



Cyfarfod a dyddiad: Meeting and date:	Health Board 14 th May 2020						
Cyhoeddus neu Breifat: Public or Private:	Public						
Teitl yr Adroddiad Report Title:	Maintaining Good Governance (Covid-19)						
Cyfarwyddwr Cyfrifol: Responsible Director:	Ms Dawn Sharp Interim Board Secretary						
Awdur yr Adroddiad Report Author:	Mrs Kate Dunn Head of Corporate Affairs						
Craffu blaenorol: Prior Scrutiny:	Previous version approved by Health Board 15.4.20. Updates scrutinized by Interim Board Secretary..						
Atodiadau Appendices:	Appendix 1 revised Chair's Action proforma Appendix 2 scheduled of additional proposed variations from Standing Orders Appendix 3 Covid-19 Cabinet Terms of Reference						
Argymhelliad / Recommendation:							
The Board is asked to:							
<ol style="list-style-type: none"> 1. Note the updated report 2. Approve the additional variations to the Standing Orders 3. Note the continued revised approach to Board decision making 4. Note the continued revised approach to meetings in public 5. Approve the Covid-19 Cabinet Terms of Reference 							
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 current and developing situation with Covid-19 it is necessary to sustain a range of variations to Board governance arrangements as agreed by the Board on 15.4.20. This updated paper sets out the proposed approach to ensuring the appropriate level of Board oversight and scrutiny to enable it to discharge its responsibilities effectively, whilst recognising the reality of executive focus and time constraints.</p> <p>A summary of changes since the Health Board considered this paper at its meeting on 15th April 2020 are:</p> <ul style="list-style-type: none"> • Further proposals to vary Standing Orders – as set out in Appendix 2 • The inclusion of Cabinet terms of reference – see Appendix 3 							

- Amendment to para 4.3 to reflect the Health Board is currently meeting monthly
- Amendment to para 4.4 to reflect proposals for Committee and Advisory Group meetings from June onwards
- Consolidation of Chair's Action proforma and updating of standard operating procedure – see Appendix 1

Cefndir / Background:

The following narrative sets out the Health Board's approach to ensuring the appropriate level of Board oversight and scrutiny to discharge its responsibilities effectively, whilst understanding and recognizing that the executive focus and commitment will be to respond to the COVID-19 emergency. Part of this response includes changes to ways of working and the need to continually adapt to the crisis. This requires temporary variation from the legal framework to which the Board operates. To ensure a consistent approach across Wales, the national Board Secretaries Group, having a shared knowledge and expertise for good governance, have considered and developed a set principles for good governance during the Covid-19 pandemic and these are reflected in this paper.

1. INTRODUCTION

Whilst the Health Board undergoes significant changes to react to the coronavirus emergency the Board should strip back the agenda and focus on the essential business only.

The Board's fundamental role and purpose will remain during this period and does not change. Crucially during the current COVID-19 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 BCUHBs 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 the 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 – the Standing Orders (SOs) and Scheme of Reservation and Delegation of Powers (SoRD).

As there is a need for us to continually adapt, the approach set out in this paper will remain under constant review by the Chair, Interim Chief Executive and Acting Board Secretary. Any further variations to SOs, will be brought to the Board for approval or ratification.

2. WAYS OF WORKING PRINCIPLES

The differing ways of working set out in this paper will:

- 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 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
- 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.
- The Chair and Interim 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 in place and include:
 - Daily bulletin to all staff (including all Board Members and primary care contractors)
 - Daily Primary Care Update from Primary Care Team to contractors and managed practises
 - Daily update to Board including Media Evening Update, Primary Care communications (as above) and HECC briefing
 - Daily update to partners inc AMs, MPs, CHC, LAs and third sector
 - Weekly message from CEO and Chair to all staff via email, Staff App and on intranet
 - Weekly teleconference with WG Communications and NHS Wales communications colleagues inc PHW
 - Workstream SITREP reporting once a week and shared with Gold Command
 - Weekly briefing to all Independent Members (via telephone conference)
 - Weekly Skype between Chair and local AMs
 - Weekly Skype/Telephone conference with the Trade Unions
 - 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
 - Weekly Skype between Chair/CHC leads
 - Vice Chair keeping in touch with Primary Care
 - Chair/Vice Chair speak weekly and as needed

3. GOVERNANCE PRINCIPLES

The All Wales 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

4.1 Decision Making and variation from Standing Orders

The SOs and SoRD set out, together with a range of other framework documents, the arrangements for the Board and the wider organisation to make decisions. In principle, the current Board scheme of delegation and specifically the matters the Board reserves for its own decision (schedule 1 of the SOs) will remain. The aim would be to retain whole Board decision making for as long as possible, however, if the full Board was not available or could not be convened at speed it will operate with a quorum as set out in standing orders.

In the event of a critical or urgent decision(s) needing to be made, Chair's action (Health Board Chair and Committee Chairs) will be utilised. The process for considering Urgent Action is set out in Appendix 1.

- Where possible the full Board will retain decision making;
- If the full Board is not available or practical, it will operate with a quorum of 3 executives and 3 independent members that can be convened at speed;
- Chair's Action will be used sparingly and only as a last resort. Any Chair's Action will of course be recorded and ratified by reporting to the next available meeting in public session.

To ensure that the Health Board can facilitate agile decision making and reduce unnecessary bureaucracy, without compromising strong governance, a temporary variation to parts of the Standing Orders (November 2019 edition) were agreed by the Health Board on 15th April 2020 and some additional proposed variations are set out in the table within Appendix 2.

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 where appropriate, 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 Interim 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 SoRD. 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.

Decision making guidance during COVID-19 has been agreed with Gold Command. This details at which level decision can be made, who can make them and where it must be recorded. This has been developed in accordance with the Health Board's SOs, Standing Financial Instructions (SFIs) and the SoRD. All decision logs will be reviewed by Gold Command on a weekly basis. A Covid-19 Cabinet has been established with the purpose of being responsible for oversight of key high-level strategic matters relating to the Health Board's response to the health emergency presented by the Covid-19 pandemic. As such, the Cabinet will be the vehicle to consider whether any decisions require escalation to Board. A copy of the Cabinet Terms of Reference are attached at Appendix 3 for approval.

4.2 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.

4.3 Board Meetings

The Board is unlikely to meet in person for the 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. Board meetings will continue to be held bimonthly or more frequently as business requires.

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

- Publish agendas and papers as far in advance as possible – ideally 7 days in advance of the meeting. Increase the use of verbal reporting which will be captured in the meeting minutes
- Provision for written questions to be taken from Independent Members 24 hours beforehand to assist with the flow and reduced time of meetings
- As well as a live action log, a pending log will be kept of actions that will not be progressed during the crisis
- Publish a set of minutes from the meeting (a draft approved by the Chair) to the public website as soon as possible – ideally within 3 working days.

Health Board agendas will be stripped back to essential business only and should focus on matters requiring a decision from the Board. It is accepted that Executives will attend meetings only to present specific items. The agenda for the Board Meeting during this period will cover the following as a minimum:

- COVID-19 (update and urgent issues)
- Advice, requirements and guidance from Welsh Government
- Risk Register
- Recovery Programme
- Financial Report
- Minutes of the previous meeting

The website (which constitutes our official notice of Board meetings) has been updated to explain why the Board is not meeting in public.

The Chair, Interim Chief Executive and Acting Board Secretary will 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 will 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.

4.4 Standing down of Committee and Officer Groups

The Board's Committees and Advisory Group meetings have been suspended for the months of April and May 2020 other than Audit Committee and the Quality, Safety & Experience Committee which will continue to meet remotely with a stripped back attendance and agenda. From June 2020 onwards it is proposed that Committee and Advisory Group Chairs and Lead Executives review the cycles of business and forward plans to determine whether there is a need for a meeting to take place.

A range of officer-led groups have also been suspended including the Drug and Therapeutics Group and Quality & Safety Group and a Chair's Action process will be utilized for approval of pan BCU written control documentation relating to non Covid-19 matters. This approach has been endorsed by the Executive Director of Nursing & Midwifery / Deputy Chief Executive.

Asesiad / Assessment & Analysis

Strategy Implications

There will be some interruption to aspects of the Board's statutory functions including the suspension by Welsh Government of the normal IMTP and reporting arrangements.

Financial Implications

There are no financial implications directly attributed to the implementation of the proposals set out in this paper. Welsh Government has issued financial guidance to NHS Wales Organisations 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. 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.

Risk Analysis

Without the proposed changes there would be a significant risk to the safety and welfare of individuals, therefore the aim of the changes is to ensure the Health Board complies with the need to protect individuals and not meet in person, whilst also trying to reduce the burden on staff from normal reporting arrangements, and thus allowing them to focus on responding to the COVID-19 emergency.

Legal and Compliance

To ensure that agile decision making can continue and to reduce unnecessary bureaucracy without compromising strong governance, parts of the Standing Orders are to be varied on a temporary basis. These variations have been agreed on an All Wales basis and with Welsh Government and are in accordance with the provision within the NHS (Wales) Act 2006 – Schedule 3, Part 2 which states that “*An NHS trust may do anything which appears to it to be necessary or expedient for the purposes of or in connection with its functions.*”

In addition the ability within the Public Bodies (Admission to meetings) Act 1960 S.1(2) to exclude the public from a meeting for “*other special reasons stated in the resolution*” will be applied to protect members of the public and Health Board employees during the period of the pandemic situation.

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 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.

Appendix 1

**OFFICE OF BOARD SECRETARY (OBS)
STANDARD OPERATING PROCEDURE (SOP)**

Title	Chair's Action During Covid-19
Author	Mrs Kate Dunn Head of Corporate Affairs

1. Purpose

To describe the procedure for agreeing, recording and reporting Chair's Action on behalf of the Board and its Committees and/or Advisory Groups during the Covid-19 pandemic.

2. Responsibility / Scope

In line with Standing Order Para 2.1, Chair's Action can be taken to allow decisions to be taken between scheduled meetings, when it is not practicable to call an extraordinary meeting.

The procedure applies to Chairs and officers who support the Board or its Committees and/or Advisory Groups. The Head of Corporate Affairs will manage the procedure on behalf of the Board Secretary.

3. Process

3.1 The need for an action to be brought to the attention of the Chair for Chair's Action should be raised via the lead responsible officer.

3.2 The template (attached) should be completed and presented with any explanatory of background paperwork

3.3 Approval via email will be sought from individuals as required by the template

3.4 Two Independent Members will also be consulted via email.

3.5 Interim Board Secretary to confirm that correct process has been followed

3.6 Actual signed documentation will be prepared when the organisation comes out of the pandemic situation and retained corporately within the Office of the Board Secretary.

4. Reporting

The Chair should report to the next available meeting on the action taken, to ensure an appropriate minute is generated.



Chair's Action on Urgent Matters

Health Board / Committee: *(Please state)*

Title:

Introduction, Context and Justification for not submitting this matter to the full Board/Committee: *(why is Chair's action necessary?)*

Issue for Consideration: *(what are the key points, associated risks, background? Also note where this matter has received prior scrutiny)*

Recommendation: *(what is the Chair being asked to approve/agree?)*

Name of individual being asked to agree the recommendation: *(with explanation where this is not the Chair or Chief Executive e.g due to conflict of interest relating to the urgent matter)*

Date when this Chair's Action will be reported to full Board/Committee:

Independent Members Consulted *(print names):*

1.
Comments:

2.
Comments:

Recommendation Approved by:

Health Board / Committee Chair or Vice-Chair

Chief Executive / Nominated Deputy

Board Secretary
(sign to confirm compliance with agreed process)

Dated:.....

Appendix 2

SO Number	Heading / Sub Heading	Proposed Change
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 and the quorum was compromised 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>
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.

Appendix 3**Betsi Cadwaladr University Health Board
Terms of Reference and Operating Arrangements****Covid-19 Cabinet Meetings****1) INTRODUCTION**

1.1 The Board shall establish a group and associated governance arrangements, to be known as the **Covid-19 Cabinet**. The detailed terms of reference and operating arrangements in respect of these meetings are set out below.

2) PURPOSE

2.1 The purpose of the Cabinet is to be responsible for oversight of key high-level strategic matters relating to the Health Board's response to the health emergency presented by the Covid-19 pandemic. This will involve consideration of the outputs of Gold Command and other levels within the Command Structure as necessary - providing scrutiny, challenge and seeking assurance - and also decision-making on those matters requiring escalation to the full Board.

3) DELEGATED POWERS

3.1 The Cabinet is authorised by the Board to:-

3.1.1 ensure that the Health Board has agreed a clear strategic direction, with associated objectives, in respect of its COVID-19 Response response.

3.1.2 ensure the adequacy of key arrangements fundamental to assurance, including the command structure, situation reports, decision logs, preparedness, resilience, risk registers, and intelligence gathering capability.

3.1.3 seek assurance on the progress made, through the Gold Commander in critical strategic and tactical areas such as clinical pathways (including but not limited to both COVID-19 and Non COVID-19 related care and treatment), capacity and surge planning and mobilisation (including but not limited to temporary hospitals), testing, workforce, equipment and recovery..

3.1.4 seek assurance that lessons are being learnt and that learning is being applied throughout the COVID-19 Response as appropriate.

3.1.5 seek assurance that recovery plans are in hand for a return to business as usual, incorporating lessons learned and changes in practice achieved as part of the COVID-19 Response, including a transition plan to be activated at an appropriate point in the Plan prior to the conclusion of the activation.

3.1.6 oversee the effectiveness of joint working with partners and of communications, ensuring the avoidance of reputational harm as appropriate.

4) AUTHORITY

4.1 The Cabinet may investigate or have investigated any activity (clinical and non-clinical) to enable it to discharge its responsibilities. It may request from officers or groups within the Command Structure and through the Gold Commander, any information it deems necessary to maintain visibility of critical issues and transparency of the full Board.

4.2 The Cabinet may also obtain external legal or other independent professional advice if it considers this necessary, in accordance with the Board's procurement, budgetary and other requirements.

4.3 The Cabinet has the authority to consider and where appropriate, recommend full Board approval of any COVID-19 related policy or strategy within the remit of its terms of reference.

4.4 The Cabinet has the authority to review the Covid-19 Risk Register and advise the full Board on the appropriateness of the scoring and mitigating actions in place.

5) MEMBERSHIP

5.1 Members

- Health Board Chairman (who will be Cabinet Chair)
- Health Board Vice-Chair
- Audit Committee Chair
- Independent Member (Special Advisor)
- Chief Executive (Cabinet Lead Executive)

5.2 In attendance

- Covid-19 Gold Commander
 - Health Emergency Control Centre Commanders
 - Deputy Chief Executive / Executive Director of Nursing and Midwifery
 - Senior Responsible Officer, Governance and Risk
- Other Executives, officers and special advisers will join as required by the Chair, as well as any others from within or outside the organisation who the Cabinet considers should be invited, taking into account the matters under consideration at each meeting.

5.3 Member Appointments

5.3.1 The membership of the Cabinet shall be determined by the Chair, taking account of the balance of skills and expertise necessary to deliver the Cabinet's remit and subject to any specific requirements or directions made by the Welsh Government. The Chair may if required appoint a Vice-Chair of the Cabinet, who shall be an Independent Member.

5.3.2 Appointed Independent Members shall normally hold office as part of the Cabinet for the duration of the Covid-19 pandemic response. A member may resign or be removed by the Chair.

5.4 Secretariat

The Secretariat will be determined by the Board Secretary.

5.5 Support to Committee Members

The Board Secretary, on behalf of the Cabinet Chair, shall arrange the provision of advice and support to Cabinet members on any aspect related to the conduct of their role.

6) CABINET MEETINGS

6.1 Quorum

At least two Independent Members must join a meeting to ensure the quorum of the Cabinet, one of whom should be the Cabinet Chair or Vice-Chair. In the interests of effective governance, it is expected that the Chief Executive and a minimum of two COVID-19 Commanders (including the Gold Commander or nominated deputy and at least one HECC Commander) must join the meeting. In the event that the Commanders are unable to attend, then deputies will be agreed.

6.2 Frequency of Meetings

Meetings shall be held at least once per fortnight.

6.3 Withdrawal of individuals in attendance

The Cabinet may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6.4 Conduct of Meetings

Meetings will be held using video-conferencing and similar technology, to comply with social distancing requirements.

7) RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

7.1 Although the Board has delegated authority to the Cabinet for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

7.2 The Cabinet is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference.

8) REPORTING AND ASSURANCE ARRANGEMENTS

8.1 The Cabinet Chair shall:

8.1.1 report formally, regularly and on a timely basis to the full Board on the Cabinet's activities.

8.1.2 ensure appropriate escalation arrangements are in place to alert the full Board of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

8.1.3 please see attached annex (i) - COVID-19 Board and Exec meeting reporting structure.

9) REVIEW

9.1 These terms of reference and operating arrangements shall be reviewed by the Cabinet as required by the Chair, and at least annually, with any changes recommended to the Board for approval.

Date of approval: 23/04/2020 (by Cabinet)

Annex (i) – COVID-19 Board and Exec Meeting Reporting Structure

