

## Borders NHS Board



Meeting Date: 2 July 2020

<b>Approved by:</b>	Ralph Roberts, Chief Executive
<b>Author:</b>	Iris Bishop, Board Secretary
<b>TEMPORARY GOVERNANCE ARRANGEMENTS</b>	
<b>Purpose of Report:</b>	
<p>The purpose of this report is to review the temporary revision to corporate governance arrangements as a consequence of COVID-19 with a view to returning to normal governance arrangements from 1 August 2020.</p>	
<b>Recommendations:</b>	
<p>The Board is asked to <b>approve</b> a move back to normal governance arrangements as far as is practicable with effect from 1 August 2020.</p> <p>The Board is asked to <b>approve</b> a return to the substantive arrangements at Section A, Sub Section 2, Section 1.3 Calling and Notice of Meetings, of the Code of Corporate Governance.</p> <p>The Board is asked to <b>note</b> the next cycle of meetings of Borders NHS Board would be held on 1 October 2020 and 3 December 2020 as agreed on 7 November 2019 at the Board Development session.</p> <p>The Board is asked to <b>agree</b> to cancel the Board meeting scheduled for 1 October 2020 and bring it forward to 24 September 2020 in order to formally approve the NHS Borders Annual Report and Accounts by the Scottish Government timeline of 30 September 2020.</p> <p>The Board is asked to <b>note</b> the inaugural meeting of the Resources &amp; Performance Committee will be held on 3 September 2020 with its next meeting held on 5 November 2020 as agreed on 7 November 2019 at the Board Development session.</p> <p>The Board is asked to <b>approve</b> a return to the substantive arrangements at Section A, Sub Section 2, Section 16.6 Minutes, Agendas and papers and Section 10.4 Submission of Reports, of the Code of Corporate Governance.</p> <p>The Board is asked to <b>continue to specifically suspend</b> Section A, Sub Section 2, Section 14.1 Admission of public and press of the Code of Corporate Governance.</p> <p>The Board is asked to <b>formally approve</b> the publication of the agenda and papers pack 3 days in advance of the meeting on its website.</p> <p>The Board is asked to <b>continue to specifically suspend</b> Section A, Sub Section 2, Section 5.1 Quorum of the Code of Corporate Governance.</p>	

The Board is asked to **note** that the Code of Corporate Governance Steering Group will meet in July to consider whether any of the temporary revisions made to the Code of Corporate Governance should be adopted as substantive changes for the next refresh of the Code of Corporate Governance.

### **Approval Pathways:**

This report has been prepared specifically for the Board to enable it to consider and address the impact of the COVID-19 Pandemic on the Board governance arrangements.

### **Executive Summary:**

#### **Agreement at the Board Meeting on 2 April 2020**

We agreed to a temporary revision to our corporate governance arrangements with the onset of the COVID-19 Pandemic.

The consequence of that revision was that:-

- The Board would not meet in public.
- Board Sub Committees would be stood down.
- The Board would meet monthly.
- The Board agendas would focus on COVID-19 as well as incorporating the necessary legislative or regulatory aspects previously referred to the standing committees.
- Temporary measures would be reviewed on a monthly basis with a view to re-establishing governance arrangements in line with the Code of Corporate Governance at the earliest opportunity.

Based on the above Board meetings were set for 7 May, 4 June and 2 July.

#### **Agreement at the Board Meeting on 7 May 2020**

We agreed that given the organisation's position addressing the COVID-19 Pandemic the Board Sub Committees could be brought back online with short COVID-19 focused agendas for their next round of meetings from 1 June. All meetings would be held either by Microsoft Office Teams or Telephone Conference calls in order to enable social distancing.

The Board also considered the possibility of a return to normal governance arrangements from early August which would involve:-

- The Board would continue to not meet in public.
- The Board cycle of meetings would refer back to the substantive meeting cycle agreed on 7 November 2019 with effect from 1 April 2020 (Board Meetings to be held on 1 October, 3 December).
- The Board agendas would continue to focus on COVID-19 as well as incorporating the necessary statutory, legal, legislative and regulatory business required.
- Temporary measures would be reviewed on a monthly basis with a view to re-establishing governance arrangements in line with the Code of Corporate Governance at the earliest opportunity.

## Proposed Governance Arrangements from 1 August 2020

Given the organisation's continued position addressing the COVID-19 Pandemic the Board is asked to conclude the following temporary arrangements as of 1 August 2020 (A) the frequency of the meeting and (B) submission of papers as per below:

- A. The Board is asked to specifically return to the substantive arrangements at Section A, Sub Section 2, Section 1.3 Calling and Notice of Meetings, of the Code of Corporate Governance.**

### ***“Calling and Notice of Meetings***

*1.3 Ordinary meetings of the Board or Committees will be held in accordance with the timetable approved by the Board. Meetings of the Board will normally be held bi-monthly and not more than 3 months between meetings.”*

- B. The Board is asked to specifically return to the substantive arrangements at Section A, Sub Section 2, Section 16.6 Minutes, Agendas and papers and Section 10.4 Submission of Reports, of the Code of Corporate Governance**

### ***“16. Minutes, agendas and papers***

*16.6 The agendas and papers for all Board, Committee and Sub-Committee meetings shall be circulated to members at least 7 days before any given meeting, by post and/or electronic means.”*

### ***“10.4 Submission of Reports***

*10.4 All reports requiring decisions will be submitted in writing. Verbal reports will only be accepted in exceptional circumstances, and with the prior approval of the Chair of the Board or the Chair of the Committee.”*

The Board will function in accordance with the current agreed Code of Corporate Governance, other than for (C) Admission of Public and Press and (D) Quoracy as referenced below:

- C. The Board is asked to continue to specifically suspend Section A, Sub Section 2, Section 14.1 Admission of public and press of the Code of Corporate Governance.**

### ***“14. Admission of public and press***

*14.1 Members of the public and representatives of the Press will be admitted to every formal meeting of the Board but will not be permitted to take part in discussion. (Public Bodies (Admission to Meetings) Act 1960).”*

The Public Bodies (Admissions to Meetings) Act 1960 requires NHS Board meetings to be held in public. However Section 1(2) of that Act states:

*“A body may, by resolution, exclude the public from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be*

*transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings; and where such a resolution is passed, this Act shall not require the meeting to be open to the public during proceedings to which the resolution applies.”*

**Current Revised arrangements:**

It should be noted that NHS Boards also have other legal duties to protect public health, and in light of the preventative measures put in place across the country, including social distancing, it is not appropriate to convene public meetings.

The Board will continue to publish its meeting agenda 3 days in advance of the meeting on its website.

The Board is asked to formally approve the publication of the agenda and papers pack 3 days in advance of the meeting on its website.

**D. The Board is asked to specifically suspend Section A, Sub Section 2, Section 5.1 Quorum of the Code of Corporate Governance.**

**“5. Quorum**

*5.1 The quorum for Board meetings is one-third of the whole number of Members, of which at least two are Non-Executive Members. No business shall be transacted at a meeting of the Board unless this is met. It is at the discretion of the Chair as to whether an inquorate meeting still take place even though it shall not be possible to make any decisions at such a meeting.”*

**Current Revised arrangements:**

The quorum will reflect the risk to attendance by prolonged sickness or absence as a result of the COVID-19 Virus.

No business shall be transacted at a meeting of the Board unless there are present, and entitled to vote, at least six members who shall include no less than the Chair and/or Vice Chair, two Executive Members and two Non-Executive Members.

Should the Board Chair not be present at the NHS Board meeting, the Vice Chair will be able to assume the role of Chair for the duration of the meeting. If the Chair and Vice Chair are not present, voting Board Members will be able to elect a Non-Executive Board Member to act as Chair for the duration of the meeting. This decision must be noted within the minute prior to the first agenda item being discussed.

If a quorum is not present ten minutes after the time specified for the start of a meeting of the Board, the Chair, subject to the business to be conducted, will determine if the meeting should be adjourned and rescheduled or continue with any decision being ratified thereafter.

If during any meeting of the Board a Member or Members are called away and the Chair finds that the meeting is no longer quorate, it would be the decision of the Chair as to whether the meeting is suspended or will continue to run, noting within the minute the points at which the meeting was not quorate.

<b>Impact of item/issues on:</b>	
<b>Strategic Context</b>	The challenges faced by the NHS, social care and the wider partnership systems require the Board to establish temporary and appropriate governance arrangements that respond to support the organisation in the coming months.
<b>Patient Safety/Clinical Impact</b>	The challenges faced by services requires the Board to recognise that front line staff, senior officers and the Executive Team must be allowed to deal with the COVID-19 Pandemic with as little distraction as possible.
<b>Staffing/Workforce</b>	The challenges faced by services requires the Board to recognise that front line staff, senior officers and the Executive Team must be allowed to deal with the COVID-19 Pandemic with as little distraction as possible.
<b>Finance/Resources</b>	The Board requires that the organisation continue to operate within an appropriate legal framework, acts in the best interests of the population, is efficient in the use of resources and puts the safety of staff and patients at the forefront of its efforts.
<b>Risk Implications</b>	The Board requires that the organisation continue to operate within an appropriate legal framework, acts in the best interests of the population, is efficient in the use of resources and puts the safety of staff and patients at the forefront of its efforts.
<b>Equality and Diversity</b>	Compliant
<b>Consultation</b>	None
<b>Glossary</b>	NHS – National Health Service COVID-19 - Coronavirus.