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Iechyd Cyhoeddus
Cymru
Public Health
Wales

Name of Meeting
Board

Date of Meeting
26 March 2020

Agenda item:
3.260320

Board Governance Arrangements (COVID-19)

Non Executive Lead:	Jan Williams, Chair
Executive lead:	Tracey Cooper, Chief Executive
Author:	Helen Bushell, Board Secretary and Head of Board Business Unit

Approval/Scrutiny route:	N/A
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Purpose
To propose a number of variations to Board governance arrangements in light of COVID-19.

Recommendation:				
APPROVE <input checked="" type="checkbox"/>	CONSIDER <input type="checkbox"/>	RECOMMEND <input type="checkbox"/>	ADOPT <input type="checkbox"/>	ASSURANCE <input type="checkbox"/>

In light of COVID-19, the Board is asked to:

- **Approve** the proposed temporary variations to the identified standing orders;
- **Approve** the revised approach to Board Level decision making;
- **Approve** the approach to public communication from the Board given that the Board will not meet in public for the foreseeable future (assuming the approval of the variations to standing orders).

We propose the above take effect immediately and remain in place for the foreseeable future.

1. Temporary variation of Standing Orders

Statutory functions – the impact on the discharge of some of our functions.

In line with the Board’s decision on the 28 February 2020 to mobilise the organisation to respond to COVID-19 and in light of the recent Ministerial letter regarding screening programmes, there will be some interruption to aspects of our statutory functions. Welsh Government has also confirmed the suspension of the normal IMTP arrangements.

We are not proposing any change to the statutory functions but asking the Board to note there will be some interruption to the delivery of some aspects of our statutory functions.

Variation of Standing Orders

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

To ensure that Public Health Wales can facilitate agile decision making and reduce unnecessary bureaucracy, without compromising strong governance, we ask the Board to approve temporary variation to parts of the Standing Orders (November 2019 edition). The full set of standing orders can be accessed here – <https://phw.nhs.wales/about-us/policies-and-procedures/policies-and-procedures-documents/corporate-governance-communications-and-finance-policies/>

The proposed variations are:

SO Number	Heading / Sub Heading	Proposed Change
Xxxii	Variation and amendment to Standing Orders	Changes to the standing orders will be agreed at Board first and communicated to Audit Committee (not the other way round)
3.3	Committees of the Board	1. Audit and Corporate Governance Committee continue to operate in a remote format with an agenda focussed on ensuring compliance, in particular with the Annual Accounts, Governance Statements and Annual Report

		<p>2. Quality, Safety and Improvement Committee continue to operate in a remote format with an agenda focussed on ensuring compliance in particular with the Annual Quality Statement, Complaints and Putting Things Right. The Committee will also have an assurance role linked to COVID-19.</p> <p>3. Knowledge, Research and Information Committee suspended for the foreseeable future</p> <p>4. People and Organisational Development Committee suspended for the foreseeable future.</p> <p>HR/people decisions to come to full Board where required.</p> <p>During the time that the above Committees are suspended;</p> <ul style="list-style-type: none"> • Information Governance (usually KRIC) will be considered by Audit and Corporate Governance Committee • Health and Safety will be considered by Quality, Safety and Improvement Committee. <p>Variation to People/HR Policy – Variation of HR policy to be approved by the Strategic Director, with oversight in place from CEO. Adaptions to be recorded and reported to Board for assurance.</p> <p>Where appropriate, some HR/people decisions will come to full Board.</p>
7.1	Putting citizens first	Variation – see section 3 of this report
7.2	Annual plan of board business	Suspended for the foreseeable future
7.2.5 – 7.2.7	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.
7.4.3	Notifying and equipping Board members	We will try our best to publish agendas 7 days in advance.

		We are unlikely to be able to publish papers at the same time, we will also be making greater use of verbal reporting which will be captured in the meeting minutes.
7.5	Conducting Board meetings <i>Admission of the public, the press and other observers</i>	Variation – see section 3 of this report.
7.5.8	Chairing Board meetings	In the absence of the Chair and Vice Chair, stipulate the Chair of ACGC as the 3 rd chair
7.5.11	Executive nominated deputies	The standing orders allow for a nominated deputy to represent an Executive Director, but not to have voting rights. The organisation currently has 4 substantive Executives with voting rights; in the event that none are available the Board would need to determine if the nominated deputies should have voting rights. We propose to make recommendations on this if the need occurs.

The legal references to underpin the proposed variations to Standing Orders are:

1. NHS (Wales) Act 2006 – Schedule 3, Part 2, paragraph “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.”
2. Public Bodies (Admission to meetings) Act 1960 – S.1(2) – A body may, by resolution, exclude the public from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted **or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings; and where such a resolution is passed, this Act shall not require the**

meeting to be open to the public during proceedings to which the resolution applies.

3. Para 7.5.2 of the revised standing orders indicates that board meetings will be held in public where possible (the point being that there will be occasions that it is not possible).

Recommendation – The Board is asked to approve the variations to the identified standing orders.

2. Revised approach to aspects of Board decision making

Given that the Board will not meet in person for some time, electronic meetings and communication will be the key to the Board's functionality.

We plan to retain whole Board decision making for as long as possible; in reality the likelihood of Board members (executive and non-executive) being ill may mean that the Board has to operate on basis of a quorum.

In principle, the current Board scheme of delegation and specifically the matters the Board reserves for its own decision (schedule 1 of the Standing Orders) will remain. In the event of a critical or urgent decision(s) needing to be made, we will use Chair's action

We recommend the Board approve the following mechanisms of decision making will be used:

- Where possible the **full Board** will retain decision making;
- If the full Board is not available or cannot be convened at speed, we will operate with a **quorum** as set out in our standing orders
- We will use **Chair's Action** sparingly and only as a last resort. Any Chair's Action will of course be recorded and ratified.

Recommendation – The Board is asked to approve the revised approach to decision making at Board level.

3. Meeting of the Board in Public

The Board is unlikely to meet in person for foreseeable future and so will meet through electronic/telephony means. As a result of this, members of the public will be unable to attend or observe.

To facilitate as much transparency and openness as possible at this extraordinary time, Public Health Wales will undertake to:

- Publish agendas as far in advance as possible – ideally 7 days

- Publish reports as far in advance as possible – recognising that some may be tabled and therefore published after the event. We will also increase our use of verbal reporting which will be captured in the meeting minutes
- Produce a written summary of the key components of the meeting as soon as possible
- Publish a draft set of minutes from the meeting for public view as soon as possible
- For both of the above, we will publish a clear link to our website pages and social media accounts signposting to further information.

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

Recommendation – The Board is asked to approve the approach to public communication from the Board, given that the Board will not meet in public for the foreseeable future (assuming the approval of the variations to standing orders).