

<b>NHS 24 BOARD</b>	<p style="text-align: right;"><b>2 APRIL 2020 ITEM NO 8.1 FOR APPROVAL</b></p> <p style="text-align: center;"><b>MAINTAINING EFFECTIVE NHS 24 BOARD GOVERNANCE DURING COVID-19</b></p>
<b>Sponsor:</b>	Chair
<b>Lead Officer/Author:</b>	Chief Executive and Director of Service Development
<b>Action Required</b>	The Board is asked to approve the proposed adjustments to our NHS 24 Board governance arrangements in light of the public health COVID-19 situation.
<b>Key Points</b>	<ul style="list-style-type: none"> <li>• NHS Scotland is classified in a state of emergency for a 3 month period (effective 17/3/20)</li> <li>• NHS 24 is focussing its efforts on the effective national response 24/7 to COVID-19.</li> </ul>
<b>Summary of key discussion points</b>	<p>This paper sets out proposals to revise the Board's approach to governance while NHS 24 is dealing with the COVID-19 pandemic. The aims of this are that:</p> <ul style="list-style-type: none"> <li>• NHS 24 can effectively respond to COVID-19, and discharge its governance responsibilities.</li> <li>• NHS 24 maximises the time available for management and operational staff to deal with COVID-19.</li> <li>• NHS 24 minimises the need for people to travel to and physically attend meetings.</li> </ul>
<b>Strategic alignment and link to overarching NHS Scotland priorities and strategies</b>	This report relates to the NHS Scotland response to COVID-19 and how the whole system of governance operates and performs, and so is relevant to the governance and delivery of all priorities.
<b>Key Risks</b>	<ul style="list-style-type: none"> <li>• Executive Board members and other senior officers cannot attend governance meetings due to the need to attend to operational matters, or are absent due to illness.</li> <li>• Meetings do not achieve their quorum due to illness within the membership.</li> <li>• NHS 24 convenes meetings in a manner which is contrary to current guidance on COVID-19, which increases the risk of spreading the virus.</li> <li>• Impact on current technology infrastructure</li> <li>• Impact on resource capacity and workforce attendance</li> </ul>
<b>Financial Implications</b>	The review of governance meetings and the conduct of business should release time for management and staff to focus on COVID-19.

<b>Equality and Diversity</b>	This report does not relate to a specific proposal which has an impact on an identifiable group of people.
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**1. RECOMMENDATION**

The NHS 24 Board are asked to:

- 1.1 Agree that the Board will not convene its Board meetings in public while the organisation and the country is responding to the COVID-19 pandemic, in order to protect public health and the health and wellbeing of anyone who would have otherwise attended the meeting. The Board agenda, papers and minutes will continue to be made publicly available as per process.
- 1.2 Agree that for the duration, all Board and Committee meetings will be carried out by teleconference or in any other manner, which does not require the members or staff to physically meet.
- 1.3 Agree that the current schedule of Board and Committee meetings will be maintained as far as possible. Agendas will be stripped down to cover only essential items, with other items for noting. Board meeting agenda to be agreed by the Chair and Chief Executive. The Chair may request advance notification of questions in order to effectively manage the virtual meeting. Committee agendas to be agreed by the relevant Committee Chair and Committee lead Executive.
- 1.4 Agree that the Chief Executive and Director of Service Development undertake a rapid review of existing Standing Orders in order to determine whether any further governance adjustments are required. Findings to be reported to 14 May 2020 Board meeting.
- 1.5 Note that the Chair has delegated authority to the Chief Executive for expenditure up to the value of £1m, by means of the "exceptional circumstances" provision within Section 8 (Scheme of Delegation) of the Board's Code of Corporate Governance.
- 1.6 Note that during the period of COVID-19, EMT will provide a weekly update report to Non Executive Board members.
- 1.7 Agree that the above arrangements are established for an initial period of three months.

**2. CORPORATE GOVERNANCE FRAMEWORK: STANDING ORDERS PROPOSED ADJUSTMENTS**

In these circumstances, a pragmatic approach to our business as usual governance arrangements is proposed, without diluting the role and requirement for continued good governance in these unprecedented times.

This paper has been informed by adjustments to Board Governance

arrangements across other Health Boards (Lothian, Lanarkshire, A&A, Forth Valley, NSS, SAS) and by Scottish Government guidance.

## 2.1 How Board Meetings are Convened

2.1.1 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:

‘2)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.

2.1.2 NHS Boards also have other legal duties to protect public health. In light of the preventative measures put in place across the country, including social distancing, it is not, at this time, appropriate to convene public meetings. The Board can still publish its meeting papers on its website as it currently does. It is also necessary to stop convening meetings in the traditional way, and use other options.

2.1.3 The Board’s [Standing Orders](#) include the following provisions:

‘7.1 For any business to be conducted at any Meeting of the Board, or any Committee or Sub-Committee established by the Board, there must be a Quorum. The Quorum for each Meeting of the Board shall be six Members (of that number, there must be four Non Executive Board Members and two Executive Directors). The quorum for each of the Committees is determined within the individual Terms of Reference for each of the Committees. For the purposes of determining whether a meeting is quorate, Members attending by either video or tele-conference link will be determined to be in attendance’,

‘7.2.1 The Board, or any Committee or Sub-Committee established by the Board, may meet by way of a video or tele-conference, which enables Board Members to participate in the Meeting. Participation in this way shall be treated as being present at the Meeting’.

‘7.2.2 A Meeting held by video or tele-conference shall be regarded as taking place at the location where the largest number of Board Members is present or, if there is no such group, where the Chairman is located’.

2.1.4 The above measures give the Board flexibility and the ability to convene a meeting even if many members cannot attend in person. However, modeling of COVID-19 infection rates suggests that there is a possibility that some meetings may be inquorate, should a number of members be indisposed at the same time. This is one of several reasons why a rapid review of current Standing Orders is recommended, to determine whether amendments to quorum requirements, amongst others, are needed.

## **2.2 The Business of the Board and its Committees**

- 2.2.1 The Executive Management Team (EMT) have already critically reviewed management meetings and repurposed for single item discussion, or scaled down many in order to focus on COVID-19. Governance meetings require management time to service their requirements and therefore there is a need to prioritise content in line with operational imperatives.
- 2.2.2 EMT will identify what business must be considered by the Board and its Committees over the next few months and will liaise with the Board Chair and the Committee Chairs. It is likely that much business will be suspended or deferred and the business of governance meetings will be significantly streamlined.
- 2.2.3 As part of the above exercise, management will take into account the requirements of the Standing Orders, which sets out which matters are reserved to the Board. Management will also take into account any Scottish Government guidance or decisions on the rescheduling of normal business.

## **3. DELEGATED AUTHORITY**

As stated in Section 8 (Scheme of Delegation) in the NHS 24 Corporate Governance Framework "In exceptional circumstances and in the event that immediate action is required the Chair may delegate authority to the Chief Executive up to the value of £1.000m". This was put in place by the Chair on 18<sup>th</sup> March 2020. Specific instances of use of this delegated authority by the Chief Executive will be formally report to the Audit and Risk Committee.

## **4. REVIEW**

It is recommended that this is a temporary set of arrangements for an initial period of three months.