

NHS Board Meeting
29 April 2020

Lanarkshire NHS Board
Kirklands
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**SUBJECT: REVISED GOVERNANCE FRAMEWORK DURING THE
CORONAVIRUS PANDEMIC**

1. PURPOSE

To recommend for Board approval revised corporate governance arrangements to meet the challenges of maintaining Board level governance and assurance during the COVID 19 pandemic.

For approval	<input checked="" type="checkbox"/>	For endorsement	<input type="checkbox"/>	To note	<input type="checkbox"/>
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2. ROUTE TO THE BOARD

This paper has been prepared by Paul Cannon, Board Secretary, in consultation with the Board Chair, and has been shared with the Board's Internal Auditors and External Auditors.

3. SUMMARY OF KEY ISSUES

The purpose of this paper is to provide NHS Lanarkshire Board Members with an overview of proposed changes to the corporate governance arrangements during the COVID-19 pandemic to ensure that the governance arrangements effectively support the Board's management of the public health emergency whilst providing essential scrutiny and assurance.

It is important that NHS Lanarkshire continues to work within the required existing legal framework, whilst addressing the significant challenges that we face in responding to Covid-19.

4. STRATEGIC CONTEXT

This paper links to the following:

Corporate objectives	<input checked="" type="checkbox"/>	AOP	<input checked="" type="checkbox"/>	Government policy	<input checked="" type="checkbox"/>
Government directive	<input checked="" type="checkbox"/>	Statutory requirement	<input checked="" type="checkbox"/>	AHF/local policy	<input type="checkbox"/>
Urgent operational issue	<input checked="" type="checkbox"/>	Other	<input type="checkbox"/>		<input type="checkbox"/>

5. CONTRIBUTION TO QUALITY

This paper aligns to the following elements of safety and quality improvement:

Three Quality Ambitions:

Safe	<input checked="" type="checkbox"/>	Effective	<input checked="" type="checkbox"/>	Person Centred	<input checked="" type="checkbox"/>
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Six Quality Outcomes:

Everyone has the best start in life and is able to live longer healthier lives; (Effective)	<input checked="" type="checkbox"/>
People are able to live well at home or in the community; (Person Centred)	<input checked="" type="checkbox"/>
Everyone has a positive experience of healthcare; (Person Centred)	<input type="checkbox"/>
Staff feel supported and engaged; (Effective)	<input type="checkbox"/>
Healthcare is safe for every person, every time; (Safe)	<input checked="" type="checkbox"/>
Best use is made of available resources. (Effective)	<input checked="" type="checkbox"/>

6. MEASURES FOR IMPROVEMENT

These arrangements will be reviewed at the June 2020 Board meeting.

7. FINANCIAL IMPLICATIONS

There are no financial implications of changing the Corporate Governance arrangements of the Board

8. RISK ASSESSMENT/MANAGEMENT IMPLICATIONS

The full impact of COVID 19 on activity and finance is not yet known but COVID 19 is recorded on the Corporate Risk Register as a Very High risk, and there are weekly financial updates made to Scottish Government on Covid-19 related expenditure.

There is a risk that existing Governance arrangements will not provide the Board with the necessary assurance and oversight of the response to COVID-19 and that the Senior Leadership Team will be unnecessarily diverted from directing their efforts and resources in the immediate response to the Coronavirus pandemic if they continue to service existing Governance arrangements and the range of Governance Committees.

This risk is mitigated with the proposals outlined in the attached paper. However, it is proposed that a further assessment of risks and any other measures which need to be put in place are considered by the Audit Committee.

9. FIT WITH BEST VALUE CRITERIA

This paper aligns to the following best value criteria:

Vision and leadership	<input checked="" type="checkbox"/>	Effective partnerships	<input checked="" type="checkbox"/>	Governance and accountability	<input checked="" type="checkbox"/>
Use of resources	<input checked="" type="checkbox"/>	Performance Management	<input type="checkbox"/>	Equality	<input type="checkbox"/>
Sustainability Management	<input checked="" type="checkbox"/>				

10. EQUALITY AND DIVERSITY IMPACT ASSESSMENT

Not required.

11. CONSULTATION AND ENGAGEMENT

Board Members were given an opportunity to comment on the proposals electronically before they were finalised and the Chair had individual discussions with Governance Committee Chairs.

The Chair and Board Secretary also discussed the proposals with the Chief Executive and the Internal and External Auditor(s).

12. ACTIONS FOR THE BOARD

The Board is asked to

1. Approve the standing down of the monthly Performance, Planning and Resources Committee and agree to hold virtual monthly Board meetings, which will not be held in public due to restrictions in place to support safety during COVID-19;
2. Note the options open to revising governance arrangements;
3. Approve option 3;
4. Agree to the Audit Committee undertaking a further assessment of risks in relation to the revised governance arrangements;
5. Note the range of communications put in place to keep Non Executive Board Members up to date; and
6. Agree to review these revised arrangements for the June 2020 Board meeting.

Approve	<input checked="" type="checkbox"/>	Endorse	<input type="checkbox"/>	Identify further actions	<input type="checkbox"/>
Note	<input type="checkbox"/>	Accept the risk identified	<input type="checkbox"/>	Ask for a further report	<input type="checkbox"/>

13. FURTHER INFORMATION

For further information about any aspect of this paper, please contact:

Neena Mahal, Board Chair
Telephone: 01698 858176

Paul Cannon, Board Secretary
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REVISED GOVERNANCE ARRANGEMENTS (APRIL 2020)**Introduction**

The purpose of this paper is to provide NHS Lanarkshire Board Members with an overview of proposed changes to the corporate governance arrangements during the COVID-19 pandemic to ensure that the governance arrangements effectively support the Board's management of the public health emergency whilst providing essential scrutiny and assurance.

NHS Lanarkshire's current governance arrangements include a robust Code of Corporate Governance, which is reviewed and agreed annually, and a Corporate Governance Improvement Plan mapped against the Blueprint for Good Governance with regular reports to the NHS Board

It is important that NHS Lanarkshire continues to work within the required existing legal framework, whilst addressing the significant challenges that we face in responding to Covid-19.

The revised governance arrangements must also not impact on the Command Resilience Structure which has been put in place to respond to COVID 19 (see Appendix 1), but recognise that appropriate governance and oversight may have to operate retrospectively in some cases.

The Board must be careful to allow the Resilience response through the Command Structure to continue to operate unhindered and operate with agility and a degree of freedom to act within the existing framework of the Corporate Governance Code, Standing Financial Instructions and the Scheme of Delegation.

Background

In line with other NHS Boards, NHS Lanarkshire faces unprecedented challenges in managing the response to the COVID-19 pandemic in the coming months. While it is recognised that this is a fast moving situation and is subject to continual change, it is also widely accepted that effective management of the situation will require some changes to the existing corporate governance system. There are risks in continuing with existing governance arrangements, mainly:

- Existing arrangements around the cycle of Board/Governance Committee meetings would not allow the Board to have full oversight and assurance of the response to COVID 19 on a regular basis
- that the Senior Leadership Team will be unnecessarily diverted from directing their efforts and resources in the immediate response to the Coronavirus pandemic if they continue to service existing Governance arrangements and the full range of Governance Committees

These risks can be mitigated with a revision to existing Corporate Governance arrangements and it is proposed that a further assessment of risks should be undertaken

by the Audit Committee.

In recognition of the Public Health emergency, approval to revise governance arrangements across NHS Boards has been given by the Scottish Government Director of Health Finance, Corporate Governance and Value in a letter to Board Chairs dated 26 March 2020 (Appendix 2).

The key changes which will guide the new arrangements are set out below and will be reviewed at the June 2020 Board meeting.

Board Meetings

- The bi-monthly Planning, Performance & Resources Committee (PPRC) meetings will be stood down, and replaced by a Board meeting so that there will be a monthly Board meeting held as per the cycle of scheduled dates for Board/PPRC meetings.
- Board Meetings will not be held in public as before, due to COVID 19, and Government measures on staying safe. Board meetings will therefore be held virtually by telephone conference call, or other electronic means, on a monthly basis. The teleconference protocol is attached at Appendix 3.
- The web site will be updated to reflect that Board meetings will be held on a monthly basis but the meeting will not be held in a central location, nor will it be held in public. The agenda and papers (with the exception of those deemed confidential) will be available on the Board's web site to ensure continued transparency in decision making.
- In order to support the work of the Executive Team, the Board Chair, Chief Executive and Board Secretary will review the Board work plan and each agenda to ensure that business conducted at Board meetings is appropriate and focused on decisions required, or items that provide assurance to the Board. This will include updates on the key issues and risks associated with the work being led on Recovery and Reconfiguration (Appendix 1).
- The Board will accept Board papers in SBAR formats as appropriate. However, the papers must provide a clear statement of the risks associated with any proposals / decisions, any actions required of the Board, or assurance being provided.
- To support the expediency and effectiveness of holding Board meetings virtually, the Board Chair will invite comments and questions on Board agenda items as appropriate, in advance of the Board meeting, with specific reference to those agenda items which are not for discussion.
- During this period should it be required the Board Chair would be able to call any additional virtual meetings of the Board.
- Proposals for endorsement or approval may be circulated out with the scheduled Board meetings and signed off by Board Members by electronic means. Any such proposals must be reported to the next scheduled NHS Board meeting as an audit trail.

- The programme of Board Development activities, walkrounds and face to face visits/meetings will be suspended during this time.

Board Standing Orders

NHS Lanarkshire will work to meet requirements in the agreed Board Standing Orders as far as possible, and where this is not the case this will be highlighted to the NHS Board at the next available opportunity.

Quorum

The quorum for a Board meeting will remain one third of the whole number of members entitled to vote (six), of which at least three are Non -Executive Members.

Standing Financial Instructions and Scheme of Delegation

NHS Lanarkshire will continue to apply Standing Financial Instructions, and Scheme of Delegation as far as possible, and where this is not the case this will be highlighted to the Board at the next available opportunity, notwithstanding the changes to the SFIs approved by the Board at its virtual meeting on 25th March 2020.

In the first instance, a decision to override Standing Financial Instructions and/or the Scheme of Delegation will be raised and logged at Gold Command and reported to the next available Board meeting.

Governance Committees

Under Item 3 of the Code of Corporate Governance, the Board delegates to such Committees matters it considered appropriate. Some NHS Boards have decided to retain Governance Committees, meeting more frequently than normal (every two weeks), with restricted agendas, and some Boards have suspended Governance Committees for the time being.

As there is an imperative in taking forward to conclusion, the process for the site option selection for the replacement University Hospital Monklands, the Monklands Replacement Oversight Board (MROB) should continue to meet virtually, as required, to provide assurance to the Board. Therefore, meetings of MROB would continue under all of the 4 options.

The proposed options are:

Option 1

- Continue with the status quo of holding all Board Governance Committees but change the cycle of meetings to correlate with the revised Board meeting arrangements

This would tie up Senior Directors and staff time and resources in preparation for Governance Committees when routine activity and monitoring of performance has been suspended. Furthermore, this does not acknowledge the significant demands being made on staff at this time and the capacity challenges which exist with a number of staff unable to attend work during this period.

Option 2

- Stand down all Governance Committees of the Board (except for MROB) and remit all business, oversight and scrutiny to monthly Board meetings.

This would not allow oversight of key processes which still need to continue such as preparation for the Annual Accounts including key governance assurances required for the Accounts process, albeit the timeline for this is likely to be delayed.

This option could also potentially lengthen the duration of Board meetings as detailed discussion may need to take place within the Board.

Option 3

- Continue virtually with the Audit Committee, Staff Governance Committee, and the Healthcare Quality Assurance and Improvement Committee, as and when required, to provide scrutiny, assurance and oversight of key aspects of the COVID 19 Mobilisation Plan and resilience response such as

- the organisation's response in relation to the management of risks and overview of governance
- the oversight of recovery plans;
- staffing matters, including the continuation of oversight of staff health and wellbeing, and
- clinical governance and patient safety issues.

It will be for these Committees to prioritise their agendas and workplans focusing on the response to COVID 19 and they should only meet as and when required, with limited agendas.

The Chairs of the Acute Governance and Population Health Committees would have the option of joining any of these Committee meetings as appropriate.

Option 4

- The Chairs of all Governance Committees should hold a monthly teleconference call with Lead Directors, prior to the monthly Board meeting, to be kept apprised of key issues that need to be flagged to the Board.

There would need to be a mechanism put in place to ensure engagement with other Board Members who may feel that they have been unable to contribute to effective scrutiny and oversight prior to the Board meetings and these monthly meetings would need to formally report into the Board.

Following discussion with Board Members and Governance Committee Chairs, it is proposed that Option 3 is approved by the Board as the way forward

Other Communication with Board Members

To ensure that Board Members are kept apprised of key issues and decisions made by Gold Command, a number of additional measures have been put in place:

- Every Friday there will be an email round up for Board Members including key Gold Command issues, key Scottish Government guidance; data and trends and any other issues pertinent for Board members to be sighted on;
- a weekly copy of the Gold Command Action Log will be provided to Board Members;
- all Board Members receive the daily staff briefing on COVID 19;
- The Board Chair, with the Board Secretary, will hold a Non -Executive Board Member Briefing by Teleconference in between Board meetings to maintain contact, raise any issues and have briefings on any specific areas which will come to the Board for formal approval in due course. The Board Chief Executive and other Executive Board Members or Corporate Management Team members will join the briefing as required. The cycle of dates will be agreed at the first briefing meeting scheduled for 15th April 2020.

Appendices

- 1a Command Resilience Structure and Recovery Plan
- 1b NHSL COVID-19 Command Structure (March 2020)
- 2 Board Governance during pandemic - Letter to NHS Chairs (26 March 2020)

3 NHS Lanarkshire Teleconference Protocol (18 March 2020)