Meeting Date	25 June 2020	Agenda Item	4.1
Report Title	**Corporate Governance Arrangements for Quarter Two**		
Report Author	Liz Stauber, Head of Corporate Governance		
Report Sponsor	Pam Wenger, Director of Corporate Governance		
Presented by	Pam Wenger, Director of Corporate Governance		
Freedom of Information	Open		
Purpose of the Report	The purpose of the report is to set out proposed corporate governance arrangements for quarter two.		
Key Issues	In response to the Covid-19 pandemic, it was agreed to streamline corporate governance arrangements in order to give focus to the key priority areas during quarter one. Regular discussions have taken place between the chair and independent members and it is felt that some arrangements need to be put back into place to support the organisation as it moves towards recovery.		

Specific Action Required *(please choose one only)*	Information	Discussion	Assurance	Approval
	☐	☐	☐	☒

Recommendations	Members are asked to: • **NOTE** the report; • **AGREE** the proposals for board and committee arrangements.

CORPORATE GOVERNANCE ARRANGEMENTS FOR QUARTER TWO

1. INTRODUCTION

The purpose of the report is to set out proposed corporate governance arrangements for quarter two.

2. BACKGROUND

On 1st April 2020, chair's action was taken to streamline the board and committee arrangements to reduce the pressure on the organisation. Specifically this meant moving to monthly board meetings lasting no more than three hours and bi-monthly Audit and Quality and Safety committees focussing on Covid-19 and essential services. All other committees were stood down.

3. GOVERNANCE AND RISK ISSUES

Regular discussions have taken place between the chair and independent members and it is felt that some committee arrangements need to be reinstated to support the organisation as it moves towards recovery in order for them to seek assurance in the progress. In addition, guidance has been received from Welsh Government as to how corporate governance arrangements should be managed (**appendix one**).

The table below sets out the proposed arrangements for board and committees with proposed work programmes set out at **appendix two**.

Meeting	Proposal
Board	To remain monthly but the additional meetings (those which should have been development sessions) to focus on Covid-19, essential services, finance and urgent matters only. Normal business to be taken through scheduled meetings.
Quality and Safety Committee	To move from bi-monthly to monthly but to meet for a maximum of 90 minutes There will be a one-off single agenda meeting in June on essential services.
Audit Committee	To remain as scheduled for a maximum of 90 minutes.
Performance and Finance Committee	To be reinstated on a bi-monthly basis for a maximum of 90 minutes, with a one-off single agenda meeting in June on essential services.
Health and Safety Committee	To be reinstated as scheduled a maximum of 90 minutes with a one-off work programme session in July 2020.
Workforce and OD Committee	Meeting on 26th June 2020 to become a formal committee to discussed the revised workforce framework.

Charitable Funds Committee	To remain stood down with meetings arranged as needs arise. A one-off meeting to be held in July 2020.
Mental Health Legislation Committee	To be reinstated.

In the absence of formal committee meetings, there have opportunities for the lead executives of each one to informally meet with the independent members who normally attend to keep them apprised of key business. These will now be stopped for any committee which is to be reinstated.

To date, committee meetings have been chaired and attended virtually. Given the success, it is proposed that this continue, with only the board returning to physical attendances at a time when it is appropriate. To enhance the experience of virtual meetings, an etiquette has been developed and is attached at **appendix three**.

4. FINANCIAL IMPLICATIONS
There are no financial implications of which members needs to be aware.

5. RECOMMENDATION
Members are asked to:
- **NOTE** the report;
- **AGREE** the proposals for board and committee arrangements.

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	☒
	Co-Production and Health Literacy	☐
	Digitally Enabled Health and Wellbeing	☐
	Deliver better care through excellent health and care services achieving the outcomes that matter most to people	
	Best Value Outcomes and High Quality Care	☐
	Partnerships for Care	☐
	Excellent Staff	☐
	Digitally Enabled Care	☐
	Outstanding Research, Innovation, Education and Learning	☒

Health and Care Standards		
(please choose)	Staying Healthy	☐
	Safe Care	☐
	Effective Care	☐
	Dignified Care	☐
	Timely Care	☐
	Individual Care	☐
	Staff and Resources	☒

Quality, Safety and Patient Experience

Good governance will ensure that quality, safety and patient experience is being delivered as well as identifying areas for improvement.

Financial Implications

There are no financial implications.

Legal Implications (including equality and diversity assessment)

There are no legal implications.

Staffing Implications

There are no staffing implications.

Long Term Implications (including the impact of the Well-being of Future Generations (Wales) Act 2015)

Good governance will ensure the long-term working of the health board to achieve to what is expected.

Report History	First report.
Appendices	Appendix one – Welsh Government guidance Appendix two – proposed work programmes for board and committees Appendix three – etiquette for virtual meetings

Guidance Note : Discharging Board Committee Responsibilities during COVID-19 response phase

Introduction

The NHS in Wales is currently facing unprecedented and increasing pressure in planning and providing services to meet the needs of those who are affected by COVID-19. Alongside this is the need for organisations to balance continuing to provide and commission life-saving and life impacting essential services. As a result of the pressure placed on the NHS bodies and the Welsh Government response to managing the impact of the pandemic it has been necessary to adapt governance arrangements. The Welsh Government in its response (dated 26 March 2020) to a letter received on behalf of the Board Secretaries Group, agreed the Governance Principles that are designed to help focus consideration of governance matters over the coming weeks and months (see below).

Governance Principles:

- *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 in to 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 for a 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 ow 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.*

The purpose of this guidance note is to assist the Board in discharging their responsibilities during this time, paying particular attention to the role of the Quality and Safety Committee and Audit Committee.

Background

NHS Boards are required to establish a number of Committees, including a Quality and Safety and an Audit Committee in accordance with the Model Standing Orders for NHS organisations in Wales.[1]   In responding to the pandemic, NHS organisations in Wales have revised their arrangements, standing down some board committees and partnership forums, and reviewing the remit of others. Two committees which will continue to meet in all organisations are the Quality and Patient Safety Committee and the Audit Committee, operating where required, through revised arrangements.

Assessment of Board and Committee Roles in Responding to the Pandemic

Whilst the Quality and Patient Safety (Q&PS) and Audit Committees may operate with more focused agendas as the organisation responds to the pandemic a number of areas will still require their attention which are not directly COVID-19 related. Organisations should consider their current governance arrangements including the operation and frequency of the Board and appropriate committees.

It may be sensible for the Board to consider an integrated approach to assurance that limits the amount of management time needed, particularly on those with clinical responsibility where the impact of COVID-19 will be most felt.

As the organisation moves into the recovery and re-activation phase it will be necessary to consider the currency of previous audits and reviews as it is recognised that some services/activities will inevitably change in the long term as a result of the different ways of working that have been established. In the interests of openness and transparency it will be necessary to ensure there is a log of Committee activity pre-Crises to ensure this does not get overlooked and there is a clear audit trail.

Some areas for the Board to consider for the Q&PS Committee and Audit Committee to discharge include:

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[1] *Model Standing Orders,* Welsh Government, September 2019, http://www.wales.nhs.uk/governance-emanual/standing-orders

Quality and Safety Committee

Workforce and volunteers

- Safety and use of temporary staff/staff working in unfamiliar environments (including field hospitals)/with unfamiliar patient mix and use of volunteers
- Sickness absence levels/need for staff to self-isolate and impact on safer staffing
- Capacity of other non-patient areas, e.g. pathology with regard to COVID-19 and non-COVID workloads
- Health and well-being of staff (in the absence of a Workforce Committee this may fall to the Quality and Safety Committee or the Board may decide they wish to maintain oversight of this area).

Equipment, Medicines, Supplies and Facilities Management

- Availability of appropriate PPE, its procurement, deployment, staff training, guidance and communication.
- Availability of equipment and consumables - procurement, deployment, risk assessment and training requirements , monitoring supplies and stocks,
- Medicines management - access to critical medicines, community access etc.
- Cleaning and hygiene – cleaning regimes for all areas, potential impact on other hospital acquired infections, ability of staff to shower and change as appropriate at the end of their shift etc.

Safety, Quality and Clinical Effectiveness

- Maintaining an oversight and monitoring of the organisations ability to provide/ commission essential services and agree action where there are significant risks to delivery.
- Serious incident management – to include any changes to the arrangements for reporting and managing incidents, monitoring and tracking themes as a result of COVID-19
- Responding to patient safety alerts and notices and other improvement actions needed, including any requirements from inspections in line with advice from Healthcare Inspectorate Wales and other regulatory bodies.
- Mortality reviews – maintain oversight of mortality reviews for those deaths where there may be a concern or unusual circumstances. Committees should ensure immediate 'make safes' are put in place and learning shared across the organisation in the usual way
- Triggers for clinical harm reviews of those on waiting lists – how will these be identified and will there be any change to the pre-COVID arrangements?
- Understanding position regarding the organisations clinical audit programme (Note – National Programme suspended)
- Arrangements for approving amendments to policies, procedures and protocols – how will this be managed during the phases of the response?
- How is the organisation keeping a track of the published guidance? Are there arrangements for evaluating and ensuring an appropriate response?

- Is the Committee clear regarding the expectations of staff regarding following guidance and maintaining parameters of clinical practice?
- Potential risk to patients if unable to fulfil assessment of specialling needs leading to potential increased Deprivation of Liberty concerns e.g. if clinical areas are locked to maintain patient safety.
- Ensuring that services delivered in surge facilities such as field hospitals have clear operating procedures in place and in line with the organisation's clinical/quality governance arrangements

Patient Experience

- Patient Experience and Concerns Reporting – arrangements for managing and responding during response, recovery and re-activation phases.
- Consideration of issues and concerns which may be raised by the Community Health Council.
- Impact on patients due to their ability to access essential services such as end of life and palliative care, pain control, value based decision making.
- Concerns and mitigation regarding ability to ensure Welsh language, other language and needs as a result of protected characteristics are met.
- DNACPR and ensuring its appropriate use.
- Impact on patients and their families regarding visiting policies, ability to ensure supplies of clothing and basic toiletries, provide for hygiene and nutrition needs, provide comfort towards end of life, pastoral needs etc.

Capacity

- Ability to meet demand of COVID and patients requiring essential services
- Status and utilisation of surge capacity
- Plans for use during response, recovery and re-activation phase.
- Status of life saving and life enhancing services
- Performance split between COVID- and non-COVID patients.

Annual Reporting

- Agree Annual Quality Statement for approval by the Board before 30 September 2020.
- Receive Annual Putting Things Right Report
- Receive information regarding annual reports/programmes which have been suspended (e.g. National Clinical Audit Programme) and arrangements for receiving exception reports if required.

*Decision Making and Delegation of Powers/Risk Management and Assurance

See below in Audit Committee Section. The Q&PS Committee will need to consider matters which fall within their Terms of Reference and decision making powers.

Audit Committee

Annual Reporting

Revised timescales were issued in the Welsh Government letter dated 26 March 2020 (see References section below). This will inform the work of the Committee during the annual reporting period.

- Review and recommend the annual accounts for adoption and approval by the Board
- Review the Annual Governance Statement to ensure it is an accurate reflection of the position for 2019/20 and up to the date of approval, prior to signature by the Chief Executive/Accountable Officer – ensure the impact of the need to respond to COVID-19 is clear.
- Review the Remuneration Report and recommend for approval by the Board
- Review the Annual Report and accountability statements in accordance with revised timetable issued by Welsh Government and recommend for approval by the Board

Note: Whilst it is for each organisation to agree the level of assurance required and content of reports consideration should be given to the potential impact of diverting resources to prepare reports which will add limited value to the response, recovery and reactivation of services.

Internal Audit

The Chair may benefit from holding a discussion with the Head of Internal Audit and Board Secretary to help inform the activity of the Committee during the response, recovery and reactivation phase. The Committee will be required to:

- Receive the Annual Audit Opinion of the Head of Internal Audit and Annual Internal Audit Report which will inform the Annual Governance Statement
- Assess the status of the Annual Internal Audit Plan 2019/20 and the potential impact on the 2020/21 Plan
- Review and agree a revised plan for 2020/21 with the Head of Internal Audit. This will need to remain fluid as it is not clear at this stage when the programme will be able to commence or what revisions will be required to cover both supporting recovery and reflecting the revised risk profile of the organisation.
- Agree the arrangements for tracking internal audit actions during the period. The Committee may wish to focus on:
  - Reports which received a Limited Assurance or No Assurance Rating
  - Actions assessed as high priority where the "action by date" has passed
- As the organisation moves into the recovery and reactivation phase consider whether previous reports and resulting actions still remain relevant
- Assess whether any decisions/ways of working which were established during the response phase would benefit from an Internal Audit Review to provide assurance to the organisation.

Audit Wales

As indicated for Internal Audit it is suggested that Chair holds a discussion with the Audit Wales Partner and Board Secretary to inform the activity of the Committee during the response, recovery and reactivation phase. Annual Reports and Structured Assessment reports for 2019 were published before the COVID-19 pandemic was declared. The Auditor General for Wales has advised on the Audit Wales website[2] that whilst delivering his statutory responsibilities, he wants to ensure that audit work does not have a detrimental impact on audited bodies and their staff at a time when the public service is stretched and focused on more important matters.

Arrangements will be put in place to ensure delivery of the statutory end of year duties in accordance with the revised accounting timetable.

Risk Management and Assurance*

Although the Committee should not be directly involved in the process of risk management, the organisation's risk management system will underlie the assurance system and the Committee needs to review the risk management processes in exercising its functions in relation to this system of assurance[3].

- It is likely that the organisations risk appetite will be higher than in the pre-crises phase to ensure the organisation is able to respond effectively and at pace. This may be evidenced in the speed that decisions have been arrived at for example.
- The Committee should seek assurance that risks have been assessed and evidenced transparently including disproportionate impact on other areas.
- What level of assurance is available from external sources for the risks and what is the level of confidence that can be gained from this as it is likely their programmes have also been impacted?   Is there confidence in the sources of internal assurance during this time to help mitigate against the impact on sources of external assurance?
- As the organisation moves into the recovery and reactivation phase it will be necessary to further consider the risk appetite and tolerance of the organisation. Whilst accepting that it unlikely to be appropriate to revert back to the position before the pandemic it is important to ensure that any changes have been considered and agreed by the Board and arrangements are in place to manage appropriately.

Decision Making and Delegation of Powers*

The Governance Principles recognise there may be changes to the delegation and escalation frameworks, together with departures from existing standards, policies or practice to make rapid but effective decisions. They also recognise the need to document such departures for future record and to ensure their continual review as the situation unfolds.

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[2] https://www.audit.wales/news/covid-19

[3] Welsh Government Audit Committee Handbook , June 2012, http://www.wales.nhs.uk/sitesplus/documents/1064/NHS%20Wales%20Audit%20Committee%20Handbook%20%28June%202012%29.pdf

- Committee has a role to consider any variation in Standing Orders, approving these where it considers appropriate and providing a formal report to the Board.
- Assess robustness of the arrangements for recording decisions and arrangements for ensuring business continuity if individuals are not able to discharge their responsibilities.
- Receive information regarding any variation from Schemes of Delegation/Organisational Policies and Procedures/Standard Operating Procedures

* Note –The Audit Committee together with the Quality and Patient Safety Committee will have a role in advising the Board regarding the appropriateness of this risk management arrangements, decision making and the delegation of powers.

Financial Control and Management

The HFMA have published COVID-19 Financial Governance Considerations[4] which advises of areas which will require consideration such as review of scheme of delegation, authorised signatory arrangements, coding of expenditure etc. The Audit Committee will have a role in:

- Receiving information on the changes to control procedures and delegations which have been necessary to ensure the organisation is able to respond
- Receiving information relating to the arrangements for recording any deviations
- Receiving information regarding these deviations – this may be a list of contracts entered into which have not been subject to the full procurement controls
- Review losses and special payments
- Assurance that there where appropriate legal advice has been sought prior to entering into agreements

Counter Fraud

The Local Counter Fraud Specialist (LCFS) is the main point of contact and will advise regarding reports which should be received by Audit Committees during this time.

The fraud threat posed during emergency situations is higher than at other times and organisations should put in appropriate controls to mitigate where possible.

The UK government are issuing information regarding safeguards which should be put in place[5] and alerts are also being issued in Wales

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[4] COVID-19 Financial Governance Considerations, Healthcare Financial Management Association (HFMA), https://www.hfma.org.uk/docs/default-source/publications/covid19-financial-governance-implications.pdf?sfvrsn=0

[5] Fraud control in Emergency Management:COVID-19 UK Government response, Government Counter Fraud Function, https://www.gov.uk/government/publications/fraud-control-in-emergency-management-covid-19-uk-government-guide

The Audit Committee should consider the arrangements for undertaking post-event assurance to look for fraud and ensure access to fraud investigation resources. This should be undertaken as soon as practicable and the Committee should receive the findings.

Recommendation

NHS organisations should consider the information and guidance provided in this document to inform the arrangements for their Board Committees during the COVID-19 response phase. They will also need to consider the relevance as they move into the recovery/reactivation phase.

Further guidance will be issued if required.

References

COVID-19 Financial Governance Considerations, Healthcare Financial Management Association (HFMA), https://www.hfma.org.uk/docs/default-source/publications/covid19-financial-governance-implications.pdf?sfvrsn=0

Fraud control in Emergency Management:COVID-19 UK Government response, Government Counter Fraud Function, https://www.gov.uk/government/publications/fraud-control-in-emergency-management-covid-19-uk-government-guide

Strengthening *the health system response to COVID-19, Recommendations for the WHO European Region Policy brief,* World Health Organisation, 1 April 2020, http://www.euro.who.int/__data/assets/pdf_file/0003/436350/strengthening-health-system-response-COVID-19.pdf

COVID-19: Operational guidance for maintaining essential health services during an outbreak, World Health Organisation, 25 March 2020, https://www.who.int/publications-detail/covid-19-operational-guidance-for-maintaining-essential-health-services-during-an-outbreak

Welsh Government Audit Committee Handbook , June 2012, http://www.wales.nhs.uk/sitesplus/documents/1064/NHS%20Wales%20Audit%20Committee%20Handbook%20%28June%202012%29.pdf

Health Board Work Programme

Topic	Lead	May	June	July	August	September	November	January	March
Prelimary Matters									
Patient Story	Director of Nursing and Patient Experience	X		X		X		X	
Minutes of the Previous Meeting	Director of Corporate Governance	X		X		X		X	
Action Log	Director of Corporate Governance	X		X		X		X	
Chair's Report	Director of Corporate Governance	X		X		X		X	
Chief Executive's Report	Chief of Staff	X		X		X		X	
Quality, Safety and Performance									
Covid-19 Update	Director of Public Health	X		X		X			
Quartely Plans	Director of Strategy	Q1		Q2		Q3			
Recovery, Learning and Innovation	Director of Transformation	X							X
Test, Trace and Protect	Director of Strategy	X							X
Committee Key Issue Reports	Director of Corporate Governance	X		X		X	X	X	X
Financial Position	Director of Finance	X		X		X		X	
Peformance Report	Director of Finance	X		X		X		X	
Nurse Staffing Levels (Wales) Act 2016	Director of Nursing and Patient Experience	X						X	
Annual Quality Statement	Director of Nursing and Patient Experience				X				
Annual Accounts	Director of Finance		X						
Strategic Items									
Winter Plan	Chief Operating Officer					X			
Annual Plan / IMTP	Director of Strategy	X							X
Transformation Programme	Director of Transformation	X							X
Digital Services	Associate Director of Digital Services			X		X			X
Discretionary Capital Plan	Director of Strategy							X	
Budget and Financial Allocations	Director of Finance							X	
NHS Wales Partnerships	Director of Strategy	X				X		X	
External Partnerships	Director of Strategy	X				X		X	
Local Partnership Forum Report	Director of Workforce and OD	X				X		X	
Health Professionals' Forum Report	Director of Therapies and Health Science	X				X		X	
Stakeholder Reference Group Report	Director of Nursing and Patient Experience	X				X		X	
Emergency Planning	Director of Strategy								X
Governance									
Risk Register	Director of Corporate Governance			X			X		X
Committee Key Issue Reports	Director of Corporate Governance	X		X		X		X	X

Report	Lead									
Corporate Governance Issues	Director of Corporate Governance	X		X		X	X	X		X
Welsh Language Services	Director of Corporate Governance					X				
Review of Standing Orders	Director of Corporate Governance									X
Organisational Annual Report	Director of Corporate Governance			X						
Accountability Report	Director of Corporate Governance		X							
WAO Structured Assessment and Audit Letter	Director of Corporate Governance								X	
SIRO Annual Report	Director of Corporate Governance					X				
Primary Care Annual Report	Chief Operating Officer					X				
Carers Annual Report	Director of Nursing and Patient Experience					X				
Research and Development Annual Report	Medical Director					X				
Director of Public Health Annual Report	Director of Public Health					X				

Swansea Bay University Health Board's Process for Virtual Meetings

As part of the health board's response to Covid-19 and meet social distancing regulations, board and committees are now be held virtually to reduce the number of people in the same room.

When managed in the right way, virtual meetings can be more effective than face-to-face as they require better preparation and discipline.

In order to maximise the success of meeting virtually, the following guidelines have been developed. Not only will they ensure those attending have a good experience but they will support good practice which will be important as we start to livestream meetings.

❖ **Before the Meeting**
  - Use a quiet room and if sharing with someone else, please ensure no other calls are taking place at the same time. If you're both at the same meeting, use separate rooms;
  - Make sure there is no confidential information on view;
  - Join the meeting five minutes before it starts to check the equipment is working;
  - If you have one, use a headset.

❖ **During the Meeting**
  - Mute your microphone and turn off your video when you're not speaking;
  - If you wish to ask a question or make a comment, make the chair aware either by using the chat function or raising your virtual hand (available on Teams);
  - Don't use the chat facility to ask questions or make comments as these won't be taken into account for the formal record nor will they be accessible for those watching via webstream in the case of meetings in public.