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Iechyd Cyhoeddus
Cymru
Public Health
Wales

Name of Meeting
Board

Date of Meeting
30 July 2020

Agenda item:
5.1.300720

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 provide a number of updates with regards to Board governance arrangements during the continued COVID-19 pandemic.

Recommendation:

APPROVE <input checked="" type="checkbox"/>	CONSIDER <input type="checkbox"/>	RECOMMEND <input type="checkbox"/>	ADOPT <input type="checkbox"/>	ASSURANCE <input checked="" type="checkbox"/>
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The Board is asked to:

- **Approve** the variations to the Board and Committee schedule as outlined;
- **Approve** the revised Board etiquette;
- **Approve** the continued variations to the Standing Financial Instructions for a further 8 week period (to the end of September 2020) as outlined;
- **Note** the update in relation to the executive governance structure.

Introduction

Since February 2020, the Board has operated virtually and adopted a number of changes to its way of working. As the organisation continues to operate in response to the pandemic, many of these changes will need to continue for the foreseeable future.

For ease of reference, the changes made in recent months are available to view in the following papers:

- [Board Governance changes, 26 March 2020](#)
- [Board Governance changes, 30 April 2020](#)
- [Financial Authority Arrangements, 30 April 2020](#)
- [Chairs Action \(financial authority arrangements\) – 30 April 2020](#)

This paper, along with paper (add ref to SO paper) provides some further recommendations for Board consideration relating to Board governance and financial authority.

1. Temporary 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.

In line with the Board's decision on the 26 March 2020 to approve a number of variations to the Standing Orders ([ref. 1.260320](#)), at the request of Welsh Government, there are further changes to consider. A separate paper is provided in relation to Standing Orders (agenda reference 5.1).

Meeting of the Board in Public

As agreed in March, 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 have been unable to attend or observe our Board meetings since February 2020. We are pleased to now be in a position to live stream our Board meetings, with the first live stream planned for the 30 July 2020 Board meeting.

2. Board and Board Committee meetings

The Board has met monthly since the 26 March whilst Board Committees have seen the following changes:

Committee	Changes
Audit and Corporate Governance Committee (ACGC)	<ul style="list-style-type: none"> • Remains active, meets 8 weekly (increased from 5 meetings per year) • Information Governance considered in this committee while KRIC is suspended
Knowledge, Research and Information Committee (KRIC)	Committee suspended at the current time
People and Organisational Development Committee (POD)	Committee suspended at the current time
Remuneration and Terms of Service Committee	Remains active, meets when required
Quality, Safety and Improvement Committee (QSIC)	<ul style="list-style-type: none"> • Remains active, meets 8 weekly (increased from 4 meetings per year) • Health and Safety considered in this committee while POD is suspended

The Board has continued to consider people / staff workforce matters whilst the People and Organisational Development is suspended.

Following review of the Board and Committee positions, it is recommended that:

- The Board continues to meet monthly, with a shorter focused agenda (pending review in September)
- The Knowledge, Research and Information and People and Organisational Development Committees remain suspended until January 2021 (pending review later in the Autumn)
- The Audit and Corporate Governance and Quality, Safety and Improvement Committees continue to meet every 8 weeks with the additional roles remitted from the suspended committees (health and safety and information governance)

Recommendation – The Board approves the variations to the Board and Committee schedule as outlined above.

3. Board Etiquette

The Board etiquette has been in place since March 2018. As a result of COVID-19 and the changes to the way the Board operates, the etiquette has been revised and an annex added outlining working practices for virtual meetings. The revised etiquette is enclosed as [appendix 1](#).

Recommendation – The Board approves the revised Board etiquette.

4. Temporary variation to the Standing Financial Instructions (financial authority limits)

On the 30 April 2020, the Board approved temporary variations to the financial authority limits within the Standing Financial Instructions. In summary, the changes approved, for a 12 week period, were:

- delegate to the Chief Executive the ability to commit financial resources up to £1m
- suspend the SFI Procurement thresholds (in relation to COVID-19 activity) as outlined but retain the relevant procurement processes (e.g. requisitioning, ordering etc.)
- suspend the requirement to seek approval from the Audit and Corporate Governance Committee for contracts, goods or services requiring a STA/SQA

The paper from the 30 April can be viewed here – ([ref.4.7.300420](#)).

During the same meeting on the 30 April, the Board ratified a Chairs Action that

- approved the financial limit of the Deputy Chief Executive Officer and Executive Director of Finance and Operations to be increased to the CEO Delegated financial limit and DoR designated limits for the Deputy Director of Finance and Operations.

Public Health Wales remains in emergency response mode to the COVID-19 pandemic and given the period of planned annual leave approaching, the Board is asked to approve the further extension of the above variations for a further 8 weeks to the end of September 2020.

Recommendation – The Board approves the continued variations to the Standing Financial Instructions for a further 8 week period (to the end of September 2020) as outlined above.

5. Executive Governance

In March 2020 the Business Executive team's formal meeting structure was suspended in response to the COVID-19 pandemic and the establishment of the Gold command structure. COVID-19 became the single organisational priority. During the suspension of the Business Executives formal structure, the Executive Team continued to meet weekly for update discussions.

In early May, the Gold terms of reference were reviewed and amended to become the Gold Executive Group, recognising that 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. The Chief Executive established and recognised the Gold Executive group (in temporary replacement of the Business Executive Team) as the structure to which responsibility had been shared for this delegated authority. Members of the Executive Team who were not originally members of the Gold group became full members.

Later in May, a programme management approach was established to support what we now know as the Implementation Plan, the programme approach continues into phase two and reports directly to Gold via a Delivery Confidence Assessment report (DCA).

The Business Executive team (BET) was reactivated on the 9 June 2020, and as before, acts as the structure to which the Chief Executive has shared delegated responsibility. Its focus will be on all of the statutory functions of the organisation with special regard to the impact of COVID-19 on population health and our associated interventions. The re-established BET will be chaired by the Chief Executive and its role will include:

- Receiving assurance reports from Gold about the management of the pandemic and delivery of the Implementation Plan;
- Considering the Organisational Recovery Programme, working to define and develop a 'new (organisational) normal'
- Considering proposals and progress reports on re-starting of core services in the context of a 'new normal' PHW operating framework
- Receiving assurance – performance reporting and risk management, statutory functions, staff wellbeing, Board work plan and Board committee requirements
- Receiving assurance that Public Health Wales is fulfilling its statutory functions.

The Gold Group has returned to having sole focus as the command and control structure for the pandemic. Gold is chaired by the Strategic Director and report to the Business Executive team. The Incident Management Team reports to Gold and is chaired by the Incident Director.

Recommendation – The Board notes the update in relation to the executive governance structure.

APPENDIX A: Board Etiquette

Purpose

The Public Health Wales Board is the governing body of the organisation; acting as a full Board, or through its committees. The Board is constituted as a 'Unitary' Board meaning executive and Non-Executive Directors are equal around the Board table and in the Board decision making process.

Board members:

- formulate strategy
- ensure accountability
- shape a positive tone and culture
- set strategic risk appetite and discharge governance and oversight of strategic risks

The ways in which Board members behave towards each other, and conduct Board/Committee business, are core to the way in which staff and stakeholders view Board/Committee effectiveness. This protocol sets out the behaviours and conduct expected of all Board members and attendees, as the Board/Committees enact their stewardship role and take the lead in promoting the values and standards of conduct for the organisation and its staff.

General Principles

- embody Public Health Wales values
- adhere to the Nolan Principles of Public Life, and relevant Codes of Conduct
- declare any potential conflicts of interest at the beginning of a meeting (or when these arise if it becomes evident part way through)
- be respectful of, and courteous to others, recognising that all contributions have value
- listen actively and challenge constructively
- manage conflict objectively, explore differences fully and look for resolutions. Respect any ultimate divergence of view
- show support and loyalty to other Board members
- commit and demonstrate throughout to openness, transparency and candour

Pre Board/Committee meetings

Chair/Chief Executive/Committee Chair/Lead Executive (with support from Board Secretary)

Board Etiquette

- agree annual work plans for final Board approval, and meeting agendas, decision tracking arrangements and sources of assurance. Evaluate effectiveness regularly
- build in continuous review of meetings, looking back, and then forward, to plan and adjust future meetings accordingly, as a means of regular evaluation

Lead Executive

- ensure that the papers are prepared in a timely way and in accordance with agreed standards/template. Note that Chairs are entitled to reject papers received too late for proper preparation and scrutiny

All Directors

- read all papers prior to the meeting and request any clarification/ additional information in good time, to ensure that debate on the day is as informed as possible
- prioritise Committee meetings in the same way as Board meeting are prioritised ensuring attendance or appropriate deputising arrangements, agree these in advance with the Chair/Committee Chair
- when requesting a change to a timeline or specific action, attend the relevant committee meeting to provide a rationale and give assurance around delivery

At Board/Committee meetings

All Directors / those attending the Board

- act in accordance with the general principles set out above
- turn mobile phones to silent, focus on the agenda and discussions in hand, and refrain from undertaking other work
- identify the communications to staff, stakeholders and the public that need to follow the meeting, and the means of communicating
- avoid repeating points made by others
- adopt a solution-focussed approach to decision making
- be alert throughout to the issues of diversity and inclusion

Post-Board/Committee meetings

All Directors / those attending the Board

- engage in the agreed evaluation mechanisms, to ensure continuous learning and improvement
- ensure follow through on the actions agreed, either through delivery (Lead Executive) or assurance/scrutiny (Non-Executive Directors)

Board Etiquette


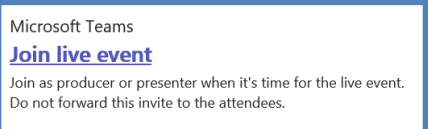


- review regularly the connections between the Board/Committees and Public Health Wales staff

Managing Board and Committee meetings virtually during the COVID-19 pandemic

In response to COVID -19, the Board has operated on a virtual basis since March 2020; to facilitate effective governance since then, the Board had agreed a focussed agenda at both full Board and Committee level. The addendum set out below provides additional guidance on the conduct of virtual Board and Committee meetings.

Board Etiquette Livestreaming Virtual Meetings

Before the Meeting	
<p>Download the Teams App</p> 	<p>Do not join the meeting via the web (internet Explorer). This may mean that you join the meeting as a member of the public and are not able to participate in the meeting. You will need to have the Teams app downloaded onto your laptop (not a tablet / ipad).</p> <p>https://www.microsoft.com/en-gb/microsoft-365/microsoft-teams/download-app</p>
<p>Check the diary appointment</p> 	<p>Check your diary to ensure that the diary invite is there and the link works.</p> <p><u>Do not forward the outlook appointment or the link</u> – this includes forwarding to a personal email address to access the meeting from another computer / account.</p> <p>The link will not work and you will enter the meeting as a member of the public. If you require additional attendees to be added to the meeting contact the Board Business Unit who can add them to the appointment.</p>
<p>Make sure you are using the right device</p>	<p>Please ensure that your devices are fully charged, or you are positioned close to a power supply.</p> <p>Teams will only work on a laptop - please do not use an Ipad or tablet to join the meeting – this will result in you entering the meeting as a member of the public and not able to participate in the meeting.</p>
<p>Camera framing and surroundings</p>	<p>Backdrop - Make sure the background behind you is appropriate, and there are no whiteboards for example with any confidential information, as well as personal items such as photos that could be viewed by other participants.</p> <p>Framing - In terms of the view of the public, try and ensure that your laptop is resting on a table to ensure that the video feed is consistent and steady.</p> <p>Lighting - Adjust the lighting to ensure that your face is well lit and not in shadow. <i>Hint- if your back is to a window then pull the blind or curtains and rely on the room lighting.</i></p>

Board Etiquette Livestreaming Virtual Meetings



Before the Meeting

	Background Noise - Remember to mute your microphone when not speaking, and to turn off/mute any mobile devices, beepers, etc.
Decide on your base for the meeting	If you are planning on dialling into the meeting with a colleague(s) in the same room, please ensure that you use your own separate laptop and headphones. You should not share the same laptop.
Join the meeting early	<p>Please join the meeting 15 minutes before the official start time of the meeting to ensure that your connection is working. Ensure your camera and microphone are working, and that they are correctly positioned.</p> <p>If when you join the meeting you see '<i>The live event hasn't started</i>' - you have entered the meeting as a member of the public and will need to re-join using the link in the appointment or contact the Board Business Unit / Liz Blayney (liz.blayney@wales.nhs.uk / 07503 181874)</p>

Board Etiquette Livestreaming Virtual Meetings



During the Meeting	
Introductions	The Chair will welcome all participants to the meeting and may ask for introductions. The introductions will also be a way to ensure that all Members can be heard, and that the minute taker is clear who is dialling in.
Chat Function	<p>If you have a question or comment during the meeting, use the Chat facility on the meeting to let the Chair know – the Board Business Unit will manage the chat function and keep a close eye for any questions raised.</p> <p>You should also use the Chat Function if you are having technical difficulties or have to leave the meeting for any reason.</p> <p>The Chat can only be seen by those who are invited to the meeting, not by members of the public.</p>
Contributions to the meeting	When making a contribution please identify yourself when starting to speak and pause slightly at the beginning whilst your video feed is being loaded. This will give the producers chance to load your video feed onto the screen for the livestream.
Presentations.	Please let the Board Business Unit know prior to the day of the meeting if you have a presentation so that we can ensure that it is loaded in advance.
Screen Display	During the meeting, the main screen will be focussed on the person who is speaking at the time but this done manually by the producers and will not follow the attendees as they speak (unlike skype). Please bare with us, we will endeavour to make this transition between video feeds as smooth and as timely as possible.
End of Public Session	Once the public meeting has ended, you will need to leave the meeting and enter the separate appointment for the Private Board session.
Feedback	The July Board is our first attempt at live streaming using this software and with the Board operating remotely. We have tested as much as we can and learnt from others as far as possible – any feedback during or after the meeting about your experience is very welcome to ensure we keep refining the experience for the benefit of the Board and the wider public.