

**NHS 24
BOARD MEETING**

**29 AUGUST 2024
ITEM NO 13.1
FOR APPROVAL**

BOARD AND COMMITTEE COMPOSITION UPDATE – SEPTEMBER 2024

Executive Sponsor:

Dr Martin Cheyne, Board Chair

Lead Officer/Author:

Geraldine Mathew, Board Secretary

Action Required

The Board is asked to review and approve the updated Board and Committee Composition.

Key Points for this Committee to consider Approve the updated Board and Committee Composition following the amendments noted:

- Resignation of Ms Marieke Dwarshuis, as Non-Executive Director of the NHS 24 Board, as of 1 August 2024.
- Appointment of Ms Abeer Macintyre, as Non-Executive Director of the NHS 24 Board, as of 2 September 2024.

Other amendments in respect of Committee membership and roles are outlined within the paper.

Governance process

This paper is for Board approval.

Strategic alignment and link to overarching NHS Scotland priorities and strategies

The Board and Committee Composition provides assurance for continuous Board Leadership and scrutiny to support the delivery of the Board's Strategic Objectives.

Strategic alignment and link to Corporate Delivery Plan activity

N/A

Key Risks

There are no key risks associated with this process.

Financial Implications

There are no financial implications associated with this process.

Equality and Diversity

The Board supports NHS 24 in meeting its duties with regard to equality and patient engagement.

1. RECOMMENDATION

1.1 The Board is asked to approve the Board and Committee Composition Update for September 2024, following the amendments and updates below:

1.2 Ms Marieke Dwarshuis, Non-Executive Director of NHS 24

The Cabinet Secretary has accepted the resignation of Ms Marieke Dwarshuis as Non-Executive Director of NHS 24 Board, effective from 1 August 2024.

1.3 Ms Abeer Macintyre, Non-Executive Director of NHS 24

Following resignation of Ms Dwarshuis, the Cabinet Secretary has approved the appointment of Ms Abeer Macintyre as Non-Executive Director of NHS 24, effective from 2 September 2024, for a term of 4 years.

1.4 Audit and Risk Committee

Appointment of Ms Abeer Macintyre to the Committee, replacing Ms Marieke Dwarshuis.

Appointment of Ms Amina Khan as Vice Chair of the Committee.

1.5 Clinical Governance Committee

Appointment of Ms Abeer Macintyre to the Committee, replacing Ms Marieke Dwarshuis.

Addition of Dawn Orr, as Lead Officer of the Committee.

1.6 Remuneration Committee

Appointment of Ms Amina Khan to the Committee, replacing Ms Marieke Dwarshuis.

1.7 Staff Governance Committee

Addition of Victoria Knox, newly appointed Associate Director of Workforce, from 7 October 2024, as attendee of the Committee.

1.8 Sustainability Champion

Appointment of Ms Liz Mallinson, Non-Executive Director, as Sustainability Champion, following the resignation of Ms Marieke Dwarshuis.

1.9 Cyber Security Champion

Appointment of Mr David Howe, Non-Executive Director, as Cyber Security Champion.

1.10 Counter Fraud Champion

Appointment of Ms Carol Gillie, Non-Executive Director, as Counter Fraud Champion.

1.11 Medical Director

Appointment of Dr Ron Cook as Medical Director, effective from 1 July 2024.

Addition of Dr Cook, as attendee of Planning & Performance Committee.

1.12 Director of Service Delivery

Appointment of Ms Joanne Edwards as Director of Service Delivery, effective from 1 May 2024.

1.13 Director of Nursing and Care

Appointment of Mr Andrew Moore as Director of Nursing and Care, following the retiral of Ms Maria Docherty in April 2024.

1.14 NHS 24 Board Chair

Clarification and inclusion of Dr Martin Cheyne, NHS 24 Board Chair, as a Non-Executive member of each Committee, with the exception of Audit and Risk Committee, where Dr Cheyne remains an attendee.

1.15 Deputy Chief Executive

Appointment of Dr Jacqui Hepburn as Deputy Chief Executive of NHS 24. Removal of Ms Marnie Westwood, Head of Resourcing and Planning from Committee membership, with the exception of Staff Governance Committee.

1.16 Succession Planning

The Board Chair and the Chief Executive have carefully considered the establishment of a dedicated Succession Planning Committee. While such committees can offer benefits, given the current size of the NHS 24 Board, and number of Non-Executive Directors of the Board, it is felt that the current approach is effective in ensuring sufficient oversight and focus.

At the request of the Board Chair, Mr Alan Webb, Board Vice Chair, has agreed to provide a lead role in ensuring ongoing succession planning for the NHS 24 Board. Succession planning work is already underway with the Board Vice Chair, Deputy Chief Executive, and the Board Secretary, through the current action outlined within the Governance Improvement Plan.

2. TIMING

- 2.1 Once approved the Board and Committee composition will be effective from 1 September 2024.

3. BACKGROUND

- 3.1 As outlined in the Corporate Governance Framework, the NHS 24 Board is responsible for approval of Standing Governance Committee membership and is required to review and approve this, at least once per annum.

4. ENGAGEMENT

- 4.1 The NHS 24 Board Chair, the Chief Executive, the Board Vice Chair and the Board Secretary have been involved in the process of reviewing and updating the Board and Committee Composition.

5. FINANCIAL IMPLICATIONS

- 5.1 There are no financial implications associated with this process.

6. MEASURABLE BENEFITS

- 6.1 As outlined in the Blueprint for Good Governance (Second Edition) the Board is required to review and update its Board and Committee Composition on a regular basis. This ensures that Committees are supported with appropriate membership to facilitate scrutiny, challenge and effect decision making.

7. NEXT STEPS

- 7.1 Following approval by the NHS 24 Board, the updated Board and Committee Composition will be effective as of 2 September 2024.

BOARD & STANDING COMMITTEE COMPOSITION – at 2 September 2024

NHS 24 Board

Members

Dr Martin Cheyne, Board Chair
Alan Webb, Non-Executive Director and Board Vice Chair
Martin Togneri, Non-Executive Director
Anne Gibson, Non-Executive Director
Carol Gillie, Non-Executive Director
David Howe, Non-Executive Director
Liz Mallinson, Non-Executive Director
Abeer Macintyre, Non-Executive Director
Kenny Woods, Non-Executive Director (Employee Director)
Amina Khan, Non-Executive Director
Jim Miller, Chief Executive
Andrew Moore, Director of Nursing and Care
John Gebbie, Director of Finance
Dr Ron Cook, Medical Director

Attendees

Suzy Aspley, Chief Communications Officer
Ann-Marie Gallacher, Chief Information Officer
Dr Jacqui Hepburn, Deputy Chief Executive and Director of Workforce
Stephanie Phillips, Director of Transformation, Strategy, Planning and Performance
Joanne Edwards, Director of Service Delivery
Geraldine Mathew, Board Secretary

Administration

Lead Executive: Jim Miller

Lead Officer: John Gebbie

Minutes: Board Secretary

Quorum

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

Audit and Risk Committee

Members

Carol Gillie, Non-Executive Director - Chair
Amina Khan, Non-Executive Director – Vice Chair
Martin Togneri, Non-Executive Director
David Howe, Non-Executive Director
Abeer Macintyre, Non-Executive Director

Attendees

Dr Martin Cheyne, Board Chair
Jim Miller, Chief Executive
John Gebbie, Director of Finance
Ann Marie Gallacher, Chief Information Officer
Damien Snedden, Deputy Director of Finance
Mary-Jane Mitchell, Partnership Forum Nominated Staff Representative
Kevin McMahon, Head of Risk and Resilience
Joanne Edwards, Director of Service Delivery
Geraldine Mathew, Board Secretary
Representative from Azets, Internal Auditor
Representative from Deloitte, External Auditor

Administration

Lead Executive: John Gebbie
Lead Officer: Damien Snedden
Minutes: Yvonne Kerr

Quorum

Three Non-Executive Members

Clinical Governance Committee

Members

Martin Togneri, Non-Executive Director - Chair
Anne Gibson, Non-Executive Director – Vice Chair
Abeer Macintyre, Non-Executive Director
Liz Mallinson, Non-Executive Director
Dr Martin Cheyne, Board Chair

Attendees

Jim Miller, Chief Executive
Andrew Moore, Director of Nursing and Care
Dr Ron Cook, Medical Director
John Gebbie, Director of Finance
Stephanie Phillips, Director of Transformation, Strategy, Planning and Performance
John McAnaw, Associate Clinical Director
Jennifer Rodgers, Clinical Lead for Dentistry
Dawn Orr, Nurse Consultant, Telehealth and Telecare
Martin McGregor, Partnership Forum Nominated Staff Representative
Kevin McMahon, Head of Risk & Resilience
Laura Neil, Lead AHP/Interim Head of Clinical Governance and Quality Improvement
Joanne Edwards, Director of Service Delivery
Geraldine Mathew, Board Secretary

Administration

Lead Executive: Andrew Moore

Lead Officer: Dawn Orr

Minutes: Kay Carmichael

Quorum

Three Non-Executive Members

Planning & Performance Committee

Members

David Howe, Non-Executive Director - Chair
Alan Webb, Non-Executive Director and Board Vice Chair
Anne Gibson, Non-Executive Director
Amina Khan, Non-Executive Director
Dr Martin Cheyne, Board Chair

Attendees

Jim Miller, Chief Executive
John Gebbie, Director of Finance
Dr Ron Cook, Medical Director
Ann Marie Gallacher, Chief Information Officer
Stephanie Phillips, Director of Transformation, Strategy, Planning and Performance
Joanne Edwards, Director of Service Delivery
Dr Jacqui Hepburn, Deputy Chief Executive and Director of Workforce
Suzy Aspley, Chief Communications Officer
Damien Snedden, Deputy Director of Finance
David Morrison, Participation and Equalities Manager
Kevin McMahon, Head of Risk and Resilience
Sanny Gibson, Head of Information Governance & Security
Lynne Kane, Facilities Manager
Joseph Markey, Staff Side Representative
Geraldine Mathew, Board Secretary
Procurement Manager (SAS) – attends 2 meetings per year (from 1 June 2020)

Administration

Lead Executive: Stephanie Phillips

Lead Officer: Stephanie Phillips

Minutes: Tracy McMillan

Quorum

Three Non-Executive Members

Staff Governance Committee

Members

Alan Webb Non-Executive Director and Board Vice Chair - Chair
Kenny Woods, Non-Executive Director, Vice Chair (Employee Director)
Liz Mallinson, Non-Executive Director
Carol Gillie, Non-Executive Director
Dr Martin Cheyne, Board Chair

Attendees

Jim Miller, Chief Executive
Andrew Moore, Director of Nursing and Care
John Gebbie, Director of Finance
Stephanie Phillips, Director of Transformation, Strategy, Planning and Performance
Joanne Edwards, Director of Service Delivery
Dr Jacqui Hepburn, Deputy Chief Executive and Director of Workforce
Victoria Knox, Associate Director of Workforce
Suzy Aspley, Chief Communications Officer
Louise Gordon, Head of Employee Relations
Marnie Westwood, Head of Resourcing and Planning
Helen Meldrum, Head of OD, Leadership and Learning
Fred McCosh, Partnership Forum Nominated Staff Representative
Martin MacGregor, Partnership Forum Nominated Staff Representative
Geraldine Mathew, Board Secretary

Administration

Lead Executive: Dr Jacqui Hepburn

Lead Officer: N/A

Minutes: Chantal Robinson

Quorum

Three Non-Executive Members

Remuneration Committee

Members

Liz Mallinson, Non-Executive Director - Chair
Dr Martin Cheyne, Board Chair
Kenny Woods, Non-Executive Director
Alan Webb, Non-Executive Director and Board Vice Chair
Amina Khan, Non-Executive Director

Attendees

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

Administration

Lead Executive: Jim Miller
Lead Officer: Dr Jacqui Hepburn

Minutes: Chantal Robinson

Quorum

Three Non-Executive Members

Integrated Governance Committee

Members

Dr Martin Cheyne, Board Chair
Alan Webb, Non-Executive Director and Board Vice Chair
David Howe, Non-Executive Director
Martin Togneri, Non-Executive Director
Carol Gillie, Non-Executive Director

Attendees

Jim Miller, Chief Executive
John Gebbie, Director of Finance
Geraldine Mathew, Board Secretary

Administration

Lead Executive: Jim Miller
Minutes: Board Secretary

Quorum

Three Non-Executive Members