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CYMRU  
**NHS**  
WALES

Bwrdd Iechyd Prifysgol  
Bae Abertawe  
Swansea Bay University  
Health Board



Meeting Date	Chairs Action	Agenda Item	
<b>Report Title</b>	<b>Maintaining Good Governance (COVID-19)</b>		
<b>Report Author</b>	Pam Wenger, Director of Corporate Governance		
<b>Report Sponsor</b>	Emma Woollett, Interim Chair		
<b>Presented by</b>	Pam Wenger, Director of Corporate Governance		
<b>Freedom of Information</b>	Open		
<b>Purpose of the Report</b>	<p>This paper sets out our approach to ensuring the appropriate level of board oversight and scrutiny to discharge its responsibilities effectively, whilst recognising the reality of executive focus and time constraints. Part of our response is about ways of working, which of course can and must adapt continually during such a crisis; but part of the response requires temporary variation from the legal framework to which the Board operates – our Standing Orders (SOs) and Reservation and Delegation of Powers.</p> <p>The approach set out in this paper will remain under constant review by the Chair, CEO and Director of Corporate Governance. Any further variations to SOs, whether as a result of further reflection or in response to direction from Welsh Government, will be brought to the Board for approval or ratification.</p> <p>The Board is asked to approve the approach set out in this paper and the variations to SOs set out in the attached annexes.</p>		
<b>Key Issues</b>	<p>This report sets out:</p> <ul style="list-style-type: none"> <li>• For the period of the coronavirus emergency the board should strip back the agenda and focus on the essential business only.</li> <li>• The working principles and ways of working to be agreed and applied during this period;</li> <li>• To consider the proposal to change the Board and Committee Structure in the interim with regular</li> </ul>		

	review by the Chair, Chief Executive and Director of Corporate Governance; <ul style="list-style-type: none"> <li>• Approve the variations to the Standing Orders as set out in Annex (iii)</li> </ul>			
<b>Specific Action Required</b> <i>(please choose one only)</i>	<b>Information</b>	<b>Discussion</b>	<b>Assurance</b>	<b>Approval</b>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Recommendations</b>	Members are asked to: <ul style="list-style-type: none"> <li>• <b>NOTE</b> the report;</li> <li>• <b>APPROVE</b> the working principles as set out in (point 2);</li> <li>• <b>APPROVE</b> the to the Committee structure as outlined in this report;</li> <li>• <b>NOTE</b> the process for Chairs Action in line with the Standing Orders;</li> <li>• <b>NOTE</b> the arrangements will be reviewed regularly by the Chair, Chief Executive and Director of Corporate Governance; and</li> <li>• <b>APPROVE</b> the variation to the Standing Orders as outlined in Annex (iii)</li> </ul>			

## **MAINTAINING GOOD GOVERNANCE (COVID-19)**

### **1. INTRODUCTION**

For the period of the coronavirus emergency the board should strip back the agenda and focus on the essential business only. The focus of the Board should be on supporting the executive team and staff.

However, the Board's fundamental role and purpose does not change – indeed, in a fast moving emergency such as COVID 19, we arguably need to up our game. Crucially during the current crisis, the Board must require and receive positive assurance, not just on service preparedness and response but also on clinical leadership, engagement and ownership of developing plans; on the health and wellbeing of staff; on proactive, meaningful and effective communication with staff at all levels and on health and care system preparedness.

At the same time, we must remember that if mistakes are made and harm done in this period then the enquiry that would surely follow would look very closely at how the board assured itself, what questions it asked and what evidence it received.

This paper sets out our approach to ensuring the appropriate level of board oversight and scrutiny to discharge its responsibilities effectively, whilst recognising the reality of executive focus and time constraints. Part of our response is about ways of working, which of course can and must adapt continually during such a crisis; but part of the response requires temporary variation from the legal framework to which the Board operates – our Standing Orders (SOs) and Reservation and Delegation of Powers.

The approach set out in this paper will remain under constant review by the Chair, CEO and Director of Corporate Governance. Any further variations to SOs, whether as a result of further reflection or in response to direction from Welsh Government, will be brought to the Board for approval or ratification.

The Board is asked to approve the approach set out in this paper and the variations to SOs set out in the attached annexes.

### **2. WAYS OF WORKING PRINCIPLES**

- Allow maximum flexibility to adapt to a rapidly evolving situation
- Minimise executive requirements for preparation of papers or attendance at meetings unrelated to the immediate requirements of COVID 19
- Be sensitive to the need to ensure executive wellbeing, particularly when there is a need for 24/7 executive involvement
- Ensure all Independent Members are briefed and engaged both through the crisis and beyond
- Ensure Independent Members expertise and contacts are appropriately available to execs during the crisis (eg 3<sup>rd</sup> sector opportunities)

- Provide an appropriate balance between short term operational imperatives and longer term requirements for a sustainable organisation
- Ensure that appropriate arrangements are in place to support the organisation to exit crisis in a planned way
- Ensure appropriate partnership arrangements are in place to deal with both short term necessities and longer term requirements to embed improvements
- All meeting arrangements should reflect current guidelines on social distancing
- Independent Member triangulation activities during this period should be minimised and will need to rely far more than usual on what is being told by the executive for assurance.

### 3. GOVERNANCE PRINCIPLES

The Board Secretaries Group has framed a number of governance principles that are designed to help focus consideration of governance matters over coming weeks and months.

These are:

- **Public interest and patient safety** - We will always act in the best interests of the population of Wales and will ensure every decision we take sits in this context taking into account the national public health emergency that (COVID-19) presents.
- **Staff wellbeing and deployment** – we will protect and support our staff in the best ways we can. We will deploy our knowledge and assets where there are identified greatest needs.
- **Good governance and risk management** – we will maintain the principles of good governance and risk management ensuring decisions and actions are taken in the best interest of the public, our staff and stakeholders ensuring risk and impact is appropriately considered.
- **Delegation and escalation** – any changes to our delegation and escalation frameworks will be made using these principles, will be documented for future record and will be continually reviewed as the situation unfolds. Boards and other governing fora will retain appropriate oversight, acknowledging different arrangements may need to be in place for designated officers, deputies and decisions.
- **Departures** - where it is necessary to depart from existing standards, policies or practices to make rapid but effective decisions - these decisions will be documented appropriately. Departures are likely, but not exclusively, to occur in areas such as standing orders (for example in how the Board operates), Board and executive scheme of delegation, consultations, recruitment, training and procurement, audit and revalidation.
- **One Wales** – we will act in the best interest of all of Wales ensuring where possible resources and partnerships are maximised and consistency is achieved where it is appropriate to do so. We will support our own organisation and the wider NHS to recover as quickly as possible from the national public

health emergency that COVID-19 presents returning to business as usual as early as is safe to do so.

- **Communication and transparency** - we will communicate openly and transparently always with the public interest in mind accepting our normal arrangements may need to be adapted, for example Board and Board Committee meetings being held in public.

#### **4. GOVERNANCE AND RISK ISSUES**

##### **a) Decision Making**

In principle, the current Board scheme of delegation and specifically the matters the Board reserves for its own decision (schedule 1 of the Standing Orders) will remain. In the event of a critical or urgent decision(s) needing to be made, we will use Chair's action. The process for considering Urgent Action is set out in Annex (ii).

- Where possible the full Board will retain decision making;
- If the full Board is not available or practical, we will operate with a quorum of executives and independent members that can be convened at speed;
- We will use Chair's Action sparingly and only as a last resort. Any Chair's Action will of course be recorded and ratified.

The Board and Committee structure will need to be streamlined. Executive Directors will have little time for the preparation of reports, so the Board is asked to accept oral reports, and to accept that reports may not be received in accordance with the agreed 7 day timescale. It is important to ensure that there is a clear audit trail with minutes recording how decisions have been made.

The Chief Executive, as Accountable Officer, is delegated authority by the Board to make decisions with regard to the management of the health board. Executive Directors have been delegated certain responsibilities and decision making powers through the Board's Scheme of Reservation and Delegation of Powers. These arrangements will remain in place with regard to the ongoing functioning of the organisation. In respect of COVID-19, the Chief Executive will deploy decision making through the established command and control structure.

In addition to the formal Committees, there will be a short term **Recovery Group**, focussed on existing the crisis as smoothly as possible and ensuring actions to improve organisational sustainability are progressed where appropriate.

##### **b) Financial Guidance**

Welsh Government has issued financial guidance to NHS Wales Organisation given the immediate challenges presented by the COVID-19 pandemic, recognising that routine financial arrangements and disciplines are disrupted and need to adapt on an interim basis. The guidance has been developed to support organisations and provide clarity on expectations for this disrupted period and until organisations return to business as usual arrangements. A review of the guidance is being undertaken and report will be presented to the Board in the next week.

### **c) Board Meetings**

Board meetings will be held monthly but with a shortened agenda. They will be held virtually and be concise – maximum 2 hours.

Given that the Board will not meet in person for some time, electronic meetings and communication will be the key to the Board's functionality. As a result of this, members of the public will be unable to attend or observe.

To facilitate as much transparency and openness as possible the Health Board will undertake to:

- Publish agendas as far in advance as possible – ideally 7 days
- Publish reports as far in advance as possible – recognising that some may be tabled and therefore published after the event. We will also increase our use of verbal reporting which will be captured in the meeting minutes
- Produce a written summary of the key components of the meeting to be made public within, ideally, 2 business days, minutes within 1 week
- Provision for written questions to be taken at board meeting and response provided immediately following meeting
- As well as an action log, a pending log will be kept of actions that will not be progressed during the crisis
- We will publish a clear link to our website pages and social media accounts signposting to further information.

We will also amend the website (which constitutes our official notice of Board meetings) and explain why the Board is not meeting in public.

The agenda for the Board Meeting during this period will cover the following as a minimum:

1. COVID-19 – urgent issues:
  - Patient safety
  - Capacity
  - Infection control
  - Staff deployment
  - Staff well-being (including health and safety)
  - Matters requiring board approval or endorsement
  - Update from Gold Command
2. Advice, requirements and guidance from Welsh Government
3. Risk Register
4. COVID-19 – planning for the next phase
5. Financial Report
6. Minutes of the previous meeting

## 7. Post-meeting communications

There will also be an opportunity for Committee Chairs to raise specific issues from their Committees but this will be by exception.

The Chair, Chief Executive and Director of Corporate Governance should agree the substantive items to be brought to the Board. Any decisions that are taken at this time should be those that could not be held over until it is possible to resume the requirement to meet in public.

Board papers should be kept brief and deal with issues that require the board to make a decision. Information not requiring a decision can be sent electronically outside of the meeting.

Executive Directors will need to broaden powers of delegation, so the board will need to accept that there may be situations where they will be informed after the event, rather than consulted as current practice.

### ***The Command and Control Structure is shown at Annex (iii)***

Although decisions on the clinical model will in practice need to be made rapidly by the command and control structure, this a decision that cannot formally be a delegated function. Thus, the Board will need to be kept informed of changes that are being made and either approve these, or ratify them.

#### **d) Committee Meetings**

The following proposal is for consideration and approval:

- **Audit Committee (to be maintained 90 minutes shortened agenda and paper light focus)**

To focus only on the statutory requirements including accounts, annual report etc. The timings of these meetings will now be changed to reflect the updated timetable.

- Draft accounts, Annual Governance Statement, Statement of Directors Responsibilities and Remuneration Report – 22 May 2020
- Final accounts, Annual Governance Statement, Statement of Directors Responsibilities and Remuneration Report - 30 June 2020
- All other sections of the Annual Report, includes Performance Report and the Accountability Report (excluding the Annual Governance Statement and the Remuneration Report – 31 August 2020
- Annual Quality Statement - 30 September 2020

- **Charitable Funds Committee (suspended)**

Urgent matters to be considered via Chairs Action by the Committee Chair

- **Health and Safety Committee (suspended)**  
Health and Safety matters to be raised directly at the Board
- **Performance and Finance Committee (suspended)**  
Finance and Performance matters to be raised directly at the Board.
- **Quality and Safety Committee (to be maintained 90 minutes shortened agenda and paper light moved to bi-monthly)**  
The Quality and Patient Safety Committee has a critical role during this public health emergency and the challenging decisions needed to ensure actions are quality and risk assessed and organisations act in the best interest of the public and staff.
- **Mental Health Legislative Committee (to be maintained if necessary 60 minutes shortened agenda and paper light)**
- **Remuneration and Terms of Service Committee (as required. If held, paper light, 30 minutes)**
- **Workforce and OD Committee (suspended)**  
Workforce issues are considered directly by the Board

## 5. WAYS OF WORKING

- The Chair and Chief Executive will be in contact daily and the Chair will brief the Independent Members on a weekly basis.
- A range of communication arrangements are being put in place to include :
  - Daily bulletin to all staff (including all Board Members)
  - Weekly briefing to all Independent Members (as part of weekly e-mail)
  - Weekly Skype between Chair and local AMs
  - Weekly Skype between Chair/CEO and Local Authority Leaders and CEOs
  - Weekly Skype between Chair/CHC leads
  - Vice Chair to keep in touch with Primary Care and Mental Health operational leads
  - Chair/Vice Chair speak weekly and as needed
- Daily SITREP to be sent directly to the Chair and the Vice Chair from the Gold Commander (copying the Director of Corporate Governance and Chief Executive)

## 6. FINANCIAL IMPLICATIONS



There are no financial implications arising within this report.

## 7. RECOMMENDATIONS

Members are asked to:

- **NOTE** the report;
- **APPROVE** the working principles as set out in (point 2);
- **APPROVE** the to the Committee structure as outlined in this report;
- **NOTE** the process for Chairs Action in line with the Standing Orders;
- **NOTE** the arrangements will be reviewed regularly by the Chair, Chief Executive and Director of Corporate Governance; and
- **APPROVE** the variation to the Standing Orders as outlined in Annex (ii)

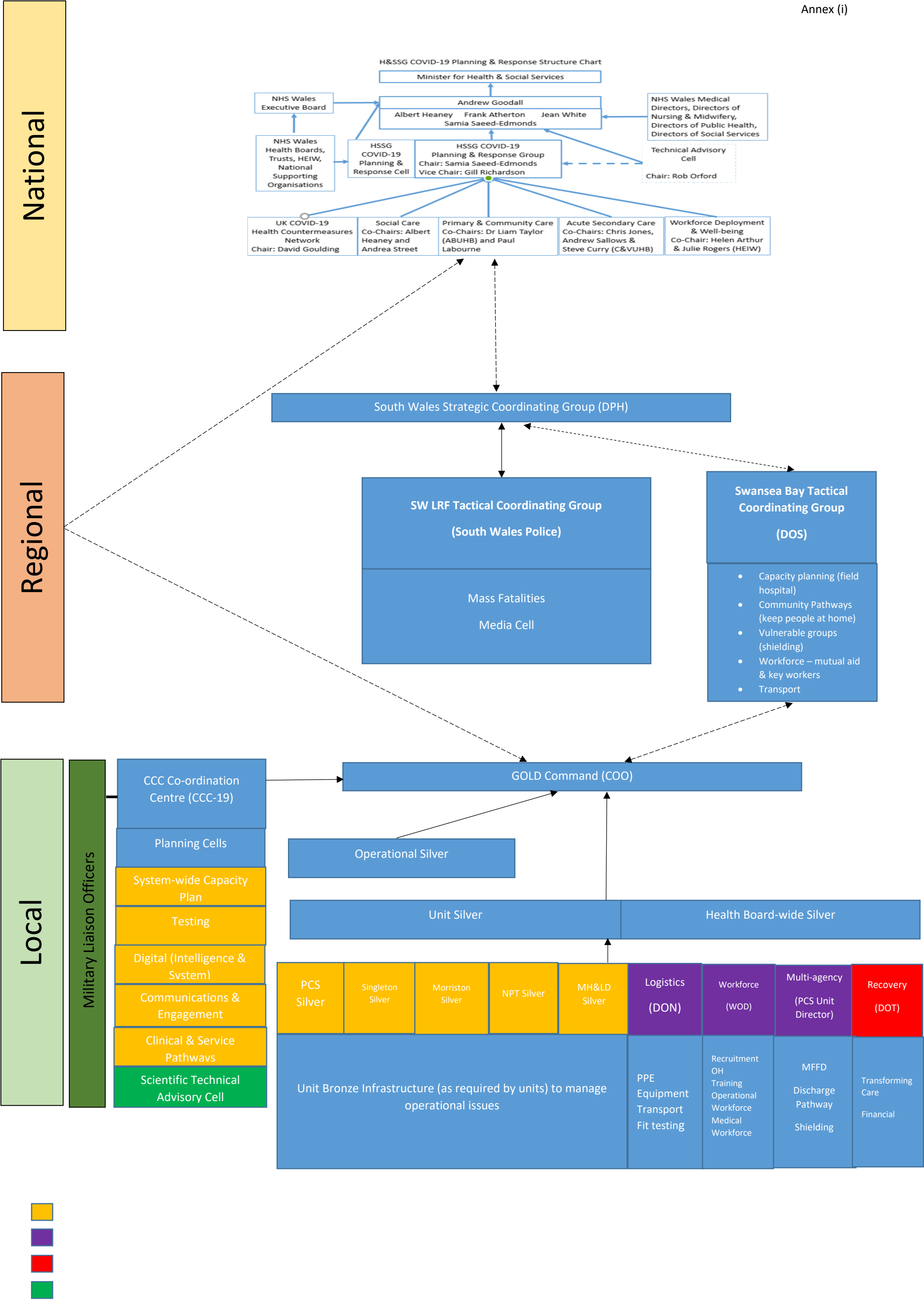
Governance and Assurance		
Link to Enabling Objectives (please choose)	Supporting better health and wellbeing by actively promoting and empowering people to live well in resilient communities	
	Partnerships for Improving Health and Wellbeing	<input checked="" type="checkbox"/>
	Co-Production and Health Literacy	<input type="checkbox"/>
	Digitally Enabled Health and Wellbeing	<input type="checkbox"/>
	Deliver better care through excellent health and care services achieving the outcomes that matter most to people	
	Best Value Outcomes and High Quality Care	<input type="checkbox"/>
	Partnerships for Care	<input checked="" type="checkbox"/>
	Excellent Staff	<input type="checkbox"/>
	Digitally Enabled Care	<input type="checkbox"/>
	Outstanding Research, Innovation, Education and Learning	<input type="checkbox"/>
Health and Care Standards		
(please choose)	Staying Healthy	<input type="checkbox"/>
	Safe Care	<input type="checkbox"/>
	Effective Care	<input type="checkbox"/>
	Dignified Care	<input type="checkbox"/>
	Timely Care	<input type="checkbox"/>
	Individual Care	<input type="checkbox"/>
	Staff and Resources	<input checked="" type="checkbox"/>
Quality, Safety and Patient Experience		
Adherence to the standing orders ensures the correct governance procedures are in place to support quality, safety and patient experience.		
Financial Implications		
There are no financial implications associated with this report.		
Legal Implications (including equality and diversity assessment)		
The health board has a statutory responsibility to ensure it has standing orders in place by which to manage its day-to-day business.		
Staffing Implications		
There are no staffing implications contained within this report.		

<b>Long Term Implications (including the impact of the Well-being of Future Generations (Wales) Act 2015)</b>
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Standing orders will ensure the health board continues to have good governance procedures in place for its long-term future.
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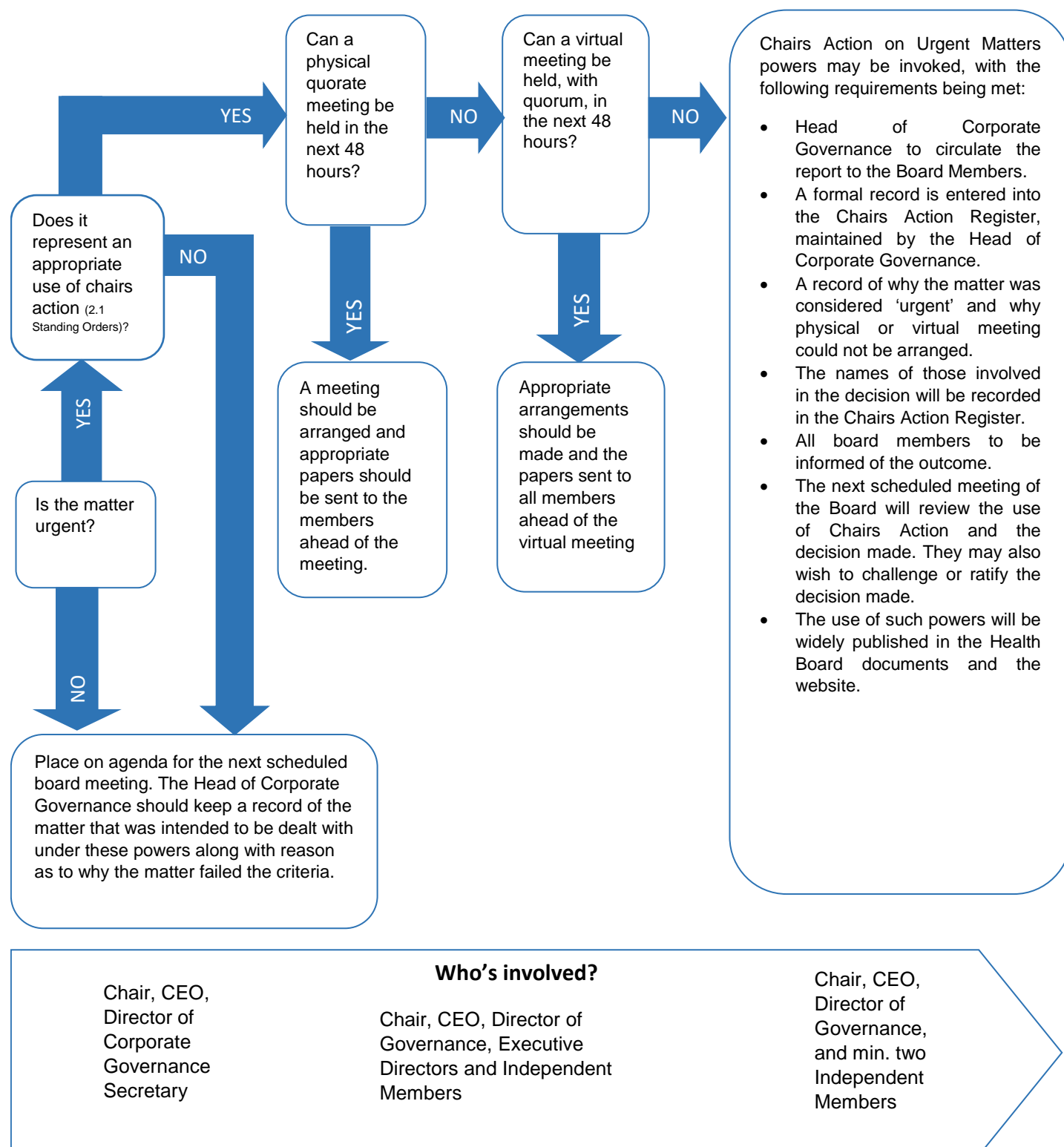
<b>Report History</b>	This report is been discussed with the Chief Executive, Vice Chair and Chair of Audit Committee.
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<b>Appendices</b>	Annex (i) Command Structure Annex (ii) Chairs Action on Urgent Matters Annex (iii) Standing Orders and Reservation and Delegation of Powers
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## Annex (i) Chairs Action on Urgent Matters – decision matrix

There may, occasionally, be circumstances where decisions which would normally be made by the Board need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Board. In these circumstances, the Chair and the Chief Executive, supported by the Director of Corporate Governance, may deal with the matter on behalf of the Board - after first consulting with at least two other Independent Members.



## Annex (ii) Standing Orders and Reservation and Delegation of Powers

The Standing Orders (SOs) and Reservation and Delegation of Powers set out, together with a range of other framework documents, the arrangements for the Board and the wider organisation to make decisions.

To ensure appropriate business continuity arrangements are in place, the scheme has delegation has been reviewed to include 1<sup>st</sup> and 2<sup>nd</sup> Deputies in terms of delegation of responsibilities. *A copy is available on request.*

To ensure that the Health Board can facilitate agile decision making and reduce unnecessary bureaucracy, without compromising strong governance, we will need to consider a temporary variation to parts of the Standing Orders (November 2019 edition).

The proposed variations are:

SO Number	Heading / Sub Heading	Proposed Change
Xxxii	Variation and amendment to Standing Orders	Changes to the standing orders will be agreed at Board first and communicated to Audit Committee (not the other way round)
2.1	<b>Chair's action on urgent matters</b>	<p>In principle, the current Board scheme of delegation and specifically the matters the Board reserves for its own decision (schedule 1 of the Standing Orders) will remain. In the event of a critical or urgent decision(s) needing to be made, we will use Chair's action.</p> <ul style="list-style-type: none"><li>• Where possible the full Board will retain decision making;</li><li>• If the full Board is not available or cannot be convened at speed, we will operate with a quorum as set out in our standing orders</li><li>• We will use Chair's Action sparingly and only as a last resort. Any Chair's Action will be recorded and ratified by the Board.</li></ul>
3.3	Committees of the Board	<ol style="list-style-type: none"><li>1. <b>Audit Committee</b> continue to operate in a remote format with an agenda focussed on ensuring compliance, in particular with the Annual Accounts, Governance Statements and Annual Report</li><li>2. <b>Quality and Safety Committee</b> continue to operate in a remote format with an agenda focussed on ensuring compliance in particular with the Annual Quality Statement, Complaints and Putting Things</li></ol>

		<p>Right. The Committee will also have an assurance role linked to COVID-19. The Committee will meet on a bi-monthly basis.</p> <ol style="list-style-type: none"> <li>3. <b>Performance and Finance Committee</b> suspended for the foreseeable future</li> <li>4. <b>Workforce and OD Committee</b> suspended for the foreseeable future.</li> <li>5. <b>Health and Safety Committee</b> suspended for the foreseeable future.</li> </ol> <p>HR/people decisions to come to full Board where required.</p> <p>During the time that the above Committees are suspended;</p> <ul style="list-style-type: none"> <li>• <b>Performance and Finance Committee</b> will be considered by the Board</li> <li>• <b>Health and Safety</b> will be considered by the Board.</li> </ul> <p><b>Variation to People/HR Policy –</b> Variation of HR policy to be approved by the Strategic Director, with oversight in place from CEO. Adaptions to be recorded and reported to Board for assurance.</p> <p>Where appropriate, some HR/people decisions will come to full Board.</p>
7.1	Putting citizens first	<p>Variation – The Board is unlikely to meet in person for foreseeable future and so will meet through electronic/telephony means. As a result of this, members of the public will be unable to attend or observe.</p> <p>To facilitate as much transparency and openness as possible at this extraordinary time, the Health Board will undertake to:</p> <ul style="list-style-type: none"> <li>• Publish agendas as far in advance as possible – ideally 7 days</li> <li>• Publish reports as far in advance as possible – recognising that some may be tabled and therefore published after the event. We will also increase our use of verbal reporting which will be captured in the meeting minutes</li> <li>• Produce a written summary of the key components of the meeting to be made</li> </ul>

		<p>public within 2 business days, minutes within 1 week</p> <ul style="list-style-type: none"> <li>• Provision for written questions to be taken at board meeting and response provided immediately following meeting</li> <li>• As well as an action log, a pending log will be kept of actions that will not be progressed during the crisis</li> <li>• We will publish a clear link to our website pages and social media accounts signposting to further information.</li> </ul> <p>We will also amend the website (which constitutes our official notice of Board meetings) and explain why the Board is not meeting in public.</p>
7.2	Annual plan of board business	Suspended for the foreseeable future
7.2.5 – 7.2.7	Annual General Meeting	Welsh Government have confirmed that tAGM are required to be held by end of November 2020.
7.4.3	Notifying and equipping Board members	<p>We will try our best to publish agendas 7 days in advance.</p> <p>We are unlikely to be able to publish papers at the same time, we will also be making greater use of verbal reporting which will be captured in the meeting minutes.</p>
7.5	<p>Conducting Board meetings</p> <p>Admission of the public, the press and other observers</p>	<p>Variation – The Board is unlikely to meet in person for foreseeable future and so will meet through electronic/telephony means. As a result of this, members of the public will be unable to attend or observe.</p> <p>To facilitate as much transparency and openness as possible at this extraordinary time, the Health Board will undertake to:</p> <ul style="list-style-type: none"> <li>• Publish agendas as far in advance as possible – ideally 7 days</li> <li>• Publish reports as far in advance as possible – recognising that some may be tabled and therefore published after the event. We will also increase our use of verbal reporting which will be captured in the meeting minutes</li> <li>• Produce a written summary of the key components of the meeting to be made</li> </ul>

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7.5.8	Chairing Board meetings	In the absence of the Chair and Vice Chair, stipulate the Chair of Audit Committee as the 3 <sup>rd</sup> chair and the Chair of the Performance and Finance Committee as the 4 <sup>th</sup> Chair
7.5.11	Executive nominated deputies	<p>The standing orders allow for a nominated deputy to represent an Executive Director, but not to have voting rights.</p> <p>The organisation currently has 8 substantive Executives with voting rights; in the event that none are available the Board would need to determine if the nominated deputies should have voting rights. We propose to make recommendations on this if the need occurs.</p>

It is anticipated that there will be changes required to the Standing Financial Instructions especially in relation to the changes to procurement processes and financial delegations. It is anticipated that guidance will be issued to NHS Wales organisations to confirm the changes that would be required. Once this has been received a further report will be considered by the Health Board.