

Borders NHS Board



Meeting Date: 4 February 2021

Approved by:	Karen Hamilton, Chair
Author:	Iris Bishop, Board Secretary
GOVERNANCE ARRANGEMENTS	
Purpose of Report:	
<p>The purpose of this report is to seek ratification by the Board of the change in governance arrangements for January to April 2021 that have been enacted, in light of the on-going COVID-19 Pandemic.</p>	
Recommendations:	
<p>The Board is asked to ratify the changes to governance arrangements as set out below:</p> <ul style="list-style-type: none"> • The Board will continue to meet in February and April. • The Remuneration Committee meeting in February will be cancelled and any business deferred to the next meeting on 21 April. • The Resources & Performance Committee will continue to meet in January with a business light agenda. • The Endowment Committee meeting in January will be cancelled and any business deferred to the next meeting on 31 March. • The Clinical Governance Committee meeting in January will be cancelled and any business will be deferred to the next meeting on 17 March. Any key issues will be reported to the Borders NHS Board meeting on 4 February. • The Staff Governance Committee will continue to meet in March with a business light agenda. • The Area Clinical Forum meeting on 26 January will be cancelled and any business deferred to the next meeting on 30 March. • To support continued Non Executive oversight of the Board and its response to the Pandemic, the Chair, Chief Executive and Non Executives will continue to meet on a fortnightly basis. <p>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.</p> <p>The Board is asked to continue to specifically suspend Section A, Sub Section 2, Section 5.1 Quorum of the Code of Corporate Governance.</p>	
Approval Pathways:	
<p>This report has been prepared specifically for the Board to enable it to address the impact of the COVID-19 Pandemic on Board governance arrangements.</p> <p>These proposed arrangements were discussed by the Chair, Chief Executive and Non</p>	

Executives at their fortnightly meeting on 23 December 2020.

Executive Summary:

Background

On 2 April 2020 the Board approved a temporary revision to its corporate governance arrangements as a consequence of the COVID-19 pandemic.

Those arrangements were then reviewed by the Board on 7 May 2020 and 2 July 2020.

On 1 August 2020 the Board reviewed the temporary arrangements again and returned to normal governance arrangements, with the exception of 2 areas, the Quorum for meetings and Admittance of the press and public to meetings.

- The Quorum for meetings is part of a wider look at the Corporate Governance arrangements for the Board and at this time we are seeking to continue with the change in arrangements agreed in April 2020.
- From December 2020 the Admittance of the press and public to meetings was being partly addressed by making the meetings available through MS Teams links to those who requested admittance. However, there is a wider piece of work being taken forward nationally to achieve a Once for Scotland approach. At this time we are seeking to continue with the arrangements outlined below.

Current Situation

As the COVID-19 pandemic continues we have again looked to review our corporate governance arrangements for the period January to April 2021 to ensure we provide all necessary support to the Chief Executive and the Executive Team as they respond to the pandemic.

Effective governance needs to be maintained and should be both effective but proportionate to ensure maximum focus on our response to the challenges we face.

Set out below are the scheduled meetings from January to April 2021.

Board/Committee	January 2021	February 2021	March 2021	April 2021
Borders NHS Board		4*		1*
Remuneration Committee		17*		21
Resources & Performance Committee	21*		4	
Audit Committee			22	
Endowment Committee	27*		31	
Clinical Governance Committee	20*		17	
Public Governance Committee		23		
Staff Governance Committee			15*	
Area Clinical Forum	26*		30	
Health & Social Care Integration Joint Board		17		21

The proposed revisions to this schedule are set out below and highlighted with an asterisk in the table above:-

- The Board will continue to meet in February and April.
- The Remuneration Committee meeting in February will be cancelled and any business deferred to the next meeting on 21 April.
- The Resources & Performance Committee will continue to meet in January with a business light agenda.
- The Endowment Committee meeting in January will be cancelled and any business deferred to the next meeting on 31 March.
- The Clinical Governance Committee meeting in January will be cancelled and any business will be deferred to the next meeting on 17 March. Any key issues will be reported to the Borders NHS Board meeting on 4 February.
- The Staff Governance Committee will continue to meet in March with a business light agenda.
- The Area Clinical Forum meeting on 26 January will be cancelled and any business deferred to the next meeting on 30 March.

To support continued Non Executive oversight of the Board and its response to the Pandemic, the Chair, Chief Executive and Non Executives will continue to meet on a fortnightly basis via MS Teams throughout 2021.

The Board is also 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.

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:

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 and papers pack 3 days in advance of the meeting on its website.

The Board will continue to invite members of the press or public to join the meeting through MS Teams as per the advert below which appears on the Corporate Information, Board meeting dates section of the website.

**** Current COVID-19 Situation ****

As an NHS Board during the current COVID-19 situation, we have had to change our Board meeting arrangements. Our meetings are no longer being held in public, taking cognisance of current Government guidance. However, our meetings are proceeding with participation from our Members by the Microsoft Teams facility and we are now able to offer the public access to these meetings via Microsoft Teams.

If you wish to raise any queries in regard to our Board Papers, or if you wish to join the next public Board meeting via Microsoft Teams, please contact our Board Secretary, Iris Bishop, by emailing iris.bishop@borders.scot.nhs.uk or phoning 01896 825525.

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

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.

<p>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.</p>	
<p>Impact of item/issues on:</p>	
<p>Strategic Context</p>	<p>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.</p>
<p>Patient Safety/Clinical Impact</p>	<p>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.</p>
<p>Staffing/Workforce</p>	<p>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.</p>
<p>Finance/Resources</p>	<p>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.</p>
<p>Risk Implications</p>	<p>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.</p>
<p>Equality and Diversity</p>	<p>Compliant</p>
<p>Consultation</p>	<p>None</p>
<p>Glossary</p>	<p>NHS – National Health Service COVID-19 - Coronavirus.</p>