

Succession Planning Committee Minutes – Approved

Meeting of the Succession Planning Committee of Healthcare Improvement Scotland at
10.00, 16 January 2025, MS Teams

Attendance

Present

Carole Wilkinson, HIS Chair
Suzanne Dawson, HIS Vice-Chair
Jude Kilbee, Board Member

In Attendance

Tony McGowan, Associate Director of Community Engagement
John McKee, Head of Communications
Pauline Symaniak, Governance Manager
Rosie Tyler-Greig, Equality, Inclusion & Human Rights Manager

Apologies

None

Meeting Support

Ruth Gebbie, Committee Secretary

1. Opening Business and Committee Governance

1.1 Welcome and apologies

The Chair welcomed those in attendance to the committee meeting and it was highlighted that this was John McKee, Head of Communications first meeting. Apologies were noted as above.

1.2 Draft minutes from meeting held on 30 May 2024

The committee reviewed the minutes of 30 May 2024.

Decision: The committee approved the minutes as an accurate record of the meeting.

1.3 Action Point Register from meeting held on 30 May 2024

The Committee reviewed the action point register, and the following was highlighted: -

- a) Developing social media sessions and guidance for board members- a further six months was granted for this action to be delivered.
- b) The volunteer recruitment action to remain open and the Equality, Inclusion & Human Rights Manager will provide an update when specifically recruiting younger people.
- c) Both the Annual Report and Blueprint items to be discussed in full later in the agenda.

Decision: The committee agreed to close the mandatory training and future guest speakers' item. The Committee gained assurance from the progress made with the action points.

2. Committee Governance

2.1 Business Planning Schedule 2025/26

The Business Planning Schedule for 2025/26 set out a rolling schedule of items for the committee. The Governance Manager highlighted Blueprint for Good Governance, Succession Plan and non-executive recruitment and skill specification.

Discussion followed around future recruitment for the two key roles of HIS Chair and SHC Chair/ HIS Vice-Chair, with terms due to end in October 2026 and March 2027, respectively.

Decision: The committee noted the Business Planning Schedule.

Action: The recruitment of the two key roles will be added to the Succession Plan when it is reviewed at our next meeting. Add text here.

2.2 Committee Annual Report 2024-25 and Review of Terms of Reference

The first draft of the Committee Annual Report was presented to the committee to review content and future actions, followed by proposed changes to the committee terms of reference (TOR's).

Following discussion, it was noted that we currently have a full cohort of board members and that there may be one possible future vacancy if a non-executive chooses not to apply for reappointment at end of their term. One vacancy remains on the Scottish Health Council.

The Chair highlighted that the Head of Planning and Governance and the Governance Manager were currently progressing a piece of work around the terms of office and committee skills mix. This involves looking at size of board, range of skills and experience. It includes the Employee Director but does not include the Chair of the Scottish Health Council as this is a ministerial appointment. This should be added to annual report as a future action.

The proposed changes to the TORs in the paper were accepted by the committee. The Chair also confirmed that committee membership should be largely internal, with invitations to external people when required. Public partner inclusion should be considered to provide different perspectives.

Decision: Proposed amendments agreed to draft Annual Report and Terms of Reference agreed.

Action: Amendments agreed to draft Annual Report and Terms of Reference will be made by the Governance Manager and circulated for comment and any further proposed changes by the Committee Secretary. The final sign off date for Board will be 1 May.

3. Non-Executive Skills, Evaluation and Development

3.1 Skills Evaluation

The Governance Manager provided a brief update around the skills and membership of the HIS governance committees. It was highlighted that we have recently recruited a new board member, who will complete the board skills matrix and that the Head of Planning and Governance and the Governance Manager would be working together on committee skills and membership.

Decision: The committee noted the update provided.

Action: New board member will be asked to complete skills matrix. The Governance Manager will update overall the overall skills matrix and bring back to next committee meeting.

3.2 Board Development/ Masterclass forward look 2025/26

The Governance Manager presented a paper summarising board development plans for the 2025/26 masterclasses. Those confirmed for quarter four included workforce, digital mindset, quality management system (QMS) and internal audit. During discussion it was agreed that a refreshed Communications Strategy and Anti-Racism Strategy and Framework should be added to sessions proposed by Governance Manager. We will continue to be flexible around how and when the sessions are held.

Decision: The committee accepted a significant level of assurance that the proposals set out would provide a relevant Board development plan for next year given the various sources of input to the topics suggested.

4. Non-Executive Appointments

4.1 Non-Executive Recruitment Update

The Governance Manager provided an update to the committee around non-executive recruitment. With reference to our Succession Plan it was noted that the Communications Team had completed a piece of research around which organisations should be invited to consult on the plan, updated Board member blogs were highlighted on our organisations social media channels and an online information session was held for prospective board members.

The Governance Manager and Governance Officer recently developed a board member handbook. The handbook was then shared with committee members and our new board member for input. Following questions from committee members, it was highlighted that the handbook had to be compliant with Directors Letter but also be useful to new board members. The handbook will be refined further going forward. The Committee acknowledged and commended the work around the handbook.

The Chair explained that we set our own recruitment schedule and in the last recruitment round we received twenty-five applications; four shortlisted (three male and one female) and of the four, two were appointable. The number of participants for the online sessions have varied depending on recruitment criteria and the disqualification clause. In general, we have received positive feedback

about the online sessions, especially in terms of clarifying questions around recruitment criteria. The sessions also provide an opportunity to tell people about HIS and raise our profile. It does not, however form part of the selection process.

Our new board member previously worked in the private sector and has a strong financial background, meeting the criteria that the committee had previously agreed was important.

This is an ongoing area of need for diversity on boards. The Chair highlighted that the Ethical Standards Commissioner Annual Report shows progress in terms of gender balance and race, however there is little progress around disability. As a board, our gender balance has now improved as has our balance in terms of age.

Decision: A moderate level of assurance was offered, and this was accepted by the committee.

Action: The Committee Secretary to circulate Ethical Standards Commissioner Annual Report to committee members.

5. SUCCESSION PLANNING

5.1 Aspiring Chair Reflections -Guest Speaker- Evelyn McPhail, HIS Non-Executive

HIS Board member, Evelyn McPhail joined the meeting to share her reflections around the Aspiring Chairs programme. The programme aims to support suitable candidates to move from Non-executive Director positions into Board Chair positions and has now completed two cohorts.

Evelyn took forward joint placement and was paired with both NHS Shetland (an island board) and NHS Highland (a territorial board) and spent five months at each. This provided the opportunity to compare and contrast different types of boards and how chairs approach things. Both boards had willingness to share both positive and challenging experiences. She was able to attend both board and committee meetings and saw how boards tackle the same things but differently.

At times, it was unclear about what was expected of both participants and Chairs and some clarity was needed. Both Chairs were also taking part for the first time. The full cohort of aspiring chairs met as a group every two months but needed a clearer expectation of what was needed and/or wanted.

The Chair explained that the programme was set up as previously struggling to get applicants of the correct calibre. The programme now relies on nominations from Chairs and cannot just be seen as a development opportunity for nonexecutives. It is also an expensive programme to run. The funding provided to boards to support the programme is being stopped, however those taking part as aspiring chairs, will still be remunerated.

Evelyn was thanked by the Chair for sharing her reflections around the programme. Further reflections will be shared at end of programme with the organisers of the programme who are keen to hear feedback.

5.2 Guest Speaker- Neena Mahal- Interim Chair NHS Forth Valley

The Chair welcomed a second guest speaker to the meeting, Neena Mahal, Interim Chair of NHS Forth Valley. Neena has extensive experience of delivering initiatives to increase diversity on NHS boards. She explained that diversity is about more than just protected characteristics. It also includes diversity of thought, experiences, and perspective. She added that NHS Lanarkshire worked with the Ethical Standards Commission, with a focus on recruiting non-traditional non-executives and why

certain groups do not apply. The following main points around barriers to improving diversity on board were highlighted to the committee:

- a) Improving board appointment process – there is variation on remuneration across boards. The process is also complex, very bureaucratic and there is overuse of jargon.
- b) Improving attraction strategies- she also set out practical examples to improve attraction strategies, both before and during recruitment. We currently use CED staff members to access their pre-existing networks and have attracted Scottish Health Council members this way.
- c) Public appointments- boards need to define this and what they really want as this makes a huge difference in appointing the correct person. The code set is an enabler, it is not a barrier i.e. we do not need to have an application, it could be a letter or CV.

The committee thanked Neena for sharing her reflections, who found them very insightful and invigorating.

Action: Neena’s insights will form part of the review of the Succession Plan later in 2025.

6. RISK MANAGEMENT

6.1 Strategic Risk Register

The strategic risk register was presented to the committee for information. The committee previously also had an issues register but due to recommendations by auditors, it was agreed that any issues identified will now be added to the risk register or action point register. There were no risks highlighted that needed escalation.

Decision: The committee noted the risk register. A level of assurance was not proposed because the strategic risk register is provided for awareness only as detailed scrutiny of the register is undertaken by the Board and the Audit and Risk Committee.

7. STANDING BUSINESS

7.1 Three Key Points

Following discussion, the Chair confirmed the key points as: Aspiring Chairs guest speaker, Board diversity guest speaker and succession planning.

7.2 Feedback Session

The committee members fed back to the Chair that it was a good meeting and that it was especially interesting to hear the contributions from the two guest speakers.

8. Any Other Business

Further consideration should be given to non-executive remuneration and the impact on benefits. The next iteration of the Succession Plan should also involve a wider consultation than previously.

Approved by: Evelyn McPhail, Interim HIS Chair

Date: 7 August 2025

