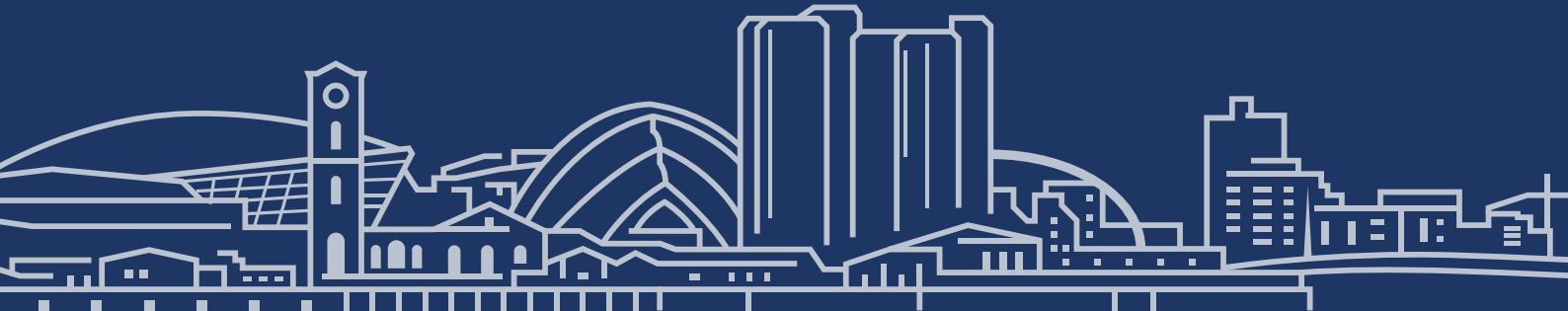


SECTION B

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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. 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 2000²³.
 - 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.

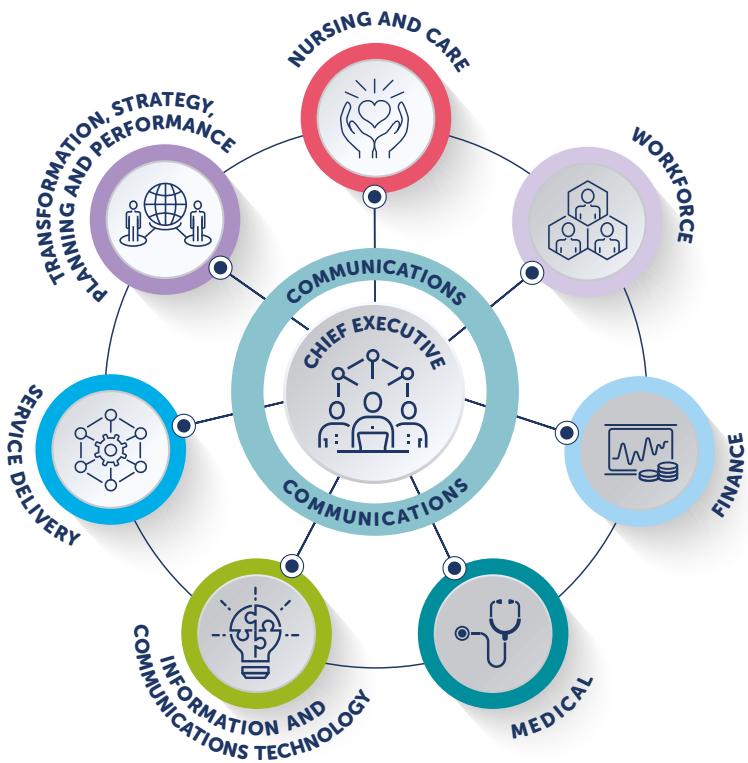
Executive Directors

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 Standard²⁴.
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