



<b>Cyfarfod a dyddiad: Meeting and date:</b>	Health Board 23 September 2021						
<b>Cyhoeddus neu Breifat: Public or Private:</b>	Public						
<b>Teitl yr Adroddiad Report Title:</b>	Maintaining Good Governance during Covid 19						
<b>Cyfarwyddwr Cyfrifol: Responsible Director:</b>	Louise Brereton, Board Secretary						
<b>Awdur yr Adroddiad Report Author:</b>	Louise Brereton, Board Secretary						
<b>Craffu blaenorol: Prior Scrutiny:</b>	Gill Harris, Deputy Chief Executive						
<b>Atodiadau Appendices:</b>	Appendix 1: Chair's Action – Standard Operating Procedure 2021.						
<b>Argymhelliad / Recommendation:</b>							
The Board is asked to note and support this update outlining the governance arrangements now in place							
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)							
<b>Ar gyfer penderfyniad /cymeradwyaeth For Decision/ Approval</b>	<input type="checkbox"/>	<b>Ar gyfer Trafodaeth For Discussion</b>	<input type="checkbox"/>	<b>Ar gyfer sicrwydd For Assurance</b>	<input checked="" type="checkbox"/>	<b>Er gwybodaeth For Information</b>	<input type="checkbox"/>
<b>Y/N to indicate whether the Equality/SED duty is applicable</b>						<b>N</b>	
<b>Sefyllfa / Situation:</b>							
<p>This paper seeks to update the previous 'Maintaining Good Governance' papers that have been presented to the Cabinet, Audit Committee and Board since the start of the pandemic. These have set out the Health Board's 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 during the COVID-19 pandemic.</p> <p>Given the evolving situation in respect of COVID-19, it is necessary to revisit Board governance arrangements on a regular basis to ensure that they remain up to date.</p> <p>At its meeting of 28.7.20, the Audit Committee approved a number of changes to governance arrangements and Standing Orders as set out in the 'Re-setting Governance' paper. A number of subsequent papers have been provided to the Board and the purpose of this latest paper is to advise the Board of the current situation.</p>							

## **Cefndir / Background:**

The Board's fundamental role and purpose has not changed. It must require and receive positive assurance, not only 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.

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. The 're-setting' paper, as referred to above, followed on from these papers on 28.7.20.

Since the standing down of the Covid-19 Command structure in July 2020, a lessons learnt review of the pandemic response was undertaken and the learning applied to future arrangements going forward. A key learning point was that in the event of the Command structure needing to be reinstated, the associated Board governance arrangements would build upon the lessons learnt. This thinking was incorporated into the proposals set out in the report to the Cabinet in February 2021.

As noted by the Health Board in January 2021, the Health Board's governance arrangements during the first wave of the pandemic have been externally audited, providing assurance on the robustness of the systems put in place. Audit Wales issued the Health Board's structured assessment report which states that 'the Health Board has maintained a good overall focus on governance, risk and quality during its response to the first phase of the pandemic,' commending the introduction of command and control structures and work-streams, and the instigation of the Cabinet structure to support decision making and oversight as well as noting the Board's ongoing commitment to transparency.

## **Asesiad / Assessment & Analysis**

### **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) continues to remain. In the event of a requirement for a critical or urgent decision(s), use of Chair's Action will be made and subsequently recorded and ratified in the public domain. This process is well established and in line with good practice has recently been reviewed and an updated Standard Operating Procedure is available at Appendix 1.

For the ongoing functioning of the organisation, current arrangements remain in place for the Chief Executive, as Accountable Officer, to have delegated authority from the Board to make decisions with regard to the management of the Health Board; and Executive Directors to have certain responsibilities and decision making powers delegated through the Board's existing Scheme of Reservation and Delegation of Powers.

In common with most Health Boards during the initial phase of the pandemic response, no changes were made to the Scheme of Reservation & Delegation (SoRD). An Internal Audit advisory report subsequently advised agreeing an emergency SoRD, to be stood up in the event of the Command structure being reinstated, with further advice that elements of the Capital Manual should also be incorporated into the Emergency SoRD. Further discussions have been held regarding the need for the Emergency SoRD with Internal Audit colleagues, the Board Secretary and the Executive Director of Finance and a draft Emergency SoRD will be proposed to the Audit Committee in September 2021.

In light of the emergence of the second wave of the pandemic, in November 2020, the Board invoked the Cabinet meetings from November 2020. The Cabinet was stepped down in July 2021, however following a recent Chair's Action, the Cabinet has been reinstated to enable agile and responsive decision making should this be required.

In respect of COVID-19, the Chief Executive has continued to deploy decision making through the established Executive Incident Management Team (EIMT). Meeting frequency has altered during the course of the pandemic and as set out in the Covid 19 report, it is proposed that EIMT meets three times a week, to enable rapid escalation of issues and agile decision-making, including the implementation of surge measures as needed.

The EIMT reports formally to the Executive Team. The EIMT structure continues to work within the Board approved Standing Orders and Standing Financial Instructions and will refer appropriate decisions to the Board for approval and ratification.

## **Arrangements at Executive, Board and Committee level**

### **Executive Meetings**

The Executive Team continue to meet on a weekly basis. Meetings of the Executive Management Group which includes the wider cohort of senior clinical personnel continues to meet on a monthly basis.

### **Board Meetings**

In accordance with Standing Orders, the Board has continued a bi-monthly schedule of Board meetings held in public. These bi-monthly Board meetings continue to be held virtually to ensure compliance with current social distancing guidance, and be as concise as possible to enable the Board to ratify or make decisions in public that are required to respond to the pandemic and relating to usual business. Arrangements for virtual meetings continue to be kept under review and will be informed by national guidance on indoor gatherings and social distancing.

As through the whole of the pandemic to date, the Board will continue to conduct as much of its formal business in public as possible. Board meetings held in public continue to be live streamed with simultaneous Welsh language translation, with the provision for meetings to be viewed at another time.

In circumstances where it would not be in the public interest to discuss a matter in public, e.g. business that relates to a confidential matter, the Board can operate in accordance with Section 1(2) Public Bodies (Admission to Meetings) Act. In these circumstances, when the Board is not meeting in public session, it shall operate in private session, formally reporting any decisions taken to the next meeting of the Board in Public session. These decisions will be kept under review, including the

nature and volume of business conducted in private session, to ensure such arrangements are adopted only when absolutely necessary.

To continue to facilitate as much transparency and openness as possible, the Health Board will continue to undertake to publish agendas in accordance with Standing Orders with the Office of the Board Secretary maintaining a register of any breaches of publication requirements which are reported to the Audit Committee. Any oral updates are captured in the meeting minutes as appropriate. A clear link to the Health Board's website pages and social media accounts signposting to further information is published. Stakeholders and partners are also proactively informed when public Board papers are published.

As described earlier in this report, the Covid Cabinet (established during the first wave of the pandemic) met between November 2020 and April 2021. These involve a core group of Executive Directors and Independent Members, including the Chair and Vice Chair as a means to enabling rapid endorsement or ratification of EIMT decisions in lieu of a formal Board meeting. The Cabinet has been recently reinstated as described above and the terms of reference are currently under review.

Informal Board briefing sessions continue to take place on a regular basis to ensure the wider Board is kept apprised of key developments in a timely way. These are currently scheduled as monthly but we retain the ability to increase these to fortnightly or weekly in response to any emerging issues.

Board Workshop sessions (routinely meeting bi-monthly), with a focus on the Health Board's strategic priorities, planning arrangements and updating the Board on any pertinent issues has remain in place.

The Board Development programme recommenced in July 2021 with a number of sessions planned for full Board and the Executive team and Independent Members respectively.

### **Committee Meetings**

As with arrangements for the Board, the agenda and supporting papers for Committee meetings have continued to be published via the website in accordance with Standing Order requirements and to ensure ongoing access and transparency in the absence of Committee meetings in person.

Committees are currently being established and/or realigned in accordance with the approval of the governance review recommendations and the integrated governance framework which was approved by the Board in July 2021. Work has since been taken forward to progress implementation of the recommendations and a further report to confirm the full implementation of these governance changes will be provided to the Board in November 2021.

Agenda setting meetings for Committees held between the Independent Member Committee Chair, Lead Executive and representative from the Office of the Board Secretary seek to ensure that Committee business is manageable, particularly during periods of increased pressures and retain the ability to manage agendas on a risk based approach where appropriate.

### **Advisory Groups**

Advisory Groups have continued to meet throughout this period but with the provision for meetings to be reviewed on a case by case basis if required.

**Risk Management**

During the pandemic, the Health Board has continued to prioritise risk management. The implementation of the Board Assurance Framework (BAF) and the revised Risk Management Strategy underlines this commitment to placing effective risk management at the heart of everything it does, while embedding a risk-based approach into its core business processes, priority setting, strategy design and better decision making. Risk Management Group continues to drive the Risk Management Strategy, with scrutiny and approval by the Executive Team and oversight of the BAF and Corporate Risk Register (CRR) review being undertaken by the relevant Board Committee.

**Review of these arrangements**

The arrangements described above have been kept under continuous review to ensure they were meeting the needs of the organisation during the second wave of the pandemic.

**Strategy Implications**

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

**Financial Implications**

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**

The previous reports to Board set out in detail the proposed ways of working and governance principles.

Scrutiny and approval of revised governance arrangements by the Audit Committee will ensure that the Board does not breach regulations, and operates within a formally agreed framework.

**Legal and Compliance**

The Health Board has a statutory responsibility to ensure it has Standing Orders in place by which to manage its day-to-day business. The Health Board's Standing Orders must be compliant with Model Standing Orders and associated regulations.

**Impact Assessment**

The approach set out in this paper will remain under constant review by the Chair, Chief Executive and the 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 Audit Committee or Board for approval or ratification as appropriate.

## Appendix 1

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

<b>Title</b>	Chair's Action
<b>Author</b>	Mrs Kate Dunn, Head of Corporate Affairs
<b>Approved</b>	17.9.21
<b>Effective From</b>	17.9.21
<b>Circulation</b>	Independent Members Committee Executive Leads and Secretariat support staff
<b>Review Date</b>	1.10.22

**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.

**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 – general requests**

- a. The need for Chair's Action should be raised with the Office of the Board Secretary via the lead responsible officer.
- b. The appropriate proforma (Annex 1) should be completed by the lead responsible officer and returned to the Office of the Board Secretary for completion of key dates and detail of approving Independent Members (IMs).
- c. Approval will initially be sought from the Chief Executive and Board Secretary prior to onward circulation to the relevant Chair and IMs.
- d. If approvals are provided via email (rather than signature) the emails will be saved on the corporate filing system.
- e. The approved template should then be copied to the lead responsible officer and a copy maintained on the corporate filing system.

Records are to be maintained by the Office of the Board Secretary on a shared drive.

**4. Process – Approved Clinicians and Section 12(2) Doctors**

- a. Since April 2021 and following Internal Audit advice, Board level Chair's Action is utilised to expedite approvals if the Board meeting timetable was not conducive to timely approval.

- b. The All Wales Approval Manager will submit a template on a weekly basis to the Head of Corporate Affairs who will add the detail of approving Independent Members (IMs).
- c. Approval will be sought from the Health Board Chair, Chief Executive, Board Secretary and two IMs.
- d. If approvals are provided via email (rather than signature) the emails will be saved on the corporate filing system.
- e. The approved template should then be copied to the All Wales Approval Manager and a copy maintained on the corporate filing system.

Records are to be maintained by the Office of the Board Secretary on a shared drive.

## **5. Reporting**

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

For Approved Clinicians / Section 12(2) Doctors, the All Wales Approvals Manager will provide a standard paper to Health Board which includes approvals via Chair's Action.

## **6. Review**

This SOP will be reviewed on an annual basis.

### **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?)*

*[The following sections will be completed by the Office of the Board Secretary]*

**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:**

1.  
Comments:

2.  
Comments:

**Recommendation Approved by:**

**Date**

Health Board / Committee Chair or Vice-Chair

Chief Executive / Nominated Deputy

Board Secretary  
*(to confirm compliance with agreed process)*