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Iechyd Cyhoeddus  
Cymru  
Public Health  
Wales

**Name of Meeting**  
**Board**

**Date of Meeting**  
30 April 2020

**Agenda item:**  
4.3.300420

## Governance Arrangements (during COVID-19)

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

<b>Approval/Scrutiny route:</b>	N/A
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### Purpose

This paper sets out a series of recommendations to the Board in relation to governance during COVID-19.

The recommendation builds on the earlier recommendations made to, and approved by the Board on the 26 March 2020 (*Board Governance* paper).

### Recommendation:

APPROVE <input checked="" type="checkbox"/>	CONSIDER <input type="checkbox"/>	RECOMMEND <input type="checkbox"/>	ADOPT <input checked="" type="checkbox"/>	ASSURANCE <input checked="" type="checkbox"/>
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In light of COVID-19, the Board is asked to:

- **Note** the matters reaffirmed for Board retained decision (in line with the Board scheme of delegation);
- **Note** the role of the Board when providing advice to Welsh Government;
- **Approve** for the period of the coronavirus pandemic that the Board should reduce the agenda and focus on essential business only;
- **Adopt** the working principles and ways of working to be agreed and applied during this period;
- Take **assurance** from the operational management structure in response to the COVID-19 pandemic.

## **Background**

At its meeting on the 26 March 2020, the Board received and approved a *Board Governance* paper that focussed on Board level governance. At that meeting, the Board:

- **Approved** the proposed temporary variations to the identified standing orders;
- **Approved** the revised approach to Board Level decision making;
- **Approved** the approach to public communication from the Board, given that the Board would not meet in public for the foreseeable future.

Since the 26 March, the approved changes have been implemented. This paper provides some further recommendations for Board consideration.

### **1. Board retained decisions**

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<sup>i</sup>. In the event of a critical or urgent decision(s) needing to be made, flexibility may be required and the Chair's Action mechanism shall be used.

In almost any event, the following areas will be retained by the Board:

Governance and Risk	Ensure appropriate governance and strategic risk oversight is maintained
Strategy	Retain approval of major, significant, strategic decisions on organisational direction
Finance	Approval of significant divergence from budget Finance reporting Standing Financial Instructions to be maintained as far as possible ( <i>unless any revisions approved by the Board – please see separate paper requesting a change to the CEO delegated authority limits, within the 30 April 2020 Board papers</i> )
Reporting	Retain approval of annual reporting requirements

Performance	Consideration of adapted Integrated Performance Report
Staff/Organisation Development	Approval of significant strategic decisions on staffing
Culture/tone/behaviour	Board to reinforce and model during time of unprecedented activity

The Chair, CEO and Board Secretary will continually monitor if any decisions should be made by the Board, and vitally, where the Board need to be engaged to fulfil their scrutiny and support role where matters are not for formal approval.

**Recommendation: Note the matters reaffirmed for Board retained decision.**

### **Providing advice to Welsh Government**

Our Statutory Instruments describe the functions of the organisation as 'managing public health services'. It is the role of Welsh Government to make policy decisions and for Public Health Wales to provide expert advice, in line with our statutory functions, to help inform policy as and when required. Public Health Wales may then have a role in implementing any actions if appropriate and in line with of our statutory aims and functions.

The organisations functions, as set out in the The Public Health Wales National Health Service Trust (Establishment) Order 2009 – section 18 (1)) are:

- (a) to provide to or in relation to the health service in Wales, and manage a range of public health, health protection, healthcare improvement, health advisory, child protection and microbiological laboratory services, and services relating to the surveillance, prevention and control of communicable diseases;
- (b) to develop and maintain arrangements for making information about matters related to the protection and improvement of health in Wales available to the public in Wales; to undertake and commission research into such matters and to contribute to the provision and development of training in such matters;

(c) to undertake the systematic collection, analysis and dissemination of information about the health of the people of Wales, in particular cancer incidence, mortality and survival; and prevalence of congenital anomalies; and

(d) to provide, manage, monitor, evaluate and conduct research into screening of health conditions and screening of health related matters.

Under the Scheme of Delegation, responsibility for approving expert advice to Welsh Government is vested in the Chief Executive and the executive team. There will be occasions when the significance of the advice, along with the implications for Public Health Wales, warrant the Board's engagement, to offer support and assure itself on any organisational delivery requirements as a consequence of the advice.

**Recommendation: Note the role of the Board when providing advice to Welsh Government.**

## **2. Board agendas for the period of the pandemic**

The agenda for formal Board Meetings during this period is proposed to be very focussed; concentrating on COVID-19 and any urgent business. The agendas will include the following:

- COVID-19
- Performance Report including financial report
- Risk management and assurance
- Business as usual items requiring Board approval (for example end of year reporting)
- Minutes of the previous meeting(s) / notes of briefings

There will also be an opportunity for Committee Chairs to raise specific issues from their Committees.

The Chair, Chief Executive and Board Secretary will agree the substantive items for each Board; all decisions should relate to those matters that cannot wait for the resumption of business as usual.

Board papers shall be kept as brief as possible 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 where appropriate.

The general principle is that all papers will be published on the website, excluding those that are classified sensitive or taken in

closed session.

The Chief Executive and Executive Directors may need to broaden powers of delegation, and therefore there will be occasions when the Board will be asked to accept that there may be situations where they will be informed after the event, rather than consulted as per current practice. This will be minimised as far as possible and will include discussion with the Chair.

**Recommendation: Approve for the period of the coronavirus pandemic that the Board should reduce the agenda and focus on essential business only.**

### **3. Ways of Working**

The Board has already discussed how it will work and operate during this pandemic, and has agreed a number of variations to its normal working practice (see *Board Governance* paper from the 26 March 2020 meeting).

Please see below a culmination of a number of discussions that have taken place about our ways of working:

- Allow maximum flexibility to adapt to a rapidly evolving situation whilst maintaining effective governance
- 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 executive involvement
- Ensure all Board Members are briefed and engaged both through the pandemic and beyond
- Ensure all Board Members expertise and contacts are appropriately available to Executive Directors 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 the 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
- Non-Executive Member triangulation activities during this period should be minimised, and will need to rely far more than usual on what is reported by the Executive for assurance.

## ***Governance Principles***

The Board Secretaries All Wales 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 available in [appendix one](#).

**Recommendation: Adopt the working principles and ways of working to be agreed and applied during this period.**

## **4. Operational Management Structure**

With the exception of powers reserved for the Board and its Committees (as outlined in the Scheme of Delegation), the Board delegates authority for operational delivery and to make operational decisions to its Chief Executive.

As Public Health Wales enters the next phase of its response to COVID19, it is clear that the scale will be larger and timescales longer. A programme approach is being adopted to ensure clarity of roles, accountability for delivery, and communications across the breadth of the response.

The Chief Executive has established and recognises the Executive Gold group (in temporary replacement of the Business Executive Team), as the structure to which responsibility has been shared for this delegated authority. An organisational structure for the programme is shown in [Appendix two](#). The terms of reference for the revised Executive Gold group are currently being finalised and will be shared with the Board in due course.

**Recommendation: Take assurance from the operational management structure in response to the COVID-19 pandemic.**

## **Updates for Board Information**

### **Communications**

There is a series of Board communications in place, summarised as follows:

- The Board holds a weekly briefing
- Board meetings are now being held monthly. Additional Board meetings will be called as required
- The Chair and Chief Executive are in frequent contact, generally on a daily basis

- The Chair and Non-Executive Directors hold a weekly briefing session, supported by the Board Secretary
- The Chair and Vice Chair are in frequent weekly contact
- The Chair, Vice Chair (who is also Chair of the Quality, Safety and Improvement Committee) and Chair of the Audit and Corporate Governance Committee are in frequent contact
- Daily bulletin sent to all staff (including Board members)
- Daily case summaries, and Gold meeting minutes are sent to the Chair and Non-Executive Director (Public Health).

The Chair and Vice Chair have agreed a means of briefing each other to ensure resilience, in the event of the Chair being unavailable to Chair the Board meeting and fulfil the broader role of the Chair.

<sup>1</sup> The standing orders can be viewed here - <https://phw.nhs.wales/about-us/policies-and-procedures/policies-and-procedures-documents/corporate-governance-communications-and-finance-policies/> the Board scheme of delegation can be seen on pages 57 to 61

## **Appendix one**

### **Governance Principles**

The Board Secretaries All Wales 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** - The Board will always act in the best interests of the population of Wales and will ensure every decision taken sits in this context taking into account the national public health emergency that (COVID-19) presents.
- **Staff wellbeing and deployment** – The Board will protect and support our staff in the best ways we can. The Board will deploy knowledge and assets where there are identified greatest needs.
- **Good governance and risk management** – The Board will maintain the principles of good governance and risk management ensuring decisions and actions are taken in the best interest of the public, staff and stakeholders ensuring risk and impact is appropriately considered.
- **Delegation and escalation** – any changes to the 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, however 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** – The Board 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. The Board will support its 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** – The Board 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.



**Appendix Two - Executive Operational structure (COVID-19) (names will be removed for the public version)**

