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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

Revised Standing Orders (Temporary)

Executive lead: Helen Bushell, Board Secretary and Head of Board Business Unit

Author: Liz Blayney, Deputy Board Secretary and Board Governance Manager

Approval/Scrutiny route: N/A

Purpose

To present the Board with the proposed revisions to the Standing Orders to reflect the changes approved by the Board in March 2020, and changes outlined in the Welsh Health Circular dated 9 July 2020.

Recommendation:

APPROVE

CONSIDER

RECOMMEND

ADOPT

ASSURANCE

The Board is asked to:

- **Approve** the temporary amendments to the Standing Orders from the Welsh Health Circular, in addition to those already approved in March 2020;
- **Note** that this revised version of Standing Orders will be in place until 31 March 2021, unless the Board revise it prior to this date.

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. 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/>

Variations of Standing Orders approved by the Board

At its meeting on 26 March 2020, the Board approved a number of temporary variations to Standing Orders. These changes are reflected in the revised Standing Orders **attached (Version 7)**.

The report ([link](#)) also detailed the status of each of the Committees, noting that the Audit and Corporate Governance Committee and Quality Safety and Improvement Committee will continue to operate in a remote format. The report also contained the legal references to underpin the agreed variations to Standing Orders, providing assurance of the legal basis for the Board to approve these changes.

The revisions to standing orders outlined in the table below, once approved, will be published on the website.

Appendix 1

The approved variations are listed in the table below, with those additional amendments from the Welsh Health Circular and action included in Red for Boards consideration to approve:

SO Number	Heading / Sub Heading	Change to Revised Standing Order	Revised Text
Xxxii	Variation and amendment to Standing Orders	Changes to the standing orders will be agreed at Board and communicated to Audit Committee first (not the other way round) <i>Amended wording in revised standing orders.</i>	'The proposed variation or amendment has been considered and approved by the Audit and Corporate Governance Committee and is the subject of a formal report to the Board. <i>Board and communicated to the Audit and Corporate Governance Committee;</i> '
1.3	<i>Tenure of Non-Executive Directors Term</i>	Standing Orders need to include reference to the National Health Service (Temporary Disapplication of Tenure of Office) (Wales) (Coronavirus) Regulations 2020 which allows longer periods of tenure where the end of the current term is within the period effected by temporary suspension of all public appointments in March 2020. <i>Amended wording in revised standing orders.</i>	'Board members will be determined by their contract of appointment. <i>The Chair and Non-Executive Directors are appointed by the Minister for Health and Social Services and shall be appointed as Trust members for a period specified by the Welsh Ministers, but for no longer than 4 years in any one term. These members can be reappointed but may not hold office as a member or associate member for the same Board for a total period of more than 8 years, with the exception of those appointed or re-appointed in accordance with Regulation 3 of the National Health Service (Temporary Disapplication of Tenure of Office) (Wales) (Coronavirus) Regulations 2020. These members will hold office in accordance with the terms of their appointment or re-appointment. Time served need not be consecutive and will still be counted towards the total period even where there is a break in the term.'</i>

Appendix 1

SO Number	Heading / Sub Heading	Change to Revised Standing Order	Revised Text
7.1	Putting citizens first	As we have been unable to Broadcast Board meetings, there is a change to the way in which we communicate and ensure transparency to the public. This does not require a change to standing orders. We are planning to resume broadcasting Board meetings on 30 July 2020 meeting.	Not applicable.
7.2	Annual plan of board business	The Board had previously agreed to suspended for the foreseeable future, however this has now been resumed and as such no changes are needed to standing orders.	Not applicable.
7.2.5 – 7.2.7	Annual General Meeting	In March, the Board approved to run the AGM 'when it is possible to do so'. Since then, it has been confirmed through a Welsh Health Circular (WHC 2020/011) that the AGM must be held by 30 November 2020. This is reflected in the revised standing orders attached.	'The Trust must hold an AGM in public no later than 31 July each year 30 November 2020. '
7.4.3	Notifying and equipping Board members	We will try our best to publish agendas 7 days in advance. It is unlikely we will 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. Amended wording in revised standing orders	'Board members shall be sent an Agenda and a complete set of supporting papers at least 7 calendar days before a formal Board meeting, where possible. '
7.5	Conducting Board meetings <i>Admission of the public, the press and other observers</i>	Para 7.5.2 of the revised standing orders indicates that board meetings will be held in public were possible (the point being that there will be occasions that it is not possible). No changes needed to the revised Standing Orders. We are planning to resume broadcasting Board meetings on 30 July 2020 meeting.	Not applicable.

Appendix 1

SO Number	Heading / Sub Heading	Change to Revised Standing Order	Revised Text
7.5.8	Chairing Board meetings	<p>In the absence of the Chair and Vice Chair, stipulate the Chair of ACGC as the 3rd chair.</p> <p style="color: red;">Amended wording in revised standing orders.</p>	<p>7.2.1 'In these circumstances the Vice Chair shall preside. If both the Chair and vice chair are absent or disqualified, the Non-Executive Directors Present shall elect one of the Non-Executive Directors to preside, the Chair of the Audit and Corporate Governance Committee will preside as Chair for the meeting.'</p>
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 4 substantive Executives with voting rights, in the event none are available the Board would need to determine if the nominated deputies should have voting rights. It is recommended this is agreed if and when required.</p> <p style="color: red;">No amendment to standing orders required, as it will be dealt with as and when required.</p>	Not applicable.