

# NHS Ayrshire & Arran



<b>Meeting:</b>	<b>Ayrshire and Arran NHS Board</b>
<b>Meeting date:</b>	<b>Monday 30 March 2020</b>
<b>Title:</b>	<b>Temporary change to corporate governance arrangements</b>
<b>Responsible Director:</b>	<b>John Burns, Chief Executive</b>
<b>Report Author:</b>	<b>Shona McCulloch, Head of Corporate Governance</b>

## 1. Purpose

This is presented to the Board for:

- Decision

This paper relates to:

- Emerging issue

This aligns to the following NHSScotland quality ambition(s):

- Safe, Effective, Person Centred

## 2. Report summary

### 2.1 Situation

The challenge of meeting the significant demands of Covid-19 will require our health and care teams to focus on the response to care for our citizens.

In order to free senior management and clinical time this paper sets out temporary changes to the NHS Board's governance arrangements and seeks Board Members' approval.

### 2.2 Background

NHS Ayrshire & Arran has highly effective governance arrangements. We have a robust Code of Corporate Governance and comply with the blueprint for good governance. It is important that as a public body we continue to ensure we are working within the required legal framework, however the significant challenges that we face in responding to Covid-19 will require us to consider how we function as an NHS Board in the coming weeks and months.

### 2.3 Assessment

In considering our current arrangements and recent government instruction our Board Meeting on 30 March 2020 will not be held in public and be convened as a

teleconference. Arrangements for the Board Meeting on 25 May and 22 June 2020 will be considered nearer the time to take into account up to date Government advice.

It is important that we can offer alternative arrangements that support Board Members to participate without necessarily coming together in one place. In order to support the work of our health and care teams the Chief Executive and Chair discussed reducing the level of business conducted at Board meetings and the agenda will be focused on decisions required. Teleconferencing will be offered as a way to participate in meetings.

In publishing our Board papers, a note will be added to our public website, advising our citizens that to comply with UK and Scottish Government guidance the meeting will not be held in public.

With regard to our standing committees, it is proposed to add a revision note to our Board Standing Orders to pause Board Governance and standing committees with immediate effect. This will include Endowment Trustees and Endowment Committee. The expected timescale is for three months to end June 2020.

This pause would be with the exception of Audit Committee as we believe we are still required to approve our final accounts in accordance with the normal timeline. We also recognise that we will need a short Endowment Trustee meeting to sign off the Endowment Trustee accounts in June 2020, along with the Board accounts.

It is acknowledged that these changes mean that Governance Committees may not be able to meet the minimum number of meetings per year set out in their Terms of Reference and this will be recorded in the 2020-21 governance committee annual reports.

During this period should we require an ad hoc governance meeting or an additional Board meeting, this would be arranged as appropriate, with a remote working approach.

We will work to meet requirements in the agreed Board Standing Orders as much as is possible, for example:

- publication of papers three clear working days prior to the Board meeting as a minimum
- The quorum will remain as set in the board standing orders.

In considering the time required for preparation of papers, during this time Board meetings may accept verbal reports in order to free up Directors and senior clinical leaders to deal with the demands of the Covid-19 challenges. This would be at the discretion of the Chair. Any verbal items and discussions will be correctly and accurately recorded in the minute, as a recorded reference of the issue reported to the Board.

### **2.3.1 Quality/patient care**

The proposal will enable colleagues to focus on the demands of Covid-19 challenges as we strive to continue to provide the best quality of patient care across the organisation that we can.

### **2.3.2 Workforce**

This proposal enables our workforce to focus on their response to Covid-19.

### **2.3.3 Financial**

There is no financial impact from a temporary change our governance arrangements.

### **2.3.4 Risk assessment/management**

This approach will be reviewed by the Board Chair and Chief Executive in the coming weeks to ensure that it remains effective and continues to provide good governance for the organisation. Any decisions which require governance committee or Board agreement will be managed appropriately and a meeting called as required.

### **2.3.5 Equality and diversity, including health inequalities**

An impact assessment has not been completed because a temporary change to our governance arrangements will not negatively impact on any protected characteristics. Arrangements will be put in place for board members to participate remotely in meetings that are convened.

### **2.3.6 Other impacts**

There are no other impacts.

### **2.3.7 Communication, involvement, engagement and consultation**

There is no requirement for engagement with external stakeholders.

### **2.3.8 Route to the meeting**

In the current emergency situation, the Chair and Chief Executive discussed the requirement to revise our corporate governance arrangements. The need for Boards to put revised arrangements in place has been recognised nationally by NHS Chairs.

## **2.4 Recommendation**

For decision. Board Members are asked to agree the revised corporate governance arrangements described above. The Board Chair seeks Members support for this different approach in the coming months as our health and care systems responds to the many challenges we face in providing services to our population.