on Human Rights, NHS 24 respect staff's right to respect for private and family life. NHS 24 requires staff to exercise this right with responsibility to ensure their private activities do not bring the work of NHS 24 into disrepute.

Where staff have concerns regarding their work or colleagues, these issues should be raised in the first instance with their line manager, or if required, using the provisions set out in section 9. Staff should refrain from discussing or making negative statements publicly, including via the internet, social networking sites, by email, or with non-NHS members of staff.

In addition, staff should be aware that membership or involvement with organisations or activities whose values are inconsistent with those of NHS 24 will create reasonable doubt of the staff member's ability to comply with this code.

Any activity or communication, including forms of social media, outside of work which is considered to be in conflict with the principles of this Code may result in a disciplinary investigation in accordance with NHS 24's Disciplinary Procedures. Staff should seek advice from line managers or Human Resources in advance of taking part in any event or activity which may fall into this category. Staff must also advise their line manager as soon as practicable if inadvertently found in a situation which could reflect negatively on NHS 24.

Staff must not knowingly put themselves in a position where private interests conflict with those of NHS 24. Any conflict of interest must be resolved in NHS 24's favour.

## 7.8 Contact with the Police

Staff must advise line managers as soon as practicable, should they be:

- arrested
- charged with a criminal offence, or
- are subject to a police investigation

Staff must immediately advise their Director of any criminal convictions, including driving offences (excluding parking offences) which lead to loss of driving licence and where this is a requirement for the role or where the staff member has an NHS 24 leased car.

## 7.9 Political Activities

NHS 24 is required to act impartially, and public confidence might be affected if it is believed that personal political views compromise the impartiality of staff. This section is concerned with party political activity liable to give public expression to political views rather than with privately held beliefs and opinions. It is not intended that these restrictions affect trade union membership or activities.

Staff may be members of a political party (which need not be declared) and may participate in political activities such as helping with administration at the time of a general election or delivering leaflets provided they are conscious of the standards of behaviour expected, as set out in this Code, and exercise proper discretion particularly in regard to the work of NHS 24. On matters directly affecting NHS 24, staff should not make political speeches or engage in other political activities.

Should a staff member wish to run for Government Office, advice must be sought at an early stage from the relevant Director and it is likely that the staff member will be required to take a leave of absence to do so.

## 7.10 Politically Restricted Posts

To ensure the impartiality of NHS 24, certain posts are politically restricted. This means that postholders:

- must not be politically active
- must not campaign for a political party,
- must not hold political office
- must not occupy party political posts or
- must not hold particularly sensitive or high profile unpaid roles in a political party

The Chief Executive and all Board Directors are politically restricted posts. Other posts which are affected are:

Posts which act as spokesperson for the organisation

OR

AND

Where it would appear to the public that the postholder had some influence over the outcome of the Cabinet Secretary's decisions.

Posts which require a significant degree of face-to-face contact with stakeholders, pressure groups, or other bodies or individuals who are seeking to influence NHS 24

## 8. Access to Information

NHS 24 believes in openness and aims to provide regular and full information to the public and any individual involved in a complaint at all stages of work, subject to necessary confidentiality constraints.

NHS 24 will define those occasions in which confidentiality is required for operational reasons, to maintain the confidence of other agencies and to protect individuals. It is imperative that patients and the public have complete faith in NHS 24's ability to maintain confidentiality when required. To achieve this, all staff must:

- Follow NHS 24 policies in respect of complaint handling and security (including maintaining appropriate confidentiality)
- Comply with the Data Protection Act and not use information gained in the course of employment for unauthorised purposes
- Keep confidential any personal data on individuals (including patients and staff members) and continue to keep this information confidential after employment with NHS 24 has ended. Staff may only divulge this information if ordered to do so by a statutory body, Court of Law or as part of an official enquiry. In this context information may also be divulged to any person acting as the staff member's legal representative.

### 8.1 Writing/Speaking in Public and Responding to the Media

When writing or speaking publicly (either via the internet, in a formal speech, or informally at a meeting) staff should be aware that they are representing NHS 24 or its position on a particular issue. Even where there is an understanding that only personal opinions are being expressed, staff should err on the side of caution and refrain from passing comment on any aspect of NHS 24's work, which could bring NHS 24's reputation into disrepute. Speeches or articles, which relate to NHS 24 work, should be cleared with the Deputy Head of External Communications before entering the public domain.

Staff should not make direct contact with the media or respond to media enquiries unless it has been agreed in advance that they should do so. All media enquiries should be directed to the Deputy Head of External Communications, in the first instance.

## 9. Concerns about Improper Conduct

It is the responsibility of all staff to ensure that NHS 24 processes and procedures are applied properly, and in line with this Code. Should staff feel they are being asked to do something which they believe to be:

- Illegal, improper, or unethical
- In breach of a professional code
- Maladministration, fraud, or misuse of public funds
- Inconsistent with the Code

they should raise the matter, in writing, with their line manager in the first instance, or if this is not possible or there is reluctance to do so, report the matter to an HR advisor or senior member of the HR team.

Where the concern involves a Director or the Executive Team, the staff member could consider raising the concern with the Chief Executive or the Chair of the Staff Governance Committee. In exceptional circumstances, where the staff member does not feel they are able to raise the concern internally, provisions are set out within the Whistleblowing Policy, for external reporting.

The same procedure should be applied where staff believe colleagues are involved in improper conduct. Staff should not investigate these matters themselves as this will give rise to an irresolvable conflict of interest.

## 9.1 "Whistleblowing" – Public Interest Disclosure Act 1998

NHS 24 aims to support any member of staff who raises concerns regarding the conduct of others, where these concerns are raised in good faith. The Public Interest Disclosure Act (1998) allows staff to complain to an Employment Tribunal if they are dismissed or suffer detriment or victimisation for reporting the wrongdoing.

The legislation does not protect whistleblowers in all circumstances. A disclosure will be protected if the staff member has good grounds for believing that one or more of the following has occurred or is likely to occur:

- A criminal offence
- A failure to comply with a legal obligation
- A miscarriage of justice
- The endangering of an individual's health and safety
- Damage to the environment
- Deliberate concealment of information relating to any of the above

Disclosures will be protected if the staff member who makes the disclosure does so:

- In good faith to the employer,
- In accordance with the agreed procedure set out below,
- Reasonably believes the information and any allegation contained in it is substantially true and
- Does not act for personal gain or malice

### 9.1.1 National Whistleblowing Standards

Where a member of staff believes that improper conduct, in line with section 9.1 above, has been committed, they should raise this with their line manager in the first instance. If this is not possible, it should be raised with their local HR Advisor or a senior member of the HR Team. Please refer to National Whistleblowing Standards for further information.

The Public Interest Disclosure Act also allows for matters to be raised externally. For staff of public bodies "protected disclosures" (which meet the conditions set out in section 9.1) may be made to a Scottish Minister and in the case of NHS 24 this would be the Cabinet Secretary for Health and Wellbeing.

The disclosure can be made directly or through departmental officials. Staff may seek their own legal advice or contact Protect - Speak up stop harm - [Protect - Speak up stop harm \(protect-advice.org.uk\)](http://Protect - Speak up stop harm (protect-advice.org.uk)) which is a designated legal advice centre.

## 10. Review

This policy will be reviewed in Partnership on a 2-yearly basis.

**APPENDIX A****CONFIDENTIAL WHEN COMPLETED****NHS 24 Staff Register of Interests Form****Registration of Interests**

This form is for Executive Directors and Senior Managers who report directly to Executive Directors who have interests to register, in line with section 6.2 of the Code of Conduct for Staff.

A copy of the completed form should be emailed to [HRBusinessSupportTeam@nhs24.scot.nhs.uk](mailto:HRBusinessSupportTeam@nhs24.scot.nhs.uk) (as a pdf version), to be retained on file and to the Board Secretary for inclusion in the published NHS 24 Register of Interests where it will be available for public inspection alongside similar declarations from the Commissioners.

Staff are advised to consult the NHS 24 Corporate Governance Framework, prior to completing this form.

I (Name) ..... register the following interests, in line with section 7.2 of NHS 24's Code of Conduct for Staff. I understand that due to the nature of my role, these interests will be held on the NHS 24 Register which will be available for public inspection.

I confirm the following interests (please provide full details, or write N/A if applicable, and continue on a separate sheet if required):

Category 1: Remuneration .....

.....

.....

Category 2: Related Undertakings .....

.....

.....

Category 3: Contracts .....

.....

.....

Category 4: Houses, Land and Buildings .....

.....

.....

Category 5: Shares and Securities .....

.....

.....

Category 6: Non-Financial Interests .....

.....

.....

Name: ..... Job Title: .....

Signature ..... Date .....

**APPENDIX B****CONFIDENTIAL WHEN COMPLETED****NHS 24 Staff Register of Interests Form****Registration of Interests**

This form is for staff who have delegated financial authority and/or direct influence over NHS 24's decisions (but who are not Executive Directors and do not report directly to Executive Directors) who have interests to register, in line with section 7.2 of the Code of Conduct for Staff.

A copy of the completed form should be emailed to [HRBusinessSupportTeam@nhs24.scot.nhs.uk](mailto:HRBusinessSupportTeam@nhs24.scot.nhs.uk) (as a pdf version), to be retained on file. These interests will be retained on an NHS 24 register but will not be made available publicly.

Staff are advised to consult the NHS 24 Corporate Governance Framework, prior to completing this form.

I....(Name ..... register the following interests, in line with section 7.2 of NHS 24's Code of Conduct for Staff. I understand that due to the nature of my role, these interests will be held internally on an NHS 24 Register but will not be made available publicly.

I confirm the following interests (please provide full details, or write N/A if applicable, and continue on a separate sheet if required):

Category 1: Remuneration .....

.....  
.....

Category 2: Related Undertakings .....

.....  
.....

Category 3: Contracts .....

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Category 4: Houses, Land and Buildings .....

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Category 5: Shares and Securities .....

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.....

Category 6: Non-Financial Interests .....

.....  
.....

Name: ..... Job Title .....

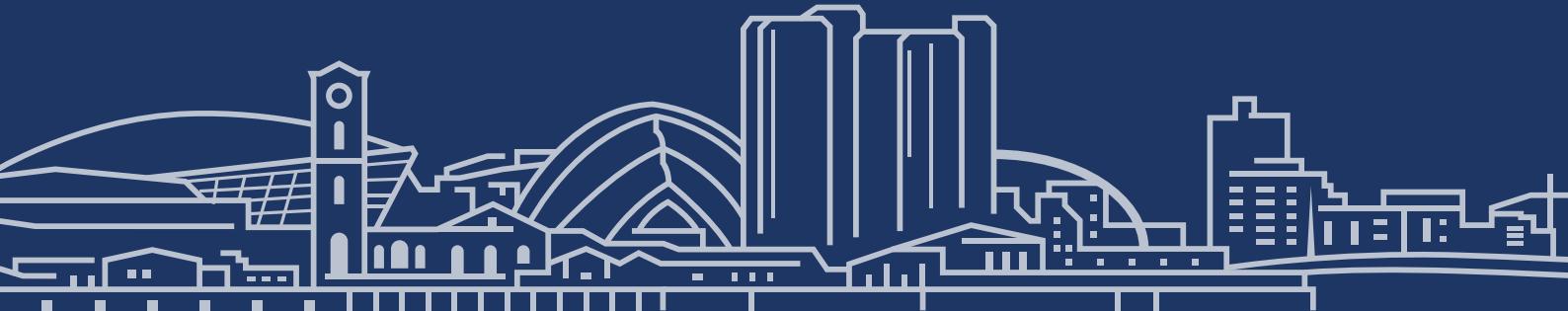
Signature ..... Date .....

# SECTION H

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## **The Risk Management Strategy**

**This section explains how risks are managed  
within the organisation.**



# RISK MANAGEMENT STRATEGY





## Contents

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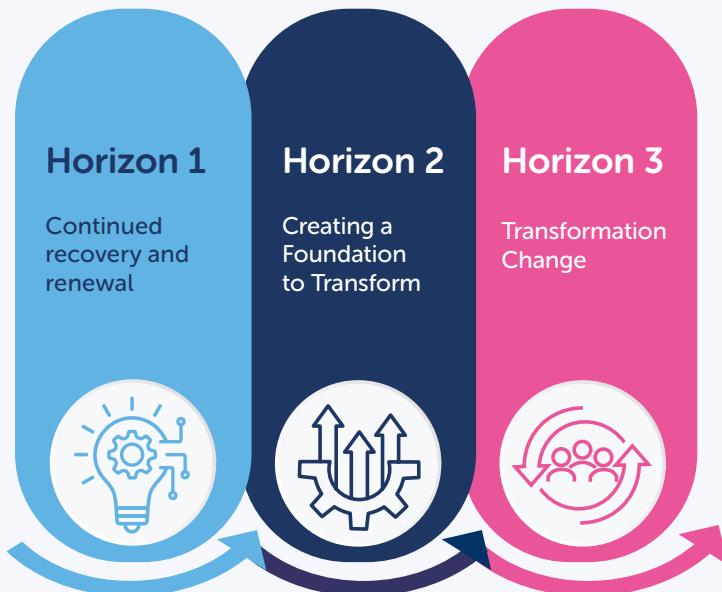
# INTRODUCTION

In line with the NHS 24 Strategy 2023-28, we are looking to the future in terms of our risk management processes. The Strategy outlines that there will be challenges ahead in terms of financial resources providing value for money, our workforce ability to fill key jobs, and meeting the health needs of the public are amongst those risks identified. The aim of the Risk Management Strategy is to support and facilitate discussions on how NHS 24 can manage and navigate our way through these risks and opportunities by contributing towards our Annual Delivery Plan, Medium Term Plan and overall Strategy.

The purpose of this document is to outline how NHS 24 will continue to embed its risk management processes to support the organisation achieve its strategic aims. The Risk Management Strategy drives risk management and integrates it within the culture and values of the organisation.

Our overall mission is to improve the quality of risk management processes to support NHS 24 achieve its overall objectives.

# STRATEGIC AIMS



## Horizon 1

We will focus on securing the capacity and capability to continuously improve NHS 24's current services whilst developing the technology requirements and the plans for how we will deliver innovative new services and ways of working across the organisation.

## Horizon 2

We will secure and implement a new technology solution and have the right people in place to deliver our plans and drive the transformation of services and new ways of working.

## Horizon 3

We will deliver major strategic change initiatives that innovate and take NHS 24 to the next level.

Risk is defined as the "effect of uncertainty on objectives", whether positive opportunity or negative threat, or a deviation from what is expected. It is vital that NHS 24 has a clear direction through the ADP, Medium Term Plan and Strategy to understand its risk profile.

### The strategic aims set in [Our Strategy](#) are defined below.

- we will support people to better manage their own care, providing an expanding range of care and advice online and through our telephony services, reducing the need for onward referral.
- we will streamline access to our services, expanding and integrating digital and telephony channels, so people only tell their story once.
- we will ensure we are better connected with the wider health and care system and able to access shared information to make better decisions for patients to get them to the care they need.
- we will help more people to access the care they need working in partnership with boards through out of hours services, flow navigation centres, and signposting to community services, such as pharmacy.
- we will support people to be able to make informed choices, through proactive communication to raise awareness, enhancing online information and using technology to effectively signpost to the right care.



# RISK MANAGEMENT OBJECTIVES

Progress in risk management is not a stand alone process. As we progress our planning and performance processes across NHS 24 to become an intelligence led organisation, our integrated risk management processes will mature. The overall objectives for risk management are detailed below.

## **The NHS 24 risk management objectives are:**

- Risk management is an embedded systematic process that will support effective decision-making by ensuring risk governance arrangements are appropriate throughout NHS 24.
- Consistently identify, record and manage risks across the organisation will lead to enhanced reporting and business intelligence.
- Consistently apply risk management as a driver for effective performance management. Utilise strategic and operational planning groups to align risks that support the 3 horizons of work that is required.
- Align quality management, risks and benefits within our business processes and reporting. This will feature in revised quality management processes.
- With the delivery of key strategic aims ensure that risk management makes an active contribution to project and programme management across NHS 24.
- Embed the risk management software to use this as an opportunity to further embed risk management for intelligence led decision making.
- Risk management supports our planning and performance arrangements by providing appropriate information for assurance to the respective management and governance structures.
- Continue to engage on the risk appetite of NHS 24 and consistently apply it to the organisation as we meet the challenges.
- Engage in the development of our workforce, through leadership and management opportunities.
- Align risk management with the organisation's culture of openness and honesty to enable safe services, and learning from events and decisions, to promote a quality improvement culture.
- As NHS 24 continues to grow, we will commit to increase staff awareness of risk management, the responsibilities and values required to embed an effective framework.



# NHS 24

## Operational & Strategic Planning

Risk management supports and assurance throughout the organisation. The Annual Delivery Plan, Medium Term Plan, Clinical Roadmap, Finance Workforce Plans, and NHS 24 Strategy will support the development of risk management by providing a clear purpose and, direction to better understand the risks to decision making.

Following the delivery of the Connect Programme and with our digital ambition and the digital transformation programme emerging from the Strategy, risk will be considered throughout this, including our risk appetite towards cyber threats.

## NHS 24 Values

As the NHS 24 Strategy outlines, the values of NHS 24 underpin the mission, vision and purpose of the organisation. Risk management is the responsibility of all staff values and ethics are required to ensure decision-making is conducted with integrity, compliant with regulations, and transparent. We will embed these values by ensuring strategic leadership and risk leads influence identification and sharing of risk to inform decision making.

## Training, Learning & Development

One way to embed the integration of values with risk management is through the training plan. The requirements of staff are considered in the risk management training priorities to provide the key skills and capabilities to NHS 24 staff. Training will be supported by the Operational Risk Management Group. The purpose of the training is to drive the development and awareness of risk management. This is a blended approach of using online learning to provide a baseline, with targeted training for specific roles and decision making requirements. In 2023/24 we will also require training on risk management software.

## Quality Management

The Quality Framework outlines NHS 24's commitment to a culture of continuous improvement, NHS 24 aims to deliver the highest standards of health and care services for the people of Scotland in an inclusive and equitable way. There are clear links between risk management processes and quality management processes to ensure risks and benefits are understood and analysed. We will continue to develop the links between quality management and risk management.

## NHS 24 Risk Management Framework

NHS 24's has embedded a Risk Management Framework to enable an integrated and consistent approach to risk management, outline the governance arrangements, and explain how risks are identified, managed and escalated. This can be defined as: **"Enterprise Risk Management (ERM) is a framework implemented to embed the board's response towards risk. ERM allows the organisation to measure and respond to issues & risks as they arise"**

NHS 24 has aimed to continually improve the quality of the information within its risk registers, through increased ownership of risks within risk registers, and greater challenge and scrutiny from Risk Leads, Executive Owners and Non-Executive Directors.

Our risk management processes are supported by the governance model in NHS 24. It is important to recognise that appropriate management controls are central to risk management.

## Assurance

Assurance is a key component of risk management. The first level of management controls include local business processes and policies to manage the initial issues. Risk management allows a structured process that will support the uncertainties outwith the daily management controls.

The second line of control provides oversight and challenge to management processes used in the first line. This is supported by appropriate governance and reporting mechanisms. The Audit & Risk Committee is a key element in the process that is provided with risk management information in order to seek assurance over the risk management process. Section 11 outlines the Governance and Accountability responsibilities.

A third control of assurance includes the internal and external audit process. The Audit & Risk Committee should advise the Board on the appointment of the internal audit, and the Board may delegate to the Audit & Risk Committee oversight of the process which leads to a recommendation for appointment.

The internal audit service also provides the NHS 24 Board with independent assurance on:

- management processes
- management of corporate risks, including the effectiveness of the controls and other responses to these

It also provides NHS 24 with the opportunity to improve. Risk management has a key role in supporting the internal audit recommendations as a quality improvement mechanism.

External audit will focus review of financial statements to ensure they are a 'true and fair' account of past financial performance and current financial position. External audit will also focus beyond the financial aspects and ensure the organisation is discharging its regulatory obligations and internal guidelines. The risk management contribution will be to enable the external auditors to have the appropriate information on management of specific threats to NHS 24.



# GOVERNANCE & ACCOUNTABILITY

Within NHS 24, the following governance arrangements apply in relation to risk management. Detailed responsibilities are outlined within the NHS 24 ERM Framework. A key focus for improvement of risk governance is to enhance the risk management information which is presented to the appropriate committee for assurance.

## NHS 24 Risk Management Governance Structure



The above graphic shows the governance arrangements in NHS 24 and how they are organised from the Operational Risk Management Group that will focus on the NHS 24 directorate responsibilities, through the EMT sub-group that manages the strategy development. The Board and the Committees are responsible for governance and overall assurance to all stakeholders. The framework document outlines the responsibilities of the committees and groups.

# PROCEDURES

The following documented procedures are in place to provide a consistent understanding, approach and deployment of the risk management principles within NHS 24.

## **Enterprise Risk Management (ERM) Framework**

The purpose of the ERM Framework is to provide the methodology, structure and approach that NHS 24 will follow when managing risks.

## **Risk Appetite Statement**

The Risk Appetite Statement outlines NHS 24's approach to risk.

## **Corporate Escalation Process**

This outlines how NHS 24 manage concurrent risk to a series of threats, risks and issues.

## **EMT Risks & Opportunities Sub-Group Terms of Reference**

Defines the responsibilities of the EMT in relation to strategic risks and opportunities and how this links into the wider organisation, the committees, and the Board.

## **Operational Risk Management Group (ORMG) Terms of Reference**

Defines how the operational aspect of risk management within NHS 24 is governed and how this links into the rest of the organisation, the committees, and the Board.



# REVIEW & REPORTING

The following are the main reports regularly produced by the organisation relating to risk. Appropriate trend analysis and presentation of risk management information will be developed and monitored for improvement to best illustrate the Board risk profile.

The reporting requirements vary dependent on the type of risk. Risk will be a key focus of each governance committee and will be reflected in the terms of reference of each committee.

## Reporting to the Board

Risks to the objectives of the organisation that score 10 and above will be reported to the Board on a quarterly basis.

## Reporting to the Audit & Risk Committee

The Audit & Risk Committee has oversight of all types of risk within the organisation and assurance over the risk management process. All risks that score 10 or more will be reported to each Audit & Risk Committee for their consideration and review and comment.

## Reporting to the Board Sub-Committees

Relevant risks are reported to the relevant governance committee on a quarterly basis. A risk may be referred to more than one governance Committee dependent on the primary and secondary category of risk. The ERM Framework outlines the reporting requirements.

## Annual Report

The Risk Management Annual Report will be presented to the Audit & Risk Committee annually.





# SECTION I

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Active Governance



## Section 1- Active Governance

1. To assist NHS Boards in adopting the Principles of Good Governance, the following paragraphs explain what is meant by an active approach and a collaborative approach in relation to governance in healthcare.

### The Active Approach

- 2.1 Put simply, the active approach to delivering good governance requires Board Members to focus on the right things, consider the right evidence and respond in the right way.
- 2.2 A more comprehensive description of the active approach to governance has been defined as:

**"Active governance exists when the appropriate issues are considered by the right people, the relevant information is reviewed in the most useful format at the right time, and the level of scrutiny produces rigorous challenge and an effective response"**

- 2.3 This approach should not only ensure Boards can make timely, well-informed, evidence-based, and risk-assessed decisions, it will also ensure Board Members can rapidly identify, escalate, and manage issues which otherwise might not be seen or understood.
- 2.4 While an active approach is required to deliver good governance in healthcare, it should be recognised that the NHS is only one of a range of organisations that impacts on the health of the population. Therefore, NHS Boards must also consider how they can influence and interact with the other bodies that have an impact on the delivery of quality healthcare.
- 2.5 In NHS 24, development of the Active Governance Approach is progressed through a range of activities and development of assurance information systems:
  - Redesign, monitoring and evaluation of Performance, Finance and Workforce reporting mechanisms and information.
  - Preparation of Annual Cycles of Business in the form of Board and Standing Committee Workplans which are reviewed and adjusted on an ongoing basis.
  - Board Development Workshop Sessions to fully explore key matters in depth and build on Board Members skills and understanding of the key challenges and opportunities.
  - Review of Board Effectiveness, through self-assessment and external assessment.

## The Collaborative Approach

- 3.1 The NHS works closely with national and local government, integration authorities, independent (primary care) contractors, the private sector, the third sector, charities, academia, communities, and citizens to deliver healthcare in a joined up, person- centred manner.
- 3.2 Consequently, the governance of the organisations that interact with the NHS have a direct impact on population health and the delivery of healthcare services and this must be recognised when designing the governance approach for NHS Boards.
- 3.3 To assist in the promotion of this approach, the following definition of what collaborative means in relation to governance has been developed:

**Collaborative governance exists when all parties who have an influence in the delivery of healthcare outcomes recognised, understand and respect the needs of each other and work together to integrate or align their arrangements for the governance of the delivery of services and products within the healthcare environment”**

- 3.4 While fully integrating governance can be challenging, it is critical that a collaborative approach to governance is adopted by the key players in the healthcare system to ensure that the end-to-end governance arrangements are understood and aligned in order to achieve the best outcomes for the population and ensure best value in the use of public funds.

## Stakeholder Engagement

- 3.5 Engaging with key stakeholders is identified as one of the five primary functions of governance and a critical enabler in facilitating the collaborative approach to delivering healthcare in a joined-up person- centred manner.
- 3.6 To govern effectively, Boards must acknowledgement that organisations are impacted by, and have an impact on those with whom they interact. They must have an awareness of the stakeholder environment in which they operate and understand the needs and interests of all stakeholders. Boards also have obligations under the law about how they work with stakeholders.
- 3.7 The duty to involve people and communities in planning how their public services are provided is enshrined in law in Scotland. The Charter of Patient Rights and Responsibilities summarises what people are entitled to when they use NHS services and receive NHS care in Scotland, and what they can do if they feel their rights have not been respected.
- 3.8 In order therefore to deliver and sustain good governance, the Board and organisation will:
  - Work to better understand who the organisations stakeholders are, their needs and expectations, working with and building in their interests in the development and delivery of its strategic planning.
  - Oversee a framework for the meaningful engagement of stakeholders.
  - Commit to enabling opportunities for stakeholder involvement in the design and delivery of care and services.
  - Work to mainstream equalities and embed community engagement as routine, fostering mutual understanding.
  - Apply the principles of the National Standards for Engagement intrinsically within our engagement work.
  - Work with Healthcare Improvement Scotland – Community Engagement to embed within our practice the 'Planning with People' - community engagement and participation guidance.
  - Promote community empowerment strengthened by [The Community Empowerment \(Scotland\) Act 2015](#) and the [Principles of Community Empowerment](#).

## Influencing Culture

4.1 NHS 24 is committed to ensuring a values-led and inclusive culture, recognising that this is shaped through shared values, norms, beliefs, emotions, and assumptions. The Board has an important role to support this through determining and actively promoting shared values that underpin NHS 24's policies and behaviours. Board Members should demonstrate the organisation's values and exemplify good governance through their individual behaviours and become role models for the organisation. The Board should also adopt all policies and other best practice in human resource management that is required by the Scottish Government and actively engage with, and promote initiatives, such as the iMatter staff experience continuous improvement tool and the Whistleblowing Standards.

4.2 The Board has a critical role in shaping and influencing organisational culture to ensure that NHS 24 is recognised as a great place to work, and that there are high levels of employee engagement to ensure the workforce is focused on delivering high quality services that are subject to continuous improvement and quality management.

4.3 To ensure the delivery of NHS 24's values the Board should encourage and support organisational culture reflecting the NHS Scotland Staff Governance Standard, ensuring that leaders and managers are adhering to these standards and that these are applied equally to all staff. To achieve this, the Board will ensure that staff are:

- Well informed through proactive communications on organisational priorities, and other matters through effective communications using multiple channels, and encourage staff to take responsibility for keeping themselves up to date with information on developments related to their job.
- Actively encouraged to participate in discussions on issues that affect them either directly or via their trade union/professional organisation.
- Provided with appropriate training and development that recognises the different needs of skillsets within the organisation, and for staff to commit to continuous personal and professional development, including adherence to standards set by regulatory bodies.
- Treated fairly and consistently, and with dignity and respect through creating an environment where diversity is valued.
- Provided with a continuously improving and safe working environment through the promotion of health and wellbeing initiatives and supports, and also to patients and the wider community.
- Provided with access to information, systems and processes that enable them to keep themselves up to date with developments relevant to their job and the organisation.
- Encouraged to carryout actions that maintain and promote the health, safety and wellbeing of all staff, patients, and carers.
- Encouraged to treat all staff and patients with dignity and respect while valuing diversity.

4.4 The Board has a further responsibility to ensure that the leadership of the organisation is competent and credible, act in the best interest of stakeholders, act at all times with integrity and are reliable in their decisions and actions, in other words, trustworthy. The Board has a critical role in the recruitment of the Chief Executive and the Leadership Team to ensure the provision of the skills, abilities, ambitions, insights, and values to deliver organisational strategies and priorities. To achieve this, the Board will ensure that:

- Leaders at all levels are sufficiently visible and give a clear sense of purpose and ambition for the organisation.
- Leaders help people understand how they contribute to achieving the Board's purpose, aims, values, corporate objectives, operational priorities, and targets.
- Leaders set standards and role model positive workplace behaviours.
- Leaders recognise good performance and deal with poor performance when it arises.

- Leaders encourage people to challenge and look for ways to improve performance and the quality of the services provided.
- Leaders help people identify and make best use of training and continuing professional development, and career opportunities.

4.5 The Board and Staff Governance Committee have important roles to ensure a values-led and inclusive culture through:

- The delivery of the iMatter staff experience continuous improvement tool through ensuring that there are ongoing improvements across the standard including being well informed, informed in decision making, trained and developed, treated with fairness and consistently/dignity and respect, continuous improving and safe working environment, and the wider health and wellbeing of staff and patients.
- The development of effective leaders and managers at all levels through ensuring the provision of timely, quality training and development, improvements to leadership visibility (through relevant iMatters scores) and increases to number and quality of appraisals annually.
- The monitoring of health, safety, and wellbeing activities through ensuring effective reporting as part of the Quarterly Workforce Report, and compliance, and the provision of, appropriate, timely training and development.
- The embedding of inclusive culture and values-led recruitment processes, onboarding programmes, and development and training activities ensuring that there is evidence of ongoing improvements and compliance through the Quarterly Workforce Report.
- The monitoring of compliance with, and demonstration of, ongoing improvements to the delivery of Public Sector Equalities duties through ensuring ongoing improvements to workforce diversity and reducing levels of case work as part of the Quarterly Workforce Report.
- The monitoring of compliance with, and reporting against, the Whistleblowing Standards ensuring effective reporting and embedment of lessons learned.

## Diversity

5.1 Diversity is a core value at the heart of the day-to-day business of NHS Scotland. NHS Boards are required to hold their organisation to account for the inclusion and diversity strategies that must form part of their staff governance strategy. It is imperative that Boards demonstrate leadership and engagement to support anti-racist work across their organisation, ensuring improvements to equality, diversity, and inclusion are continually monitored and challenged.

5.2 To ensure the Board reflects the diversity of their community NHS Boards should support the appointment process by implementing an appropriate attraction strategy which enables the recruitment of a diverse group of Board Members with the skills and experience required to deliver good governance. This includes taking targeted action where appropriate, encouraging and supporting applications from people with protected characteristics that are underrepresented on the Boards of Public Bodies.

# SECTION J

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## **The Assurance Framework and Map**

This section explains the Assurance Framework and provides a map of how the Board receives assurance.



## 1. Purpose of this Document

This framework has been prepared to assist Board members, management and other employees understand the high-level single system of assurance that is operating within NHS 24. The primary role of an NHS Board is to act as a board of governance. In the NHS in Scotland, governance is often referred to as one of four types: Corporate, Financial, Clinical and Staff.

Governance means setting the organisations corporate aims within the parameters laid out by Scottish Government policy, holding the Executive to account for the delivery of such aims, overseeing the progress against agreed objectives, assessing risk, providing leadership, influencing the organisations culture and reporting progress to stakeholders. Therefore, NHS Board members are collectively responsible for the success of their organisation.

Good governance enables the organisation to achieve its vision and corporate objectives. The Boards actions are subject to laws, regulations, directions and requirements for public accountability. Corporate governance is about what the Board does and how it sets the values of the organisation which is distinct from Executive Director led day-to-day operational management. NHS 24's approach is based on the NHS Scotland Blueprint for Good Governance Second Edition December 2022.

## 2. Assurance

Assurance is evidence-based confidence that internal controls are in place, that they are operating effectively and that objectives are achieved.

This assurance framework is designed to ensure that there are clear links between the governance responsibilities of the Board, the lines of accountability across the Executive Directors and the assurance activities of the Board's Governance Committees. The framework ensures key risks both in non-clinical and clinical nature are controlled, that the effectiveness of the key controls has been assured and that there is sufficient evidence to support the Governance Statement published within the Annual Reports and Accounts. The framework enables the Board and its committees to discharge their overall governance responsibilities.

The Board holds overall responsibility for setting the direction of the organisation and the supporting Governance committees whilst management structure ensures there is regular monitoring of performance and management of risk. The arrangements are summarised below at Appendix 1.

## 3. Accountability for Risk and Performance

Accountability for risk and performance is delegated within the management structures which operate throughout NHS 24.

### Risk Management

Risk management is a key component of corporate governance. The role of the Board and its committees with respect to risk management differs from that of managers. Effective risk management is the systemic application of principles and processes to identify, assess, evaluate, and control risks to NHS 24's objectives and to core service delivery and performance. Effective risk management throughout the organisation will assist NHS 24 achieve corporate and operational objectives, improve performance and service delivery whilst increasing efficiency and supporting informed decision making to provide a safe, person-centred organisation.

Managers are responsible for managing risk and developing and implementing the detailed systems of internal controls in their areas of responsibility. This effort should be aimed at delivering the Board's Corporate objectives and improvement. Consequently, management need to assure themselves that those systems of internal control and risk management are operating as intended. By implementing the Risk Management Strategy and Framework, managers should be able to easily provide assurance to the Board and its committees as and when required.

The Board and its committees are not involved in operational management and delivery but exercise oversight of the management of the organisation. The Board and its committees require assurance from management (and other sources) in order to carry out their role in corporate governance.

Performance management is an integral part of corporate governance and the role of the Board and committees with respect to performance management contrasts from that of managers.

The NHS 24 Board agrees the organisational aims, objectives, and performance trajectories and along with the committees, will require assurance that the organisation's performance is in line with the Board's expectations. Where performance is not progressing as expected, committees can commission further information to be provided in order to seek assurance that the drivers of such performance levels are understood and that a remedial action plan is comprehensive and deliverable within an appropriate timescale.

The NHS 24 Corporate Performance Report is the mechanism by which the Executive Management Team can provide assurance to the NHS 24 Board with regard to improvement and progress across a number of key areas. It is important to note that it is not exhaustive in the metrics for each respective stand of activity but is instead an executive summary of each area. It is to be expected that individual metrics will evolve over time, responding to both internal and external environments and needs and requests of the Board.

## 4. System Wide Assurance

In terms of independent source of assurance, the Board's Audit and Risk Committee has responsibility to ensure that robust governance, risk management and system of internal control is in place in the organisation and the Assurance Framework supports the Audit and Risk Committee to do this. The committee is charged with approving and monitoring the delivery of internal and external audit plans to evaluate the effectiveness of the systems, processes and procedures implemented across NHS 24.

## 5. Governance Committee Assurance

Within the Board structure the Governance Committees are responsible for ensuring that management implement appropriate arrangements to manage key risks in relation to finance, performance, workforce, clinical activities and public and patient involvement. The Governance Committees are Audit and Risk Committee, Staff Governance Committee, Clinical Governance Committee, Planning and Performance Committee, and the Integrated Governance Committee. These committees are responsible for regularly reviewing and updating relevant policies in each of their areas of responsibilities on behalf of the Board.

The Remuneration Committee also has a reporting link to the Board and perform a more limited assurance role.

Ongoing assurance is provided through a regular cycle of reports to the NHS 24 Board. Assurance reporting addresses the effectiveness of the internal arrangements implemented to support delivery of the NHS 24 Our Strategy and manage the key risks facing NHS 24. In addition, Governance Committees submit annual reports to the Board providing a formal statement of assurance on their effectiveness.

## 6. Blueprint for Good Governance Board Self-Assessment of Effectiveness

In addition to the assurance described above, the NHS 24 Board is required to regularly review its governance arrangements and annually conduct a structured self-assessment to review its effectiveness, identifying any new and emerging issues or concerns. Scottish Government provide NHS Boards with advice and guidance on how to conduct the self-assessment exercise to ensure that it is valid, reliable, transparent and reflects best practice in governance. This forms part of the three mechanisms of the approach to evaluation as described within the Blueprint for Good Governance:

- Appraisal of the Board Members' individual performance.
- Self-assessment of the Board's effectiveness.
- External assessment of the organisation's governance arrangements.

The Principles of Good Governance form the basis of the Board's self assessment and this exercise provides a view of the extent to which the Blueprint for Good Governance has been implemented across the organisation. This should include an evaluation of the current status of the systems that support the organisation's governance arrangements.

## 7. Assurance Framework Overview – NHS 24 Governance Structure

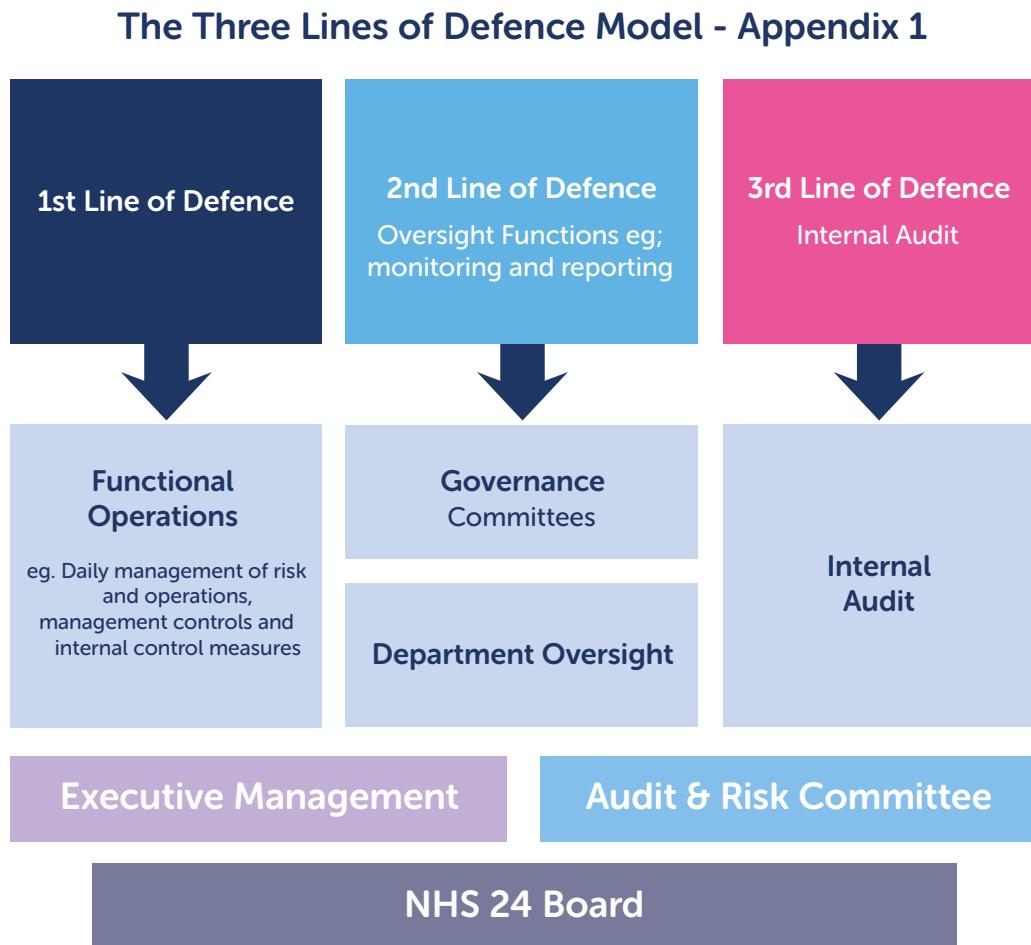
The NHS 24 Governance Structure provides a visual representation of the assurance framework within NHS 24. It details the governance structure which exists within the NHS 24 Board, its governance committees, and the key elements of governance which provide assurance mechanisms. This is detailed in [Appendix 2a](#). In addition, [Appendix 2b](#) provides an overview of governance of the Strategic Portfolio Delivery.

## 8. Assurance Map

NHS 24 has an agreed Assurance Map ([Appendix 3](#)) indicating where assurance sits within the organisation, and which operates on a model of four lines of defence. The map is a visual reflection of the relationships between functions in four broad categories, this provides assistance in understanding how each area contributes to the overall level of assurance provided.

Each line of defence holds a purpose and provides assurance. There is no one line which provides better quality assurance than any of the others. A range of assurance activities from across all lines of defence provides a rich and value- add assurance picture.

The diagram below illustrates the 3 Lines of Defence model with non-exhaustive examples of assurance activities in each line.



## First Line of Defence

This is placed at an executive, operational and management level using business as usual activities such as good policy and performance data, risk registers, reports on routine system controls and other management information. This level ensures that operational departments and teams have ownership, accountability and responsibility for controlling and mitigating risks through their day-to-day activities.

## Second Line of Defence

An oversight function which sits at governance committee and Board level, seeking assurance that objectives, laws, regulations, directions, and requirements for public accountability are met. It is distinct from executive management and differs from those who are responsible for delivery.

The second line of defence gains its assurance from the first line of defence as it oversees, monitors, and scrutinises implementation of activity and delivery of services.

## Third Line of Defence

Internal audit forms the third line of defence, representing objective and independent assurance. NHS 24 independent internal audit function provides assurance to the Board, Executives and stakeholders through a risk-based approach. It demonstrates how effective NHS 24 is in relation to assessing and managing its risks and includes support and assurance on the effectiveness of first and second lines of defence.

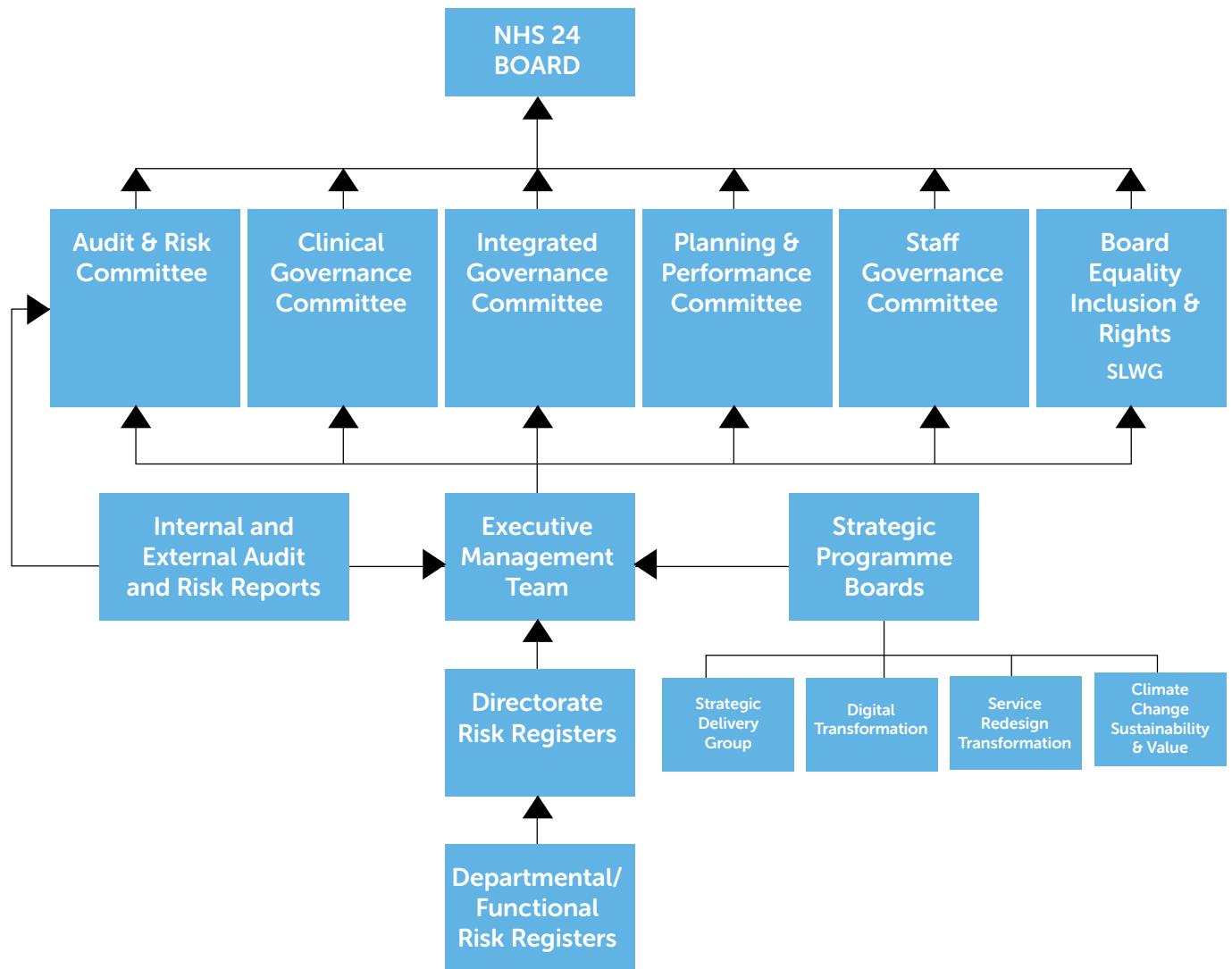
## Associated Documents

The Board has a suite of agreed strategies and policy documents which underpin this assurance framework:

- NHS 24 Corporate Governance Framework
  - NHS 24 Framework Document
  - Standing Orders for the Proceedings and Business of NHS 24
  - Committee Terms of Reference
  - Board Members Code of Conduct
  - Scheme of Delegated Authority
  - Standing Financial Instructions
  - Code of Conduct for NHS 24 Staff
- Risk Management Strategy
- Risk Management Framework
- NHS 24 'Our Strategy'
- NHS 24 Medium Term Plan
- NHS 24 Annual Delivery Plan
- NHS 24 Workforce Strategy
- NHS 24 Policies
- Corporate Objectives
- NHS 24 Assurance Map
- Board and Committee Workplans
- Corporate Performance Reports

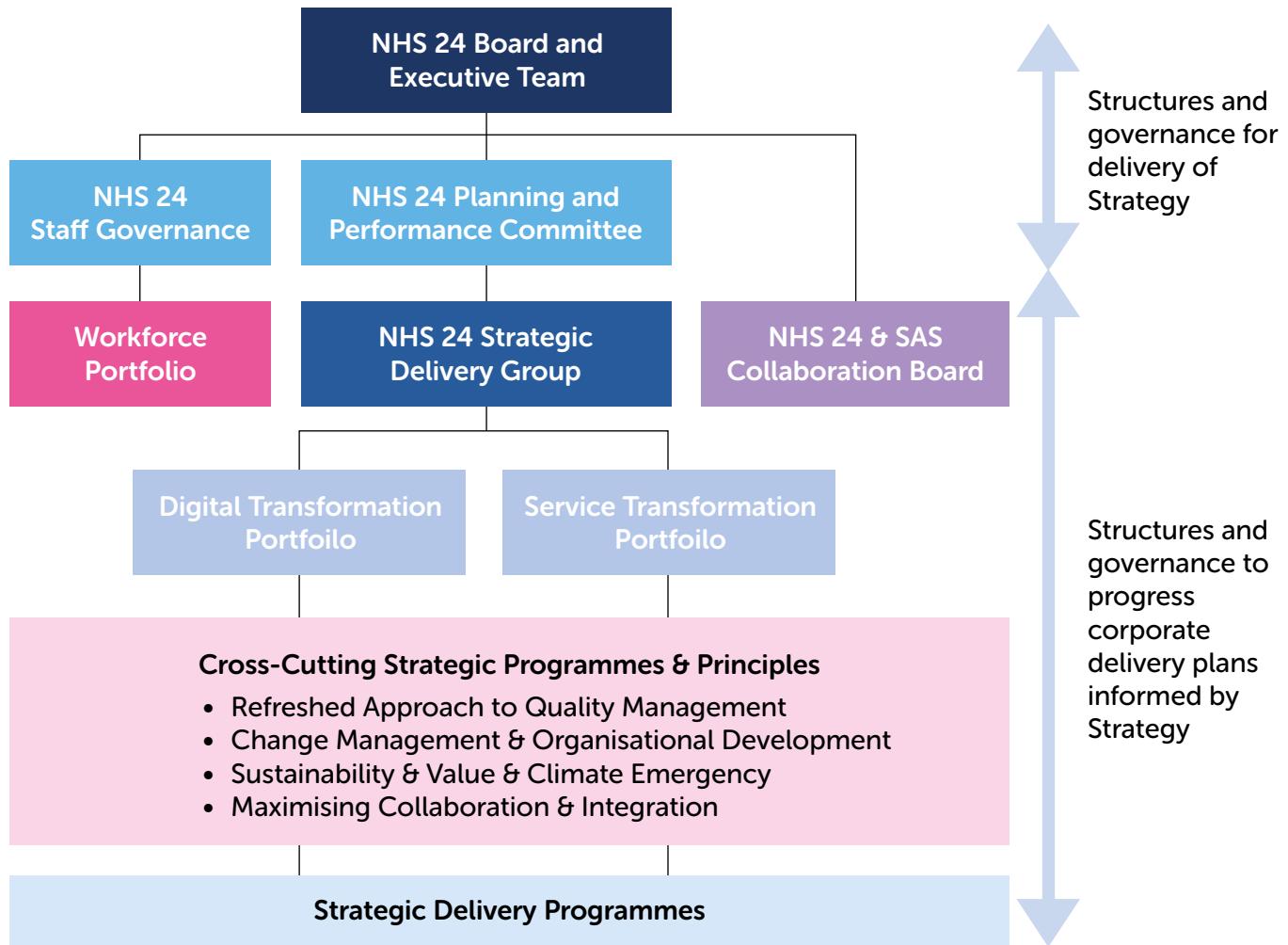
## Assurance Framework Overview - NHS 24 Governance Structure -

### Appendix 2a



## Strategic Portfolio Delivery Governance -

### Appendix 2b



## NHS 24 ASSURANCE MAP

|  |  | First line of assurance - Executive Leadership |                           |                                   |   |   |  |   |                  |   |   | Second line of assurance - Board Governance & Partnership |   |   | Third Line of assurance - Audit |            |   |  |
|--|--|--|---------------------------|-----------------------------------|---|---|--|---|------------------|---|---|---|---|---|---------------------------------|------------|---|--|
|  |  | Service Delivery                               |                           |                                   |   |   | Transformation, Strategy, Planning & Performance |   |                  |   |   | Executive Management Team                                 |   |   | Board Governance Committee      |            |   |  |
|  |  | Information Technology and Digital             |                           | Safety and Security               |   |   | Transformation, Strategy, Planning & Performance |   | Service Delivery |   |   | Nursing & Care  |   | Finance, Risk & Resilience and Governance |                                 | Technology |   |  |
|  |  | ● - Assurance Lead                             | ● - Assurance Contributor | ● - Third Line External Assurance |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Evidence based content of algorithms                                       |  | ●  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Service Management   |  | ●  |                           |                                   |   |   | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Service Transformation Programme   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Shift Review   |  | ●  | ●                         |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Service performance  |  | ●  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Service continuity   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Management of significant contracts  |  |  |                           |                                   |   |   |  | ● | ●                | ● | ● |   |   |   |                                 |            |   |  |
| Local Centres  |  | ●  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Emergency Planning   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Winter Planning  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Mental Health  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| NHS 24 Strategy 2023-28  |  | ●  | ●                         |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Annual Delivery Plan 2023/24   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Medium Term Plan 2023-26   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Performance Reporting  |  | ●  | ●                         |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Stakeholder Engagement & Insights  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Equality and Diversity   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Change management (Project and Programme Management)                       |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Digital Strategy, Delivery & Implementation.                               |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Digital Transformation Programme   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Security and Access  |  |  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Licensing  |  |  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| General Computer Controls  |  |  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Technology Continuity  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Disaster Recovery  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Physical security  |  |  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Data security (GDPR & Cyber Security)                                      |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Environmental  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Workforce Strategy 2022/25   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Recruitment & Retention  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Organisational Development, Leadership & Learning                          |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Staff Wellbeing & Attendance Management                                    |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Case Management  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Health and Safety  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Budgetary control and financial delegated authorities                      |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| General Financial Controls   |  |  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Financial Balance  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Accommodation  |  |  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Estates Strategy   |  | ●  | ●                         |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Estates and Environmental Standards  |  |  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| External Financial Reporting   |  |  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Procurement  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Active Governance  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Monitoring of internal audit controls and implementation of audit findings |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Fraud  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Risk Management  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Business Continuity  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Internal Partnership Working   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| External Partnership Working   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Infection Control  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Child Protection   |  |  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Public Protection  |  | ●  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Complaints   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Public Engagement  |  |  | ●                         |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Quality Standards  |  |  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Quality Improvement and Evaluation   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Quality Management System Framework  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Research and Development   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Whistleblowing   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Adverse Events (Reviews)   |  | ●  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Realistic Medicine   |  |  |                           |                                   |   |   |  |   |                  |   |   |   |   |   |                                 |            |   |  |
| Information Governance (Clinical)  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Information Governance (Corporate)   |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Internal Communications  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| External Communications  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Communications Annual Delivery Plan 2023/24                                |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |
| Climate Emergency, Sustainability & Value                                  |  | ●  | ●                         | ●                                 | ● | ● | ●  | ● | ●                | ● | ● | ●   | ● | ●   | ●                               | ●          | ● |  |

\*\*NOTE : Responsibility for Service Support Team (SST) sits with Service Delivery Directorate





# Appendix 2

## Corporate Governance Framework

### List of Amendments - December 2024

| <b>Page number</b> | <b>Section number</b>        | <b>Section title</b>                              | <b>Amendment</b>   |
|--------------------|------------------------------|---|--|
| 2                  | Contents Page                | Contents  | <p>Amendment of “NHS 24 Framework” to “NHS 24 Public Bodies Framework Document”.</p> <p>Deletion of “how” from paragraph under Section A.</p>  |
| 3                  | Introduction                 | Governance and the Corporate Governance Framework | <p>Paragraph 2 – Amended to “the organisation describes”.</p> <p>Paragraph 2 – Addition of sentence to link to paragraph 1 – “This Framework ensures that the ways in which healthcare is designed and delivered, as described in section 1, are effectively implemented and monitored across all levels of the organisation”.</p> |
| 3                  | Introduction                 | Governance and the Corporate Governance Framework | Paragraph 5 – Deletion of “revised”.   |
| 5                  | Introduction                 | Functions. 13ii. Holding to Account               | Amendment of “NHS 24 Framework” to “NHS 24 Public Bodies Framework Document”.  |
| 6                  | Introduction                 | Enablers. 14i. Diversity, Skills, and Experience  | Amendment of “NHS 24 Framework” to “NHS 24 Public Bodies Framework Document”.  |
| 7                  | Introduction                 | Enablers. 14iv. Delegation to Officers            | Paragraph 2 – Error correction “Accounting” amended to “Accountable”.  |
| 9                  | Section A Header Page        | Section A   | Amendment of “NHS 24 Framework” to “NHS 24 Public Bodies Framework Document”.  |
| 10                 | Section A – NHS 24 Framework | Introduction – paragraphs 5 & 6.                  | Formatting/alignment error corrected.  |

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| 24 | Section A – NHS 24 Framework                        | Helpful Information   | PBSU mailbox link updated.   |
| 25 | Section A – NHS 24 Framework document               | Annex A – Specific Delegated Financial Authorities                  | Addition of “£” in column 3 in table through pages 26 – 27.  |
| 26 | Section A – NHS 24 Framework document               | Annex A – Specific Delegated Financial Authorities                  | Deletion of “+” in column 1.   |
| 45 | Section C – Governance Committee Terms of Reference | Audit & Risk Committee Terms of Reference                           | Paragraph 2.9 – deletion of “the Executive Director for Risk and Resilience”.                                |
| 46 | Section C – Governance Committee Terms of Reference | Audit & Risk Committee Terms of Reference                           | Paragraph 2.12 – Spelling error corrected – “Accountable Officer”.   |
| 47 | Section C – Governance Committee Terms of Reference | Audit & Risk Committee Terms of Reference                           | Paragraph 3.15 – Spelling error corrected – “that the objective..”   |
| 55 | Section C – Governance Committee Terms of Reference | Planning & Performance Committee Terms of Reference                 | Paragraph 2.2 – Format error corrected – “support”.  |
| 56 | Section C – Governance Committee Terms of Reference | Planning & Performance Committee Terms of Reference                 | Paragraph 4.6.1 – Addition of “..will be provided by the Executive PA to...”                                 |
| 59 | Section C – Governance Committee Terms of Reference | Staff Governance Committee Terms of Reference                       | Paragraph 2.1.1 – Membership – Addition of bullet point “The Committee will comprise of....the Board Chair”. |
| 67 | Section C – Governance Committee Terms of Reference | Board Equality Inclusion and Rights Group (EIRG) Terms of Reference | Terms of reference for Board EIRG included.  |

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| 70 | Section C – Governance Committee Terms of Reference | Board and Governance Committee Structure        | <p>Governance structure chart updated to simplified version.</p> <p>Addition of introductory paragraph “The governance structure chart below shows the composition and hierarchy of NHS 24 Board and its governance committees. Each element within the chart is crucial to ensuring effective oversight of various aspects of the organisation”.</p>  |
| 71 | Section C – Governance Committee Terms of Reference | Membership of NHS 24 Board Standing Committees. | <p>Updated membership table to include the following amendments:</p> <ul style="list-style-type: none"> <li>• Resignation of Ms Marieke Dwarshuis as Non-Executive Director of NHS 24 Board, effective from 1 August 2024.</li> <li>• Appointment of Ms Abeer Macintyre as Non-Executive Director of NHS 24 Board, effective from 2 September 2024.</li> <li>• Reappointment of Mr Kenny Woods as Non-Executive Director of NHS 24 Board, through his appointment as Employee Director, for a further 4-year term until 30 September 2028.</li> <li>• Appointment of Mr David Howe as Cyber Security Champion.</li> <li>• Appointment of Ms Liz Mallinson as Sustainability Champion.</li> <li>• Appointment of Dr Ron Cook as Medical Director from July 2024.</li> <li>• Appointment of Ms Joanne Edwards as Director of Service Delivery from May 2024.</li> <li>• Appointment of Mr Andrew Moore as Director of</li> </ul> |

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|    |   |                        | Nursing and Care from April 2024.   |
| 70 | Section C – Governance Committee Terms of Reference | EMT Terms of Reference | <p>Paragraph 3.2 – Quorum – Addition of new paragraph – “Where a decision is required, the Chief Executive, and two other Executive Directors must be present to constitute a quorate”.</p>   |
| 72 | Section C – Governance Committee Terms of Reference | EMT Terms of Reference | <p>Paragraph 3.3 – Frequency of Meetings – Addition of 3.3.1 – “A Reserved session of the EMT will be held in private at each meeting. The session will not be minuted, any actions from this session will be noted”.</p> <p>Paragraph 3.4 – Administrative Support – Amendment to 3.4.2 – “The agenda and supporting papers will be sent out at least one week in advance of the meetings and should be submitted by members no later than one week in advance of the meeting. Any late papers will be deferred to the next meeting”.</p> <p>Paragraph 3.4 – Administrative Support – Addition of new paragraph at 3.4.4 – “Papers which are circulated for virtual approval by EMT must be done so by the Director/EPA before the meeting agenda and papers have been published. Any papers for virtual approval will be noted on the agenda for each meeting only after these have been circulated, with any decisions homologated at the meeting. Any virtual papers which are circulated after the publication of the meeting papers will not be included on the agenda and will be deferred to the next meeting”.</p> <p>Paragraph 4. – Key Duties of the Executive Management Team –</p> |

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|    |   |   | Amendment to bullet three<br>“Delegate appropriate areas of work to the Senior Management Team (SMT) <i>and other managers as deemed necessary by the EMT</i> ”.   |
| 76 | Section D – Board Members Code of Conduct | My Responsibilities                       | Paragraph 1.5 – formatting error correction “board members”.<br><br>Paragraph 1.9 – formatting error correction at “Guidance or Advice Notes..”.   |
| 77 | Section D – Board Members Code of Conduct | Section 2 – Key Principles                | Accountability and Stewardship – formatting error correction “merits”.   |
| 81 | Section D – Board Members Code of Conduct | Category One: Remuneration                | Paragraph 4.5 – spelling error correction “require to..”   |
| 85 | Section D – Board Members Code of Conduct | Section 6: Lobbying and Access            | Paragraph 6.6 – spelling error correction “a fee..”<br><br>Paragraph 6.7 – spelling error correction “to a..”<br><br>Paragraph 6.8 – formatting error correction “a) which would involve me lobbying...”   |
| 90 | Section E – Scheme of Delegated Authority | Section E – Scheme of Delegated Authority | Paragraph 9 – Addition of new paragraph – “In the absence of the Chief Executive as the Accountable Officer, due to any temporary period of unavailability (illness or other cause), the Deputy Chief Executive shall assume the delegated limits as prescribed to the Chief Executive outlined in this Scheme of Delegated Authority, for financial and operational continuity. In circumstances where the Chief Executive is unable to discharge their responsibilities as Accountable Officer over a period of four weeks or more (due to illness or other cause) the |

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|     |   |  | <p>directions outlined in the Scottish Public Finance Manual: Annex 2 – Memorandum to Accountable Officer for other public bodies, Section 7.2 – Absence of Accountable Officer, shall apply.</p> <p><a href="#"><u>Scottish Public Finance Manual: Annex 2 – Memorandum to Accountable Officers for other public bodies, Section 7.2 – Absence of Accountable Officer</u></a></p>              |
| 89  | Section E – Scheme of Delegated Authority | 1. Organisational Profile/Scope                      | <p>Section 1.11 – Corporate Governance Framework – Authorised Deputy amended to “Board Secretary”. (previously Deputy Director of Finance).</p>   |
| 91  | Section E – Scheme of Delegated Authority | 2. Scheme of Delegation Arising from Standing Orders | <p>Section 2.1 – Maintenance of Register of Board Member – addition of “Interests”.</p> <p>Section 2.1. – Authorised Deputy amended to “Business Support Officer”. (previously Corporate Services Administrator).</p> <p>Section 2.2 – Maintenance of Register of Staff Interests – Authorised Deputy amended to “Business Support Officer”. (previously Corporate Services Administrator).</p> |
| 100 | Section E – Scheme of Delegated Authority | 8. Emergency and Continuity Planning                 | <p>Section 8.1 – Preparation of Business Continuity Plan – title error correction – “Director of Service Delivery”.</p>   |
| 102 | Section E – Scheme of Delegated Authority | 10. Staff Governance                                 | <p>Section 10.1 – Strategic Workforce Plan – formatting error correction “..associated Action Plans...”</p> <p>Section 10.6 – Staff relocation package approval – title error correction “Head of Resources and Planning”.</p>  |

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|     |   |                                      | <p>Section 10.7 – Engagement of staff on a substantive contract – title error correction “Head of Resources and Planning”.</p> <p>Section 10.8 – Engagement of staff not on a substantive contract – title error correction “Head of Resources and Planning”.</p> <p>Section 10.9 – Inclusion in Corporate Governance Report - spelling error correction “...Audit &amp; Risk Committee”.</p>   |
| 103 | Section E – Scheme of Delegated Authority | 11. Patient Focus Public Involvement | <p>Section 11.1 – Patient Focus Public Involvement – title error correction – “Head of Stakeholder Engagement and Insights”.</p> <p>Section 11.2 – Participation Standard Assessment preparation – title error correction – “Head of Stakeholder Engagement and Insights”.</p>  |
| 104 | Section E – Scheme of Delegated Authority | 12. Participation and Equalities     | <p>Section 12.1 – Public Sector Equality Duty – title error correction – “Head of Stakeholder Engagement and Insights”.</p> <p>Section 12.2 – Age discrimination – title error correction – “Head of Stakeholder Engagement and Insights”.</p> <p>Section 12.3 – Mainstreaming Report – title error correction – “Head of Stakeholder Engagement and Insights”.</p> <p>Section 12.4 – Equality outcomes – title error correction – “Head of Stakeholder Engagement and Insights”.</p> <p>Section 12.5 – Equality impact – title error correction – “Head of</p> |

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|     |   |   | <p>Stakeholder Engagement and Insights”.</p> <p>Section 12.6 – Employment information – title error correction – “Head of Resources and Planning”.</p>   |
| 105 | Section E – Scheme of Delegated Authority   | 12. Participation and Equalities                          | <p>Section 12.7 – Gender pay gap – title error correction – “Head of Resources and Planning”.</p> <p>Section 12.8 – Equal pay statement – title error correction – “Head of Resources and Planning”.</p> <p>Section 12.10 – Publish information in an accessible manner – title error correction – “Head of Stakeholder Engagement and Insights”.</p> <p>Section 12.15 – Patient Focus and Public Involvement – formatting error correction – “Involvement”.</p> |
| 106 | Section E – Scheme of Delegated Authority   | 13. Health Information/Information                        | <p>Section 13.1 – Public Health Improvement – Authorised deputy amended to “Public Health Consultant” (previously Associate Medical Director).</p>   |
| 106 | Section E – Scheme of Delegated Authority   | 14. Information Management                                | <p>Section 14.3 – Information Security Management Strategy and Systems – Amendment to “ISO27001/2”. (previously BS 779).</p> <p>Section 14.4 – Electronic Communications Policy Compliance – Amendment to “ISO27001/2”. (previously BS 779).</p>   |
| 123 | Section F – Standing Financial Instructions | 13.3 – Gifted Funds (excluding Breathing Space donations) | <p>Section 13.3 – Gifted Funds – Amendment to “excluding Endowment Funds donations” (previously Breathing Space). – to reflect additional endowment funds established.</p>   |
| 123 | Section F – Standing Financial Instructions | 13.4 – Gifted Funds                                       | <p>Section 13.4 – title amended to “Endowment Funds”.</p>  |

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|     |   |                            | <p>Paragraph 13.4.1 – Paragraph amended to “This arrangement commenced with effect from 4 December 2018. To date, there are three funds, Breathing Space (Scotland), the Communications Directorate Endowment Fund, and the NHS 24 General Endowment Fund”.</p> <p>Deletion of original paragraphs 13.4.2 – 13.4.3 – as these related specifically to Breathing Space.</p> <p>Paragraph 13.4.2 – Amendment to “There is a process in place for Fund Holder Income and Fund Holder Withdrawal. For further information, please refer to the NHS 24 intranet or contact the Endowments Officer at Golden Jubilee National Hospital, Beardmore Street, Clydebank, G81 4HX”.</p> <p>Paragraph 13.4.3 – Addition of paragraph “Fundholder signatories will meet quarterly to review the funds, and once per annum with the Chief Executive Officer and the Chair of the Audit &amp; Risk Committee”.</p> |
| 124 | Section F – Standing Financial Instructions | 14. Management Consultants | <p>14.1 General</p> <p>Paragraph 14.1.2 – formatting error correction – “2. The responsibility for the final outcome of the project...”.</p> <p>Paragraph 14.1.3 – formatting error correction – “1. They are engaged on work that is an extended arm... &amp; 2. They provide an independent check...”</p>   |
| 126 | Section F – Standing                        | 15.3 Payroll Services      | Paragraph 15.3.2 – Deletion of “Non-Executive Board Members”  |

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|     | Financial Instructions                      |                                 | to reflect that NEDs now use eExpenses system.  |
| 126 | Section F – Standing Financial Instructions | 15. Salary Over-payments        | Paragraph 15.5.5 – Additional paragraph – “In situations where efforts to recover salary overpayments have been unsuccessful, both the Director of Finance and the Director of Workforce must approve any write-offs, in line with Section 17 – Losses, provided they have sought advice from CLO to do so, and these must be reported to the Audit and Risk Committee, via the Corporate Governance Activity Report. |
| 129 | Section F – Standing Financial Instructions | 16.3. Accounts Payable Services | Paragraph 16.3.2 – formatting error correction, additional number deleted.  |
| 131 | Section F – Standing Financial Instructions | 17. Losses and Special Payments | Section 17.2 – Delegated Authority level for NHS 24 from SGHSCD for losses and payments – Addition of “£” at value amounts.   |
| 132 | Section F – Standing Financial Instructions | 18.2 Notes on Procedures        | Section 18.2.1 – Website link updated.  |
| 134 | Section F – Standing Financial Instructions | 20. Insurance                   | 20.1. – General. 20.1.2 – CNORIS website link underlined to denote web link.  |
| 134 | Section F – Standing Financial Instructions | 20.2 Reporting                  | Paragraph 20.2.6 – Addition of sentence “Additionally, the NHS 24 Board will receive an annual report on all legal claims, in a private session”.   |
| 138 | Section F – Standing Financial Instructions | 22. Risk Management             | Paragraph 22.2 – Addition of reference to Section H – Risk Management Strategy.<br><br>Paragraph 22.3 – Title error correction – “Head of Risk and Resilience”.<br><br>Paragraph 22.4 – Amendment from “each quarter” to “twice per year”.  |

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| 149 | Section G –<br>Code of<br>Conduct for<br>NHS 24 Staff | 7.6. Other<br>Employment                       | Paragraph 7.6. – ( <a href="http://www.gov.scot">www.gov.scot</a> )<br>website link underlined to denote<br>web link.                              |
| 152 | Section G –<br>Code of<br>Conduct for<br>NHS 24 Staff | 9.1.1. National<br>Whistleblowing<br>Standards | Paragraph 3 – Protect – Speak Up<br>Stop Harm website link updated.<br><a href="https://protect-advice.org.uk/">https://protect-advice.org.uk/</a> |
| 160 | Section H –<br>The Risk<br>Management<br>Strategy     | Risk Management<br>Objectives                  | First bullet point – spelling error<br>correction – “effective <i>decision-<br/>making</i> ”.  |
| 169 | Section I –<br>Active<br>Governance                   | The Collaborative<br>Approach                  | Paragraph 3.3 – spelling error<br>corrections – “have”, “understand”,<br>and “products”.   |
| 180 | Section J –<br>Assurance<br>Map                       | NHS 24 Assurance<br>Map                        | Addition of “Service<br>Transformation Programme” and<br>“Digital Transformation<br>Programme” within the Assurance<br>Map.                        |