



Cyfarfod a dyddiad: Meeting and date:	Audit Committee 28.7.20						
Cyhoeddus neu Breifat: Public or Private:	Public						
Teitl yr Adroddiad Report Title:	Re-setting Governance						
Cyfarwyddwr Cyfrifol: Responsible Director:	Dawn Sharp Acting Board Secretary						
Awdur yr Adroddiad Report Author:	Liz Jones Assistant Director, Corporate Governance						
Craffu blaenorol: Prior Scrutiny:	Executive Team. Principles discussed between all Wales Board Secretaries.						
Atodiadau Appendices:	Appendix 1 - Revised Board/Committee Report Template (1 st July 2020 version) Appendix 2 – Welsh Health Circular WHC 2020/011						
Argymhelliad / Recommendation:							
The Audit Committee is asked, on behalf of the Board, to:							
<ol style="list-style-type: none"> 1. Note the paper 2. Approve the re-set governance arrangements and associated Standing Orders changes as outlined 3. Approve the amendments to Standing Orders in accordance with Appendix 2 WHC 2020/11 							
Please tick one as appropriate (note the Chair of the meeting will review and may determine the document should be viewed under a different category)							
Ar gyfer penderfyniad /cymeradwyaeth For Decision/ Approval	<input checked="" type="checkbox"/>	Ar gyfer Trafodaeth For Discussion	<input type="checkbox"/>	Ar gyfer sicrwydd For Assurance	<input type="checkbox"/>	Er gwybodaeth For Information	<input type="checkbox"/>
Sefyllfa / Situation:							
<p>Given the evolving situation in respect of Covid-19 and the standing down of the associated Command structure in light of the return to business as usual, it is necessary to re-visit and re-set Board governance arrangements temporarily amended as part of the pandemic response. This paper sets out the proposed governance arrangements going forward. It should be noted that a review of lessons learnt from the Covid-19 pandemic response is currently underway. The outcomes of this review could mean that, in the event of the Command structure needing to be reinstated, the associated Board governance arrangements may not necessarily replicate those adopted during the first pandemic response. It may be appropriate instead to adopt different arrangements, where the learning that has taken place identifies better options.</p>							
Cefndir / Background:							

In order to ensure an appropriate level of oversight and scrutiny, whilst enabling the Board to discharge its responsibilities effectively during the COVID-19 emergency, a number of temporary changes were made to ways of working. Temporary variations were agreed in respect of the legal framework (Standing Orders) within which the Board operates. The changes and variations were set out in papers entitled 'Maintaining Good Governance', the first of which was approved by the Board on 15.4.20 and the second on 14.5.20.

Asesiad / Assessment & Analysis

Strategy Implications

Health Board Strategy is not directly impacted by this content of this paper.

Financial Implications

There are no significant financial implications directly attributed to the implementation of the proposals set out in this paper. Some investment may be required in the technology and software for virtual meetings, however any expenditure would be offset by savings made on travel costs associated with physical meeting attendance.

Risk Analysis

This paper refers to social distancing and virtual meetings, which help to reduce the risk of Covid-19 infections.

Legal and Compliance

The Health Board's Standing Orders must be compliant with Model Standing Orders and associated regulations.

Additional proposed changes (Standing Orders paragraph reference 9.0.2 and 9.1.1) not previously presented to the Board, have been added to the table in this paper, to ensure that compliance with Standing Orders is feasible in respect of the paragraphs named.

Impact Assessment

The approach set out in this paper will remain under constant review by the Chair, Interim Chief Executive and the Acting Board Secretary. Any further variations to Standing Orders, 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. An Executive Team Debrief is planned, to learn lessons from the response to Covid-19 and inform any future standing up of the Command structure.

The following table sets out the proposed re-set governance arrangements.

		Arrangements/changes agreed by Board on 15.4.20	Proposed re-set governance arrangements
Section in first 'Maintaining Good Governance' paper	Heading	Narrative	
Section 2	Ways of working principles	Allow maximum flexibility to adapt to a rapidly evolving situation	Maintain this principle in case there is a second peak necessitating a return to the Command structure.
“	“	Minimise executive requirements for preparation of papers or attendance at meetings unrelated to the immediate requirements of COVID 19	Revert to business as usual arrangements.
“	“	Be sensitive to the need to ensure executive wellbeing, particularly when there is a need for 24/7 involvement	Revert to business as usual arrangements.
“	“	Ensure all Independent Members are briefed and engaged both through the crisis and beyond	Continue with this principle through the committee system and corporate communications.
“	“	Ensure Independent Members expertise and contacts are appropriately available to execs during the crisis	Revert to business as usual arrangements.
“	“	Provide an appropriate balance between short term operational imperatives and longer	Revert to business as usual arrangements.

		term requirements for a sustainable organisation	
“	“	Ensure that appropriate arrangements are in place to support the organisation to exit crisis in a planned way	Done.
“	“	Ensure appropriate partnership arrangements are in place to deal with both short term necessities and longer term requirements to embed improvements	Revert to business as usual arrangements; Regional Partnership Board, Local Partnership Forum and Stakeholder Reference Group will enhance partnership working.
“	“	All meeting arrangements should reflect current guidelines on social distancing	To continue.
“	“	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.	Revert to business as usual arrangements.
“	“	A range of communication arrangements are in place... Daily bulletin to all staff (including all Board Members and primary care contractors) Daily Primary Care Update from Primary Care Team to	Revert to business as usual arrangements: Monday Corporate Bulletin reinstated, with any urgent staff communications issued as needed. As and when required; fortnightly informal information sharing with LMC; ad hoc briefings

		<p>contractors and managed practises</p> <p>Daily update to Board including Media Evening Update, Primary Care communications (as above) and HECC briefing</p> <p>Daily update to partners inc AMs, MPs, CHC, LAs and third sector</p> <p>Weekly message from CEO and Chair to all staff via email, Staff App and on intranet</p> <p>Weekly teleconference with WG Communications and NHS Wales communications colleagues inc PHW</p> <p>Work stream SITREP reporting 3 times a week and shared with Gold Command</p> <p>Weekly briefing to all Independent Members (via telephone conference)</p> <p>Weekly Skype between Chair and local AMs</p>	<p>to community pharmacies</p> <p>Media evening update to the Board resumed.</p> <p>Weekly briefings</p> <p>Continuing.</p> <p>Continuing</p> <p>No longer required since HECC Command arrangements stood down.</p> <p>Monthly meetings</p> <p>Fortnightly; also weekly update e-mail to selected group of MS/MPs</p>
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		Weekly Skype between Chair/CEO and Local Authority Leaders and CEOs and communications team representative dials in to daily LRF Media Cell call at 2pm	As required, plus weekly update email
		Weekly Skype between Chair/CHC leads	As and when required
		Vice Chair keeping in touch with Primary Care	Fortnightly catch-ups and ad hoc meetings as required, plus Vice-Chair is copied into all ad hoc briefings
Section 3	Governance Principles	<ul style="list-style-type: none"> • Public interest and patient safety • Staff wellbeing and deployment • Good governance and risk management • Delegation and escalation • Departures • One Wales • Communication and transparency 	These principles are still supported; this list will be held on record, to be reinforced in the event of the Covid-19 Command structure needing to be resurrected.
Section 4.1	Governance and Risk	Decision Making and variation from Standing Orders	Revert to business as usual arrangements. The Scheme of Reservation & Delegation was not amended. Chair's action to be retained, though it is to be used as infrequently as possible; full Board will retain decision making in accordance with Standing Orders. Arrangements for virtual Board meetings now in place.

			<p>In the event of needing to resurrect the Covid-19 command structure, lessons learnt regarding the number, nature and frequency of meetings would need to be applied.</p> <p>Board and Committee meeting papers publication reverts to 7 days prior to the meeting, with the submission deadline being 3 days prior to that, allowing the time necessary to reinstate the quality assurance process for papers.</p> <p>The Recovery Group referred to was not established.</p> <p>The Covid-19 decision making arrangements referred to in the original paper have been stood down.</p>
4.2	Governance and Risk	Financial Guidance	There will be compliance with Welsh Government directives as part of business as usual.
4.3	Governance and Risk	Board meetings	The Board will continue to meet virtually via Webex (or possibly a different tool if an alternative that better facilitates Welsh translation can be identified; members are currently asked to self-translate when speaking in Welsh), and trialling/use of a new platform for live streaming will continue, to allow public observers.

		<p>Recordings or meetings will be posted online until the date of the next meeting.</p> <p>Board meetings will be held bi-monthly as before, reverting to the '7 day prior' agenda publication rule as described above.</p> <p>Formal, rather than verbal, reports will be expected.</p> <p>Submission of written questions in advance will be encouraged, to facilitate the smooth running of virtual meetings.</p> <p>Draft minutes will ideally be published within 3 working days until such time as live streaming is successfully in place.</p> <p>Board agendas will revert to business as usual, though may be reviewed in due course to ensure alignment with risk registers, in light of a forthcoming Risk Workshop.</p> <p>Board and committee meetings will follow their cycles of business.</p> <p>Board reports will use the revised template (attached at Appendix 1).</p> <p>Any broadened powers of delegation conferred upon Executive Directors, for situations where the Board may be informed after the event, rather than following consultation with all members, will cease and revert to</p>
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			business as usual arrangements. Board meetings to be bi-monthly; Board Briefings and Cabinet stood down. Board workshops and development sessions reinstated.
4.4	Governance and risk	Standing down of Committee and Officer Groups	Reverts to business as usual arrangements – all Committees, Officer and Advisory Groups to be reinstated.
Standing Orders Reference	Heading	Narrative	Proposed re-set governance arrangements
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)	Reverts to business as usual arrangements.
3.3	Committees established by the Health Board	Suspended, with the exception of Audit Committee and Quality, Safety and Experience Committee	Reverts to business as usual arrangements.
7.1	Putting citizens first	Governance principles	See reference to section 3 'Governance Principles' above.
7.2	Annual plan of board business	Suspended for the foreseeable future	Reverts to business as usual; will be kept continuously under review.
7.2.5	Annual General Meeting	We are unlikely to run the AGM by the end of July; we will run it when it is becomes feasible to do so.	National requirements have been amended such that the AGM must now be held by the end of November 2020 (see also Model Standing Orders section below).

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 a complete set of papers at the same time, we will also be making greater use of verbal reporting which will be captured in the meeting minutes.</p>	Reverts to business as usual arrangements.
7.5	Conducting Board meetings <i>Admission of the public, the press and other observers</i>	Variation	See reference to section 4.3 'Board Meetings' above.
7.5.8	Chairing Board meetings	In the absence of the Chair and Vice Chair, stipulate the Chair of Audit Committee as the 3 rd Chair	This is considered a potentially helpful amendment, therefore this principle is to be adopted and incorporated into Standing Orders for business as usual.
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 9 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>	Reverts to business as usual – nominated deputies will not have voting rights.

		Arrangements/changes agreed by Board on 14.5.20	
Section in second 'Maintaining Good Governance' paper	Heading	Narrative	Proposed Re-set Governance Arrangements
All	All	[All sections that repeat the narrative of the first 'Maintaining Good Governance' paper are to be dealt with as per the relevant entries earlier in this table]	As above, plus Chair's Action Standard Operating Procedure and template to be retained. Covid-19 Cabinet Meetings Terms of Reference to be held on record in case of a requirement to resurrect the Command structure.
10.2.2	Annual Reporting of Committees and Advisory Groups	The only Annual Reports required for 2019-20 will be from Audit Committee and the Quality, Safety & Experience Committee. All other Committees and Advisory Groups will provide a summary of activity for inclusion within the Annual Governance Statement.	Subsequently rescinded by the Committee Business Management Group; all 2019/20 Committee reports are now required and will be submitted to the September Audit Committee.
Additional Standing Orders amendments:			
Standing Orders paragraph reference	Heading	Current narrative or description of issue	Proposed amendment
9.0.2	Signing and Sealing of Documents	Where it is decided that a document shall be sealed it shall be fixed in the presence of the Chair or Vice Chair (or other authorised independent Member) and the Chief Executive (or another authorised individual) both	That this requirement be suspended to accommodate remote working, to remove the requirement for the individuals to be present at, or witness to, the fixing of the seal.

		of whom must witness the seal.	
9.1.1	Register of Sealing	The Board Secretary shall keep a register that records the sealing of every document. Each entry must be signed by the persons who approved and authorised the document and who witnessed the seal.	That the register is no longer held in a book, and becomes an electronic log, thus negating the need for approvers to sign each entry.
1.3	Tenure of Board Members	<p>Model Standing Orders: The Health Board is required to make temporary amendments to its Standing Orders, in line with the national Model Standing Orders, as a result of new regulations '<i>National Health Service (Temporary Disapplication of Tenure of Office) (Wales) (Coronavirus) Regulations 2020</i>'. The detail of the new regulations is set out in Welsh Health Circular 2020/011, which is reproduced at Appendix 2. EASC and WHSSC Standing Orders (which form part of the Health Board's Standing Orders) have also been altered to include these temporary amendments.</p>	That the changes to national Model Standing Orders be incorporated, together with amended EASC and WHSSC Standing Orders, into the Health Board's Standing Orders until 31.3.21.

APPENDIX 1 Revised Board/Committee Report Template (1st July 2020 version)

Board/Committee report template

This template combines the former coversheet and report template. Authors should attempt to restrict reports to no more than four pages where possible. Any necessary supplementary information can be attached as appendices but the Board Members should be able to understand the key issues and make an informed decision from the report alone.



Cyfarfod a dyddiad: Meeting and date:				
Cyhoeddus neu Breifat: Public or Private:	<i>(State which. Most papers will be public - justification must be provided for any paper to be treated as 'private/confidential' and taken in the Private session)</i>			
Teitl yr Adroddiad Report Title:				
Cyfarwyddwr Cyfrifol: Responsible Director:				
Awdur yr Adroddiad Report Author:				
Craffu blaenorol: Prior Scrutiny:	<i>(State which Group or Body has previously considered the matter – please include their recommendations in the assessment section of the report).</i>			
Atodiadau Appendices:	<i>(Detail the number and content of any appendices).</i>			
Argymhelliad / Recommendation:				
<i>Insert the exact wording of the recommendation the Board/Committee is being asked to pass. If approved without amendment, this is what will appear in the minutes. The recommendation should be clear and concise and by way of example in the form: "The Board/Committee is asked to approve". When combined with the paper the recommendation must contain sufficient detail that will allow individuals responsible for any action to know the extent of their authority and responsibilities. The final resolution once adopted by the Board/Committee acts as a historical and legal record should the matter ever be disputed.</i>				
Please tick as appropriate				
Ar gyfer penderfyniad /cymeradwyaeth For Decision/ Approval	<table border="1"> <tr> <td>Ar gyfer Trafodaeth For Discussion</td> <td>Ar gyfer sicrwydd For Assurance</td> <td>Er gwybodaeth For Information</td> </tr> </table>	Ar gyfer Trafodaeth For Discussion	Ar gyfer sicrwydd For Assurance	Er gwybodaeth For Information
Ar gyfer Trafodaeth For Discussion	Ar gyfer sicrwydd For Assurance	Er gwybodaeth For Information		
Sefyllfa / Situation:				
<i>In this section explain in a short paragraph what the paper is about and what it is endeavouring to achieve.</i>				

Cefndir / Background:

Outline the background to what is being proposed to the board/committee providing the information necessary for a proposal to be understood by an independent board member/member of the public, who does not have the background knowledge of an executive/senior officer managing the particular matter on a day-to-day basis. As such, any unfamiliar terminology or acronyms should be explained. If it is not possible to explain the background to a proposal in the space of one page, include an attachment(s) and provide further details. The use of graphs and tables can often convey the message more effectively and in less time than narrative. Identify any external advice/stakeholder input/information involved in the preparation of the proposal.

Asesiad / Assessment & Analysis**Strategy Implications**

Explain how this proposal/matter is aligned to the agreed strategic and business plans – for example care closer to home, unscheduled care, referral to treatment, financial balance. Also indicate in this section how the paper/proposal has embedded the Wellbeing of Future Generations Act sustainable development principles.

Options considered

Ensure that you include reference to other options considered as part of the proposal and/or contingencies.

Financial Implications

Explain the financial implications. This section might include comments on whether the expenditure is budgeted or unbudgeted, the proposed timing of the expenditure. If a detailed business case has been prepared for a proposal, the major financial points of the case should be summarised here. Proposals should clearly state the capital/revenue consequences and the funding source/budget which has been identified. This section should follow the Health Board's financial guidelines. Any proposal which is not budgeted for must have input from the Executive Director of Finance prior to submission. Authors must also consider and detail any other resource implications such as workforce, IT, estates etc.

Risk Analysis

Analyse the major risks associated with the matter and explain how these risks will be managed. Include the risk score if appropriate e.g. This matter is currently logged on the Tier... Risk Register with a score of Mitigating actions currently in place include

Legal and Compliance

Outline any legal implications of the proposal. Outline what KPIs and/or reporting back to the Board will occur during and after implementation.

Impact Assessment

Outline whether due regard has been taken of any potential equality/Welsh Language/quality/data governance/digital/children's rights implications arising from matters addressed in the report. Some proposals, particularly those relating to policies, procedures, or delivery of services may require an impact assessment to be carried out. This section should include brief details of the outcome of such assessments, and confirm whether any mitigating actions will need to be taken as a result and associated milestones / timeframe.

Y:\Board & Committees\Governance\Forms and Templates\Board and Committee Report Template V2.0 July 2020.docx

Appendix 2 – WHC 2020/011 attached