

**NHS 24
BOARD MEETING
24 APRIL 2025
ITEM NO 12.3
FOR APPROVAL**

BOARD AND COMMITTEE COMPOSITION UPDATE – MAY 2025

Executive Sponsor:

Mr John Gebbie, Director of Finance

Lead Officer/Author:

Ms Geraldine Mathew, Board Secretary

Action Required:

The NHS 24 Board is asked to review and approve the updated Board and Committee Composition, effective from 1 May 2025.

Key Points for the Board/Committee to consider:

Approve the updated Board and Committee Composition following the amendments noted:

- Ms Carol Gillie, Non-Executive Director, moves from the Staff Governance Committee to the Planning & Performance Committee.
- Ms Amina Khan, Non-Executive Director, moves from the Planning & Performance Committee to the Staff Governance Committee.
- Ms Abeer Macintyre, Non-Executive Director, will step down from the Audit & Risk Committee.

Other minor amendments are outlined within the paper.

Governance process:

This paper was presented to the Executive Management Team virtually for awareness, as part of the agreed governance process.

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

This paper aligns with the principles of the Blueprint for Good Governance.

Strategic alignment and link to Corporate Delivery Plan activity:

The Board and Committee Composition provides assurance for continuous Board Leadership and scrutiny to support the delivery of the Board's Strategic Objectives, and all activities outlined within the Corporate Delivery Plan.

Key Risks:

There are no key risks associated with this process.

Financial Implications:

There are no financial implications associated with this process.

Equality and Diversity:

The Board supports NHS 24 in meeting its duties with regard to equality and patient engagement.

1. RECOMMENDATION

- 1.1 The NHS 24 Board is asked to approve the updated Board and Committee Composition, effective from 1 May 2025, following the amendments and updates outlined below.
- 1.2 **Staff Governance Committee and Planning & Performance Committee**
Following discussions with the Board Chair, Non-Executive Directors, and Committee Chairs, it has been proposed and agreed that Ms Carol Gillie will move from the Staff Governance Committee to the Planning & Performance Committee. Simultaneously, Ms Amina Khan will move from the Planning & Performance Committee to the Staff Governance Committee. These adjustments have been carefully considered to align with the organisations strategic goals and to leverage the strengths and expertise of Non-Executive Directors.
- 1.3 **Audit and Risk Committee**
Following discussion and agreement with the Board Chair, Ms Abeer Macintyre will step down from the Audit and Risk Committee, with effect from 1 May 2025, however, will not be replaced with another Non-Executive Director at this time. This will reduce the number of Non-Executive Directors on the Committee to four. This remains within the recommended number outlined within the Audit and Assurance Handbook, which states a minimum number of three Non-Executive Directors are required, and remains within the quorum level outlined in the Committee Terms of Reference, which requires three Non-Executive Directors to constitute a quorate. This arrangement will be reviewed by the Board Chair in Autumn 2025.
- 1.4 **Mr Kevin McMahon, Head of Risk and Resilience**
Following the departure of Mr McMahon, all Committee memberships have been updated to reflect the appointment of Ms Linda Roberston, as the Head of Risk. Committee memberships will be further updated once the Head of Resilience has been appointed.
- 1.5 **Prof Dawn Orr, Associate Director of Nursing & Care**
Prof Orr's title has been updated within the Clinical Governance Committee membership, to reflect her appointment as Associate Director of Nursing & Care.
- 1.6 **Ms Helen Meldrum, Head of Learning Transformation**
Ms Helen Meldrum has been reinstated to the Staff Governance Committee membership, reflecting Ms Meldrum's appointment as Head of Learning Transformation and move to the Digital Transformation Programme under the Senior Responsible Officer (SRO), Deputy Chief Executive and Director of Workforce.
- 1.7 **Ms Fiona MacAulay, Head of Organisational Development, Leadership and Learning**
Addition of Ms MacAulay to Staff Governance Committee membership, reflecting Ms MacAulay's appointment to the role of Head of Organisational Development, Leadership, and Learning.

1.8 Ms Victoria Knox, Associate Director of Workforce

Following Ms Knox's resignation, she has been removed from the Staff Governance Committee membership.

1.9 Remuneration Committee Secretariat

Updated to reflect that the Board Secretary will assume responsibility for providing secretariat support to the Committee.

2. TIMING

2.1 Once approved, the Board and Committee Composition will be effective from 1 May 2025.

3. BACKGROUND

3.1 As outlined in the Corporate Governance Framework, the NHS 24 Board is responsible for approval of Standing Governance Committee membership and is required to review and approve this on a regular basis, at least annually.

4. ENGAGEMENT

4.1 The NHS 24 Board Chair, the Chief Executive Officer, the Board Vice Chair, the Committee Chairs, Non-Executive Directors, and the Board Secretary have been involved in the process of reviewing and updating the Board and Committee Composition.

5. FINANCIAL IMPLICATIONS

5.1 There are no financial implications associated with this process.

6. MEASURABLE BENEFITS

6.1 Regular reviews of the Board and Committee Composition ensures that all Committees are supported with appropriate membership to facilitate scrutiny, challenge and effective decision-making.

7. NEXT STEPS

7.1 Following approval by the NHS 24 Board, the updated Board and Committee Composition will be effective as of 1 May 2025.

BOARD & STANDING COMMITTEE COMPOSITION – at 1 May 2025

NHS 24 Board

Members

Dr Martin Cheyne, Board Chair
Alan Webb, Non-Executive Director and Board Vice Chair
Martin Togneri, Non-Executive Director
Anne Gibson, Non-Executive Director
Carol Gillie, Non-Executive Director
David Howe, Non-Executive Director
Liz Mallinson, Non-Executive Director
Abeer Macintyre, Non-Executive Director
Kenny Woods, Non-Executive Director (Employee Director)
Amina Khan, Non-Executive Director
Jim Miller, Chief Executive
Andrew Moore, Director of Nursing and Care
John Gebbie, Director of Finance
Dr Ron Cook, Medical Director

Attendees

Suzy Aspley, Chief Communications Officer
Ann-Marie Gallacher, Chief Information Officer
Dr Jacqui Hepburn, Deputy Chief Executive and Director of Workforce
Stephanie Phillips, Director of Transformation, Strategy, Planning and Performance
Joanne Edwards, Director of Service Delivery
Geraldine Mathew, Board Secretary

Administration

Lead Executive: Jim Miller

Lead Officer: John Gebbie

Secretariat: Board Secretary

Quorum

Six Members (Four Non-Executive Members and two Executive Directors)

Audit and Risk Committee

Members

Carol Gillie, Non-Executive Director - Chair
Amina Khan, Non-Executive Director – Vice Chair
Martin Togneri, Non-Executive Director
David Howe, Non-Executive Director

Attendees

Dr Martin Cheyne, Board Chair
Jim Miller, Chief Executive
John Gebbie, Director of Finance
Ann Marie Gallacher, Chief Information Officer
Damien Snedden, Deputy Director of Finance
Mary-Jane Mitchell, Partnership Forum Nominated Staff Representative
Linda Robertson, Head of Risk
Joanne Edwards, Director of Service Delivery
Geraldine Mathew, Board Secretary
Representative from Azets, Internal Auditor
Representative from Deloitte, External Auditor

Administration

Lead Executive: John Gebbie

Lead Officer: Damien Snedden

Secretariat: Yvonne Kerr

Quorum

Three Non-Executive Members

Clinical Governance Committee

Members

Martin Togneri, Non-Executive Director - Chair
Anne Gibson, Non-Executive Director – Vice Chair
Abeer Macintyre, Non-Executive Director
Liz Mallinson, Non-Executive Director
Dr Martin Cheyne, Board Chair

Attendees

Jim Miller, Chief Executive
Andrew Moore, Director of Nursing and Care
Dr Ron Cook, Medical Director
John Gebbie, Director of Finance
Stephanie Phillips, Director of Transformation, Strategy, Planning and Performance
John McAnaw, Associate Clinical Director
Jennifer Rodgers, Clinical Lead for Dentistry
Dawn Orr, Associate Director of Nursing & Care
Martin McGregor, Partnership Forum Nominated Staff Representative
Linda Robertson, Head of Risk
Laura Neil, Lead AHP/Interim Head of Clinical Governance and Quality Improvement
Joanne Edwards, Director of Service Delivery
Geraldine Mathew, Board Secretary

Administration

Lead Executive: Andrew Moore

Lead Officer: Dawn Orr

Secretariat: Ann Campbell

Quorum

Three Non-Executive Members

Planning & Performance Committee

Members

David Howe, Non-Executive Director - Chair
Alan Webb, Non-Executive Director and Board Vice Chair
Anne Gibson, Non-Executive Director
Carol Gillie, Non-Executive Director
Dr Martin Cheyne, Board Chair

Attendees

Jim Miller, Chief Executive
John Gebbie, Director of Finance
Dr Ron Cook, Medical Director
Ann Marie Gallacher, Chief Information Officer
Stephanie Phillips, Director of Transformation, Strategy, Planning and Performance
Joanne Edwards, Director of Service Delivery
Dr Jacqui Hepburn, Deputy Chief Executive and Director of Workforce
Suzy Aspley, Chief Communications Officer
Damien Snedden, Deputy Director of Finance
David Morrison, Participation and Equalities Manager
Linda Robertson, Head of Risk
Sanny Gibson, Head of Information Governance & Security
Lynne Kane, Head of Estates and Facilities
Joseph Markey, Staff Side Representative
Geraldine Mathew, Board Secretary
Procurement Manager (SAS) – attends 2 meetings per year (from 1 June 2020)

Administration

Lead Executive: Stephanie Phillips

Lead Officer: Stephanie Phillips

Secretariat: Tracy McMillan

Quorum

Three Non-Executive Members

Staff Governance Committee

Members

Alan Webb Non-Executive Director and Board Vice Chair - Chair
Kenny Woods, Non-Executive Director, Vice Chair (Employee Director)
Liz Mallinson, Non-Executive Director
Amina Khan, Non-Executive Director
Dr Martin Cheyne, Board Chair

Attendees

Jim Miller, Chief Executive
Andrew Moore, Director of Nursing and Care
John Gebbie, Director of Finance
Stephanie Phillips, Director of Transformation, Strategy, Planning and Performance
Joanne Edwards, Director of Service Delivery
Dr Jacqui Hepburn, Deputy Chief Executive and Director of Workforce
Suzy Aspley, Chief Communications Officer
Helen Meldrum, Head of Learning Transformation
Louise Gordon, Head of Employee Relations
Marnie Westwood, Head of Resourcing and Planning
Fiona MacAulay, Head of Organisational Development, Leadership, and Learning
Fred McCosh, Partnership Forum Nominated Staff Representative
Martin MacGregor, Partnership Forum Nominated Staff Representative
Geraldine Mathew, Board Secretary

Administration

Lead Executive: Dr Jacqui Hepburn

Lead Officer: N/A

Secretariat: Chantal Robinson

Quorum

Three Non-Executive Members

Remuneration Committee

Members

Liz Mallinson, Non-Executive Director - Chair
Dr Martin Cheyne, Board Chair
Kenny Woods, Non-Executive Director
Alan Webb, Non-Executive Director and Board Vice Chair
Amina Khan, Non-Executive Director

Attendees

Jim Miller, Chief Executive
Dr Jacqui Hepburn, Deputy Chief Executive and Director of Workforce
Ms Geraldine Mathew, Board Secretary

Administration

Lead Executive: Jim Miller
Lead Officer: Dr Jacqui Hepburn
Secretariat: Board Secretary

Quorum

Three Non-Executive Members

Integrated Governance Committee

Members

Dr Martin Cheyne, Board Chair
Alan Webb, Non-Executive Director and Board Vice Chair
David Howe, Non-Executive Director
Martin Togneri, Non-Executive Director
Carol Gillie, Non-Executive Director

Attendees

Jim Miller, Chief Executive
John Gebbie, Director of Finance
Geraldine Mathew, Board Secretary

Administration

Lead Executive: Jim Miller
Minutes: Board Secretary

Quorum

Three Non-Executive Members