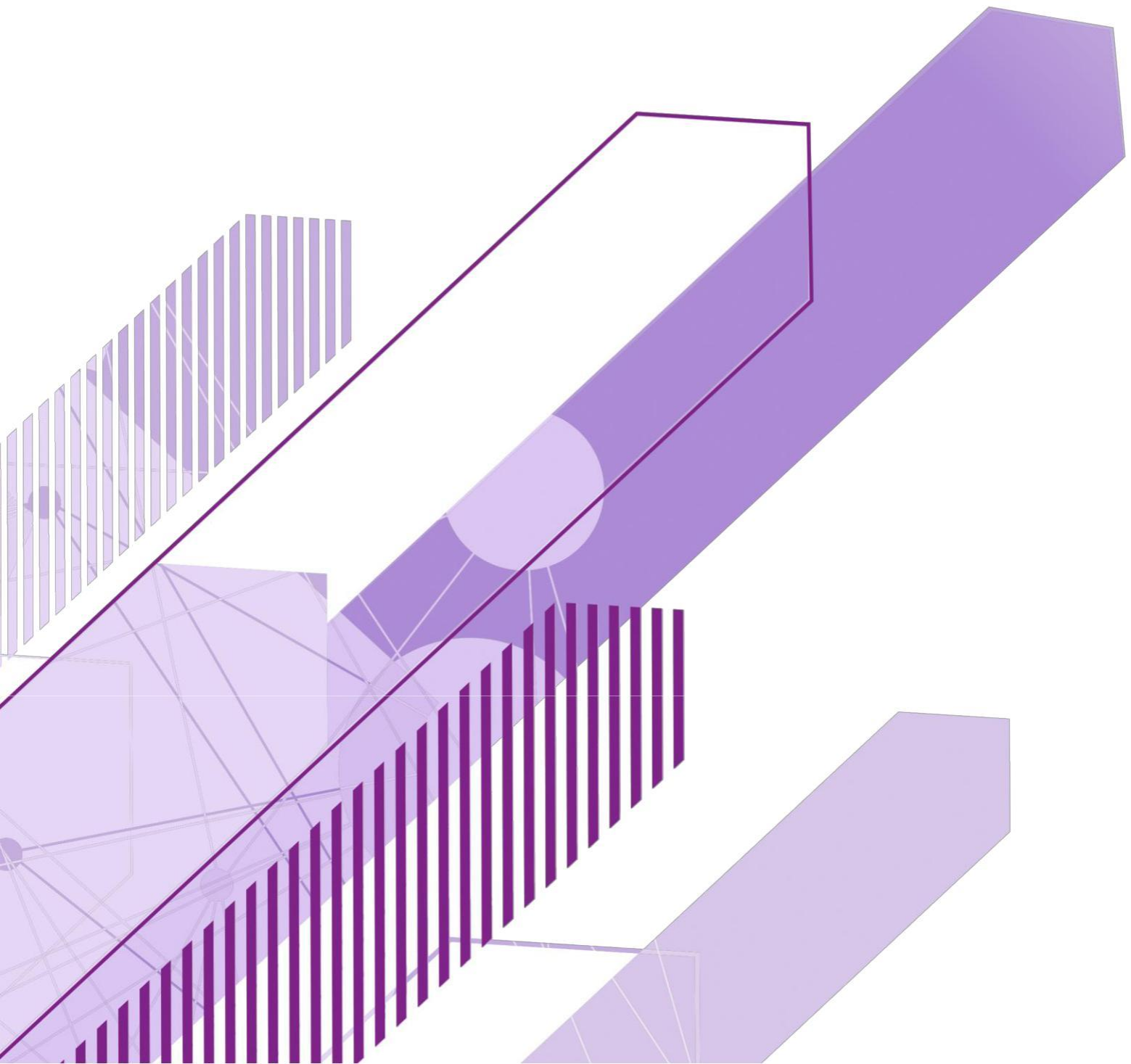


Corporate Governance Framework



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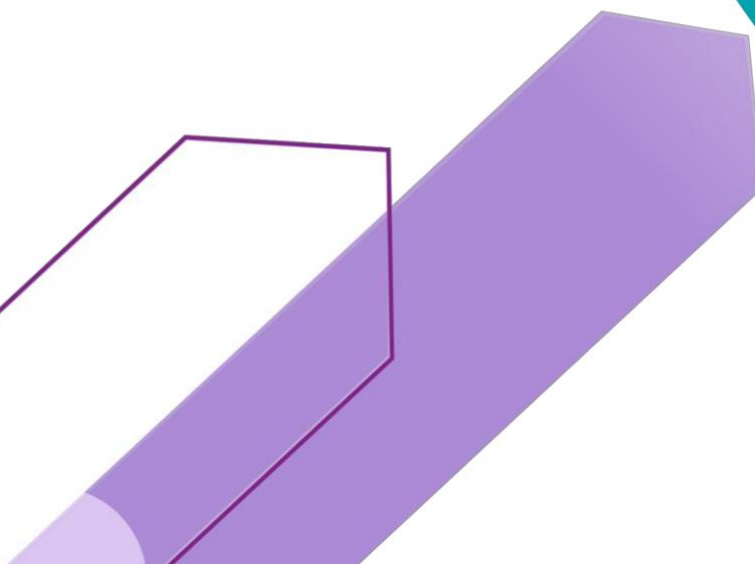
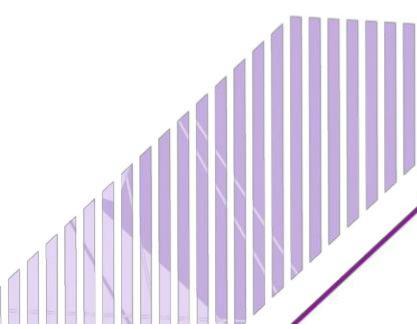
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SECTION 1: INTRODUCTION

BACKGROUND

NHS 24 is a **Special** Health Board, created under The NHS 24 (Scotland) Order 2001, with effect from 6 April 2001.

The Board will seek at all times to comply with guidance from the Scottish Government Health and Social Care Directorates (SGHSCD).

The documents within the Framework are issued for the regulation of the conduct of the NHS 24 Board, its Non Executive Board Members, its Executive Directors and Officers and shall have effect as if incorporated in the NHS 24 Standing Orders.

Failure to comply with the Standing Orders, Standing Financial Instructions, Reservations of Powers to the Board and the Scheme of Delegation is a disciplinary matter, which could result in dismissal.

The Committees established by the Board are:

- Audit & Risk Committee
- Clinical Governance Committee
- Staff Governance Committee
- Remuneration Committee
- Planning and Performance Committee

Delegation to Officers

All powers of the Board, which have not been retained as reserved by the Board or delegated to a Committee, shall be exercised on behalf of the Board by the Chief Executive. The Chief Executive is required to prepare a Scheme of Delegation identifying which functions he/she shall perform personally and which functions have been delegated to other Directors and Officers.

The Chief Executive is accountable to the Board and as Accountable Officer is also accountable to the Accounting Officer of the NHS in Scotland for ensuring that the Board meets its obligation to perform its functions within available financial resources.

The Chief Executive shall have overall executive responsibility for the Board's activities and shall be responsible to the Board for ensuring that its financial obligations and targets are met and shall have overall responsibility for the Board's system of internal financial control.

All powers delegated by the Chief Executive can be re-assumed by him/her should the need arise. As Accountable Officer, the Chief Executive is accountable to the Accounting Officer of the NHS in Scotland for the funds entrusted to the Board.

Responsibility

All staff are individually and collectively responsible for the security of the Board's property, for avoiding loss, for economy and efficiency in the use of resources and for complying with the requirements of the Standing Orders and other operating procedures the Board adopts.

SECTION 2: NHS 24 FRAMEWORK DOCUMENT

Good governance is essential in addressing the challenges the public sector face. Providing high quality, safe, sustainable health and social care services depends on Health Boards developing robust, accountable and transparent corporate governance systems.

"A Blueprint for Good Governance" has been developed for NHS Scotland, which draws on current best practice to ensure all Boards assess and develop their corporate governance systems. It emphasises the importance of good corporate governance, introduces a refreshed corporate governance blueprint and describes how adopting this blueprint can help NHS Boards improve their corporate governance system and deliver a consistent and transparent governance approach.

The corporate governance blueprint describes a three-tiered model that defines:

- the functions of a governance system
- the enablers
- the support required to effectively deliver those functions

All Boards should make themselves familiar with the Blueprint and the range of work that is underway to develop corporate governance in NHS Scotland.

What distinguishes this model from other governance models is its clear acknowledgement of the importance of how the Board approaches the achievement of its strategic aims and objectives as well as its focus on performance and outcomes. Although the model is presented as three distinct sections, they are in reality inter-dependent.

As the values, attitudes and behaviours that individuals demonstrate through their work as Board Members and Executive Team members play a major part in influencing the organisation's culture and ethos, having positive values, attitudes and behaviours underpin Board success.

Full details can be sourced at [https://www.sehd.scot.nhs.uk/dl/DL\(2019\)02.pdf](https://www.sehd.scot.nhs.uk/dl/DL(2019)02.pdf)

Introduction

1 This framework document has been drawn up by the Scottish Government (SG) in consultation with NHS 24. It sets out the broad framework within which NHS 24 will operate and defines key roles and responsibilities, which underpin the relationship between NHS 24 and the SG. While this document does not confer any legal powers or responsibilities, it forms a key part of the accountability and governance framework and should be reviewed and updated as necessary at least every 2-3 years. Any proposals to amend the framework document by either the SG or NHS 24 will be taken forward in consultation and in the light of SG priorities and policy aims. Any question regarding the interpretation of the document shall be determined by the SG after consultation with NHS 24. Legislative provisions shall take precedence over any part of the document.

2 References to NHS 24 include any subsidiaries and joint ventures owned or controlled by NHS 24. NHS 24 shall not establish subsidiaries or enter into joint ventures without the express approval of the SG.

3 Copies of the document shall be placed in the Scottish Parliament Reference Centre. It shall also be published on the SG and the NHS 24 websites.

Purpose

4 NHS 24 is to contribute to the achievement of the SG's primary purpose of increasing sustainable economic growth by aligning its aims and objectives with the Programme for Government, Scotland's Economic Strategy and National Performance Framework.

5 NHS 24's statutory duties are to:

Under the National Health Service (Scotland) Act 1978 and the NHS 24 (Scotland) Order 2001, NHS 24 is responsible for the delivery of clinical assessment and triage, health advice and information by telephone and online services to the population of Scotland 24 hours a day, 365 days a year.

6 NHS 24's purpose, strategic aims and objectives, as agreed by the Scottish Ministers, are to:

- triage calls, assess patients' symptoms and refer patients to the most appropriate healthcare professional within an appropriate timescale based on clinical need
- work in partnership with local health services provided by NHS Boards, NHS staff organisations and local communities through integration with other parts of the NHS – in particular, the Primary Care Out-of-Hours Services provided by NHS Boards throughout Scotland, the Scottish Ambulance Service and the Acute Hospitals' Accident and Emergency Departments
- promote inter agency working between NHS Boards by working collaboratively to achieve wider system benefits
- build relationships across different sectors, understanding the requirements of local authorities on NHS boards and the need to integrate health and social care working to improve the quality of services to patients
- support the prevention and health improvement agenda across Scotland by working in partnership with local Boards to provide added value services where and, when required, utilising the IT telephony and infrastructure to benefit patients 24 hours a day

¹This is a model framework document, which should be the starting point for the framework documents for all NDPBs. However, it should be tailored to suit the individual circumstances of each NDPB so that it clearly represents the particular roles and responsibilities of the body, its officers and Scottish Government Ministers and officials. For example, it should clearly reflect the basis for the establishment of the NDPB, clearly set out where NDPBs carry out functions that are outside the control of Ministers and set out special arrangements for the B Board (e.g. ex-officio members) or for NDPBs which are charities. Agreement on substantive adaptations would normally involve the SG Public Bodies Unit and/or Finance Directorate.

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Relationship between Scottish Government and NHS 24

7 Effective strategic engagement between the SG and NHS 24 is essential in order that they work together as effectively as possible to maintain and improve public services and deliver improved outcomes. Both the SG and NHS 24 will take all necessary steps to ensure that their relationship is developed and supported in line with the jointly agreed principles set out in the statement on [‘Strategic Engagement between the Scottish Government and Scotland’s NDPBs’](#).

Governance and accountability

Legal origins of power and duties

8 NHS 24 was constituted on 6 April 2001 under the NHS 24 (Scotland) Order 2001, No. 137. The constitution of NHS 24 is set out in Paragraph 3 of the Order. NHS 24 does not carry out its functions on behalf of the Crown.

Ministerial responsibilities

9 The Scottish Ministers are ultimately accountable to the Scottish Parliament for the activities of NHS 24 and its use of resources. They are not however responsible for day-to-day operational matters (and founding legislation prevents them from directing NHS 24 in relation to specific statutory functions). Their responsibilities include:

- agreeing NHS 24’s strategic aims and objectives and key targets as part of the corporate planning process
- agreeing the budget and the associated grant in aid requirement to be paid to NHS 24, and securing the necessary Parliamentary approval
- carrying out responsibilities specified in the 1978 Act and 2001 Order such as appointments to NHS 24’s Board, approving the terms and conditions of Board members, (and appointment of the Chief Executive)
- other matters such as approving NHS 24’s Chief Executive and staff pay remit in line with SG [Pay Policy](#) and laying the accounts (together with the annual report) before the Parliament

NHS 24 Board Responsibilities

10 The NHS 24 Board, including the Chair, normally consists of non-executive and executive members appointed by the Scottish Ministers in line with the Code of Practice for Ministerial Public Appointments in Scotland. The role of the Board is to provide leadership, direction, support and guidance to ensure the Body delivers and is committed to delivering its functions effectively and efficiently and in accordance with the aims, policies and priorities of the Scottish Ministers. It has corporate responsibility, under the leadership of the Chair, for the following:

- taking forward the strategic aims and objectives for the body agreed by the Scottish Ministers
- determining the steps needed to deal with changes which are likely to impact on the strategic aims and objectives of NHS 24 or on the attainability of its operational targets
- promoting the efficient, economic and effective use of staff and other resources by NHS 24 consistent with the principles of [Best Value](#), including, where appropriate, participation in [shared services](#) arrangements
- ensuring that effective arrangements are in place to provide assurance on risk management, governance and internal control. (The Board must set up an [audit committee](#) chaired by a non-executive member to provide independent advice and assurance on the effectiveness of the internal control and risk management systems)
- (in reaching decisions) taking into account relevant guidance issued by the Scottish Ministers
- approving the annual accounts and ensuring Scottish Ministers are provided with the annual report and accounts to be laid before the Scottish Parliament. The Chief Executive as the Accountable Officer of the public body is responsible for signing the accounts and ultimately responsible to the Scottish Parliament for their action.

SECTION 2: NHS 24 FRAMEWORK DOCUMENT

- ensuring that the Board receives and reviews regular financial information concerning the management and performance of NHS 24 and is informed in a timely manner about any concerns regarding the activities of NHS 24
- appointing [with the approval of the Scottish Ministers] the NHS 24 Chief Executive, following appropriate approval of the Chief Executive's remuneration package in line with SG [Pay Policy for Senior Appointments](#) and, in consultation with the SG, setting appropriate performance objectives which give due weight to the proper management and use of resources within the stewardship of NHS 24 and the delivery of outcomes
- demonstrating high standards of corporate governance at all times, including openness and transparency in its decision-making

Further guidance on how the Board should discharge its duties is provided in appointment letters and in [On Board – A Guide for Members of Statutory Boards](#).

The Chair's Responsibilities

11 The Chair is accountable to the Scottish Ministers and, in common with any individual with responsibility for devolved functions, may also be held to account by the Scottish Parliament. Communications between the NHS 24 Board and the Scottish Ministers should normally be through the Chair. He or she is responsible for ensuring that NHS 24's policies and actions support the Scottish Ministers' wider strategic policies and that its affairs are conducted with probity.

12 In leading the Board the Chair must insure that:

- the work of the Board is subject to regular self-assessment and that the Board is working effectively
- the Board, in accordance with recognised good practice in corporate governance, is diverse both in terms of relevant skills, experience and knowledge appropriate to directing NHS 24's business, and in terms of protected characteristics under the Equality Act
- the Board members are fully briefed on terms of appointment, duties, rights and responsibilities
- he or she, together with the other Board members, receives appropriate induction training, including on financial management and reporting requirements and, as appropriate, on any differences that may exist between private and public sector practice
- succession planning takes place to ensure that the Board is diverse and effective, and the Scottish Ministers are advised of NHS 24 needs when Board vacancies arise
- there is a code of conduct for Board members in place, approved by the Scottish Ministers

13 The Chair assesses the performance of individual Board members on a continuous basis and undertakes a formal appraisal at least annually. The Chair, in consultation with the Board as a whole, is also responsible for undertaking an annual appraisal of the performance of the Chief Executive.

Individual Board Members' Responsibilities

14 Individual Board members should act in accordance with the responsibilities of the Board as a whole and comply at all times with the code of conduct adopted by NHS 24 and with the rules relating to the use of public funds and to conflicts of interest. (In this context "public funds" means not only any funds provided to NHS 24 by the Scottish Ministers but also any other funds falling within the stewardship of NHS 24, including trading and investment income, gifts, bequests and donations.) General guidance on Board members' responsibilities is summarised in their appointment letters and is also provided in [On Board](#).

NHS 24 Chief Executive responsibilities

15 The Chief Executive of NHS 24 is employed and appointed by the Board with the approval of the Scottish Ministers. He/she is the Board's principal adviser on the discharge of its functions and is accountable to the Board. His/her role is to provide operational leadership to NHS 24 and ensure that the Board's aims and objectives are met and the NHS 24 functions are delivered and targets met through effective and properly controlled executive action. His/her general responsibilities include the performance, management and staffing of NHS 24. General guidance on the role and

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- advising the Board on the discharge of its responsibilities - as set out in this document, in the founding legislation and in any other relevant instructions and guidance issued by or on behalf of the Scottish Ministers - and implementing the decisions of the Board
- ensuring that financial considerations are taken fully into account by the Board at all stages in reaching and executing its decisions, and that appropriate financial appraisal and evaluation techniques, consistent with the [Appraisal and Evaluation](#) section of the [Scottish Public Finance Manual](#) (SPFM), are followed
- ensuring that NHS 24 adheres, where appropriate, to the SG's [Programme and Project Management \(PPM\) Principles](#)
- having robust performance and risk management arrangements - consistent with the [Risk Management](#) section of the SPFM - in place that support the achievement of NHS 24's aims and objectives and that facilitate comprehensive reporting to the Board, the SG and the wider public
- ensuring that adequate systems of internal control are maintained by NHS 24, including effective measures against fraud and theft consistent with the [Fraud](#) section of the SPFM
- establishing appropriate documented internal delegated authority arrangements consistent with the [Delegated Authority](#) section of the SPFM
- advising the Board on the performance of NHS 24 compared with its aims and objectives
- preparing NHS 24's corporate and business plans, in the light of the strategic aims and objectives agreed by the Scottish Ministers
- ensuring effective relationships with SG officials
- ensuring that timely forecasts and monitoring information on performance and finance are provided to the SG; that the SG is notified promptly if over or under spends are likely and that corrective action is taken; and that any significant problems whether financial or otherwise, and whether detected by internal audit or by other means, are notified to the SG in a timely fashion
- ensuring staff pay proposals are in line with SG [Pay Policy](#) and submitted in time and the necessary approvals obtained prior to implementing any annual award

NDPB Accountable Officer responsibilities

16 The Principal Accountable Officer for the Scottish Administration (the Permanent Secretary of the SG) will designate the Chief Executive as the Accountable Officer for NHS 24. Accountable Officers are personally answerable to the Scottish Parliament for the exercise of their functions, as set out in the [Memorandum to Accountable Officers for Other Public Bodies](#). These include:

- ensuring the propriety and regularity of NHS 24's finances and that there are sound and effective arrangements for internal control and risk management
- ensuring that the resources of the public body are used economically, efficiently and effectively, and that arrangements are in place to secure Best Value and deliver Value for Money for the public sector as a whole
- ensuring compliance with relevant guidance issued by the Scottish Ministers, in particular the SPFM and SG [Pay Policy](#)
- signing the annual accounts and associated governance statements
- a statutory duty to obtain written authority from the Board/Chair before taking any action, which they considered, would be inconsistent with the proper performance of the Accountable Officer functions. The Accountable Officer should also notify the relevant Portfolio Accountable Officer

17 It is incumbent on the Chief Executive to combine his/her Accountable Officer responsibilities to the Scottish Parliament with his/her wider responsibilities to the Board. The Board / Chair should be fully aware of, and have regard to, the Accountable Officer responsibilities placed upon the Chief Executive, including the statutory duty described above.

SECTION 2: NHS 24 FRAMEWORK DOCUMENT

Portfolio Accountable Officer responsibilities

18 The Principal Accountable Officer for the Scottish Administration will designate the Director-General for Health and Social Care as the Accountable Officer for the SG portfolio budget for NHS 24. The responsibilities of a Portfolio Accountable Officer are set out in detail in the [Memorandum to Accountable Officers for Parts of the Scottish Administration](#). He/she is personally answerable to the Scottish Parliament for ensuring that:

- the financial and other management controls applied by the SG are appropriate and sufficient to safeguard public funds and, more generally that those being applied by NHS 24 conform to the requirements both of propriety and of good financial management
- the key roles and responsibilities which underpin the relationship between the SG and NHS 24 are set out in a framework document - and that this document is regularly reviewed
- effective relationships are in place at Director and Deputy Director level between the SG and NHS 24 in accordance with the strategic engagement principles
- there is effective continuous assessment and appraisal of the performance of the Chair of NHS 24, in line with the requirements of the Code of Practice for Ministerial Public Appointments in Scotland

Scottish Government Director and Deputy Director

19 The Director for Population Health and Deputy Director for Primary Care have responsibility for overseeing and ensuring effective relationships between the SG and NHS 24 which support alignment of NHS 24's business to the SG's Purpose and National Outcomes and high performance by NHS 24. They will work closely with the NHS 24 Chief Executive and be answerable to the Portfolio Accountable Officer for maintaining and developing positive relationships with NHS 24 characterised by openness, trust, respect and mutual support. They will be supported by a sponsor unit in discharging these functions. The Portfolio Accountable Officer shall be responsible for assessing the performance of the NHS 24 Chair at least annually.

Sponsor unit responsibilities

20 The SG sponsor unit for NHS 24 is the Primary Care Division. It is the normal point of contact for NHS 24 in dealing with the SG. The unit, under the direction of the Director for Population Health, is the primary source of advice to the Scottish Ministers on the discharge of their responsibilities in respect of NHS 24 and undertakes the responsibilities of the Portfolio Accountable Officer on his/her behalf. There has been recent changes to the SG sponsor unit for NHS 24 in 2019 and NHS 24 continues to engage with the relevant newly appointed team members.

Specific responsibilities include:

- discharging sponsorship responsibilities in line with the principles and framework set out in the document '[Strategic Engagement between the Scottish Government and Scotland's NDPBs](#)' and ensuring that sponsorship is suitably flexible, proportionate and responsive to the needs of the Scottish Ministers and NHS 24
- ensuring that appointments to the NHS 24 Board are made timeously and, where appropriate, in accordance with the [Code of Practice for Ministerial Appointments to Public Bodies](#) in Scotland
- proportionate monitoring of NHS 24's activities through an adequate and timely flow of appropriate information, agreed with NHS 24, on performance, budgeting, control and risk management
- addressing in a timely manner any significant problems arising in NHS 24, alerting the Portfolio Accountable Officer and the responsible Minister(s) where considered appropriate
- ensuring that the objectives of NHS 24 and the risks to them are properly and appropriately taken into account in the SG's risk assessment and management systems
- informing NHS 24 of relevant SG policy in a timely manner

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Internal Audit

21 NHS 24 shall:

- establish and maintain arrangements for internal audit in accordance with the [Public Sector Internal Audit Standards](#) and the [Internal Audit](#) section of the SPFM
- set up an audit committee of its Board, in accordance with the [Audit Committees](#) section of the SPFM, to advise both the Board and the Chief Executive in his/her capacity as the NHS 24 Accountable Officer
- forward timeously to the SG the audit charter, strategy, periodic audit plans and annual audit assurance report, including the NHS 24 Head of Internal Audit opinion on risk management, control and governance and other relevant reports as requested
- keep records of, and prepare and forward timeously to the SG an annual report on fraud and theft suffered by NHS 24 and notify the SG at the earliest opportunity of any unusual or major incidents

22 The SG's Internal Audit Directorate has a right of access to all documents held by the NHS 24 internal auditor, including where the service is contracted out. The SG has a right of access to all NHS 24 records and personnel for any purpose.

External audit

23 The Auditor General for Scotland (AGS) audits, or appoints auditors to audit, NHS 24's annual accounts and passes them to the Scottish Ministers who shall lay them before the Scottish Parliament, together with the auditor's report and any report prepared by the AGS. For the purpose of audit, the auditors have a statutory right of access to documents and information held by relevant persons. NHS 24 shall instruct its auditors to send copies of all management reports (and correspondence relating to those reports) and responses to the SG.

24 The AGS, or examiners appointed by the AGS, may carry out examinations into the economy, efficiency and effectiveness with which NHS 24 has used its resources in discharging its functions. The AGS may also carry out examinations into the arrangements made by NHS 24 to secure Best Value. For the purpose of these examinations, the examiners have a statutory right of access to documents and information held by relevant persons. In addition, NHS 24 shall provide, in contracts and any conditions to grants, for the AGS to exercise such access to documents held by contractors and sub-contractors and grant recipients as may be required for these examinations; and shall use its best endeavours to secure access for the AGS to any other documents required by the AGS which are held by other bodies.

Annual report and accounts

25 NHS 24 must publish an annual report of its activities together with its audited accounts after the end of each financial year. The annual report must cover the activities of any corporate, subsidiary or joint ventures under the control of NHS 24. It should comply with the Government [Financial Reporting Manual](#) (FReM) and outline the NHS 24's main activities and performance against agreed objectives and targets for the previous financial year

26 The accounts must be prepared in accordance with relevant statutes and the specific accounts direction (including compliance with the FReM) and other relevant guidance issued by the Scottish Ministers. Any financial objectives or targets set by the Scottish Ministers should be reported on in the accounts and will therefore be within the scope of the audit. Any subsidiary or joint venture owned or controlled by NHS 24 shall be consolidated in its accounts in accordance with International Financial Reporting Standards as adapted and interpreted for the public sector context.

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27 The draft report should be submitted to the SG for comment, and the draft accounts for information, by 1 June. The final version should be available for laying before the Scottish Parliament by the Scottish Ministers by 30 June. Whilst the statutory date for laying and publishing accounts audited by the AGS is by 31 December, following the close of the previous financial year, there is an expectation on the part of the Scottish Ministers that accounts will be laid and published as early as possible. The accounts must not be laid before they have been formally sent by the AGS to the Scottish Ministers and must not be published before they have been laid. NHS 24 shall be responsible for the publication of the annual report and accounts.

Management responsibilities

Corporate and business plans

28 NHS 24 must ensure that a corporate plan, agreed with the Scottish Ministers, is in place and published on NHS 24's website. NHS 24 shall agree with the SG the issues to be addressed in the plan and the timetable for its preparation and review. The finalised plan shall reflect NHS 24's strategic aims and objectives as agreed by the Scottish Ministers, indicative budgets and any priorities set by the Scottish Ministers. It shall demonstrate how NHS 24 contributes to the achievement of the SG's primary purpose of increasing sustainable economic growth and alignment with the SG's [National Performance Framework](#) (NPF). The corporate plan for NHS 24 should include:

- the purpose and principal aims of NHS 24
- an analysis of the environment in which NHS 24 operates
- key objectives and associated key performance targets for the period of the plan, the strategy for achieving those objectives and how these will contribute towards the achievement of the SG's primary purpose and alignment with the NPF
- indicators against which performance can be judged
- details of planned efficiencies, describing how NHS 24 proposes to achieve better value for money, including through collaboration and shared services
- other matters as agreed between the SG and NHS 24

29 The corporate plan should inform the development of a separate business plan for each financial year. The business plan for NHS 24 should include key targets and milestones for the year immediately ahead, aligned to the NPF, and be linked to budgeting information so that, where possible, resources allocated to achieve specific objectives can be identified. A copy of NHS 24's business plan should be provided to the sponsor unit prior to the start of the relevant financial year.

Budget management

30 Each year, in the light of decisions by the Scottish Ministers on the allocation of budgets for the forthcoming financial year, the SG will send to NHS 24 a formal statement of its budgetary provision, and a note of any related matters and details of the budget monitoring information required by the SG. The terms of that letter, referred to as the Budget Allocation and Monitoring letter, should be viewed as complementing the content of this document. The monthly monitoring is the primary means of in-year budgetary control across the SG. As such, bodies must comply with the format and timing of the monitoring together with any requests for further information.

The statement of budgetary provision will set out the budget within the classifications of resource Departmental Expenditure Limits (RDEL), capital DEL (CDEL) and Ring-fenced (non-cash) (RfDEL). NHS 24 will inform the sponsor unit at the earliest opportunity if a requirement for Annually Managed Expenditure (AME) budget is identified. The SG should also be advised in the event that estimated net expenditure is forecast to be lower than budget provision. Transfers of budgetary provision between the different classifications require the prior approval of the SG Finance Directorate. Any proposals for such transfers should therefore be submitted to the sponsor unit. Transfers of provision within the classifications may be undertaken without reference to the SG, subject to any constraints on specific areas of expenditure e.g. the approved pay remit.

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31 If the trading and other resource income realised (including profit or loss on disposal of non-current assets) – scored as negative RDEL, or the net book value of disposals of non-current assets – scored as negative CDEL is less than included in the agreed budget NHS 24 shall, unless otherwise agreed with the SG, ensure a corresponding reduction in its gross expenditure. (The extent to which NHS 24 exceeds agreed budgets shall normally be met by a corresponding reduction in the budgets for the following financial year.)

If income realised is more than included in the agreed budgets NHS 24 must consult and obtain the prior approval of the SG before using any excess to fund additional expenditure or to meet existing pressures. Failure to obtain prior approval for the use of excess income to fund additional expenditure may result in corresponding reductions in budgets for the following financial year. The only exception is where the income is from gifts, bequests and donations but this must be spent within the same financial year as the receipt, otherwise additional budget allocation will be required. In any event, income from all sources and all planned expenditure should be reflected in the monthly budget monitoring statement.

Cash management

32 Any [grant in aid](#) (i.e. the cash provided to NHS 24 by the SG to support the allocated budget) for the year in question must be authorised by the Scottish Parliament in the annual Budget Act. Grant in aid will normally be paid in monthly instalments on the basis of updated profiles and information on unrestricted cash reserves. Payment will not be made in advance of need, as determined by the level of unrestricted cash reserves and planned expenditure. Unrestricted cash reserves held during the course of the year should be kept to the minimum level consistent with the efficient operation of NHS 24 - and the level of funds required to meet any relevant liabilities at the year-end. Grant in aid not drawn down by the end of the financial year shall lapse. Grant in aid shall not be paid into any restricted reserve held by NHS 24.

33 The banking arrangements adopted by NHS 24 must comply with the [Banking](#) section of the SPFM.

Risk management

34 NHS 24 shall ensure that the risks that it faces are dealt with in an appropriate manner, in accordance with relevant aspects of generally recognised best practice in corporate governance, and develop an approach to risk management consistent with the [Risk Management](#) section of the SPFM. Reporting arrangements should ensure that the sponsor unit is made aware of relevant risks and how they are being managed. The NHS 24 Audit and Risk Committee is also required, at the earliest opportunity, to notify the relevant SG Audit and Risk Committee if it considers that it has identified a significant problem which may have wider implications.

Counter fraud arrangements

35 NHS 24 should adopt and implement policies and practices to safeguard itself against fraud and theft, in accordance with the [Fraud](#) section of the SPFM. Application of these processes must be monitored actively, supported by a fraud action plan and robust reporting arrangements. This includes the establishment of avenues to report any suspicions of fraud.

Performance management

36 NHS 24 shall operate management information and accounting systems that enable it to review, in a timely and effective manner, its financial and non-financial performance against the strategic aims, objectives, targets and milestones set out in the corporate and business plans. The results of such reviews should be reported on a regular basis to the NHS 24 Board and copied to the SG. The SG shall assess NHS 24's performance, proportionately, on a continuous basis and hold a formal review meeting at least twice a year. The responsible Cabinet Secretary / Scottish Minister shall meet the NHS 24 Chair at least once a year.

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NHS 24 staff management

Broad responsibilities for NHS 24 staff

37 NHS 24 will have responsibility for the recruitment, retention and motivation of its staff. The broad responsibilities toward its staff are to ensure that:

- HR policies, practices and systems comply with employment and equalities legislation, and standards expected of public sector employers
- the level and structure of its staffing, including grading and staff numbers, are appropriate to its functions and the requirements of economy, efficiency and effectiveness (subject to the SG [Pay Policy for Staff Pay Remits](#))
- the performance of its staff at all levels is satisfactorily appraised and NHS 24's performance measurement systems are reviewed from time to time
- its staff are encouraged to acquire the appropriate professional, management and other expertise necessary to achieve NHS 24's objectives
- proper consultation with staff takes place on key issues affecting them
- adequate grievance and disciplinary procedures are in place
- effective whistle-blowing policy and procedures consistent with the Public Interest Disclosure Act 1998 are in place
- a code of conduct for staff is in place based on the Model Code for Staff of Executive NDPBs

Pay and conditions of service

38 NHS 24 will comply with SG Pay Policy in relation to staff and the Chief Executive. NHS 24 shall submit to the SG for approval (normally annually unless a multi-year deal has been agreed) a pay remit in line with the SG [Pay Policy for Staff Pay Remits](#) and negotiate a pay settlement within the terms of the approved remit. Payment of salaries should also comply with the

[Tax Planning and Tax Avoidance](#) section of the SPFM. Proposals on non-salary rewards must comply with the guidance in the [Non-Salary Rewards](#) section of the SPFM. (Where applicable, NHS 24 will also seek appropriate approval under the SG [Pay Policy for Senior Appointments](#) for the Chief Executive's remuneration package prior to appointment, annually or when a new appointment or change to the remuneration package is being proposed.)

Pensions, redundancy and compensation

39 Superannuation arrangements for NHS 24 staff are subject to the approval of the SG. NHS 24 staff shall normally be eligible for a pension provided by the NHSScotland Superannuation Scheme.

Staff may opt out of the occupational pension scheme provided by NHS 24 but the employers' contribution to any personal pension arrangement, including stakeholder pension, shall normally be limited to the national insurance rebate level. [Note that there is an exception for NDPBs covered by the PCSPS partnership arrangement, and for PCSPS by-analogy versions.]

40 Any proposal by NHS 24 to move from existing pension arrangements, or to pay any redundancy or compensation for loss of office, requires the prior approval of the SG. Proposals on compensation payments must comply with the [Settlement Agreements, Severance, Early Retirement and Redundancy Terms](#) section of the SPFM. This includes referral to the SG of any proposed severance scheme (for example, a scheme for voluntary exit), business case for a settlement agreement being considered for an individual, or proposal to make any other compensation payment. In all instances, a body should engage with the SG prior to proceeding with proposed severance options, and prior to making any offer either orally or in writing.

SECTION 2: NHS 24 FRAMEWORK DOCUMENT

Asset and property management

41 NHS 24 shall maintain an accurate and up-to-date record of its current and non-current assets consistent with the [Property: Acquisition, Disposal & Management](#) section of the SPFM.

'Non-current' assets should be disposed of in accordance with the SPFM. The SG's Property Division should be consulted about relevant proposed disposals of property that NHS 24 holds for operational purposes (rather than investment) at the earliest opportunity so it may be advertised internally. An [Internal Advertisement](#) form must be completed and submitted at least one month prior to property being advertised on the open market. Any proposal to acquire land, buildings or other rights in property for accommodation / operational purposes should comply with the SPFM. NHS 24 is also subject to the [SG Asset Management Policy](#), including the requirement for acquisition of a new lease, continuation of an existing lease, decision not to exercise a break option in a lease or purchase of property for accommodation / operational purposes, to be approved in advance by Scottish Ministers.

The Property Controls Team should be consulted as early as possible in this process. All assets (property, plant and equipment) are to be properly recorded and updated as necessary by NHS 24 on the Cabinet Office [electronic Property Information Mapping System](#) (e-PIMS). (If the NDPB is not required to report data annually to Parliament, in accordance with section 76 of the Climate Change (Scotland) Act 2009, the business area can use other robust property asset management systems.)

Specific financial provisions

(Many of the provisions included in this section - and other sections - of the framework document highlight specific requirements in the SPFM that are considered of particular relevance to NDPBs. It should be noted however that guidance in the SPFM should always be considered in its entirety as and when relevant issues arise.)

Delegated authorities

42 NHS 24's specific delegated financial authorities - as agreed in consultation between the NHS 24 and the SG - are set out in the attached Appendix. NHS 24 shall obtain the SG's prior written approval before entering into any undertaking to incur any expenditure that falls outside these delegations. NHS 24 shall also comply with any requirements for prior SG approval included in the SPFM and/or this document. Prior SG approval must always be obtained before incurring expenditure for any purpose that is or might be considered novel, contentious or repercussive or which has or could have significant future cost implications.

Income generation

43 NHS 24 shall seek to optimise income - grant in aid does not qualify as income - from all sources, including from the [European Union](#), and ensure that the SG is kept informed. Novel or contentious proposals for new sources of income or methods of fundraising must be approved by the SG. Fees or charges for any services supplied by NHS 24 shall be determined in accordance with the [Fees & Charges](#) section of the SPFM.

44 Gifts, bequests or donations received by NHS 24 score as income and should be provided for in the agreed resource DEL and capital DEL budgets, updated as necessary in consultation with the SG. However, NHS 24 should be able to demonstrate that expenditure funded by gifts etc is additional to expenditure normally supported by grant in aid (i.e. SG core funding) or by trading and other income. Before accepting such gifts etc, NHS 24 shall consider if there are any associated costs in doing so or any conflicts of interests arising. NHS 24 shall keep a written record of any such gifts etc and what happened to them.

SECTION 2: NHS 24 FRAMEWORK DOCUMENT

Financial investments

45 Unless covered by a specific delegated authority NHS 24 shall not make any financial investments without the prior approval of the SG. That would include equity shares in ventures, which further the objectives of NHS 24. NHS 24 shall not invest in any venture of a speculative nature.

Borrowing

46 Borrowing cannot be used to increase NHS 24's spending power. All borrowing by NHS 24 – excluding agreed overdrafts - shall be from the Scottish Ministers in accordance with guidance in the [Borrowing, Lending & Investment](#) section of the SPFM.

Lease arrangements

47 Unless covered by a specific delegated authority NHS 24 shall not enter into any finance, property or accommodation related lease arrangement – including the extension of an existing lease or the non-exercise of a tenant's lease break - without the SG's prior approval. Before entering / continuing, such arrangements NHS 24 must be able to demonstrate that the lease offers better value for money than purchase and that all options of sharing existing public sector space have been explored. Non-property/ accommodation related operating leases are subject to a specific delegated authority. NHS 24 must have capital DEL provision for finance leases and other transactions, which are in substance borrowing.

Tax arrangements

48 Non-standard tax management arrangements should always be regarded as novel and/or contentious and must therefore be approved in advance by the SG. Relevant guidance is provided in the [Tax Planning and Tax Avoidance](#) section of the SPFM. NHS 24 must comply with all relevant rules on taxation, including VAT. All individuals who would qualify as employees for tax purposes should be paid through the payroll system with tax deducted at source. It is the responsibility of NHS 24 to observe VAT legislation and recover input tax where it is entitled to do so. The implications of VAT in relation to procurement and shared services should be considered at an early stage to ensure that financial efficiency is achieved. NHS 24 must also ensure that it accounts properly for any output tax on sales or disposals.

Lending and guarantees

49 Any lending by NHS 24 must adhere to the guidance in the [Borrowing, Lending & Investment](#) section of the SPFM on undertaking due diligence and seeking to establish a security. Unless covered by a specific delegated limit NHS 24 shall not, without the SG's prior approval, lend money, charge any asset, give any guarantee or indemnity or letter of comfort, or incur any other contingent liability (as defined in the [Contingent Liabilities](#) section of the SPFM), whether or not in a legally binding form. Guarantees, indemnities and letters of comfort of a standard type given in the normal course of business are excluded from this requirement.

Third party grants

50 Unless covered by a specific delegated authority NHS 24 shall not, without the SG's prior agreement, provide grant funding to a third party. Such funding would be subject to the guidance in the [State Aid](#) section of the SPFM. Guidance on a framework for the control of third party grants is provided as an [annex](#) to the Grant & Grant in Aid section of the SPFM.

SECTION 2: NHS 24 FRAMEWORK DOCUMENT

Insurance

52 The Clinical Negligence and Other Risks Scheme (CNORIS) has been in operation since 2000. Participation in the scheme is mandatory for all NHS Boards in Scotland. The scheme allows for risk pooling of legal claims in relation to clinical negligence and other risks and works in a similar manner to an insurance scheme. CNORIS provides indemnity to Member organisations in relation to Employer's Liability, Public / Product Liability and Professional Indemnity type risks (inter alia). The level of cover provided is at least £5m Public Liability, £10m Employers Liability, and £1m Professional Indemnity. The Scheme will provide "Indemnity to Principal" where required. CNORIS also provides cover in relation to Clinical Negligence.

Commercial insurance must however be taken out where there is a legal requirement to do so and may also be taken out in the circumstances described in the [Insurance](#) section of the SPFM - where required with the prior approval of the SG. In the event of uninsured losses being incurred, the SG shall consider, on a case-by-case basis, whether or not it should make any additional resources available to the NDPB. The SG will provide the NDPB with a Certificate of Exemption for Employer's Liability Insurance.

Where additional insurance is required to ensure that potential liabilities are covered as a result of service developments, this will be discussed and agreed in advance with SG.

Procurement and payment

53 NHS 24's procurement policies shall reflect relevant guidance in the [Procurement](#) section of the SPFM and relevant guidance issued by the SG's Procurement and Commercial Directorate. Procurement should be undertaken by appropriately trained and authorised staff and treated as a key component of achieving NHS

24's objectives consistent with the principles of [Value for Money](#), the highest professional standards and any legal requirements. All external consultancy contracts over the value of £100,000 or any proposal to award a contract without competition (non-competitive action) over the value of £100,000 must be endorsed in advance by the Chief Executive.

54 Any major investment programmes or projects undertaken by NHS 24 shall be subject to the guidance in the [Major Investment Projects](#) section of the SPFM [and is also subject to a specific delegated authority]. The sponsor unit must be kept informed of progress on such programmes and projects and Ministers must be alerted to any developments that could undermine their viability. ICT investment plans must be reported to the SG's Office of the Chief Information Officer.

55 NHS 24 shall pay all matured and properly authorised invoices relating to transactions with suppliers in accordance with the [Expenditure and Payments](#) section of the SPFM and in doing so shall seek wherever possible and appropriate to meet the SG's target for the payment of invoices within 10 working days of their receipt.

Gifts made, special payments and losses

56 Unless covered by a specific delegated authority NHS 24 shall not, without the SG's prior approval, make gifts or special payments or write-off of losses. Special payments and losses are subject to the guidance in the [Losses and Special Payments](#) section of the SPFM. Gifts by management to staff are subject to the guidance in the [Non-Salary Rewards](#) section of the SPFM.

Clawback

57 Where NHS 24 has financed expenditure on assets by a third party, NHS 24 shall make appropriate arrangements to ensure that any such assets above an agreed value are not disposed of by the third party without NHS 24's prior consent. NHS 24 shall put in place arrangements sufficient to secure the repayment of its due share of the proceeds - or an appropriate proportion of them if NHS 24 contributed less than the whole cost of acquisition or improvement. NHS 24 shall also ensure that if assets financed by NHS 24 cease to be used by the third party for the intended purpose an appropriate proportion of the value of the asset shall be repaid to NHS 24.

SECTION 2: NHS 24 FRAMEWORK DOCUMENT

State aid

58 State aid is a European Commission term, which refers to forms of public assistance, given to undertakings on a discretionary basis, which has the potential to distort competition and affect trade between Member States of the European Union. Any activity that NHS 24 undertakes itself, or funds other bodies to undertake, that can be offered on a commercial market for goods and services is subject to state aid rules. A state aid assessment is therefore required prior to disbursing any funding and would be subject to the guidance in the state aid section of the SPFM.

Board expenses

59 Remuneration (daily fees), allowances and expenses paid to Board members (and any pension arrangements) must comply with the SG [Pay Policy for Senior Appointments](#) and any specific guidance on such matters issued by the Scottish Ministers.

SECTION 2: NHS 24 FRAMEWORK DOCUMENT

EXECUTIVE NDPB MODEL FRAMEWORK DOCUMENT: APPENDIX SPECIFIC DELEGATED FINANCIAL AUTHORITIES

Item No.	Category	
1	Theft / Arson / Wilful Damage	
2	Cash	10,000
3	Stores/procurement	20,000
4	Equipment	10,000
5	Contracts	10,000
6	Payroll	10,000
7	Buildings & Fixtures	20,000
	Other	10,000
8	Fraud, Embezzlement & other irregularities (inc. attempted fraud)	
9	Cash	10,000
10	Stores/procurement	20,000
11	Equipment	10,000
12	Contracts	10,000
13	Payroll	10,000
	Other	10,000
14	Nugatory & Fruitless Payments	10,000
15	Claims Abandoned	
	(a) Private Accommodation	10,000
	(b) Road Traffic Acts	20,000
	(c) Other	10,000
16	Stores Losses	
	Incidents of the Service –	
	Fire	20,000
	Flood	20,000
	Accident	20,000
17	Deterioration in Store	20,000
18	Stocktaking Discrepancies	20,000
19	Other Causes	20,000
	Losses of Furniture & Equipment and Bedding & Linen in circulation	
20	Incidents of the Service -	
	Fire	10,000
	Flood	10,000
	Accident	10,000
21	Disclosed at physical check	10,000
22	Other Causes	10,000
	Compensation Payments - legal obligation	
23	Clinical *	250,000
24	Non-clinical *	100,000
25	Ex-gratia payments	
26	Extra-contractual Payments	10,000
27	Compensation Payments - Ex-gratia - Clinical *	250,000
28	Compensation Payments - Ex-gratia - Non Clinical *	100,000
29	Compensation Payments - Ex-gratia - Financial Loss *	25,000
	Other Payments	2,500
30	Damage to Buildings and Fixtures	
	Incidents of the Service	
	Fire	20,000
	Flood	20,000
	Accident	20,000
	Other Causes	20,000
31	Extra-Statutory & Extra-regulatory Payments	Nil
32	Gifts in cash or in kind	10,000
33+	Other Losses	10,000

Other limits are subject to individual agreement by SGH&SCD and NHS 24.

SECTION 3: NHS 24 STRATEGY DOCUMENT

[\\N24prdfsh01\n24_group\root\hq\Corporate
Services\Board Miscellaneous\Corporate Governance Framework\September 2016
review\Item 3 - Strategy Document\PH2265 Strategy Doc 16_07_17 B.pdf](#)

SECTION 4: STANDING ORDERS

NHS 24 is a corporate body established under The NHS 24 (Scotland) Order 2001 (SSI 2001/137).

The National Health Services (Scotland) Act 1978, the Health Act 1999 and the NHS 24 establishment order (as above) set out the principal statutory functions conferred on the NHS 24 Special Health 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.

PARAGRAPH	DESCRIPTION
1	Introduction
2	Membership Regulations
3	Role and Responsibilities
4	Notice of Board Meetings and Agenda
5	Meetings Open to the Public
6	Special Meetings of the Board
7	Conduct of Meetings
8	Minutes
9	Conflicts of Interests and Disability of Board Members
10	Application and Suspension of Standing Orders
11	Committees of the Board
12	Sanctions Available for Board Members
13	Review of Standing Orders
Annex A	Executive Management Team Structure
Annex B	Code of Conduct
Annex C	Board Committee Structure and Committee Terms of Reference
Annex D	NHS 24 Management Statement

1 INTRODUCTION

- 1.1** NHS 24 is a corporate body established under The NHS 24 (Scotland) Order 2001 (SSI 2001/137). The purpose of these Standing Orders is to ensure that the highest standards of corporate governance are achieved in NHS 24, as required by the National Health Service in Scotland.
- 1.2** The National Health Services (Scotland) Act 1978, the Health Act 1999 and the NHS 24 establishment order (as above) set out the principal statutory functions conferred on the NHS 24 Special Health Board, and the Board of NHS 24 shall conduct its business in compliance with this and all other applicable legislation.
- 1.3** These Standing Orders have been prepared in accordance with The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 (SSI 2001/302) and in line with On Board (a Guide for Board Members of Public Bodies in Scotland) (revised April 2015).
- 1.4** The Standing Orders set out the regulations, which govern the conduct of the NHS 24 Board and its committees and defines the responsibilities of Board Members, Directors, Officers and employees of the Board subject to statutory restrictions and conditions as the Scottish Ministers may direct.
- 1.5** Board Members are required to be familiar with the contents of the Standing Orders and any supplementary guidance.
- 1.5** The Regulations provide that the Board of an NHS Special Health Board shall establish, and may vary and revoke, a series of Standing Orders for the regulation of the procedures and business of the Board and of any Committees. Those Standing Orders shall include the authorisation of persons to sign or subscribe documents on behalf of the Board. Provision may be made in such Standing Orders for the suspension of the Standing Orders where circumstances dictate.
- 1.6** The Meetings and the proceedings of the Board shall be carried out in accordance with the provisions of the relevant Regulations and the following Standing Orders.
- 1.7** The Chair of the Board shall be the final authority in the interpretation of any part of the Standing Orders (SOs) on which he/she shall be advised by the Chief Executive, or, in the case of Standing Financial Instructions (SFIs), by the Director of Finance and Performance.

2 MEMBERSHIP REGULATIONS

2.1 Composition of the Board

The Board is constituted in accordance with the membership regulations as set out in The Health Boards (Membership and Procedure) (Scotland) Regulations 2001. (S.I. 2001/302). The NHS 24 Board is comprised of the following Members:

- Non Executive Chair
- Non Executive Board Members (with one appointed by the Board as Vice Chair)
- Employee Director (Non Executive Board Member)
- Executive Director - Chief Executive / Accountable Officer
- Executive Director - Director of Finance and Performance / Accounting Officer
- Executive Director – Director of Nursing and Care
- Executive Director - Medical Director

SECTION 4: STANDING ORDERS

2.2 Appointment of Chairman and Non-Executive Board Members

The Chair and Non Executive Board Members shall be appointed for such a period not exceeding four years as the Scottish Ministers may specify on making the appointment.

Where during his/her period as a Non Executive Board Member he/she is appointed Chair of the Board, his/her tenure of office as Non Executive Board Member shall terminate when his/her appointment as Chairman takes effect.

2.3 Appointment of Employee Director

The Employee Director is appointed by the Scottish Ministers, following due process established by the Partnership Support Unit for use by staff representatives organisations.

2.4 Appointment of Executive Directors

2.4.1 The appointment of a Chief Executive shall be undertaken by a special appointments committee, consisting of the Chairman and Non Executive Board Members. A similar Committee, but to include the Chief Executive, shall perform this function in relation to the appointment of all other Board Executive Directors (Director of Finance & Performance, Director of Nursing and Care and Medical Director).

2.4.2 The appointing committee shall inform the Scottish Ministers of the nominations to the Board Executive Director positions and seek appointment to the Board for such a period as their substantive position is held.

2.4.3 Where one person is appointed jointly with one or more others to a post in the Board, the holder of which qualifies as such to be an Executive Director, those persons shall become or be appointed jointly as an Executive Director and shall count for the purposes of these Standing Orders as one person.

2.4.4 An Executive Director of the Board who holds such office by virtue of being the Chief Executive, Director of Finance & Performance, Director of Nursing and Care or Medical Director of NHS 24 shall hold such office for as long as he/she is the post holder and shall cease to hold such office without notice upon ceasing to be Chief Executive, Director of Finance & Performance, Director of Nursing and Care or Medical Director.

2.4.5 An Executive Director of the Board who is suspended from his/her post as an employee of NHS 24 shall be suspended automatically and without notice from performing his/her functions as an Executive Director during the period of his/her suspension as such employee.

2.5 Resignation and Removal of Members

2.5.1 The Chair or a Non Executive Board Member may resign office at any time during the period for which he/she was appointed by giving notice in writing to the Scottish Ministers.

2.5.2 If the Scottish Ministers consider that it is not in the interest of the health service that a person who is appointed as Chair or Non Executive Board Member should continue to hold that office, he/she may forthwith terminate his/her appointment.

2.5.3 If the Chair or a Non Executive Board Member has not attended a meeting of the Board for a period of six months the Scottish Ministers shall forthwith terminate his/her appointment unless he/she is satisfied that:

2.5.3.1 the absence was due to a reasonable cause; and

2.5.3.2 the Chair or Non Executive Board Member will be able to attend meetings of the Board within such a period, as the Scottish Ministers considers reasonable.

SECTION 4: STANDING ORDERS

2.5.4 If it appears to the Scottish Ministers that the Chair or a Non Executive Board Member has failed to comply with the membership regulations as set out in The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 (SSI 2001/302), he/she may forthwith terminate that person's appointment.

2.6 Suspension and Disqualification

2.6.1 Any Member of the Board may, on reasonable cause shown, be suspended from the Board under the authority of the Chair or disqualified from taking part in any business of the Board in the circumstances specified in the Health Boards (Membership and Procedures (Scotland) Regulations 2001 (SSI 2001/302).

2.6.2 Any Member who disregards the authority of the Chair, obstructs the proceedings of a meeting, or conducts themselves offensively, shall be suspended for the remainder of the meeting, if a motion (which shall be determined without discussion) for their suspension is carried.

2.6.3 Any person so suspended shall leave the meeting immediately and shall not return without the consent of the meeting. If a person so suspended refuses to leave the meeting when required to do so by the Chair, the Chair may authorise any person to assist in seeking their immediate removal.

3 ROLES AND RESPONSIBILITIES

3.1 Board Members

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.

3.2 Chair

3.2.1 The Chair is responsible for leadership of the Board (particularly in agreeing NHS 24's strategy), ensuring its effectiveness on all aspects of the Board's role and setting its agenda.

The Chair, whom failing the Vice Chair, is responsible for ensuring the Board discharges its responsibilities as described in the Standing Orders.

3.2.2 Specifically, the Chair is responsible for:

- Taking lead responsibility in representing NHS 24 in links with Scottish Ministers and the Scottish Parliament (other Board Members may also be involved from time to time), and in ensuring that NHS 24's policies and actions support the wider strategic policies of the Scottish Ministers
- Advising the sponsor Department and the Cabinet Secretary about Board appointments and the annual performance assessment of individual members
- Taking the lead in building links, at Board level, with partner organisations and other stakeholders and in representing the views of the Board to the general public
- Ensuring that all Board Members have a proper knowledge and understanding of their corporate roles and responsibilities (supported by appropriate induction training on appointment), and that Board members receive accurate, timely and clear information

SECTION 4: STANDING ORDERS

- Ensuring that the Board carries out its essential functions efficiently and effectively so that:
 - All planned business is dealt with, a conclusion is reached in respect of each item and each Member of the Board understands the conclusions
 - The Board takes proper account of appropriate guidance in reaching decisions
 - All Board members act with high standards of propriety and regularity, and in accordance with NHS 24's Code of Conduct
 - All decisions by the Board are clearly and accurately minuted
 - The Board delegates sufficient authority to its Committees and to the Chief Executive
 - All Board Members are given the opportunity to express their views and to contribute to debates, and that there exist constructive and productive relations between all Board members
 - The Board receives professional advice when needed Developing an effective working relationship with the Chief Executive:
 - Overseeing the way the Chief Executive, together with other Executive Directors, implements Board decisions
 - Agreeing the Chief Executive's annual performance targets and undertaking the assessment of his performance (through the Remuneration Committee)

3.3 Vice Chair

3.3.1 For the purposes of enabling the proceedings of the Board to be conducted in the absence of the Chair, the Cabinet Secretary shall appoint a Vice Chair from amongst the Non Executive Board Members, for a period to be specified on appointment but not exceeding their term of appointment as a Non Executive Board Member.

3.3.2 Any Non Executive Board Member so appointed may at any time resign from the office of Vice Chair by giving notice in writing to the Chair, and the Board may thereupon appoint another Non Executive Board Member as Vice Chair in accordance with SO 3.3.1.

3.3.3 Where the Chair has ceased to hold office or where he/she has been unable to perform his/her duties as Chair owing to illness, absence or any other cause, references to the Chairman in these SOs shall, so long as there is no Chair able to perform his/her duties, be taken to include references to the Vice Chair.

3.4 Chief Executive

3.4.1. The Chief Executive has accountability to the Board for the overall organisation, performance management and staffing of the organisation. The Chief Executive is required to devise and implement appropriate management structures and processes and must ensure that the organisation has the necessary resources for it to achieve its objectives.

3.4.2. The key roles of the Chief Executive are:

- To assist the Board in developing the strategy for the organisation. This will involve devising alternative strategies by which the organisation might achieve its purpose and assessing the strengths and weaknesses of each for the Board
- To devise and recommend a corporate plan, which will allow for the full implementation of the Board's adopted strategies within the resources available
- To lead the development of the Annual Operating Plan reflecting the policy priorities of SGHSCD, for the approval of the Board and submission to SGHSCD
- To devise and implement management structures and processes which will allow the organisation to implement agreed corporate plans
- To ensure that NHS 24 has managers and staff with the necessary skills, knowledge, qualifications and experience to be able to implement agreed corporate plans
- To lead and inspire the organisation to fully implement agreed corporate plans on time and within budget to achieve agreed objectives
- To monitor carefully the implementation of plans, adjusting them as appropriate
- To ensure that the Board is kept adequately informed so as to be able to discharge its duty to monitor performance

SECTION 4: STANDING ORDERS

- To develop and maintain positive relationship with officials of the sponsor Department to understand Ministerial aspirations and to ensure that the Department understands the challenges facing the organisation
- To develop and maintain an effective relationship with the Chair and to ensure an effective link between senior managers and the non-executive Board Members

3.4.3 The Chief Executive is also designated as the organisation's Accountable Officer.

The detailed responsibilities in this respect are laid out in a Memorandum from the Principal Accountable Officer (the Permanent Secretary to the Scottish Government) issued to the Chief Executive as the time of formal designation (normally on appointment). These include:

- Maintaining a sound system of internal control that supports the achievement of the organisation's policies, aims and objectives, set by Scottish Ministers, whilst safeguarding the public funds and assets for which he/she is personally responsible, in accordance with the responsibilities assigned.
- Signing the accounts
- Ensuring that public funds are properly managed and safeguarded
- Ensuring that assets are properly controlled and safeguarded
- Ensuring that proper financial systems are in place and applied
- Ensuring that arrangements have been made to secure Best Value
- Representing the organisation before the Audit & Risk Committee of the Scottish Parliament
- Alerting the Departmental Accountable Officer to circumstances where the Board is proposing to go against the Accountable Officer's advice on matters of financial propriety, regularity and/or value for money

3.5 Director of Finance and Performance

3.5.1. Statutory Instruments and NHS Circulars require Directors of Finance and Performance, as the Chief Finance Officer, to:

- provide financial advice to the Board and its Officers
- supervise the implementation of the Board's financial policies
- design, implement and supervise systems of financial control
- prepare and maintain such accounts, certificates, estimates and reports as the Board may require
- approve the financial systems
- approve the duties of the Officers operating those systems
- maintain a written description of such approved financial systems, including a long list of specific duties

3.5.2 The Director of Finance and Performance is appointed by the Board to lead and develop the finance function so that it provides the Board and the management with the advice, information and expertise to enable the provision of the best possible standards of health care within available resources. Key responsibilities include:

- contributing to the organisation's corporate management and strategic direction
- in financial management – responsible to the Chief Executive and the Board for formulating, monitoring and reviewing financial strategy
- designing, implementing and supervising systems of financial control and accounting
- preparing and maintaining such accounts, estimates, records and reports as the Board, the Chief Executive or the Directors may require
- providing financial and corporate governance advice to the Board, the Chief Executive and the Directors as required
- managing the financial resources flexibly within professional standards in support of the corporate objectives
- executive responsibility for risk management in the organisation
- in public accountability and stewardship – particular responsibility for preparing and signing the annual financial statements and returns; for ensuring that the highest standards of conduct are maintained and that probity in the use of public money is demonstrated

SECTION 4: STANDING ORDERS

3.6 Director of Nursing and Care

The key responsibilities of the Director of Nursing and Care role are to:

- share collective responsibility for governance across the organisation
- ensure appropriate and effective clinical governance
- ensure that nurse leadership is seen as integral to the corporate management of NHS 24
- focus the contribution of nursing to strategic leadership and decision making
- enhance the nursing expertise available to NHS 24
- provide an effective conduit through which other nurse leaders can influence the work of the Board
- bring their expertise to the Board in a number of areas such as clinical quality, patient responsive services and health promotion.
- ensure appropriate management of, response to and learning from complaints

3.7 Medical Director

The key responsibilities of the Medical Director are:

- to emphasise the importance that is attached to placing senior clinicians at the heart of decision-making in NHS 24 and to share collective responsibility for governance across the organisation
- to ensure that service delivery for patients has a greater influence and profile at Board level. This will strengthen clinical involvement in decision-making and will assist in the drive towards greater service integration and redesign
- to play a significant role in regional planning of health services
- to act as Caldicott Guardian for the organisation and ensure compliance with associated guidance
- Business Continuity
- Quality
- Health Improvement
- ensure appropriate arrangements for research governance
- to complement the role of the Director of Nursing and Care

3.8 Employee Director

3.8.1 The Employee Director is appointed by Scottish Ministers, following due process established by the Partnership Support Unit, in order to:

- provide a staff perspective on strategy development and service delivery issues considered by the NHS Board
- act as a focal point for staff from across the organisation who wish to contribute to the business of the Board
- explain the work of the Board and promote opportunities for staff to be involved in decision making locally
- reflect the views of the Area and Local Partnership Forums on the performance of the performance of NHS 24 in discharging its staff governance responsibilities
- champion partnership working and provide a vital link between the NHS Board and the Area Partnership Forum

3.8.2 There is a requirement for the Employee Director to have, as a minimum, protected time to carry out their roles, access to administrative support and suitable mechanisms to enable them to communicate with staff.

SECTION 4: STANDING ORDERS

3.9 Board Administration

3.9.1 The Associate Director of Planning and Performance is responsible for providing support to the Board and its Committees, including responsibility for recording discussions (as laid out in SO 8 – Minutes). The key duties/responsibilities include:

- ensuring the appropriate provision of professional support and guidance for the Chair and Non Executive Board Members and that effective support is available within the Chair/Chief Executive Office
- providing additional assurance to the Board in respect of the information presented to enable them to effectively discharge their responsibilities in respect of corporate governance
- development of policy documents and associated procedures based on national guidance, as appropriate to the role
- provision of briefings for the Chief Executive and Chair as appropriate to the role
- design and organisation of Board development activities, in consultation with Chief Executive and Chair
- maintenance of the Register of Interests and Gifts and Hospitality Registers

3.10 Organisational Structure & Key Responsibilities

3.10.1 The current NHS 24 organisational structure is set out in Annex A (at the end of Section 4) together with the associated key roles and responsibilities for each senior post.

4 NOTICE OF BOARD MEETINGS AND THE AGENDA

4.1 Notice of Board Meetings

4.1.1 The Chief Executive, through the Board Secretary, shall notify the Board of the date, place and time of each Board Meeting, in accordance with the schedule agreed by the Board.

4.1.2 The Board shall meet in public at such place and at such time as it may determine. The location for Meetings may be anywhere in Scotland as determined by the Board.

4.1.3 The Chief Executive, through the Board Secretary, shall notify the public and press of Board Meetings to be held in public through placing details of the meeting on the nhs24.scot website, at least three days prior to the Meeting. A rolling calendar of upcoming meetings shall also be maintained on the nhs24.scot website.

4.2 Agenda and Papers

4.2.1 The Chair, with the support of the Chief Executive and Board Secretary, shall be responsible for arranging the Agenda for each Meeting. Any Board Member desiring a matter to be included on an Agenda shall make their request in writing to the Chair at least ten days before the meeting, subject to SO 7.3 (Order of Debate - Motions). Requests received less than ten days before a meeting may be included on the Agenda of the Meeting at the discretion of the Chair.

4.2.2 The Chief Executive, through the Board Secretary, shall ensure that all papers associated with items listed on the Agenda for discussion, will be delivered, or sent by post, to reach each Member at least five clear days before the date of the Meeting to which they refer.

4.2.3 Except with the consent of a majority of the Members present, no business shall be conducted at any Meeting of the Board, other than that specified in the Agenda.

SECTION 4: STANDING ORDERS

4.2.4 Failure by any Member, for any reason, to receive the Notice of a Meeting, or the Agenda and relevant papers for that Meeting, shall not affect the validity of a Meeting.

4.2.5 Papers presented to the Board should be appropriately marked to indicate the purpose of the paper (with the categories currently employed being **For Approval, For Noting, For Discussion and For Assurance**).

4.2.6 Any papers placed before the Board will require to have been fully considered and approved by the Executive Team prior to distribution to the Board.

5. MEETINGS OPEN TO THE PUBLIC

5.1 The Code of Practice on Openness issued by the NHS in Scotland in May 1995 set out the basic principles underlying public access to information about the NHS in Scotland. The aim of the Code is to make it easier for the public to obtain information and thereby contribute to the planning and provision of health services. In line with the Code, the Board shall encourage the general public to be aware of its proceedings.

5.2 The Freedom of Information (Scotland) Act 2002 describes the requirements of public bodies in respect of providing appropriate access to information held by the organisation.

The Board shall maintain a Publication Scheme and publicise its Board Agenda and supporting papers on the nhs24.com website.

5.3 The Board shall make reasonable efforts to bring the dates of Board Meetings and the Agenda to be discussed, to the attention of the general public through making them available on the nhs24.com website. The general public shall not be permitted to participate in the proceedings of the Meetings. The general public in attendance at any Meeting, may be required to withdraw by order of the Chair if, in the opinion of the majority of the Members and Directors present, the subject matter of the business being dealt with, or about to be dealt with, falls within an exemption to the Freedom of Information (Scotland) Act 2002.

5.4 There may be separate discussions considered under Reserved Areas of Business at any Board Meeting as decided by the Chair and the Chief Executive within the exemptions to the Freedom of Information (Scotland) Act 2002. The general public shall be excluded from discussion of the items on that section of the Agenda.

5.5 No communication, on behalf of the Board on any matter, shall be made to the news media, except through or with the authority of the Chair or the Chief Executive.

6. SPECIAL MEETINGS OF THE BOARD

6.1 The Chief Executive shall arrange a Special Meeting of the Board to be called, if:

- a)** the Chair of the Board orders such a Meeting; or
- b)** the Chief Executive receives a written request proposing such a Meeting, which has been signed by at least one third of Board Members

6.2 At least three clear days' notice shall be given of any Special Meeting called and of the business proposed for that Meeting. Special Meetings of the Board shall be held within fourteen days of the receipt of the request. No other business shall be conducted beyond that specified in the request, which called for the Special Meeting.

6.3 The proceedings of the Special Meeting must be recorded in writing, as if in a normal Board Meeting. (See also SO 8 – Minutes.)

SECTION 4: STANDING ORDERS

7. CONDUCT OF MEETINGS

7.1 Quorum

For any business to be conducted at any Meeting of the Board, or any Committee or Sub-Committee established by the Board, there must be a Quorum. The Quorum for each Meeting of the Board shall be six Members (of that number, there must be four Non Executive Board Members and two Executive Directors). The quorum for each of the Committees is determined within the individual Terms of Reference for each of the Committees. For the purposes of determining whether a meeting is quorate, Members attending by either video or tele-conference link will be determined to be in attendance.

7.2 Video and Tele-Conference Meetings

7.2.1 The Board, or any Committee or Sub-Committee established by the Board, may meet by way of a video or tele-conference, which enables Board Members to participate in the Meeting. Participation in this way shall be treated as being present at the Meeting.

7.2.2 A Meeting held by video or tele-conference shall be regarded as taking place at the location where the largest number of Board Members is present or, if there is no such group, where the Chairman is located.

7.3 Business Transaction and Voting

7.3.1 No business shall be transacted at any meeting of the Board other than that specified in the Agenda/Notice of the meeting except on the grounds of urgency and with the consent of the majority of the Members present.

7.3.2 At every meeting of the Board the Chair, if present, shall preside. If the Chair is absent from any meeting, the Vice Chair, if present, shall preside and if the Chair and Vice Chairman are both absent, the members present at the meeting shall elect from among themselves a person, who is not an Executive Director.

7.3.3 All acts of the Board and all matters coming or arising before the Board shall be done and decided by a majority of the Members present and voting at that Meeting of the Board. Majority agreement shall normally be reached by a consensus without a formal vote.

7.3.4 In the event of a vote being necessary, this shall be undertaken formally by the Chair. In the case of an equality of votes, the person presiding as Chair of the Meeting shall, in addition to a deliberative vote, have a casting vote. Individual Board Members may expect to have the nature of their concerns reflected in the Board minutes.

7.4 Order of Debate

7.4.1 Any motion to be considered by the Board must be submitted to the Chair in writing prior to 1300 hours in the afternoon preceding the usual day for issuing the notice of the meeting.

7.4.2 After it has been proposed and seconded, the motion cannot be withdrawn other than with the agreement of the proposer and the seconder. No motion or amendment shall be spoken upon, except by the proposer, until it has been seconded.

7.4.3 When more than one amendment is proposed, the Chair shall decide the order in which amendments are put to the vote. All amendments carried shall be incorporated in the original motion, which shall be put to the meeting as a substantive motion.



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SECTION 4: STANDING ORDERS

7.4.4 A motion, which contradicts a previous decision of the Board, shall not be competent within six months of the date of such decision, unless submitted in the Minutes of a Committee, or notice of the proposed variation is provided in the notice of the Board meeting. When a decision is rescinded it shall not affect or prejudice any action, proceeding or liability, which may have been competently done or undertaken before such decision, was rescinded.

7.5 Closure of Debate or Adjournment

7.5.1 A Meeting of the Board or of a Committee of the Board may be adjourned to any other hour, day or place as that Board or Committee of the Board may decide.

7.5.2 A motion of adjournment at any Meeting, or adjournment of any debate or any question of the closure of the debate, may, with the consent of the Chair, be put to the Meeting without discussion. Unless the time and place are specified in the motion for adjournment, the adjournment shall be until the next scheduled Meeting.

7.5.3 A motion to adjourn any debate on any question or for the closure of a debate shall be moved and seconded and put to the meeting without discussion. Unless otherwise specified in the motion, an adjournment of any debate shall be put to the next meeting.

7.6 Ruling

The ruling of the Chair on the conduct of Meetings and the application of the Standing Orders shall be final and shall not be open to question or discussion.

8. MINUTES

8.1 The names of those present at any Meeting of the Board (and of a Committee of the Board) shall be recorded in the Minutes.

8.2 Each Meeting of the Board shall have a person appointed as recording secretary to take the Minutes of the Meeting. That appointed person will usually be the Board Secretary.

8.3 Minutes of the proceedings of each Meeting of the Board (and of a Committee of the Board) shall be drafted promptly after that Meeting and distributed to the Chair of the Meeting within five working days of the Meeting. It is understood that the Minutes shall not be a verbatim record of proceedings, but the Minutes must briefly record the general discussion on the Agenda item, any actions requested and any decisions of the Board.

8.4 Board Minutes shall be submitted by the Chair to the next Meeting of the Board for approval.

8.5 When approved, the Minutes of each Board Meeting shall be signed by the person chairing that Meeting and kept thereafter in a secure place by the Board Secretary.

8.6 Once approved by Committee Members, draft Committee Minutes shall be presented at the next available Board Meeting by the Committee Chairman. In the event of amendments being made to the Minutes at the next Committee meeting, the revised approved Minutes shall be presented to the Board unless, in the judgement of the Committee Chairman, the changes are of an immaterial nature.

SECTION 4: STANDING ORDERS

9. CONFLICTS OF INTERESTS AND DISABILITY OF BOARD MEMBERS

9.1 The Chair and all other Members of the Board shall be obliged to register and declare any interests, which are relevant and material, to the Board, as determined within the NHS 24 Code of Conduct. If any Member or Director has any doubts about the relevance or materiality of any interests, these doubts should be brought to the attention of the Chair and discussed. The application of the Code of Conduct at Meetings shall be agreed by the Board/Committee, e.g. inclusion of Members in discussions or decision-making. The Code of Conduct is attached as Annex B to the Standing Orders.

9.2 A Register of Interests shall be maintained by the Board Secretary to record any interests, which any Member may have. The Register must be up-dated as required and reviewed formally on an annual basis. A comment on the interests of Board Members is required in the Board's Annual Report.

9.3 The Scottish Ministers may, subject to such conditions as they may think fit to impose, remove in whole or in part, any disability imposed by this conflict of interest, in any case, in which it appears to them to be in the interests of the National Health Service that the disability should be removed.

9.4 Any remuneration, compensation or allowances payable to a Member in his/her capacity as a Board Member or employee of NHS 24 shall not be treated as a financial interest for the purpose of this Standing Order.

9.5 A Member shall not be treated as having an interest in any contract, proposed contract or other matter, by reason only that he/she, or an associate, has an interest in any company, body or person which is so remote or insignificant that he/she cannot reasonably be regarded as likely to effect any influence in the consideration or discussion of, or in voting on, any question with respect to that contract or matter.

9.6 For the purpose of this Standing Order, the word "associate" has the meaning indicated by Section 74 of the Bankruptcy (Scotland) Act 1985.

10. APPLICATION AND SUSPENSION OF STANDING ORDERS

10.1 No Standing Order shall be suspended, or dispensed with by the Board, unless with the consent of a two-thirds majority of the Members present and voting.

10.2 Any of these Standing Orders (including the rules governing committees) may be rescinded or altered by a resolution supported by two-thirds of Board Members.

10.3 The Audit Committee should be advised of the circumstances surrounding each and every incidence of rescinding, alternation or suspension of the Standing Orders.

SECTION 4: STANDING ORDERS

11. COMMITTEES OF THE BOARD

11.1 Subject to any direction issued by Scottish Ministers, the Board shall appoint such Committees and Sub-Committees as it thinks fit. The current Committee structure is laid out in Appendix 2.

11.2 Committees and Sub-Committees shall operate in accordance with formal terms of reference, which will be approved by the Board. The terms of reference for the Committees and Sub-Committees shall be reviewed annually by the Board.

11.3 The Committee Chair shall be appointed by the Board at a properly constituted meeting. The Chair of a Committee may call a meeting of that Committee any time and shall call a meeting when requested to do so by the Board.

11.4 Committees of the Board and the membership thereof shall be appointed annually by the Board or on such timeframe agreed by the Board. Casual vacancies in the membership of Committees shall be filled by the Board at the earliest opportunity.

11.5 Subject to any direction or regulation issued by Scottish Ministers, Board Committees may co-opt persons as Members of the Committees and Sub-Committees as and when required.

11.6 The Chair and the Chief Executive shall be Members of all Committees and Sub-Committees where no specific membership regulations exist.

11.7 These Standing Orders, so far as applicable, shall be the rules and regulations for the proceedings of formally constituted Committees and Sub-Committees, subject to the following additional provisions:

11.7.1 Board Members have the right to receive all papers for, and attend meetings of, all Committees/Sub Committees except where the Committee resolves otherwise and in accordance with each Committee's terms of reference.

11.7.2 Meetings of Committees and Sub-Committees shall not be open to the public and press unless the Board decides otherwise in respect to a particular Committee or a particular meeting of the Committee.

11.7.3 Committees of the Board may appoint Sub-Committees and Members thereof as may be considered necessary ensuring compliance with regulations and Standing Orders.

11.7.4 Minutes of Committee Meetings shall be presented to the Board for information in accordance with the provisions of SO 8.6 and each Committee's terms of reference. In addition, in the event of the Minutes not being available at the next Board Meeting, a verbal update on the business of the Committee shall be provided. This ensures that the Board is kept up to date on the business of its Committees and that any questions Members may have in respect of a particular governance area can be addressed promptly or other matters highlighted. The same process shall apply in respect of Sub-Committees to the parent Committee.

11.7.5 A Committee, or Sub-Committee may, notwithstanding that a matter is delegated to it, consider that a decision shall be submitted by way of a recommendation to the Board, or parent Committee, for approval.

SECTION 4: STANDING ORDERS

11.8 The terms of reference for Committees of the Board form part of these Standing Orders and are contained in Annex C as follows:

- C2 - Audit and Risk Committee
- C3 - Clinical Governance Committee
- C4 - Staff Governance Committee
- C5 - Remuneration Committee
- C7 – Planning and Performance Committee

12. SANCTIONS AVAILABLE FOR BOARD MEMBERS

The NHS 24 Code of Conduct outlines sanctions available to the organisation (through the Standards Commission) for any breach of its Code and associated processes, including the Standing Orders. Such action includes:

- censure
- suspension
- disqualification

13. REVIEW OF STANDING ORDERS

13.1 The Standing Orders shall be reviewed annually by the Director of Finance & Performance to ensure ongoing compliance with all applicable legislation. The output of this review activity shall be reported to the Audit and Risk Committee.

13.2 Any recommended changes resulting from the review and supported by the Audit Committee will be placed before the Board for approval.

SECTION 4: STANDING ORDERS

ANNEX A (1) – STANDING ORDERS

ORGANISATIONAL STRUCTURE

Organisation Structure



NURSING AND CARE

- Professional Leadership and Standards
- Clinical Education
- Clinical Governance
- Public Protection
- Patient Safety
- Clinical Input to Service Development

SERVICE DEVELOPMENT

- Service Transformation and Innovation
- Digital Strategy and Delivery
- Stakeholder Engagement
- User Research
- Quality Improvement
- Evaluation
- 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



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 PERFORMANCE

- Governance
- Financial and Strategic Planning
- Financial Control
- Risk Management
- Performance Reporting
- Operational Costing and Efficiency
- Revenue Development
- Facilities Management and Procurement

MEDICAL

- External Clinical Engagement
- Patient Safety
- Clinical Content
- Clinical Input to Service Development
- Resilience Planning
- Caldecott Guardian



SECTION 4: STANDING ORDERS

ANNEX A (2) – STANDING ORDERS

ORGANISATIONAL STRUCTURE

EXECUTIVE MANAGEMENT TEAM KEY ROLES AND RESPONSIBILITIES

Chief Executive

To provide strong, effective and visible leadership in the development and delivery of high-level strategies, as defined by the NHS 24 Board, to provide the people of Scotland with access to an effective national 24-hour co-service, providing clinical assessment and referral health advice and information by telephone and other media in line with Government policies and procedures.

To manage the resources made available to the NHS 24 Board and ensure, on the Board's behalf, that they are deployed effectively in order to optimise service provision and demonstrate best value.

To ensure that the Board's statutory duties are fulfilled both corporately and in all aspects of functional responsibility.

Director of Finance & Performance

To provide professional leadership for the Finance, Governance, Strategic Planning and Performance Management functions within NHS 24.

To ensure the highest standards of strategic financial planning, strategic financial management and corporate governance for NHS 24.

To ensure the collection, processing and management of the corporate information needs of the organisation.

Director of Nursing and Care

To be the professional lead for frontline staff ensuring the highest standards of clinical practice and care are enabled by robust systems of education, training, professional development and support.

To be the lead Director responsible for the delivery of effective Clinical and Care Governance disciplines, systems, and processes within NHS 24, including patient safety and quality improvement.

To lead on the delivery of the patient affairs functions.

To provide clinical input to service development.

Medical Director

To lead external clinical engagement liaising with partners across health and social care and Scottish Government.

Lead officer for patient safety across all services. This includes lead responsibility for the clinical content within NHS 24 systems.

To provide clinical input to service development.

To act as Caldicott Guardian for the organisation and ensure compliance with associated guidance.



Director of Workforce

To lead professional leadership for the organisational development, learning development and human resources functions.

To lead on Human Resource policy development.

To lead on workforce strategy and planning for the organisation.

To lead on trade union partnership engagement for the organisation.

Director of Service Delivery

To lead the planning, delivery and redesign of all NHS 24 services. To provide leadership to the operational management team with full responsibility for the deployment of front line services.

To lead the management of service performance against key performance indicators and the supporting performance framework.

To lead resource planning required to deliver all services.

Director of Service Development

Lead role in creating the service development model for NHS 24, including the required programme and change management supporting function.

To lead digital development and delivery including leadership of the integrated digital function.

To lead the stakeholder engagement, equality and diversity, patient focus and public involvement and quality improvement functions.

Chief Information Officer

To lead the technology support function including the delivery of the information technology And data strategic development plans.

To lead the information and records management and data security functions and occupy the role of Senior Information Risk Officer (SIRO).

To lead the contract management arrangements for the infrastructure systems and applications supporting delivery of services.

Head of Communications

To lead the communications function through the provision of corporate communications, media and campaigns and internal communications.

To lead the delivery of social media services and support.

To lead the advertising and marketing functions and audiovisual services.

Employee Director

Employee Director is a full member of the Executive Management Team providing the Trade Union perspective to discussions and when agreeing strategic decisions is accountable with Executive Management Team members for the implementation of those decisions .

The Employee Director ensures that Partnership working is embedded at all levels of NHS 24.

SECTION 5: BOARD CODE OF CONDUCT

NHS CODE OF CONDUCT FOR BOARD

CONTENTS

Section 1: Introduction to the Code of Conduct

- Appointments to the Boards of Public Bodies
- Guidance on the Code of Conduct
- Enforcement

Section 2: Key Principles of the Code of Conduct

Section 3: General Conduct

- Conduct at Meetings
- Relationship with Board Members and Employees of Public Bodies
- Remuneration, Allowances and Expenses
- Gifts and Hospitality
- Confidentiality Requirements
- Use of Public Body Facilities
- Appointment to Partner Organisations

Section 4: Registration of Interests

- Category One: Remuneration
- Category Two: Related Undertakings
- Category Three: Contracts
- Category Four: Houses, Land and Buildings
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SECTION 5: BOARD CODE OF CONDUCT

SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

1.1 The Scottish public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. You must meet those expectations by ensuring that your conduct is above reproach.

1.2 The Ethical Standards in Public Life etc. (Scotland) Act 2000, “the Act”, provides for Codes of Conduct for local authority councillors and members of relevant public bodies; imposes on councils and relevant public bodies a duty to help their members to comply with the relevant code; and establishes a Standards Commission for Scotland, “The Standards Commission” to oversee the new framework and deal with alleged breaches of the codes.

1.3 The Act requires the Scottish Ministers to lay before Parliament a Code of Conduct for Councillors and a Model Code for Members of Devolved Public Bodies. The Model Code for members was first introduced in 2002 and has now been revised in December 2013 following consultation and the approval of the Scottish Parliament. These revisions will make it consistent with the relevant parts of the Code of Conduct for Councillors, which was revised in 2010 following the approval of the Scottish Parliament.

1.4 As a member of NHS 24 “the Board”, it is your responsibility to make sure that you are familiar with, and that your actions comply with, the provisions of this Code of Conduct which has now been made by the Board.

Appointments to the Boards of Public Bodies

1.5 Public bodies in Scotland are required to deliver effective services to meet the needs of an increasingly diverse population. In addition, the Scottish Government’s equality outcome on public appointments is to ensure that Ministerial appointments are more diverse than at present. In order to meet both of these aims, a board should ideally be drawn from varied backgrounds with a wide spectrum of characteristics, knowledge and experience. It is crucial to the success of public bodies that they attract the best people for the job and therefore it is essential that a board’s appointments process should encourage as many suitable people to apply for positions and be free from unnecessary barriers. You should therefore be aware of the varied roles and functions of the public body on which you serve and of wider diversity and equality issues. You should also take steps to familiarise yourself with the appointment process that your public body will have agreed with the Scottish Government’s Public Appointment Centre of Expertise.

1.6 You should also familiarise yourself with how the public body’s policy operates in relation to succession planning, which should ensure the public body have a strategy to make sure they have the staff in place with the skills, knowledge and experience necessary to fulfil their role economically, efficiently and effectively.

Guidance on the Code of Conduct

1.7 You must observe the rules of conduct contained in this Code. It is your personal responsibility to comply with these and review regularly, and at least annually, your personal circumstances with this in mind, particularly when your circumstances change. You must not at any time advocate or encourage any action contrary to the Code of Conduct.

1.8 The Code has been developed in line with the key principles listed in Section 2 and provides additional information on how the principles should be interpreted and applied in practice. The Standards Commission may also issue guidance. No Code can provide for all circumstances and if you are uncertain about how the rules apply, you should seek advice from the public body. You may also choose to consult your own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals.

SECTION 5: BOARD CODE OF CONDUCT

1.9 You should familiarise yourself with the Scottish Government publication “On Board – a guide for board members of public bodies in Scotland”. This publication will provide you with information to help you in your role as a member of a public body in Scotland and can be viewed on the Scottish Government website.

Enforcement

1.10 Part 2 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 sets out the provisions for dealing with alleged breaches of this Code of Conduct and where appropriate the sanctions that will be applied if the Standards

SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT

2.1 The general principles upon which this Code is based should be used for guidance and interpretation only. These general principles are:

Duty

You have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of the public body of which you are a member and in accordance with the core functions and duties of that body.

Selflessness

You have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family or friends.

Integrity

You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties.

Objectivity

You must make decisions solely on merit and in a way that is consistent with the functions of the public body when carrying out public business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

Accountability and Stewardship

You are accountable for your decisions and actions to the public. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that the public body uses its resources prudently and in accordance with the law.

Openness

You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.

Honesty

You have a duty to act honestly. You must declare any private interests relating to your public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

You have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public’s trust and confidence in the integrity of the public body and its members in conducting public business.

Respect

You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times. Similarly, you must respect members of the public when performing duties as a member of your public body.

SECTION 5: BOARD CODE OF CONDUCT

2.2 You should apply the principles of this Code to your dealings with fellow members of the public body, its employees and other stakeholders. Similarly, you should also observe the principles of this Code in dealings with the public when performing duties as a member of the public body.

SECTION 3: GENERAL CONDUCT

3.1 The rules of good conduct in this section must be observed in all situations where you act as a member of the public body.

Conduct at Meetings

3.2 You must respect the chair, your colleagues and employees of the public body in meetings. You must comply with rulings from the chair in the conduct of the business of these meetings.

Relationship with Board Members and Employees of the Public Body (including those employed by contractors providing services)

3.3 You will treat your fellow board members and any staff employed by the body with courtesy and respect. It is expected that fellow board members and employees will show you the same consideration in return. It is good practice for employers to provide examples of what is unacceptable behaviour in their organisation. Public bodies should promote a safe, healthy and fair working environment for all. As a board member, you should be familiar with the policies of the public body in relation to bullying and harassment in the workplace and also lead by exemplar behaviour.

Remuneration, Allowances and Expenses

3.4 You must comply with any rules of the public body regarding remuneration, allowances and expenses.

Gifts and Hospitality

3.5 You must not accept any offer by way of gift or hospitality, which could give rise to real or substantive personal gain or a reasonable suspicion of influence on your part to show favour, or disadvantage, to any individual or organisation. You should also consider whether there may be any reasonable perception that any gift received by your spouse or cohabitee or by any company in which you have a controlling interest, or by a partnership of which you are a partner, can or would influence your judgement. The term “gift” includes benefits such as relief from indebtedness, loan concessions or provision of services at a cost below that generally charged to members of the public.

3.6 You must never ask for gifts or hospitality.

3.7 You are personally responsible for all decisions connected with the offer or acceptance of gifts or hospitality offered to you and for avoiding the risk of damage to public confidence in your public body.

As a general guide, it is usually appropriate to refuse offers except:

- a)** isolated gifts of a trivial character, the value of which must not exceed £50
- b)** normal hospitality associated with your duties and which would reasonably be regarded as appropriate
- c)** gifts received on behalf of the public body

SECTION 5: BOARD CODE OF CONDUCT

3.8 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision your body may be involved in determining, or who is seeking to do business with your organisation, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit in your capacity as a member of your public body then, as a general rule, you should ensure that your body pays for the cost of the visit.

3.9 You must not accept repeated hospitality or repeated gifts from the same source.

3.10 Members of devolved public bodies should familiarise themselves with the terms of the Bribery Act 2010 which provides for offences of bribing another person and offences relating to being bribed.

Confidentiality Requirements

3.11 There may be times when you will be required to treat discussions, documents or other information relating to the work of the body in a confidential manner. You will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public. You must always respect the confidential nature of such information and comply with the requirement to keep such information private.

3.12 It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purposes of personal or financial gain, or for political purposes or used in such a way as to bring the public body into disrepute.

Use of Public Body Facilities

3.13 Members of public bodies must not misuse facilities, equipment, stationery, telephony, computer, information technology equipment and services, or use them for party political or campaigning activities. Use of such equipment and services etc. must be in accordance with the public body's policy and rules on their usage. Care must also be exercised when using social media networks not to compromise your position as a member of the public body.

Appointment to Partner Organisations

3.14 You may be appointed, or nominated by your public body, as a member of another body or organisation. If so, you are bound by the rules of conduct of these organisations and should observe the rules of this Code in carrying out the duties of that body.

3.15 Members who become directors of companies as nominees of their public body will assume personal responsibilities under the Companies Acts. It is possible that conflicts of interest can arise for such members between the company and the public body. It is your responsibility to take advice on your responsibilities to the public body and to the company. This will include questions of declarations of interest.

SECTION 4: REGISTRATION OF INTERESTS

4.1 The following paragraphs set out the kinds of interests, financial and otherwise which you have to register. These are called "Registerable Interests". You must, at all times, ensure that these interests are registered, when you are appointed and whenever your circumstances change in such a way as to require change or an addition to your entry in the body's Register. It is your duty to ensure any changes in circumstances are reported within one month of them changing.

SECTION 5: BOARD CODE OF CONDUCT

4.2 The Regulations as amended describe the detail and timescale for registering interests. It is your personal responsibility to comply with these regulations and you should review regularly and at least once a year your personal circumstances. Annex B contains key definitions and explanatory notes to help you decide what is required when registering your interests under any particular category. The interests which require to be registered are those set out in the following paragraphs and relate to you. It is not necessary to register the interests of your spouse or cohabitee.

Category One: Remuneration

4.3 You have a Registerable Interest where you receive remuneration by virtue of being:

- employed
- self-employed
- the holder of an office
- a director of an undertaking
- a partner in a firm
- undertaking a trade, profession or vocation or any other work

4.4 In relation to 4.3 above, the amount of remuneration does not require to be registered and remuneration received as a member does not have to be registered.

4.5 If a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under category two, “Related Undertakings”.

4.6 If you receive any allowances in relation to membership of any organisation, the fact that you receive such an allowance must be registered.

4.7 When registering employment, you must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.

4.8 When registering self-employment, you must provide the name and give details of the nature of the business. When registering an interest in a partnership, you must give the name of the partnership and the nature of its business.

4.9 Where you undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. For example, if you write for a newspaper, you must give the name of the publication, and the frequency of articles for which you are paid.

4.10 When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and the nature of its business.

4.11 Registration of a pension is not required as this falls outside the scope of the category.

²SSI - *The Ethical Standards in Public Life etc. (Scotland) Act 2000 (Register of Interests) Regulations 2003 Number 135, as amended.*

SECTION 5: BOARD CODE OF CONDUCT

Category Two: Related Undertakings

4.12 You must register any directorships held which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary of, or a parent of, a company (or other undertaking) in which you hold a remunerated directorship.

4.13 You must register the name of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which you are a director and from which you receive remuneration.

4.14 The situations to which the above paragraphs apply are as follows:

- you are a director of a board of an undertaking and receive remuneration declared under category one
- you are a director of a parent or subsidiary undertaking but do not receive remuneration in that capacity

Category Three: Contracts

4.15 You have a registerable interest where you (or a firm in which you are a partner, or an undertaking in which you are a director or in which you have shares of a value as described in paragraph 4.19 below) have made a contract with the public body of which you are a member:

- (i) under which goods or services are to be provided, or works are to be executed
- (ii) which has not been fully discharged

4.16 You must register a description of the contract, including its duration, but excluding the consideration.

Category Four: Houses, Land and Buildings

4.17 You have a registerable interest where you own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed.

4.18 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in houses, land and buildings could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision making.

Category Five: Interest in Shares and Securities

4.19 You have a registerable interest where you have an interest in shares comprised in the share capital of a company or other body which may be significant to, of relevance to, or bear upon, the work and operation of (a) the body to which you are appointed and (b) the nominal value of the shares is:

- (i) greater than 1% of the issued share capital of the company or other body
- (ii) greater than £25,000

Where you are required to register the interest, you should provide the registered name of the company in which you hold shares; the amount or value of the shares does not have to be registered.

Category Six: Gifts and Hospitality

4.20 You must register the details of any gifts or hospitality received within your current term of office. This record will be available for public inspection. It is not however necessary to record any gifts or hospitality as described in paragraph 3.7 (a) to (c) of this Model Code.

SECTION 5: BOARD CODE OF CONDUCT

Category Seven: Non–Financial Interests

4.21 You may also have a registerable interest if you have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed. It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.

4.22 In the context of non-financial interests, the test to be applied when considering appropriateness of registration is to ask whether a member of the public might reasonably think that any non-financial interest could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making.

SECTION 5: DECLARATION OF INTERESTS

General

5.1 The key principles of the Code, especially those in relation to integrity, honesty and openness, are given further practical effect by the requirement for you to declare certain interests in proceedings of the public body. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence, your actions.

5.2 Public bodies inevitably have dealings with a wide variety of organisations and individuals and this Code indicates the circumstances in which a business or personal interest must be declared. Public confidence in the public body and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.

5.3 In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must, however, always comply with the objective test (“the objective test”) which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your discussion or decision making in your role as a member of a public body.

5.4 If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution. If a board member is unsure as to whether a conflict of interest exists, they should seek advice from the board chair.

5.5 As a member of a public body you might serve on other bodies. In relation to service on the boards and management committees of limited liability companies, public bodies, societies and other organisations, you must decide, in the particular circumstances surrounding any matter, whether to declare an interest. Only if you believe that, in the particular circumstances, the nature of the interest is so remote or without significance, should it not be declared. You must always remember the public interest points towards transparency and, in particular, a possible divergence of interest between your public body and another body. Keep particularly in mind the advice in paragraph 3.15 of this Model Code about your legal responsibilities to any limited company of which you are a director.

SECTION 5: BOARD CODE OF CONDUCT

Interests which Require Declaration

5.6 Interests which require to be declared if known to you may be financial or non-financial. They may or may not cover interests which are registerable under the terms of this Code. Most of the interests to be declared will be your personal interests but, on occasion, you will have to consider whether the interests of other persons require you to make a declaration. The paragraphs which follow deal with (a) your financial interests (b) your non-financial interests and (c) the interests, financial and non-financial, of other persons.

5.7 You will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations as a result of your private and personal interests and not because of your role as a member of a public body. In the context of any particular matter, you will need to decide whether to declare an interest. You should declare an interest unless you believe that, in the particular circumstances, the interest is too remote or without significance.

In reaching a view on whether the objective test applies to the interest, you should consider whether your interest (whether taking the form of association or the holding of office) would be seen by a member of the public acting reasonably in a different light because it is the interest of a person who is a member of a public body as opposed to the interest of an ordinary member of the public.

Your Financial Interests

5.8 You must declare, if it is known to you, any financial interest (including any financial interest which is registerable under any of the categories prescribed in Section 4 of this Code).

There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

Your Non-Financial Interests

5.9 You must declare, if it is known to you, any non-financial interest if:

- (i) that interest has been registered under category seven (Non- Financial Interests) of Section 4 of the Code
- (ii) that interest would fall within the terms of the objective test

There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

The Financial Interests of Other Persons

5.10 The Code requires only your financial interests to be registered. You also, however, have to consider whether you should declare any financial interest of certain other persons.

You must declare if it is known to you any financial interest of:-

- (i) a spouse, a civil partner or a co-habitee
- (ii) a close relative, close friend or close associate
- (iii) an employer or a partner in a firm
- (iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director
- (v) a person from whom you have received a registerable gift or registerable hospitality
- (vi) a person from whom you have received registerable expenses

SECTION 5: BOARD CODE OF CONDUCT

5.11 This Code does not attempt the task of defining “relative” or “friend” or “associate”. Not only is such a task fraught with difficulty but is also unlikely that such definitions would reflect the intention of this part of the Code. The key principle is the need for transparency in regard to any interest which might (regardless of the precise description of relationship) be objectively regarded by a member of the public, acting reasonably, as potentially affecting your responsibilities as a member of the public body and, as such, would be covered by the objective test.

The Non-Financial Interests of Other Persons

5.12 You must declare if it is known to you any non-financial interest of:-

- (i) a spouse, a civil partner or a co-habitee
- (ii) a close relative, close friend or close associate
- (iii) an employer or a partner in a firm
- (iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director
- (v) a person from whom you have received a registerable gift or registerable hospitality
- (vi) a person from whom you have received registerable election expenses

There is no need to declare the interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

There is only a need to withdraw from the meeting if the interest is clear and substantial.

Making a Declaration

5.13 You must consider at the earliest stage possible whether you have an interest to declare in relation to any matter which is to be considered. You should consider whether agendas for meetings raise any issue of declaration of interest. Your declaration of interest must be made as soon as practicable at a meeting where that interest arises. If you do identify the need for a declaration of interest only when a particular matter is being discussed you must declare the interest as soon as you realise it is necessary.

5.14 The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words “I declare an interest”. The statement must be sufficiently informative to enable those at the meeting to understand the nature of your interest but need not give a detailed description of the interest.

Frequent Declarations of Interest

5.15 Public confidence in a public body is damaged by perception that decisions taken by that body are substantially influenced by factors other than the public interest. If you would have to declare interests frequently at meetings in respect of your role as a board member, you should not accept a role or appointment with that attendant consequence. If members are frequently declaring interests at meetings then they should consider whether they can carry out their role effectively and discuss with their chair. Similarly, if any appointment or nomination to another body would give rise to objective concern because of your existing personal involvement or affiliations, you should not accept the appointment or nomination.

SECTION 5: BOARD CODE OF CONDUCT

Dispensations

5.16 In some very limited circumstances dispensations can be granted by the Standards Commission in relation to the existence of financial and non-financial interests which would otherwise prohibit you from taking part and voting on matters coming before your public body and its committees.

5.17 Applications for dispensations will be considered by the Standards Commission and should be made as soon as possible in order to allow proper consideration of the application in advance of meetings where dispensation is sought. You should not take part in the consideration of the matter in question until the application has been granted.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES

Introduction

6.1 In order for the public body to fulfil its commitment to being open and accessible, it needs to encourage participation by organisations and individuals in the decision-making process. Clearly however, the desire to involve the public and other interest groups in the decision-making process must take account of the need to ensure transparency and probity in the way in which the public body conducts its business.

6.2 You will need to be able to consider evidence and arguments advanced by a wide range of organisations and individuals in order to perform your duties effectively. Some of these organisations and individuals will make their views known directly to individual members. The rules in this Code set out how you should conduct yourself in your contacts with those who would seek to influence you. They are designed to encourage proper interaction between members of public bodies, those they represent and interest groups.

Rules and Guidance

6.3 You must not, in relation to contact with any person or organisation that lobbies do anything which contravenes this Code or any other relevant rule of the public body or any statutory provision.

6.4 You must not, in relation to contact with any person or organisation who lobbies, act in any way which could bring discredit upon the public body.

6.5 The public must be assured that no person or organisation will gain better access to or treatment by, you as a result of employing a company or individual to lobby on a fee basis on their behalf. You must not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which you accord any other person or organisation who lobbies or approaches you. Nor should those lobbying on a fee basis on behalf of clients be given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of the public body.

6.6 Before taking any action as a result of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation that is lobbying and the motive for lobbying. You may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that you know the basis on which you are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code.

6.7 You should not accept any paid work:-

- a) which would involve you lobbying on behalf of any person or organisation or any clients of a person or organisation
- b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence the public body and its members. This does not prohibit you from being remunerated for activity which may arise because of, or relate to, membership of the public body, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events

6.8 If you have concerns about the approach or methods used by any person or organisation in their contacts with you, you must seek the guidance of the public body.

SECTION 6 : APPENDIX 2

COMMITTEE STRUCTURE/TERMS OF REFERENCE

ANNEX A

SANCTIONS AVAILABLE TO THE STANDARDS COMMISSION FOR BREACH OF THE CODE

- a) **Censure** – the Commission may reprimand the member but otherwise take no action against them;
- b) **Suspension** – of the member for a maximum period of one year from attending one or more, but not all, of the following:
 - (i) all meetings of the public body
 - (ii) all meetings of one or more committees or sub-committees of the public body
 - (iii) all meetings of any other public body on which that member is a representative or nominee of the public body of which they are a member
- c) **Suspension** – for a period not exceeding one year, of the member’s entitlement to attend all of the meetings referred to in (b) above;
- d) **Disqualification** – removing the member from membership of that public body for a period of no more than five years.

Where a member has been suspended, the Standards Commission may direct that any remuneration or allowance received from membership of that public body be reduced, or not paid.

Where the Standards Commission disqualifies a member of a public body, it may go on to impose the following further sanctions:

- a) Where the member of a public body is also a councillor, the Standards Commission may disqualify that member (for a period of no more than five years) from being nominated for election as, or from being elected, a councillor. Disqualification of a councillor has the effect of disqualifying that member from their public body and terminating membership of any committee, sub-committee, joint committee, joint board or any other body on which that member sits as a representative of their local authority
- b) Direct that the member be removed from membership, and disqualified in respect of membership, of any other devolved public body (provided the members’ code applicable to that body is then in force) and may disqualify that person from office as the Water Industry Commissioner

In some cases the Standards Commission do not have the legislative powers to deal with sanctions, for example if the respondent is an executive member of the board or appointed by the Queen. Sections 23 and 24 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 refer.

Full details of the sanctions are set out in Section 19 of the Act.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE ANNEX B

DEFINITIONS

“Chair” includes Board Convener or any person discharging similar functions **“Any person”** includes individuals, incorporated and unincorporated bodies, trade unions, charities and voluntary organisations.

“Public body” means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc.
(Scotland) Act 2000, as amended.

“Related Undertaking” is a parent or subsidiary company of a principal undertaking of which you are also a director. You will receive remuneration for the principal undertaking though you will not receive remuneration as director of the related undertaking.

“Remuneration” includes any salary, wage, share of profits, fee, expenses, other monetary benefit or benefit in kind. This would include, for example, the provision of a company car or travelling expenses by an employer.

“Spouse” does not include a former spouse or a spouse who is living separately and apart from you. under alternative decision-making structures.

“Code” code of conduct for members of devolved public bodies

“Cohabitee” includes a person, whether of the opposite sex or not, who is living with you in a relationship similar to that of husband and wife.

“Group of companies” has the same meaning as “group” in section 262(1) of the Companies Act 1985. A “group”, within s262 (1) of the Companies Act 1985, means a parent undertaking and its subsidiary undertakings.

“Parent Undertaking” is an undertaking in relation to another undertaking, a subsidiary undertaking, if **a)** it holds a majority of the rights in the undertaking; or **b)** it is a member of the undertaking and has the right to appoint or remove a majority of its board of directors; or **c)** it has the right to exercise a dominant influence over the undertaking **(i)** by virtue of provisions contained in the undertaking’s memorandum or articles or **(ii)** by virtue of a control contract; or **d)** it is a councillor of the undertaking and controls alone, pursuant to an agreement with other shareholders or councillors, a majority of the rights in the undertaking.

“A person” means a single individual or legal person and includes a group of companies.

“Undertaking” means:

- a)** a body corporate or partnership; or
- b)** an unincorporated association carrying on a trade or business, with or without a view to a profit.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

AUDIT & RISK COMMITTEE TERMS OF REFERENCE

1. Purpose of the Committee

1.1 The Audit and Risk Committee is a statutory committee of the Board, responsible for providing assurance required for the Board and key stakeholders that the system of internal controls including risk assessment and management processes, is functioning, effective and adding value throughout the organisation. It oversees legal and statutory compliance with NHS laws and regulations.

2. Composition of the Committee

2.1 Membership

2.1.1 The Committee will comprise:

- 1 Non-Executive Chair
- 3 Non-Executive Board Members

2.1.2 The Committee Chair shall be appointed by the Board at a properly constituted meeting.

2.1.3 At least one Member should have significant, recent and relevant financial experience, e.g. as an Auditor or Finance Director.

2.1.4 Although Audit & Risk Committee members are recruited for their individual skills, it is vital that they are able to work collaboratively.

2.1.5 The Board Chair and Executive Directors of the Board are explicitly excluded from being members of the Audit & Risk Committee but are able to participate as attendees.

2.1.6 The Committee will be provided with a secretariat function through the Executive PA of the Director of Finance & Performance.

2.1.7 Appropriate training and development will be provided to ensure that members of the Committee have the skills and knowledge to carry out this role.

2.1.8 The Committee may co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience.

2.1.9 It is also good practice for the Chair of the Audit & Risk Committee to meet the Accountable Officer, the Director of Finance & Performance, the Head of Internal Audit and the External Auditor's senior representative outside of the formal committee structure.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

2.2 Attendance

- 2.2.1** The Board Chair should not be a member of this Committee but has the right to attend Meetings of the Committee.
- 2.2.2** Other Board Members may attend Meetings of the Committee and have access to papers, should they so wish, except where the Committee resolves otherwise.
- 2.2.3** The Chief Executive (the Accountable Officer), the Director of Finance & Performance (the Accounting Officer), the Medical Director / Director of Nursing and Care, the Internal Auditor and the External Auditor shall normally attend meetings.
- 2.2.4** A Partnership Forum Nominated Staff Representative shall normally attend meetings.
- 2.2.5** The Committee can request the attendance of any Officer of NHS 24 relating to the business to be transacted at the meeting.
- 2.2.6** Meetings may be attended, in whole or in part, exclusively by Committee Members and, if required, the External Auditor and/or the Internal Auditor, as considered appropriate by the Committee Chair.
- 2.2.7** The Committee Chair should be available at the Annual Public Meeting to answer questions about the Committee's work, if required.

3. Meetings of the Committee

3.1 Frequency

- 3.1.1** The Committee shall meet as required, with Meetings normally to be held four times in each financial year, at a place and time as determined by the Committee and to coincide with key events during the year, e.g. Annual Accounts production.
- 3.1.2** The Committee should meet individually with the Internal Auditors and with the External Auditors, once per year, without any Executive Directors present.
- 3.1.3** The Committee should meet with the Chief Executive and separately with the Director of Finance & Performance once per year without any other Executive Directors or Auditors present.
- 3.1.4** A Note of the actions arising from the private meetings shall be taken for the record.
- 3.1.5** In addition, the Committee Chair may convene additional Meetings of the Committee to consider business, which may require urgent consideration.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

3.1.6 The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Committee.

3.2 Agenda and Papers

3.2.1 The Committee Chair in conjunction with the Director of Finance and Performance will set the Agenda for meetings.

3.2.2 The Agenda and supporting papers will be sent out at least five working days in advance of the meetings.

3.2.3 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.

3.3 Quorum

3.3.1 Three members of the Committee shall constitute a quorum and no business shall be transacted unless this minimum number of Members is present. For the purposes of determining whether a meeting is quorate. Members attending by either video or tele-conference link will be determined to be present.

3.4 Minutes

3.4.1 Formal minutes shall be taken of the proceedings of the Audit & Risk Committee. These Draft Minutes shall be distributed for consideration and review, to the Chair of the Meeting within ten working days of the Meeting and distributed to the Members within fifteen working days of the Meeting.

3.4.2 The Draft Minutes shall then be presented at the next Meeting of the Committee for approval.

3.4.3 Once approved by Committee Members, Minutes shall be presented at the next available Board Meeting by the Committee Chair. In addition, in the event of the Minutes not being available at the next Board Meeting, a verbal update on the business of the Committee shall be provided to ensure any questions Members of the Board may have can be addressed promptly or other matters highlighted.

4. Authority

4.1 The Committee is authorised by the Board, within its Terms of Reference, to investigate any activity in the operations of NHS 24. It is authorised to seek and obtain any information it requires from any employee and all employees of NHS 24 are directed to co-operate with any request made by the Committee.

4.2 The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the assistance of people from outside NHS 24 or the wider NHS, with relevant expertise, if it is considered necessary.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

5. Responsibilities of the Audit Committee

- 5.1 The duties of the Committee shall be in line with the NHS Scotland Audit Committee Handbook 2018, as follows.
- 5.2 The Committee shall be responsible for monitoring the Board's corporate governance arrangements and system of internal control. This will include the following specific responsibilities.
- 5.3 Corporate Governance, System of Internal Control, Risk Management and Arrangements for the Prevention and Detection of Fraud.
- 5.4 Overseeing the Board's Governance arrangements, including compliance with the law, Scottish Government Health Directorates guidance or instructions, the Board's Standing Orders, Standing Financial Instructions and Code of Conduct for Staff.
- 5.5 Evaluating the adequacy and effectiveness of the internal control environment and providing a statement annually to the Board. This evaluation will be based on the work of, and annual report of, the Internal Auditors on behalf of the committee.
- 5.6 Reviewing the assurances given in the Governance Statement. The Audit and Risk Committee may challenge Executives to question whether the scope of their activity delivers the assurance needed by the Board and the Accountable Officer and determine whether the assurance given is founded on sufficient, reliable evidence and whether the conclusions are reasonable in the context of the evidence.
- 5.7 The Audit and Risk Committee shall be proactive in commissioning assurance work from appropriate sources if it identifies any significant risk, governance or control issue, which is not being subjected to adequate review. It shall also seek to ensure that any weaknesses, identified by reviews, are remedied.
- 5.8 The Audit and Risk Committee will monitor the effectiveness of arrangements to assess and manage risk and to review the Corporate Risk Register at each meeting.
- 5.9 The Audit and Risk Committee will monitor the effectiveness of arrangements to prevent and detect fraud and to receive regular reports on these arrangements and the levels of detected and suspected fraud.
- 5.10 The Audit and Risk Committee will monitor the effectiveness of the Board's arrangements for whistleblowing.
- 5.11 The Audit and Risk Committee will review its own effectiveness and report the results of that review to the Board and Accountable Officer.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

6. Reporting to the Board

6.1 In addition to providing the Board with the verbal updates and approved Minutes of Meetings as outlined in 3.4 above, the Audit & Risk Committee shall produce an Annual Report to the Board, summarising its conclusions from the work it has done during the year, to be presented by the Committee Chair. The timing of this will align to the Board's consideration of the Chief Executive's Governance Statement for the associated financial year.

6.2 The Committee has a duty to review its own performance and effectiveness, including running costs and terms of reference, on an annual basis.

7. Policy on Non-Audit Services

7.1 Definition

Non Audit Services are those services carried out by an auditor that are non statutory and fall outwith the scope of the agreed annual audit plan and for which an additional fee is charged.

7.2 Auditor Independence and Objectivity

When making an appointment for non-audit work, the Audit & Risk Committee should ensure that the provision of such services does not impair the auditor's independence or objectivity. In this context, the Audit & Risk Committee should consider:

- whether the skills and experience of the audit firm make it a suitable supplier of the non audit service;
- whether there are safeguards in place to ensure that there is no threat to objectivity and independence in the conduct of the audit resulting from the provision of such services by the auditor;
- the nature of the non audit services, the related levels and the fee levels individually and in aggregate to the audit fee; and
- the criteria which govern the compensation of the individuals performing the audit.

7.3 Ethical Considerations

The Audit & Risk Committee should take into account relevant ethical guidance regarding the provision of non audit services, and should not agree to the auditor providing a service if:

- the auditor audit's its own firm's work;
- the auditor makes management decisions for the organisation;
- a mutuality of interest is created; or
- the auditor is put in the role of advocate for the organisation.

7.4 Appointments

In relation to appointments, the Audit & Risk Committee has the authority to:

- approve the non audit services from internal and external audit; or
- delegate to the Director of Finance, the authority to engage non audit services up to a value of £10,000 including irrecoverable VAT per assignment. The subsequent provision of this service should be reported to the next meeting of the Audit & Risk Committee.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

To maintain the Corporate Governance Framework, the engagement of Internal Auditors for non audit work should always be made by the Director of Finance & Performance.

CLINICAL GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1. Purpose of the Committee

1.1 The Clinical Governance Committee is a statutory Committee required to be established by a Health Board to provide assurance to the Board that appropriate clinical governance mechanisms are in place and effective throughout the organisation.

1.2 It seeks to ensure:

- That the principles and standards of clinical governance as reflected in the Healthcare Quality Strategy are applied to all activities of the Board; and
- That appropriate mechanisms are in place for the effective engagement of representatives of patients and clinical staff.

1.3 To provide assurance to the Board that appropriate structures and processes are in place to address issues of diversity and equality, human rights, and the governance requirements of Patient Focus Public Involvement (PFPI).

2. Composition of the Committee

2.1 Membership

2.1.1 The Committee will comprise a minimum of:

- Non-Executive Chair
- Non-Executive Board Member x 4 (including the Committee Chair)
- Clinical Advisory Group representative

2.1.2 The Committee Chair shall be appointed by the Board at a properly constituted meeting.

2.1.3 The Board Chair can be a Member of the Committee and has the right to attend its Meetings.

2.1.4 Membership of the Clinical Governance Committee shall be disclosed in the Annual Report and Accounts.

2.1.5 Appropriate training and development will be provided to ensure that members of the Committee have the skills and knowledge to carry out this role.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

2.2 Attendance

- 2.2.1** Other Board Members may attend Meetings of the Committee and have access to papers, should they so wish, except where the Committee resolves otherwise.
- 2.2.2** The Chief Executive, Director of Nursing & Care and Medical Director shall normally attend meetings. The Director of Nursing & Care is the Executive Lead for the Committee.
- 2.2.3** Two Partnership Forum Nominated Staff Representatives shall normally attend Committee meetings.
- 2.2.4** Mental Health representative shall normally attend the meetings.
- 2.2.5** One member of the Clinical Governance Public Panel shall normally attend Committee meetings.
- 2.2.6** Meetings may be attended, in whole or in part, exclusively by Committee Members, as considered appropriate by the Committee Chair.
- 2.2.7** The Committee Chair should be available at the Annual Review to answer questions about the Committee's work, if required.

3. MEETINGS OF THE COMMITTEE

3.1 Frequency

- 3.1.1** The Committee shall meet as required, with Meetings normally to be held quarterly in each financial year, at a place and time as determined by the Committee and to coincide with key events during the year.
- 3.1.2** In addition, the Committee Chair may convene additional Meetings of the Committee to consider business, which may require urgent consideration.
- 3.1.3** The Committee should meet individually with the Internal Auditors and with the External Auditors, once per year, without any Executive Directors present.
- 3.1.4** The Committee should meet with the Chief Executive and separately with the Director of Nursing & Care once per year without any other Executive Directors or Auditors present.
- 3.1.5** A Note of the actions arising from the private meetings shall be taken for the record.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

- 3.1.6** In addition, the Committee Chair may convene additional Meetings of the Committee to consider business, which may require urgent consideration.
- 3.1.7** The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Committee.

3.2 Agenda and Papers

- 3.2.1** The Committee Chair in conjunction with the Director of Nursing & Care will set the Agenda for meetings.

- 3.2.2** The Agenda and supporting papers will be sent out at least five working days in advance of the meetings.
- 3.2.3** All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.
- 3.3 Quorum**
Three Non-Executive Members of the Committee shall constitute a quorum and the Chair of the Committee can be one of them and no business shall be transacted unless this minimum number of Members is present. For the purposes of determining whether a meeting is quorate, Members attending by either video or tele-conference link will be determined to be present.
- 3.4 Minutes**
 - 3.4.1** Formal minutes shall be taken of the proceedings of the Clinical Governance Committee. These Draft Minutes shall be distributed for consideration and review, to the Chair of the Meeting within ten working days of the Meeting and distributed to the Members within fifteen working days of the Meeting.
 - 3.4.2** The Draft Minutes shall then be presented at the next Meeting of the Committee for approval.
 - 3.4.3** Once approved by Committee Members, Minutes shall be presented at the next available Board Meeting by the Committee Chair. In addition, in the event of the Minutes not being available at the next Board Meeting, a highlight report on the business of the Committee shall be provided to ensure any questions Members of the Board may have can be addressed promptly or other matters raised.
- 4. Authority**
 - 4.1** The Committee is authorised by the Board, within its Terms of Reference, to investigate any activity in the operations of NHS 24. It is authorised to seek and obtain any information it requires from any employee and all employees of NHS 24 are directed to co-operate with any request made by the Committee.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

- 4.2** The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the assistance of people from outside NHS 24 or the wider NHS, with relevant expertise, if it is considered necessary.

5. Duties of the Clinical Governance Committee

The duties of the Committee shall be as follows:

Quality Planning

- 5.1** Check and report to the Board that effective structures are in place to undertake activities, which underpin clinical governance.
- 5.2** Ensure that the principles and ambitions of NHS Scotland policies and frameworks are embedded in clinical governance systems and processes.
- 5.3** Review the mechanisms, which exist to engage effectively with service users, partners and staff.
- 5.4** Review the Clinical Audit Strategy and Plan.
- 5.5** Review and approve the terms of reference for clinical advisory groups.

Quality Control

- 5.6** Review the systems of clinical governance, monitoring that they operate effectively and that action is being taken to address any key areas of concern.
- 5.7** Obtain assurance that there is quality improvement and learning and that systems are in place to deliver it.
- 5.8** Obtain assurance that an effective approach is in place to identify and manage clinical risk across the system, working within the overall NHS 24 Risk Management Strategy.
- 5.9** Make recommendations to the NHS 24 Risk & Audit Committee on any requirements for Internal Audit to support clinical activities.
- 5.10** Promote a culture of positive complaints handling, advocacy and feedback including learning from adverse events.
- 5.11** Obtain assurance that mechanisms are in place for staff and others to confidently bring forward matters of clinical care and safety.
- 5.12** Obtain assurance on activities relating to NHS 24's responsibilities regarding public protection.
- 5.13** Obtain assurance that reports relating to clinical governance in NHS 24 from external monitoring bodies (e.g., Healthcare Improvement Scotland) have been reviewed and actions taken where required.
- 5.14** Receive assurance and consider reports and recommendations from clinical advisory groups (e.g., regular receipt of minutes of meetings).

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

Quality Assurance

- 5.15** Review performance in management of clinical risk and organisational resilience, including emergency planning.
- 5.16** Gain and review assurance on performance across the organisation.
- 5.17** Gain assurance that national policy developments and recommendations from other external reports as they relate to clinical governance in NHS24, have been reviewed and responded to.
- 5.18** Review the actions taken by accountable officers on any recommendations or issues arising from clinical audit reports.
- 5.19** Monitor, report and provide assurance to the Board that appropriate actions in relation to external review and monitoring of clinical governance are being taken.

6. Reporting to the Board

- 6.1** In addition to providing the Board with the verbal updates and approved Minutes of Meetings as outlined in 3.4 above, the Clinical Governance Committee shall produce an Annual Report to the Board to be presented by the Committee Chair. The timing of this will align to the Board's consideration of the Chief Executive's Governance Statement for the associated financial year.
- 6.2** The Committee has a duty to review its own performance and effectiveness, including resource costs and terms of reference, on an annual basis.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

STAFF GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1. Purpose of the Committee

Role of the Committee

1.1 To support and maintain a culture within the organisation where the delivery of the highest possible standard of staff management is understood to be the responsibility of everyone working within the organisation and is built upon partnership and collaboration.

1.2 To ensure that robust arrangements to implement the Staff Governance Standard are in place and are monitored so that staff are:

- well informed;
- appropriately trained and developed;
- involved in decisions;
- treated fairly and consistently, with dignity and respect, in an environment where diversity is valued; and
- provided with a continually improving and safe working environment, promoting the health and wellbeing of staff, patients and the wider community.

2. Composition of the Committee

2.1 Membership

2.1.1 The Committee will comprise:

- Non-Executive Chair
- Employee Director and Vice Chair (Non-Executive Board Member)
- Non-Executive Board Member x 3
- Two Partnership Forum Nominated Staff Representatives

2.1.2 The Committee Chair shall be appointed by the Board at a properly constituted meeting.

2.1.3 The Board Chair can be a Member of the Committee and has the right to attend its Meetings.

2.1.4 Membership of the Staff Governance Committee shall be disclosed in the Annual Report and Accounts.

2.1.5 Appropriate training and development will be provided to ensure that members of the Committee have the skills and knowledge to carry out this role.

2.2 Attendance

2.2.1 Other Board Members may attend Meetings of the Committee and have access to papers, should they so wish, except where the Committee resolves otherwise.

2.2.2 The Chief Executive, Director of Nursing and Care/ Director of Service Delivery, Director of Workforce shall normally attend meetings.

2.2.3 The Staff Side Co Chairs of the Regional Partnership Forum should normally attend meetings and an invitation be extended to the Co-Chair of the Health & Safety Committee.

2.2.4 Meetings may be attended, in whole or in part, exclusively by Committee Members, as considered appropriate by the Committee Chair.

2.2.5 The Committee Chair should be available at the Annual Review to answer questions about the Committee's work, if required.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

3. Meetings of the Committee

3.1 Frequency

3.1.1 The Committee shall meet as required, with Meetings normally to be held four times per year at a place and time as determined by the Committee and to coincide with key events during the year.

3.1.2 In addition, the Committee Chair may convene additional Meetings of the Committee to consider business, which may require urgent consideration.

3.2 Agenda and Papers

3.2.1 The Committee Chair in conjunction with the Director of Workforce will set the Agenda for meetings.

3.2.2 The Agenda and supporting papers will be sent out at least five working days in advance of the meetings.

3.2.3 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.

3.3 Quorum

Three Non-Executive Members of the Committee shall constitute a quorum, and no business shall be transacted unless this minimum number of Members is present. For the purposes of determining whether a meeting is quorate, Members attending by either video or tele-conference link will be determined to be present.

3.4 Minutes

3.4.1 Formal minutes shall be taken of the proceedings of the Staff Governance Committee. These Draft Minutes shall be distributed for consideration and review, to the Chair of the Meeting within ten working days of the Meeting and distributed to the Members within fifteen working days of the Meeting.

3.4.2 The Draft Minutes shall then be presented at the next Meeting of the Committee for approval.

3.4.3 Once approved by Committee Members, Minutes shall be presented at the next available Board Meeting by the Committee Chair. In addition, in the event of the Minutes not being available at the next Board Meeting, a verbal update on the business of the Committee shall be provided to ensure any questions Members of the Board may have can be addressed promptly or other matters highlighted.

4. Authority

4.1 The Committee is authorised by the Board, within its Terms of Reference, to investigate any activity in the operations of NHS 24. It is authorised to seek and obtain any information it requires from any employee and all employees of NHS 24 are directed to co-operate with any request made by the Committee.

4.2 The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the assistance of people from outside NHS 24 or the wider NHS, with relevant expertise, if it is considered necessary.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

5. Responsibilities of the Staff Governance Committee

5.1 The specific responsibilities of the Committee are to:

5.2 Oversee the development and operation of structures and processes which ensure that delivery against the Staff Governance Standard is being achieved, including:

5.3 Monitoring and evaluating people management strategies, together with related implementation plans and benefits realisation

5.4 Reviewing and evaluating any relevant material funding or resource submission or proposed material resource reduction relative to achieving the Staff Governance Standard

5.5 Reviewing the terms of new and amended human resources policies, ensuring that all such policies are subject to regular review

5.6 Receiving updates on developments in national policy guidance and legislation and monitoring the application of such developments in relation to organisational human resources policies.

5.7 Overseeing the effectiveness of the structures and processes designed to achieve partnership working.

5.8 Take responsibility for the timely submission of all staff governance information required for national monitoring arrangements.

5.9 Provide staff governance information for the Governance Statement; and

5.10 Receive annually and review a report from the Remuneration Committee in order to maintain oversight
of the functioning of that Committee in reviewing the remuneration and performance of staff in the Executive and Senior Management cohort.

6. Reporting to the Board

6.1 In addition to providing the Board with the verbal updates and approved Minutes of Meetings as outlined in 3.4 above, the Staff Governance Committee shall produce an Annual Report to the Board to be presented by the Committee Chair. The timing of this will align to the Board's consideration of the Governance Statement for the associated financial year.

6.2 The Committee has a duty to review its own performance and effectiveness, including running costs and terms of reference, on an annual basis.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. Role of the Committee

To provide assurance to the Board that appropriate arrangements are in place to ensure that NHS 24 meets the statutory requirements laid out in the Staff Governance Standard in respect of the remuneration of the Executive Directors and Directors (and any other staff employed under Executive Managers' or Consultants' pay arrangements or in posts graded Agenda for Change Band 8C or above).

Composition of the Committee

2.1 Membership

2.1.1 The Committee membership will comprise:

- the Non-Executive Chair
- the Non-Executive Board Chair
- the Non-Executive Board Vice-Chair
- the Non-Executive Employee Director
- the Non-Executive Chair of the Staff Governance Committee

2.1.2 The Committee Chair shall be appointed by the Board at a properly constituted meeting.

2.1.3 Appropriate training and development will be provided to ensure that members of the Committee have the skills and knowledge to carry out this role.

2.2 Attendance

2.2.1 Other Board Members may attend Meetings of the Committee and have access to papers at the Committee Chair's discretion. In such cases, Board members should inform the Committee Chair in advance of their desire to attend the relevant Meeting.

2.2.2 The Chief Executive shall normally attend meetings.

2.2.3 The Director of Workforce shall attend meetings as the principle adviser to the Committee.

2.2.4 Meetings may be attended, in whole or in part, exclusively by Committee Members, as considered appropriate by the Committee Chair.

3. Meetings of the Committee

3.1 Frequency

3.1.1 The Committee shall meet as required, with Meetings normally to be held twice in each financial year, at a place and time as determined by the Committee Chair.

3.1.2 In addition, the Committee Chair may convene Meetings to consider business which may require urgent consideration.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

3.2 Agenda and Papers

3.2.1 The Committee Chair in conjunction with the Director of Workforce will set the Agenda for meetings.

3.2.2 The Agenda and supporting papers will be sent out at least five working days in advance of the meetings.

3.2.3 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.

3.3 Quorum

Three Members of the Committee shall constitute a quorum and no business shall be transacted unless this minimum number of Members is present. For the purposes of determining whether a meeting is quorate, Members attending by either video or tele-conference link will be determined to be present.

3.4 Minutes

3.4.1 Formal minutes shall be taken of the proceedings of the Remuneration Committee. These Draft Minutes shall be distributed for consideration and review, to the Chair of the Meeting within ten working days of the Meeting and distributed to the Members within fifteen working days of the Meeting.

3.4.2 The Draft Minutes shall then be presented at the next Meeting of the Committee for approval.

3.4.3 A summary of the key items of business considered by the Committee shall be presented, as appropriate, at the next available Board Meeting by the Committee Chair.

4. Duties of the Remuneration Committee

4.1 The specific duties of the Committee are as follows:

In relation to Executive Directors and Directors, to:

- review and approve all Terms and Conditions of Employment, including job descriptions, terms of employment, basic pay, performance pay (if applicable) and all benefits associated with each post;
- review and approve annual performance objectives, including overseeing the review of performance against these objectives at the mid-year point and agreeing any revisions to the objectives during the course of the year; and
- consider and approve the assessment of performance at the year-end and any changes to the remuneration or the Terms and Conditions of Employment arising from this assessment of performance during the review period.

In general, to:

- comply with any Scottish Government Health Directorates directions and take into consideration any relevant guidance on remuneration or terms and conditions of employment; and
- provide assurance to the Board, through the Staff Governance Committee, that systems and procedures are in place to manage the issues set out in Scottish Government guidance so that overarching staff governance responsibilities can be discharged. The Staff Governance Committee will not be given the detail of confidential employment issues that are considered by the Remuneration Committee.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

5. Authority

The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the assistance of people from outside NHS 24 or the wider NHS, with relevant expertise, if it is considered necessary.

6. Reporting to the Board

6.1 In addition to providing the Board with updates as outlined in 3.4 above, the Remuneration Committee shall produce an Annual Report to the Board to be presented by the Committee Chair.

6.2 The Committee has a duty to review its own performance and effectiveness, including running costs and terms of reference, on an annual basis.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

PLANNING & PERFORMANCE COMMITTEE

TERMS OF REFERENCE

1. Purpose of the Committee

- 1.1** The Planning and Performance Committee is identified as a Standing Committee of the NHS 24 Board. To provide assurance to the NHS 24 Board that systems and procedures are in place to monitor, manage and improve overall performance, to consider financial matters, to consider the Corporate Plan and business cases, to support the development of performance management systems and reporting, to promote efficiency, productivity and ensure best value is achieved from resource allocation, to review risks falling within the Planning and Performance remit and to assume oversight for Information Technology, safety & security and service continuity issues.

2. Committee Membership

- 2.1** The Committee is established by the full NHS 24 Board and is composed of 4 Non-Executive Members, with the Chief Executive and the Executive Director of Finance in attendance at every meeting and other Executive Directors attending as appropriate. The NHS 24 Board Chair will appoint the Committee Chair and members of the Committee.

- 2.2** Committee membership will be reviewed at least annually.

3. Quorum

- 3.1** Three Non-Executive members will constitute a quorum. The Director of Finance, or agreed deputy, should be present at all meetings.

4. Attendance

- 4.1** The Committee may co-opt additional advisors as required.

5. Frequency of Meetings

- 5.1** The Committee will normally be held four times each financial year.

- 5.2** The Chair may convene additional meetings of the Committee.

6. Authority

- 6.1** The Committee is authorised to investigate any matters, which fall within its Terms of Reference and obtain external professional advice.

- 6.2** The Committee is authorised to seek and obtain any information it requires from any employee, whilst taking account of policy and legal rights and responsibilities.

- 6.3** The Committee has the authority to require the attendance of any employee of NHS 24, as may be required.

7. Duties

- 7.1** Ensure that systems and procedures are in place to monitor, manage and improve organisational performance, and liaise with relevant Governance Committees.

- 7.2** Monitor, seek evidence and give assurance on the performance of the organization against key performance targets.

- 7.3** Monitor, seek evidence and give assurance on the implementation of the revised performance management framework arrangements for the organisation.

- 7.4** Support the development of effective performance management, business intelligence and systems and reporting across NHS 24.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

- 7.5** Approval of the Strategy and Operational Plans including the Financial Plan, Business cases and horizon scanning.

Strategic Planning and Resource Allocation

- 7.6** Review and provide assurance on the development of the Board's Strategic Plan and supporting Operational Plans.
- 7.7** Review and provide assurance on the development of the Board's Financial Strategy and Annual Financial Plan and recommend approval to the Board.
- 7.8** Undertake scrutiny of individual topics/ projects / work-streams that may have a material impact on the Board's financial performance.
- 7.9** Oversee the Boards use of non-recurrent funds and reserves to ensure the medium to long term sustainability of the Board.
- 7.10** Oversee the arrangements that are put in place by management to ensure that NHS 24 remains a going concern over the long term, in service and financial terms with due regard to changes in population, the demand for healthcare services, environmental and sustainability responsibilities and the trends in the Board's income and expenditure.
- 7.11** In delivering all of the above consider the Board's Strategic and Integrated Business Planning activities, ensuring that strategic planning objectives are aligned with the Board's overall objectives, strategic vision and direction.

Service Development (STP and Service Delivery)

- 7.12** Conduct scrutiny on the service development proposals recommended through the SPRA process with specific focus on best value, return on investment, operational feasibility and affordability.
- 7.13** Conduct scrutiny of business cases for submission to the NHS 24 Board and the SGH&SCD with specific focus on alignment with the Board's strategy and the benefits realisation ambitions from these developments, ensuring that they have been impact assessed and support NHS 24 to meet its duties with regard to health inequalities, equality and patient engagement.
- 7.14** Seek evidence through scrutiny and provide assurance that efficiency and productivity opportunities are appropriately considered in the development and redesign of existing services and the development of new services.
- 7.15** **Data, Information Management, Digital and Technology Strategies**
- Conduct scrutiny and provide assurance on the emerging strategies and plans with a focus on best value, return on investment, operational feasibility and affordability.
- 7.16** Monitor delivery, seek evidence and provide assurance on the delivery of these strategies.

7.17 Property and Asset Management

Ensure that the Property & Asset Management Strategy is aligned with the Organisational Strategy, and is supported by affordable and deliverable Business Cases and detailed Project Plans.

- 7.18** Ensure there is a robust approach to property rationalisation and oversee the management of risk associated with individual projects.

7.19 Risk Management

As part of the Board's system of risk management, provide particular oversight to the risks associated with the Board's responsibilities for financial governance, including the delivery of the key performance targets, statutory financial targets and the Financial Plan.

SECTION 6 : APPENDIX 2 – COMMITTEE STRUCTURE/TERMS OF REFERENCE

8. Conduct of Meetings

8.1 Meetings of the Committee will be called by the Committee Chair.

8.2 The agenda and supporting papers will be sent to members at least five working days before the date of the meeting.

9. Reporting

9.1 Minutes will be kept of the proceedings of the Committee. These will be circulated, in draft normally within five working days to the Chair of the Committee and within five working days thereafter to members, prior to consideration at a subsequent meeting of the Committee.

9.2 The Chair of the Committee shall provide assurance on the work of the Committee and the draft minutes will be submitted to the NHS 24 Board meeting for information.

10. Review of Terms of Reference

10.1 The Terms of Reference shall be reviewed on a 12 monthly cycle.



SECTION 7: RESERVATIONS OF POWERS TO THE BOARD

SCHEDULE OF RETAINED DECISIONS

1. The strategic role of the Board is to determine the direction and objectives of the organisation, in agreement with the SGH&SCD. In this respect it is responsible for compliance by the organisation with any SGH&SCD performance standards, guidance and regulatory requirements.

2. Having regard to its strategic role, its duty to hold the Executive to account and to ensure that proper and effective controls and systems for running the organisation are in place and are implemented, the following are reserved to the Board:

2.1 Approval of the Strategic Plan and related vision, values and aims and any significant variance considered by the Chair or Chief Executive to fall within the strategic role of the Board.

2.2 Approval of the Annual Operating Plan and any significant variance considered by the Chair or Chief Executive to fall within the strategic role of the Board.

2.3 Approval of the Annual Operating Plan.

2.4 Approval of the Annual Workforce Plan.

2.5 Approval of any other underpinning Strategy required to support the delivery of the Strategic Plan, including the strategic communication plan and the fraud action plan.

2.6 Approval of the Five Year Financial Plan and Annual Financial Plan and any significant variations as determined by the Scheme of Delegation.

2.7 Approval of Business Cases for any individual capital projects with a planned spend of over £250,000. Under NHS Chief Executive's Letter (CEL) 32 (2010) (issued 19th August 2010), as a Special Health Board, NHS 24 has a delegated authority from the SGH&SCD for all projects of £1m.

2.8 Approval of transfer of funds between approved capital schemes where the value in any one instance exceeds £250,000.

2.9 Approval of transfer of revenue funds between budget heads including transfers from reserves and balances where the value in any one instance exceeds £250,000.

2.10 Approval of contracts or agreements (including framework agreements), contract amendments and payments with external parties with an annual value in excess of £0.5m or a duration of longer than five years. Regardless of value, where there is more than one repeat contract extension, this should be referred to the Board for approval.

2.11 Applications for European projects with external parties with a total value in excess of £0.5m or a duration of longer than five years.

2.12 The procurement of goods and services with a value in excess of £100,000 for which no revenue budget has been allocated or in excess of £250,000 for which no capital budget has been allocated.

2.13 Approval of the retention of management consultants where the total contract value is in excess of £100,000.



SECTION 7: RESERVATIONS OF POWERS TO THE BOARD

- 2.14** Compensation Payments in respect of the following:
 - Clinical Compensation (amounts over £250,000 require SGHSCD approval)
 - Non Clinical Compensation (amounts over £100,000 require SGHSCD approval)
 - Financial Loss (amounts over £25,000 require SGHSCD approval)
- 2.15** Endorsement of jointly published plans with Health partners
- 2.16** Approval of the:
 - Board's Standing Orders
 - Establishment, Terms of Reference and Membership of all Committees acting on behalf of the Board
 - Schedule of Retained Decisions and Scheme of Delegation
 - Standing Financial Instructions
- 2.17** Receiving and noting Board Members' Register of Interests;
- 2.18** Receiving and noting of Gift and Hospitality register;
- 2.19** Approval of the NHS 24 Annual Report and Annual Accounts;
- 2.20** Monitoring of performance against the Strategic and Financial Plans (Annual Operating Plan, Revenue and Capital Budget);
- 2.21** Appointment of the Vice Chair, subject to approval by Scottish Ministers;
- 2.22** Recommendation to the Scottish Ministers of the appointment of the Chief Executive and other Executive Directors of the NHS 24 Board;
- 2.23** Authorisation of Bank Accounts;
- 2.24** Appointment of Internal Auditors;
- 2.25** Approval of delegation of any function to an agency outwith the National Health Service;
- 2.26** Approval of removal expenses in excess of £8,000 (approval to be discharged through the Remuneration Committee).
- 2.27** Approval of condemnation, impairment or disposal of individual assets where the Net Book Value loss is in excess of £100,000.

SECTION 8: SCHEME OF DELEGATION

1. A clear set of rules for delegation, inclusive of financial limits, is essential to ensure that effective management control of resources is exercised.
2. Decisions retained by the Board are identified in Section 5.
3. All powers not retained by the Board or delegated to a Committee or Sub Committee shall be exercised on behalf of the Board by the Chief Executive. The Chief Executive is required to prepare a Scheme of Delegation identifying which functions he/she shall perform personally and which functions have been delegated to other Officers.
4. The Chief Executive, as Accountable Officer, is also accountable to the Principal Accounting Officer of the NHS in Scotland and the Scottish Parliament. The role of the Director of Finance & Performance in devising, implementing, monitoring and supervising systems of financial control is exercised on behalf of the Chief Executive and the NHS Board.
5. The Scheme of Delegation and the Standing Financial Instructions form a major part of the system of internal control. These should be used in conjunction with other established procedures.

SECTION 8: SCHEME OF DELEGATION

1	ORGANISATIONAL PROFILE/ SCOPE					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
1.1	Strategic Plan preparation (three years)	Chief Executive	Director of Finance & Performance	As per financial plan		
1.2	Local Delivery Plan preparation (one year)	Chief Executive	Director of Finance and Performance	As per financial plan	Annual SGHSCD guidance	
1.3	Corporate Plan preparation (one year)	Chief Executive	Director of Finance & Performance	As per financial plan	Strategic Plan Annual Operating Plan	
1.4	Board Standing Orders review (annual)	Director of Finance and Performance	Associate Director of Planning and Performance		The Health Boards (Membership and Procedure) (Scotland) Regulations 2001	
1.5	Maintenance and review of the Code of Conduct (Board)	Director of Finance and Performance	Associate Director of Planning and Performance		Guidance Note to Devolved Public Bodies in Scotland and their members (April 2008)	
1.6	Maintenance and review of the Code of Conduct (Staff)	Director of Workforce	Head of HR Business Services			
1.7	Scheme of Delegation review	Chief Executive	Director of Finance and Performance			
1.8	Maintenance and review of the Standing Financial Instructions	Director of Finance and Performance	Deputy Director of Finance		Scottish Public Finance Manual	
1.9	Board Committee Terms of Reference review	Director of Finance and Performance	Associate Director of Planning and Performance		Board Standing Orders	
1.10	Best Value in Public Services	Chief Executive	Director of Finance and Performance		Scottish Public Finance Manual	
1.11	Corporate Governance Manual (remaining components not detailed above)	Director of Finance and Performance	Deputy Director of Finance		SGHSCD Guidance	
2	SCHEME OF DELEGATION ARISING FROM STANDING ORDERS					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
2.1	Maintenance of Register of Board Member Interests	Associate Director of Planning and Performance	Board Governance Officer Assistant		Code of Conduct	
2.2	Maintenance of Register of Staff Interests (with Delegated Authority)	Associate Director of Planning and Performance	Board Governance Officer Assistant		Staff Code of Conduct	
2.3	Property Transactions	Director of Finance and Performance	Deputy Director of Finance	<=£0.1m	Property Transactions Handbook (SGHSCD)	

SECTION 8: SCHEME OF DELEGATION

2	SCHEME OF DELEGATION FROM STANDING ORDERS				
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints / Reference
2.4	Contracts and Agreements (including Framework Agreements and Memoranda of Understanding) with external parties	Board		Greater than £0.500m	Within approved Capital with Revenue Board Plan
		Chief Executive and Director of Finance and Performance (Joint review and authorisation required)		£0.200m - £0.500m	
		Chief Executive and Director of Finance and Performance		Up to £0.200m	
		Deputy Director of Finance		Up to £0.100m	
		Director		Up to £0.050m	
		Senior Manager (Reporting directly to a Director)		Up to £0.020m	
		Senior Manager		Up to £0.010m	
		Other Manager		Up to £0.005m	
	First contract amendment	Board		Original contract value greater than £0.500m	Within approved Capital and Revenue Board plan
		Chief Executive and Director of Finance and Performance (Joint review and authorisation required)		Original contract value up to £0.500m	
	Second / subsequent contract amendments	Board		All Values	Within approved Capital and Revenue Board plan
In exceptional circumstances and in the event that immediate action is required the Chairman may delegate authority to the Chief Executive or the Director of Finance & Performance up to the value of £1.000m. This instance should then be reported to the Board retrospectively at the next meeting.					

SECTION 8: SCHEME OF DELEGATION

2 SCHEME OF DELEGATION FROM STANDING ORDERS					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints / Reference
2.5	Applications for European projects • Projects with external parties – total value	Board		Greater than £0.500m	Within approved Capital and Revenue Board Plan
		Chief Executive and Director of Finance and Performance (Joint review and authorisation required)		£0.200m - £0.500m	
		Chief Executive / Director of Finance and Performance		Up to £0.200m	
		Deputy Director of Finance		Up to £0.100m	
		Director		Up to £0.050m	
		Senior Manager (Reporting directly to a Director)		Up to £0.020m	
		Senior Manager		Up to £0.010m	
		Other Manager		Up to £0.005m	
2.6	Procurement of Goods and Services	Board		Greater than £0.500m	Within approved Capital and Revenue Board plan
		Chief Executive and Director of Finance and Performance (Joint review and authorisation required)		£0.200m – £0.500m	
		Chief Executive	Director of Finance and Performance	£0.200m	
		Deputy Director of Finance		Up to £0.100m	
		Director		Up to £0.050m	
		Senior Manager (Reporting directly to a Director)		Up to £0.020m	
		Senior Manager		Up to £0.010m	
		Other Manager		Up to £0.005m	

SECTION 8: SCHEME OF DELEGATION

2	SCHEME OF DELEGATION FROM STANDING ORDERS					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
2.7	Income and grant offers	Board		Greater than £0.500m		
		Chief Executive and Director of Finance and Performance (Joint review and authorisation required)		Less than or equal to £0.500m		
2.8	Partnership Working	Chief Executive	Director of Workforce	N/A	Staff Governance Standard	
3	FINANCE (ARISING FROM SFIs)					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
3.1	System for funding decisions and business planning	Director of Finance and Performance	Deputy Director of Finance			
3.2	Preparation of financial plans (revenue and capital)	Director of Finance and Performance	Deputy Director of Finance		Within allocated resource limits agreed with SGHSCD	
3.3	Budget Setting to Directorates	Director of Finance and Performance	Deputy Director of Finance		Within overall approved Board financial plan	
3.4	Financial monitoring system and operating procedures	Director of Finance and Performance	Deputy Director of Finance			
3.5	Maintenance of financial records, e.g. cash flow statements etc.	Director of Finance and Performance	Deputy Director of Finance		Standing Financial Instructions	
3.6	Maintenance and operation of Bank Accounts	Director of Finance and Performance	Deputy Director of Finance		Standing Financial Instructions	
3.7	Annual Report and Annual Accounts preparation	Chief Executive	Director of Finance and Performance		Scottish Manual for Accounts	
3.8	Annual Account Signatories	Chief Executive Director of Finance and Performance	N/A		Scottish Manual for Accounts	
3.9	Audit Certificate preparation	Appointed Auditors	N/A		Scottish Manual for Accounts	
3.10	Fraud Action Plan implementation	Director of Finance and Performance	Deputy Director of Finance			
3.11	Control of Payment of Salaries and Expenses	Director of Finance and Performance	Deputy Director of Finance		Service Level Agreement with NSS	
3.12	Procedures for the employment of new staff, processing payroll information and terminations of employment	Director of Workforce	Head of HR Business Services		SGHSCD and NHS 24 HR policies	

SECTION 8: SCHEME OF DELEGATION

3	FINANCE (ARISING FROM SFIs)					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
3.13	Maintenance of Salary Over-Payments Register	Director of Workforce	Head of HR Business Services			Employment Rights Act 1996 Employment Rights Act 1996, deductions from wages Contract of employment
3.14	Maintenance of Formal List of Authorised Signatories	Director of Finance and Performance	Deputy Director of Finance			Financial Operating Procedures
3.15	Maintenance of Cheque Register	Director of Finance and Performance	Deputy Director of Finance			Financial Operating Procedures
3.16	Operating Instructions for the Control of Income	Director of Finance and Performance	Deputy Director of Finance			Financial Operating Procedures
3.17	Procedures to control the handling of cash, cheques and other negotiable instruments	Director of Finance and Performance	Deputy Director of Finance			Financial Operating Procedures
3.18	Recording, security, control and disposal of assets and maintenance of Asset Register	Director of Finance and Performance	Deputy Director of Finance			Financial Operating Procedures
3.19	Policy on control of access by staff and visitors	Director of Finance and Performance	Information Security Manager			NHS 24 Health & Safety and Security Policies
3.20	Provision of training, information and guidance on budgetary control to Directors and Managers	Director of Finance and Performance	Deputy Director of Finance			Standing Financial Instructions
3.21	Forecast financial position at year-end • at corporate level • at Directorate level after the first half of the financial year and each month thereafter	Director of Finance and Performance Delegated Budget Holders	Deputy Director of Finance Delegated Budget Holders			Financial Operating Procedures
3.22	Business Case Approval	Chief Executive	Director of Finance and Performance	<£0.250m		Board approval required for Business Cases over £0.5m
4	BUDGETS					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
4.1	Budget preparation - revenue and capital	Director of Finance and Performance	Deputy Director of Finance	Within financial plan		

SECTION 8: SCHEME OF DELEGATION

4	BUDGETS					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
4.2	<p>Budget management – responsibility for keeping expenditure within budgets – revenue</p> <ul style="list-style-type: none"> at individual budget level (pay and non pay) Reserves and contingencies <p>Virement of budget within Directorate</p> <ul style="list-style-type: none"> - in total per financial year - per individual event <p>-Approval of transfer of funds between budget heads including transfers from reserves and balances where the value in any one instance does not exceed £250,000</p>	<p>Named budget holders</p> <p>Director of Finance and Performance</p> <p>Named budget holder</p> <p>Named budget</p> <p>Chief Executive and Director of Finance and Performance</p>	<p>Named deputies</p> <p>Deputy Director of Finance</p> <p>Named deputies</p> <p>Named deputies</p> <p>N/A</p>	<p>Budget notified</p> <p><0.050m</p> <p><0.025m</p> <p><0.250m</p>	<p>Within Directorate budget</p> <p>Within Directorate budget</p> <p>Within Financial Plan</p>	
4.3	<p>Budget management – responsibility for keeping expenditure within budgets - capital</p> <ul style="list-style-type: none"> at individual budget level (pay and non pay) Virement of capital budget 	<p>Named budget holders</p> <p>Chief Executive and Director of Finance and Performance</p>	<p>Named deputies</p> <p>N/A</p>	<p>Budget notified</p> <p><0.250m</p>	<p>Subject to production of Standard Business Case</p>	
5	QUOTATION, TENDERING AND CONTRACT PROCEDURES					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
5.1	Guidelines on procurement and tendering procedures	Director of Finance and Performance	Deputy Director of Finance			Procurement Strategy and Procurement Handbook
5.2	Opening of tenders	Director of Finance and Performance / Directorate Representative	Deputy Director of Finance			In line with Standing Financial Instructions
5.3	Maintain a Register of Approved Suppliers	Director of Finance and Performance	Deputy Director of Finance	N/A		Procurement Handbook
5.4	Engagement of Management Consultancy and/or Management Consultants	Chief Executive and Director of Finance and Performance	N/A	<£0.100m		<p>The agreed financial plan.</p> <p>Standing Financial Instructions</p> <p>Tendering procedures to apply as appropriate</p> <p>Engagement greater than £100k is a matter reserved for the board</p>



SECTION 8: SCHEME OF DELEGATION

5 QUOTATION, TENDERING AND CONTRACT PROCEDURES					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints / Reference
5.5	Engagement of Legal Advisors other than the Central Legal Office	Chief Executive	N/A	<£0.100m	As appropriate to secure subject matter expertise or for reasons of capacity/urgency (in cases other than those relating to clinical negligence or Fatal Accident Inquiries) or to obtain a second opinion (in all cases)
5.6	Lease Agreements and Other Property Matters	Director of Finance and Performance	Deputy Director of Finance		Property and Asset Management Strategy Property Transactions Handbook (SGHSCD) Scottish Capital Investment Manual Within approved Board financial plans
5.7	Maintain a Register of Contacts	Director of Finance and Performance	Deputy Director of Finance	N/A	
5.8	Condemnation, impairment or disposal of individual assets (items obsolete, obsolescent, redundant, irreparable or cannot be repaired cost effectively) • with Net Book Value of up to £0.010m	Appropriate Executive Director	Designated Deputy	<£0.010m	
	• with Net Book Value of between £0.010m and £0.100m	Director of Finance and Performance	Deputy Director of Finance	<0.100m & >£0.010m	
6 COMPENSATION, LOSSES AND SPECIAL PAYMENTS					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints / Reference
6.1	Losses and Special Payments (including compensation payments, legal claims and settlement, insurance claims and settlement, compromise agreements and ex gratia payments)	Director of Finance and Performance	Deputy Director of Finance	Financial value as per SFR 18	Per SFR 18 of the Scottish Manual for Accounts (ref framework document)

SECTION 8: SCHEME OF DELEGATION

7 RISK MANAGEMENT					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints / Reference
7.1	Risk Management Strategy preparation	Director of Finance and Performance	Associate Director Planning and Performance		
7.2	Health and Safety Staff Patients	Chief Executive Chief Executive	Director of Workforce Medical Director		Health & Safety at Work Act The Management of Health & Safety at Work (1999)
7.3	Insurance Cover • third party public liability, employer's liability, clinical negligence • other	Director of Finance and Performance Chief Executive	Deputy Director of Finance Director of Finance and Performance		CNORIS
7.4	Insurance Claims Register	Director of Finance and Performance	Deputy Director / of Finance	N/A	CNORIS
8 EMERGENCY AND CONTINUITY PLANNING					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints / Reference
8.1	Preparation of Business Continuity Plan	Director of Finance and Performance	Medical Director / Director of Service Delivery / Associate Director Planning and Performance	Within financial plan	
8.2	Emergency Planning	Medical Director	Assistant Director Governance and Performance	Within Financial Plan	
9 CLINICAL GOVERNANCE					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints / Reference
9.1	Clinical Governance Framework	Director of Nursing and Care	Associate Director of Nursing and Clinical Governance		Standards of Healthcare Governance
9.2	Research and Development Studies	Director of Nursing and Care	Nurse Consultant, Clinical Decision Making		
9.3	Complaints	Chief Executive	Director of Nursing and Care		NHS 24 Complaints Policy and Procedure
9.4	Child Protection Policy preparation	Director of Nursing and Care	Nurse Consultant in Safeguarding Children and Young People		
9.5	Protection of Vulnerable Adults	Director of Nursing and Care	Nurse Consultant, Mental Health & Learning Disabilities		
9.6	Clinical Audit Programme	Director of Nursing and Care	Associate Medical Director		

SECTION 8: SCHEME OF DELEGATION

10	STAFF GOVERNANCE					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
10.1	Strategic Workforce Plan preparation and implementation of associated Action Plans (including arrangements for Personal Development Plans (PDPs), Knowledge and Skills Frameworks (KSFs) and training)	Director of Workforce	Deputy Director of HR			
10.2	HR Policy preparation	Director of Workforce	Head of HR Business Services	N/A	Legal Requirements	
10.3	Contracts of Employment	Director of Workforce	Head of HR Business Services	N/A	Agenda for Change Legal Requirements	
10.4	Disciplinary Action and Appeal	Director of Workforce		N/A	Legal Requirements	
10.5	Grievance Outcomes and Appeal	Director of Workforce		N/A	Legal Requirements	
10.6	Staff relocation package approval and approval of payment (excluding Executive Directors)	Director of Workforce		<£0.008m	Relocation and Support Policy Executive Director relocation matters to be referred to Remuneration Committee	
10.7	Engagement of staff on a substantive contract	Director of Workforce		N/A	Redeployment Policy	
10.8	Engagement of staff not on a substantive contract (i.e. not engaged NHS 24 payroll as an employee)	Director of Workforce		<£0.100m	The financial limit is per individual and within the agreed financial plan. Tendering procedures to apply as appropriate	
10.9	Approval of foreign business travel:- • by NHS 24 members of staff • by Chief Executive	Director of Finance and Performance Chairman		Within budget Within budget	Requires to be reported to Finance department for • inclusion in Corporate Governance report to the Audit Committee • reporting as part of the Public Services Reform Act (Scotland Act 2010)	
11	PATIENT FOCUS PUBLIC INVOLVEMEN					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
11.1	Patient Focus Public Involvement (PFPI)	Director of		Within	Scottish Health	
	Strategy / Framework preparation	Service Development		financial plan	Council guidance	
11.2	Participation Standard Assessment preparation	Director of Service Development		N/A	Scottish Health Council guidance	

SECTION 8: SCHEME OF DELEGATION

12	PARTICIPATION AND EQUALITIES				
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints / Reference
12.1	Public Sector Equality Duty – achieve compliance	Director of Service Development		Within financial plan	Section 149 - Equality Act 2010
12.2	Age discrimination – ensure that any age differentiated treatment in services for adults aged 18 or over is objectively justified	Director of Service Development		Within financial plan	Equality Act 2010
12.3	Mainstreaming report – publish a bi-annual report on the progress made to make the public sector equality duty integral to NHS 24 functions	Director of Service Development		Within financial plan	Regulation 3 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012
12.4	Equality Outcomes – publish a set of equality outcomes which NHS 24 considers will enable it to better perform the public sector equality duty at intervals of not more than four years with progress being reported at intervals of not more than two years	Director of Service Development		Within financial plan	Regulation 4 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012
12.5	Equality impact assessments – assess the impact of applying a proposed new or revised policy or practice to achieve compliance with the public sector equality duty.	Director of Service Development		Within financial plan	Regulation 5 – The Equality Act 2012 Specific Duties) (Scotland) Regulations 2012
12.6	Employment information – take steps to gather and publish annually information on the composition of NHS 24's employees, including the recruitment, and retention (including applicants who are not offered employment) with respect to their number of relevant protected characteristics	Director of Workforce	Head of HR Business Services	Within financial plan	Regulation 6 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012
12.7	Gender pay gap information – publish a bi-annual report containing information on the percentage difference among NHS 24's employees between men's average hourly pay (excluding overtime) and women's average hourly pay (excluding overtime).	Director of Workforce	Head of HR Business Services	Within financial plan	Regulation 7 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012
12.8	Equal pay statement – publish a statement containing information on NHS 24's equal pay among its employees and any occupational segregation among its employees	Director of Workforce	Head of HR Business Services	Within financial plan	Regulation 8 – The Equality Act 2012 Specific Duties) (Scotland) Regulations 2012
12.9	Public Procurement – have regard to whether certain award criteria should include considerations to better enable NHS 24 to perform its public sector equality duty	Director of Finance and Performance	Deputy Director of Finance	Within financial plan	Regulation 9 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012
12.10	Publish information in an accessible manner - publish information on mainstreaming, equality outcomes, gender pay gaps and equal pay statements in a manner which is accessible	Director of Service Development	Head of HR Business Services	Within financial plan	Regulation 10 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 201

SECTION 8: SCHEME OF DELEGATION

12	PARTICIPATION AND EQUALITIES					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
12.11	Other matters – consider such matters as may be specified by the Scottish Ministers in pursuance of their duty to publish proposals for activity to enable a public authority to better perform the public sector equality duty	Director of Service Development		Within financial plan		Regulation 11 – The Equality Act 2012 (Specific Duties) 2012 (Scotland) Regulations 2012
12.12	Human Rights – embed human rights principles into equality impact assessment process and staff policies	Director of Service Development		Within financial plan		Human Rights Act 1998
12.13	Participation Standard – maintain compliance with and report progress made in relation to patient focus, public involvement and governance	Director of Service Development		Within financial plan		Participation Standard
12.14	Refreshed Strategy for Volunteering in NHS Scotland – ensure a long term vision and consistency of approach and support for volunteering within NHS 24	Director of Service Development		Within financial plan		Refreshed Strategy for Volunteering in NHS Scotland
12.15	Patient Focus and Public involvement Strategy – continue with three year strategy and associated annual action plans	Director of Service Development		Within financial plan		Participation Standard
13	HEALTH INFORMATION / IMPROVEMENT					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
13.1	Public Health Improvement	Medical Director	Associate Medical Director	Within financial plan		
13.2	Health Information Initiatives	Director of Service Delivery		N/A		
14	INFORMATION MANAGEMENT					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /	Reference
14.1	Information Management Strategy and Systems	Chief Information Officer		Within financial plan		
14.2	eHealth Action Plan preparation	Chief Information Officer		Within financial plan		National eHealth Strategy
14.3	Information Security Management Strategy and Systems	Chief Information Officer		N/A		BS 7799 (Information Security), ISD (Information Services Division) information, Governance Standards (part of the Clinical Governance and Risk Management Standards)

SECTION 8: SCHEME OF DELEGATION

14 INFORMATION MANAGEMENT (Cont)					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints / Reference
14.4	Electronic Communications Policy compliance	Chief Information Officer		N/A	BS 7799 (Information Security)
14.5	Data Protection Act compliance <ul style="list-style-type: none"> • Staff • Patients 	Chief Information Officer Medical Director		N/A	Data Protection Act
14.6	Caldicott Guardian	Medical Director	N/A	N/A	
14.7	Freedom of Information	Chief Information Officer Director of Finance and Performance	Deputy Director ICT Assistant Director Governance and Performance	N/A	Freedom of Information (Scotland) Act 2002
15 COMMUNICATION					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints / Reference
15.1	Preparation of Communication Strategy	Chief Executive	Head of Communications	Within financial plan	Staff Governance Standard
15.2	Implementation of Communication Delivery Plan	Head of Communications	Senior Communications Manager	Within financial plan	Staff Governance Standard

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

1. INTRODUCTION

1.1 These Standing Financial Instructions (SFIs) are written in accordance with the requirements of NHS statutory regulations, NHS Circulars issued by the Scottish Government and in conjunction with other relevant instructions.

1.2 The instructions are issued for the regulation of the conduct of NHS 24, its Directors, Officers and agents in relation to all financial matters. They will have effect as if incorporated in the Standing Orders of the Board. It is intended that these SFIs will be the principal policy statements relating to the subjects covered.

They are also designed to protect NHS 24 and its staff from the risk of fraud and financial irregularity including the new consolidated scheme of offences under the 2010 Bribery Act.

<http://www.justice.gov.uk/downloads/legislation/bribery-act-2010-guidance.pdf>

1.3 The Standing Financial Instructions detail the financial responsibilities, policies and procedures to be adopted by the Board and are designed to ensure that its financial transactions are carried out in accordance with the law and Government policy in order to achieve probity, accuracy, economy, efficiency and effectiveness. They shall have effect as if incorporated in the Standing Orders of the Board and should be used in conjunction with the Board's Schedule of Retained Powers and the Scheme of Delegation.

1.4 The SFIs are provided to each Director and Senior Manager after approval of each revision. Each Director and Senior Manager is required to sign an acknowledgement of receipt and that the contents have been read and fully understood. Directors and Senior Managers should ensure that the SFIs are passed to their senior staff as appropriate to encourage a broad awareness of the financial systems and controls in place.

1.5 Where clarity on any of the SFIs is required, the Scottish Public Finance Manual (SPFM) provides the standard guidance and shall be consulted.

2. DEFINITIONS

Any expression to which a meaning is given in the Health Service Acts, or in the financial regulations made under the Acts, shall have the same meaning in these SFIs; and, specifically:-

- a)** **"Board"** means the Board of Directors of NHS 24, i.e. the Non Executive Members and the Executive Directors appointed to the Board.
- b)** **"SGHSCD"** means the Scottish Government Health & Social Care Directorates, St. Andrew's House, Regent Road, Edinburgh EH1 3DG.
- c)** Wherever the title **"Chief Executive"**, **"Director of Finance & Performance"** or other nominated

"Director" or **"Manager"** or **"Officer"** is used in these SFIs, it shall be deemed to include other staff who have been duly authorised to represent them. Where titles noted in this document change through evolution, the responsibility remains as previously titled.

- d)** The terms **"Manager"** and **"Officer"** describe the same functional responsibility and all references in these SFIs to **"Manager"** or **"Officer"** shall be deemed to include Medical and Nursing staff, as appropriate.

- e)** All references in these SFIs to the masculine gender shall be read as equally applicable to the feminine gender.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

3. RESPONSIBILITIES

3.1 The SGHSCD holds all NHS Health Bodies accountable for meeting their statutory financial obligations or targets. The Board, acting through the Chief Executive and the Director of Finance & Performance, is required to ensure that NHS 24 operates within the financial resources allocated to it by the SGHSCD each year.

3.2 NHS 24 is advised of the Revenue Resource Limit and the Capital Resource Limit by the SGHSCD prior to the start of each year – these Limits may be adjusted through the year.

3.3 The Board shall delegate its executive responsibility for the performance of its functions to the Chief Executive. The Board shall exercise financial supervision and control by:

- a) requiring the presentation and approval of business plans and budgets, each year;
- b) defining and approving essential features of financial arrangements in respect of important procedures and financial systems, including the need to obtain value for money; and
- c) defining specific responsibilities placed on Managers.

3.4 The Chief Executive holds the office of Accountable Officer and the responsibilities of that post are defined in “The Memorandum to Accountable Officers” issued by the SGHSCD at the time of the appointment of the Chief Executive. The essence of the Accountable Officer’s role is a personal responsibility to the Scottish Parliament for the propriety and regularity of the public funds under his/her stewardship, for keeping proper accounts; and for the economic, efficient and effective use of public funds. The Chief Executive has overall executive responsibility for all of the Board’s activities and is responsible for ensuring that NHS 24 meets all of its financial obligations.

3.5 As the Accountable Officer, the Chief Executive has a duty to ensure that arrangements are in place to secure “Best Value”. The duty of Best Value should assist in embedding principles of good governance and help bring public sector organisations on to a common standard, which should, in turn, facilitate partnership and joint working.

3.6 The Chief Executive is responsible for providing the SGHSCD with any information it requires, and in the timescale requested, in order for the SGHSCD to discharge its responsibilities for monitoring NHS Health Bodies. The Director of Finance & Performance is responsible for providing financial information, along with financial advice, to the Chief Executive and to the Board.

3.7 All staff, individually and collectively, shall have a general responsibility for ensuring the security and protection of the property of NHS 24; for avoiding losses; for ensuring economy and efficiency in the use of resources; and for complying with the requirements of the Standing Orders, the Standing Financial Instructions and any other guidance on corporate governance or financial procedures which the Director of Finance & Performance may issue.

3.8 The Chief Executive is responsible for ensuring that existing staff and all new employees are notified of their responsibilities within these SFIs.

3.9 The Chief Executive is responsible for the implementation of financial policies and for co-ordinating any corrective action necessary to further these policies, after taking account of advice given by the Director of Finance & Performance on all such matters. The Director of Finance & Performance is accountable to the Board for this advice.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

3.10 The duties of the Director of Finance & Performance include the provision of financial advice to the Board and to NHS 24 Management. The duties also include the design, implementation and supervision of systems of financial control and the preparation and maintenance of such accounts, certificates, estimates, records and reports as may be required for the purpose of carrying out statutory duties. In the discharge of these duties, the Director of Finance & Performance shall have regard to the responsibilities of the Chief Executive as the Accountable Officer for NHS 24.

3.11 In line with best practice and the Staff Code of Conduct, senior staff shall be requested to advise the Chief Executive of any interests outside NHS 24 which may lead to a conflict of their individual interests at work. This information shall be added to the corporate Register of Interests and be available for public inspection, as is the current practice for Executive and Non-Executive Directors.

3.12 The Director of Finance & Performance shall prepare, document and maintain detailed financial procedures and systems incorporating the principles of segregation of duties and internal checks, to supplement these SFIs. Any proposed changes or enhancements to existing financial systems shall be co-ordinated by the Director of Finance & Performance.

3.13 With regard to any Director or Manager who carries out a financial function, the Director of Finance & Performance shall require that the form in which any records are kept and the manner in which the Director or Manager discharges his duties shall be to the satisfaction of the Director of Finance & Performance.

4. PLANNING, BUDGETING & FINANCIAL REPORTING

4.1 Annual Plans

NHS 24 is required to perform its functions as a Special Health Board within the total of the funds agreed with the SGHSCD. All plans and financial approvals and control systems must be designed to meet this requirement.

4.1.1 For each financial year, NHS 24 must produce a Financial Plan also known as the Annual Operating Plan (AOP). This document will form the basis for the financial management of all NHS 24 activities. The Financial Plan must be submitted to the Board for approval prior to the start of the financial year to which it refers. The Chief Executive, with the assistance of the Director of Finance & Performance, shall compile and submit to the Board for approval, such operational plans and strategic plans (for one-year, three-year or five-year periods) as shall be required in accordance with the guidance issued by the SGHSCD about content and timing and with regard to the Board's financial duties. After Board approval, these plans shall be forwarded to the SGHSCD for approval.

4.2 Five Year Financial Plans

4.2.1 The Chief Executive shall prepare annually, with the assistance of the other Directors and budget holders, a Five Year Financial Plan as required to be submitted, after Board approval, to the SGHSCD for approval.

4.2.2 The SGHSCD requires that the Five-Year Plan will include the financial information for the current year's projected out-turn, along with summary information for the following five years. The information in the Five Year Plan will not normally show the level of detail expected to be presented in the papers on the Annual Budget.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

4.3 Annual Budgets & Budgetary Control

4.3.1 The Director of Finance & Performance shall, on behalf of the Chief Executive, prepare and submit a Budget, within the forecast limits of available funding resources and planning strategies, to the Board for approval, wherever possible in advance of the financial year to which it refers.

4.3.2 Managers shall provide the Director of Finance & Performance with all financial, statistical and other relevant information for the compilation of such estimates, budgets and forecasts, as required.

4.3.3 Only the relevant budget holder, or a member of staff specifically authorised to do so by the budget holder, shall be able to commit NHS 24 to any expenditure.

4.3.4 Once the annual budget has been approved by the Board, delegated budgets will be issued by the Director of Finance & Performance to each Directorate. The Directorate Budget will require to be signed by the appropriate Director to confirm agreement to the allocation of resources.

4.3.5 The approved Budget provides the Director with authority to commit expenditure as agreed. The Director will be required to authorise all invoices in respect of this committed expenditure confirming that this expenditure is consistent with the financial plan set for the Directorate and NHS 24.

4.3.6 The Director of Finance shall devise and maintain adequate systems of budgetary control, including a note on procedures to guide the process. All Managers empowered by NHS 24 to engage staff or to otherwise incur expenditure, or to collect or to generate income, shall comply with the requirements of those systems. Systems shall incorporate the monthly reporting of, and the investigation into, financial, activity or manpower variances from the budgets.

4.3.7 The Director of Finance & Performance shall be responsible for providing all training, information and guidance on budgets to enable the Chief Executive, the Directors and the Managers to carry out their budgetary duties.

4.4 Financial Accounting and Reporting

4.4.1 The Director of Finance & Performance shall, on behalf of the Chief Executive, compile such financial statements, comparing actual expenditure against budgets, on the Operating Cost Statement, as may be required from time to time, normally each month, for presentation to the Board.

4.4.2 The Chief Executive shall not exceed the budgetary limits set by the Board, as listed in Section 5, Reservations of Powers to the Board. Similarly, Managers shall not exceed the budgetary limits set for them by the Chief Executive, as listed in Section 6, Scheme of Delegation. The Chief Executive may, depending on the circumstances, vary the budgetary limits of any Manager within the Chief Executive's own budgetary limits.

4.4.3 The Chief Executive may, within the budgetary limits approved by the Board, delegate responsibility for a budget or a part of a budget to Managers to permit the performance of defined activities. The terms of delegation shall include a clear definition of individual and/or group responsibilities for the control of expenditure, the achievement of planned levels of service and the provision of regular reports to the Chief Executive on the discharge of these delegated functions.

4.4.4 Except where otherwise approved by the Chief Executive, taking account of advice from the Director of Finance & Performance, budgets shall be used only for the purpose for which they were provided. Any budget funding not required for the originally designated purpose shall revert to the immediate control of the Chief Executive, unless covered by other delegated powers.

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4.4.5 The Director of Finance & Performance shall keep the Chief Executive and the Board informed of the financial consequences of changes in policy, pay awards, and other events and trends affecting budgets and shall advise on the financial and economic aspects of future plans and projects.

4.4.6 In the monthly reporting of actual expenditure against budgeted expenditure, where the budget has been agreed some time before, variances in expenditure will arise. To ensure that all financial resources are properly used and that NHS 24 operates within its agreed financial targets, a revised forecast of the year-end out-turn will be prepared with the assistance of the budget holders and included in the regular Financial Report to the Board.

4.4.7 The Director of Finance & Performance will report to the Board the forecast financial position at the year-end after the first half of the financial year and each month thereafter.

The forecast will be prepared based on information provided by Designated Budget Holders in respect of expenditure within their area of responsibility, supplemented by corporate financial issues determined by the Director of Finance. Under Standing Financial Instructions, Designated Budget Holders have a responsibility to advise the Director of Finance & Performance of their expected financial performance throughout the year to enable consideration of the overall expected financial position at 31st March.

4.4.8 Virement of revenue funds within Directorates and between Directorates and virement between capital schemes are determined by the Scheme of Delegation agreed by the Board. Designated Budget Holders will be required to comply with this Scheme of Delegation.

4.4.9 Subject to agreement with the SGHSCD Finance Directorate, funds which may not be used by 31st March each year may be “returned” to the SGHSCD in a reduction of the Revenue Resource Limit or Capital Resource Limit. These funds may be permitted (by the SGHSCD) to be carried forward to the following year, but this is not guaranteed. Otherwise the funds will be lost.

5. ANNUAL ACCOUNTS AND ANNUAL REPORT

5.1 The Annual Accounts

The Annual Accounts of NHS 24 shall be prepared in accordance with all relevant guidelines and instructions issued by the SGHSCD and with all recommendations on local accountability.

The Director of Finance & Performance shall ensure that adequate procedures and instructions are available to assist staff in the preparation and completion of the Annual Accounts, within the timescale required. Such procedures and instructions shall have effect as if incorporated in these SFIs.

The Director of Finance & Performance shall ensure that proper books of account and relevant records are maintained in good order, for the purpose of preparing Annual Accounts.

The Director of Finance & Performance is responsible for preparing and submitting the Annual Accounts (un-audited and audited) to the Chief Executive for each financial year.

As the agreed timetable requires, the Director of Finance & Performance shall submit the Annual Accounts to the external auditor, for audit review and the external auditor shall provide an audit opinion on those Accounts. The Annual Accounts and the Auditor’s Opinion shall be considered by the Audit & Risk Committee, prior to presentation of the Audited Annual Accounts to the Board for approval.

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The Chief Executive shall ensure the preparation of a Corporate Governance Statement. This statement will review and conclude on the effectiveness of the systems of internal control and describe key elements of work that have taken place during the financial year.

The Chief Executive shall ensure that the Annual Accounts (Audited), duly considered by the Audit & Risk Committee, shall then be presented to the Board for approval. After approval and certification, and with the external audit opinion attached, the Annual Accounts shall then be forwarded to the SGHSCD by the External Auditor, within required timescales for presentation to the Scottish Parliament.

Whilst the statutory date for laying and publishing accounts is by 31 December, following the close of the previous financial year, there is an expectation on the part of the Scottish Ministers that accounts will be laid and published at the earliest possible date following the completion of the formal sign-off and approval process. The accounts must not be published before they have been laid.

6. CASH FLOWS

6.1 The Director of Finance & Performance shall maintain cash flow statements, to ensure that the Chief Executive is kept advised as necessary of the ability to make appropriate payments, in the amounts required and on time.

6.2 The Director of Finance & Performance shall prepare detailed procedural instructions regarding the maintenance of cash flow statements and forecasts and the form of records to be maintained.

6.3 NHS 24's funding arises through the Revenue Resource Limit and the Capital Resource Limit, both of which are provided by the SGHSCD. Funds shall be drawn down from the SGHSCD in instalments under established procedures, normally once per month, as required to cover the anticipated cash flows. Funds will only be transferred from the SGHSCD into the NHS 24 Government Banking Service (GBS) Accounts.

6.4 If any additional funding arrangement is required it shall be arranged through the SGHSCD.

6.5 In normal circumstances, an overdraft facility with a commercial bank is not expected to be required.

7. BANKING ARRANGEMENTS

7.1 Bank Accounts

7.1.1 The Director of Finance & Performance shall advise the Board of the bank accounts required to be operated and shall open, or close, such accounts as the Board may authorise. The main bank account, required to receive funds from the SGH&SCD, must be established with the Government Banking Service (GBS). The Director of Finance & Performance shall instruct the SGH&SCD and GBS of NHS 24's requirements. This account shall be used for all normal transactions.

7.1.2 Business should normally be conducted in sterling. Any transactions which are denominated wholly or in part in a foreign currency must be pre-notified to the Director of Finance & Performance or Deputy Director of Finance at the earliest opportunity. If deemed appropriate, a Euro bank account should be opened with GBS to minimise foreign exchange differences.

7.1.3 All funds of NHS 24 shall be held in a bank account in that name. Only the Director of Finance & Performance or the Chief Executive shall be authorised to open, or close, any bank account in the name of NHS 24 (subject to Board approval).

7.1.4 A commercial bank account may be opened to allow the operation of a petty cash account in the HQ function. This bank account will hold a balance in accordance with Hospital Doctors Letter (HDL) (2001) 49 and will be maintained at that level through payments from GBS Accounts, as required.

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7.2 Authorised Signatories

7.2.1 The Director of Finance & Performance shall advise the GBS or commercial bank in writing of the officers authorised to release money from, request CHAPs payments and draw cheques on, any NHS 24 bank account and shall also promptly notify the GBS or commercial bank of the cancellation of any such authorisation.

7.2.2 Formal lists of Authorised Signatories shall be maintained as appropriate to each account, updated as required and forwarded promptly to the GBS or commercial bank upon revision. As specific authorised signatories may not always be readily available, the lists of Authorised Signatories for the GBS account and the commercial bank account will normally consist of Executive Directors, along with the senior officers in the Finance Department.

7.3 Operation of Accounts

7.3.1 An account with the GBS shall be maintained for the receipt (normally monthly) of funds from the SGHSCD.

7.3.2 The Director of Finance & Performance shall prepare procedural instructions on the operation of the commercial bank account and the GBS Accounts. Such instructions shall have effect as if incorporated in these SFIs.

7.3.3 The Director of Finance & Performance shall advise the GBS or commercial bank of any alterations in the conditions of operation of the accounts which may be required by the financial regulations of the National Health Service or by the Resolution of the Board, as may be necessary from time to time.

7.3.4 Where an agreement is entered into for a payment to be made on behalf of NHS 24, by electronic funds transfer using the GBS, the Director of Finance & Performance shall ensure that satisfactory security regulations relating to bank accounts exist and are observed.

7.3.5 Each bank account operated by NHS 24 must be reconciled every month and that reconciliation must be reviewed by a senior officer in the Finance Department and, after review, signed by that person as having been reviewed and approved. These reconciliations must be retained in good order for future reference (and for audit).

7.3.6 The cheque register for the commercial bank account must be maintained as up-to-date as possible. The cheque register should be reviewed periodically by the Deputy Director of Finance & Performance, or another senior member of the Finance Department's staff, and signed off accordingly with the record retained for audit.

7.4 Provision of Banking Services

While the use of the GBS Accounts are mandatory as advised by the SGHSCD, to ensure value for money, the provision of the commercial banking services to NHS 24 should be kept under regular review by the Director of Finance & Performance and may be offered, perhaps by tender, amongst interested local banks, as required or as directed by the SGHSCD. It should be borne in mind that the current commercial bank account is a low balance facility and is not expected to be used for any significant transactions. Hence, for convenience, it may be appropriate to continue to use that facility for the longer term without change (see also 7.1.4).

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8. INCOME

8.1 The Director of Finance & Performance shall produce, issue and revise as required all operating instructions on the control of any income. Such instructions shall have effect as if incorporated in these SFIs.

8.2 The Director of Finance & Performance shall be responsible for designing and maintaining systems for the proper recording of all income.

8.3 Normally, the funding allocated by the SGHSCD shall be received, direct to the NHS 24 GBS Bank Account, at the start of each month.

Note: see also Section 17 - Losses and Special Payments

9. SECURITY OF CASH, CHEQUES, ETC

9.1 General Responsibilities

9.1.1 The proper operation of the cashier's function throughout NHS 24 is the overall responsibility of the

Director of Finance & Performance. However, in each contact centre, the local Associate Director of Operations and Nursing (ADoN) has this local responsibility. The Director of Finance & Performance will provide guidance and advice in the operation of the function.

9.1.2 The Director of Finance & Performance shall prepare operating procedures to control the handling of cash and cheques. Such operating procedures shall have effect as if incorporated in these SFIs.

9.1.3 For appropriate posts, staff shall be informed in writing on appointment, of their responsibilities and duties for the handling of cash, cheques, etc.

9.2 Operation

9.2.1 All receipt books, agreement forms, or other means of officially acknowledging or recording amounts received or receivable, shall be in a form approved by the Director of Finance & Performance. Such stationery shall have pre-numbered pages and shall be subject to the same controls as are applied to cash.

9.2.2 All cheques and any other forms of payment received by NHS 24 staff, shall be entered immediately in an approved form of register. All cheques, etc., shall be crossed immediately "NHS 24". These remittances shall be passed to the Finance Department as soon as possible, and a signature shall be obtained in receipt.

9.2.3 All cheques, cash, etc., shall be promptly banked, to the credit of NHS 24. Disbursements shall not be made from cash received, except under a specific arrangement which may only be approved by the Director of Finance & Performance.

9.2.4 The cash resources of NHS 24 **must not, under any circumstances**, be used for the encashment of any personal cheques on behalf of staff.

9.2.5 Each contact centre as well as NHS 24 Headquarters shall maintain a cash float for local petty cash purposes which will normally not exceed £250. If appropriate, regional sites can also maintain a petty cash float of £100. The intention of this cash float is to pay small miscellaneous payments required quickly. The float will normally not exceed the values stated above, but the Director of Finance & Performance may approve a higher float where necessary, e.g. during festive periods.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

9.2.6 A lockable cash box will be provided in all NHS 24 premises that have a petty cash float. Each lockable box shall have two keys and the Director of Finance & Performance shall record details of key holders to each lockable box.

9.2.7 The key holders shall not accept any unofficial funds, e.g. from any organisations which may have a presence on the premises of NHS 24, e.g. through staff, for depositing in NHS 24 lockable boxes.

9.2.8 During the absence, (e.g. on annual leave), of the holder of the primary cash box key, the person who takes over this responsibility shall be subject to the same controls as the normal holder of the key.

9.2.9 All unused cheques or pre-numbered stationery shall be subject to the same level of security as cash. Bulk stocks of cheques shall normally be retained by the appointed Bank, or the NHS National Services Scotland (NSS) under the Service Level Agreement for financial services. A supply of cheques may be retained securely by the Director of Finance & Performance. It is normal policy of NHS 24 to pay creditors through the BACS procedure, wherever possible.

9.2.10 Any loss or shortfall of cash, cheques, etc, shall be reported immediately in accordance with the agreed procedure for reporting losses (see also Section 17 - Losses and Special Payments).

10. SECURITY OF ASSETS

10.1 Security and Recording of Assets

10.1.1 Every member of staff has a responsibility to exercise a duty of care over the property of NHS 24.

Any breach of the agreed asset security practices shall be reported to the Chief Executive.

10.1.2 The overall responsibility for the control of access of staff and visitors to the Contact Centres and the Local Centres and their behaviour on site rests with the Director of Service Delivery. The local ADoN is the Contact Centre Manager and has that delegated local control.

10.1.3 The Director of Finance & Performance shall ensure that procedures are prepared and are available to manage the proper recording, security, control and disposal of all assets. Such procedures shall have effect as if incorporated in these SFIs.

10.1.4 The Chief Executive and the Director of Finance & Performance shall define the items of equipment to be controlled, and, wherever practical, those items of equipment shall be marked as NHS 24 property.

10.2 The Register of Assets

10.2.1 The Director of Finance & Performance shall ensure that a Register of Assets for those items to be controlled shall be maintained in an approved form and shall provide procedures for updating those asset records.

10.2.2 All items purchased by NHS 24, which have an individual value greater than £5,000, must be recorded in the Asset Register. In addition, for security purposes, a Register of all purchases of equipment, e.g. laptops, personal digital assistants (PDAs) or any other asset as determined, of value less than £5,000 per item, must also be maintained. These SFIs apply equally to both.

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10.2.3 The existence of all items on the Asset Registers shall be physically checked, in accordance with the Capital Accounting Manual (CAM), by a senior member of staff and all discrepancies shall be notified in writing to the Director of Finance & Performance, who may undertake such other independent checks considered necessary. Where practical, this verification process should be completed in a rolling programme through the year.

10.2.4 Any damage to NHS 24 premises, equipment or supplies, shall be reported by staff to the Director of Finance & Performance in accordance with the procedure for reporting losses (see also Section 17 – Losses and Special Payments).

10.2.5 Fixed Asset balances should be reconciled to the general ledger and fixed asset register on a monthly basis. The reconciliations should be signed off after review by a senior officer in the Finance Department and retained for audit.

11. CAPITAL EXPENDITURE

11.1 Controls

The Director of Finance & Performance shall be responsible for the control of and the accounting for all Capital Expenditure. A regular report on the expenditure of capital funds, monitored against the approved Budget or Plan, shall be provided to the Board by the Director of Finance & Performance in the monthly financial report.

11.2 Responsibilities of the Director of Finance & Performance

11.2.1 The Director of Finance & Performance shall ensure that:-

- a) the guidelines for the limits of the definition of “Capital Expenditure” as defined in the Capital Accounting Manual shall be complied with;
- b) the total capital expenditure shall remain within the level targeted in the NHS 24 Budget and the SGHSCD approved Capital Resource Limit;
- c) any variances against the estimated cost shall be explained in the regular financial report to the Executive Directors and the Board;
- d) the expenditure pattern shall be accommodated within the overall cash flows; and
- e) the Fixed Asset Register on the Real Asset Management (RAM) system shall be accurately maintained.

11.2.2 Purchases of Capital Items, as defined in the Capital Accounting Manual, shall be subject to the principles established in these SFIs for Procurement and Tendering, SFI 12, and for Purchasing, SFI 13, as appropriate. Note must be taken of all European Union Procurement Directives. Tenders shall normally be required for capital expenditure greater than £10,000, (see Section 12 – Procurement and Tendering).

11.3 Capital Expenditure Planning

Where Capital Expenditure is anticipated, it should be incorporated in the Capital Plan which is produced annually as part of the Five-Year Local Delivery Plan. The Local Delivery Plan shall be drafted for presentation to the Board for approval prior to submission to the SGHSCD. A one-year, detailed Capital Plan shall be prepared as part of the Annual Budget to be approved by the Board, prior to the start of the year concerned.

11.4 Depreciation

11.4.1 The Director of Finance & Performance shall ensure that depreciation is calculated in accordance with all relevant guidance from the SGHSCD.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

12. PROCUREMENT AND TENDERING

12.1 General Principles

The general principles set out in this section must be read in conjunction with CEL 05 (2012) Key Procurement Principles which supports the aim of achieving best value from procurement activity.

12.1.1 Controls on Procurement and Tendering

This SFI must be read in association with the other appropriate instructions elsewhere in the NHS 24 Standing Financial Instructions.

The Chief Executive shall be responsible for ensuring that the guidelines on procurement are followed by authorised staff at all times, and that all relevant information shall be filed for future reference, as may be required.

The Director of Finance & Performance shall ensure only approved suppliers are utilised by NHS 24 via the supplier approval process. The list of approved suppliers shall appear on the PECOS purchasing system for use by delegated requisitioners and approvers. This list of approved suppliers will be reviewed and revised on an annual basis.

The Director of Finance & Performance shall ensure that appropriate procedures to maintain compliance with procurement and tendering guidance and directives are in place. Any procedures or instructions issued separately by the Chief Executive or the Director of Finance & Performance, for the proper procurement of goods or services, shall have effect as if incorporated in these SFIs.

Responsible Directors shall ensure that quotations (competitive and otherwise) or formal tenders shall be obtained for the procurement of goods, services and works as required in the relevant notes below.

Technical User Groups (TUGs) will be established for key projects with decision making powers agreed by the Executive Directors for national contract activity. The decision of the TUG is mandatory and will be made prior to the development of national contract tendering activities.

12.1.2 National, Regional and Local Contracts

Where national, regional or local contracts exist (including framework arrangements) the overriding principle is that the use of these contracts is mandatory. Only in exceptional circumstances and only with the authority of NHS 24's Corporate Asset and Procurement Manager or the Director of Finance & Performance, based upon the existing Scheme of Delegation contained in Section 8 of this manual, shall goods or services be ordered outwith such contracts.

12.1.3 Competitive Tendering

Except where other arrangements have been previously approved by the Chief Executive or the Director of Finance & Performance, or where National Contracts apply, Competitive Tenders - where the total value (excluding VAT) is likely to exceed £10,000 - shall be invited for the supply of goods, materials and manufactured articles; for the rendering of services; or for building and engineering works of construction and maintenance. This process will normally require a minimum of three tenders to be submitted. Note that Scottish Procurement Policy Note 4/2009 requires contracts >£50,000 to be advertised on the Public Contracts Scotland web portal.

This instruction generally applies also for the net book value of disposals. It will also apply for separate incidences of the purchase of identical goods from the same supplier over the period of 1 year which, when aggregated, will exceed £10,000.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

12.1.4 European Union (EU) Directives

All Competitive Tendering arrangements shall be operated in accordance with any relevant EU directives as may be in force. The financial limits under European Union (EU) regulations do change. The Director of Finance & Performance should be consulted in any case where there may be any doubt regarding the application of European Union (EU) directives in tendering.

12.1.5 Pre-Commercial Procurement (PCP)

Pre-Commercial procurement (PCP) is a fully compliant EU procurement process which has been used in recent years as an approach for procuring Research and Development (R&D) services. This enables public procurers to:

- share the risks and benefits of designing, prototyping and testing a limited volume of new products and services with the suppliers
- create the optimum conditions for wide commercialisation and take-up of R&D results through standardisation and / or publication
- pool the efforts of several procurers

There is the potential for NHS 24 to become involved in PCP arrangements if it were to be successful in ICT for Health type projects. The Director of Finance & Performance should be consulted prior to any commitment being made on behalf of NHS 24 to participate in any scheme of this type.

12.1.6 Quotations

Competitive Quotations for expenditure which is likely to be more than £5,000 and less than £10,000 shall be based on a minimum of three written Competitive Quotations which will be sought from reputable suppliers.

For purchases with a value less than £5,000, achievement of value for money must be demonstrated. Where possible, this should be through receipt of three competitive quotations. Where this approach is not taken the purchaser should be prepared to justify the procurement to the Director of Finance & Performance if asked.

In all cases, the specifications of the item tendered for must be written in such form to allow bids received to be compared on a like-for-like basis. Where goods and services are supplied without competitive quotation, it shall only be with the approval of the Chief Executive or the Director of Finance & Performance.

12.1.7 Exclusions

Competitive Tenders and Quotations will not be required where:

- a) the anticipated expenditure is less than £5,000
- b) the repair of an item of equipment can only be carried out by the manufacturer
- c) a specific contractor's specialist knowledge or unique service is required
- d) in an emergency, it is necessary for essential services to be maintained and where the delay in carrying out any repairs would result in further cost

Where goods and services are supplied without competitive quotation, it shall only be with the approval of the Chief Executive or the Director of Finance & Performance.

A tender waiver form should be completed and returned to the Director of Finance & Performance in the case of b), c) and d) above. Tender waivers should be reported to the next meeting of the Audit & Risk Committee.

12.1.8 Anti-Discrimination Legislation

It is NHS 24 policy that all procurement processes comply with the statutory obligations on NHS 24 under all relevant legislation, for example: The Equality Act 2010 (See also Section 15 - Payment of Staff).

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

12.1.9 Freedom of Information (Scotland) Act 2002/Amendment 2013

Information on procurement may be disclosed in compliance with the above Act, any other law, or as a consequence of judicial order or order by any court or tribunal with the authority to order disclosure.

12.2 Delegated Authority

12.2.1 Delegated Authority Levels

The Scheme of Delegation contained in Section 8 of this Manual details the levels of delegated authority and types of approval awarded to Executive Directors and Senior Managers.

12.2.2 Accountability

Any proposal for expenditure for which no provision has been made in approved plans/budgets must go through the appropriate due process, as noted below. Proposals for expenditure must be for the whole expenditure over the proposed period of time and must not be constructed in such a way as to avoid due process.

12.2.3 The Chief Executive or the Director of Finance & Performance (up to £100k)

The procurement of goods and services of value up to £100,000 for which no revenue budget has been allocated may be approved by the Chief Executive and the Director of Finance & Performance. The Chief Executive would normally request the consideration of this proposal by the Executive Team.

12.2.4 The Board of NHS 24 (over £100k)

The procurement of goods and services of value in excess of £100,000 for which no revenue budget has been allocated may only be approved by the Board, normally after consideration and approval of a proposal, which has previously been supported by the Executive Team.

12.2.5 Authority to sign Contracts on behalf of NHS 24

Proposals to incur expenditure on behalf of NHS 24 must go through due process to seek approval. The ability to sign a contract incurring a legal liability on NHS 24 is restricted to those senior staff included in the Scheme of Delegation. Leases for property can only be signed by the Director of Finance & Performance

12.2.6 Delegated Limits - Capital

Under NHS CEL 32 (2010) (issued 19th August 2010), as a Special Health Board, NHS 24 has a delegated authority from the SGHSCD for all projects of £1m.

Note also that all property transactions must comply with all of the requirements of the NHS Scotland, Property Transactions Handbook issued by the SGHSCD. All property transactions are subject to review by internal audit and an annual return (including a "Nil" return) must be submitted to the SGHSCD by 31st October.

The Chief Executive or the Director of Finance & Performance (to £250k Capital)

The procurement of goods and services of value less than £250,000 for which no capital budget has been allocated may be approved by the Chief Executive and the Director of Finance & Performance. The Chief Executive would normally request the consideration of this proposal by the Executive Team.

The Board of NHS 24 (over £250k - Capital)

The procurement of goods and services of value in excess of £250,000 for which no capital budget has been allocated may only be approved by the Board, normally after consideration and approval of a proposal, which has previously been supported by the Executive Team comprising of the NHS 24 Executive Director cohort.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

12.3 Declarations of Interests

The Register of Interests of Board Members is maintained and updated regularly by the Board Secretary.

The Register also includes details for Directors and Senior Managers.

In any circumstances where a Director or any Manager has any personal interest, financial or otherwise, in the outcome of a tender or quotation, and it has not previously been registered, the person concerned must formally declare that interest, have that confirmed in writing and then withdraw from all contracting or purchasing arrangements relating to that item.

For the avoidance of doubt, where any Director or Manager considers that they may have a conflict of interest, clarity and guidance should be sought through the Chief Executive, the Director of Finance & Performance or the Board Secretary. A record may be taken of the query raised.

12.4 NHS 24 Procurement Service

The NHS 24 procurement service is provided through a collaborative arrangement with the Golden Jubilee National Hospital (GJNH). GJNH provides professional guidance to NHS 24 on procurement matters and take on the management role for NHS 24 procurement services.

Procurement advice and direction is available as required via the GJNH procurement team. This includes supplier and contract management, PECOS catalogue management and user training. All service contract information will be included within the GJNH database.

All non-catalogue requisitions will be reviewed by the GJNH procurement team to identify any issues or anomalies and for review against local, national or regional contracts that may apply. Following review, any requisition requiring further review will be routed via the PECOS system back to the original requestor for clarification. Once any amendments are agreed the requisition will be forwarded to NHS 24 for final approval

12.4.1 Identifying the Procurement Route

Table 1 below outlines the criteria for each procurement route.

Table 1: Value of purchase and appropriate procurement route

Thresholds	Procurement Route
Procurement value < £5,000	Achievement of value for money should be demonstrated. Where possible, this should be through receipt of three competitive quotations. Where this approach is not taken the purchaser should be prepared to justify the procurement to the Director of Finance if asked.
Procurement value £5,000 - £10,000 (inclusive of VAT)	A minimum of three written Competitive Quotations will be sought from reputable suppliers.
Procurement value > £10,000 (inclusive of VAT)	A minimum of three Competitive Tenders will be sought utilising the National tendering system Public Contracts Scotland (PCS) Quick Quote system Note that Scottish Procurement Policy Note 4/2009 requires contracts >£50,000 to be advertised on the National tendering system Public Contracts Scotland (PCS) portal.
Procurement value equals or exceeds published OJEU threshold.	A full EU tendering process must be undertaken in line with the requirements of the Public Contracts (Scotland) Regulations 2006. This must be done with full advice and guidance from Head of Procurement and other technical and legal advisers as appropriate. Please see Scottish Policy Procurement Note (SPPN) 5/2013 for the relevant thresholds.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

12.4.2 Use of PECOS in procurement

The ordering of supplies and services must be completed using the PECOS system, an online procurement tool used across NHS Scotland. Goods and services (other than those required under a contract or for purchases from petty cash) shall only be ordered on an official Purchase Order (PO). POs are generated through the PECOS system. Instructions issued to users for the operation of PECOS shall have effect as if incorporated in these SFIs.

12.4.3 A PO shall not be issued for any item or items for which there is not a budget provision, unless authorised by the Director of Finance & Performance.

12.4.4 Purchase Orders shall not be placed with suppliers in a manner devised to avoid the specified financial thresholds.

12.4.5 Form of Contract

An official Purchase Order or a Letter of Acceptance shall be issued for every Contract resulting from a successful, accepted invitation to tender or quote for the supply of goods or services.

12.4.6 Reporting of Tenders Received and Awards of Contracts

The Director of Finance & Performance shall provide a Report, on a quarterly basis, to the Audit & Risk Committee on all tenders received. This Report shall include the following:

- a description of the tender
- the name of the successful tenderer
- the total value of the tender accepted and the duration of the contract

13. PURCHASING

13.1 Receiving Orders

13.1.1 An official Purchase Order or a Letter of Acceptance shall be issued for every Contract resulting from a successful, accepted invitation to tender or quote for the supply of goods or services. The PO should indicate the delivery point for supplies. Immediately on receipt, or as soon as possible thereafter, all goods received at the delivery point shall be checked against the details in the PO for quantity and shall be inspected for quality and specifications.

13.1.2 A Delivery Note should be obtained from the supplier at the time of delivery and signed by the person receiving the goods after satisfactory inspection.

13.1.3 Where goods are seen to be unsatisfactory, or short on delivery, they shall be accepted only on the authority of a Director or Senior Manager, with the supplier notified immediately.

13.2 Relationships with Suppliers

13.2.1 Goods on Trial

Goods, or services, shall not be taken on trial or on loan in circumstances which could commit the NHS 24 to a future un-competitive purchase.

13.2.2 Gifts

No order shall be issued for any items for which an offer of gifts, (other than allowable low cost items, e.g. calendars, diaries, pens, etc.) or hospitality (see 13.2.3) is likely to be received from the potential supplier.

Any Manager receiving such an offer must notify the Board Secretary promptly.

13.2.3 Hospitality

Details of any hospitality received must be entered in a Hospitality Register maintained for the Chief Executive by the Board Secretary. Visits at supplier's expense to inspect equipment etc., should not be undertaken without the prior approval of a Director.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

13.3 Gifted Funds (excluding Breathing Space donations)

13.3.1 All gifts and donations, which are intended for the Board's use will be sent to the Finance Department for banking.

13.3.2 The Director of Finance & Performance will arrange for the creation of a new specific job code where the gift/fund cannot be adequately managed as part of an existing fund.

13.3.3 Applications to open a new job code will be submitted to the Director of Finance & Performance using the standard application form. Two signatories will be designated and copy signatures obtained. The form will be signed by the main signatory and approved by the Director of Finance & Performance.

13.3.4 The Board's discretion in the use of the funds will be managed by the Director of Finance & Performance. In so doing he shall be aware of the following:

- the objectives of each fund
- the availability of liquid funds within each fund

13.3.5 In addition to the above, expenditure from the funds will be made in accordance with delegated authority levels currently in operation.

13.3.6 All purchases will be made in accordance with the Board's SFIs relating to purchasing, official orders, EU procurement legislation and business case guidelines where appropriate.

13.4 Gifted Funds (Breathing Space donations)

The NHS 24 Executive Management Team agreed a proposal for the Golden Jubilee National Hospital to hold a separate Breathing Space fund within their endowment portfolio "on behalf" of NHS 24. This new arrangement commenced with effect from 4 December 2018.

13.4.1 Breathing Space (Scotland) receives charitable donations via the National Waiting Times Centre Board Endowment Fund, registered charity number SC045146.

13.4.2 Breathing Space Fund Number CJ1916

Breathing Space Fund Holder Income and Fund Holder Withdrawal Forms require to be duly completed. These are available from NHS 24 intranet or the Endowments Officer, Golden Jubilee National Hospital, Beardmore street, Clydebank, G81 4HX

14. MANAGEMENT CONSULTANTS

14.1 General

Where proposed expenditure relates to the use of management consultants the approval of the Chief Executive and Director of Finance & Performance is required, up to a limit of £100,000 as per the approved Scheme of Delegation. Any expenditure above £100,000 will require approval from the NHS 24 Board.

The term "**management consultant**" relates generally to any external party who may be able to offer advice on any aspect of NHS 24's business when that expertise may not be readily available from the staff resources employed by NHS 24. The NHS 24 Board will be provided with sufficient information to illustrate the basic need for the consultancy contract; value for money; an explanation in the option appraisal on why in-house resources are not available; and the potential for skills to transfer in-house.

14.2 Contract Specification

The work expected to be delivered through contract, the estimated cost and the responsibilities of the internal and external parties (including performance criteria for the consultant) must be clearly specified in detail in the contract and the contract must be signed in advance as agreement of the basis for the work to be carried out.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

14.3 Contract Management

Terms of reference should be provided to the Director or Manager responsible for the management of any consultant's contract. Those Terms should describe the duties and responsibilities incumbent on those staff to help ensure that the management of the contract is effective.

14.4 Contract Variations

Where it is found, after approval, that the contract requires to be varied or extended, such variations will be agreed by the relevant Director or Senior Manager in writing. The original of that should be given to the consultant and a copy retained by the Director or Senior Manager.

Where additional actual costs exceed 10% of the agreed estimate of the contract value, the Director or Senior Manager must report that to the Director of Finance & Performance. Variations to any contract which may exceed £100,000, **must** be recorded, with the justification, in a proposal to be presented to the Director of Finance & Performance and to the Board at the next available opportunity for approval, i.e. prior to the liability being incurred.

14.5 Performance Monitoring

The level of satisfaction with the performance of management consultants employed on key projects and the quality of contribution should be included in the regular reports presented to the Chief Executive. Those reports should note the contract expenditure in total and by consultant against the estimate provided.

At the conclusion of any management consultancy contract, a review and evaluation of the assignment should be conducted by the Director responsible and reported to the Chief Executive. This post-contract

review should include discussion on the benefits achieved, the consultant's performance and any level of skill transfer to NHS 24 staff. A written note of the review must be retained for the record.

14.6 Invoice Payments and Reporting

Before any payment of charges for any consultant's services is authorised by the relevant Director or Senior Manager, the invoice must be reviewed with the consultant for authenticity and accuracy and in line with progress made on the assignment for the period invoiced. The accumulation of these reviews should assist the post-contract review.

The costs of the use of consultants, if considered to be exceptional in size, should be noted in the monthly Financial Report to the Board under a suitable description.

15. PAYMENT OF STAFF SALARIES AND EXPENSES

15.1 General

The control over the payment of salaries to employees of NHS 24 shall be the responsibility of the Director of Finance & Performance.

Procedures relating to the employment of new staff, the regular processing of payroll information and terminations of staff shall be produced by the Director of Workforce and kept current and shall have effect as if incorporated in these SFIs.

15.2 Anti-Discrimination Legislation

It is NHS 24 policy that all payroll processes comply with the statutory obligations on NHS 24 under all relevant legislation, for example: The Equality Act 2010 .

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

15.3 Payroll Services

15.3.1 Payroll Services, and the processing of the salary payments, are provided by the Payroll Department of NHS Greater Glasgow & Clyde through a SLA. NHS Greater Glasgow & Clyde use the ePayroll, which is employed throughout NHS Scotland. The Scottish Standard Time System (SSTS) is used to record employees' hours for all appropriate staff as required. Procedures for Payroll Services shall have effect as if incorporated in these SFIs. Review discussions shall be held regularly with NHS Greater Glasgow & Clyde on the performance of the SLA and the operation of the overall payroll system.

15.3.2 All claims for expenses necessarily incurred by staff while on NHS 24 duty, with the exception of non-executive Board Members and leavers, shall be submitted through the eExpenses system. eExpenses is an intranet-based system, which enables claims to be both submitted electronically by the claimant and certified by the appropriate manager with delegated authority. Appropriately signed off receipts should be sent by managers to the Finance Department no later than five days after the month end to which the claim refers to ensure expense claims can be processed for the next payroll by NSS.

15.3.3 Where errors or omissions are identified, amounts will be recovered from future expenses payments, or by salary deduction where further expenses are not expected to be claimed.

15.3.4 Expenses shall normally be paid to the claimant in the next payroll, provided the claim has been submitted properly and in time for that payroll. Claims should be submitted each month – not accumulated. Cut-off dates for eExpenses are shown every month on the eExpenses system.

15.4 Payment

15.4.1 NHS 24 pay all staff through the BACSTEL system.

15.4.2 Payment of salaries shall be made on the last Thursday of the month, subject to local agreement at festive time of year.

15.4.3 The Director of Finance & Performance is responsible for ensuring that the bank account has sufficient funds to meet the payment of salaries, when due.

15.5 Salary Over-Payments

15.5.1 It is NHS 24 policy that when overpayments are made erroneously to staff, full recovery should be sought, with a maximum of 24 months. Management will, however, endeavour to ensure that the employee suffers no undue hardship in the process of recovery.

15.5.2 Where an overpayment is notified, NHS 24's HR Department will be responsible for registering the employee in an Overpayments Register and for tracking progress against these, ensuring all attempts have been made to recover the overpayment.

15.5.3 Once overpayments have been recovered, NHS 24's HR Department will inform NHS Greater Glasgow & Clyde, NHS 24's payroll provider, to make any adjustments within the current year payroll, to ensure correct NI and Tax deductions are made.

15.5.4 Where the overpayment relates to a group of staff, each staff side Chairman will be informed, preferably before the standard letter is issued to the employee.

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15.6 Salary Under-Payments

It is NHS 24 policy that all salary under-payments are immediately rectified and payment made by the most appropriate means available.

15.7 Changes to Payroll Records

15.7.1 For the employment of new staff, the Director of Workforce has responsibility for verifying qualifications, obtaining references and arranging medical examinations, as required and initiating the new record for any new staff to establish them on the payroll. In addition, where a new NHS 24 employee has indicated that he/she also works for another NHS organisation, the conditions of employment at the other organisation must be verified. This is required to ensure that regulations regarding working hours and conditions are not likely to be breached by the employee or NHS 24.

15.7.2 The Payroll Records database shall be updated as required by information supplied by the HR Department. A notice of change form shall be sent to the HR Department immediately on the effective date of any change in the state of a member of staff's employment or personal circumstances becoming known. All amendments to employee master file records, including engagement and termination, must be authorised by a senior member of the HR Department.

15.7.3 Notice of new employees, terminations or any adjustments to salaries must be passed to NHS Greater Glasgow & Clyde by the HR Department, as soon as possible after becoming known, to ensure the payroll system is current.

15.7.4 Managers may not engage or re-grade staff, or hire agency staff, unless so authorised, and then only within the limit of the approved budgets and delegated authority levels.

15.7.5 A signed copy of the engagement form and such other documents as may be required shall be forwarded to the Director of Workforce immediately upon the new employee commencing duty.

15.7.6 Each employee shall be issued with an employment contract, which shall be in an approved form and which shall comply with current employment legislation.

15.7.7 A termination of employment notice and such other notifications as may be required shall be forwarded to the HR Department in the prescribed form, immediately upon the effective date of an employee's resignation, retirement or termination becoming known. Where an employee fails to report for duty, in circumstances which suggest that he/she has left employment without notice, the HR Department must be informed immediately.

15.7.8 All time records, pay sheets, and other pay records and notifications shall be in the agreed format and shall be certified and submitted in accordance with instructions.

15.7.9 The Director of Workforce is responsible for the final determination of pay, including the verification that the rate of pay and the relevant conditions of service are in accordance with current agreements, the proper compilation of the payroll and for all payments so made.

15.8 Payroll Queries

The Finance Department has a Payroll Liaison Section and the staff are available to help to ensure that all employees are paid correctly and to train and coach staff in the use of SSTs where necessary. Line Managers are responsible for ensuring that timesheets are properly completed, verified and authorised and then submitted correctly and promptly to the Payroll Department at NHS Greater Glasgow & Clyde.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

15.9 Executive Directors

NHS 24 is required to establish a Remuneration Committee, as instructed in guidance issued by the SGHSCD in the Staff Governance Standard. The Terms of Reference of the Remuneration Committee are included in the Standing Orders. It is the Committee's general remit to consider the contracts of employment and the pay and conditions for the Chief Executive and the Executive Directors.

15.10 IR 35 (Inland Revenue rule 35)

15.10.1 IR35 is HMRC tax legislation that is designed to combat tax avoidance by workers supplying their services to clients via an intermediary, such as a limited company, but who would be an employee if the intermediary were not used. Such workers are called 'disguised employees' by Her Majesty's Revenue and Customs (HMRC).

15.10.2 With effect from 6 April 2017 it became the responsibility of all Public Sector Bodies to determine whether there is a deemed employment relationship and the public sector body will be held responsible for tax and NIC on payments made to the intermediary, if applicable.

15.10.3 A consequence of the aforementioned is that NHS 24 will now require to determine the employment status for workers supplied by agencies or other third parties prior to engagement.

15.10.4 NHS 24 hiring managers intending to recruit through an agency or to hire independent contractors, required to contact the Finance department, in the first instance.

15.10.5 An HMRC Employee Status Indicator test **must** be completed and submitted with the relevant Recruitment Authorisation Form (RAF). Without this, the RAF **will not** be processed."

16. PAYMENT OF ACCOUNTS

16.1 Responsibilities

16.1.1 The Director of Finance & Performance shall be responsible for the prompt payment of all accounts and expenses claims and for maintaining an appropriate system for the verification, recording and payment of all such accounts and expenses claims payable by NHS 24.

16.1.2 Managers must inform the Director of Finance & Performance promptly of any material charges incurred by NHS 24 which have arisen from transactions they have initiated.

16.1.3 Any Manager with responsibility for authorising accounts for payment, may rely on other Managers or staff to perform the preliminary checking of accounts submitted by suppliers. However, the Manager shall, wherever possible, ensure that staff who have delegated responsibility for checking the delivery of goods and services or the execution of work, act independently of those who have placed the orders or have negotiated prices and terms.

16.1.4 Disputed invoices should be resolved in a timely manner.

16.1.5 It is acknowledged that where charges on invoices are disputed, this may lead to a delay in payment to the supplier. Invoices which are not duly authorised for whatever reason will not be paid until the dispute is resolved to the satisfaction of NHS 24, unless authorised by the Director of Finance & Performance or the Deputy Director of Finance.

16.1.6 Where an invoice has been received for payment, which is above the delegated authority of the Chief Executive or the Director of Finance & Performance, the Chief Executive or Director of Finance can authorise this invoice provided it has previously been approved by the Board.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

16.2 Public Sector Payment Policy

16.2.1 NHS 24 shall endeavour, as far as possible, to efficiently pay all suppliers' accounts, minimising the number of late payments, following the principles set out in the Confederation of British Industry (CBI) Prompt Payment Code. The Code states that responsible organisations should have a clear, consistent policy to ensure that all invoices are paid in accordance with the contracted terms and that systems are in place to ensure that this policy is observed. In addition, NHS 24 shall comply with any directives issued by the Scottish Government in relation to the payment of suppliers.

16.3 Accounts Payable Services

16.3.1 The processing of all accounts payable is currently performed by the Financial Services Division of National Services Scotland (NSS) through a Service Level Agreement (SLA).

16.3.2 All invoices must be sent in the first instance to the Finance Department at NHS 24 to be recorded on the invoice register. The invoices will then be sent to the relevant Department for checking, authorisation, account coding (by the appropriate Director or Senior Manager) and prompt return.

16.3.3 Invoices must be returned as soon as possible to the Finance Department after receipt, inspection of the purchase and certification of approval for payment by the purchaser. Invoices will then be processed for payment.

16.3.4 Payments shall normally be processed on a weekly basis and forwarded to NSS for payments to be made in weekly batches. If required, an urgent single payment may be arranged. All payable invoices must be properly authorised.

16.3.5 The performance of NHS 24 in observing the Prompt Payment Code, noted in 16.2 above, shall be subject to regular monitoring by the Director of Finance & Performance and shall be reviewed by Internal Audit as required. A note of NHS 24's performance against the CBI target for all payments shall be declared in the Annual Accounts.

16.4 Payments to Account

In the case of major contracts, e.g. for building or engineering works, which normally require payment to be made on account during progress of the works, the Director of Finance & Performance shall arrange to make the payment required only on receipt of a duly authorised contract certificate from the appropriate Director.

Without prejudice to the responsibility of any consultant or manager appointed to a particular contract, a contractor's account shall be subjected to such financial examination by the Director of Finance & Performance and any other Director or Manager as may be considered necessary, before the person responsible to NHS 24 for the overall contract issues the final certificate for the final payment.

16.5 Advance Payments

In general, it is NHS 24 policy not to make advance payments to any suppliers for any goods and services prior to their receipt. This excludes deposit-type payments which may require to be forwarded with the purchase order.

Where, in exceptional circumstances, payments in advance are acceptable, the approval of the Director of Finance & Performance or the Chief Executive must be sought. Amounts paid in this way must not exceed any agreed limit.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

17. LOSSES AND SPECIAL PAYMENTS

17.1 Losses

Losses shall be divided into seven categories in accordance with the latest SFR 18 guidance.

- a) theft, arson, wilful damage
- b) fraud, embezzlement & other irregularities (inc attempted fraud)
- c) compensation payments (made under legal obligation)
- d) ex-gratia payments;
- e) extra-statutory and extra-regulatory payments
- f) gifts in cash or kind
- g) other losses

17.2 The Delegated Authority level for NHS 24 from SGHSCD for Losses and Special Payments is as follows:-

Theft / Arson / Wilful Damage	
Cash	10,000
Stores/procurement	20,000
Equipment	10,000
Contracts	10,000
Payroll	10,000
Buildings & Fixtures	20,000
Other	10,000
Fraud, Embezzlement & other irregularities (inc. attempted fraud)	
Cash	10,000
Stores/procurement	20,000
Equipment	10,000
Contracts	10,000
Payroll	10,000
Other	10,000
Compensation Payments - legal obligation	
Clinical *	250,000
Non-clinical *	100,000
Ex-gratia payments:	
Extra-contractual Payments	10,000
Compensation Payments - Ex-gratia - Clinical *	250,000
Compensation Payments - Ex-gratia - Non Clinical *	100,000
Compensation Payments - Ex-gratia - Financial Loss *	25,000
Other Payments	2,500
Extra-Statutory & Extra-regulatory Payments	
	Nil
Gifts in cash or kind	10,000
Other Losses	10,000

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

17.3 Recoveries

The Director of Finance & Performance shall be authorised to take any necessary steps to safeguard the interests of NHS 24 in bankruptcies, administrations and company liquidations.

18. FRAUD

18.1 General

As required by the SGHSCD in all NHS Boards, NHS 24 has an Agreement with Counter Fraud Services (CFS) regarding the procedures to be followed in the event of fraud or corruption being detected.

The Financial Services & Audit Manager is the Fraud Liaison Officer for NHS 24.

The procedures to be followed under the Agreement with the Director of Finance & Performance shall have effect as if incorporated in these SFIs.

18.2 Notes on procedures

The Director of Finance & Performance is responsible for ensuring that appropriate processes are in place for dealing with cases of suspected theft, fraud, embezzlement, corruption or other financial irregularities. The Director of Finance & Performance will ensure a Fraud Criminal Action Plan is in place which is in line with the Counter Fraud Services guidance. This Fraud Action Plan shall have effect as if incorporated in these SFIs. The latest Fraud Action Plan can be found on the intranet <http://intranet.nhs24.net/index.php?id=how-does-nhs-24-counter-financial-crime>

18.3 Investigations by CFS

Counter Fraud Services staff, acting on the behalf of the Director of Finance & Performance, may require and must receive access to:

- All records, documents, correspondence and relevant transactions relating to an investigation
- At all reasonable times have access to any premises or land of NHS 24
- Information on cash, stores or other property under the control of any employee at any Board

18.4 Bribery Act

Bribery is defined as giving someone a financial or other advantage to encourage that person to perform their functions or activities improperly or to reward that person for having already done so. This could cover seeking to influence a decision-maker by giving some kind of extra benefit to that decision maker rather than by what can legitimately be offered as part of a tender process.

Guidance to be followed on the Bribery Act can be found on the internet using the following link <https://www.gov.uk/government/publications/bribery-act-2010-guidance>

19. INFORMATION SYSTEMS

19.1 General Responsibilities

19.1.1 This Section relates to the responsibilities of NHS 24 in the general administration of the production of all information required by NHS 24, financial or any other type, through electronic facilities, e.g. personal computers (PCs).

19.1.2 The Annual Internal Audit 3 year Strategic Plan shall include work in the area of computer audit.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

19.1.3 The Chief Information Officer has responsibility for ensuring that satisfactory arrangements for the security of electronic information systems are maintained to protect all computer hardware and software and the information produced from those systems. These arrangements shall be subject to audit review.

19.1.4 The Chief Information Officer shall be responsible for the accuracy and security of NHS 24's computerised financial data.

19.1.5 The Chief Information Officer shall, with the assistance of the Deputy Director of ICT, devise and implement any necessary procedures to protect NHS 24 and individuals from inappropriate use or misuse of any financial or other information held on computer files, for which the Chief Information Officer is responsible, after taking account of the Data Protection Act 1998 and the Computer Misuse Act 1990. Such procedures shall have effect as if incorporated in these SFIs.

19.1.6 The Chief Information Officer shall ensure that contracts for computer services for financial applications with any other agency (NHS or external) shall clearly define the responsibilities of all parties for the security of data during processing and transmission and that adequate procedures and controls are in place to achieve this.

19.2 Personal Software

In general, software provided by staff will not be permitted to run on NHS 24 systems. Where specific permission has been granted by the Chief Information Officer or a delegated Manager, software to be added must be checked for any viruses before being used on any of NHS 24's systems. The Chief Information Officer's staff shall assist users with the process of checking. NHS 24 shall maintain up-to-date virus-checking software.

19.3 Copyright

Copyright of software shall remain with the manufacturer/supplier - unless other arrangements have been made.

Software must not be copied by any NHS 24 staff unless with the knowledge of the Chief Information Officer and the specific permission of the manufacturer/supplier, in writing.

19.4 Personal Use of PCs or other Computer Equipment

19.4.1 Where a member of staff requests to use a PC or lap-top computer at premises outwith NHS 24, e.g. at home, and such a facility can be provided, the Chief Information Officer shall ensure that the equipment shall be registered to that employee and signed for.

19.4.2 The equipment shall be the responsibility of the member of staff during the time out of NHS 24's

premises. Staff must exercise a reasonable duty of care while the equipment is in their personal responsibility to ensure that the equipment is not lost or damaged. A return date for the equipment must be agreed.

19.5 Use of the Internet

19.5.1 NHS 24 has a connection to the Internet and makes that facility available to staff throughout NHS 24 for the purposes of access to general information. All staff are required to comply with the requirements of the Internet and E-Mail Acceptable Usage Policy, which determines that they must use the organisation's information technology and communications facilities sensibly, professionally, lawfully, consistently with their duties, with respect for colleagues and in accordance with the Policy.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

19.5.2 The Policy will be enforced by the Technology Department and maintained by the NHS 24 IT Security Manager.

19.5.3 Security software exists to record the use of, and the users of, the Internet.

20. INSURANCE

20.1 General

20.1.1 The Director of Finance & Performance is responsible for ensuring that NHS 24 has appropriate insurance cover in accordance with NHS 24's Risk Management Policy and the SGHSCD guidance on insurance requirements.

20.1.2 NHS 24 is a member of CNORIS, which is a risk transfer and financing scheme established by The National Health Service (Clinical Negligence And Other Risks Indemnity Scheme) (Scotland) Regulations 2000 to provide a cost effective Clinical and Non-clinical risk pooling and claims management arrangements for NHS Boards and Special Health Boards in Scotland. The scheme provides a wide range of covers, similar to traditional insurance packages, and includes not only the core Clinical Negligence cover, but also Employers' Liability and Public/Products Liability, Non-clinical Professional Liability, Employment Practices Liability, Money and Fidelity Guarantee. Fuller details can be found on the CNORIS website <https://clo.scot.nhs.uk/our-services/cnoris.aspx>

20.1.3 Other insurance policies may be arranged as decided by the Director of Finance & Performance or the Chief Executive, for example, buildings, contents, or, window glass under the terms of property leases.

20.2 Reporting

20.2.1 The Director of Finance & Performance shall ensure that detailed procedural instructions shall be produced and made available to staff to assist them in managing all instances of loss or damage of NHS 24 assets, or the injury of NHS 24 employees or members of the public while on NHS 24 premises. Such procedures shall have effect as if incorporated in these SFIs.

20.2.2 Each employee has a duty to report any incident or occurrence, either orally or in writing, to the appropriate Senior Manager, who shall ensure that the information is passed to an Executive Director for further action. Staff shall be made aware of their responsibilities by the issue of such instructions and notices as are considered necessary. Report forms shall be available as required for written reporting.

20.2.3 Any particular material claim arising from a legal judgment against NHS 24, must be advised to the Board (as part of the monthly Financial Report) with appropriate details as the circumstances require. Progress on the settlement of such a claim, normally through the CNORIS process, should be reported regularly to the Board. The Audit & Risk Committee also receive regular updates on the number of outstanding legal claims.

20.3 Advising the Insurers

20.3.1 The Director of Finance & Performance shall ensure that any incident which may lead to a claim under CNORIS or on the insurance policies shall be reported promptly to the appointed insurance brokers. Telephone contact may be made in the first instance, but that must be followed-up with notification in the proper written format.

20.3.2 The Director of Finance & Performance shall be advised of any incidents that may lead to a claim under CNORIS by the Health & Safety Committee and the Patient Safety Support Unit.

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20.4 Insurance Claims Register

The Director of Finance & Performance shall be responsible for ensuring that an Insurance Claims Register shall be maintained to record the details of all incidents which may result in an insurance claim. The Register shall be used to provide information which shall be of assistance to NHS 24 and to the insurance brokers. The Register must be kept up-to-date and shall be subject to review by the Director of Finance & Performance.

20.5 Claims

The Director of Finance & Performance shall ensure that all claims are dealt with promptly.

20.6 Legal Advice

Where the incident, which may result in an insurance claim, is considered significant, the Director of Finance & Performance or the Chief Executive shall ensure that the Central Legal Office (CLO) is advised

20.7 Appointment of Insurance Brokers

The appointment of the insurance brokers for NHSScotland and therefore for NHS 24 is controlled by the SGHSCD. (CNORIS is currently managed by NHS National Services Scotland).

21. AUDIT

21.1 The Audit & Risk Committee

21.1.1 NHS 24 is required to establish an Audit & Risk Committee, as instructed in guidance on corporate governance issued by the SGHSCD. The Board of NHS 24 has established an Audit & Risk Committee, the terms of reference for which are contained in Section 2 – Standing Orders.

21.2 Internal Audit

21.2.1 The Director of Finance & Performance shall be responsible to the Chief Executive for ensuring that all appropriate arrangements shall be in place to measure, evaluate and report on the effectiveness of internal controls and the efficient use of resources by the establishment of an adequate Internal Audit function.

21.2.2 The role of Internal Audit shall be based upon the principles described in the Chartered Institute of Public Finance and Accountancy's statement entitled "the Role and Objectives of Internal Audit in the Public Sector".

21.2.3 Specifically, it shall be the responsibility of the appointed Internal Auditor to review, appraise and report to the Director of Finance & Performance and the Audit & Risk Committee on the following:

- a) the adequacy and application of financial and other related management control
- b) the extent of compliance with, and the relevance and financial effect of, all established policies, plans and procedures
- c) the extent to which NHS 24's assets and interests are accounted for and safeguarded from losses of any kind arising from:
 - i) fraud and other offences - where malpractice is suspected, the Director of Finance & Performance must be notified immediately
 - ii) waste, extravagance and inefficient administration, poor value for money or other such cause
- d) the efficient use of resources
- e) the suitability and reliability of financial, and other related management data developed within NHS 24
- f) the adequacy of follow-up action on the Audit Reports

21.3 Appointment of Internal Auditors

21.3.1 NHS 24 shall appoint an Internal Auditor to provide the services noted in 21.2.3 above.

SECTION 9: STANDING FINANCIAL INSTRUCTIONS

21.3.2 The Director of Finance & Performance shall prepare the specification for the provision of the Internal Audit Services and shall manage the process of procurement either as a single Board procurement or through a framework agreement established by another Board. If it is a single Board procurement, this appointment shall be the subject of a service procurement tender under the principles outlined in these SFIs at Section 12 - Procurement and Tendering.

21.3.3 In the event of a single Board procurement, the details of those audit firms which have responded to the procurement exercise within the timescale, shall be presented to the Audit & Risk Committee for consideration and for the further determination of the successful bidder.

23.3.4 The appointment of Internal Auditor shall be recommended to the Board by the Audit & Risk Committee, taking into account the local availability of the service, the quality of support staff, the principles of value for money and the professional standing of the bidders.

21.3.5 To ensure proper best practice in corporate governance, the same audit firm cannot supply both the internal and the external auditor service.

21.3.6 The Audit & Risk Committee's recommendation on an appointment shall be considered and approved at the next Board Meeting. Such appointments shall normally be for a period of three years and shall be subject to annual review and potential extension. The Director of Finance & Performance shall advise Audit Scotland of the Board's decision, in due course.

21.4 The Internal Audit Service

21.4.1 The Internal Auditor shall prepare and submit an Annual Internal Audit Plan to the Audit & Risk Committee for approval.

21.4.2 The Internal Auditor shall submit regular Progress Reports on the Internal Audit services to the Audit & Risk Committee, as requested. The Internal Audit Progress Report shall provide a review of the audit activity undertaken during the period.

21.4.3 The Internal Auditor shall initially report any finding and recommendations to the Director of Finance & Performance. The Director of Finance & Performance shall refer the recommendations from the Audit Reports, produced in line with the Audit Plan, to the appropriate Managers for comments on those recommendations and for the confirmation of action to be taken, by whom and in what time frame.

21.4.4 Managers shall respond to the Director of Finance & Performance within the timescale required, in writing. Failure by any Manager to take any necessary remedial action, within a reasonable period, shall be reported to the Chief Executive by the Director of Finance & Performance.

21.4.5 In line with the Audit Plan, all Audit Reports shall be the subject of Follow-up Review by the Internal Auditor to determine whether the action recommended and agreed by the Director of Finance & Performance has been taken as required.

21.4.6 All Internal Audit Reports and Follow-up Reports shall be submitted to the meetings of the Audit & Risk Committee for review. The findings shall be included in the Internal Auditor's regular Progress Report to the Committee.

21.4.7 The Internal Auditor shall be invited, along with the Director of Finance & Performance, the Chief Executive and the External Auditor to attend the Audit & Risk Committee meetings, as required.

21.4.8 Representatives of the Internal Auditor and the External Auditor shall be invited to attend other Committee meetings and meetings of the Board, as required.

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21.5 Audit Investigations

21.5.1 The Director of Finance & Performance and the Chief Internal Auditor shall be entitled, without necessarily giving prior notice to anyone, to require and to receive:

- access to all records, documents and correspondence relating to any financial or other relevant transactions, including documents of a confidential nature (in which case, there shall be a duty to safeguard confidentiality)
- access at all reasonable times to any premises or employee of NHS 24
- the production or identification by any employee of any NHS 24 cash, stores or other property under the employee's control
- appropriate explanations from any staff regarding any matter under investigation

21.5.2 If an audit investigation identifies any matter which involves, or is thought to involve, irregularities concerning cash, stores or any other property of NHS 24, or any suspected irregularities in the exercise of any function of a financial nature of any kind, the Fraud Liaison Officer, the Chief Executive and the Director of Finance & Performance must be notified.

21.6 Special Reporting Circumstances

In circumstances where the Internal Auditor shall consider it to be professionally required, the Internal Auditor may report directly to the Chair of NHS 24, or the Chief Executive, or the Chair of the Audit & Risk Committee as necessary, where the use of normal reporting lines may not be appropriate.

21.7 External Audit

The appointment of the External Auditor for NHS 24 - the audit firm and the period of time - is controlled by the Auditor General (Scotland). As noted above, the External Auditor and the Internal Auditor cannot be from the same audit firm. The External Auditor shall be similarly entitled as for the Internal Auditor.

22. RISK MANAGEMENT

22.1 Executive Directors are responsible for managing risk within their Directorates. The Director of Finance & Performance has executive responsibility for risk management for NHS 24.

22.2 A Risk Management Strategy shall be presented to the Board by the Director of Finance annually for review and approval.

22.3 Strategic and Operational Risk Registers shall be maintained and monitored by the Head of Risk and Business Continuity. Mitigating action, timescales for action to be taken and the staff responsible shall be incorporated in the Registers, which shall be updated on a regular basis.

22.4 The status of risks on the Strategic and Operational Risk Registers shall be reported to the Executive Team and then to the Audit & Risk Committee. The Strategic Risk Register and any other risk deemed appropriate by the Audit & Risk Committee, will be reported to the Board each quarter.

22.5 Any procedures or instructions on risk management, issued separately by the Chief Executive or the Director of Finance & Performance, shall have effect as if incorporated in these SFIs

23. FINANCIAL OPERATING PROCEDURES

23.1 A set of Financial Operating Procedures (FOPs) setting out the detailed procedures for all finance processes can be found within the Finance section of the NHS 24 intranet. These operating procedures shall have effect as if incorporated in these SFIs.

SECTION 10: EXECUTIVE MANAGEMENT TEAM TERMS OF REFERENCE

1. Purpose

1.1 The Executive Management Team (EMT) is the body established by the Chief Executive to ensure delivery of the organisation's strategic/corporate objectives. The EMT is accountable to the NHS 24 Board and has decision-making responsibility for operational issues within NHS 24. Its members are responsible for the execution of Board Strategy and ensuring organisational compliance with policies and procedures.

1.2 It seeks to ensure that the organisation's activities are undertaken within the corporate governance framework.

2. Composition

2.1 Membership

2.1.1 The EMT will comprise:

- Chief Executive – Chair
- Employee Director
- Director of Finance and Performance
- Director of Nursing and Care
- Medical Director
- Director of Service Delivery
- Director of Service Development
- Chief Information Officer
- Director of Workforce
- The Head of Communications

2.1.2 Appropriate training and development will be provided to ensure that members of the EMT have the skills and knowledge to carry out their roles.

2.2 Attendance

2.2.1 The EMT can request the attendance of any staff member of NHS 24.

2.2.2 If a Member cannot attend, they will nominate a deputy to attend on their behalf.

3. Meetings

3.1 Frequency

3.1.1 The EMT shall meet as required, with Meetings normally to be held monthly, at the place and time as determined by the Chief Executive.

3.1.2 The Chief Executive may at any time convene additional meetings of the EMT to consider business which may require urgent consideration. These meetings may be attended exclusively by EMT Members.

3.2 Agenda and Papers

3.2.1 Meetings are chaired by the NHS 24 Chief Executive or, if unavailable, by a person nominated by the Chief Executive.

3.2.2 The Chief Executive will set the Agenda for meetings, with contributions expected from each of the Members.

3.2.3 The Agenda and supporting papers will be sent out at least two working days in advance of the meetings and should be submitted three working days in advance of the meeting.

3.2.4 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the EMT is asked to consider (as per the organisational paper template).

SECTION 10: EXECUTIVE MANAGEMENT TEAM TERMS OF REFERENCE

3.3 Quorum

Six members of the EMT shall constitute a quorum and no business shall be transacted unless this minimum number of Members is present. For the purposes of determining whether a meeting is quorate, Members attending by either video or tele-conference link will be determined to be in attendance.

3.4 Note of Meeting

3.4.1 A minute shall be taken of the proceedings of the EMT. The minute shall be distributed for consideration and review, to the Chair of the Meeting within two working days of the Meeting and distributed to the Members within four working days of the Meeting.

3.4.2 The minute shall then be presented at the next Meeting of the EMT for approval.

3.4.3 Formally approved minutes shall be held on file for audit and general reference purposes.

4. Authority

4.1 The EMT is authorised by the Chief Executive, within its Terms of Reference, to investigate any activity in the operations of NHS 24. It is authorised to respectfully seek and obtain the information it requires to facilitate the EMT discussion.

4.2 The EMT is authorised by the Chief Executive to obtain external legal or other independent professional advice and to secure the assistance of people from outside NHS 24 or the wider NHS, with relevant expertise, if it is considered necessary.

5. Specific Duties of the Executive Management Team

The duties of the EMT shall be in line with the Scheme of Delegation contained in the Board's Corporate Governance Manual, specifically:

5.1 Strategy

- Develop strategic objectives for the consideration of the Board and ultimately the SGHSCD
- Deliver against the strategic objectives agreed between the Board and the SGHSCD, reporting on progress to the NHS 24 Board. Advise and make recommendations to the Board on any strategic planning and redesign priorities required to ensure delivery of the strategic priorities, commissioning any individual pieces of work as required
- Monitor regional and national planning activities, ensuring there is an agreed NHS 24 position

5.2 Annual Operating Plan (AOP)/Operational Plan

- Develop the key objectives and performance measures for the annually produced Annual Operating Plan for the consideration of the Board and ultimately the SGHSCD
- Ensure integration of the AOP with related local plans and service development priorities
- Deliver against the key objectives agreed with the Board, monitoring on a monthly basis and reporting on progress on a monthly basis to the NHS 24 Board
- Commission a programme of activity to ensure delivery of the AOP and put in place appropriate structures to support this activity

5.3 Financial Planning & Monitoring

- Develop and approve financial plans in line with SGHSCD requirements for the consideration of the Board
- Submit the financial plan (as part of the AOP) to SGHSCD for consideration and approval
- Deliver against the agreed financial plans, reporting on progress to the Board on a monthly basis through the Director of Finance and Performance.

SECTION 10: EXECUTIVE MANAGEMENT TEAM TERMS OF REFERENCE

5.4 Governance

5.4.1 Risk Management

- On a bi-annual basis review and approve the risk management strategy
- Carry out a formal reviews of the risk register through the EMT Risk Management Group to provide appropriate scrutiny

5.4.2 Corporate Governance

- Review and recommend approval to the Board (through the Audit & Risk Committee) any required revisions to the Corporate Governance Framework
- Ensure appropriate internal governance arrangements are in place to support the Corporate Governance Framework

5.4.3 Information Governance

- Approve and continue to review the information governance arrangements to ensure the protection and use of both clinical and corporate information
- Approve and continue to review the governance structure for information governance and the policies in place to support it
- Receive and review assurance report on current risk management arrangements

5.5 Operational Performance Management

- Review performance management information on a monthly basis and report to the Board through the Service Quality Report
- Ensure appropriate steps are taken to address any service affecting issues identified
- Take decisions on operational and other issues which extend beyond the delegated authority of individual members in order to ensure the effective and efficient management of NHS 24

5.6 Workforce Planning

- Develop and approve the Workforce Plan on an annual basis for onward consideration of the Staff Governance Committee and the NHS 24 Board
- Submit the Workforce Plan annually to SGHSCD for consideration and approval
- Support the delivery of the Workforce Plan
- Report on progress quarterly to the Board's Staff Governance Committee, through the Director of Workforce

5.7 Equality and Diversity

- Approve the Equality and Diversity Scheme on an annual basis for onward consideration of the Staff Governance Committee and Board
- Support the delivery of the Equality and Diversity Action Plan
- Report on progress quarterly to the Board's Staff Governance Committee, through the Director of Service Delivery

5.8 Internal and External Audit Activity

- Review and approve the draft Internal Audit Plan and recommend for consideration by the Audit Committee
- Ensure action is taken timeously to respond to internal and external audit recommendations
- Report on progress against the Audit Plan quarterly to the Board's Audit & Risk Committee, through the Director of Finance and Performance

5.9 Partnership Arrangements

- Provide support for the activities of the Partnership Forum
- Ensure appropriate level of partnership forum representation in service design and development



SECTION 10: EXECUTIVE MANAGEMENT TEAM TERMS OF REFERENCE

5.10 Policy Development and Review

- Ensure appropriate structures are in place for the development and review of organisational policies, i.e. Partnership Policy Review Group
- Review and approve all organisational policies prior to consideration at Board and/or its Committees

5.11 Project Management Governance

- Ensure work programmes are in place, operating effectively and to a consistent methodology
- Agree deliverables with each respective Project Board / Steering Group and the inter-programme linkage between them
- Receive progress reports from each of the projects / programmes, evaluating outcomes in terms of key measures

5.12 Organisational Strategies – Alignment

- Ensure alignment of all organisational strategies developed to ensure delivery of the Strategy and Annual Operating Plan. This will include; eHealth Strategy, Data Strategy, Communications Strategy, Stakeholder Engagement Strategy and the PFPI Framework

5.13 National Collaboration Activity

- The EMT discuss and endorse the general principles and direction of travel as set out within the National Collaborative Plan
- Engagement by EMT with the NHS 24 Board is required to ensure the appropriate governance of the investment and resource decisions associated with the delivery of the plan

6. Reporting

6.1 The key reporting to the Board of the activities of the EMT will be through the Chief Executive and specifically the Chief Executive report to the Board

6.2 Where required, each Director will present formal performance reports to the NHS 24 Board and make recommendations on any relevant issues to the NHS 24 Board

6.3 Each Director will also provide advice and recommendations to the NHS 24 Chief Executive in matters delegated to them

6.4 All Board and Committee papers require to be reviewed and supported in advance through the Executive Management Team meetings