

<p>NHS 24 BOARD</p>	<p style="text-align: right;">18 JUNE 2020 ITEM NO 9.3 FOR APPROVAL</p> <p style="text-align: center;">UPDATES TO THE NHS 24 CODE OF CORPORATE GOVERNANCE - MODEL STANDING ORDERS</p>
<p>Executive Sponsor:</p>	<p>Director of Service Development</p>
<p>Lead Officer/Author:</p>	<p>Associate Director of Planning and Performance</p>
<p>Action Required</p>	<p>The Board are asked to:</p> <ul style="list-style-type: none"> - Note the review of NHS 24 Standing Orders against the new Scottish Government Model Standing Orders. - Following approval of this initial review, the NHS 24 Corporate Governance Framework will be updated, for review by the Audit and Risk Committee and subsequent approval by the NHS 24 Board. - Be aware of the ongoing NHS Scotland ‘Once for All’ work underway to produce standardised Terms of Reference for NHS Board Governance Committees; and that further updates will come forward in due course.
<p>Key Points</p>	<p>The making, alteration and revocation of the Code of Corporate Governance are a matter reserved for Board agreement.</p> <p>This update is in direct response to DL (2019) 24 – NHS Boards – Standing Orders issued on 13 December 2019, which instructed NHS Boards to use the model Standing Orders template and to replace the existing standing orders already in place.</p> <p>As a result of approving the implementation of these model Standing Orders, the NHS 24 Corporate Governance Framework will need to be reviewed.</p> <p>The Model Standing Orders are attached at Annex 1 and, following consideration of this review by the Committee, NHS 24 Standing Orders and Corporate Governance Framework will be updated and subsequently presented for approval to the Board in August 2020.</p> <p>Although the Audit and Risk Committee’s role is to scrutinise the proposed updates and to approve recommendation of these to NHS 24 Board, the Board retains the responsibility for approving any updates to the Code of Corporate Governance.</p>

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<p>Date presented to EMT and relevant Committee</p>	<p>This paper has been approved by EMT on 26 May 2020 and the Audit and Risk Committee on 4 June 2020.</p>
<p>Summary of key discussion points/actions arising from respective Committees</p>	<p>Following discussion at the Audit and Risk Committee, it was agreed that the Associate Director of Planning and Performance would prepare a briefing paper on the key principles relating to the optional use of the Consent Agenda. It is proposed that this will subsequently be discussed at the Integrated Governance Committee meeting on 29 June 2020 and a subsequent Board workshop.</p>
<p>Strategic alignment and link to overarching NHS Scotland priorities and strategies</p>	<p>As part of the implementation of DL (2019) 02, the NHS Blueprint for Good Governance, the NHS Scotland Corporate Governance Steering Group is overseeing work to produce core documentation and templates including model Standing Orders, Standing</p> <ul style="list-style-type: none"> • Financial Instructions, Schemes of Delegation and reporting templates for NHS Boards in Scotland.
<p>Key Risks</p>	<p>This review has been undertaken to ensure that the current NHS 24 Standing Orders comply with updated national guidance.</p> <p>Processes are in place to review the Code of Corporate Governance against changes in legislation or guidance and therefore the consequence of the Code of Corporate Governance not being up to date is moderate.</p>

1. OBSERVATIONS AND RECOMMENDATIONS

Following the review, the Committee are asked to note the following review of NHS 24 Standing Orders against the new Model Standing Orders.

Following approval of this initial review, the NHS 24 Corporate Governance Framework will be updated, for review by the Audit and Risk Committee and subsequent approval by the NHS 24 Board.

Key Features in Model Standing Orders	NHS 24 current position
1. Reference to the national induction, training and development materials for Board members, with link included. .	NHS 24 do not currently have this hyperlink included within our current Standing Orders (SO).
2. 1.6 and 1.9 describe a the role of a Standards Officer, in relation to gifts and hospitality , information on Board's website, register of interests etc.	NHS 24 will require to consider this requirement as this is currently not a specific role within the organisation. It is proposed that this is incorporated within the role of Board Governance Officer.
3. All matters related to the conduct of Board members (the Model Code of Conduct, declaration of interests and receipt of gifts and hospitality) have been consolidated in one section and brought forward in the document for emphasis.	NHS 24 currently host their declaration of interests and receipt of gifts and hospitality within the section 'Code of Conduct'
4. The description of roles for Chair and Vice Chair.	Description of roles is currently more detailed in NHS 24 Standing Orders, as all Board Members and EMT members are included. It is recommended that this additional detail is maintained.
5. Agenda and Papers 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.	NHS 24 current procedures is to circulate the agenda, and papers one week before the meeting to ensure members have sufficient time to prepare, although this has been temporarily amended whilst the organisations responds to COVID-19. Recommend no change to procedures in normal circumstances.

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<p>6. The Model Standing Orders state that the quorum for committees cannot be less than two members. It is recognised that the quorum for mandatory committees will be stipulated in future Government directions.</p> <p>However, in the event that a Board may wish to create further committees for whatever reason, this provision provides a baseline.</p>	<p>NHS 24 current practice is that we require three members present for Committees to be quorate.</p> <p>It is recommended that the current quorum of three is retained.</p>
<p>7. Requirement that the Chair signs a copy of the minutes after they have been approved.</p> <p>“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”.</p>	<p>NHS 24 current practice is for the completed minutes to be emailed to the Chair for review and approval.</p> <p>It is proposed that email approval is acceptable which also provides a valid audit trail, rather than physical signature, especially as Board meetings are currently being held remotely.</p>
<p>8. Section 6.2 sets out the matters reserved for all Boards. There is also a list of optional areas that Boards may choose to add to their list of reserved matters.</p>	<p>NHS 24 has this currently listed as a separate section with further definitions listed within their 'Matters Reserved for the Board'. This will need to be updated.</p>
<p>9. The scheme of delegation is included only as a link into the Model SO</p>	<p>Updated Standing Orders will remove the full NHS 24 Scheme of Delegation replace with a hyperlink.</p>
<p>10. In paragraph 9.1, a reference to the NHS Scotland Board Development website that identifies the committees which Boards must establish.</p>	<p>Reference needs to be added.</p>
<p>11. Work on Governance Committees Terms of Reference is still underway and not within this version, although likely to follow in the next iteration of this work.</p>	<p>NHS 24 reviewed and updated their TOR in 2019 and will review these when any further update is received. The new Integrated Governance Committee (IGC) Terms of Reference follows the Model SO guidance.</p>
<p>12. Boards are asked to consider whether the Consent agenda technique is used for Board meetings. This is summarised below:</p> <p>For Board meetings only, the Chair may propose within the notice of the meeting “items for</p>	<p>This will be considered, in discussion with the Audit & Risk Committee and Board.</p>

<p>approval” and “items for discussion”. The items for approval are not discussed at the meeting, but rather the members agree that the content and recommendations of the papers for such items are accepted, and that the minutes of the meeting should reflect this. The Board must approve the proposal as to which items should be in the “items for approval” section of the agenda. Any member (for any reason) may request that any item or items be removed from the “items for approval” section. If such a request is received, the Chair shall either move the item to the “items for discussion” section, or remove it from the agenda altogether.</p>	
<p>13. Boards are required to record in the main Board Minute if a Private Meeting was held and the rationale for doing so.</p>	<p>The Board agreed, as part of the Rapid Review of Standing Orders, that going forward the public minute will reflect if the Board resolved to meet in private.</p>
<p>14. Optional text relating to the use of the Consent Agenda technique.</p>	<p>This is to be further considered at the Integrated Governance Committee and then at a future Board workshop.</p>