

## NHS 24

### Minutes of the Meeting of the NHS 24 Integrated Governance Committee held on Tuesday 6 December 2022 at 10.00am via Microsoft Teams

#### PRESENT

Dr Martin Cheyne (in the Chair)

|                                |                 |
|--------------------------------|-----------------|
| Mr Mike McCormick (Vice Chair) | Ms Carol Gillie |
| Mr Jim Miller (Chief Exec)     | Mr Alan Webb    |
| Mr Martin Togneri              |                 |

#### IN ATTENDANCE

|                      |                                       |
|----------------------|---------------------------------------|
| Mrs Geraldine Mathew | Board Secretary                       |
| Mrs Ann Campbell     | Executive PA to NHS 24 Board (Minute) |

|            |   | ACTION BY |
|------------|---|-----------|
| <b>01.</b> | <b>WELCOME, APOLOGIES AND INTRODUCTIONS</b>   |           |
|            | The Chair welcomed members. Apologies were intimated on behalf of Mr John Gebbie.   |           |
|            | <b>NOTED</b>  |           |
| <b>02.</b> | <b>DECLARATIONS OF INTEREST</b>   |           |
|            | The Chair invited those present to declare any interests in any of the items being discussed. There were no declarations of interest made.                                  |           |
|            | <b>NOTED</b>  |           |
| <b>03.</b> | <b>MINUTES OF PREVIOUS MEETING HELD 8 JUNE 2022 AND ROLLING ACTION LIST</b>   |           |
| <b>a)</b>  | <b>Minute of the Meeting held 8 June 2022</b>   |           |
|            | The Committee considered the minute of the previous meeting held on 8 June 2022 [Paper No. IGC(M)22/01] and were content to approve this as a complete and accurate record. |           |
|            | <b>APPROVED</b>   |           |
| <b>b)</b>  | <b>Rolling Action List</b>  |           |
|            | The Committee considered the Rolling Action List and were content to accept the recommendation that four actions were closed.   |           |
|            | <b>APPROVED</b>   |           |
| <b>04.</b> | <b>MATTERS ARISING</b>  |           |

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| <b>a)</b>   | <b><u>Allocation of Procurement Strategy to Governance Committee</u></b>  |                        |
|             | <p>Following preliminary discussion, Mr John Gebbie, Director of Finance, proposed that, to reduce duplication, the Procurement Strategy would continue to be reported to the Planning &amp; Performance Committee for scrutiny, with the Annual Procurement Report being presented to the Audit &amp; Risk Committee.</p> <p><b><u>APPROVED</u></b></p>  |                        |
|             |   |                        |
| <b>b)</b>   | <b><u>NHS 24 Mid-Year Review</u></b>  |                        |
|             | <p>The Chair provided an overview of the topics discussed at the recent Mid-Year Review. He noted that the discussions were very constructive and highlighted the opportunities for NHS 24 to play a larger part in the wider health and care system. The Chief Executive noted discussion headlines for the Committee to be aware of and these included:</p> <ol style="list-style-type: none"> <li>1. The challenges associated with the workforce target and the relationship between recruitment and performance.</li> <li>2. The ability for NHS 24 to be more flexible in relation to how people carry out their work.</li> <li>3. Exploring opportunities to support and re-establishing strategic conversations in 2023.</li> </ol> <p>The Committee were content to note the update and noted that an update would be given at the next Board meeting on 8 December 2022.</p> <p><b><u>NOTED</u></b></p>   |                        |
| <b>05</b>   | <b>ITEMS FOR APPROVAL</b>   |                        |
| <b>05.1</b> | <b>RISK REGISTER ALIGNMENT TO BOARD AND AUDIT &amp; RISK COMMITTEE</b>  | <b>VERBAL</b>          |
|             | <p>The Committee were asked to consider the current reporting frequency of the Corporate Risk Register, which had been presented to every meeting of the NHS 24 Board since the beginning of the COVID-19 pandemic. Following discussion at the Audit &amp; Risk Committee, the Committee considered the proposal to revert to the pre-pandemic arrangement whereby the Corporate Risk Register was presented to the NHS 24 Board, in line with the Audit &amp; Risk Committee quarterly reporting frequency. Therefore, in normal circumstances it would be presented 4 times per year to the NHS 24 Board unless there was an exception, or a very high risk identified in which case the NHS 24 Board would receive an update on this risk via the Chief Executive's Report to the Board or by an exception report.</p> <p>The Committee were content to approve the proposal to revert to the pre-pandemic Corporate Risk Register Reporting cycle.</p> <p><b><u>APPROVED</u></b></p> | <b>Board Secretary</b> |
| <b>05.2</b> | <b>ALLOCATION OF PROCUREMENT STRATEGY TO GOVERNANCE COMMITTEE</b>   |                        |
|             | This item was covered under Matters Arising.  |                        |
| <b>06</b>   | <b>ITEMS FOR ASSURANCE</b>  |                        |
| <b>06.1</b> | <b>INTERNAL AUDIT PLAN UPDATE</b>   |                        |
|             | The Integrated Governance Committee considered for assurance the attached Internal Audit Plan Update 2022/23 from the Internal Auditors, Grant Thornton, which was recently presented to the Audit and Risk Committee meeting of 1 December 2022.   |                        |

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DRAFT – TO BE RATIFIED**

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|                    | <p>Ms Gillie, Chair of the Audit &amp; Risk Committee, advised positive feedback had been received from the Internal Auditor and that the organisation was on track to deliver the Plan by the February 2023 Audit &amp; Risk Committee meeting.</p> <p>The Chair noted that discussion had taken place with the Internal Auditors at Audit &amp; Risk Committee on one particular categorisation which had received a medium rating although the overall section was low. A discussion followed and the following points were noted:</p> <ul style="list-style-type: none"> <li>• Committee Chairs were encouraged to challenge a categorisation and this was expected by Internal Audit</li> <li>• Internal Audit have the legal responsibility and final view, but the Management Response could be documented</li> </ul> <p>A discussion with the new Internal Auditors would take place in the New Year to clarify the position.</p> <p><b>NOTED</b></p>  | <p><b>Director of Finance</b></p> |
| <p><b>06.2</b></p> | <p><b>CUMULATIVE RISK</b></p>  |                                   |
|                    | <p>The Committee considered the paper 'Managing Cumulative Risk' and the recommendations made within it.</p> <p>The Committee were in support of the content of the paper and the objective of enhancing the rigour of tackling the mitigation of individual risks. However, it was agreed that separation of cumulative risk as an independent issue should be avoided. Furthermore, following comments were highlighted:</p> <ul style="list-style-type: none"> <li>• Overestimation of the likelihood of risk</li> <li>• Cumulative Risk did exist, owing to multiple risks, but it was being tackled by virtue of what was been done to tackle individual risk.</li> </ul> <p>The Committee agreed that</p> <ul style="list-style-type: none"> <li>• Part of managing individual risks was understanding and tracking the effect of mitigation of one risk, on other risks.</li> <li>• There was a need to be wary when multiple risks apply to the same business area e.g., Workforce.</li> </ul> <p>The Committee were content to note the report and were assured by the information provided that effective arrangements were in place throughout NHS 24 that support the management and assurance of cumulative risk.</p> <p><b>NOTED</b></p> |                                   |
| <p><b>06.3</b></p> | <p><b>ANNUAL ACCOUNTS PROCESS AND GOVERNANCE ARRANGEMENTS</b></p>  |                                   |
|                    | <p>The Integrated Governance Committee considered the paper recently presented to the Audit and Risk Committee on 1 December 2022, which described the planned preparation process and governance arrangements of the Annual Report and Accounts for 2022/23.</p> <p>The Board Secretary highlighted the proposed process changes, those being:</p> <ul style="list-style-type: none"> <li>• Owing to the tight timescale of the Annual Accounts process, the Communications Team would manage development of the Annual Report for 2022/23. The Annual Report would be presented to Audit &amp; Risk Committee in advance of the Annual Accounts deadline for feedback. A timeline would be discussed.</li> <li>• A review of the papers going to June Board Reserve and June Board has been undertaken to avoid duplication.</li> </ul>  | <p><b>Board Secretary</b></p>     |

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|             | <p>The Committee were content to approve the recommendations made within the paper including the enhanced process in respect of the development of the Annual Report and the Annual Accounts for 2022/23 and approved the amended arrangements for the presentation of routine reports to the Audit &amp; Risk Committee, the NHS 24 Board Reserve meeting and the NHS 24 Board meeting, for the 2022/23 Annual Report and Accounts process.</p> <p><b>APPROVED</b></p>   |                        |
| <b>06.4</b> | <b>PROPOSED BOARD AND COMMITTEE DATES 2023/24</b>   |                        |
|             | <p>The Committee considered the paper 'Proposed Board and Committee Dates 2023/24, presented by the Board Secretary, Mrs Geraldine Mathew. The paper detailed the Board and Governance Committee Schedule of Meeting Dates for 2023/24, which would be presented to the Board in March 2023 for approval.</p> <p>The Committee discussed the possibility of holding Board meetings in various locations, including the potential to host Board meetings with other partners such as territorial Boards, and considered the benefits of doing so. It was noted that the Board Workshops may present more flexibility to hold meetings in other locations, and it was agreed that consideration would be given to the possibility of holding the May 2023 Board Workshop in another location, and this could be incorporated into the Engagement Strategy.</p> <p>In summary, the Committee were content to note the proposed schedule of dates for the Board and Governance Committee Meeting Dates for 2023/24 and noted that further work would be undertaken to consider the potential options to hold Board sessions in different locations, as part of the Engagement Strategy.</p> <p><b>NOTED</b></p> |                        |
| <b>06.5</b> | <b>DRAFT BOARD AND COMMITTEE WORK PLANS 2023/24</b>   |                        |
|             | <p>The Committee considered the paper 'Draft Board and Governance Committee Workplans 2023/24, presented by the Board Secretary, Mrs Geraldine Mathew. The paper provided an overview of the current 2023/24 Workplans and noted ongoing work to develop these.</p> <p>In response to a question raised regarding the conclusion of the Equality and Rights SLWG and clarification of the reporting process, the Board Secretary agreed to take this forward for inclusion in the Workplans and this would be circulated to the Integrated Governance Committee via email, in due course.</p> <p>The Committee noted that, whilst the Workplans detail quarterly and annual items that could be programmed in advance, it was necessary to ensure sufficient time for tackling other issues as they arise.</p> <p>In summary, the Committee were content to note the Draft Board and Committee Workplans for 2023/24, and that these would continue to be developed and shaped throughout the remainder of 2022/23, in collaboration with the Chairs of the Committees, the Executive Leads, and the Committee members.</p> <p><b>NOTED</b></p>   | <b>Board Secretary</b> |
| <b>07</b>   | <b>ITEMS FOR DISCUSSION</b>   |                        |
| <b>07.1</b> | <b>ANNUAL BOARD AND GOVERNANCE COMMITTEE EFFECTIVENESS REVIEWS</b>  |                        |
|             | <p>The Chair advised that a formal Board Effectiveness Self-Assessment was last undertaken in 2019 and asked the Committee for thoughts in relation to planning for a formal Board Effectiveness Self-Assessment and Governance Committee Effectiveness Self-</p>   |                        |

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|             | <p>Assessments, along with the proposal to undertake an External Assessment of Board Effectiveness.</p> <p>The Committee agreed that it would be beneficial to undertake both Board and Governance Committee self-assessments and it was suggested that this was postponed until the new financial year to allow an opportunity to ensure a uniform process across the Committees.</p> <p>In relation to undertaking an External Audit of Board Effectiveness, the Chief Executive noted that it had previously been agreed to use Internal Audit as a backstop and guide in relation to how frequently an external audit was necessary.</p> <p>In summary, the Committee agreed that the Board Secretary would develop a proposal which detailed arrangements to undertake a Board Effectiveness Self-Assessment and Governance Committee Effectiveness Self Assessments in 2023, and options available to undertake an External Assessment of Board Effectiveness in 2024/25.</p> <p><b>NOTED</b></p>  | <b>Board Secretary</b> |
| <b>07.2</b> | <b>BOARD AND COMMITTEE MEETINGS FORMAT ARRANGEMENTS AND CONSISTENCY (IN PERSON, TEAMS, HYBRID)</b>   |                        |
|             | <p>The Board Secretary advised that Duncan Wallace (Advisor to the Ethical Standards Commission) attended the last Board Secretaries meeting and gave a presentation comparing in-person, online, hybrid meeting formats. A proposal was being developed and would be presented to the Board Secretaries Group however no timeframe has been indicated for this as yet. It would therefore be helpful for the Integrated Governance Committee members to agree a consistent way forward in respect of the approach to meetings.</p> <p>A discussion followed and the main points summarised below:</p> <ul style="list-style-type: none"> <li>• NHS 24 Board Meetings would continue to take place in person, with all members encouraged to attend wherever possible. MS Teams links would be made available in circumstances where Board members were unable to attend in person.</li> <li>• NHS 24 Board Workshop Sessions would also continue to take place in person, with the above exception.</li> <li>• Governance Committees may avail of online options if felt appropriate e.g., ARC would commit to having alternate meetings, e.g., one meeting in person, and one meeting virtually on MS Teams. Committees would trial the route they felt most appropriate for the next two Committee cycles, with this being reviewed by the Integrated Governance Committee at its next meeting in June 2023.</li> <li>• For clarity, the Integrated Governance Committee agreed that, in the interests of developing effective relationships, and ensuring high quality discussions at meetings, every effort should be made by Board members to attend in person meetings, where possible. A hybrid approach would be undertaken for face-to-face meetings where members were unable to attend in person due to exceptional circumstances.</li> </ul> <p>The Committee agreed that flexibility may be required and as such online should be offered as an alternative in the event that a member was unable to attend an intended 'in person' meeting.</p> |                        |
| <b>08.</b>  | <b>AOB</b>   |                        |
|             | <p>The Chair advised that he had been asked to sit on a NES Board Development Reference Group.</p> <p>The Chair invited members to raise topics in advance of the Annual Private Meeting of the Non-Executive Directors and the Chief Executive on Thursday 8 December after Board.</p> <p><b>NOTED</b></p>  |                        |

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| 09. | <b>KEY HIGHLIGHTS TO THE BOARD</b>  |  |  |
|     | <p>The Chair and the Board Secretary would draft the key highlights to the Board including the following key items of discussion:</p> <ul style="list-style-type: none"> <li>• Risk Register Alignment to the Board and Audit &amp; Risk Committee</li> <li>• Allocation of the Procurement Strategy to Governance Committees</li> <li>• Managing Cumulative Risk</li> <li>• Annual Accounts Process and Governance Arrangements</li> <li>• Draft Board and Committee Workplans 2023/24</li> <li>• Annual Board and Governance Committee Effectiveness Reviews</li> <li>• Board and Governance Committee Meetings – Format Arrangements and Consistency</li> </ul> <p><b><u>NOTED</u></b></p> |  |  |
| 10. | <b>DATE AND TIME OF NEXT SCHEDULED MEETING</b>  |  |  |
|     | Tuesday 27 June 2023, at 10.00am  |  |  |
|     |   |  |  |