

<b>NHS 24 BOARD MEETING</b>		<b>31 AUGUST 2023 ITEM NO 13.1 FOR APPROVAL</b>	
<b>BOARD AND COMMITTEE COMPOSITION UPDATE 1 SEPTEMBER 2023</b>			
<b>Executive Sponsor:</b>	John Gebbie, Director of Finance		
<b>Lead Officer/Author:</b>	Geraldine Mathew, Board Secretary		
<b>Action Required</b>	The Board is asked to review and approve the updated Board and Committee Composition as at 1 September 2023.		
<b>Key Points for this Committee to consider</b>	Approve the updated Board and Committee Composition following amendments made, those being: <ul style="list-style-type: none"> <li>• Dr Jacqui Hepburn's appointment to the role of Deputy Chief Executive.</li> <li>• Retiral of Ms Janice Houston, Interim Director of Service Delivery.</li> <li>• Amendment to Internal Auditor – Azets.</li> <li>• Amendment to External Auditor – Deloitte.</li> </ul>		
<b>Governance process</b>	This paper is for Board approval.		
<b>Strategic alignment and link to overarching NHS Scotland priorities and strategies</b>	The Board and Committee Composition provides assurance for continuous Board Leadership and scrutiny to support the delivery of the Board's Strategic Objectives.		
<b>Key Risks</b>	There are no key risks associated with this process.		
<b>Financial Implications</b>	There are no financial implications associated with this process.		
<b>Equality and Diversity</b>	The Board supports NHS 24 in meeting its duties with regard to equality and patient engagement.		

## **1. RECOMMENDATION**

1.1 The Board is asked to approve the updated Board and Committee Composition as of 1 September 2023, following the amendments and updates below:

### **1.2 Deputy Chief Executive**

Dr Jacqui Hepburn, Director of Workforce, has recently undertaken the role of Deputy Chief Executive, which incorporates additional duties to the role of Director of Workforce.

### **1.3 Retiral of Interim Director of Service Delivery**

Following the retirement of Ms Janice Houston, the role of Interim Director of Service Delivery has been removed from the Board and Committee Composition. Ms Pauline Howie took up the role of Director of Service Delivery in November 2022.

### **1.4 Associate Director of Operations & Nursing**

Mr Patrick Rafferty has recently taken up post as Associate Director of Operations & Nursing, and as such, as been included in the Clinical Governance Committee composition.

### **1.5 Internal Auditor**

Azets have recently been appointed as NHS 24's new Internal Auditor and the composition of the Audit and Risk Committee has been updated to reflect this change.

### **1.6 External Auditor**

Deloitte have recently been appointed as NHS 24's new External Auditor and the composition of the Audit and Risk Committee has been updated to reflect this change.

## **2. TIMING**

2.1 Once approved the composition will be effective as of 1 September 2023 and will be updated later in the year to reflect the departure of Mr Mike McCormick as the Board Vice Chair and Chair of Planning and Performance Committee, following completion of his second term of office on 31 October 2023. The composition will also be updated at this time to include the incoming Non-Executive Director of the Board following the recruitment round in September 2023; the appointment of the new Board Vice Chair; and the appointment of the new Chair of Planning and Performance Committee.

## **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, at least once per annum.

**4. ENGAGEMENT**

- 4.1 Executive Leads and Committee Secretariat 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. NEXT STEPS**

- 6.1 Following approval by the NHS 24 Board, the updated Board and Committee Composition will be effective as of 1 September 2023.
- 6.2 A further update on the Board and Committee Composition will be presented to the Board for approval later in the year, following appointment of the incoming Non-Executive Director of the NHS 24 Board; the appointment of the Board Vice Chair position; and the appointment of the Chair of the Planning and Performance Committee.

## **BOARD & STANDING COMMITTEE COMPOSITION – at 1 September 2023**

### **NHS 24 Board**

#### **Members**

Dr Martin Cheyne, Chair  
Mike McCormick, Non-Executive Director, Vice Chair  
Marieke Dwarshuis, Non-Executive Director  
Anne Gibson, Non-Executive Director  
Carol Gillie, Non-Executive Director  
David Howe, Non-Executive Director  
Liz Mallinson, Non-Executive Director  
Martin Togneri, Non-Executive Director  
Alan Webb, Non-Executive Director  
Kenny Woods, Non-Executive Director (Employee Director)  
Jim Miller, Chief Executive  
Maria Docherty, Director of Nursing and Care  
John Gebbie, Director of Finance  
Dr Laura Ryan, 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  
Pauline Howie, Director of Service Delivery

#### **Administration**

**Lead Executive:** Jim Miller

**Lead Officer:** John Gebbie

**Minutes:** Board Secretary

#### **Quorum**

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

## **Audit and Risk Committee**

### **Members**

Carol Gillie, Non-Executive - Chair  
Marieke Dwarshuis, Non-Executive Director – Vice Chair  
Martin Togneri, Non-Executive Director  
Mike McCormick, Non-Executive Director  
David Howe, Non-Executive Director

### **Attendees**

Dr Martin Cheyne, Board Chair  
Jim Miller, Chief Executive  
Dr Laura Ryan, Medical Director (as/when required)  
John Gebbie, Director of Finance  
Ann Marie Gallacher, Chief Information Officer  
Maria Docherty, Director of Nursing & Care (as/when required)  
Damien Snedden, Deputy Director of Finance  
Mary-Jane Mitchell, Partnership Forum Nominated Staff Representative  
Kevin McMahon, Head of Risk and Resilience  
Representative from Azets, Internal Auditor  
Representative from Deloitte, External Auditor

### **Administration**

**Lead Executive:** John Gebbie  
**Lead Officer:** Damien Snedden  
**Minutes:** Yvonne Kerr  
**Quorum**  
Three Non-Executive Members

## **Clinical Governance Committee**

### **Members**

Martin Togneri, Non-Executive Director - Chair  
Anne Gibson, Non-Executive Director  
Marieke Dwarshuis, Non-Executive Director  
Liz Mallinson, Non-Executive Director

### **Attendees**

Dr Martin Cheyne, Board Chair  
Jim Miller, Chief Executive  
Maria Docherty, Executive Director of Nursing & Care  
Andrew Moore, Deputy Director of Nursing & Care  
Dr Laura Ryan, Medical Director  
John Gebbie, Director of Finance  
Stephanie Phillips, Director of Transformation, Strategy, Planning and Performance  
John McAnaw, Associate Clinical Director  
Patrick Rafferty, Associate Director of Operations & Nursing  
Martin McGregor, Partnership Forum Nominated Staff Representative  
Kevin McMahon, Head of Risk & Resilience  
Laura Neil, Lead AHP  
Pauline Howie, Director of Service Delivery

### **Administration**

**Lead Executive:** Maria Docherty

**Lead Officer:** Andrew Moore

**Minutes:** Kay Carmichael

### **Quorum**

Three Non-Executive Members

## **Planning & Performance Committee**

### **Members**

Mike McCormick, Non-Executive Director - Chair  
Alan Webb, Non-Executive Director  
Anne Gibson, 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  
Stephanie Phillips, Director of Transformation, Strategy, Planning and Performance  
Pauline Howie, 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  
Kevin McMahan, Head of Risk and Resilience  
Sanny Gibson, Head of Information Governance & Security  
Lynne Kane, Facilities Manager  
Joseph Markey, Staff Side Representative  
Procurement Manager (SAS) – attends 2 meetings per year (from 1 June 2020)

### **Administration**

**Lead Executive:** Stephanie Phillips

**Lead Officer:** Stephanie Phillips

**Minutes:** Tracy McMillan

### **Quorum**

Three Non-Executive Members

## **Staff Governance Committee**

### **Members**

Alan Webb Non-Executive Director - Chair  
Kenny Woods, Non-Executive Director, Vice Chair (Employee Director)  
Liz Mallinson, Non-Executive Director  
Carol Gillie, Non-Executive Director

### **Attendees**

Dr Martin Cheyne, Board Chair  
Jim Miller, Chief Executive  
Maria Docherty, Director of Nursing and Care  
John Gebbie, Director of Finance  
Stephanie Phillips, Director of Transformation, Strategy, Planning and Performance  
Pauline Howie, Director of Service Delivery  
Dr Jacqui Hepburn, Deputy Chief Executive and Director of Workforce  
Suzy Aspley, Chief Communications Officer  
Louise Gordon, Head of Employee Relations  
Marnie Westwood, Head of HR Business Services  
Helen Meldrum, Head of OD, Leadership and Learning  
Fred McCosh, Partnership Forum Nominated Staff Representative  
Martin MacGregor, Partnership Forum Nominated Staff Representative

### **Administration**

**Lead Executive:** Dr Jacqui Hepburn

**Lead Officer:** N/A

**Minutes:** Chantal Robinson

### **Quorum**

Three Non-Executive Members



## **Remuneration Committee**

### **Members**

Liz Mallinson, Non-Executive Director - Chair  
Dr Martin Cheyne, Board Chair  
Mike McCormick, Non-Executive Director  
Alan Webb, Non-Executive Director  
Kenny Woods, Non-Executive Director

### **Attendees**

Jim Miller, Chief Executive  
Dr Jacqui Hepburn, Deputy Chief Executive and Director of Workforce

### **Administration**

**Lead Executive:** Jim Miller  
**Lead Officer:** Dr Jacqui Hepburn  
**Minutes:** Chantal Robinson

### **Quorum**

Three Non-Executive Members

**Integrated Governance Committee**

**Members**

Dr Martin Cheyne, Board Chair  
Alan Webb, Non-Executive Director  
Mike McCormick, Non-Executive Director  
Martin Togneri, Non-Executive Director  
Carol Gillie, Non-Executive Director

**Attendees**

Jim Miller, Chief Executive  
John Gebbie, Director of Finance

**Administration**

Lead Executive: Jim Miller  
Minutes: Board Secretary

**Quorum**

Three Non-Executive Members