

**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

### **Administration**

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

### **Quorum**

Three Non-Executive Members

### **Attendees**

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

## **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

### **Administration**

Lead Executive: Jim Miller  
Minutes: Board Secretary

### **Quorum**

Three Non-Executive Members

### **Attendees**

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