

NHS 24 BOARD		8 DECEMBER 2022 ITEM NO 11.1 FOR APPROVAL	
CORPORATE GOVERNANCE FRAMEWORK			
Executive Sponsor:	Director of Finance, John Gebbie		
Lead Officer/Author:	Geraldine Mathew, Board Secretary		
Action Required	The report is presented to the NHS 24 Board for approval.		
Key Points	<ul style="list-style-type: none"> • The Corporate Governance Framework was last fully updated in December 2019. • It was agreed earlier in the year that the Framework would be updated in line with the Blueprint for Good Governance for ARC and Board approval in December 2022. • The Blueprint for Good Governance is still in draft nationally. • As such, the NHS 24 current Corporate Governance Framework has been updated and enhanced with items from the Blueprint. • Internal Audit shall review our revised Framework in January to ensure it aligns with the draft Blueprint. 		
Timing/Governance Process	EMT virtual approval November; Audit & Risk Committee 1 st December; Board 8 th December.		
Contribution to NHS 24 strategy	This paper demonstrates progress against the NHS 24 organisational priority of good governance.		
Key Risks	Blueprint has not been approved nationally so may change.		
Financial Implications	Updated SFI's. No cost implications.		
Equality and Diversity	Equalities and Diversity are covered within the Framework as a priority of this organisation.		

1. Introduction

- 1.1 NHS 24 has been working under the current Corporate Governance Framework since December 2019. Parts of the Framework have been updated since 2019 but this is the first full update to the Framework since then. The Framework was planned for update earlier this year, however, was delayed due to awaiting the publication of the Blueprint for Good Governance.

2. Blueprint for Good Governance

- 2.1 The draft Blueprint for Good Governance Second Edition was issued in July 2022 but has yet to be formally signed off on a national basis. As such, it is felt that we should not depart completely from our current Framework at this point. The attached paper has been prepared:
- Updating NHS 24's current Corporate Governance Framework to ensure that structures, delegated authorities etc. are all up to date.
 - Reviewing the Blueprint guidance and including anything not in our current Framework, or where there is an enhancement, expanding on our current Framework.
- 2.2 It is proposed that the NHS 24 Board approve this updated paper. This will ensure that our governance paperwork is all up to date.
- 2.3 While we await the final Blueprint being received, Internal Audit have been asked to review our updated Corporate Governance Framework in January 2023 against the draft Blueprint. This will help assure the Board at the next meeting that we have captured everything in the Blueprint.
- 2.4 Once the final Blueprint has been received, any material changes would then be actioned in our updated Corporate Governance Framework and resubmitted to the Audit and Risk Committee, then to the NHS 24 Board to an agreed timeline, depending on materiality.

3. Updates to the current Corporate Governance Framework

- 3.1 The Corporate Governance Framework is a large document; however, a number of sections have already been approved by the Board:
- Board Members Code of Conduct
 - Committee Terms of Reference
 - Standing Orders (enhancements recently added in line with the Blueprint)
 - Risk Management Strategy
- 3.2 The introductory section now provides background to the Blueprint for Good Governance with signposting to the detail already within our current Framework. It is proposed that once the final Blueprint has been received that work is undertaken to review potential areas of duplication as each section currently

stands alone in its own right. At this point it was felt prudent not to change our current Framework documentation too much but to enhance it where it was felt necessary in line with the Blueprint.

- 3.3 Areas that have been added in the update include explaining what the Blueprint for Good Governance is, Managing Risk, Engaging Stakeholders, Influencing Culture, and Active Governance.

4. Standing Financial Instructions (SFI's)

- 4.1 The SFI's have been updated to ensure references including Job Title and European Law are current and to provide more clarity, especially in areas where processes have changed. There have been no changes to the delegated limits with the exception of Section E – Scheme of Delegated Authority, Item 2.4 – Procurement of Goods and Services; and Second/Subsequent Contract Amendments, where an additional step has been included to delegate authority to the Board Chair or Board Vice Chair in certain circumstances.

5. Recommendation

- 5.1 The NHS 24 Board is asked to approve the updated Corporate Governance Framework.

CONTENTS

INTRODUCTION

SECTION A – NHS Framework Document

This section details how key roles and responsibilities that underpin the relationship between NHS 24 and the Scottish Government

SECTION B - Standing Orders for the Proceedings and Business of NHS 24 Board

This section explains how the business of NHS 24 Board and its Committees is organised.

SECTION C – Board and Committee Terms of Reference

This section outlines the Terms of Reference for the Board's Standing Committees.

SECTION D – Board Members Code of Conduct

This section is for Members of NHS 24 Board and details how they should conduct themselves in undertaking their duties.

SECTION E - Scheme of Delegated Authority

This section outlines the organisational Scheme of Delegation within NHS 24. It is intended to provide clarity about decision-making processes and the extent of delegation and devolution authority.

SECTION F - Standing Financial Instructions

This section explains how staff will control the financial affairs of NHS 24 and ensure proper standards of financial conduct.

SECTION G – Code of Conduct for NHS 24 Staff

This section provides guidance to staff on their actions and behaviours in line with NHS 24's values.

SECTION H - Risk Management

This section explains how risks are managed within the organisation.

SECTION I – Active Governance

This section explains what is meant by an active approach and a collaborative approach in relation to governance in healthcare.

INTRODUCTION

Governance and the Corporate Governance Framework

1. Governance is the means by which all institutions and organisations involved in the design and delivery of healthcare translate health policy into clinical practice and management in order to improve the quality and efficiency of healthcare.
2. The Corporate Governance Framework is the mechanism by which we describe the overall system of control. It details how functions are directed and controlled, and covers the following dimensions:
 - Service delivery arrangements
 - Structures and processes
 - Risk management and internal control
 - Standards of conduct
3. NHS 24 is a Special Health Board, created under The NHS 24 (Scotland) Order 2001, with effect from 6 April 2001.
4. The Board will seek at all times to comply with guidance from the Scottish Government Health and Social Care Directorate (SGHSCD).
5. The NHS Scotland Blueprint for Good Governance (DL 201902) and its 2022 update (currently in draft format awaiting formal sign off nationally) has informed this revised Corporate Governance Framework and the associated Standing Orders.
6. The revised Blueprint provides an updated definition of governance in healthcare for use by NHS Scotland:

“Governance is the means by which NHS Boards direct and control the healthcare system to deliver Scottish Government policies and strategies and ensure the long-term success of the organisation. It is the ability to ask questions and make decisions to improve population health and address health inequalities, while delivering safe, effective and high-quality healthcare services. It is to be distinguished from executive-led operational management.”

7. To reflect and describe the latest thinking and best practice in governance in the public sector, ten principles of good governance have been identified. These principles underpin the design of the Blueprint for Good Governance:
8. The Principles of Good Governance can be viewed as an executive summary of what is required to deliver good governance. They are as follows:
 - 8.1. Good governance requires the Board to set strategic direction, hold executives to account for delivery, manage risk, engage stakeholders, and influence organisational culture.

- 8.2. Good governance requires a Board that consists of a diverse group of people with the necessary skills, experience, values, behaviours, and relationships.
 - 8.3. Good governance requires that roles, responsibilities and accountabilities at Board and executive level are clearly defined and widely communicated.
 - 8.4. Good governance requires an assurance framework that aligns strategic planning and change implementation with the organisation's purpose, aims, values, corporate objectives, and operational priorities.
 - 8.5. Good governance requires an integrated governance system that co-ordinates and links the delivery of strategic planning and commissioning, risk management, assurance information flows, audit, and sponsor oversight.
 - 8.6. Good governance requires operating guidance that is agreed, documented, widely- communicated and reviewed by the Board on a regular basis.
 - 8.7. Good governance requires regular evaluation of governance arrangements to ensure it is proportionate, flexible, and subject to continuous improvement.
 - 8.8. Good governance requires an **active approach** that anticipates and responds to risks and opportunities which could have a significant impact on the delivery of corporate objectives, the Board's relationships with stakeholders and the management of the organisation's reputation.
 - 8.9. Good governance requires a **collaborative approach** that ensures the organisation's systems are integrated or aligned with the governance arrangements of key external stakeholders.
 - 8.10. Good governance requires governance arrangements that are incorporated in the organisation's approach to the management of day-to-day operations and the implementation of change.
9. A description of the **active approach** to governance has been defined as:

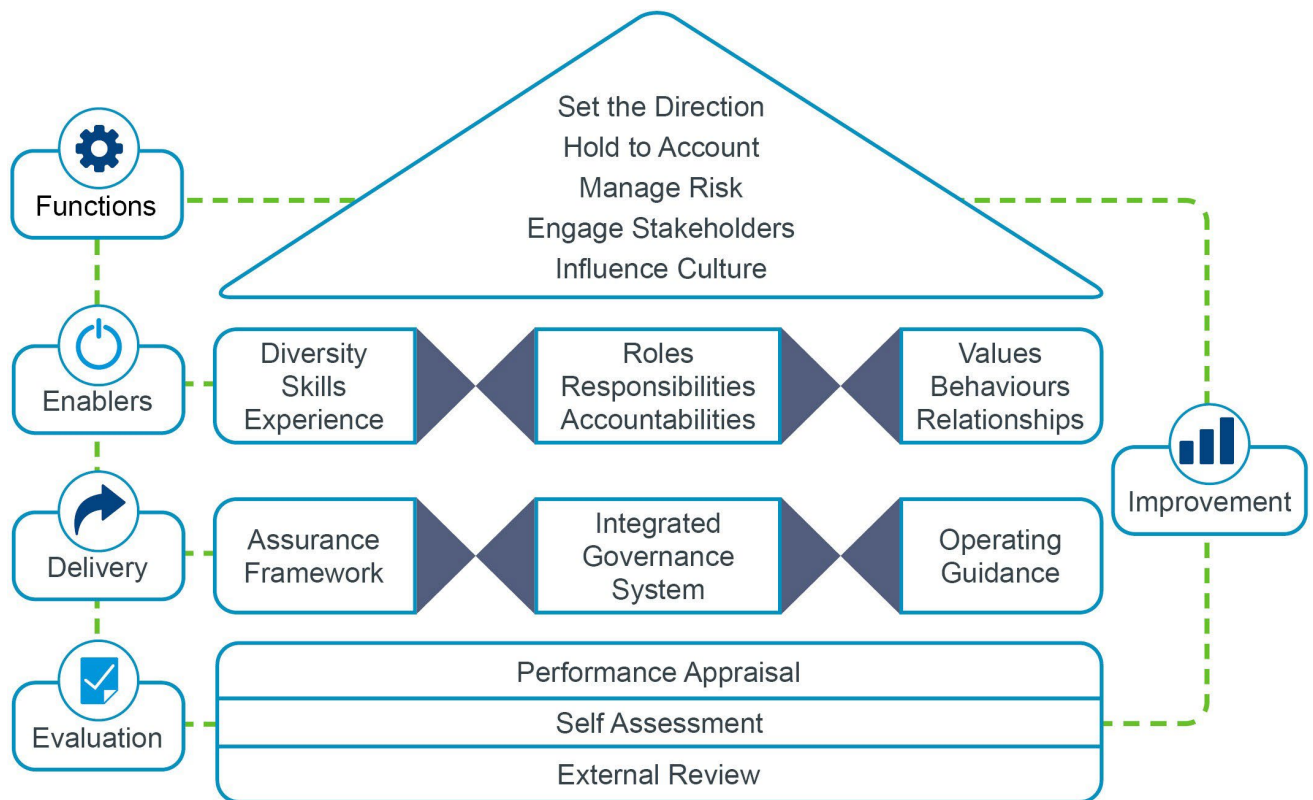
“Active governance exists when the appropriate issues are considered by the right people, the relevant information is reviewed in the most useful format at the right time, and the level of scrutiny produces rigorous challenge and an effective response.”

10. A description of the **collaborative approach** to governance has been defined as:

“Collaborative governance exists when all parties who have an influence in the delivery of healthcare outcomes recognise, understand and respect the needs of each other and work together to integrate or align their arrangements for the governance of the delivery of services and products within the healthcare environment.”

11. The primary purpose of the Blueprint for Good Governance is to provide guidance on how to deliver and sustain good governance in healthcare. The model below highlights a four-tiered model where each component should be viewed as interdependent and subject to continuous improvement.

12. Figure One – The Blueprint for Good Governance



Functions

13. There are five primary functions of governance:
- i. **Setting the direction**, including priorities, and defining change and transformational expectations
 - ii. **Holding the Executive Leadership Team to account** by seeking assurance that the organisation is being effectively managed and change is being successfully delivered
 - iii. **Managing risks** to the quality, delivery, and sustainability of services
 - iv. **Engaging with key stakeholders**, as and when appropriate
 - v. **Influencing** the Board’s and the wider organisational culture

i. *Setting the Direction*

Board Members are responsible and accountable for setting the overall strategy and direction of the organisation. They are also responsible for encouraging and facilitating innovation, driving change, and transforming service delivery to better meet the expectations and needs of their key stakeholders. This is described in Section A – NHS 24 Model Framework – Board Responsibilities.

ii. *Holding to Account*

In order to hold the Executive Leadership Team to account the NHS Board requires a clear and accurate picture of the situation in relation to the current and past delivery of services. To be assured about the organisation's performance, Board Members must regularly monitor performance, scrutinise results and challenge outcomes. This is described in Section A – NHS 24 Model Framework – Chief Executive Responsibilities and Board Responsibilities.

iii. *Managing Risk*

Board Members must have regard to the wider strategic and policy context in which they operate when considering the risks which could have a significant impact on the delivery of the organisation's purpose, aims, values, corporate objectives, operational priorities, and targets. This also applies to managing the risks to the Board's relationships with key stakeholders and risks to their reputation as a public body.

Exercising vigilance and managing risk is a key component of the active approach to governance and requires Board Members to be constantly looking forward, as well as looking backwards to hold the Executive Leadership Team to account for service delivery.

This is described in Section H – Risk Management which provides the Board's Risk Management Strategy which is signed off annually by the Board.

iv. *Engaging Stakeholders*

To deliver good governance NHS Boards also need to respect and pursue the rights and interests of all the stakeholders in the healthcare system and effective stakeholder engagement is required to establish and maintain public confidence in the organisation as a public body. This is described in Section I – Active Governance.

v. *Influencing Culture*

An organisation's culture comprises its shared values, norms, beliefs, emotions, and assumptions about "how things are and should be done around here". These 'things' include how decisions are made, how people interact and how work is carried out. This is described in Section I – Active Governance.

NHS Boards have a critical role in shaping and influencing organisational culture in healthcare settings. To do this the Board should determine and promote shared values that underpin policy and behaviours throughout the organisation. Board Members must demonstrate the organisation's values and exemplify good governance through their individual behaviours.

Enablers

14. To facilitate the delivery of the five governance functions, the three key enablers for good governance are defined as:
- i. **Acquiring and retaining the necessary diversity, skills, and experience** at Board level.
 - ii. **Defining clear roles, responsibilities and accountabilities** for the principal groups and individuals that participate in the governance of healthcare.
 - iii. **Creating relationships and conducting business** in line with agreed values and standards of behaviour.

i. Diversity, Skills, and Experience

It is the responsibility of the Scottish Government, working with the NHS Board Chair, to ensure the necessary diversity, skills and experience are present across the Board. This includes determining the Board's requirements during the recruitment of new Members and the development of the skills of existing Board Members. This is described in Section A – NHS 24 Model Framework – Chair's Responsibilities.

ii. Roles, Responsibilities and Accountabilities

To support and deliver the functions described in the Blueprint for Good Governance it is essential that there is a common understanding of the roles, responsibilities and accountabilities of the principal groups and individuals that participate in the governance of healthcare. This is described in Section B – Standing Orders (Appendix 1) Roles and Responsibilities and is also described within Section C – Committee Terms of Reference.

iii. Values, Behaviours and Relationships

All the members of the NHS Board should consider what is expected of them individually and collectively in terms of demonstrating the NHS Scotland values and displaying the behaviours expected of a Board Member of a public body. This includes conducting their relationships in a manner that reflects these standards. Board members are expected to demonstrate and uphold the core values of NHS Scotland, which are defined in the 2020 Workforce Vision 'Everyone Matters' as

- i. Care and Compassion
- ii. Dignity and respect
- iii. Openness, honesty, and responsibility
- iv. Quality and teamwork

Board members have an additional responsibility to act as role models for the rest of the workforce. NHS Boards must act morally, ethically, and fairly, and building and maintaining effective working relationships are critical to the delivery of good governance. This is described within Section B – Standing Orders, Section D – Members Code of Conduct, and Section G – Code of Conduct for NHS Staff.

Further information on the role of the Board, Board members, the Chair, Vice Chair, and the Chief Executive is available on the [NHS Scotland Board Development](#) website. 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.

iv. 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 the Chief Executive 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 the Chief Executive 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.

v. 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.

Delivery

15. To support the delivery of good governance NHS Boards should construct an assurance framework and implement an integrated governance system that brings together the organisation's strategic planning, risk management and assurance information systems. This is detailed in Section H – Risk Management, and Section I – Active Governance.

Evaluation

16. In order to assess the effectiveness of the healthcare governance system and whether or not it is continuously improving, it is important to have a consistent and systematic approach to assessing and evaluating the NHS Boards' governance arrangements against the Principles of Good Governance.
17. The approach to evaluation must provide assurance to the Board, the Scottish Government, and the other stakeholders in healthcare that good governance is being delivered across all the categories of governance in healthcare.
18. For NHS Scotland the preferred approach to evaluation involves three levels of assessment:
 - Appraisal of the Board Members' individual performance (Described in Section B – Standing Orders: Appendix 2: Chairs Responsibilities)
 - Self-assessment of the Board's Effectiveness (Referenced in Section I – Active Governance)
 - External assessment of the organisation's governance arrangements (Referenced in Section I – Active Governance)

SECTION A - NHS 24 Framework Document

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 either by 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 place over any part of the document.
2. Reference 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. Any proposed internal updates to the framework shall be approved via Audit and Risk Committee and then Board, prior to submission to Scottish Government.
4. Copies of the document shall be placed in the Scottish Parliament Reference Centre. It shall also be published on the SG and NHS 24 websites.

Purpose

5. NHS 24 is to contribute to the achievement of Scottish Ministers objectives and priorities by aligning its aims and objectives with the National Performance Framework, Scotland's Economic Strategy and Programme for Government.
6. 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.
7. NHS 24's purpose, strategic aims, and objectives, as agreed by the Scottish Ministers are to:
 - 7.1. Triage calls, assess patients' symptoms and refer patients to the most appropriate healthcare professional within an appropriate timescale based on clinical need.
 - 7.2. 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.

- 7.3. Promote inter agency working between NHS Boards by working collaboratively to achieve wider system benefits.
- 7.4. 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.
- 7.5. Support the prevention and health improvement agenda across Scotland by working in partnership with local Boards to provide added value service where and when required, using the IT telephony and infrastructure to benefit patients 24 hours a day.
- 7.6. Supporting the delivery of integrated urgent and unscheduled care and reform of primary care and mental health by optimising NHS 24 pathways as part of national redesign, including expanded digital opportunities, to support access to the right care, in the right place, at the right time.

Relationship between Scottish Government and NHS 24

8. 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 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

9. 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

10. 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 the day-to-day operational matters and founding legislation prevents them from directing NHS 24 in relation to specific statutory functions. Their responsibilities include:
 - 10.1. Agreeing NHS 24’s strategic aims and objectives and key targets as part of the corporate planning process.
 - 10.2. Agreeing the budget and associated grant in aid requirement to be paid to NHS 24 and securing the necessary Parliamentary approval.

- 10.3. Carrying out responsibilities specified in the 1978 Act and 2001 Order such as appointments to the NHS 24's Board, approving the terms and conditions of Board members (and appointment of the Chief Executive).
- 10.4. Other matters such as approving the 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

11. The NHS 24 Board, including the Chair, normally consists of Non-Executives appointed by 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 leadership of the Chair, for the following:
 - 11.1. Taking forward the strategic aims and objectives for the body agreed by the Scottish Ministers.
 - 11.2. 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.
 - 11.3. Promoting efficient, economic, and effective use of staff and other resources by NHS 24 consistent with the principles of best value, including where possible, participation in shared service arrangements.
 - 11.4. 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 internal control and risk management systems.
 - 11.5. (In reaching decisions) taking into account relevant guidance issues by the Scottish Ministers.
 - 11.6. 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.
 - 11.7. 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 activities of NHS 24.
 - 11.8. Appointing (with the approval of 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.

- 11.9. Demonstrating high standards of corporate governance at all times, including openness and transparency in its decision-making.
12. 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

13. The Chair is accountable to 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. They are responsible for ensuring that NHS 24's policies and actions support Scottish Ministers' wider strategic priorities and that its affairs are conducted with probity.
14. In leading the Board, the Chair must ensure that:
 - 14.1. The work of the Board is subject to regular self-assessment and that the Board is working effectively.
 - 14.2. The Board, in accordance with recognised good practice in corporate governance, is diverse 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, and the Gender Representation on Public Boards Act and Guidance, where these apply.
 - 14.3. The Board members are fully briefed on terms of appointment, duties, rights, and responsibilities.
 - 14.4. The Board members receive 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.
 - 14.5. Succession planning takes place to ensure that the Board is diverse and effective, and Scottish Ministers are advised of NHS 24 needs when Board vacancies arise.
 - 14.6. There is a code of conduct for Board members in place, approved by Scottish Ministers.
15. 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 Member Responsibilities

16. 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

17. The Chief Executive of NHS 24 is employed and appointed by the Board with the approval of Scottish Ministers. They are the Board's principal adviser on the discharge of its functions and is accountable to the Board. Their role is to provide operational leadership to NHS 24 and ensure that the Board's aims and objectives are met through effective and properly controlled executive action. Their general responsibilities include the performance, management and staffing of NHS 24. General guidance on the role and responsibilities of the Chief Executive is contained in [On Board](#). Specific responsibilities to the Board include:
 - 17.1. 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 decisions of the Board.
 - 17.2. Ensuring that financial considerations are taken fully into account by the Board at all stages in reaching and executing its decisions, and that the appropriate financial appraisal and evaluation techniques, consistent with the [Appraisal and Evaluation](#) section of the [Scottish Public Finance Manual](#) (SPFM) are followed.
 - 17.3. Ensuring that NHS 24 adheres, where appropriate, to the SG's [Programme and Project Management principles](#).
 - 17.4. Having robust performance and risk management arrangements - consistent with the [Risk Management](#) section of 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. Risk management arrangements should include full consideration of organisational resilience to physical, personnel and cyber risks/ threats/ hazards.
 - 17.5. 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.
 - 17.6. Establishing appropriate documented internal delegated authority arrangements consistent with the [Delegated Authority](#) section of the SPFM.

- 17.7. Advising the Board on the performance of NHS 24 compared with its aims and objectives.
- 17.8. Preparing NHS 24's corporate and business plans, in the light of the strategic aims and objectives agreed by Scottish Ministers.
- 17.9. Ensuring effective relationships with SG officials.
- 17.10. 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.
- 17.11. 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.

Non-Departmental Public Body (NDPB) Officer Responsibilities

18. 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:
 - 18.1. Ensuring the propriety and regularity of NHS 24's finances and that there are sound and effective arrangements for internal control and risk management.
 - 18.2. 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.
 - 18.3. Ensuring compliance with relevant guidance issues by Scottish Ministers, in particular the SPFM and SG [Pay Policy](#).
 - 18.4. Signing the Annual Accounts and associated governance statements.
 - 18.5. 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.
19. It is incumbent on the Chief Executive to combine their Accountable Officer responsibilities to the Scottish Parliament with their 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 duties above.

Portfolio Accountable Officer Responsibilities

20. The Principal Accountable Officer for the Scottish Administration will designate the

Director-General for Health & 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 Scottish Administration](#). They are personally answerable to the Scottish Parliament for ensuring that:

- 20.1. 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.
- 20.2. 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.
- 20.3. Effective relationships are in place at Director and Deputy Director level between the SG and NHS 24 in accordance with the strategic engagement principles.
- 20.4. 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

21. The Scottish Government Directorates for Health and Social Care have responsibility for health policy, the administration of the NHS, social care, and public health. This includes setting the standards for governance in NHS Scotland and monitoring the adequacy and effectiveness of the governance arrangements throughout health and social care.
22. The Director for Primary Care and Deputy Director for Primary Care have responsibility for overseeing and ensuring effective relationships between the SG and NHS 24 which supports 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 those functions. The Portfolio Accountable Officer shall be responsible for assessing the performance of the NHS 24 Chair at least annually.

Sponsor Unit Responsibilities

23. 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 of Primary Care, 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 their behalf.

Specific responsibilities include:

- 23.1. 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 suitable flexible, proportionate and responsive to the needs of Scottish Ministers and NHS 24.
- 23.2. 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 – March 2022 version | Ethical Standards Commissioner](#) in Scotland.
- 23.3. 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.
- 23.4. 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.
- 23.5. 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.
- 23.6. Informing NHS 24 of relevant SG policy in a timely manner.

Internal Audit

24. NHS 24 shall
 - 24.1. Establish and maintain arrangements for internal audit in accordance with the [Public Sector Internal Audit Standards](#) and the [Internal Audit](#) section of the SPFM.
 - 24.2. 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 their capacity as the NHS 24 Accountable Officer.
 - 24.3. Forward timeously to the SG the audit charter, strategy, periodic audit plans and annual audit assurance report, including the Internal Audit opinion on risk management, control and governance and other relevant reports as requested.
 - 24.4. 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.
25. 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

26. The Auditor General for Scotland (AGS) audits, or appoints auditors to audit, NHS 24's annual accounts and passes them to 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.
27. 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 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

28. 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: 2022-23 - GOV.UK \(www.gov.uk\)](http://www.gov.uk) (FReM) and outline NHS 24's main activities and performance against agreed objectives.
29. 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 Scottish Ministers. Any financial objectives or targets set by the Scottish Ministers should be reported on in the account 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.
30. The draft report should be submitted to the SG for comment, and the draft accounts for information, by 31 May. The final version should be available for laying before the Scottish Parliament by 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 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, thereafter.

Management Responsibilities

Corporate and Business Plans

31. 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:
 - 31.1. The purpose and principal aims of NHS 24
 - 31.2. An analysis of the environment in which NHS 24 operates
 - 31.3. 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.
 - 31.4. Indicators against which performance can be judged.
 - 31.5. Details of planning efficiencies, describing how NHS 24 proposed to achieve better value for money, including through collaboration and shared services.
 - 31.6. Other matters as agreed between the SG and NHS 24.
32. 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 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

33. Each year, in 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.
34. The statement of budgetary provision will set out the budget within the classifications of Revenue Resource Limit (RRL), Capital Resource Limit (CRL) and Ring-fenced (non-cash) Non-Core Revenue Resource Limit. 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.

35. If the trading and other resource income realised (including profit or loss on disposal of non-current assets) - scored as negative RRL, or the net book value of disposals of non-current assets - scored as negative CRL, 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 budgets for the following financial year).
36. 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

37. 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.
38. The banking arrangements adopted by NHS 24 must comply with the [Banking](#) section of the SPFM.

Risk Management

39. NHS 24 demonstrated effective risk management as services rapidly expanded in response to the pandemic and other national drivers, with NHS24 now providing

national healthcare services on a 24/7 basis.

40. NHS 24's risk management strategy and supporting framework, approved by the Board in October 2022, will further develop and embed risk management with focus on aligning operations, strategic planning, programme management and risk management to ensure appropriate information is available for decision making and corporate governance. The Audit & Risk Committee monitor the effectiveness of arrangements in place, with support from regular internal auditing of risk management processes.
41. Risks are reported to the relevant Board Standing Committee on a quarterly basis. The Enterprise Risk Management Framework outlines the reporting requirements in detail. The Terms of Reference for each Board Standing Committee outlines their responsibilities in relation to risk management. The Board receive a quarterly report for assurance. The Board take into account their appetite to risk in achieving their strategic objectives. The Board set out their risk appetite in relation to key risk areas and their strategic objectives. This is formally considered and approved by the Board on an annual basis.
42. The NHS 24 values demonstrate the organisations commitment to risk management. The values support staff in this process by embedding openness, honesty, and responsibility. The organisation will encourage risks to be identified and promote responsibility to empower staff to manage the risks appropriately. This is supported by training and development for staff linked to values, risk, and governance.

Organisational Security and Resilience

43. As part of risk management arrangements, NHS 24 shall ensure that it has a clear understanding at Board level of the key risks, threats and hazards it may face while operating in a challenging environment. NHS 24 must manage concurrent risks effectively in order to ensure organisational resilience and achieve its objectives.
44. NHS 24 have appropriate and well-rehearsed organisational resilience arrangements and corporate escalation processes are in place that support this requirement. The purpose of this process is to provide an escalation pathway that the full organisation contributes to. It identifies specific triggers, risks, actions, roles, and responsibilities to respond, recover and to maintain operational continuity. In light of the current service and system pressures the Senior Management Team (SMT) actively manage and report on this process to the Executive Management Team (EMT).
45. This document is intended to be a corporate document that will reflect the challenges and concurrent risks across the whole organisation with an aim to implement mitigating actions. Service Delivery have a number of operational processes that support real time operational management and decision making, as well as escalation when required.

Counter Fraud Arrangements

46. 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 those processes must be monitored actively, supported by a fraud action plan and robust reporting arrangements. This includes establishment of avenues to report any suspicions of fraud.

Performance Management

47. 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.

NHS 24 Staff Management

Broad Responsibilities for NHS 24 Staff

48. NHS 24 will have responsibility for the recruitment, retention and health and wellbeing of its staff. The broad responsibilities toward its staff are to ensure that:
 - 48.1. HR policies, practices and systems comply with employment and equalities legislation and standards expected of public sector employers.
 - 48.2. The level and structure of its staffing, including grading and staff numbers are appropriate to its functions and the requirement of economy, efficiency and effectiveness (subject to the SG [Pay Policy for Staff Pay Remits](#)).
 - 48.3. The performance of its staff at all levels is satisfactorily appraised and NHS 24's performance measurement systems are reviewed from time to time.
 - 48.4. Its staff are encouraged to acquire the appropriate professional, management, and other expertise necessary to achieve NHS 24's objectives.
 - 48.5. Proper consultation with staff takes place through Trade Union Partnership colleagues on key issues.
 - 48.6. Adequate policies are in place including grievance and disciplinary procedures.
 - 48.7. Effective whistleblowing policy and procedures consistent with the Public Interest Disclosure Act 1998 are in place.
 - 48.8. A code of conduct for staff is in place based on the Model Code for Staff of Executive NDPBs.

Pay and Conditions of Service

49. 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 section of the SPFM. Proposals on non-salary rewards must comply with Tax Planning and Tax Avoidance 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

50. 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.
51. 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].
52. 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.

Asset and Property Management

53. 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.
54. '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.

55. 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) [Login, e-PIMS \(cabinetoffice.gov.uk\)](#) (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

56. *[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

57. NHS 24's specific delegated financial authorities - as agreed in consultation between the NHS 24 and the SG - are set out in the Annex at the end of this section. 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

58. 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.
59. Gifts, bequests or donations received by NHS 24 score as income and should be provided for in the agreed resource DEL(Departmental Expenditure Limit) 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.

Financial Investments

60. Unless covered by 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

61. 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

62. 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 DEL provision for leases and other transactions, which are in substance borrowing.
63. IFRS 16 rules for leases should now be followed, this introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Any queries in relation to Lease Arrangements or a query if an asset falls under IFRS 16 please contact the Finance Team.

Tax Arrangements

64. 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 or sales disposals.

Settlement, Severance, Early Retirement and Redundancy

65. The NDPB shall seek to deliver and demonstrate, robust governance processes, best practice and value for money when developing and implementing a severance scheme or when developing a settlement agreement in compliance with current policy, observing all policy limits as set out in the [Settlement, Severance, Early Retirement & Redundancy](#) section of the SPFM.

Lending and Guarantees

66. 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

67. 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 [Subsidy Control](#) section of the SPFM. Guidance on a framework for the control of third party grants is provided as an [annex](#) to the [Grant & Grant Aid](#) section of the SPFM.

Insurance

68. 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 Employer's liability and £1m Professional Indemnity. The Scheme will provide "Indemnity to Principal" where required.

69. Where the SG decides that the NDPB should be subject to the self-insurance policy the NDPB is subject to the SG policy of self-insurance. 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.

Procurement and Payment

70. 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 [Best Value](#), 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. NHS 24 also requires Board approval for consultancy over £100k as an additional assurance and transparency measure
71. 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.
72. 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

73. Unless covered by specific delegated authority, NHS 24 shall not without the SG's prior approval, make gifts or special payment or write-off 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

74. 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.

Subsidy Control

75. The EU State aid regime was effectively revoked from UK law from 1 January 2021 and subsidy control provisions are now covered by the UK-EU Trade and Cooperation Agreement (TCA) and the UK's international obligations including various Free Trade Agreements and those arising as a consequence of World Trade Organisation membership. This position may be subject if the UK Government establishing its own domestic subsidies control regime: a UK wide consultation on this is set to take place in the first half of 2021. Currently any activity that the NDPB undertakes itself, or funds other bodies to undertake, that can be offered on a commercial market for goods and services is subject to the TCA subsidy rules. A full assessment is therefore required prior to disbursing any funding and would be subject to the guidance in the [Subsidy Regime](#) section of the SPFM.

Board Expenses

76. 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.

Executive NDPB Model Framework

Delegated Authority Level for NHS 24 from SGHSCD for losses and special payments

Item No.	Category	
	Theft / Arson / Willful Damage	
1	Cash	10,000
2	Stores/procurement	20,000
3	Equipment	10,000
4	Contracts	10,000
5	Payroll	10,000
6	Buildings & Fixtures	20,000
7	Other	10,000
	Fraud, Embezzlement & other irregularities (including attempted fraud)	
8	Cash	10,000
9	Stores/procurement	20,000
10	Equipment	10,000
11	Contracts	10,000
12	Payroll	10,000
13	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
	Stores Losses	
16	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	
	Incidents of the Service -	
20	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
	Ex-gratia payments	
25	Extra-contractual Payments	10,000
26	Compensation Payments - Ex-gratia - Clinical *	250,000
27	Compensation Payments - Ex-gratia - Non-Clinical *	100,000
28	Compensation Payments - Ex-gratia - Financial Loss *	25,000
29	Other Payments	2,500
	Damage to Buildings and Fixtures	
30	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

SECTION B - Standing Orders for the Proceedings and Business of NHS 24 Board

NHS 24 is a corporate body established under the NHS 24 (Scotland) Order 2001.

The National Health Services (Scotland) Act 1978, the Health Act 1999 and the NHS 24 establishment order set out the principal statutory functions conferred on an NHS 24 Special Health Board. Standing Orders of the NHS 24 Board

The Standing Orders set out the regulations which govern the conduct of the NHS 24 Board and its Committees and define the responsibilities of Board Members, Directors, Officers, and employees of the Board subject to statutory restrictions and conditions as the Scottish Ministers may direct.

1. General

1.1 These Standing Orders for regulation of the conduct and proceedings of the NHS Board, the common name for the NHS 24 Health Board, [the Board] and its Committees are made under the terms of The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 (2001 No. 302), as amended up to and including The Health Boards (Membership and Procedure) (Scotland) Amendment Regulations 2016 (2016 No. 3).

Healthcare Improvement Scotland and NHS National Services Scotland are constituted under a different legal basis and are not subject to the above regulations. Consequently, those bodies will have different Standing Orders.

The NHS Scotland Blueprint for Good Governance (issued through [DL 2019\) 02](#)) has informed these Standing Orders. The Blueprint describes the functions of the Board as:

- Setting the direction, clarifying priorities, and defining expectations.
- Holding the executive to account and seeking assurance that the organisation is being effectively managed.
- Managing risks to the quality, delivery, and sustainability of services.
- Engaging with stakeholders.
- Influencing the Board's and the organisation's culture.

Further information on the role of the Board, Board members, the Chair, Vice Chair, and the Chief Executive is available on the [NHS Scotland Board Development](#) website.

1.2 The Scottish Ministers shall appoint the members of the Board and shall reappoint any members of the Board serving a second term. The Scottish Ministers shall also attend

to any issues relating to the resignation and removal, suspension, and disqualification of members in line with the above regulations. Any member of the Board may on reasonable cause shown be suspended from the Board or disqualified for taking part in any business of the Board in specified circumstances.

- 1.3 Any statutory provision, regulation, or direction by Scottish Ministers, shall have precedence if they are in conflict with these Standing Orders.
- 1.4 Any one or more of these Standing Orders may be varied or revoked at a meeting of the Board by a majority of members present and voting, provided the notice for the meeting at which the proposal is to be considered clearly states the extent of the proposed repeal, addition, or amendment. The Board will annually review its Standing Orders.
- 1.5 Any member of the Board may on reasonable cause shown be suspended from the Board or disqualified for taking part in any business of the Board in specified circumstances. The Scottish Ministers may by determination suspend a member from taking part in the business (including meetings) of the Board. Paragraph 5.4 sets out when the person presiding at a Board meeting may suspend a Board member for the remainder of a specific Board meeting. The Standards Commission for Scotland can apply sanctions if a Board member is found to have breached the Board Members' Code of Conduct, and those include suspension and disqualification. The regulations (see paragraph 1.1) also set out grounds for why a person may be disqualified from being a member of the Board.

Board Members – Ethical Conduct

- 1.6 Members have a personal responsibility to comply with the Code of Conduct for Members of the NHS 24 Board. The Commissioner for Public Standards can investigate complaints about members who are alleged to have breached their Code of Conduct. The Board will have appointed a Standards Officer. This individual is responsible for carrying out the duties of that role, however they may delegate the carrying out of associated tasks to other members of staff. The Board's appointed Standards Officer shall ensure that the Board's Register of Interests is maintained. When a member needs to update or amend their entry in the Register, they must notify the Board's appointed Standards Officer of the need to change the entry within one month after the date the matter required to be registered.
- 1.7 The Board's appointed Standards Officer shall ensure the Register is available for public inspection at the principal offices of the Board at all reasonable times and will be included on the Board's website.
- 1.8 Members must always consider the relevance of any interests they may have to any business presented to the Board or one of its Committees. Members must observe paragraphs 5.6 - 5.10 of these Standing Orders and have regard to Section 5 of the Code of Conduct (Declaration of Interests).
- 1.9 In case of doubt as to whether any interest or matter should be declared, in the interests of transparency, members are advised to err on the side of caution and make a declaration. Alternatively, where applicable, in the interests of transparency,

members should consider making a statement explaining why their apparent connection to a matter does not constitute an interest that requires to be declared.

- 1.10 Members shall make a declaration of any gifts or hospitality received in their capacity as a Board member. Such declarations shall be made to the Board's appointed Standards Officer who shall make them available for public inspection at all reasonable times at the principal offices of the Board and on the Board's website. The Register of Interests includes a section on gifts and hospitality. The Register may include the information on any such declarations or cross-refer to where the information is published.
- 1.11 The Board's Corporate Governance Manager shall provide a copy of these Standing Orders to all members of the Board on appointment. A copy shall also be held on the Board's website.

2. Chair

- 2.1 The Scottish Ministers shall appoint the Chair of the Board.

3. Vice Chair

- 3.1 The Chair shall nominate a candidate or candidates for Vice Chair to the Cabinet Secretary. The candidate(s) must be a Non-Executive Member of the Board. A member who is an employee of a Board is disqualified from being Vice Chair. The Cabinet Secretary will in turn determine who to appoint based on evidence of effective performance and evidence that the member has the skills, knowledge and experience needed for the position. Following the decision, the Board shall appoint the member as Vice Chair. Any person so appointed shall, so long as they remain a member of the Board, continue in office for such a period as the Board may decide.
- 3.2 The Vice Chair may at any time resign from that office by giving notice in writing to the Chair. The process to appoint a replacement Vice Chair is the process described at paragraph 3.1.
- 3.3 Where the Chair has died, ceased to hold office, or is unable for a sustained period of time to perform their duties due to illness, absence from Scotland or for any other reason, then the Board's Vice Chair should refer this to the Scottish Government. The Cabinet Secretary will confirm which member may assume the role of interim Chair in the period until the appointment of a new Chair, or the return of the appointed Chair. Where the Chair is absent for a short period due to leave (for whatever reason), the Vice Chair shall assume the role of the Chair in the conduct of the business of the Board. In either of these circumstances references to the Chair shall, so long as there is no Chair able to perform the duties, be taken to include references to either the interim Chair or the Vice Chair. If the Vice Chair has been appointed as the interim Chair, then the process described at paragraph 3.1 will apply to replace the Vice Chair.

4. Calling and Notice of Board Meetings

- 4.1 The Chair may call a meeting of the Board at any time and shall call a meeting when required to do so by the Board. The Board shall meet at least six times in the year and will annually approve a forward schedule of meeting dates.
- 4.2 The Chair will determine the final agenda for all Board meetings. The agenda may include an item for any other business; however, this can only be for business which the Board is being informed of for awareness, rather than being asked to make a decision. No business shall be transacted at any meeting of the Board other than that specified in the notice of the meeting except on grounds of urgency.
- 4.3 Any member may propose an item of business to be included in the agenda of a future Board meeting by submitting a request to the Chair. If the Chair elects to agree to the request, then the Chair may decide whether the item is to be considered at the Board meeting which immediately follows the receipt of the request, or a future Board meeting. The Chair will inform the member which meeting the item will be discussed. If any member has a specific legal duty or responsibility to discharge which requires that member to present a report to the Board, then that report will be included in the agenda.
- 4.4 In the event that the Chair decides not to include the item of business on the agenda of a Board meeting, then the Chair will inform the member in writing as to the reasons why.
- 4.5 A Board meeting may be called if one third of the whole number of members signs a requisition for that purpose. The requisition must specify the business proposed to be transacted. The Chair is required to call a meeting within 7 days of receiving the requisition. If the Chair does not do so, or simply refuses to call a meeting, those members who presented the requisition may call a meeting by signing an instruction to approve the notice calling the meeting provided that no business shall be transacted at the meeting other than that specified in the requisition.
- 4.6 Before each meeting of the Board, a notice of the meeting (in the form of an agenda), specifying the time, place and business proposed to be transacted at it and approved by the Chair, or by a member authorised by the Chair to approve on that person's behalf, shall be circulated to every member so as to be available to them at least three clear days before the meeting. The notice shall be distributed along with any papers for the meeting that are available at that point.
- 4.7 With regard to calculating clear days for the purpose of notice under 4.6 and 4.9, the period of notice excludes the day the notice is sent out and the day of the meeting itself. Additionally, only working days (Monday to Friday) are to be used when calculating clear days; weekend days and public holidays should be excluded.

Example: If a Board is meeting on a Wednesday, the notice and papers for the meeting should be distributed to members no later than the preceding Thursday. The three clear days would be Friday, Monday, and Tuesday. If the Monday was a public holiday, then the notice and papers should be distributed no later than the preceding Wednesday.

- 4.8 Lack of service of the notice on any member shall not affect the validity of a meeting.
- 4.9 Board meetings shall be held in public. A public notice of the time and place of the meeting shall be provided at least three clear days before the meeting is held. The notice and the meeting agenda shall also be placed on the Board's website. Meeting papers will be placed on the Board's website following the Board meeting. Members of the public observing the meeting via videoconferencing facilities will have access to the agenda for the meeting via the website. Observers attending in person shall be provided with copies of the agenda and any relevant papers for the meeting, subject to any commercial/security redactions.

The meeting papers will include the minutes of committee meetings which the relevant committee has approved. The exception is that the meeting papers will not include the minutes of the Remuneration Committee. The Board may determine its own approach for Committees to inform it of business which has been discussed in committee meetings for which the final minutes are not yet available. For items of business which the Board will consider in private session (see paragraph 5.22), only the Board members will normally receive the meeting papers for those items, unless the person presiding agrees that others may receive them.

5. Conduct of Meetings

Authority of the Person Presiding at a Board Meeting

- 5.1 The Chair shall preside at every meeting of the Board. The Vice Chair shall preside if the Chair is absent. If both the Chair and Vice Chair are absent, the members present at the meeting shall choose a Board member who is not an employee of a Board to preside.
- 5.2 The duty of the person presiding at a meeting of the Board or one of its committees is to ensure that the Standing Orders or the Committee's terms of reference are observed, to preserve order, to ensure fairness between members, and to determine all questions of order and competence. The ruling of the person presiding shall be final and shall not be open to question or discussion.
- 5.3 The person presiding may direct that the meeting can be conducted in any way that allows members to participate, regardless of where they are physically located, e.g., videoconferencing, teleconferencing. For the avoidance of doubt, those members using such facilities will be regarded as present at the meeting.
- 5.4 In the event that any member who disregards the authority of the person presiding, obstructs the meeting, or conducts themselves inappropriately the person presiding may suspend the member for the remainder of the meeting. If a person so suspended refuses to leave when required by the person presiding to do so, the person presiding will adjourn the meeting in line with paragraph 5.12. For paragraphs 5.5 to 5.20, reference to 'Chair' means the person who is presiding the meeting, as determined by paragraph 5.1.

Quorum

- 5.5 The Board will be deemed to meet only when there are present, and entitled to vote, a quorum of at least one third of the whole number of members, including at least two members who are not employees of a Board. The quorum for Committees will be set out in their terms of reference, however it can never be less than two Board members.
- 5.6 In determining whether or not a quorum is present the Chair must consider the effect of any declared interests.
- 5.7 If a member, or an associate of the member, has any pecuniary or other interest, direct or indirect, in any contract, proposed contract or other matter under consideration by the Board or a committee, the member should declare that interest at the start of the meeting. This applies whether or not that interest is already recorded in the Board Members' Register of Interests. Following such a declaration, the member shall be excluded from the Board or committee meeting when the item is under consideration and should not be counted as participating in that meeting for quorum or voting purposes.
- 5.8 Paragraph 5.7 will not apply where a member, or an associate of theirs, interest in any company, body or person is so remote or insignificant that it cannot reasonably be regarded as likely to affect any influence in the consideration or discussion of any question with respect to that contract or matter. In March 2015, the Standards Commission granted a dispensation to NHS Board members who are also voting members of integration joint boards. The effect is that those members do not need to declare as an interest that they are a member of an integration joint board when taking part in discussions of general health & social care issues. However, members still have to declare other interests as required by Section 5 of the Board Members' Code of Conduct.
- 5.9 If a question arises at a Board meeting as to the right of a member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting be referred to the Chair. The Chair's ruling in relation to any member other than the Chair is to be final and conclusive. If a question arises with regard to the participation of the Chair in the meeting (or part of the meeting) for voting or quorum purposes, the question is to be decided by the members at that meeting. For this latter purpose, the Chair is not to be counted for quorum or voting purposes.
- 5.10 Paragraphs 5.6-5.9 shall equally apply to members of any Board Committees, whether or not they are also members of the Board, e.g., stakeholder representatives.
- 5.11 When a quorum is not present, the only actions that can be taken are to either adjourn to another time or abandon the meeting altogether and call another one. The quorum should be monitored throughout the conduct of the meeting in the event that a member leaves during a meeting, with no intention of returning. The Chair may set a time limit to permit the quorum to be achieved before electing to adjourn, abandon or bring a meeting that has started to a close.

Adjournment

- 5.12 If it is necessary or expedient to do so for any reason (including disorderly conduct or other misbehaviour at a meeting), a meeting may be adjourned to another day, time, and place. A meeting of the Board, or of a Committee of the Board, may be adjourned by the Chair until such day, time and place as the Chair may specify.

Business of the Meeting

The Agenda

- 5.13 If a member wishes to add an item of business which is not in the notice of the meeting, they must make a request to the Chair ideally in advance of the day of the meeting and certainly before the start of the meeting. The Chair will determine whether the matter is urgent and accordingly whether it may be discussed at the meeting.
- 5.14 The Chair may change the running order of items for discussion on the agenda at the meeting. Please also refer to paragraph 4.2.

Decision-Making

- 5.15 The Chair may invite the lead for any item to introduce the item before inviting contributions from members. Members should indicate to the Chair if they wish to contribute, and the Chair will invite all who do so to contribute in turn. Members are expected to question and challenge proposals constructively and carefully to reach and articulate a considered view on the suitability of proposals.
- 5.16 The Chair will consider the discussion, and whether or not a consensus has been reached. Where the Chair concludes that consensus has been reached, then the Chair will normally end the discussion of an item by inviting agreement to the outcomes from the discussion and the resulting decisions of the Board.
- 5.17 As part of the process of stating the resulting decisions of the Board, the Chair may propose an adaptation of what may have been recommended to the Board in the accompanying report, to reflect the outcome of the discussion.
- 5.18 The Board may reach consensus on an item of business without taking a formal vote, and this will be normally what happens where consensus has been reached.
- 5.19 Where the Chair concludes that there is not a consensus on the Board's position on the item and/ or what it wishes to do, then the Chair will put the decision to a vote. If at least two Board members ask for a decision to be put to a vote, then the Chair will do so. Before putting any decision to vote, the Chair will summarise the outcome of the discussion and the proposal(s) for the members to vote on.
- 5.20 Where a vote is taken, the decision shall be determined by a majority of votes of the members present and voting on the question. In the case of an equality of votes, the Chair shall have a second or casting vote. The Chair may determine the method for taking the vote, which may be by a show of hands, or by ballot, or any other method

the Chair determines.

- 5.21 While the meeting is in public the Board may not exclude members of the public and the press (for the purpose of reporting the proceedings) from attending the meeting.

Board Meeting in Private Session

- 5.22 The Board may agree to meet in private in order to consider certain items of business. The Board may decide to meet in private on the following grounds:
- The Board is still in the process of developing proposals or its position on certain matters and needs time for private deliberation.
 - The business relates to the commercial interests of any person and confidentiality is required, e.g., when there is an ongoing tendering process or contract negotiation.
 - The business necessarily involves reference to personal information and requires to be discussed in private in order to uphold the Data Protection Principles.
 - The Board is otherwise legally obliged to respect the confidentiality of the information being discussed.
- 5.23 The minutes of the meeting will reflect when the Board has resolved to meet in private.

Minutes

- 5.24 The names of members present at a meeting of the Board, or of a committee of the Board, shall be recorded in the minute of the meeting. The names of other persons in attendance shall also be recorded.
- 5.25 The Board's Corporate Governance Manager (or nominated deputy) shall prepare the minutes of meetings of the Board and its Committees. The Board or the committee shall review the draft minutes at the following meeting. The person presiding at that meeting shall sign the approved minute.

6. Matters Reserved for the Board

Introduction

- 6.1 The Scottish Government retains the authority to approve certain items of business. There are other items of the business which can only be approved at an NHS Board meeting, due to either Scottish Government directions or a Board decision in the interests of good governance practice.

6.2 This section summarises the matters reserved to the Board:

- a) Corporate Governance Framework including
 - (i) Standing Orders.
 - (ii) Establishment, remit and reporting arrangements of all Board Standing Committees.
 - (iii) Scheme of Delegation.
 - (iv) Standing Financial Instructions.
- b) Organisational Values.
- c) The strategies for all the functions that it has planning responsibility for, subject to any provisions for major service change which require Ministerial approval.
- d) The Annual Delivery Plan for submission to the Scottish Government for its approval. (Note: The Board should consider the draft for submission in private session. Once the Scottish Government has approved the Annual Delivery Plan, the Board should receive it at a public Board meeting).
- e) Corporate objectives or corporate plans which have been created to implement its agreed strategies.
- f) Risk Management Policy.
- g) Financial plan for the forthcoming year, and the opening revenue and capital budgets.
- h) Annual accounts and report (**NB** - This must be considered when the Board meets in private session. In order to respect Parliamentary Privilege, the Board cannot publish the annual accounts, or any information drawn from it before the accounts are laid before the Scottish Parliament. Similarly, the Board cannot publish the report of the external auditors of their annual accounts in this period).
- i) Any business case item that is beyond the scope of its delegated financial authority before it is presented to the Scottish Government for approval. The Board shall comply with the Scottish Capital Investment Manual.
- j) The Board shall approve the content, format, and frequency of performance reporting to the Board.
- k) The appointment of the Board's chief internal auditor. (Note: This applies either when the proposed chief internal auditor will be an employee of the Board, or when the chief internal auditor is engaged through a contract with an external provider. The audit committee should advise the Board on the appointment, and the Board may delegate to the audit committee oversight of the process which leads to a recommendation for appointment).

6.3 The Board may be required by law or Scottish Government direction to approve certain items of business, e.g., the integration schemes for a local authority area.

6.4 The Board itself may resolve that other items of business be presented to it for approval.

7. Delegation of Authority by the Board

- 7.1 Except for the Matters Reserved for the Board, the Board may delegate authority to act on its behalf to Committees, individual Board members, or other Board employees. In practice this is achieved primarily through the Board's approval of the Standing Financial Instructions and the Scheme of Delegation.
- 7.2 The Board may delegate responsibility for certain matters to the Chair for action. In such circumstances, the Chair should inform the Board of any decision or action subsequently taken on these matters.
- 7.3 The Board and its officers must comply with the NHS Scotland Property Transactions Handbook, and this is cross-referenced in the Scheme of Delegation.
- 7.4 The Board may, from time to time, request reports on any matter or may decide to reserve any particular decision for itself. The Board may withdraw any previous act of delegation to allow this.

8. Execution of Documents

- 8.1 Where a document requires to be authenticated under legislation or rule of law relating to the authentication of documents under the Law of Scotland, or where a document is otherwise required to be authenticated on behalf of the Board, it shall be signed by an executive member of the Board, or any person duly authorised to sign under the Scheme of Delegation in accordance with the Requirements of Writing (Scotland) Act 1995. Before authenticating any document, the person authenticating the document shall satisfy themselves that all necessary approvals in terms of the Board's procedures have been satisfied. A document executed by the Board in accordance with this paragraph shall be self-proving for the purposes of the Requirements of Writing (Scotland) Act 1995.
- 8.2 Scottish Ministers shall direct which officers of the Board can sign on their behalf in relation to the acquisition, management, and disposal of land.
- 8.3 Any authorisation to sign documents granted to an officer of the Board shall terminate upon that person ceasing (for whatever reason) from being an employee of the Board, without further intimation or action by the Board.

9. Committees

- 9.1 Subject to any direction issued by Scottish Ministers, the Board shall appoint such Committees (and sub-committees) as it thinks fit. NHS Scotland Board Development website will identify the Committees which the Board must establish.
- 9.2 The Board shall appoint the chairs of all Committees. The Board shall approve the terms of reference and membership of the Committees. The Board shall review these as and when required and shall review the terms within 2 years of their approval if

there has not been a review.

- 9.3 The Board shall appoint committee members to fill any vacancy in the membership as and when required. If a committee is required by regulation to be constituted with a particular membership, then the regulation must be followed.
- 9.4 Provided there is no Scottish Government instruction to the contrary, any non-executive Board member may replace a committee member who is also a Non-Executive Board Member, if such a replacement is necessary to achieve the quorum of the committee.
- 9.5 The Board's Standing Orders relating to the calling and notice of Board meetings, conduct of meetings, and conduct of Board members shall also be applied to Committee meetings where the Committee's membership consist of or include all the Board members. Where the Committee's members include some of the Board's members, the Committee's meetings shall not be held in public and the associated Committee papers shall not be placed on the Board's website, unless the Board specifically elects otherwise. Generally, Board Members who are not members of a Committee may attend a Committee meeting and have access to the meeting papers. However, if the Committee elects to consider certain items as restricted business, then the meeting papers for those items will normally only be provided to members of that Committee. The person presiding the Committee meeting may agree to share the meeting papers for restricted business papers with others.
- 9.6 The Board shall approve a calendar of meeting dates for its Committees. The Committee Chair may call a meeting any time and shall call a meeting when requested to do so by the Board.
- 9.7 The Board may authorise Committees to co-opt members for a period up to one year, subject to the approval of both the Board and the Accountable Officer. A Committee may decide this is necessary to enhance the knowledge, skills, and experience within its membership to address a particular element of the Committee's business. A co-opted member is one who is not a member of the NHS 24 Board and is not to be counted when determining the Committee's quorum.

APPENDIX 1

ROLES AND RESPONSIBILITIES

Board Members

1. It is expected that individual Board Members should contribute fully to Board deliberations and exercise a healthy challenge function. This expectation extends to Executive Directors who are Board Members and includes occasions on which the matters under discussion have previously been discussed at EMT. It is important that no individual Board Member (or Chair) dominates the debates or has an excessive influence on Board decision-making. The Chair has an important role to play in ensuring that all Board Members have an opportunity to contribute to Board discussions.
2. There are three categories of NHS Board Members; publicly appointed, stakeholder and executive members. All NHS Board Members are appointed by the Cabinet Secretary for Health and Social Care.
3. Publicly appointed members can serve a maximum of eight years on the Board. This limitation also applies to the appointment of the Chair and Vice Chair. Stakeholder members are also appointed for a specific time period but can be re-appointed provided the stakeholder body continues to nominate them. Executive members are appointed for the duration of their role.
4. NHS Board Members are responsible for:
 - Ensuring the Board focuses on developing and maintaining a strategic direction designed to deliver the Scottish Government's policies and priorities.
 - Providing effective scrutiny, challenge, support, and advice to the Executive Leadership Team on the delivery of the organisations purpose, aims values, corporate objectives, operational priorities, and targets.
 - Contributing to the identification and management of strategic and operational risks.
 - Bringing independence, external perspectives, and impartial judgement to the business of the NHS Board to support timely, well-informed, evidence-based, and risk-assessed decision making at Board level.
 - Upholding the highest standards of integrity and probity and acting in accordance with the principle of collective and corporate responsibility for Board decisions.
 - Understanding and promoting diversity, equality, and inclusion.
 - Engaging with stakeholders, including patients, service users, the public, managers, and staff.
 - Undertaking ongoing personal development activities.
5. In addition to discharging the above responsibilities, Non-Executive Board Members may also be required to support the business of the Board by chairing Standing

Committees and other meetings relevant to the business of the NHS Board.

6. Many Non-Executive Board Members also play a part in supporting the Executive Leadership Team's management of the organisation that goes beyond their roles as Standing Committee members. This can include supporting HR appeals and whistleblowing investigations. Board Members may also be asked to act as Chairs for other groups where the NHS is a member.

Board Champions

7. The members of the NHS Board and Standing Committees can be supported in their work by a variety of colleagues acting as 'Champions' for a wide range of issues and communities. This could include equality, diversity and inclusion, mental health, whistleblowing, sustainability, global citizenship, smoking cessation, organ donation, healthy working lives, and veterans.
8. With the exception of the Whistleblowing Champions who are appointed by the Cabinet Secretary to that role, the Champions are appointed by the Board from the Non-Executive membership of the NHS Board.
9. The principal responsibility of the Champion is to take a lead in advocating the NHS Board's commitment to being a learning organisation that focuses on improvement and the implementation of best practice in their particular area of interest. This includes raising the profile of issues and supporting the Executive Leadership Team in the development of appropriate policies, strategies, and action plans prior to consideration by the Board.
10. The Standing Committee Chairs also act as 'Champions' for the corporate objectives owned by their committees and it is important to note that all Board Members should have an interest in the issues being considered by Champions. For example, ensuring that equality, diversity, and inclusion are reflected in the Board's thinking and decision making is the responsibility of all Board Members.

Chair

11. 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, who failing the Vice Chair, is responsible for ensuring the Board discharges its responsibilities as described in the Standing Orders.
12. 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.
- 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 their performance (through the Remuneration Committee).

Vice Chair

13. For the purposes of enabling the proceedings of the Board to be conducted in the absence of the Chair, the Board 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.

14. 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.
15. Where the Chair has ceased to hold office or where the Chair has been unable to perform their duties as Chair owing to illness, absence or any other cause, references to the Chair in these SOs shall, so long as there is no Chair able to perform their duties, be taken to include references to the Vice Chair.
16. In addition to that of an NHS Board Member, the role of the Vice Chair is to:
 - Deputise for the Chair as required in any of their duties, including representing the NHS Board in engaging with internal and external stakeholders.
 - Chair key Standing Committees and other influential groups that support the work of the Board.
 - Provide advice, support, and assistance to the Chair in carrying out their responsibilities.
 - Act as a 'sounding board' and 'critical friend' to the Chair and the other Board Members.
17. The Vice Chair also provides an alternative route for Board Members to raise issues or concerns if they feel unable to do so with the Chair. This is an important part of the checks and balances within governance and accountability. If mediation by the Vice Chair does not resolve the situation, the issue of concern should be escalated to the Scottish Government.
18. Following an open selection process and confirmation of their suitability by the Cabinet Secretary, the appointment of the Vice Chair is made by the Board from the publicly appointed Board Members. The Board's Whistleblowing Champion is excluded from this arrangement.

Chief Executive

19. 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.
20. 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 delivery 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 carefully monitor 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.
 - 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.
21. 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 the Chief Executive 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 and 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.

Director of Finance

22. Statutory Instruments and NHS Circulars require the Directors of Finance, 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.
23. The Director of Finance 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 and business continuity 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.

Director of Nursing and Care

24. 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.

Medical Director

25. 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.
- Quality.
- Health Improvement.
- Ensure appropriate arrangements for research governance.

- To complement the role of the Director of Nursing and Care.

Employee Director

26. 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 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.
27. 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.

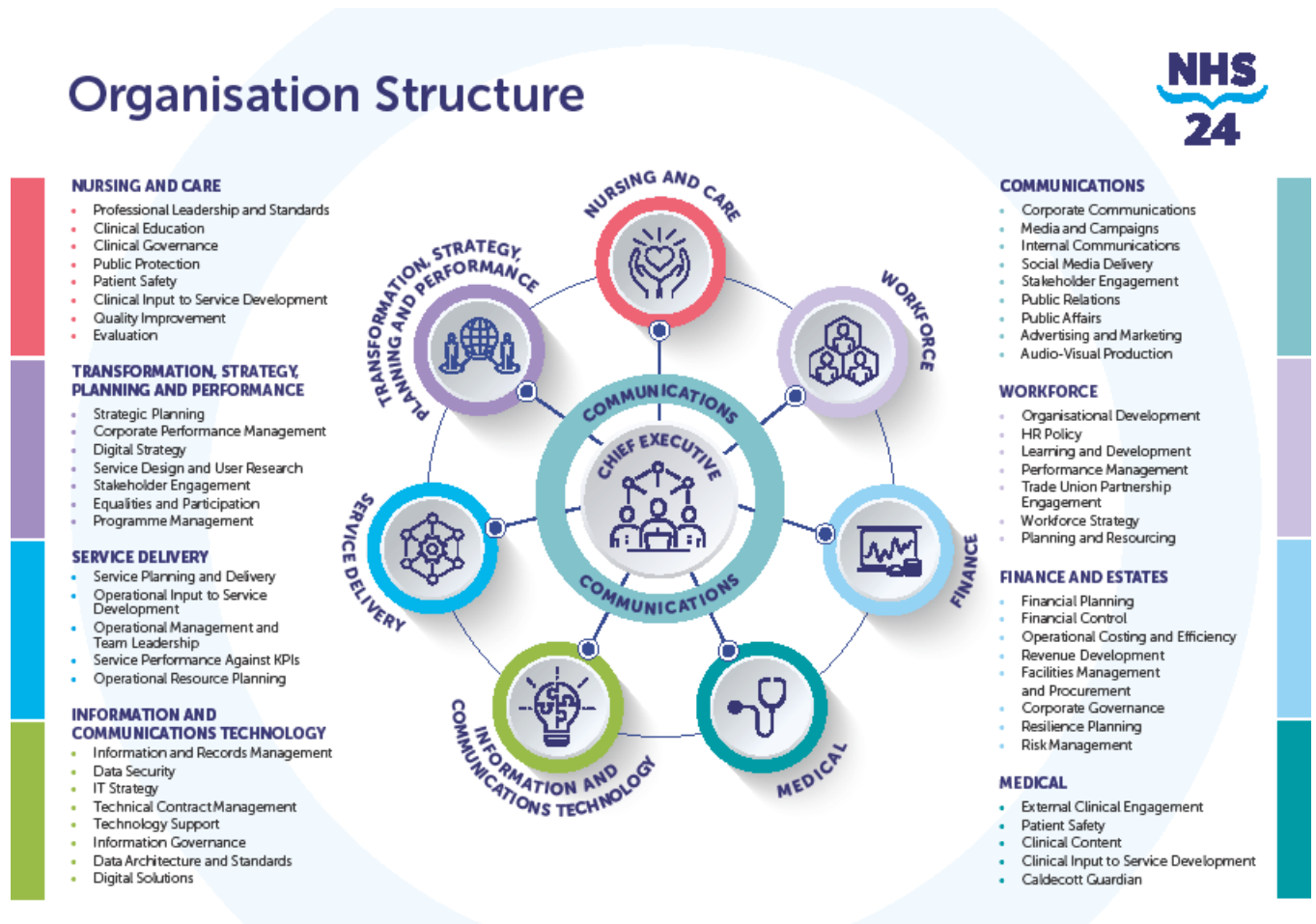
Board Administration

28. The Director of Finance is responsible for providing support to the Board and its Committees, including responsibility for recording discussions (as laid out in SO 4.9 – 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 the Chief Executive and Chair.
 - Maintenance of the Register of Interests and Gifts and Hospitality Register.

Organisational Structure & Key Responsibilities

29. The current NHS 24 organisational structure is attached (Appendix 2) together with the associated key areas of responsibility for each senior post (Appendix 3).

APPENDIX 2 ORGANISATIONAL STRUCTURE



APPENDIX 3

EXECUTIVE MANAGEMENT TEAM KEY ROLES AND RESPONSIBILITIES

Chief Executive

1. 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.
2. 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.
3. To ensure that the Board's statutory duties are fulfilled both corporately and in all aspects of functional responsibility.

Director of Finance

4. To provide professional leadership for governance.
5. To provide professional leadership for finance and estates functions within NHS 24.
6. To ensure the highest standards of financial governance, financial performance strategic financial planning, and estates for NHS 24.
7. To act as Executive Lead for risk and business resilience and continuity.

Director of Nursing and Care

8. To be the professional lead for Nursing & Care staff, Allied Health Professionals, and Psychological Wellbeing Practitioners, ensuring the highest standards of safe clinical practice and care are enabled by robust systems of education, training, professional development, and support.
9. 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.
10. To lead on the delivery of the patient affairs functions.

Medical Director

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

12. To lead external clinical engagement liaising with partners across health and social care and Scottish Government.
13. Executive Lead for governance of clinical content.
14. To act as Caldicott Guardian for the organisation and ensure compliance with associated guidance.
15. Responsible Officer for all medical staff employed on full-time basis.

Director of Workforce

16. To lead professional leadership for the organisational development, learning development and human resources functions.
17. To lead on Human Resource policy development.
18. To lead on workforce strategy and planning for the organisation.
19. To lead on Trade Union Partnership engagement for the organisation.

Director of Service Delivery

20. 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.
21. To lead the management of service performance against key performance indicators and the supporting performance framework.
22. To lead resource planning required to deliver all services.

Director of Transformation, Strategy, Planning and Performance

23. To ensure the collection, processing and management of the corporate information needs of the organisation.
24. Lead role in creating the service development model for NHS 24, including the required programme and change management supporting function.
25. To lead digital development and delivery including leadership of the integrated digital function.
26. To lead the stakeholder engagement, equality and diversity, patient focus and public involvement and quality improvement functions.

Chief Information Officer

27. To lead the technology support function including the delivery of the information technology and data strategic development plans.
28. To lead the information and records management and data security functions and

occupy the role of Senior Information Risk Officer (SIRO).

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

Chief Communications Officer

30. To lead the communications function through the provision of corporate communications, media and campaigns and internal communications.
31. To lead the delivery of social media services and support.
32. To lead the advertising and marketing functions and audio-visual services.

Employee Director

33. 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.
34. The Employee Director ensures that Partnership working is embedded at all levels of NHS 24.

SECTION C – Board and Committee Terms of Reference

This section outlines the Terms of Reference for the Board's Governance Committees, along with the Board and Committee Governance Structure, the Membership of the Standing Committees, and the Executive Management Team Terms of Reference:

- Audit & Risk Committee
- Clinical Governance Committee
- Planning & Performance Committee
- Staff Governance Committee
- Remuneration Committee
- Integrated Governance Committee
- Board and Governance Committee Structure
- Membership of Governance Committees
- Executive Management Team



NHS 24

Audit and Risk Committee

Terms of Reference

1. Introduction

- 1.1 The Audit and Risk Committee is a statutory Committee of the NHS 24 Board. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the Standing Orders.
- 1.2 The Audit and Risk Committee is established in accordance with NHS 24 Board Standing Orders and Scheme of Delegation.
- 1.3 The Standing Orders for the Proceedings and Business of the NHS 24 Board shall apply, where relevant, to the conduct of business of all Standing Committees of the NHS 24 Board.
- 1.4 The overall purpose of the Audit and Risk Committee is to provide assurance required by the NHS 24 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. Membership and Attendance

- 2.1 The Committee shall be nominated by the NHS 24 Board Chair and be approved by the NHS 24 Board annually at the meeting of the NHS 24 Board in April or at a meeting to be held as soon as convenient thereafter. The Audit and Risk Committee will consist of 5 Non-Executive Directors of the Board. Other Board Members will have access to the Committee meeting papers via Admin Control. Any vacancies which occur in the membership of the Committee shall be filled by the Board Chair and endorsed by the Board at the next scheduled meeting.
- 2.2 At least one Member should have significant, recent, and relevant financial experience, e.g., as an Auditor or Finance Director.
- 2.3 Although Audit and Risk Committee members are recruited for their individual skills, it is vital that they can work collaboratively.

- 2.4 Appropriate training and development will be provided to ensure that members of the Committee have the skills and knowledge to carry out this role.
- 2.5 The Board Chair and Executive Directors of the Board are explicitly excluded from being members of the Audit and Risk Committee.
- 2.6 The Board Chair is not a member of Audit and Risk Committee but has the right to attend meetings of the Committee.
- 2.7 The Audit and Risk Committee may co-opt additional members for a period not exceeding one year to provide specialist skills, knowledge, and experience.
- 2.8 Other Board Members may attend meetings of the Committee and have access to papers, should they so wish, except where the Committee resolves otherwise.
- 2.9 The Chief Executive (the Accountable Officer), the Director of Finance (the Accounting Officer), the Executive Director for Risk and Resilience, Senior Information Risk Owner (SIRO), other appropriate Directors according to the agenda when required, the Internal Auditor and the External Auditor shall normally attend meetings.
- 2.10 A Partnership Forum nominated staff representative shall normally attend meetings.
- 2.11 The Committee can request the attendance of any Officer of NHS 24 relating to the business to be transacted at the meeting.
- 2.12 It is good practice for the Chair of the Audit and Risk Committee to meet the Accountable Office, the Director of Finance, the Head of Internal Audit, and the External Auditor's senior representative outside of the formal Committee structure.
- 2.13 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.
- 2.14 The Committee Chair should be available at the Annual Public Meeting to answer questions about the Committee's work, if required.

3. Arrangement for Conduct of Business

3.1 Chairing the Committee

- 3.2 The Chair of Committees of the Board shall be nominated by the Board Chair and approved annually at the meeting of the NHS 24 Board in April or at a meeting to be held as soon as convenient thereafter. In the event of the Chairperson of the

Committee being unable to attend for all or part of the meeting, the meeting will be chaired by the Vice Chair.

3.3 **Quorum**

3.4 Meetings will be considered quorate when 3 Non-Executive Directors of the NHS 24 Board are present. In the event that 3 members cannot attend, another Non-Executive Director of the NHS 24 Board will be asked to attend.

3.5 **Voting**

3.6 Should a vote need to be taken, all the voting members of the Committee shall be allowed to vote, either by a show of hands, or a ballot.

3.7 **Frequency of Meetings**

3.8 The Audit and Risk Committee shall meet a minimum of 4 times per year, to coincide with key events during the year, e.g., Annual Accounts production. Additional meetings may be arranged at the discretion of the Committee Chair.

3.9 The Committee should meet individually with the Internal Auditors and with the External Auditors, once per year, without any Executive Directors present.

3.10 The Committee should meet with the Chief Executive and separately with the Director of Finance once per year without any other Executive Directors or Auditors present.

3.11 Private meetings with the Committee and Chief Executive, Director of Finance, Internal Audit and External Audit shall remain private.

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

3.13 The Chair of the Audit and Risk Committee shall be invited to the Annual Internal Audit Planning session between the Internal Auditor, Director of Finance, Head of Risk, and the Chief Executive to prioritise the audit plan for the forthcoming year which will then be presented to the Committee for approval.

3.14 **Declarations of Interest**

3.15 Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise, in any matter, is present at the meeting at which the matter is under discussion, and considers the objective test is met, they will declare that interest as requested at the start of the meeting and shall not remain in the meeting nor participate in any way in those parts of meetings where they have declared an interest. Should the member consider that the

objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made.

- 3.16 All declarations of interest will be minuted.
- 3.17 Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.
- 3.18 **Administrative Support**
- 3.19 Administrative support for the Committee will be provided by the Executive PA of the Director of Finance.
- 3.20 The Executive PA of the Director of Finance will attend to take the minutes of the meeting, maintain a log of actions and a Committee Workplan, provide appropriate support to the Chair and Committee Members, and support the preparation of an Annual Report on the work of the Committee for presentation to the NHS 24 Board.
- 3.21 The Committee Chair in conjunction with the Director of Finance will set the agenda for meetings.
- 3.22 The agenda and supporting papers will be sent out at least five working days in advance of the meetings.
- 3.23 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.

4. **Remit of the Committee**

- 4.1 The Audit and Risk Committee shall be responsible for monitoring the Board's corporate governance arrangements and system of internal control, in line with the NHS Scotland Audit Committee Handbook 2018. This will include the following specific responsibilities:

5. **Key Duties of the Committee**

- 5.1 The Key Duties of the Audit and Risk Committee are as follows:
 - Corporate Governance, System of Internal Control, Risk Management and Arrangements for the Prevention and Detection of Fraud.
 - 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.
 - 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.
 - 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.

- The Audit and Risk Committee shall be proactive in commissioning assurance work from appropriate sources if it identified any significant risk, governance of control issue, which is not being subjected to adequate review. It shall also seek to ensure that any weaknesses, identified by reviews, are remedied.
- 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.
- 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.
- The Audit and Risk Committee will review its own effectiveness and report the results of that review to the Board and Accountable Officer.

6. **Authority**

- 6.1 The Audit and Risk Committee is a Standing Committee of the NHS 24 Board.
- 6.2 The Committee is authorised by the NHS 24 Board, to investigate any matters, which fall within its Terms of Reference, and 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.

7. **Reporting Arrangements**

- 7.1 The Audit and Risk Committee will report to the NHS 24 Board.
- 7.2 The draft minute of the Audit and Risk Committee will be reviewed by the nominated Executive Lead prior to clearance by the Chair of the Audit and Risk Committee within ten working days of the meeting and distribution to the Audit and Risk Committee within fifteen working days of the meeting, for ratification at the next Committee meeting. The ratified minutes of the Audit and Risk Committee will be presented to the next NHS 24 Board Meeting to ensure NHS 24 Board members are aware of issues considered and decisions taken.
- 7.3 In addition, the NHS 24 Board Meeting will receive a Committee Highlight Report, which summarises the key issues considered at the most recent meeting of the Committee.
- 7.4 The Audit and Risk Committee will produce an Annual Report to be presented to the NHS 24 Board, summarising its conclusions from the work it has done during the year. The timing of this will align to the Board's consideration of the Chief Executive's Governance Statement for the associated financial year.

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

8. Policy on Non-Audit Services

8.1 *Definition*

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

8.2 *Auditor Independence and Objectivity*

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

8.3 *Ethical Considerations*

The Audit and 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.

8.4 **Appointments**

In relation to appointments, the Audit and 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 and Risk Committee.

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

9. **Conduct of the Committee**

- 9.1 All members will have due regard to and operate within the NHS 24 Board's Standing Orders, Standing Financial Instructions, and the Code of Conduct for Members.
- 9.2 The Committee will participate in an annual review of the Committee's remit and membership, to be submitted to the NHS 24 Board in June of each year, and more frequently if required by the NHS 24 Board.

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Responsible Executive Lead:	Director of Finance
Approved by:	Audit and Risk Committee
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Replaces previous version:	June 2022



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)
- Chair NHS 24
- 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.

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 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

3.3.1 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 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.

- 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 Monitor the effectiveness of the Board's arrangements for whistleblowing and whistleblowing reporting.
- 5.8 Obtain assurance that there is quality improvement and learning and that systems are in place to deliver it.
- 5.9 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.
- 5.10 Make recommendations to the NHS 24 Risk & Audit Committee on any requirements

for Internal Audit to support clinical activities.

- 5.11 Promote a culture of positive complaints handling, advocacy and feedback including learning from adverse events.
- 5.12 Obtain assurance that mechanisms are in place for staff and others to confidently bring forward matters of clinical care and safety.
- 5.13 Obtain assurance on activities relating to NHS 24's responsibilities regarding public protection.
- 5.14 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.
- 5.15 Receive assurance and consider reports and recommendations from clinical advisory groups (e.g., regular receipt of minutes of meetings).

Quality Assurance

- 5.16 Review performance in management of clinical risk and organisational resilience, including emergency planning.
- 5.17 Gain and review assurance on performance across the organisation
- 5.18 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.
- 5.19 Review the actions taken by accountable officers on any recommendations or issues arising from clinical audit reports.
- 5.20 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.

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Author:	Executive Lead
Responsible Executive Lead:	Director of Nursing and Care
Approved by:	Clinical Governance Committee
Approved date:	24 November 2022
Date for review:	June 2023
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NHS 24

Planning and Performance Committee

Terms of Reference

1 Introduction

- 1.1 The Planning and Performance Committee is a statutory Committee of the NHS 24 Board. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the Standing Orders.
- 1.2 The Planning and Performance Committee is established in accordance with NHS 24 Board Standing Orders and Scheme of Delegation.
- 1.3 The Standing Orders for the Proceedings and Business of the NHS Board shall apply, where relevant, to the conduct of business of all Standing Committees of the NHS Board.

2 Purpose of the Committee

- 2.1 The Planning & Performance Committee is identified as a Standing Committee of the NHS 24 Board. The purpose of the Committee is to provide assurance to the NHS 24 Board that systems and procedures are in place to monitor, manage and improve performance.
- 2.2 This will include 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 with the Finance and Performance remit and to assume oversight for Information Technology, Cyber Security, safety & security, and service continuity issues.

3 Membership

- 3.1 The Committee is established by the full NHS 24 Board and is composed of 4 Non-Executive Members.
- 3.2 The Chief Executive, the Executive Director of Finance, and the Executive Director of Transformation Strategy, Planning and Performance will be in attendance at every meeting with other Executive Directors attending as appropriate.
- 3.3 The NHS 24 Board Chair will appoint the Committee Chair and members of the Committee.
- 3.4 Non-Executive Directors are welcome to attend by invitation or on request.
- 3.5 Committee membership will be reviewed at least annually.
- 3.6 The Committee may co-opt additional advisors as required.

4 Arrangement for Conduct of Business

4.1 Chairing the Committee

- 4.1.1 The Chair and Vice Chair of Committees of the Board shall be nominated by the NHS 24 Board Chair and approved annually at the meeting of the NHS Board in April or at a meeting to be held as soon as convenient thereafter.
- 4.1.2 In the event of the Chairperson of the Committee being unable to attend for all or part of the meeting, another Non-Executive Member of the Committee will be nominated to chair the meeting.

4.2 Quorum

- 4.2.1 Meetings will be considered quorate when 3 Non-Executive Directors of the NHS 24 Board are present. The Director of Finance and the Director of Transformation Strategy, Planning and Performance or their agreed Deputy(s) should be present at all meetings.

4.3 Voting

- 4.3.1 Majority agreement shall normally be reached by a consensus without a formal vote. Should a vote need to be taken, all of the voting members of the Committee shall be allowed to vote, either by a show of hands, or a ballot. Voting members are the named Board members for each committee.

4.4 Frequency of Meetings

- 4.4.1 The Committee will normally meet four times each financial year. Additional meetings may be arranged at the discretion of the Committee Chair.

4.5 Declarations of Interest

- 4.5.1 Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise, in any matter, is present at the meeting at which the matter is under discussion, and considers the objective test is met, they will declare that interest as requested at the start of the meeting and shall not remain in the meeting nor participate in any way in those parts of meetings where they have declared an interest. Should the member consider that the objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made.
- 4.5.2 All declarations of interest will be minuted.
- 4.5.3 Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.

4.6 Administrative Support

- 4.6.1 Administrative support for the Committee will be provided by Director of Transformation Strategy, Planning and Performance.
- 4.6.2 The administrative support to the Committee will attend to take the minutes of the meeting, maintain a log of actions and a Committee Annual Workplan, provide appropriate support to the Chair and Committee members, and support the preparation of an Annual Report on the work of the Committee for presentation to the Board.
- 4.6.3 The agenda and supporting papers will be sent to members at least five working days before the date of the meeting.

5 Duties of the Committee

5.1 Remit of the Committee

- 5.1.1 The remit of the Planning and Performance Committee is to scrutinise the following key areas and provide assurance to the NHS Board. This includes approval of the areas as outlined in the Scheme of Delegation

- 5.1.2 Ensure that systems and procedures are in place to monitor, manage and improve organisational performance and liaise with relevant Governance Committees.
- 5.1.3 Monitor, seek evidence and give assurance on the implementation of the revised performance management framework arrangements for the organization.
- 5.1.4 Monitor, seek evidence and give assurance on the implementation of the revised performance management framework arrangements for the organisation.
- 5.1.5 Support the development of effective performance management, business intelligence and systems and reporting across NHS 24.
- 5.1.6 Approval of the Strategy and Operational Plans including the Financial Plan, Business cases and horizon scanning.

5.2 Strategic Planning & Resource Allocation

- 5.2.1 Review and provide assurance on the development of the Board's Strategic Plan and supporting Operational Plans.
- 5.2.2 Review and provide assurance on the development of the Board's Financial Strategy and Annual Financial Plan and recommend approval to the Board.
- 5.2.3 Undertake scrutiny of individual topics/ projects / work-streams that may have a material impact on the Board's financial performance.
- 5.2.4 Oversee the Boards use of non-recurrent funds and reserves to ensure the medium to long term sustainability of the Board.
- 5.2.5 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.
- 5.2.6 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.

5.3 Service Development (STP and Service Delivery)

- 5.3.1 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.
- 5.3.2 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.
- 5.3.3 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.

5.4 Data, Information Management, Digital and Technology Strategies

- 5.4.1 Conduct scrutiny and provide assurance on the emerging strategies and plans with a focus on best value, return on investment, operational feasibility, and affordability.

5.5 Property and Asset Management

- 5.5.1 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.
- 5.5.2 Ensure there is a robust approach to property rationalisation and oversee the management of risk associated with individual projects.

5.6 Risk Management

- 5.6.1 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.

5.7 Cyber Security

- 5.7.1 As part of the Board's proactive management of cyber security, the Planning & Performance Committee should provide oversight to the Board's security posture ensuring there is a robust approach to the management of cyber security risks for the organisation, whilst in parallel

ensuring compliance with its legal responsibilities under all relevant legislation.

5.8 Conduct of the Committee

- 5.8.1 All members will have due regard to and operate within the NHS 24 Board's Standing Orders, Standing Financial Instructions, and the Code of Conduct for Members.

5.9 Reporting Arrangements

- 5.9.1 The Planning and Performance Committee will report to the NHS 24 Board.
- 5.9.2 The draft minute of the Committee will be reviewed by the nominated Executive Lead prior to clearance by the Chair of the Committee normally within five working days, and distribution to the Committee within five working days thereafter, for ratification at the next Committee meeting. The ratified minutes of the Committee will be presented to the next NHS 24 Board Meeting to ensure NHS 24 Board members are aware of issues considered and decisions taken.
- 5.9.3 In addition, the NHS 24 Board Meeting will receive a Committee Highlight Report, which summarises the key issues considered at the most recent meeting of the Committee.
- 5.9.4 The Planning and Performance Committee will produce an Annual Report to be presented to the NHS 24 Board.

5.10 Review of Terms of Reference

- 5.10.1 The Terms of Reference shall be reviewed on a 12-month cycle.

Version Control	July 2022
Author:	Service Development Manager
Responsible Executive Lead:	Director of Transformation, Strategy, Planning and Performance
Approved by:	Planning and Performance Committee
Approved date:	4 August 2022
Date for review:	June 2023
Replaces previous version:	August 2021



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 Transformation, Strategy, Planning & Performance and Director of Workforce shall normally attend meetings.
- 2.2.3 The Staff Side Co-Chairs of the Regional Partnership Foras and the Co-Chair of the Health & Safety Committee to be invited for relevant agenda items.
- 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.

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.

5. Responsibilities of the Staff Governance Committee

- 5.1 The specific responsibilities of the Committee are to:

- oversee the development and operation of structures and processes which ensure that delivery against the Staff Governance Standard is being achieved, including:
 - monitoring and evaluating people management strategies, together with related implementation plans and benefits realisation

- reviewing and evaluating any relevant material funding or resource submission or proposed material resource reduction relative to achieving the Staff Governance Standard
- reviewing the terms of new and amended human resources policies, ensuring that all such policies are subject to regular review
- receiving updates on developments in national policy guidance and legislation and monitoring the application of such developments in relation to organisational human resources policies
- overseeing the effectiveness of the structures and processes designed to achieve partnership working
-
- take responsibility for the timely submission of all staff governance information required for national monitoring arrangements.
- provide staff governance information for the Governance Statement; and
- 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.

Version Control	July 2022
Author:	Executive Lead
Responsible Executive Lead:	Director of Workforce
Approved by:	Staff Governance Committee
Approved date:	28 July 2022
Date for review:	June 2023
Replaces previous version:	June 2021



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).

2. 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 principal 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.

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

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.

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.

Version Control	May 2019
Author:	Executive Lead
Responsible Executive Lead:	Director of Workforce
Approved by:	Staff Governance Committee
Approved date:	May 2019
Date for review:	May 2021



NHS 24

Integrated Governance Committee

Terms of Reference

1. Introduction

- 1.1 The Integrated Governance Committee is identified as a committee of the NHS 24 Board. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the Standing Orders.
- 1.2 The Integrated Governance Committee is established in accordance with NHS 24 Board Standing Orders and Scheme of Delegation.
- 1.3 The Standing Orders for the Proceedings and Business of the NHS 24 Board shall apply, where relevant, to the conduct of business of all Standing Committees of the NHS 24 Board.
- 1.4 The overall purpose of the Integrated Governance Committee is to review progress in relation to:
 - a) Individual Committee development.
 - b) The development of the relationship between the Board and its Committees; and
 - c) To articulate the specific 'lenses' of each Committee on areas of mutual interest. Additionally, the purpose is to ensure clarity of governance responsibility and that there are no gaps or areas of duplication.

2. Membership

- 2.1 The Committee shall be nominated by the NHS 24 Board Chair and be approved by the NHS 24 Board annually at the meeting of the NHS 24 Board in April or at a meeting to be held as soon as convenient thereafter. The Integrated Governance Committee will consist of 5 Non-Executive Directors of the Board, including the Chair of the NHS 24 Board, and 2 Executive Directors

of the NHS 24 Board, including the Chief Executive, the Director of Finance (as lead Director for Governance) and will be supported by other Executive Directors, as appropriate. Other Board members will have access to the Committee meeting papers via Admin Control. Any vacancies which occur in the membership of the Committee shall be filled by the Board Chair and endorsed by the Board at the next scheduled meeting.

- 2.2 The Committee membership shall be composed of the Chairs of the Board Committees, including, Planning & Performance Committee; Audit & Risk Committee; Clinical & Care Governance Committee; Staff Governance Committee; and also the Vice Chair of the NHS 24 Board.
- 2.3 Other officers may be invited to attend for all or part of any meeting as and when appropriate.

3. Arrangement for Conduct of Business

3.1 Chairing the Committee

The Committee Chair will be the Chair of the NHS 24 Board.

3.2 Quorum

Meetings will be considered quorate when 3 Non-Executive Directors of the NHS 24 Board are present.

3.3 Voting

Should a vote need to be taken, all of the voting members of the Committee shall be allowed to vote, either by a show of hands, or a ballot.

3.4 Frequency of Meetings

The Integrated Governance Committee shall meet a minimum of 2 times per year. Additional meetings may be arranged at the discretion of the Committee Chair.

3.5 Declarations of Interest

Declarations of Interest will be a standing agenda item. If any member has an interest, pecuniary or otherwise, in any matter, is present at the meeting at which the matter is under discussion, and considers the objective test is met, they will declare that interest as requested at the start of the meeting and shall not remain in the meeting nor participate in any way in those parts of meetings

where they have declared an interest. Should the member consider that the objective test has not been met, they do not require to declare the interest and can participate in the discussion and decisions made.

- 3.6 All declarations of interest will be minuted.
- 3.7 Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.

3.8 **Administrative Support**

- 3.9 Administrative support for the Committee will be provided by a member of the Board Secretary (or nominated deputy).
- 3.10 The administrative support to the Committee will attend to take the minutes of the meeting, maintain a log of actions and a Committee Workplan, provide appropriate support to the Chair and Committee members, and support the preparation of an Annual Report on the work of the Committee for presentation to the NHS 24 Board.

4. **Remit of the Committee**

- 4.1 The remit of the Integrated Governance Committee is to provide assurance to the Board that coordinated corporate governance is supported across the NHS 24 Committees. The Integrated Governance Committee will look to ensure that matters considered by each of the Committees are cross referred to other Committees as appropriate so that duplication and the risk of aspects being overlooked are avoided and that each Committee is focused on examining matters from its' own core perspective.

5. **Key Duties of the Committee**

- 5.1 The Key Duties of the Integrated Governance Committee are as follows:
- Responsible for ensuring an integrated approach across all strands of governance within NHS 24.
 - Discuss and consider specific themes and issues relating to governance and risk that have implications for the Board's Governance Committees.
 - Review actions taken by the organisation on recommendations made by the Committee or the NHS 24 Board on all relevant governance matters.
 - Consider and scrutinise the compliance with relevant legislation and performance against national governance standards, as required by the full NHS 24 Board.
 - Provide assurance to the NHS 24 Board on governance issues that have application across the organisation.

6. **Authority**

- 6.1 The Integrated Governance Committee is a Standing Committee of the NHS Board.

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

The Committee may form one or more sub-committees to support its functions.

7. **Reporting Arrangements**

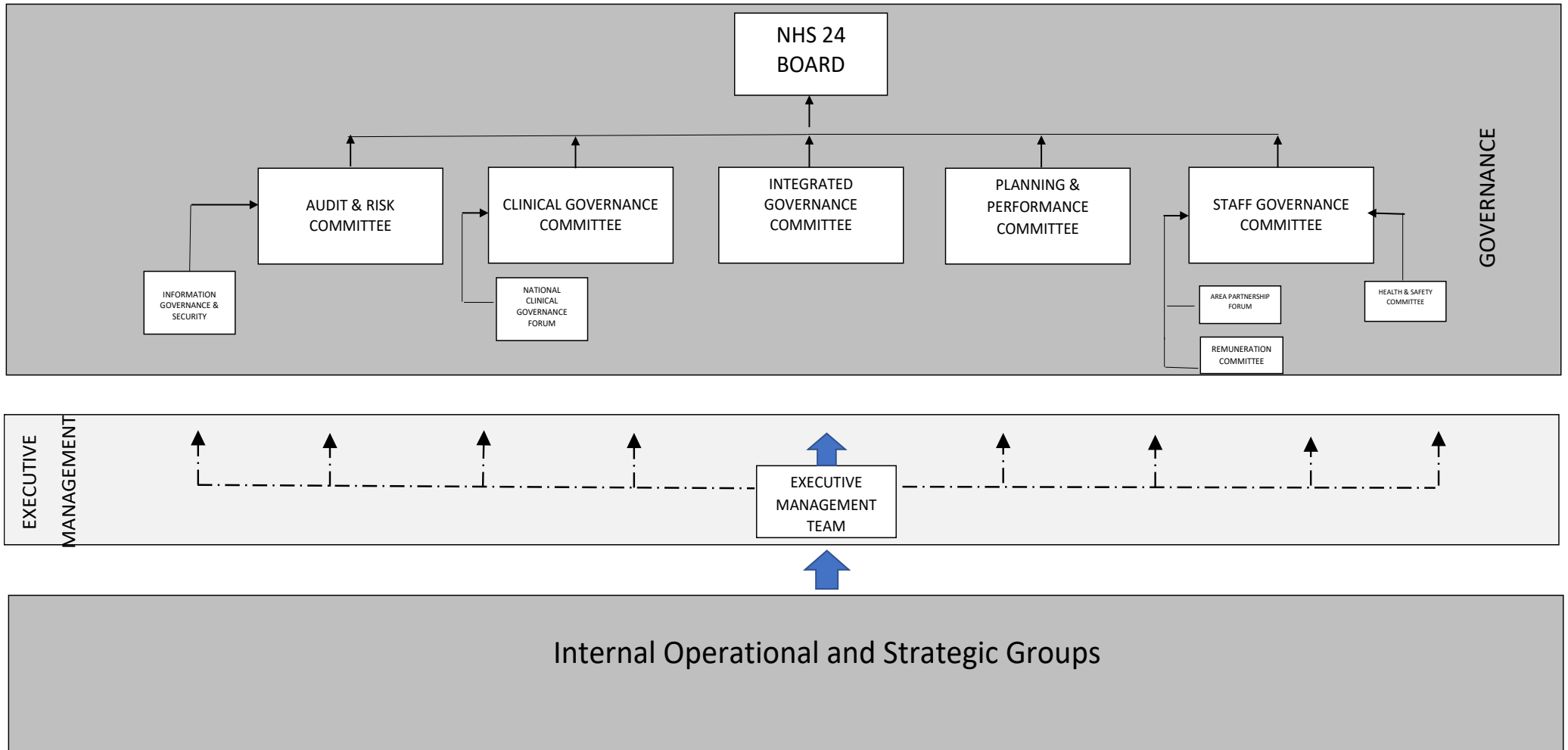
- 7.1 The Integrated Governance Committee will report to the NHS 24 Board.
- 7.2 The draft minute of the Integrated Governance Committee will be reviewed by the nominated Executive Lead prior to clearance by the Chair of the Integrated Governance Committee and distribution to the Integrated Governance Committee for ratification at the next Committee meeting. The ratified minutes of the Integrated Governance Committee will be presented to the next NHS 24 Board Meeting to ensure NHS 24 Board members are aware of issues considered and decisions taken.
- 7.3 In addition, the NHS 24 Board Meeting will receive a Committee Highlight Report, which summarises the key issues considered at the most recent meeting of the Committee.
- 7.4 The Integrated Governance Committee will produce an Annual Report to be presented to the NHS 24 Board.

8. **Conduct of the Committee**

- 8.1 All members will have due regard to and operate within the NHS 24 Board's Standing Orders, Standing Financial Instructions, and the Code of Conduct for Members.
- 8.2 The Committee will participate in an annual review of the Committee's remit and membership, to be submitted to the NHS 24 Board in June of each year, and more frequently if required by the NHS 24 Board.

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Author:	Board Secretary
Responsible Executive Lead:	Director of Finance
Approved by:	Integrated Governance Committee
Approved date:	8 June 2022
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Replaces previous version:	May 2021

Board and Governance Committees Structure – 1 December 2022



Membership of NHS 24 Board Standing Committees – 1 December 2022

	Earliest end date- term of office	Audit and Risk (4 NXDs)	Planning & Performance (4 NXDs)	Clinical Governance (4 NXDs)	Staff Governance (4 NXDs)	Remuneration Committee	Integrated Governance Committee	Total Committees	Meeting load (per annum)	Other Duties
Dr Martin Cheyne	01/01/2023 (1 st)	IA	✓	✓	✓	✓	✓C	6	26	
Mike McCormick	31/10/2023 (2 nd)	✓	✓C			✓	✓	4	12	Fraud Champion
Martin Togneri	31/03/2026 (2 nd)	✓		✓C			✓	3	10	
Alan Webb	30/09/2026 (2 nd)		✓		✓C	✓	✓	4	12	
Carol Gillie	31/08/2025 (1 st)	✓C			✓		✓	3	10	
Liz Mallinson	31/01/2024 (1 st)			✓	✓	✓C		3	10	Whistleblowing Champion
Anne Gibson	30/04/2024 (1 st)		✓	✓				2	8	
Kenny Woods	30/09/2024 (1 st)				✓VC	✓		2	6	
Marieke Dwarshuis	31/08/2025 (1 st)	✓VC		✓				2	8	Sustainability Champion
David Howe	31/08/2025 (1 st)	✓	✓					2	8	
Jim Miller	-	IA	IA	IA	IA	IA	IA	6	26	
Maria Docherty	-	IA		IA	IA			3	12	
John Gebbie	-	IA	IA	IA	IA		IA	5	18	
Pauline Howie	-	IA	IA	IA	IA			4	16	
Dr Laura Ryan	-	IA		IA				2	8	
Stephanie Phillips	-		IA	IA	IA			3	12	
Jacqui Hepburn	-		IA		IA	IA		4	10	
Suzy Aspley	-		IA		IA			2	8	

Anne Marie Gallacher	-	IA	IA					2	8	
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NHS 24

EXECUTIVE MANAGEMENT TEAM

Terms of Reference

1. Introduction

- 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 the 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. Membership and Attendance

- 2.1. The EMT will comprise:
 - Chief Executive – Chair
 - Director of Finance
 - Director of Nursing and Care
 - Medical Director
 - Chief Information Officer
 - Director of Service Delivery
 - Director of Transformation, Strategy, Planning and Performance
 - Director of Workforce
 - Employee Director
 - Chief Communications Officer
 - Secretariat
- 2.2. Appropriate training and development will be provided to ensure that members of the EMT have the skills and knowledge to carry out their roles.
- 2.3. The EMT can request the attendance of any staff member of NHS 24.
- 2.4. If a Member cannot attend, they will nominate a deputy to attend on their behalf.

3. Arrangement for Conduct of Business

3.1. Chairing the Committee

Meetings are chaired by the Chief Executive or, if unavailable, by a person nominated by the Chief Executive.

3.2. Quorum

Meetings will be considered quorate as deputies will represent members who are unable to attend.

3.3. Frequency of Meetings

3.3.1. The EMT shall meet as required, with business meetings held monthly, at a place and time determined by the Chief Executive.

3.3.2. 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.

3.4. Administrative Support

3.4.1. The Chief Executive will set the Agenda for meetings, with contributions expected from each of the Members.

3.4.2. The Agenda and supporting papers will be sent out at least two working days in advance of the meetings and should be submitted by members at least three working days in advance of the meeting.

3.4.3. Members to ensure that all papers clearly state the agenda item number, the author, the purpose of the paper and the action the EMT is asked to consider (as per the corporate template).

4. Key Duties of the Executive Management Team

The Key Duties of the Executive Management Team are as follows:

- Responsibility for the delivery of the organisation's purpose, aims, values, corporate objectives, operational priorities, and targets. This includes managing risk, engaging with stakeholders, and influencing the organisation's culture.
- Primary responsibility for the implementation of change and the day-to-day management of operations. This involves the design and implementation of new

ways of working that exploit research and innovation, and the planning, organising and execution involved in day-to-day activities and service delivery.

- Ensure people understand how they contribute to achieving the organisation’s purpose, aims, values, corporate objectives, operational priorities, and targets.
- Set standards, recognise good performance and deal with poor performance when it arises.
- Encourage people to challenge and look for ways to improve performance and the quality of the services provided
- Help people identify and make best use of development and career opportunities.

5. Conduct of the Executive Management Team

Values, Behaviours and Relationships

All the members of the Executive Management Team should consider what is expected of them individually and collectively in terms of demonstrating the NHS Scotland values and displaying the behaviours expected of the Executive Management Team of a public body. This includes conducting their relationships in a manner that reflects these standards.

Version Control	October 2022
Author:	Senior Executive Personal Assistant
Responsible Executive Lead:	Chief Executive
Approved by:	Executive Management Team
Approved date:	1 November 2022
Date for Review:	21 November 2023

SECTION D - Board Members Code of Conduct

This section is for Members of NHS 24 Board and details how they should conduct themselves in undertaking their duties.

Code of Conduct for Board Members of NHS 24

Section 1: Introduction to the Code of Conduct

- My Responsibilities
- Enforcement

Section 2: Key Principles of the Code of Conduct**Section 3: General Conduct**

- Respect and Courtesy
- Remuneration, Allowances and Expenses
- Gifts and Hospitality
- Confidentiality
- Use of Public Body Resources
- Dealing with my Public Body and Preferential Treatment
- Appointments to Outside Organisations

Section 4: Registration of Interests

- Category One: Remuneration
- Category Two: Other Roles
- Category Three: Contracts
- Category Four: Election Expenses
- Category Five: Houses, Land and Buildings
- Category Six: Interest in Shares and Securities
- Category Seven: Gifts and Hospitality
- Category Eight: Non-Financial Interests
- Category Nine: Close Family Members

Section 5: Declaration of Interests

- Stage 1: Connection
- Stage 2: Interest
- Stage 3: Participation

Section 6: Lobbying and Access**ANNEXES**

Annex A Breaches of the Code

Annex B Definitions

SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

- 1.1 This Code has been issued by the Scottish Ministers, with the approval of the Scottish Parliament, as required by the [Ethical Standards in Public Life etc. \(Scotland\) Act 2000 \(the “Act”\)](#).
- 1.2 The purpose of the Code is to set out the conduct expected of those who serve on the boards of public bodies in Scotland.
- 1.3 The Code has been developed in line with the nine key principles of public life in Scotland. The principles are listed in [Section 2](#) and set out how the provisions of the Code should be interpreted and applied in practice.

My Responsibilities

- 1.4 I understand that the 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. I will always seek to meet those expectations by ensuring that I conduct myself in accordance with the Code.
- 1.5 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all situations and at all times where I am acting as a board member of my public body, have referred to myself as a board member or could objectively be considered to be acting as a Board Member.
- 1.6 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all my dealings with the public, employees and fellow board members, whether formal or informal.
- 1.7 I understand that it is my personal responsibility to be familiar with the provisions of this Code and that I must also comply with the law and my public body’s rules, standing orders and regulations. I will also ensure that I am familiar with any guidance or advice notes issued by the Standards Commission for Scotland (“Standards Commission”) and my public body, and endeavour to take part in any training offered on the Code.
- 1.8 I will not, at any time, advocate or encourage any action contrary to this Code.
- 1.9 I understand that no written information, whether in the Code itself or the associated Guidance or Advice Notes issued by the Standards Commission, can provide for all circumstances. If I am uncertain about how the Code applies, I will seek advice from the Standards Officer of my public body, failing whom the Chair or Chief Executive of my public body. I note that I may also choose to seek external legal advice on how to interpret the provisions of the Code.

Enforcement

- 1.10 [Part 2 of the Act](#) sets out the provisions for dealing with alleged breaches of the Code, including the sanctions that can be applied if the Standards Commission

finds that there has been a breach of the Code. More information on how complaints are dealt with and the sanctions available can be found at [Annex A](#).

SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT

- 2.1 The Code has been based on the following key principles of public life. I will behave in accordance with these principles and understand that they should be used for guidance and interpreting the provisions in the Code.
- 2.2 I note that a breach of one or more of the key principles does not in itself amount to a breach of the Code. I note that, for a breach of the Code to be found, there must also be a contravention of one or more of the provisions in sections 3 to 6 inclusive of the Code.

The key principles are:

Duty

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

Selflessness

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

Integrity

I must not place myself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence me in the performance of my duties.

Objectivity

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

Accountability and Stewardship

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

Openness

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

Honesty

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

Leadership

I 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 my public body and its members in conducting public business.

Respect

I must respect all other board members and all employees of my public body and the role they play, treating them with courtesy at all times. Similarly, I must respect members of the public when performing my duties as a board member.

SECTION 3: GENERAL CONDUCT**Respect and Courtesy**

- 3.1 I will treat everyone with courtesy and respect. This includes in person, in writing, at meetings, when I am online and when I am using social media.
- 3.2 I will not discriminate unlawfully on the basis of race, age, sex, sexual orientation, gender reassignment, disability, religion or belief, marital status, or pregnancy/maternity; I will advance equality of opportunity and seek to foster good relations between different people.
- 3.3 I will not engage in any conduct that could amount to bullying or harassment (which includes sexual harassment). I accept that such conduct is completely unacceptable and will be considered to be a breach of this Code.
- 3.4 I accept that disrespect, bullying and harassment can be:
 - a) a one-off incident,
 - b) part of a cumulative course of conduct; or
 - c) a pattern of behaviour.
- 3.5 I understand that how, and in what context, I exhibit certain behaviours can be as important as what I communicate, given that disrespect, bullying and harassment

can be physical, verbal, and non-verbal conduct.

- 3.6 I accept that it is my responsibility to understand what constitutes bullying and harassment and I will utilise resources, including the Standards Commission's guidance and advice notes, my public body's policies, and training material (where appropriate) to ensure that my knowledge and understanding is up to date.
- 3.7 Except where it is written into my role as Board member, and / or at the invitation of the Chief Executive, I will not become involved in operational management of my public body. I acknowledge and understand that operational management is the responsibility of the Chief Executive and Executive Team.
- 3.8 I will not undermine any individual employee or group of employees, or raise concerns about their performance, conduct or capability in public. I will raise any concerns I have on such matters in private with senior management as appropriate.
- 3.9 I will not take, or seek to take, unfair advantage of my position in my dealings with employees of my public body or bring any undue influence to bear on employees to take a certain action. I will not ask or direct employees to do something which I know, or should reasonably know, could compromise them, or prevent them from undertaking their duties properly and appropriately.
- 3.10 I will respect and comply with rulings from the Chair during meetings of:
- a) my public body, its Committees; and
 - b) any outside organisations that I have been appointed or nominated to by my public body or on which I represent my public body.
- 3.11 I will respect the principle of collective decision-making and corporate responsibility. This means that once the Board has made a decision, I will support that decision, even if I did not agree with it or vote for it.

Remuneration, Allowances and Expenses

- 3.12 I will comply with the rules, and the policies of my public body, on the payment of remuneration, allowances, and expenses.

Gifts and Hospitality

- 3.13 I understand that I may be offered gifts (including money raised via crowdfunding or sponsorship), hospitality, material benefits or services ("gift or hospitality") that may be reasonably regarded by a member of the public with knowledge of the relevant facts as placing me under an improper obligation or being capable of influencing my judgement.
- 3.14 I will never **ask for** or **seek** any gift or hospitality.
- 3.15 I will refuse any gift or hospitality, unless it is:
- a) a minor item or token of modest intrinsic value offered on an infrequent basis.
 - b) a gift being offered to my public body.
 - c) hospitality which would reasonably be associated with my duties as a board

member; or

- d) hospitality which has been approved in advance by my public body.
- 3.16 I will consider whether there could be a reasonable perception that any gift or hospitality received by a person or body connected to me could or would influence my judgement.
- 3.17 I will not allow the promise of money or other financial advantage to induce me to act improperly in my role as a board member. I accept that the money or advantage (including any gift or hospitality) does not have to be given to me directly. The offer of monies or advantages to others, including community groups, may amount to bribery, if the intention is to induce me to improperly perform a function.
- 3.18 I will never accept any gift or hospitality from any individual or applicant who is awaiting a decision from, or seeking to do business with, my public body.
- 3.19 If I consider that declining an offer of a gift would cause offence, I will accept it and hand it over to my public body at the earliest possible opportunity and ask for it to be registered.
- 3.20 I will promptly advise my public body's Standards Officer if I am offered (but refuse) any gift or hospitality of any significant value and / or if I am offered any gift or hospitality from the same source on a repeated basis, so that my public body can monitor this.
- 3.21 I will familiarise myself with the terms of the Bribery Act 2010, which provides for offences of bribing another person and offences relating to being bribed.

Confidentiality

- 3.22 I will not disclose confidential information or information which should reasonably be regarded as being of a confidential or private nature, without the express consent of a person or body authorised to give such consent, or unless required to do so by law. I note that if I cannot obtain such express consent, I should assume it is not given.
- 3.23 I accept that confidential information can include discussions, documents, and information which is not yet public or never intended to be public, and information deemed confidential by statute.
- 3.24 I will only use confidential information to undertake my duties as a board member. I will not use it in any way for personal advantage or to discredit my public body (even if my personal view is that the information should be publicly available).
- 3.25 I note that these confidentiality requirements do not apply to protected whistleblowing disclosures made to the prescribed persons and bodies as identified in statute.

Use of Public Body Resources

- 3.26 I will only use my public body's resources, including employee assistance, facilities, stationery, and IT equipment, for carrying out duties on behalf of the public body, in accordance with its relevant policies.
- 3.27 I will not use, or in any way enable others to use, my public body's resources:
- imprudently (without thinking about the implications or consequences).
 - unlawfully.
 - for any political activities or matters relating to these; or
 - improperly.

Dealing with my Public Body and Preferential Treatment

- 3.28 I will not use, or attempt to use, my position or influence as a board member to:
- improperly confer on or secure for myself, or others, an advantage.
 - avoid a disadvantage for myself, or create a disadvantage for others or
 - improperly seek preferential treatment or access for myself or others.
- 3.29 I will avoid any action which could lead members of the public to believe that preferential treatment or access is being sought.
- 3.30 I will advise employees of any connection, as defined at [Section 5](#), I may have to a matter, when seeking information or advice or responding to a request for information or advice from them.

Appointments to Outside Organisations

- 3.31 If I am appointed, or nominated by my public body, as a member of another body or organisation, I will abide by the rules of conduct and will act in the best interests of that body or organisation while acting as a member of it. I will also continue to observe the rules of this Code when carrying out the duties of that body or organisation.
- 3.32 I accept that if I am a director or trustee (or equivalent) of a company or a charity, I will be responsible for identifying, and taking advice on, any conflicts of interest that may arise between the company or charity and my public body.

SECTION 4: REGISTRATION OF INTERESTS

- 4.1 The following paragraphs set out what I have to register when I am appointed and whenever my circumstances change. The register covers my current term of appointment.
- 4.2 I understand that regulations made by the Scottish Ministers describe the detail and timescale for registering interests; including a requirement that a board member must register their registrable interests within one month of becoming a board

member and register any changes to those interests within one month of those changes having occurred.

- 4.3 The interests which I am required to register are those set out in the following paragraphs. Other than as required by paragraph 4.23, I understand it is not necessary to register the interests of my spouse or cohabitee.

Category One: Remuneration

- 4.4 I will register any work for which I receive, or expect to receive, payment. I have a registrable interest where I receive remuneration by virtue of being:
- a) employed.
 - b) self-employed.
 - c) the holder of an office.
 - d) a director of an undertaking.
 - e) a partner in a firm.
 - f) appointed or nominated by my public body to another body; or
 - g) engaged in a trade, profession or vocation or any other work.
- 4.5 I understand that in relation to 4.4 above, the amount of remuneration does not require to be registered. I understand that any remuneration received as a board member of this specific public body does not have to be registered.
- 4.6 I understand that 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, "Other Roles".
- 4.7 I must register any allowances I receive in relation to membership of any organisation under Category One.
- 4.8 When registering employment as an employee, I must give the full name of the employer, the nature of its business, and the nature of the post I hold in the organisation.
- 4.9 When registering remuneration from the categories listed in paragraph 4.4 (b) to (g) above, I must provide the full name and give details of the nature of the business, organisation, undertaking, partnership, or other body, as appropriate. I recognise that some other employments may be incompatible with my role as board member of my public body in terms of paragraph [6.7](#) of this Code.
- 4.10 Where I otherwise undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and how often it is undertaken.
- 4.11 When registering a directorship, it is necessary to provide the registered name and registered number of the undertaking in which the directorship is held and provide information about the nature of its business.
- 4.12 I understand that registration of a pension is not required as this falls outside the scope of the category.

Category Two: Other Roles

- 4.13 I will register any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship.
- 4.14 I will register the registered name and registered number 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 I am a director and from which I receive remuneration.

Category Three: Contracts

- 4.15 I have a registerable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.20 below) have made a contract with my public body:
- a) under which goods or services are to be provided, or works are to be executed; and
 - b) which has not been fully discharged.
- 4.16 I will register a description of the contract, including its duration, but excluding the value.

Category Four: Election Expenses

- 4.17 If I have been elected to my public body, then I will register a description of, and statement of, any assistance towards election expenses relating to election to my public body.

Category Five: Houses, Land and Buildings

- 4.18 I have a registrable interest where I 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 my public body.
- 4.19 I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, the test to be applied is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as being so significant that it could potentially affect my responsibilities to my public body and to the public, or could influence my actions, speeches or decision-making.

Category Six: Interest in Shares and Securities

- 4.20 I have a registerable interest where:
- a) I own or have an interest in more than 1% of the issued share capital of the company or other body; or

- b) Where, at the relevant date, the market value of any shares and securities (in any one specific company or body) that I own or have an interest in is greater than £25,000.

Category Seven: Gifts and Hospitality

- 4.21 I understand the requirements of paragraphs [3.13 to 3.21](#) regarding gifts and hospitality. As I will not accept any gifts or hospitality, other than under the limited circumstances allowed, I understand there is no longer the need to register any.

Category Eight: Non-Financial Interests

- 4.22 I may also have other interests and I understand it is equally important that relevant interests such as membership or holding office in other public bodies, companies, clubs, societies, and organisations such as trades unions and voluntary organisations, are registered and described. In this context, I understand non-financial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence my actions, speeches, votes, or decision-making in my public body (this includes its Committees and memberships of other organisations to which I have been appointed or nominated by my public body).

Category Nine: Close Family Members

- 4.23 I will register the interests of any close family member who has transactions with my public body or is likely to have transactions or do business with it.

SECTION 5: DECLARATION OF INTERESTS

Stage 1: Connection

- 5.1 For each particular matter I am involved in as a board member, I will first consider whether I have a connection to that matter.
- 5.2 I understand that a connection is any link between the matter being considered and me, or a person or body I am associated with. This could be a family relationship or a social or professional contact.
- 5.3 A connection includes anything that I have registered as an interest.
- 5.4 A connection does not include being a member of a body to which I have been appointed or nominated by my public body as a representative of my public body or of which I am a member by reason of, or in implementation of, a statutory provision, unless:
- The matter being considered by my public body is quasi-judicial or regulatory; or
 - I have a personal conflict by reason of my actions, my connections, or my

legal obligations.

Stage 2: Interest

- 5.5 I understand my connection is an interest that requires to be declared where the objective test is met – that is where a member of the public with knowledge of the relevant facts would reasonably regard my connection to a particular matter as being so significant that it would be considered as being likely to influence the discussion or decision-making.

Stage 3: Participation

- 5.6 I will declare my interest as early as possible in meetings. I will not remain in the meeting nor participate in any way in those parts of meetings where I have declared an interest.
- 5.7 I will consider whether it is appropriate for transparency reasons to state publicly where I have a connection, which I do not consider amounts to an interest.
- 5.8 I note that I can apply to the Standards Commission and ask it to grant a dispensation to allow me to take part in the discussion and decision-making on a matter where I would otherwise have to declare an interest and withdraw (as a result of having a connection to the matter that would fall within the objective test). I note that such an application must be made in advance of any meetings where the dispensation is sought and that I cannot take part in any discussion or decision-making on the matter in question unless, and until, the application is granted.
- 5.9 I note that public confidence in a public body is damaged by the perception that decisions taken by that body are substantially influenced by factors other than the public interest. I will not accept a role or appointment if doing so means I will have to declare interests frequently at meetings in respect of my role as a board member. Similarly, if any appointment or nomination to another body would give rise to objective concern because of my existing personal involvement or affiliations, I will not accept the appointment or nomination.

SECTION 6: LOBBYING AND ACCESS

- 6.1 I understand that a wide range of people will seek access to me as a board member and will try to lobby me, including individuals, organisations, and companies. I must distinguish between:
- any role I have in dealing with enquiries from the public.
 - any community engagement where I am working with individuals and organisations to encourage their participation and involvement, and;
 - lobbying, which is where I am approached by any individual or organisation who is seeking to influence me for financial gain or advantage, particularly those who are seeking to do business with my public body (for example

contracts/procurement).

- 6.2 In deciding whether, and if so how, to respond to such lobbying, I will always have regard to the objective test, which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard my conduct as being likely to influence my, or my public body's, decision-making role.
- 6.3 I will not, in relation to contact with any person or organisation that lobbies, do anything which contravenes this Code or any other relevant rule of my public body or any statutory provision.
- 6.4 I will not, in relation to contact with any person or organisation that lobbies, act in any way which could bring discredit upon my public body.
- 6.5 If I have concerns about the approach or methods used by any person or organisation in their contacts with me, I will seek the guidance of the Chair, Chief Executive or Standards Officer of my public body.
- 6.6 The public must be assured that no person or organisation will gain better access to, or treatment by, me as a result of employing a company or individual to lobby on a fee basis on their behalf. I will 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 I accord any other person or organisation who lobbies or approaches me. I will ensure that those lobbying on a fee basis on behalf of clients are not given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming.
- 6.7 Before taking any action as a result of being lobbied, I will seek to satisfy myself about the identity of the person or organisation that is lobbying and the motive for lobbying. I understand I 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 I understand the basis on which I am being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code and the [Lobbying \(Scotland\) Act 2016](#).
- 6.8 I will not accept any paid work:
- a) which would involve me 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 my public body and its members. This does not prohibit me from being remunerated for activity which may arise because of, or relate to, membership of my public body, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences, or other events.

ANNEX A: BREACHES OF THE CODE

Introduction

1. [The Ethical Standards in Public Life etc. \(Scotland\) Act 2000](#) (“the Act”) provided for a framework to encourage and, where necessary, enforce high ethical standards in public life.
2. The Act provided for the introduction of new codes of conduct for local authority councillors and members of relevant public bodies, imposing on councils and relevant public bodies a duty to help their members comply with the relevant code.
3. The Act and the subsequent Scottish Parliamentary Commissions and Commissioners etc. Act 2010 established the [Standards Commission for Scotland](#) (“Standards Commission”) and the post of [Commissioner for Ethical Standards in Public Life in Scotland](#) (“ESC”).
4. The Standards Commission and ESC are separate and independent, each with distinct functions. Complaints of breaches of a public body’s Code of Conduct are investigated by the ESC and adjudicated upon by the Standards Commission.
5. The first Model Code of Conduct came into force in 2002. The Code has since been reviewed and re-issued in 2014. The 2021 Code has been issued by the Scottish Ministers following consultation, and with the approval of the Scottish Parliament, as required by the Act.

Investigation of Complaints

6. The ESC is responsible for investigating complaints about members of devolved public bodies. It is not, however, mandatory to report a complaint about a potential breach of the Code to the ESC. It may be more appropriate in some circumstances for attempts to be made to resolve the matter informally at a local level.
7. On conclusion of the investigation, the ESC will send a report to the Standards Commission.

Hearings

8. On receipt of a report from the ESC, the Standards Commission can choose to:
 - Do nothing.
 - Direct the ESC to carry out further investigations; or
 - Hold a Hearing.
9. Hearings are held (usually in public) to determine whether the member concerned has breached their public body’s Code of Conduct. The Hearing Panel comprises of three members of the Standards Commission. The ESC will present evidence and/or make submissions at the Hearing about the investigation and any conclusions as to whether the member has contravened the Code. The member is entitled to attend or be represented at the Hearing and can also present evidence and make submissions. Both parties can call witnesses. Once it has heard all the evidence and submissions, the Hearing Panel will make a determination about whether or not it is satisfied, on the balance of probabilities,

that there has been a contravention of the Code by the member. If the Hearing Panel decides that a member has breached their public body's Code, it is obliged to impose a sanction.

Sanctions

10. The sanctions that can be imposed following a finding of a breach of the Code are as follows:

- **Censure:** A censure is a formal record of the Standards Commission's severe and public disapproval of the member concerned.
- **Suspension:** This can be a full or partial suspension (for up to one year). A full suspension means that the member is suspended from attending all meetings of the public body. Partial suspension means that the member is suspended from attending some of the meetings of the public body. The Commission can direct that any remuneration or allowance the member receives as a result of their membership of the public body be reduced or not paid during a period of suspension.
- **Disqualification:** Disqualification means that the member is removed from membership of the body and disqualified (for a period not exceeding five years), from membership of the body. Where a member is also a member of another devolved public body (as defined in the Act), the Commission may also remove or disqualify that person in respect of that membership. Full details of the sanctions are set out in section 19 of the Act.

Interim Suspensions

11. Section 21 of the Act provides the Standards Commission with the power to impose an interim suspension on a member on receipt of an interim report from the ESC about an ongoing investigation. In making a decision about whether or not to impose an interim suspension, a Panel comprising of three Members of the Standards Commission will review the interim report and any representations received from the member and will consider whether it is satisfied:

- That the further conduct of the ESC's investigation is likely to be prejudiced if such an action is not taken (for example if there are concerns that the member may try to interfere with evidence or witnesses); or
- That it is otherwise in the public interest to take such a measure. A policy outlining how the Standards Commission makes any decision under Section 21 and the procedures it will follow in doing so, should any such a report be received from the ESC can be found [here](#).

12. The decision to impose an interim suspension is not, and should not be seen as, a finding on the merits of any complaint or the validity of any allegations against a member of a devolved public body, nor should it be viewed as a disciplinary measure.

ANNEX B: DEFINITIONS

“Bullying” is inappropriate and unwelcome behaviour which is offensive and intimidating, and which makes an individual or group feel undermined, humiliated, or insulted.

“Chair” includes Board Convener or any other individual discharging a similar function to that of a Chair or Convener under alternative decision-making structures.

“Code” is the code of conduct for members of your devolved public body, which is based on the Model Code of Conduct for members of devolved public bodies in Scotland.

“Cohabitee” includes any person who is living with you in a relationship similar to that of a partner, civil partner, or spouse.

“Confidential Information” includes:

- any information passed on to the public body by a Government department (even if it is not clearly marked as confidential) which does not allow the disclosure of that information to the public.
- information of which the law prohibits disclosure (under statute or by the order of a Court).
- any legal advice provided to the public body; or
- any other information which would reasonably be considered a breach of confidence should it be made public.

“Election expenses” means expenses incurred, whether before, during or after the election, on account of, or in respect of, the conduct or management of the election.

“Employee” includes individuals employed:

- directly by the public body.
- as contractors by the public body, or
- by a contractor to work on the public body’s premises.

“Gifts” a gift can include any item or service received free of charge, or which may be offered or promised at a discounted rate or on terms not available to the general public. Gifts include benefits such as relief from indebtedness, loan concessions, or provision of property, services, or facilities at a cost below that generally charged to members of the public. It can also include gifts received directly or gifts received by any company in which the recipient holds a controlling interest in, or by a partnership of which the recipient is a partner.

“Harassment” is any unwelcome behaviour or conduct which makes someone feel offended, humiliated, intimidated, frightened and / or uncomfortable. Harassment can be experienced directly or indirectly and can occur as an isolated incident or as a course of persistent behaviour.

“Hospitality” includes the offer or promise of food, drink, accommodation, entertainment, or the opportunity to attend any cultural or sporting event on terms not available to the general public.

“Relevant Date” Where a board member had an interest in shares at the date on which the member was appointed as a member, the relevant date is – (a) that date; and (b) the 5th April immediately following that date and in each succeeding year, where the interest is retained on that 5th April.

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

“Remuneration” includes any salary, wage, share of profits, fee, other monetary benefit, or benefit in kind.

“Securities” a security is a certificate or other financial instrument that has monetary value and can be traded. Securities includes equity and debt securities, such as stocks bonds and debentures.

“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.

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SECTION E - Scheme of Delegated Authority

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 E.
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 the Chief Executive 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 Accountable Officer of the NHS in Scotland and the Scottish Parliament. The role of the Director of Finance 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.
6. Changes to the Scheme of Delegation is a decision reserved to the Board. Changes can be approved outside of the normal Corporate Governance Framework update cycle as required. In response to an emergency/major incident the Chair can delegate authority to the Chief Executive and Director of Finance to jointly approve up to £1m spend, this is specified in section 2 of the table below.
7. In delegating decisions to the appropriate level there is a duty of care on those individuals to ensure that functions are discharged with due regard to efficiency, effectiveness, and best value.
8. Under the Scheme of Delegated Authority, the Chief Executive has delegated responsibilities to individual Officers. In the absence of these Officers, the Chief Executive will delegate authority to a member of their team or another Executive.

1 ORGANISATIONAL PROFILE/ SCOPE					
	Area 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 Transformation, Strategy, Planning & Performance	As per financial plan	
1.2	Annual Delivery Plan preparation (one year)	Chief Executive	Director of Transformation, Strategy, Planning & Performance	As per financial plan	Annual SG guidance
1.3	Corporate Plan preparation (one year)	Chief Executive	Director of Transformation, Strategy, Planning & Performance	As per financial plan	Strategic Plan, Annual Delivery Plan
1.4	Board Standing Orders review (annual)	Director of Finance	Board Secretary		The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 (2001 No. 302), as amended up to and including The Health Boards (Membership and Procedure) (Scotland) Amendment Regulations 2016 (2016 No. 3)
1.5	Maintenance and review of the Code of Conduct (Board)	Director of Finance	Board Secretary		With reference to current Blueprint for Good Governance guidance
1.6	Maintenance and review of the Code of Conduct (Staff)	Director of Workforce	Head of Employee Relations		
1.7	Scheme of Delegation review	Chief Executive	Director of Finance		
1.8	Maintenance and review of the Standing Financial instructions	Director of Finance	Deputy Director of Finance		Scottish Public Finance Manual
1.9	Board Committee Terms of Reference Review	Director of Finance	Board Secretary		Board Standing Orders
1.10	Best Value in Public Services	Chief Executive	Director of Finance		Scottish Public Finance Manual
1.11	Corporate Governance Framework (remaining components not detailed above)	Director of Finance	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) excluding VAT	Constraints/Reference	
2.1	Maintenance of Register of Board Member	Board Secretary	Exec PA to the Board		Code of Conduct	
2.2	Maintenance of Register of Staff Interests	Board Secretary	Exec PA to the Board		Staff Code of Conduct	
2.3	Property Transactions	Director of Finance	Deputy Director of Finance	<=£0.1m	Property Transactions Handbook (SGHSCD)	
2.4	Contracts and Agreements (including Framework Agreements and Memoranda of Understanding) with external parties	Board		Greater than £0.500m	Within approved Capital/Revenue Board Plan	
	Procurement of Goods and Services	Chief Executive and Director of Finance Joint review and authorisation required			£0.200m - £0.500m	
		Chief Executive and Director of Finance and Board Chair or Vice Chair Joint review and authorisation required			£0.500m - £1m	Only when the contract is greater than one year and relates to a contract renewal or replacement. Reported through the Corporate Governance Activity Report to Audit & Risk Committee.
		Chief Executive or Director of Finance			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/Revenue Board Plan
		Chief Executive and Director of Finance Joint review and authorisation required			Original contract value up to £0.500m	
	Second/subsequent contract amendments	Board			Greater than £0.100m	Within approved Capital/Revenue Board Plan
		Chief Executive and Director of Finance and Board Chair or Vice Chair Joint review and authorisation required			Less than £0.100m	Reported through Corporate Governance Activity Report to Audit and Risk Committee.
		In exceptional circumstances, and in the event that immediate action is required, the Chair may delegate authority to the Chief Executive or the Director of Finance up to the value of £1.00m. This instance should then be reported to the Board retrospectively at the next meeting.				

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	Board		Greater than £0.500m	
	• Projects with external parties – total value	Chief Executive and Director of Finance (Joint review and authorization required)		£0.200m - £0.500m	Within approved Capital and Revenue Board Plan
		Chief Executive /Director of Finance		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	

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	Deputy Director of Finance		
3.2	Preparation of financial plans (revenue and capital)	Director of Finance	Deputy Director of Finance		Within allocated resource limits agreed with SGHSCD
3.3	Budget Setting to Directorates	Director of Finance	Deputy Director of Finance		Within overall approved Board financial plan
3.4	Financial monitoring system and operating procedures	Director of Finance	Deputy Director of Finance		
3.5	Maintenance of financial records, e.g., cash flow statements etc.	Director of Finance	Deputy Director of Finance		Standing Financial Instructions
3.6	Maintenance and operation of Bank Accounts	Director of Finance	Deputy Director of Finance		Standing Financial Instructions
3.7	Annual Report and Annual Accounts preparation	Chief Executive	Director of Finance		Scottish Manual for Accounts
3.8	Annual Account Signatories	Chief Executive Director of Finance	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	Deputy Director of Finance		
3.11	Control of Payment of Salaries and Expenses	Director of Finance	Deputy Director of Finance		Service Level Agreement with NHSGGC
3.12	Procedures for the employment of new staff, processing payroll information and terminations of employment	Director of Workforce	Head of Employee Relations		SGHSCD and NHS 24
3.13	Maintenance of Salary Over-Payments Register	Director of Workforce	Head of Employee Relations		Employment Rights Act 1996 Deductions from wages Contract of employment
3.14	Maintenance of Formal List of Authorised Signatories	Director of Finance	Deputy Director of Finance		Financial Operating
3.15	Maintenance of Cheque Register	Director of Finance	Deputy Director of Finance		Financial Operating
3.16	Operating Instructions for the Control of Income	Director of Finance	Deputy Director of Finance		Financial Operating
3.17	Procedures to control the handling of cash, cheques, and other negotiable instruments	Director of Finance	Deputy Director of Finance		Financial Operating
3.18	Recording, security, control and disposal of assets and maintenance of Asset Register	Director of Finance	Deputy Director of Finance		Financial Operating
3.19	Policy on control of access by staff and visitors	Director of Finance	Information Security Manager		NHS 24 Health & Safety and Security Policies

3 FINANCE (ARISING FROM SFIs)					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints / Reference
3.20	Provision of training, information and guidance on budgetary control to Directors and Managers	Director of Finance	Deputy Director of Finance		Standing Financial Instructions
3.21	Forecast financial position at year-end <ul style="list-style-type: none"> • at corporate level • at Directorate level after the first half of the financial year and each month thereafter 	Director of Finance Delegated Budget Holders	Deputy Director of Finance Delegated Budget Holders		Financial Operating Procedures
3.22	Business Case Approval	Chief Executive	Director of Finance	<£0.250m	Between £0.250m and £0.5m requires both Chief Executive and Director of Finance approval. 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	Deputy Director of Finance	Within financial plan	
4.2	Budget management – responsibility for keeping expenditure within budgets – revenue				
	<ul style="list-style-type: none"> at individual budget level (pay and non-pay) 	Named budget holders	Named deputies	Budget notified	
	<ul style="list-style-type: none"> Reserves and contingencies 	Director of Finance	Deputy Director of Finance	Budget notified	
	Virement of budget within Directorate				
	<ul style="list-style-type: none"> in total per financial year 	Named budget holder	Named deputies	<0.050m	Within Directorate budget
	<ul style="list-style-type: none"> per individual event 	Named budget	Named deputies	<0.025m	Within Directorate budget
	<ul style="list-style-type: none"> Approval of transfer of funds between budget heads including transfers from reserves and balances where they are being released to the area agreed in the finance plan where the value in any one instance does not exceed £500,000 	Chief Executive or Director of Finance		<0.50m	Within Financial Plan
4.3	Budget management – responsibility for keeping expenditure within budgets - capital				
	<ul style="list-style-type: none"> at individual budget level (pay and non-pay) 	Named budget holders	Named deputies	Budget notified	
	<ul style="list-style-type: none"> Virement of capital budget 	Chief Executive and Director of Finance	N/A	<0.250m	Subject to production of Standard Business Case

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	Deputy Director of Finance		Procurement Strategy and Procurement Handbook
5.2	Opening of tenders	Director of Finance / Directorate representative	Deputy Director of Finance		In line with Standing Financial Instructions
5.3	Maintain a Register of Approved Suppliers	Director of Finance	Deputy Director of Finance	N/A	Provalido database maintained by SAS Procurement.
5.4	Engagement of Management Consultancy and/or Management Consultants	Chief Executive and Director of Finance	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> <p>Management Consultants have two characteristics:</p> <ol style="list-style-type: none"> 1) They are engaged to work on specific projects that are regarded as outside the usual business of the Board and there is an identified endpoint of their involvement. 2) The responsibility for the final outcome of the project largely rests with NHS 24 Board. <p>PROFESSIONAL ADVISORS</p> <p>Professional Advisors have two characteristics:</p> <ol style="list-style-type: none"> 1) They are engaged on work that is an extended arm of the work done in-house. 2) They provide an independent check. <p>An example of professional advice is the engagement of VAT advisors on the accounting treatment of VAT in relation to the Board's activities. Professional Advisors are commonly engaged in major capital projects, e.g., architects, quantity surveyors, structural engineers. For the purposes of applying this section of the Scheme of Delegation, professional advisors are not management consultants, and this section does not apply to professional advisors</p>

5 QUOTATION, TENDERING AND CONTRACT PROCEDURES					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /Reference
5.5	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	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	Deputy Director of Finance	N/A	Provalido database maintained by SAS Procurement.
5.8	Condemnation, impairment, or disposal of individual assets (items obsolete, obsolescent, redundant, irreparable or cannot be repaired cost effectively)				
	<ul style="list-style-type: none"> with Net Book Value of up to £0.010m 	Appropriate Executive Director	Designated Deputy	<£0.010m	
	<ul style="list-style-type: none"> with Net Book Value of between £0.010m and £0.100m 	Director of Finance	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	Deputy Director of Finance	Financial value as per SFR 18	Per SFR 18 of the Scottish Manual for Accounts (ref framework document)

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	Head of Risk and Resilience		Risk Management Strategy Various legislation and guidance
7.2	Health & Safety				
	• Staff	Chief Executive	Director of Workforce		Health & Safety at Work Act The Management of Health & Safety at Work (1999)
	• Health & Safety - Patients	Chief Executive	Medical Director		
7.3	Insurance Cover				
	• third party public liability, employer's liability, clinical negligence	Director of Finance	Deputy Director of Finance		CNORIS
	• other	Chief Executive	Director of Finance		
7.4	Insurance Claims Register	Director of Finance	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	Director of Transformation, Strategy, Planning & Performance	Within Financial Plan	
			Director of Service		
			Delivery / Head of Risk and Resilience		
8.2	Emergency Planning	Director of Finance	Head of Risk and Resilience	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	Deputy Director of Nursing and Care		Standards of Healthcare Governance
9.2	Research and Development Studies	Director of Nursing and Care	Deputy Director of Nursing and Care		
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	Lead Nurse Public Protection		
9.5	Protection of Vulnerable Adults	Director of Nursing and Care	Lead Nurse Public Protection		
9.6	Clinical Audit Programme	Director of Nursing and Care	Associate Clinical Director		

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	Head of Organisational development and Learning		
10.2	HR Policy preparation	Director of Workforce	Head of Employee Relations	N/A	Legal Requirements
10.3	Contracts of Employment	Director of Workforce	Head of Employee Relations	N/A	Agenda for Change Legal Requirements
10.4	Disciplinary Action and Appeal	Director of Workforce	Head of Employee Relations	N/A	Legal Requirements
10.5	Grievance Outcomes and Appeal	Director of Workforce	Head of Employee Relations	N/A	Legal Requirements
10.6	Staff relocation package approval and approval of payment (excluding Executive Directors)	Director of Workforce	Head of Resourcing and Planning	<£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	Head of Resourcing and Planning	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	Head of Resourcing and Planning	<£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:-				Requires to be reported to Finance department for
	• by NHS 24 members of staff	Director of Finance		Within budget	• inclusion in Corporate Governance report to the Audit Committee
	• by Chief Executive	Chair		Within budget	• reporting as part of the Public Services Reform Act (Scotland Act 2010)
10.10	Partnership Working	Chief Executive	Director of Workforce	N/A	• Staff Governance Standard

11 PATIENT FOCUS PUBLIC INVOLVEMENT					
	Area of Responsibilities / Duties Delegated	Retained by or Delegated to	Authorised Deputy	Financial Value (£'m)	Constraints /Reference
11.1	Patient Focus Public Involvement (PFPI)Strategy / Framework preparation	Director of Transformation, Strategy, Planning & Performance	Head of Stakeholder Engagement	Within financial plan	Health Improvement Scotland guidance
11.2	Participation Standard Assessment preparation	Director of Transformation, Strategy, Planning & Performance	Head of Stakeholder Engagement	N/A	Scottish Health Council guidance

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 Transformation, Strategy, Planning & Performance	Head of Stakeholder Engagement	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 Transformation, Strategy, Planning & Performance	Head of Stakeholder Engagement	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 Transformation, Strategy, Planning & Performance	Head of Stakeholder Engagement	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 Transformation, Strategy, Planning & Performance	Head of Stakeholder Engagement	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 Transformation, Strategy, Planning & Performance	Head of Stakeholder Engagement	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 Resourcing and Planning	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 Resourcing and Planning	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 Resourcing and Planning	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	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 Transformation, Strategy, Planning and Performance	Head of Stakeholder Engagement	Within financial plan	Regulation 10 – The Equality Act 2012 (Specific Duties) (Scotland) Regulations 2012
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 Transformation, Strategy, Planning and Performance		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 Transformation, Strategy, Planning and Performance		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 Transformation, Strategy, Planning and Performance		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 Transformation, Strategy, Planning and Performance		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 Transformation, Strategy, Planning and Performance		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)
14.4	Electronic Communications Policy compliance	Chief Information Officer		N/A	BS 7799 (Information Security)
14.5	Data Protection Act compliance			N/A	Data Protection Act
	<ul style="list-style-type: none"> Staff 	Chief Information Officer			
	<ul style="list-style-type: none"> Patients 	Medical Director			
14.6	Caldicott Guardian	Medical Director	N/A	N/A	
14.7	Freedom of Information	Chief Information Officer		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	Chief Communications Officer	Within financial plan	Staff Governance Standard
15.2	Implementation of Communication Delivery Plan	Chief Communications Officer	Senior Communications Manager	Within financial plan	Staff Governance Standard



SECTION F - 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.
- 1.3 They are also designed to protect NHS 24 and its staff from the risk of fraud and financial irregularity.
- 1.4 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. The Board shall review these SFI's no longer than 3 years after the date of their approval.
- 1.5 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.
- 1.6 All employees must observe these SFIs and the above principles. Failure to comply with these SFIs is a disciplinary matter, which could result in dismissal
- 1.7 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

- 2.1. 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" 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) "Budget" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any, or all of the functions of the Health Board. "Budget Holder" means the director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.

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, 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 (RRL) and the Capital Resource Limit (CRL) 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 their 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 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 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 on all such matters. The Director of Finance is accountable to the Board for this advice.
- 3.10. The duties of the Director of Finance 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 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 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.

- 3.13. With regard to any Director or Manager who carries out a financial function, the Director of Finance 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.

4. PLANNING, BUDGETING & FINANCIAL REPORTING

4.1. Annual Plans

- 4.1.1. 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.
- 4.1.2. For each financial year, NHS 24 must produce a Financial Plan. 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, where possible. The Chief Executive, with the assistance of the Director of Finance, 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 Financial Plans

- 4.2.1. The Chief Executive shall prepare annually, with the assistance of the other Directors and budget holders, a Financial Plan covering the SGHSCD planning cycle (typically three to five years) as required to be submitted, after Board approval, to the SGHSCD for approval.
- 4.2.2. The SGHSCD requires that the Financial 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.

4.3 Annual Budgets & Budgetary Control

- 4.3.1. The Director of Finance 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 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 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, or nominated deputy, 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 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 shall, on behalf of the Chief Executive, compile such financial reports, comparing actual expenditure against budgets, for regular 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 F, 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, 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.
- 4.4.5. The Director of Finance 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 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 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

- 5.1.1. 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.
- 5.1.2. The Director of Finance 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.
- 5.1.3. The Director of Finance shall ensure that proper books of account and relevant records are maintained in good order, for the purpose of preparing Annual Accounts.
- 5.1.4. The Director of Finance is responsible for preparing and submitting the Annual Accounts (un-audited and audited) to the Chief Executive for each financial year.

- 5.1.5. As the agreed timetable requires, the Director of Finance 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 and Risk Committee, prior to presentation of the Audited Annual Accounts to the Board for approval.
- 5.1.6. 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.
- 5.1.7. The Chief Executive shall ensure that the Annual Accounts (Audited), duly considered by the Audit and 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.
- 5.1.8. Whilst the statutory date for laying and publishing accounts is normally 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 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 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 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 SGHSCD, must be established with the Government Banking Service (GBS). The Director of Finance shall instruct the SGHSCD 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 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 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 be maintained at that level through payments from GBS Accounts, as required.

7.2 Authorised Signatories

- 7.2.1. The Director of Finance 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, up-dated 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 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 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 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. In the unusual circumstance that a cheque is issued a 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, 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

- 7.4.1. 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 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).

8. INCOME

- 8.1. The Director of Finance 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 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. However, in each contact centre, the local Head of Clinical Services (HOCS) has this local responsibility. The Director of Finance will provide guidance and advice in the operation of the function.

- 9.1.2. The Director of Finance 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. 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.
- 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 may approve a higher float where necessary, e.g., during festive periods.
- 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 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. 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 HOC is the Contact Centre Manager and has that delegated local control.
- 10.1.3. The Director of Finance 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 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 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, or any other asset as determined, of value less than £5,000 per item, must also be maintained. These SFIs apply equally to both.
- 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, 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 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

11.1.1. The Director of Finance 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 in the monthly financial report.

11.2. Responsibilities of the Director of Finance

11.2.1. The Director of Finance 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 United Kingdom 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

11.3.1. Where Capital Expenditure is anticipated, it should be incorporated in the Capital Plan which is produced annually as part of the Finance Plan. The Annual 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 shall ensure that depreciation is calculated in accordance with all relevant guidance from the SGHSCD.

12. PROCUREMENT AND TENDERING

12.1. General Principles

12.1.1. 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.

12.2. Controls on Procurement and Tendering

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

12.2.2. 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.

12.2.3. The Director of Finance 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.

12.2.4. The Director of Finance 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, for the proper procurement of goods or services, shall have effect as if incorporated in these SFIs.

12.2.5. Procurement support is provided via an SLA with the Scottish Ambulance Service. Further internal support is provided by Directorate Procurement Leads and a Contracts Manager. They form a Procurement Improvement Team (PIT), and the Director of Finance shall liaise with the PIT regarding procurement to ensure the smooth running of approvals are in place. The PIT will ensure renewal dates are investigated in a timely fashion so there is appropriate time to review contracts before they expire. This includes building in time to ensure the correct approval processes are followed as per Section F of this Framework.

12.2.6. 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.

12.2.7. Governance groups including users will be established for key projects with decision making powers agreed by the Executive Directors. There should be sufficient and proportionate engagement and assessment of options prior to contract tendering activities. This is prior to the necessary approvals as per Section F to award a tender.

12.3. National, Regional and Local Contracts

12.3.1. 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 SAS Procurement or the Director of Finance, based upon the existing Scheme of Delegation contained in Section F of this Framework, shall goods or services be ordered out with such contracts.

12.4. Competitive Tendering

- 12.4.1. Except where other arrangements have been previously approved by the Chief Executive or the Director of Finance, 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 (this threshold now includes VAT, so any tender anticipated to have a value above £41,667 before) to be advertised on the Public Contracts Scotland web portal.
- 12.4.2. 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.

12.5. United Kingdom (UK) Directives

- 12.5.1. All Competitive Tendering arrangements shall be operated in accordance with any relevant UK directives as may be in force. The financial limits under UK regulations do change. The Director of Finance should be consulted in any case where there may be any doubt regarding the application of UK directives in tendering.

12.6. Innovation

- 12.6.1. There is the potential for NHS 24 to become involved in projects, where a traditional procurement for buying goods or services might need to be modified to allow for developing a bespoke solution with an organisation or range of organisations. There are options such as negotiated procedure or innovation partnerships that can be explored with Procurement colleagues. It is expected this would mainly be used in cases of complex purchases, such as sophisticated products, intellectual services or major information and communication technology tools. The Director of Finance should be consulted prior to any commitment being made on behalf of NHS 24 to participate in any scheme of this type.

12.7. Quotations

- 12.7.1. 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.

12.7.2. 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 seek approval from the Director of Finance and provide justification why the single quote represents value for money.

12.7.3. 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.

12.8. Exclusions

12.8.1. In very specific and rare occasions a waiver form can be used to bypass the previous procurement sections of the SFI. A Senior Procurement Officer must confirm whether the proposed waiver taken together with other associated procurement actions will breach The Public Contracts (Scotland) Regulations 2015 (and any subsequent relevant legislation) or the Procurement Reform (Scotland) Act 2014 (and any subsequent relevant legislation). If the waiver would constitute a breach, then the waiver cannot proceed.

12.8.2. Competitive Tenders and Quotations will not be required where:

- a) the anticipated expenditure is less than £5,000, with approval from the Director Finance
- 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

12.8.3. 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.

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

12.8.5. As a guide, b) & c) could be to protect intellectual property rights or not invalidate a warranty and d) has to be reacting to an emergency that could not have been foreseen and there would be real risk posed by the time required to tender. It is necessary that anyone requesting a waiver demonstrates that the requirement is not attributable to the actions of NHS 24 (such as leaving too little time to competitively procure).

12.9. Anti-Discrimination Legislation

12.9.1. 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).

12.10. Freedom of Information (Scotland) Act 2002/Amendment 2013

12.10.1. 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.

12.11. Delegated Authority**12.11.1. Delegated Authority Levels**

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

12.12. Accountability

12.12.1. 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.

12.13. The Chief Executive or the Director of Finance (up to £100k)

12.13.1. 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. The Chief Executive would normally request the consideration of this proposal by the Executive Team.

12.14. The Board of NHS 24 (over £100k)

12.14.1. The procurement of goods and services of value in excess of £100,000 for which no revenue budget has been identified may only be approved by the Board, normally after consideration and approval of a proposal, which has previously been supported by the Executive Team. For clarity if budget had been vired in accordance with Section F and budget re-prioritised then for the purpose of this and Section 12.13.1 a good or service would be deemed to have budget allocated.

12.15. Authority to sign Contracts on behalf of NHS 24

12.15.1. 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.

12.16. Delegated Limits - Capital

- 12.16.1. 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.
- 12.16.2. 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.

12.17. The Chief Executive or the Director of Finance (to £250k Capital)

- 12.17.1. 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. The Chief Executive would normally request the consideration of this proposal by the Executive Team.

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

- 12.18.1. 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.

12.19. Declarations of Interests

- 12.19.1. The Register of Interests of Board Members is maintained and updated regularly by the Board Secretary.
- 12.19.2. The Register also includes details for Directors and Senior Managers.
- 12.19.3. 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.
- 12.19.4. 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, or the Board Secretary. A record may be taken of the query raised.

12.20. NHS 24 Procurement Service

- 12.20.1. The NHS 24 Procurement Service is provided through a collaborative arrangement with the Scottish Ambulance Service (SAS). SAS provides professional guidance to NHS 24 on procurement matters and take on the management role for NHS 24 Procurement Services.
- 12.20.2. Procurement advice and direction is available as required via the SAS Procurement Team. This includes supplier and contract management, PECOS catalogue management and user training. All service contract information will be included within the SAS database.

- 12.20.3. All non-catalogue requisitions will be reviewed by the SAS 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.

12.21. 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 (exclusive of VAT)	A minimum of three written Competitive Quotations will be sought from reputable suppliers. Seek advice from SAS Procurement if unsure how to obtain quotes.
Procurement value > £10,000 (exclusive of VAT)	Speak to a member of the Procurement team but a minimum of three Competitive Tenders / Quotes will be sought utilising the National tendering system Public Contracts Scotland (PCS) Quick Quote system Note that Scottish Procurement Policy Note 4/2009 as updated 08/2021 requires contracts >£50,000 (inc VAT) to be advertised on the Public Contracts Scotland web portal. This is to adhere to WTO rules and thus any tender over £41,667 excluding VAT should be advertised this way.
Procurement value equals or exceeds published UK procurement threshold.	A full 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) 08/2021 for the relevant thresholds.

12.22. Use of PECOS in Procurement

- 12.22.1. 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.
- 12.22.2. 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.
- 12.22.3. Purchase Orders shall not be placed with suppliers in a manner devised to avoid the specified financial thresholds.

12.23. Form of Contract

- 12.23.1. 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.

12.24. Reporting of Tenders Received and Awards of Contracts

- 12.24.1. The Director of Finance shall provide a Report, on a quarterly basis, to the Audit and 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

- i) 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

- i) 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.
- ii) Any Manager receiving such an offer must notify the Board Secretary promptly.

13.2.3. Hospitality

- i) 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.

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 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 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.

13.3.4. The Board's discretion in the use of the funds will be managed by the Director of Finance, who in doing so 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

- 13.4.1. The NHS 24 Executive Management Team agreed a proposal for the Golden Jubilee National Hospital to hold an endowment portfolio "on behalf" of NHS 24. This new arrangement commenced with effect from 4 December 2018. To date there is one fund, Breathing Space (Scotland), with charitable funds within it.
- 13.4.2. Breathing Space (Scotland) receives charitable donations via the National Waiting Times Centre Board Endowment Fund, registered charity number SC045146.
- 13.4.3. Breathing Space Fund Number CJ1916.
- 13.4.4. 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

- 14.1.1. Where proposed expenditure relates to the use of management consultants the approval of the Chief Executive and Director of Finance 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.
- 14.1.2. 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. Consultants have two characteristics: 1. They are engaged to work on specific projects that are regarded as outside the usual business of the NHS 24 Board and there is an identified endpoint of their involvement. 2. The responsibility for the final outcome of the project largely rests with the NHS 24 Board.
- 14.1.3. As a guide this differs from Professional Advisors, who have two characteristics: 1. They are engaged on work that is an extended arm of the work done in-house. 2. They provide an independent check. An example of professional advice is the engagement of VAT advisors on the accounting treatment of VAT in relation to the Board's activities. Professional Advisors are commonly engaged in major capital projects, e.g., architects, quantity surveyors, structural engineers. For the purposes of applying this section of the Scheme of Delegation, professional advisors are not management consultants, and this section does not apply to professional advisors
- 14.1.4. 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

- 14.2.1. 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.

14.3. Contract Management

- 14.3.1. 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

- 14.4.1. 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.
- 14.4.2. 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. 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 and to the Board at the next available opportunity for approval, i.e., prior to the liability being incurred.

14.5. Performance Monitoring

- 14.5.1. 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.
- 14.5.2. 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

- 14.6.1. 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.
- 14.6.2. 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

- 15.1.1. The control over the payment of salaries to employees of NHS 24 shall be the responsibility of the Director of Finance.
- 15.1.2. 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

- 15.2.1. 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.

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 an 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 a web-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 NHS Greater Glasgow & Clyde.
- 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 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 Workforce Directorate 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 Workforce Directorate 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 Chair will be informed, preferably before the standard letter is issued to the employee.

15.6. Salary Under-Payments

- 15.6.1. 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 they also work 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 Workforce Directorate. A notice of change form shall be sent to the Workforce Directorate 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 Workforce Directorate.
- 15.7.3. Notice of new employees, terminations or any adjustments to salaries must be passed to NHS Greater Glasgow & Clyde by the Workforce Directorate, 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 Workforce Directorate 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 they have left employment without notice, the Workforce Directorate 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

- 15.8.1. 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.

15.9. Executive Directors

- 15.9.1. 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 His 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 are 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 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 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 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, the Chief Executive or Director of Finance can authorise this invoice provided it has previously been approved by the Board.

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 so a copy can be saved. The invoices will then be sent to NSS to be recorded. POs must be receipted by each directorate as soon as the goods have been received or the service has been carried out. NSS send out a daily invoice register of all invoices yet to receipted. These invoices are sent out to the relevant Department for checking, authorisation, account coding (by the appropriate Director or Senior Manager) and promptly returned to Accounts Payable.16.3.3
- 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. 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 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

- 16.4.1. 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 shall arrange to make the payment required only on receipt of a duly authorised contract certificate from the appropriate Director.
- 16.4.2. 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 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

- 16.5.1. 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.
- 16.5.2. Where, in exceptional circumstances, payments in advance are acceptable, the approval of the Director of Finance or the Chief Executive must be sought. Amounts paid in this way must not exceed any agreed limit.

17. LOSSES AND SPECIAL PAYMENTS**17.1. Losses**

- 17.1.1. Losses should only be written off, or special payments authorised, after careful appraisal of the facts. All reasonable action must have been taken to affect the recovery of losses. The Director of Finance shall be authorised to take any necessary steps to safeguard the Board's interests in bankruptcies and company liquidations.
- 17.1.2. Any Officer discovering or suspecting a loss of any kind shall forthwith inform their Line Manager, who shall immediately inform the Fraud Liaison Officer. Where a criminal offence is suspected, the Counter Fraud policy in operation at NHS 24 must be applied, in accordance with the partnership agreement between NHS 24 and Counter Fraud Services.
- 17.1.3. The Director of Finance shall maintain a losses and compensation register in which details of all losses shall be recorded, as they are known. Write off action shall be recorded against each entry in the register.
- 17.1.4. 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 (including 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 / Willful 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 (including. 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

- 17.2.1. Any cases which exceed delegated authority limits must be submitted to seek approval of the Scottish Government Health & Social Care Directorate.
- 17.3. Recoveries**
- 17.3.1. The Director of Finance 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**
- 18.1.1. 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.
- 18.1.2. The Financial Services & Audit Manager is the Fraud Liaison Officer for NHS 24.
- 18.1.3. The procedures to be followed under the Agreement with the Director of Finance shall have effect as if incorporated in these SFIs.
- 18.2. Notes on Procedures**
- 18.2.1. The Director of Finance 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 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. More information 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**
- 18.3.1. Counter Fraud Services staff, acting on the behalf of the Director of Finance, 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**
- 18.4.1. 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.

- 18.4.2. 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 ICT audit.
- 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 to ensure that our ICT infrastructure provides secure access to NHS 24's electronic data including external systems such as the finance, payroll, and HR systems.
- 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 2018, the UK GDPR, The Network and Information Systems Regulations 2018 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

- 19.2.1. 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

- 19.3.1. Copyright of software shall remain with the manufacturer/supplier - unless other arrangements have been made.
- 19.3.2. 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 laptop computer at premises out with 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.
- 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 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 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 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 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 and 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 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 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.

20.4. Insurance Claims Register

- 20.4.1. The Director of Finance 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.

20.5. Claims

20.5.1. The Director of Finance shall ensure that all claims are dealt with promptly.

20.6. Legal Advice

20.6.1. Where the incident, which may result in an insurance claim, is considered significant, the Director of Finance or the Chief Executive shall ensure that the Central Legal Office (CLO) is advised

20.7. Appointment of Insurance Brokers

20.7.1. 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 and Risk Committee**

21.1.1. NHS 24 is required to establish an Audit and Risk Committee, as instructed in guidance on corporate governance issued by the SGHSCD. The Board of NHS 24 has established an Audit and Risk Committee, the terms of reference for which are contained in Section B – Standing Orders.

21.2. Internal Audit

21.2.1. Internal audit is an independent, objective assurance and consulting activity designed to add value and improve the Board's operations. It helps the Board accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

21.2.2. The Director of Finance 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.

21.2.3. 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".

21.2.4. Specifically, it shall be the responsibility of the appointed Internal Auditor to review, appraise and report to the Director of Finance and the Audit and 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 21.2.4 above.
- 21.3.2. The Director of Finance 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 and Risk Committee for consideration and for the further determination of the successful bidder.
- 21.3.4. The appointment of Internal Auditor shall be recommended to the Board by the Audit and 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 and 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 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 and Risk Committee for approval.
- 21.4.2. The Internal Auditor shall submit regular Progress Reports on the Internal Audit services to the Audit and 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. The Director of Finance 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 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.
- 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 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 and 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, the Chief Executive and the External Auditor to attend the Audit and 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.

21.5. Audit Investigations

- 21.5.1. The Director of Finance 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 must be notified.

21.6. Special Reporting Circumstances

- 21.6.1. 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 and Risk Committee as necessary, where the use of normal reporting lines may not be appropriate.

21.7. External Audit

- 21.7.1. 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 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 and Risk Committee. The Strategic Risk Register and any other risk deemed appropriate by the Audit and 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, 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 G - CODE OF CONDUCT FOR NHS 24 STAFF

(Last updated May 2019)

CODE OF CONDUCT FOR STAFF

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1. INTRODUCTION – NHS 24 VALUES

NHS 24 aims to create a positive environment in which each individual is valued by promoting and encouraging NHSScotland's 2020 Workforce Vision values. The values set out by NHSScotland are:

- care and compassion
- dignity and respect
- openness, honesty, and responsibility
- quality and teamwork

These values are applied in day-to-day work, reinforced through induction and training, and articulated in actions and words by those who lead and work in the organisation. NHS 24 apply these values in conducting its business and in its relationships with staff, service users and others. It is important that all staff live out these values in their working life to ensure a supportive and professional environment for all.

This Code of Conduct provides guidance to staff on how to ensure that actions and behaviour are consistent with both NHS 24's values and the high standards of conduct required to maintain public confidence in the work of NHS 24. This code of conduct should be read in conjunction with other professional codes of conduct, where applicable.

This Code is compliant with and subject to the provisions of the European Convention on Human Rights (ECHR) as applied by the Human Rights Act 1998.

The main ECHR provisions which are relevant in relation to the interpretation and application of the Code include:

- Article 8 – right to respect for private and family life
- Article 9 – freedom of thought, conscience, and religion
- Article 10 – freedom of expression

2. SCOPE

This Code applies to all staff of NHS 24, regardless of length of service or nature of contract. Contractors, consultants, or agency staff working with NHS 24 will be expected to abide by the standards and principles set out in the Code and to seek advice from the Human Resources Directorate when in doubt. Members of the Board of NHS 24 are subject to the Code of Conduct set out in the NHS 24 Corporate Governance Manual.

3. APPLICATION OF THE CODE

All staff must at all times observe the highest standards of impartiality, integrity, objectivity, confidentiality, and honesty in relation to all work undertaken.

- Staff should familiarise themselves with the contents of this Code and act in accordance with the principles and the guidance set out in it.
- Staff must ensure that they understand their duties, rights, and responsibilities, and are familiar with the functions and role of NHS 24 and NHS 24's policies and procedures as they affect their job. New staff will be required to attend relevant training or induction courses to assist them in this.
- Staff should ensure that they understand this Code and how it relates to their work. Staff are encouraged seek further advice from their line manager, Human Resources, or staff side

representative, if they are unclear on any aspect of this code. Staff should be aware that failure to comply with the Code of Conduct is a disciplinary matter.

- For Healthcare Support Workers their performance must comply with the "Mandatory Induction Standards for Healthcare Support Workers in Scotland" 2009; and with the Code of Conduct for Healthcare Support Workers, both as amended from time to time (copies can be obtained on-line at www.workinginhealth.com/standards/healthcaresupportworkers or from the Human Resources Department).

4. STANDARDS OF BEHAVIOUR

NHS 24 is a publicly funded service and as such is subject to public scrutiny to ensure the highest standards of service are achieved at all times. NHS 24 therefore has a responsibility to ensure that all staff are aware of their rights and the standards of behaviour required. These standards are in line with PIN Policies and NHS 24's Dignity at Work Policy. The following sections outline the responsibilities of staff both in work and outside of work.

4.1 All Staff have a right to:

- Work free from harassment or intimidation regardless of disability, sexual orientation, sex, race, religion or belief, marriage and civil partnership, pregnancy and maternity or gender reassignment, age
- Be spoken to politely and be treated with respect
- Be treated fairly and courteously by colleagues and those outside the organisation
- Be treated fairly in recruitment, training, and promotion
- Be listened to and have their point of view considered
- A private life and commitments outside of work respected
- Speak out if felt to be a victim of bullying, harassment or intimidation and have this complaint taken seriously and properly investigated

4.2 All Staff have a responsibility to:

- Ensure behaviour (at work or outside of work) and appearance at work or whilst representing NHS 24, does not reflect negatively on NHS 24 in a way that would bring its reputation into disrepute or cause a loss of public confidence in its work
- Challenge attitudes which demean or denigrate other people (individuals or groups) and develop awareness of the impact of individual behaviour
- Act professionally in dealings with colleagues - treat colleagues as individuals and show sensitivity to their needs
- Treat complainants, those investigated, and other stakeholders, with fairness, courtesy and sensitivity to their needs and situation
- Consider others in carrying out work responsibilities
- Keep in mind the limitations of individual experience and value others' perspectives and experience
- Express points of view without being aggressive or overbearing
- Listen to what others say and respect their point of view
- Learn from any mistakes
- Try to find solutions and work through disagreements

- Take responsibility for personal learning and development and support the learning and development of colleagues
- Take action if made aware of or are witness to any improper conduct, including any act of harassment or discrimination (please see Section 9 for further details)
- Not discriminate unlawfully, for example, in making decisions
- Not put pressure on others to discriminate unlawfully

4.3 Use of Alcohol or Illegal Drugs

Staff must not drink alcohol during working hours (including during meal breaks) under any circumstances. This is also applicable whilst 'on-call'.

Social events at which alcohol may be consumed should be arranged after work. If attending a function during the working day at which alcohol is served, staff must not participate.

Should staff members arrive at work under the influence of alcohol or drugs, this will be regarded by NHS 24 as a serious matter and may lead to disciplinary action. Where drugs have been prescribed which may affect a staff member's ability to do their job, advice should be sought from their GP or line manager at the earliest opportunity to identify the health and safety implications.

5. ACCOUNTABILITY

All NHS 24 staff should conduct themselves with impartiality, integrity, objectivity, and honesty. Staff should not deceive or knowingly mislead others, including the public, other staff members, the Executive Team, the Board, Ministers, or the Scottish Parliament.

5.1 Public Accountability

Staff of public bodies (including NHS 24) who deal with the health of the public should do so sensitively, objectively, confidentially and with consideration, consent, integrity, and vigilance. Staff of public bodies should offer the public the highest standards of conduct and health service.

5.2 Use of Resources

All staff have a duty to ensure that NHS 24's resources are used in the most appropriate manner as befits public money. Staff should consider this when using NHS 24's resources to ensure maximum efficiency.

5.3 Bribery

The Bribery Act 2010 sets out the responsibilities of individuals and organisations in relation to preventing acts of bribery. In particular, the Act creates 2 general offences relating to:

- the offering, promising, or giving of a bribe; and
- the requesting, agreeing to receive or accepting of a bribe.

The Act also sets out 2 further offences which relate specifically to commercial bribery. These include the specific offence of bribing a foreign official in addition to the corporate liability for failing to prevent bribery on behalf of a commercial organisation.

A bribe is a financial or other advantage in connection with a person performing a function improperly (where a person fails to meet the expectation that they will act in good faith, impartially or in accordance with a position of trust). Any individual found guilty of bribery could face a maximum 10-year prison sentence and/or an unlimited fine.

NHS 24 is committed to preventing any acts of bribery involving or affecting the organisation and its staff and will co-operate fully with any legal investigation into alleged activity. NHS 24 will deem any

such activity as Gross Misconduct which will be managed in line with the Management of Staff Conduct: Disciplinary Policy and Procedure.

Staff are encouraged to report any suspicions in this regard to their line manager in the first instance, in line with section 9.1 below and the NHS 24 Whistleblowing Policy.

Staff are also reminded of their obligations regarding the acceptance of gifts and hospitality as set out in section 7.5 below.

6. EQUALITY, DIVERSITY AND HUMAN RIGHTS

NHS 24 aim to be exemplar employer and ensure its workforce has the cultural awareness and capacity to meet the different needs of Scotland's diverse population. NHS 24 are committed to:

- Adopting an equality, diversity, and a human rights-based approach in all work
- The elimination of discrimination; and
- Delivering equality of opportunity.

As a health board and as a body of NHS Scotland staff, NHS 24 are committed to contributing to the delivery of a health service where equality, diversity and human rights is adopted by all and finds expression in the everyday work of members of staff.

Equality refers to creating a fairer society where everyone can participate and have the opportunity to fulfil their potential.

Diversity refers to recognising and valuing difference for the benefit of the patient, carers, members of staff and the public.

Human Rights refers to ensuring patients and members of staff are safe in healthcare settings; have their privacy and confidentiality safeguarded; and are treated with fairness, dignity, and respect.

NHS 24 aims to ensure that the opportunity to embed equality, diversity and human rights in all actions is fully exploited during the design, development, delivery, and review of all our functions, policies, services, and practices.

As part of this NHS 24 will recognise the particular needs of the Equality Act protected characteristics strands of Fair for All. These are; race, disability, gender reassignment, sex, sexual orientation, religion or belief, marriage and civil partnership, pregnancy and maternity or age and the various legal duties and obligations associated with delivering measurable equality of access to and experience in our services. These principles apply equally to all staff and service users of NHS 24. NHS 24 aim to ensure that no hierarchy of inequality emerges in its approach by ensuring that it frames the delivery of all equalities work across all the major equality communities in specific Equality Schemes and Action Plans. In each of these NHS 24 will set out its objectives, in partnership working with organisations representing the views and experiences of the 6 major equality communities, to deliver evidenced equality of opportunity for all people who:

- Use NHS 24 services.
- Apply for a job with NHS 24.
- Work for NHS 24, or
- Are involved as NHS 24's partners.

NHS 24 will endeavour to safeguard staff from abuse which is motivated by hatred or prejudice towards a member of staff's ethnicity, disability, gender, sexual orientation, religion or belief or age.

Any form of abuse which contains racist, homophobic, or religious prejudice is an aggravation of a criminal offence, which will be reported to the police.

All staff have a personal and professional responsibility to ensure that, through their actions, they meet the legal duties on equality. To ensure that staff understand this responsibility, NHS 24 requires all staff to complete a mandatory eLearning course on Equality and Diversity Awareness. Further information can be obtained from the Equality and Diversity Team who are located within the Human Resources department at Cardonald.

7.0 CONFLICT OF INTEREST

It is important that the public can have confidence that decisions made by NHS 24 and its staff are not influenced by personal interests. All staff are required to declare interests which could be in conflict or be perceived by the public to be in conflict, with their duties as an NHS 24 member of staff. In addition, some staff are required to register their interests either publicly, or internally, dependent upon their position within NHS 24 and the nature of their work (see section 7.1 below).

7.1 Staff Responsibilities

Staff members are split into 3 distinct groups with regard to conflicts of interest and the associated requirements. These groups are:

Executive Directors and Senior Managers who report directly to Executive Directors:

The above group are required to publicly register all interests as outlined in section 7.2 below, using Appendix A. Staff within this group are required to register their interests at the time of appointment, and as and when their circumstances change throughout their employment. In addition, there is also a requirement on this group to update registered interests on an annual basis. This process is managed by the Board Secretary who has responsibility to maintain and publish the public register of interests through NHS 24's website.

Staff who have delegated financial authority and/or direct influence over NHS 24's decisions but who are not included in the above category:

This group are required to register all interests as outlined in section 7.2 below, using Appendix B. Details of registration for this group will be held within NHS 24 but will not be made available publicly. Staff within this group are required to register their interests at the time of appointment, and as and when their circumstances change throughout their employment.

All remaining staff:

This group have no requirement to register interests.

7.2 Registration of Interests

Staff who are required to register their interests should register them in line with the 6 categories below. Full details relating to these categories are available within Annex B of the NHS 24 Corporate Governance Manual and staff are advised to consult this manual prior to registering an interest.

Category 1: Remuneration

Staff have a registerable interest where they receive remuneration from any employment (other than with NHS 24), self-employment, office, directorship, partnership, or other work.

Category 2: Related Undertakings

Staff have a registerable interest where they hold a directorship which is not remunerated but where the company concerned is a subsidiary or parent of another company in which the staff member does hold a remunerated directorship.

Category 3: Contracts

Staff have a registerable interest where they (or a firm in which they are partner, or a company in which they hold a directorship or significant shareholding) have a current contract with NHS 24 under which goods or services are to be provided, or works are to be undertaken.

Category 4: Houses, Land and Buildings

Staff have a registerable interest where they own or have any other right or interest in houses, land, and buildings, which may be significant and relevant to the work and operation of NHS 24.

Category 5: Shares and Securities

Staff have a registerable interest where they have an interest in shares in a company which may be significant and relevant to the work and operation of NHS 24.

Category 6: Non-Financial Interests

Staff may also have a registerable interest if they have non-financial interests which are significant and relevant to the work and operation of NHS 24. For example, membership or holding office in other public bodies, clubs, societies, and organisations such as voluntary organisations.

7.3 Declaration of Interests

In addition to any required registration of interests, all staff are required to declare interests should they find themselves in a situation where there is a potential conflict of interest.

For example, if during the course of a meeting, the subject turns to a particular organisation, and a member of staff at that meeting has an interest in that organisation, the member of staff should declare this interest and agreement should be reached as to whether the potential conflict prohibits the staff member from participating in the meeting. In general, if the interest is of a financial nature, the member of staff should not participate any further in the meeting; if the interest is non-financial further participation may be appropriate.

In addition, when making a declaration of interests all staff should consider the relevance of interests of relatives, friends or other persons living at the same address. The key test is whether a member of the public could reasonably regard the interests of another as being influential over a member of staff's work within NHS 24.

It is the responsibility of individual staff members to judge whether an interest is sufficiently relevant to require declaration and staff are advised to err on the side of caution; however, should there be any doubt as to whether an interest should be declared, staff should liaise with their line manager in the first instance. If further advice is required, line managers should contact the Board Secretary.

7.4 Additional Conflicts of Interests

In addition to the above potential conflicts of interest, staff are required to advise their line manager when:

- Complaints have been received from any individual known personally by the member of staff
- Any personal relationship with another member of staff, or potential member of staff, where either party are asked to participate in a decision-making process (e.g., recruitment, appraisal, discipline, control of resources etc) which affects the other person.

7.5 Acceptance of Gifts and Hospitality

For guidance of the acceptance of gifts and hospitality, please see the separate Gifts and Hospitality Policy [[Gifts and Hospitality Policy](#)].

7.6 Other Employment

In order to ensure the health and safety of staff and protect the work and service delivery of NHS 24, staff are required to declare all other employment to their line manager. Line managers should notify HR Business Support of any additional employment and confirm that permission has been granted (where applicable). HR Business Support will retain this information within the staff member's personal file.

7.6.1 All staff are expected to be fully committed to the work of NHS. Staff must seek permission from their line manager to undertake additional employment. A request to undertake additional employment will not be unreasonably refused, however line managers should consider any potential conflict of interest and the total number of hours worked by the staff member in determining whether additional employment is appropriate.

Staff must seek express agreement if they are off sick with NHS 24 and wish to continue to work in their secondary employment.

Line managers should also consider the European Working Time Directive which limits working hours to an average of 48 hours per week over a 17-week period. To ensure the continuing health and safety of staff, the option to opt out of the European Working Time Directive will not normally be granted to NHS staff.

Line managers will also bear in mind staff's right to respect for private and family life, in line with Article 8 of the European Convention of Human Rights.

7.7 Conduct Outside Work

In line with Article 8 of the European Convention on Human Rights, NHS 24 respect staff's right to respect for private and family life. NHS 24 requires staff to exercise this right with responsibility to ensure their private activities do not bring the work of NHS 24 into disrepute.

Where staff have concerns regarding their work or colleagues, these issues should be raised in the first instance with their line manager, or if required, using the provisions set out in section 9. Staff should refrain from discussing or making negative statements publicly, including via the internet, social networking sites, by email, or with non-NHS members of staff.

In addition, staff should be aware that membership or involvement with organisations or activities whose values are inconsistent with those of NHS 24 will create reasonable doubt of the staff member's ability to comply with this code.

Any activity or communication, including forms of social media, outside of work which is considered to be in conflict with the principles of this Code may result in a disciplinary investigation in accordance with NHS 24's Disciplinary Procedures. Staff should seek advice from line managers or Human Resources in advance of taking part in any event or activity which may fall into this category. Staff must also advise their line manager as soon as practicable if inadvertently found in a situation which could reflect negatively on NHS 24.

Staff must not knowingly put themselves in a position where private interests conflict with those of NHS 24. Any conflict of interest must be resolved in NHS 24's favour.

7.8 Contact with the Police

Staff must advise line managers as soon as practicable, should they be:

- arrested
- charged with a criminal offence, or
- are subject to a police investigation

Staff must immediately advise their Director of any criminal convictions, including driving offences (excluding parking offences) which lead to loss of driving licence and where this is a requirement for the role or where the staff member has an NHS 24 leased car.

7.9 Political Activities

NHS 24 is required to act impartially, and public confidence might be affected if it is believed that personal political views compromise the impartiality of staff. This section is concerned with party political activity liable to give public expression to political views rather than with privately held beliefs and opinions. It is not intended that these restrictions affect trade union membership or activities.

Staff may be members of a political party (which need not be declared) and may participate in political activities such as helping with administration at the time of a general election or delivering leaflets provided they are conscious of the standards of behaviour expected, as set out in this Code, and exercise proper discretion particularly in regard to the work of NHS 24. On matters directly affecting NHS 24, staff should not make political speeches or engage in other political activities.

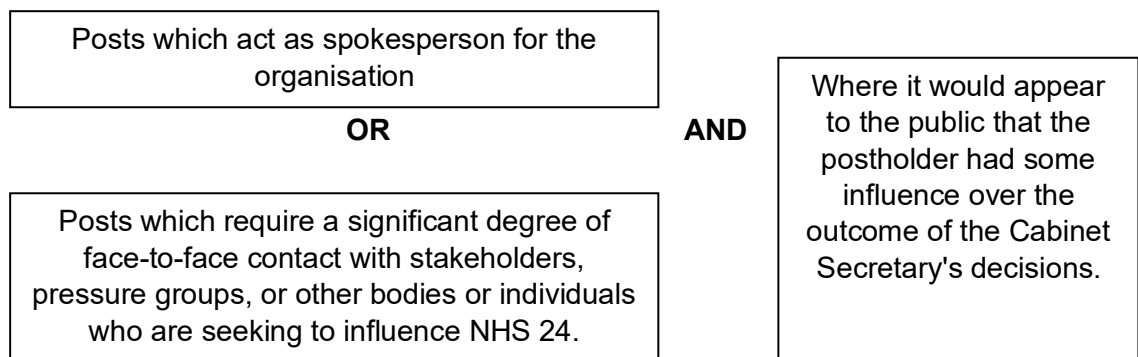
Should a staff member wish to run for Government Office, advice must be sought at an early stage from the relevant Director, and it is likely that the staff member will be required to take a leave of absence to do so.

7.10 Politically Restricted Posts

To ensure the impartiality of NHS 24, certain posts are politically restricted. This means that postholders:

- must not be politically active
- must not campaign for a political party,
- must not hold political office
- must not occupy party political posts or
- must not hold particularly sensitive or high-profile unpaid roles in a political party

The Chief Executive and all Board Directors are politically restricted posts. Other posts which are affected are:



8. ACCESS TO INFORMATION

NHS 24 believes in openness and aims to provide regular and full information to the public and any individual involved in a complaint at all stages of work, subject to necessary confidentiality constraints.

NHS 24 will define those occasions in which confidentiality is required for operational reasons, to maintain the confidence of other agencies and to protect individuals. It is imperative that patients and the public have complete faith in NHS 24's ability to maintain confidentiality when required. To achieve this, all staff must:

- Follow NHS 24 policies in respect of complaint handling and security (including maintaining appropriate confidentiality)
- Comply with the Data Protection Act and not use information gained in the course of employment for unauthorised purposes
- Keep confidential any personal data on individuals (including patients and staff members) and continue to keep this information confidential after employment with NHS 24 has ended. Staff may only divulge this information if ordered to do so by a statutory body, Court of Law or as part of an official enquiry. In this context information may also be divulged to any person acting as the staff member's legal representative.

8.1 Writing/Speaking in Public and Responding to the Media

When writing or speaking publicly (either via the internet, in a formal speech, or informally at a meeting) staff should be aware that they are representing NHS 24 or its position on a particular issue. Even where there is an understanding that only personal opinions are being expressed, staff should err on the side of caution and refrain from passing comment on any aspect of NHS 24's work, which could bring NHS 24's reputation into disrepute. Speeches or articles, which relate to NHS 24 work, should be cleared with the Head of External Communications before entering the public domain.

Staff should not make direct contact with the media or respond to media enquiries unless it has been agreed in advance that they should do so. All media enquiries should be directed to the Head of External Communications, in the first instance.

9. CONCERNS ABOUT IMPROPER CONDUCT

It is the responsibility of all staff to ensure that NHS 24 processes and procedures are applied properly, and in line with this Code. Should staff feel they are being asked to do something which they believe to be:

- Illegal, improper, or unethical
- In breach of a professional code
- Maladministration, fraud, or misuse of public funds
- Inconsistent with the Code

they should raise the matter, in writing, with their line manager in the first instance, or if this is not possible or there is reluctance to do so, report the matter to an HR advisor or senior member of the HR team.

Where the concern involves a Director or the Executive Team, the staff member could consider raising the concern with the Chief Executive or the Chair of the Staff Governance Committee. In

exceptional circumstances, where the staff member does not feel they are able to raise the concern internally, provisions are set out within the Whistleblowing Policy, for external reporting.

The same procedure should be applied where staff believe colleagues are involved in improper conduct. Staff should not investigate these matters themselves as this will give rise to an irresolvable conflict of interest.

9.1 “Whistleblowing” – Public Interest Disclosure Act 1998

NHS 24 aims to support any member of staff who raises concerns regarding the conduct of others, where these concerns are raised in good faith. The Public Interest Disclosure Act (1998) allows staff to complain to an Employment Tribunal if they are dismissed or suffer detriment or victimisation for reporting the wrongdoing.

The legislation does not protect whistleblowers in all circumstances. A disclosure will be protected if the staff member has good grounds for believing that one or more of the following has occurred or is likely to occur:

- A criminal offence
- A failure to comply with a legal obligation
- A miscarriage of justice
- The endangering of an individual’s health and safety
- Damage to the environment
- Deliberate concealment of information relating to any of the above

Disclosures will be protected if the staff member who makes the disclosure does so:

- In good faith to the employer,
- In accordance with the agreed procedure set out below,
- Reasonably believes the information and any allegation contained in it is substantially true and
- Does not act for personal gain or malice

9.1.1 NHS 24’s Whistle blowing Procedure

Where a member of staff believes that improper conduct, in line with section 9.1 above, has been committed, they should raise this with their line manager in the first instance. If this is not possible, it should be raised with their local HR Advisor or a senior member of the HR Team. Please refer to NHS 24’s Whistleblowing Policy for further information.

The Public Interest Disclosure Act also allows for matters to be raised externally. For staff of public bodies “protected disclosures” (which meet the conditions set out in section 9.1) may be made to a Scottish Minister and in the case of NHS 24 this would be the Cabinet Secretary for Health and Wellbeing.

The disclosure can be made directly or through departmental officials. Staff may seek their own legal advice or contact Public Concern at Work (www.pcaw.co.uk) which is a designated legal advice centre.

10. REVIEW

This policy will be reviewed in Partnership on a 2-yearly basis.

APPENDIX A

CONFIDENTIAL WHEN COMPLETED

NHS 24 STAFF REGISTER OF INTERESTS FORM

REGISTRATION OF INTERESTS

This form is for Executive Directors and Senior Managers who report directly to Executive Directors who have interests to register, in line with section 6.2 of the Code of Conduct for Staff.

A copy of the completed form should be given to Human Resources to be retained on file and to the Board Secretary for inclusion in the published NHS 24 Register of Interests where it will be available for public inspection alongside similar declarations from the Commissioners.

Staff are advised to consult Annex B of the NHS 24 Corporate Governance Manual, prior to completing this form.

I....(Name)..... register the following interests, in line with section 7.2 of NHS 24's Code of Conduct for Staff. I understand that due to the nature of my role, these interests will be held on the NHS 24 Register which will be available for public inspection.

I confirm the following interests (please provide full details, or write N/A if applicable, and continue on a separate sheet if required):

Category 1: Remuneration

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Category 2: Related Undertakings

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Category 3: Contracts

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Category 4: Houses, Land and Buildings.....

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Category 5: Shares and Securities

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Category 6: Non-Financial Interests.....

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.....
.....

Name:.....

Job Title.....

Signature.....Date.....

APPENDIX B

CONFIDENTIAL WHEN COMPLETED

NHS 24 STAFF REGISTER OF INTERESTS FORM

REGISTRATION OF INTERESTS

This form is for staff who have delegated financial authority and/or direct influence over NHS 24's decisions (but who are not Executive Directors and do not report directly to Executive Directors) who have interests to register, in line with section 7.2 of the Code of Conduct for Staff.

A copy of the completed form should be given to Human Resources to be retained on file. These interests will be retained on an NHS 24 register but will not be made available publicly.

Staff are advised to consult Annex B of the NHS 24 Corporate Governance Manual, prior to completing this form.

I....(Name)..... register the following interests, in line with section 7.2 of NHS 24's Code of Conduct for Staff. I understand that due to the nature of my role, these interests will be held internally on an NHS 24 Register but will not be made available publicly.

I confirm the following interests (please provide full details, or write N/A if applicable, and continue on a separate sheet if required):

Category 1: Remuneration

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Category 2: Related Undertakings

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Category 3: Contracts

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Category 4: Houses, Land and Buildings.....

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Category 5: Shares and Securities

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Category 6: Non-Financial Interests.....

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Name:.....

Job Title.....

Signature.....Date.....

SECTION H - Risk Management

Risk Management Strategy

2022 - 2023

Created by:

Role	Name	Title
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1. Introduction

Risk management is an essential component to the strategic and operational management of NHS 24. It is the process whereby the organisation methodically addresses the risks to the corporate objectives and activities. Risk management is a continuous process that supports the development and implementation of the NHS 24 strategy. Integrating a risk aware culture will support the development of strategic risk management into tactical and operational objectives.

This revised strategy and supporting framework applies to all services provided by NHS 24, to all systems and processes that support these services, and to all NHS 24 employees, contractors, and 3rd party suppliers.

The purpose of this document is to outline how NHS 24 will continue to embed its risk management processes to support NHS 24 achieve its corporate objectives. The risk management strategy drives risk management forward and integrates it within the culture, practice, and values of the organisation.

Our overall mission is to improve the quality of risk management processes to support NHS 24 achieve its overall objectives. This strategy is supported by a risk management framework document, that outlines the operational process, and the risk management maturity plan, that outlines the actions required, to deliver on the strategy. These documents are presented to the Audit & Risk Committee for information.

2. Strategic Drivers

NHS 24 demonstrated effective risk management as services rapidly expanded in response to the pandemic and other national drivers, with NHS24 now providing national healthcare services on a 24/7 basis. The pandemic has demonstrated the pivotal role of NHS 24 as a trusted point of contact for the public to access personalised information, advice, and assistance. The impact of COVID on an already strained health and social care system has been significant and reflects the ongoing work in relation to NHS 24's strategic intent and future strategy.

NHS 24 is currently defining its strategy with a purpose of "Helping to deliver a healthier Scotland by connecting people to health and care advice, information, and support - 24/7".

Our strategic ambition is:

- NHS 24 is the service of choice for accessible high quality, clinically safe and effective services for everyone that needs them. We provide care, information, support, and advice 24/7
- NHS 24 provides easy to use services designed with people in mind every time
- NHS 24 has the right people, technology, infrastructure and working environment to support staff to deliver excellence
- NHS 24 provides sustainable, valued services closer to home, the right care at the right place

Our focus in NHS 24 centres on the points of high quality, safe effective services that follows the principles of right care, right place, and that we provide a technology and infrastructure environment that supports staff to deliver this care. The clarity of strategic objectives, priorities and deliverables is crucial to effective risk management.

Risk is defined as the "effect of uncertainty on objectives", whether positive opportunity or negative threat, or a deviation from what is expected. Risk has to be assessed and managed in respect of the combination of likelihood of something happening, and the impact arising.

Risks in NHS 24 are considered in relation to achieving strategic deliverables, Annual Delivery Plan and Programme Objectives. As outlined in our clinical roadmap NHS 24 continues to manage the delivery of quality services (against a context of continuing/post pandemic) while delivering a programme of service re-design and adding capacity it is essential that we continue to ensure safety and quality is a priority.

3. Risk Management Objectives

The risk management team have developed a maturity plan that outlines the actions required within key areas that will support the implementation of the risk management strategy. The overall objectives for risk management are detailed below.

NHS 24 Risk Management Objectives

The NHS 24 risk management objectives are:

- Risk management is an embedded systematic process that will support effective decision-making by ensuring risk governance arrangements are appropriate throughout NHS 24.

- Risks are identified, recorded, and managed consistently across the organisation, allowing for improved reporting and business intelligence.
- Implement the Respond risk management software.
- Enhance the risk management capability through training and development for multiple management levels and specialisms across NHS 24.
- Consistently apply risk management as a driver for effective performance management. Utilise strategic and operational planning groups already in place to support this.
- Further establish stakeholder engagement links to risk management processes to enhance NHS 24's corporate management risk and opportunities.
- Ensure that risk management makes an active contribution to project and programme management across NHS 24.
- Risk Management supports our decision making, planning and performance arrangements, by providing appropriate information for assurance to the respective management and governance structures.
- Further embed the risk appetite of NHS 24 and consistently apply it to the organisation.

Risk management supports service development to encourage leadership and accountability of horizon scanning when considering opportunities and risks to current and future services.

Risk management supports a culture of openness and honesty to enable safe services and learning from events and decisions to promote a quality improvement culture.

NHS 24 will commit to increase staff awareness of risk management, the responsibilities and values required to embed an effective framework. The NHS 24 risk appetite will be reviewed annually by the Board to embed clear communication throughout the organisation.

4. NHS 24 Values



Fig.1

The NHS 24 values demonstrate the organisation's commitment to risk management. The values support staff in this process by embedding openness, honesty, and responsibility. The organisation will encourage risks to be identified and promote responsibility to empower staff to manage the risks appropriately.

Risk management is the responsibility of all staff in the organisation. Teamwork is encouraged across directorates to manage risks, where various expertise is required to mitigate a risk.

The values and ethics are required to ensure decision-making is conducted with integrity, are compliant with regulations, and are transparent. NHS 24 will embed these values by ensuring strategic leadership and risk leads influence risk-based planning.

5. NHS 24 Approach to Risk Management

NHS 24's methodology for achieving the objectives in section 3 is outlined in the NHS 24 Enterprise Risk Management Framework. The basic principle of the framework is to enable an integrated and consistent approach to risk management, outline the governance arrangements, and explain how risks are identified, managed, and escalated.

An ERM framework is defined as: ***“Enterprise Risk Management (ERM) is a framework implemented to embed the board's response towards risk. ERM allows the organisation to measure and respond to issues & risks as they arise”*** The ERM framework is provided to the Audit & Risk Committee on an annual basis for assurance.

NHS 24 will aim to continually improve the quality of the information within its risk registers through increased ownership of risks within risk registers, greater challenge, and scrutiny

from risk leads. This aims to increase consistency across NHS 24 and the application of the information collated. The presentation of risk management information will continue to be developed to best demonstrate key risks to NHS 24.

Risk is a key component of the business and strategic management process. By consistently applying risk management across NHS 24 business planning processes where NHS 24 implements and monitors the NHS 24 strategy.

6. Operational & Strategic Planning

Risk management supports decision-making and assurance throughout the organisation. Clearly defined operational and strategic plans within NHS 24 will support the development of risk management. By continuing to embed planning structures and empower managers NHS 24 will ensure risk management matures.

7. Risk Management Software

The updated Respond risk management software will allow for improved data collection on risk. That will allow for enhanced reporting on risk management information. This will benefit decision-making and assurance.

An implementation plan will require training and development of risk leads and managers across the organisation. This will be developed as part of the Respond programme and reflected in the maturity plan.

8. Training, Learning & Development

The training requirements of staff are considered in the risk management training priorities to provide the key skills and capabilities to NHS 24 staff. Training will be supported by the Operational Risk Management group. The purpose of the training is to drive the development and awareness of risk management.

9. Stakeholder Engagement & Reputation

NHS 24 engage with a wide range of stakeholders through a number of mechanisms and methods. The benefits of a risk-based approach to stakeholder engagement is that it will provide consistency of narrative, early indicators of a potential threat or opportunity to NHS

24. At a strategic level, the EMT will consider stakeholder engagement in pursuit of their strategic objectives. Operationally, local processes will ensure that risks are captured, managed, and monitored through the risk management framework. Consideration within the maturity plan will ensure stakeholder and reputation risks are proactively managed.

10. Assurance

Assurance is a key component of risk management.

Management controls, local business processes and policies control the initial issues. Risk management allows a structured process that will support the uncertainties out with the daily management controls.

The second level of control provides oversight and challenge to management processes used in the first line. This is supported by appropriate governance and reporting mechanisms. The Audit & Risk Committee is a key element in the process that is provided with risk management information in order to seek assurance over the risk management process. Section 11 outlines the Governance and Accountability responsibilities.

A third control of assurance includes the internal and external audit process. The Audit & Risk Committee appoint independent internal auditors who will develop and deliver on an annual audit programme for the organisation.

The internal audit service also provides the NHS 24 Board with independent assurance on:

- management processes
- management of corporate risks, including the effectiveness of the controls and other responses to these

It also provides NHS 24 with the opportunity to improve. Risk management has a key role in supporting the internal audit recommendations as a quality improvement mechanism.

External audit will focus review of financial statements to ensure they are a 'true and fair' account of past financial performance and current financial position. External audit will also focus beyond the financial aspects and ensure the organisation is discharging its regulatory obligations and internal guidelines. The risk management contribution will be to enable the external auditors to have the appropriate information on management of specific threats to NHS 24.

11. Governance & Accountability

Within NHS 24, the following governance arrangements apply in relation to risk management. Detailed responsibilities are outlined within the NHS 24 ERM framework. A key focus for improvement of risk governance is to enhance the risk management information presented to the appropriate committee for assurance.

NHS 24 Risk Management Governance Structure

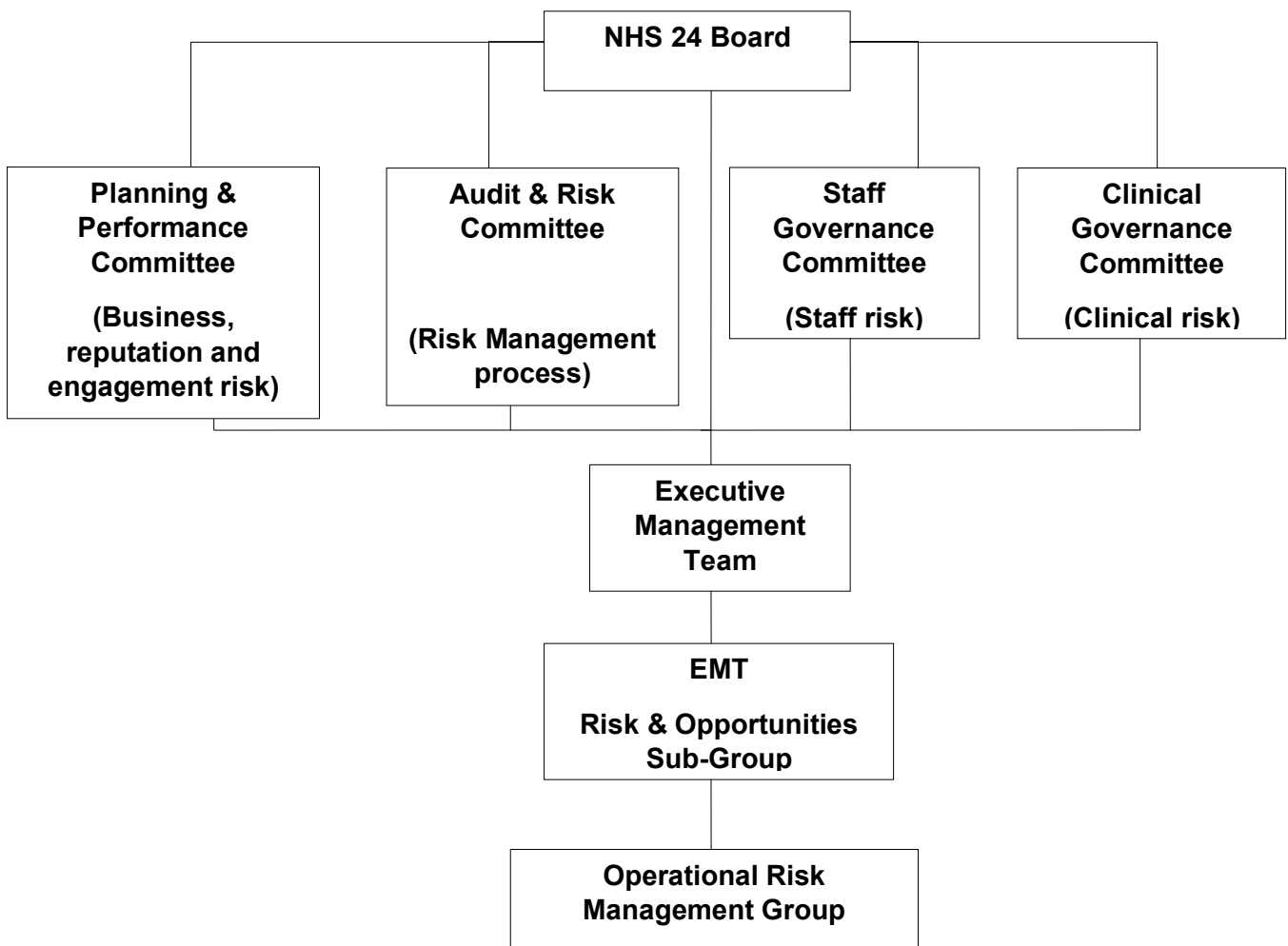


Fig.2 NHS 24 Risk Management Governance Structure

The above diagram shows the governance arrangements in NHS 24 and how they are organised, from the Operational Risk Management Group that will focus on the NHS 24 directorate responsibilities, through the EMT sub-group that manages the strategy

development. The Board and the Committees are responsible for governance and overall assurance to all stakeholders. The framework document outlines the responsibilities of the Committees and groups outlined in figure 2.

12. Procedures

The following documented procedures are in place to provide a consistent understanding, approach, and deployment of the risk management principles within NHS 24.

Enterprise Risk Management (ERM) Framework

The purpose of the ERM Framework is to provide the methodology, structure, and approach that NHS 24 will follow when managing risks.

Risk Appetite Statement

The risk appetite statement outlines NHS 24's approach to risk.

EMT Risks & Opportunities sub-group Terms of Reference

Defines the responsibilities of the strategic risks and opportunities within NHS 24 are managed and how this links into the rest of the organisation, the Committees, and the Board.

Operational Risk Management Group (ORMG) Terms of Reference

Defines how the operational aspect of risk management within NHS 24 is governed and how this links into the rest of the organisation, the Committees, and the Board.

13. Review & Reporting

The following are the main reports regularly produced by the organisation relating to risk. Appropriate trend analysis and presentation of risk management information will continue to be developed and monitored for improvement to best illustrate the Board risk profile.

The reporting requirements vary dependent on the type of risk. Risk will be a key focus of each governance committee and will be reflected in the terms of reference of each Committee.

Reporting to the Board

Risks to the objectives of the organisation that score 10 and above will be reported to the Board on a quarterly basis.

Reporting to the Audit & Risk Committee

The Audit & Risk Committee has oversight of all types of risk within the organisation and assurance over the risk management process. All risks that score 10 or more will be reported to each Audit & Risk Committee for their consideration and review and comment.

Reporting to the Board Sub-Committees

Relevant risks are reported to the relevant governance committee (as outlined in figure 4.) on a quarterly basis. A risk may be referred to more than one governance committee dependent on the primary and secondary category of risk. The ERM framework outlines the reporting requirements.

Annual Report

The risk management annual report will be presented to the Audit & Risk Committee annually.

SECTION I – Active Governance

1. To assist NHS Boards in adopting the Principles of Good Governance, the following paragraphs explain what is meant by an active approach and a collaborative approach in relation to governance in healthcare.

The Active Approach

- 2.1 Put simply, the active approach to delivering good governance requires Board Members to focus on the right things, consider the right evidence and respond in the right way.
- 2.2 A more comprehensive description of the active approach to governance has been defined as:

“Active governance exists when the appropriate issues are considered by the right people, the relevant information is reviewed in the most useful format at the right time, and the level of scrutiny produces rigorous challenge and an effective response.”

- 2.3 This approach should not only ensure Boards can make timely, well-informed, evidence-based, and risk-assessed decisions, it will also ensure Board Members can rapidly identify, escalate, and manage issues which otherwise might not be seen or understood.
- 2.4 While an active approach is required to deliver good governance in healthcare, it should be recognised that the NHS is only one of a range of organisations that impacts on the health of the population. Therefore, NHS Boards must also consider how they can influence and interact with the other bodies that have an impact on the delivery of quality healthcare.
- 2.5 In NHS 24, development of the Active Governance Approach is progressed through a range of activities and development of assurance information systems:
 - Redesign, monitoring and evaluation of Performance, Finance and Workforce reporting mechanisms and information.
 - Preparation of Annual Cycles of Business in the form of Board and Standing Committee Workplans which are reviewed and adjusted on an ongoing basis.

- Board Development Workshop Sessions to fully explore key matters in depth and build on Board Members skills and understanding of the key challenges and opportunities.
- Review of Board Effectiveness, through self-assessment and external review.

The Collaborative Approach

- 3.1 The NHS works closely with national and local government, the private sector, the third sector, charities, academia, communities, and citizens to deliver healthcare in a joined up, person-centred manner.
- 3.2 Consequently, the governance of the organisations that interact with the NHS have a direct impact on the delivery of healthcare services and this must be recognised when designing the governance approach for NHS Boards.
- 3.3 To assist in the promotion of this approach, the following definition of what collaborative means in relation to governance has been developed:

“Collaborative governance exists when all parties who have an influence in the delivery of healthcare outcomes recognise, understand, and respect the needs of each other and work together to integrate or align their arrangements for the governance of the delivery of services and products within the healthcare environment.”

- 3.4 While fully integrating governance can be challenging, it is critical that a collaborative approach to governance is adopted by the key players in the healthcare system to ensure that the end-to-end governance arrangements are understood and aligned in order to achieve the best outcomes for service users and ensure best value in the use of public funds.

Stakeholder Engagement

- 3.5 Engaging with key stakeholders is identified as one of the five primary functions of governance and a critical enabler in facilitating the collaborative approach to delivering healthcare in a joined-up person-centred manner.
- 3.6 To govern effectively, Boards must acknowledge that organisations are impacted by, and have an impact on those with whom they interact. They must have an awareness of the stakeholder environment in which they operate and understand the needs and interests of all stakeholders. Boards also have obligations under the law about how they work with stakeholders.
- 3.7 In order therefore to deliver and sustain good governance, the Board and organisation will:

- Work to better understand who the organisations stakeholders are, their needs and expectations, working with and building in their interests in the development and delivery of its strategic planning.
- Oversee a framework for the meaningful engagement of stakeholders
- Commit to enabling opportunities for stakeholder involvement in the design and delivery of care and services.
- Work to mainstream equalities and embed community engagement as routine, fostering mutual understanding
- Apply the principles of the National Standards for Engagement intrinsically within our engagement work
- Work with Healthcare Improvement Scotland – Community Engagement to embed within our practice the ‘Planning with People’ - community engagement and participation guidance.

Influencing Culture

- 4.1 NHS 24 is committed to ensuring a values-led and inclusive culture, recognising that this is shaped through shared values, norms, beliefs, emotions, and assumptions. The Board has an important role to support this through determining and actively promoting shared values that underpin NHS 24’s policies and behaviours. Board Members should demonstrate the organisation’s values and exemplify good governance through their individual behaviours and become role models for the organisation. The Board should also adopt all policies and other best practice in human resource management that is required by the Scottish Government and actively engage with, and promote initiatives, such as the iMatter staff experience continuous improvement tool and the Whistleblowing Standards.
- 4.2 The Board has a critical role in shaping and influencing organisational culture to ensure that NHS 24 is recognised as a great place to work, and that there are high levels of employee engagement to ensure the workforce is focused on delivering high quality services that are subject to continuous improvement and quality management.
- 4.3 To ensure the delivery of NHS 24’s values the Board should encourage and support organisational culture reflecting the NHS Scotland Staff Governance Standard and ensure that these are applied to all staff. To achieve this, the Board will ensure that staff are:
- Well informed through proactive communications on organisational priorities, and other matters through effective communications using multiple channels, and encourage staff to take responsibility for keeping themselves up to date with information on developments related to their job.
 - Actively encouraged to participate in discussions on issues that affect

them either directly or via their trade union/professional organisation.

- Provided with appropriate training and development that recognises the different needs of skillsets within the organisation, and for staff to commit to continuous personal and professional development, including adherence to standards set by regulatory bodies.
- Treated fairly and consistently, and with dignity and respect through creating an environment where diversity is valued.
- Provided with a continuously improving and safe working environment through the promotion of health and wellbeing initiatives and supports, and also to patients and the wider community.
- Provided with access to information, systems and processes that enable them to keep themselves up to date with developments relevant to their job and the organisation.
- Encouraged to carry out actions that maintain and promote the health, safety and wellbeing of all staff, patients, and carers.
- Encouraged to treat all staff and patients with dignity and respect while valuing diversity.

4.4 The Board has a further responsibility to ensure that the leadership of the organisation is competent and credible, act in the best interest of stakeholders, act at all times with integrity and are reliable in their decisions and actions, in other words, trustworthy. The Board has a critical role in the recruitment of the Chief Executive and the Leadership Team to ensure the provision of the skills, abilities, ambitions, insights, and values to deliver organisational strategies and priorities. To achieve this, the Board will ensure that:

- Leaders at all levels are sufficiently visible and give a clear sense of purpose and ambition for the organisation.
- Leaders help people understand how they contribute to achieving the Board's purpose, aims, values, corporate objectives, operational priorities, and targets.
- Leaders set standards, recognise good performance and deal with poor performance when it arises.
- Leaders encourage people to challenge and look for ways to improve performance and the quality of the services provided.
- Leaders help people identify and make best use of training and continuing professional development, and career opportunities.

4.5 The Board and Staff Governance Committee have important roles to ensure a values-led and inclusive culture through:

- The delivery of the iMatter staff experience continuous improvement tool through ensuring that there are ongoing improvements across the standard including being well informed, informed in decision making, trained and developed, treated with fairness and consistently/dignity and respect, continuous improving and safe working environment, and the wider health and wellbeing of staff and patients.
- The development of effective leaders and managers at all levels through ensuring the provision of timely, quality training and development, improvements to leadership visibility (through relevant iMatters scores) and increases to number and quality of appraisals annually.
- The monitoring of health, safety, and wellbeing activities through ensuring effective reporting as part of the Quarterly Workforce Report, and compliance, and the provision of, appropriate, timely training and development.
- The embedding of inclusive culture and values-led recruitment processes, onboarding programmes, and development and training activities ensuring that there is evidence of ongoing improvements and compliance through the Quarterly Workforce Report.
- The monitoring of compliance with, and demonstration of, ongoing improvements to the delivery of Public Sector Equalities duties through ensuring ongoing improvements to workforce diversity and reducing levels of case work as part of the Quarterly Workforce Report.
- The monitoring of compliance with, and reporting against, the Whistleblowing Standards ensuring effective reporting and embedment of lessons learned.