

Trust Board Meeting: Wednesday 13 May 2020

TB2020.47

<b>Title</b>	<b>Governance Arrangements during COVID-19</b>
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<b>Status</b>	<b>For information</b>
<b>History</b>	The provisions outlined in this paper were presented to the Trust Board for decision at its meeting on 1 April and are now formally being placed in the public domain.

<b>Board Lead</b>	<b>Prof Sir Jonathan Montgomery, Trust Chair</b>			
<b>Key purpose</b>	<b>Strategy</b>	<b>Assurance</b>	<b>Policy</b>	<b>Performance</b>

## Executive Summary

1. This paper sets out for information a series of provisions for the management of a number of aspects of Trust functions and activities, with specific regard to the overall management of governance within the Trust during COVID-19 which were approved by the Board at its meeting in private on 1 April. In particular it covers:

- Trust Board and Board sub-committees
- Scheme of Delegation
- AACs
- Governors

## 2. **Recommendations**

The Board is asked to:

- **Note** the interim governance provisions set out in this paper;
- **Note** the regular review of the Scheme of Delegation as a matter to be considered by the Chief Executive Officer; and
- **Note** the revised logistical arrangements for future Board meetings.

## 1. Introduction

- 1.1. The current COVID-19 Pandemic presents an unprecedented impact on the NHS and the Trust. At the core of our organisation we remain committed to ensuring that we keep our patients and our staff safe, within a well led organisation. 'Delivering compassionate excellence' against the backdrop of the COVID-19 pandemic is at the forefront of the aims of the organisation, and therefore we must consider a revised governance approach to facilitate that aim.
- 1.2. The need to flex the current governance structures to maintain a well-led organisation with robust governance in the context of wholly unprecedented challenges presented by COVID-19, is clear. In order to prepare the organisation for this the Chair of the Trust commissioned legal advice to understand how best to deliver continued good governance, and in many ways enhanced oversight. Within days of this advice, NHSI issued national emergency guidance which validated the advice received and placed the approach on a national footing, recognising the need to manage capacity across the leadership of NHS bodies in the current challenging times.
- 1.3. As part of the immediate response to the COVID-19 pandemic the Trust enhanced the governance processes with the implementation of a weekly briefing call, chaired by the Chair of the Trust, to enable the CEO and CAO to keep all Non-Executives up to date on the rapidly emerging situation. This allowed for increased scrutiny and a greater degree of oversight, in addition it provided more opportunity for discussion and the ability to ensure a consistent and more 'real time' awareness of the current response to the pandemic.
- 1.4. In response to national guidance the Trust had already set up an incident Command and Control structure. In addition to the governance provisions Covid Incident Command and Control processes were established across the Trust.
- 1.5. This paper sets out a series of provisions for the management of a number of aspects of Trust functions and activities, with specific regard to the overall management of governance within the Trust during COVID-19. In particular it covers:
  - Trust Board and Board sub-committees
  - Scheme of Delegation
  - AACs
  - Governors

## 2. Trust Board and Board sub-committees

- 2.1. These provisions are intended to ensure that the Trust Board and Board committees maintain and deliver key functions during the COVID-19 pandemic, whilst also having regard to the sustainability and resilience of these requirements in a time of unprecedented pressure.
- 2.2. They reflect the need for the Trust Board to retain focus on the safety of its patients, the safety and resilience of its staff (including its leadership teams), against the continuing need to make appropriate decisions in a way that remains evidence-based, rational and transparent, and with the appropriate level of challenge and oversight, but often within condensed time scales.
- 2.3. The ability to be agile and flexible in how such decisions are made, in a time of unprecedented activity, reflects the strength and depth of the leadership across the Trust.

- 2.4. The Trust Board holds six meetings each year, which rotate in the intervening month with the Integrated Assurance Committee, a Board Committee where membership mirrors the Board membership, plus invitees.
- 2.5. The Board meets in public and the next three public meetings are 13 May 2020, 8 July 2020, 9 September 2020. It is clear that public attendance will not be possible or safe at this time, and all Board meetings will be held virtually in any event, for the safety of all attendees.
- 2.6. A change to the rhythm of the Board engagement in the current pandemic was agreed, as follows:

In addition to the bi-monthly Board meetings scheduled, **weekly briefings to the Non-Executive Directors** by key Executive Directors at 5pm every Wednesday were initiated.

The default **core membership** of the Trust Board meetings will be reduced to Trust Board quorum, with particular regard to a reduced Executive Director attendance to enable capacity to be created to manage COVID-19 activity.

The proposal is that the CEO and CAO become the primary attending members of the Executive Directors, save for where specific papers being discussed, require specific attendance by the Executive Director presenting it (and unless the attending CEO and CAO are briefed by that Executive to present it in their absence).

All Board members remain invited to attend these virtual meetings, if they can, it is simply that we wish to agree a reduced expectation on attendance, provided quorum is maintained.

**Papers** will be circulated at least 72 hours in advance of the meeting to all Trust Board members, and all **questions** arising, whether from an attendee or a director (non-executive or executive) who is **not attending**, must be submitted within 24 hours of the scheduled meeting.

This is allow focus on key issues to be discussed, with a view to prioritising business at the Board meeting, under the Chairman's direction.

It is anticipated that with the shift to 'real time' updates and briefings on a weekly basis between the CEO and CAO and the Non-Executive Directors, challenge and debate will move to a more agile and real time setting, with the monthly meetings providing an essential pause for breath to ensure the Board

The next three planned **public Board** meetings will seek to achieve continued public engagement and transparency of approach, to fulfil the public element of Trust Board activity, by ensuring that:

- The agenda for the meeting will be published in the usual way in advance;
- The Chair and CEO will present summary reports at each meeting, which address activity and decisions made by the Board since the previous public Board meeting, to deliver key updates and maintain transparency. These reports will be recorded and published on the Trust's website;
- The papers for the Board meeting will be published in the usual way on the Trust's web site;

- 2.7. The quorum requirements of the Board as set out in the Trust's current constitution (2019) are that 50% of the members of the Board must attend for the meeting to remain quorate, and of the 50% attending, 1 must be a Non-executive Director and one must be an Executive Director.
- 2.8. It is noted that in undertaking its duty to hold the Non-executive Directors individually and collectively to account for the performance of the Board arrangements will need to be in place for governors to assess the continued functioning of the Board (see further below).

### 3. Scheme of Delegation

- 3.1. There will be regular review of the Scheme of Delegation, to ensure that it provides appropriate controls, balanced with appropriate delegated functions, to enable delivery by the Executive team of levels of decision making on behalf of the Board, in the exigent circumstances.
- 3.2. The Chief Executive will carry Executive responsibility for reviewing the Scheme of Delegation and will raise with the Board any emergency amendments suggested to enable decision making as the COVID-19 situation evolves.

### 4. AACs

- 4.1. The process for running future AACs is currently under review and the Chief Assurance Officer and Chief People Officer will bring back proposals on planned changes to this process at a later date. The next planned AACs are being run virtually and candidate participation is being actively reviewed.
- 4.2. This review will include consideration of whether a system of prioritisation may be introduced, to map appointments to matters which are critical to delivery of current emergency planning for COVID-19, to adopt a risk based approach to ongoing recruitment in the current crisis.

### 5. Governors

- 5.1. In accordance with NHSI emergency guidance, no face to face meetings with governors are to be held.
- 5.2. A copy of this paper will be provided to the Governors to ensure awareness of the urgent interim governance arrangements.
- 5.3. Arrangements for electronic communication with governors on all key issues where the Trust engages with Governors, will be made, to ensure continued engagement with Governors as an integral element of the Trust's oversight and governance.
- 5.4. The Chair of the Trust Board will provide a monthly summary of key decisions made, to ensure Governors remain sighted on Trust issues despite the necessary pace of actions required.
- 5.5. Communications from the central communications team are being posted on the Governor's Forum pages and this will continue.

### 6. Recommendations

- 6.1. The Board is asked to:
  - **Note** the interim governance provisions set out in this paper;
  - **Note** the regular review of the Scheme of Delegation as a matter to be considered by the Chief Executive Officer; and
  - **Note** the revised logistical arrangements for future Board meetings.

**Prof Sir Jonathan Montgomery, Trust Chair**  
**May 2020**