



Board Governance During COVID-19
Thursday 26th March 2020

- 1.1. This briefing sets out the proposed operating model for Board governance during COVID-19, following approval in principle by the Chair and Chief Executive.
- 1.2. During this unprecedented time the organisation has moved to a command and control model of operation, with a supporting governance structure in place to enable dynamic, timely and risk-based decision-making.
- 1.3. Whilst a daily meeting structure is a critical requirement during this period, it is also recognised that the Board and its committees remain a very important part of our overall governance.
- 1.4. It is important for the Board to continue to meet on a monthly basis but there is a need to ensure that the agenda is focussed on business critical items. Examples of business critical items include:
 - COVID-19 – key actions, strategic decisions, risks and performance;
 - Integrated Quality and Performance Report – to enable the Board to review and seek assurance over performance more broadly (not just those metrics directly relating to COVID-19);
 - Quality dashboard – to provide assurance over patient safety and the quality of care;
 - Finance report – to provide oversight of financial spend, funding agreements and sustainability during the response to COVID-19; and
 - Risk reporting – to provide assurance over the management of material risks to the Trust, its staff and patients.
- 1.5. Other items may be shared with the Board on a 'for information and assurance only' basis. This means that the Board can continue to receive some regular items without the need to spend time debating and discussing them. One example might include Freedom to Speak Up reporting (which can be a key indicator from a staff wellbeing and patient safety perspective, both of which are important during times of pressure).
- 1.6. The Board will continue to meet in private on a monthly basis and in public on a bi-monthly basis. Consideration may need to be given to reducing Board representation at future meetings to enable Executive Directors to focus on the immediate management of the COVID-19 response, should the pressure on the service escalate.

- 1.7. In line with government requirements regarding social distancing and public events the public Board meetings will be held behind closed doors with no observers permitted. In order to maintain transparency the papers will still be published on the website.
- 1.8. Board meetings will be held by teleconference / virtual media in order to ensure appropriate social distancing and reduce the risk of multiple Board Members becoming infected at once through close contact. This is critical from a business continuity perspective.
- 1.9. Board committees will continue to meet as planned in order to support the Board in tracking key decisions. Meetings will be held by teleconference / virtual media. Similar to the Board, agendas will reflect those items material to our current COVID-19 response and immediate operations (focusing on quality, safety, risk, performance and finance).
- 1.10. The implementation of the new governance structure will be paused for at least the next two months and non-essential meetings below the Board committee level have been stood down. This enables resource to be focussed on essential tasks and the areas of greatest need / risk.
- 1.11. Governor meetings are suspended until further notice, although Governors are receiving the briefings which are sent out to the Board multiple times per week. This ensures that Governors are receiving timely information on our response to COVID-19. Consideration will be given to holding a teleconference with Governors instead of the April Council of Governors meeting, providing a forum for engagement until normal meetings can resume. This would follow the approach of a focussed agenda, similar to the Board of Directors.
- 1.12. The above approach represents a departure from our current Constitution and Standing Orders and therefore the Board is requested to expressly endorse and approve this approach to Board governance during the period of the COVID-19 pandemic.

Jennifer Boyle
Trust Secretary
25 March 2020