



STANDING ORDERS

**(NHS National Services Scotland (NSS) is the common name for the
Common Services Agency (CSA) for the Scottish Health Service)**

(Final v 1.0)

June 2020

**STANDING ORDERS FOR THE PROCEEDINGS
AND BUSINESS OF NHS NATIONAL SERVICES SCOTLAND NHS BOARD**

1 General

These Standing Orders for regulation and the conduct and proceedings of the Common Services Agency (more commonly known as NSS) Board in line with its own membership and procedure regulations (1991 No.564 (S.49)) <https://www.legislation.gov.uk/ukxi/1991/564/made> . However, NSS has agreed to take into account the legislation below (1.1) where appropriate to better align with the Health Boards that it serves.

- 1.1 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).

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 (<https://learn.nes.nhs.scot/17367/board-development>)

- 1.2 The Scottish Ministers shall appoint the members of the Board. 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

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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 paragraphs 1 and 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 NSS 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 Corporate Affairs and Compliance Manager¹. This individual is responsible for carrying out the duties of that role, however he or she may delegate the carrying out of associated tasks to other members of staff. The Board's appointed Corporate Affairs and Compliance Manager shall ensure that the Board's Register of Interests is maintained. When a member needs to update or amend his or her entry in the Register, he or she must notify the Board's appointed Corporate Affairs and Compliance Manager 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 Corporate Affairs and Compliance Manager 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 make a declaration.
- 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 Corporate Affairs and Compliance Manager who shall make them available for public inspection at all reasonable times at the principal offices of the

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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 Committee Services 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.

¹ This role has been identified as having the same remit as that of a Standards Officer.

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 he or she remains 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 his or her duties due to illness, absence from Scotland or for any other reason, then the Board's Committee Services manager 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.

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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 not less than once in every three months in any given 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

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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 papers shall also be placed on the Board's website. 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. video-conferencing, teleconferencing. For the avoidance of doubt, those members using such facilities will be regarded as present at the meeting.

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- 5.4 In the event that any member who disregards the authority of the person presiding, obstructs the meeting, or conducts himself/herself 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's, or an associate of their's, 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

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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, he or she 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

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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.

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- 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 Committee Services Manager (or his/her authorised nominee) 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) Standing Orders
 - b) The establishment and terms of reference of all its committees, and appointment of committee members
 - c) Organisational Values
 - d) The strategies for all the functions that it has planning responsibility for, subject to any provisions for major service change which require Ministerial approval.
 - e) The Annual Operational 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 Operational Plan, the Board should receive it at a public Board meeting.)
 - f) Corporate objectives or corporate plans which have been created to implement its agreed strategies.
 - g) Risk Management Policy.
 - h) Financial plan for the forthcoming year, and the opening revenue and capital budgets.
 - i) Standing Financial Instructions and a Scheme of Delegation.
 - j) Annual accounts and report. (Note: This must be considered when the Board meets in private session. In order to respect Parliamentary Privilege, the Board

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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.)

- k) 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.
 - l) The Board shall approve the content, format, and frequency of performance reporting to the Board.
 - m) 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.)
 - n) Arrangements for the approval of all policies.
 - o) The system for responding to any civil actions raised against the Board.
 - p) The system for responding to any occasion where the Board is being investigated and / or prosecuted for a criminal or regulatory offence.
- 6.3 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 ([NSS SFI's](#)) 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

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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.

As of April 2020 the NSS Board has established the following Committees:

NSS Audit & Risk Committee
NSS Finance, Procurement & Performance Committee
NSS Clinical Governance & Quality Improvement Committee
NSS Remuneration & Succession Planning Committee
NSS Staff Governance Committee

- 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

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committee meetings where the committee's membership consist of or include all the Board members. Where the committee's members includes 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 National Services Scotland NHS Board and is not to be counted when determining the committee's quorum.

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SCHEME OF DELEGATION

This appendix should be read in conjunction with the Standing Financial Instructions

Areas of Responsibility	Approved Officer/s	Approved Alternate Officers
Risk Management	Director Strategy Performance and Service Transformation	Head of Planning
Statutory and Regulatory Compliance	Director Strategy Performance and Service Transformation	Associate Director Strategy, Performance & Communications
Business Continuity and Emergency Planning	Director Strategy Performance and Service Transformation	Head of Planning
Information Management	Director Strategy Performance and Service Transformation	Associate Director Strategy, Performance & Communications
Data Protection Scheme	Director Strategy Performance and Service Transformation	Associate Director Strategy, Performance & Communications
Public Participation, Engagement and Complaints	Director Strategy Performance and Service Transformation	Associate Director Strategy, Performance & Communications
Standing Financial Instructions	Director of Finance	Associate Director of Finance (Financial Planning & Analysis)
Internal Audit and Service Audit	Director Strategy Performance and Service Transformation	Associate Director Strategy, Performance & Communications
External Audit	Director of Finance	Associate Director of Finance (Financial Planning & Analysis)
Fraud	Director of Finance	Associate Director of Finance (Financial Services)
Fire Safety	Director of Procurement, Commissioning and Facilities	Associate Director, Facilities Management
Health and Safety	Director of HR & Workforce Development	Head of Healthy Working Lives
Legal	Director of Central Legal Office	Head of Contracts Department at Central Legal Office

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Information Governance	Director Strategy Performance and Service Transformation	Associate Director Strategy, Performance & Communications
Equality and Diversity	Director Strategy Performance and Service Transformation	Associate Director Strategy, Performance & Communications
Research Governance	Medical Director	Director of Healthcare Sciences
Caldicott Guardian	Medical Director	NSS Deputy Caldicott Guardian
Clinical Governance	Director of Nursing	Medical Director
HAI and Decontamination	Director of Nursing	Lead Consultant, HAI, AMR, Infection Prevention and Control and Decontamination Health Protection Scotland
Professional Regulatory Compliance	Medical Director	Director of Nursing
Scottish Infected Blood Support Scheme	Director of Practitioner and Counter Fraud Services	Associate Director Contractor Finance
Practitioner Payments	Director of Practitioner and Counter Fraud Services	Associate Director Contractor Finance
CHORIS Scheme	Director of Practitioner and Counter Fraud Services	Associate Director Contractor Finance
eDRIS	Director of Public Health and Intelligence	Associate Director Consultancy Knowledge and Research Services
ATOS (non eHealth) Services	Director of Information Technology	Associate Director Contract and Vendor Services Management Team
eHealth Services	Director of Information Technology	Associate Director Contract and Vendor Services Management Team
Plasma	Director of Procurement, Commissioning and Facilities	Strategic Sourcing Director
Logistics Services	Director of Procurement, Commissioning and Facilities	Logistics Director
Logistics Service Charge	Director of Procurement, Commissioning	Logistics Director

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National Screening Directorate	and Facilities Director, National Services Division	Director of Procurement, Commissioning and Facilities
Rebates	Director of Procurement, Commissioning and Facilities	Strategic Sourcing Director
Oxygen Services	Director of Procurement, Commissioning and Facilities	Director of Facilities
Children's Dental Hygiene Scheme (Child Smile)	Director of Procurement, Commissioning and Facilities	Strategic Sourcing Director
Uniforms Support Business	Director of Procurement, Commissioning and Facilities	Strategic Sourcing Director
IHI/IHO	Director of Procurement, Commissioning and Facilities	Strategic Sourcing Director
Flu Vaccinations	Director of Procurement, Commissioning and Facilities	Strategic Sourcing Director

TERMS OF REFERENCE FOR NSS BOARD COMMITTEES

(As at June 2020)

NOTE: The suggested ARC Terms of Reference below were recommended as part of the Corporate Governance Blueprint programme but have not been discussed with NSS ARC Members at this point in time, nor finalised by the overseeing governance group of combined Boards.

NSS Audit & Risk Committee

1. Introduction and Remit

The [Scottish Public Finance Manual](#), the [Scottish Government Audit and Assurance Committee Handbook \(3 April 2018\)](#), and the NHS Scotland model Standing Orders have informed these terms of reference.

The remit of the Committee is to provide independent advice and support the Chief Executive (as the Board's Accountable Officer) and the Board in formulating and meeting their assurance needs.

Given its independent advisory role, the committee has no executive authority, and is not charged to make or endorse any decisions. The committee may draw attention to strengths and weaknesses in internal control and make suggestions for how such weaknesses might be dealt with.

2. Arrangement for Conduct of Business

The Audit Committee will operate as a committee of the Board as described in the Board's Standing Orders.

3. Meetings & Membership

Number of Meetings and Quorum

The committee will have at least four meetings in a year. The chair of the committee may convene additional meetings as he or she may deem necessary.

The committee will be regarded to meet when it has been organised in line with the terms of the Board's Standing Orders, and its quorum of three members are present.

Membership

The committee's membership shall consist of at least three independent non-executive members of the Board. The Board must ensure that at least one member has recent and relevant financial experience. The Board will appoint one of these members to be the chair of the committee.

A non-executive Board member who is also an employee of a NHS Board will not be regarded as independent. The Chair of the Board and any employee of the Board may not be a member of the committee.

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3. Meetings & Membership

The Board may appoint independent external members if there is an insufficient number of non-executive Board members to form the committee.

The Board will appoint committee members for a period of no more than three years, but may re-appoint a member if the Board is satisfied the member is independent.

Attendees

The committee will normally invite the Chief Executive, Director of Finance, Chief Internal Auditor, and a representative of the external auditor to attend its meetings. The committee may also invite other officers to attend meetings to support the consideration and discussion of particular items of business.

Private Meetings

The committee may meet without any non-members present. The committee may also meet in private with the internal auditors and external auditors.

4. Key Duties of the Committee

The committee will generally discharge its remit by:

- ✓ Helping the Chief Executive and the Board identify and formulate their assurance needs with regard to risk management, governance and internal control.
- ✓ Reviewing and constructively challenging the assurances that have been provided, as to whether their scope meets the needs of the Chief Executive and the Board.
- ✓ Reviewing the reliability and integrity of those assurances, i.e. considering whether they are founded on reliable evidence, and that the conclusions are reasonable in the context of that evidence.
- ✓ Drawing attention to weaknesses in systems of risk management, governance, and internal control, and making suggestions as to how those weaknesses can be addressed.
- ✓ Commissioning further assurance work for areas that are not being subjected to sufficient review.
- ✓ Seeking assurance that management are remedying previously identified areas of weakness.

The committee will specifically advise the Board and Chief Executive on:

- the strategic processes for risk, control and governance and the governance statement, and how they support the achievement of the Board's strategies and objectives;
- the accounting policies, the accounts, and the Board's annual report. This includes

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4. Key Duties of the Committee

the process for review of the accounts before they are submitted for audit, levels of error identified, and management's letter of representation to the external auditors;

- the planned activity and results of both internal and external audit;
- the performance of the internal audit function;
- the adequacy of management response to issues identified by audit activity, including external audit's management letter or report;
- the effectiveness of the internal control environment;
- assurances relating to the corporate governance requirements for the Board;
- the appointment of the Chief Internal Auditor;
- the purchase of non-audit services from contractors who provide audit services;
- the Board's policies, procedures and processes where they relate to risk management, governance and internal control. Examples are the Board's Standing Orders, Standing Financial Instructions, Scheme of Delegation, risk management policy, ethical conduct, prevention of bribery and corruption, anti-fraud, and Whistleblowing; and
- the skills required for committee effectiveness, to inform the selection of members of the committee.

The committee will develop a work plan to discharge its remit and duties, which will determine the information that it requires at meetings and consequently the agenda for those meetings. The committee will normally require at every meeting:

- ✓ A report on the risk register which summarises any changes;
- ✓ Progress reports from the internal and external auditors, including details of any work they have performed and the key issues that have emerged,

The committee will also annually review its performance and its terms of reference, and reflect the outcome from this in its annual report to the Board. The content of the annual report will reflect the requirements set out in paragraphs 5.5 and 5.6 of the [Scottish Government Audit and Assurance Committee Handbook \(3 April 2018\)](#).

In addition, the work of the former NSS Information Governance Committee will now be done by the NSS Audit & Risk Committee as follows;

- Consider and scrutinise NSS's compliance with relevant legislation, duties under Common Law and performance against national standards with regards to information governance. This duty covers the following components of information governance: Caldicott Guardianship and Confidentiality; Data Protection; Information Security; Freedom of Information and Records Management;
- Review at each meeting reports on performance relating to information governance

NSS Standing Orders

4. Key Duties of the Committee

matters across NSS and satisfy itself that appropriate progress is being made to improve the quality of information governance across NSS.

- Satisfy itself that each NSS SBU has processes in place to monitor and report information governance incidents, risks and complaints;
- Review at each meeting identified information governance risks, issues and complaints, and satisfy itself that appropriate action has been taken, lessons learnt and improvements implemented;
- Review annually the risk appetite of NSS in relation to information governance.

5. Authority

The committee may:

- Investigate any activity which is within its terms of reference, and in doing so, is authorised to seek any information it requires from any Board member or employee. All members and employees are directed to co-operate with any request made by the Committee;
- obtain specialist ad-hoc advice at the expense of the organisation, subject to the budgets agreed by the Board and the Chief Executive; and
- co-opt additional members for a period not exceeding one year to provide specialist skills, knowledge and experience.

6. Reporting Arrangements

The committee chair will provide a report to the Board and the Chief Executive after each meeting of the committee.

This report summarises the business taken by the committee, explaining if necessary why that business was regarded as important. The report will also offer the views and advice from the committee on issues that it considers the Chief Executive and the Board should take action on. The Chief Internal Auditor and the external auditor should receive a copy of the report.

The Board will receive the minutes of the committee meetings only when the committee has reviewed and approved them, and the chair has signed the approved minutes. The above report will ensure that the Board is informed in a timely manner of any relevant issues.

The committee will provide an annual report to the Board which is timed to support the preparation of the Governance Statement.

7. Supplementary Information for Boards and Committee Members

The [Scottish Government Audit and Assurance Committee Handbook \(3 April 2018\)](#) includes further advice on audit committees as follows:

NSS Standing Orders

7. Supplementary Information for Boards and Committee Members

[Annex A: The role of the Chair: Good Practice](#)

[Annex B: Committee support: good practice](#)

[Annex C: Model Letter of Appointment](#)

[Annex D: Model Terms of Reference](#)

[Annex E: Example Annual Core Work Programme](#)

[Annex F: Key Lines of Enquiry](#)

[Annex G: Competency Framework](#)

[Annex H: Self-Assessment Checklist](#)

The NHS Scotland Board Development website also has a wealth of material on NHS Scotland which is relevant to governance, risk management, and internal control.

<https://learn.nes.nhs.scot/17367/board-development>



FINANCE, PROCUREMENT AND PERFORMANCE COMMITTEE – CONSTITUTION AND TERMS OF REFERENCE

1. Introduction and Remit

The Finance, Procurement and Performance Committee is established as a committee of the NSS Board to look at appropriate and specific matters on behalf of the Board and to report back the Committee's conclusions and recommendations to the Board.

2. Arrangements for Conducting Business

The purpose of the Committee is to keep under review the financial position of NSS and procurement activity to ensure that suitable arrangements are in place to secure economy, efficiency and effectiveness in the use of all resources, and that the arrangements are working effectively.

In performing its functions, the Committee is expected to operate at a strategic governance level.

3. Meetings and Membership

- The Committee shall comprise four non-executive directors. All other non-executive directors are invited to attend if they so wish.
- One of the Committee members shall act as the Chair.
- In addition, the NSS Chief Executive, NSS Director of Finance and Business Services and Director of Strategy and Governance may be in attendance.

Number of Meetings and Quorum

- The Committee shall be quorate if at least two members are present.
- Meetings shall be held at such intervals as the Committee may determine in order to conduct its business.
- It is anticipated that the Committee will generally meet four times per year.

Minutes of Meetings

- Minutes of proceedings of the Committee shall be drawn up by or on behalf of the Committee Services Manager, NSS, and submitted for approval to the next meeting of the Committee and thereafter submitted by its Chair to the first ordinary meeting of the Board for noting. In the interim, a report of the proceedings or unapproved minutes will be submitted to the Board for information.

NSS Standing Orders

4. **Transact / approve on behalf of the Board**

- Approve the draft NSS Annual Operating Plan for submission to the Scottish Government.
- Approve the annual revisions to the NSS Standing Financial Instructions.
- Approve any procurement contracts which the NSS Standing Financial Instructions require to be approved by the Board.
- Update the Committee's terms of reference annually.
- At the request of the Board or the Chair and under delegated authority, to approve any procurements which require the authority of the Board or the Chair of the Board under NSS Standing Financial Instructions.

Recommend to the Board

- At the request of the Board or the Chair, at Outline Business Case and / or Full Business Case stage, to review the financial aspects and make recommendations for any Business Cases which need to be submitted to the Scottish Government for approval.
- To review and recommend the annual 3-year or 5-year (as required) Operational Delivery Plan (ODP) and Financial Plans, prepared consistent with statutory financial responsibilities, focusing on:
 - Service deliverables
 - the balance between financial stretch and achievability
 - the implications of current-year events on the plan
 - the integration of financial, workforce and performance planning
 - reviewing such information as is prepared on the cost of each major service undertaken
 - capital programme and funding
- An Annual Report of its activities and effectiveness.

Review and challenge

- To review quarterly any occurrences where the Standing Financial Instructions have not been followed, including those relating to:
 - Choice, requisitioning and ordering of goods and services and payments thereof; and
 - Tendering arrangements for the appointment of management consultants.
- Regularly review the forward service and financial plans, and both the current and planned management actions, of NSS. These reviews are to be based on actual performance, key issues experienced and any major new risks and opportunities identified.
- NSS delivery against AOP targets.
- NSS Property & Estates strategy and action plan
- NSS Sustainable Development Action Plan.
- The delivery of Best Value and Efficiency programmes, utilising where appropriate measures from the performance management system.

NSS Standing Orders

- The content of financial reporting and information presented to the Board.
- The Business risks contained in the NSS corporate risk register and associated management actions as set out in the Integrated Risk Management Approach.

Best value

The Committee shall provide assurance to the Board on achievement and maintenance of Best Value standards as set out against the Scottish Government's 'Best Value in Public Services – Guidance For Accountable Officers' framework.

STAFF GOVERNANCE COMMITTEE – CONSTITUTION AND TERMS OF REFERENCE

1. **Introduction and Remit**

The National Services Scotland (NSS) Staff Governance Committee (SGC) is established in accordance with the guidance given in the Staff Governance Standard 4th Edition published by the Scottish Government in June 2012.

The SGC is established as a committee of the NSS Board to which the SGC is to submit an annual report to give the Board assurance around the detail of staff governance arrangements and monitoring process and to assure the Board that the SGC's aims are being met.

2. **Meetings and Membership**

The Staff Governance Committee shall comprise:

- at least four Non-Executive Directors, of which one must be the Employee Director, and one of whom shall be the Chair of the Committee; and
- at least three Trade Union Representatives.

While the Committee will endeavour to have a balance in representation, at least two Non-Executive Directors plus one Trade Union Representative must be present at meetings of the Committee. The Chief Executive and Director of Human Resources and Workforce Development may be in attendance at meetings of the Staff Governance Committee as required.

Frequency of Meetings

The Committee shall meet as required but not less than four times a year.

Minutes of Meetings

Minutes of the proceedings of the Staff Governance Committee shall be drawn up by or on behalf of the Board Secretary, NSS, and submitted for approval to the next meeting of the Committee and thereafter submitted by its Chair to the first ordinary meeting of the Board for noting. In the interim, a report on the proceedings or unapproved minutes will be submitted to the Board for information.

3. **Key Duties**

The Staff Governance Committee shall support and maintain a culture within NSS where the delivery of the highest possible standard of staff management is understood to be the responsibility of every employee and is built upon partnership working and collaboration.

NSS Standing Orders

The specific responsibilities of the Committee are to:

- a) Ensure an effective system of Governance and oversight for the management, safety and welfare of the workforce including a strategic workforce planning strategy.
- b) Oversee the development of frameworks which ensure delivery of the Staff Governance Standard.
- c) Review evidence of attainment and maintenance of the Staff Governance Standard through the Great Place to Work Plan (Staff Governance Action Plan). Where there is evidence of short falls the Staff Governance Committee will ensure that causes are identified and remedial action recommended.
- d) Oversee the development and monitoring of all Organisational policy related to workforce ensuring compliance with National Workforce Policies.
- e) Consider any policy amendment, funding or resource submission to achieve the Staff Governance Standard, providing support as required to drive forward.
- f) Establish detailed and timely staff governance data reporting standards, ensuring that information is provided to support both NSS operating activities and national monitoring.
- g) Provide staff governance information for the Statement of Internal Control.
- h) Review quarterly staff risks contained in the NSS Corporate Risk Register and set out in the Integrated Risk Management Approach, identifying and reporting on specific areas of concern.
- i) Review quarterly the NSS complaints report in the context of staff risk.
- j) Oversee the NSS values programme, ensuring that the values are embedded within NSS structures and processes.

REMUNERATION AND SUCCESSION PLANNING COMMITTEE TERMS OF REFERENCE

1.

Introduction and Remit

Each NHSScotland Board, through its Standing Orders, is required to establish a Remuneration Committee, whose main function is to ensure the application and implementation of fair and equitable pay systems on behalf of the Board, as determined by Ministers and the Scottish Government and described in MEL(1993)114 and subsequent amendments. The Committee is also, through the Staff Governance Committee, required to provide assurance that systems and procedures are in place to manage the issues set out in MEL(1993)114 so that the overarching staff governance responsibilities can be discharged.

The Remuneration and Succession Planning Committee is established as a committee of the NSS Board. The Committee is to submit an annual report to the NSS Board and the NSS Staff Governance Committee to give assurance around the detail of the remuneration and succession planning arrangements and monitoring process and that the Committee's aims are being met.

2.

Meetings and Membership

Membership

The Committee shall comprise the Chair of the NSS Board and at least three Non-Executive Members of the NSS Board, of which one must be the Employee Director, and one of whom shall act as Chair.

Attendees

Attendees are as follows:-

- the Chief Executive
- the Director of Human Resources and Workforce Development

The Committee may require others to attend specific meetings.

Frequency of Meetings

The Committee shall meet as required but not less than three times a year.

Minutes of Meetings

Minutes of the proceedings of the Committee shall be drawn up by or on behalf of the Board Secretary, NSS, and submitted by its Chair for approval to the next meeting of the Committee. A report on the proceedings of the Committee shall be drawn up by or on behalf of the Committee Services Manager and submitted for information to the first

NSS Standing Orders

ordinary meeting of the Staff Governance Committee held after the meeting of the Committee and to the NSS Board.

Key Duties

- a) Conduct a regular review of the NSS Board's policy for the remuneration and performance management of members of the Executive and Senior Management Cohorts in the light of any guidance issued by the Scottish Government Health and Social Care Directorates and the National Performance Management Committee remaining in force.

A direction order or specific Scottish Government Health and Social Care Directorates instruction will be required for any payments which fall outwith the terms of the guidance.

- b) Agree all the terms and conditions of employment of members of the Executive Cohort, including job description, basic pay, performance pay and bonuses (individual and team) and benefits (including pension, removal arrangements & cars), with reference to Scottish Government Health and Social Care Directorates guidance, Ministerial directions and protocols.
- c) Agree objectives for members of the Executive Cohort in the light of any guidance issued by the Scottish Government Health and Social Care Directorates and the National Performance Management Committee remaining in force and ensure that their performance and potential is rigorously assessed throughout the year against these objectives; objectives may, by agreement with the individual being assessed, be revised in the course of the year to reflect changes in circumstances.
- d) Ensure that effective arrangements are in place for carrying out b) and c) above in respect of members of the Senior Management Cohort.
- e) The Chair of the Committee on behalf of the NSS Remuneration and Succession Planning Committee, will agree appointments, terminations and early retirement settlements in line with the Protocol below.
- f) The Committee must submit the remuneration arrangements for members of the Executive and Senior Management Cohorts to the External Auditor for scrutiny, in accordance with normal audit requirements.
- g) To review and approve annually the Discretionary Points awarded by the NSS Committee on Consultants' Discretionary Points, for reporting to the NSS Board and to provide confirmation of the process followed in the allocation of the points.
- h) The Committee will give full consideration to succession planning, taking into account the challenges and opportunities facing the organisation and the skills and expertise required.

NSS Standing Orders

REMUNERATION AND SUCCESSION PLANNING COMMITTEE RESPONSIBILITIES PROTOCOL FOR MANAGING APPOINTMENT, PERFORMANCE AND TERMINATION OF STAFF

- ◆ The Chair of the Committee will approve all new or additional jobs created on a range with a salary maximum over £75,000. In addition, they will agree all appointments where the lower half of the range, with a salary maximum over £75,000, will not secure the preferred candidate.

When making appointments, consideration should be given to any agreed position between the National Boards' on recruitment.

- ◆ A report on decisions will be submitted to the next meeting of the Committee. The Committee will also receive monthly reports on new posts with salaries up to £75,000.
- ◆ Director of Human Resources and Workforce Development to submit a yearly report analysing trends for all salaries equivalent to the minimum salary of the Executive Cohort grades.
- ◆ Chair of the NSS Board to undertake the performance appraisal of Chief Executive.
- ◆ Chair of the NSS Board to review the Chief Executive's performance assessment of other members of the Executive Cohort.
- ◆ Committee to satisfy itself that the performance management process and its application is transparent, rigorous, evidence-based and fully documented in respect of the Chief Executive and other members of the Executive Cohort prior to individuals being informed of the performance appraisal ratings.

**CLINICAL GOVERNANCE AND QUALITY IMPROVEMENT COMMITTEE -
CONSTITUTION AND TERMS OF REFERENCE****1. Introduction and Remit**

The National Services Scotland (NSS) Clinical Governance and Quality Improvement Committee (CGQIC) is established in accordance with the guidance given in MEL (1998) 75, reinforced by MEL (2000) 29.

The CGQIC is established as a committee of the NSS Board, to which the CGQIC is to submit an annual report and any other such matter as the CGQIC sees fit to draw to the Board's attention.

2. Meetings and Membership*Membership*

Membership shall comprise the following:

- The Board Chair
- At least three further Non-Executive Directors of NSS nominated by the NSS Chair and confirmed by the NSS Board.
- The Chair shall be the NSS Chair or a Non-Executive Director of NSS nominated for the role by the NSS Chair, and confirmed by the NSS Board.
- Up to two further members co-opted by the CGC. These additional members shall not be members of the NSS Board, but they may be NSS employees.

Attendees

Attendees are as follows:

- Executive Lead for Clinical Governance, Medical Director, Director of Nursing, Director of Screening and Head of the Clinical Directorate (which may or may not be the Medical Director). The Chief Executive may also be in attendance.
- The clinical leads from within the Clinical Directorate, as well as the Directors and Medical Directors of Strategic Business Units should attend meetings, as required by the CGC.
- The CGQIC may require other NSS staff to attend meetings in pursuance of their normal duties. These staff would normally, although not exclusively, be involved as leads in clinical governance activities across NSS or individual Strategic Business Units.

Frequency of Meetings

The CGQIC shall meet as required but not less than three times a year.

NSS Standing Orders

Minutes of Meetings

Minutes of the proceedings of the CGQIC shall be drawn up by or on behalf of the Board Secretary, NSS, and submitted for approval to the next meeting of the Committee and thereafter submitted by its Chair to the first ordinary meeting of the Board. In the interim, a report on the proceedings or unapproved minutes will be submitted to the Board for information. The CGQIC is to report activities and progress annually to the NSS Board as described in these terms of reference. The CGQIC is to determine the style and content of these reports, subject to guidance and direction by the NSS Board.

Key Duties

The CGC shall discharge the following functions:

- a) Review and challenge NSS performance in delivering health outcomes and related quality improvement activities.
- b) Review and challenge reports on clinical adverse events, risks and complaints, including their identification, causes, management, lessons learnt and service improvement implemented. In addition review of Duty of Candour incidents.
- c) Review regular reports on blood and tissue safety to satisfy itself that appropriate action is being taken to provide an adequate and safe supply.
- d) Review compliance with clinical regulatory requirements.
- e) Review major NSS programmes in support of clinical and public health services.
- f) Review and monitor work relating to Dental Governance and Screening Governance.
- g) Gather and monitor information on any upcoming or potential developments within the health service and public health, including statistic trend analysis, and assure itself that NSS is appropriately positioned to support these.
- h) Review and challenge reports on progress against the NSS Equality Outcomes and the NSS Participation Standard.
- i) Draft annually a clinical governance report for inclusion in NSS's Annual Report.
- j) Review annual reports on:
 - Infection Prevention and Control
 - Research, Development and Innovation

NSS Standing Orders

- Clinical Professional Appraisal and Revalidation
- Feedback, Comments, Concerns and Complaints

Other Activities

- Where relevant, the CGC may consult with other bodies with an interest in clinical governance in NSS.