

<b>Revised Emergency Governance Arrangements</b>			
<b>Meeting</b>	Board of Directors		
<b>Date</b>	02/12/2020	<b>Agenda item</b>	12
<b>Lead Director</b>	Alison Hughes, Director of Corporate Affairs		
<b>Author(s)</b>	Alison Hughes, Director of Corporate Affairs		
<b>Action required</b> (please tick the appropriate box)			
<b>To Approve</b> <input checked="" type="checkbox"/>	<b>To Discuss</b> <input type="checkbox"/>	<b>To Assure</b> <input type="checkbox"/>	
<b>Purpose</b>			
<p>This paper provides a revised draft of the emergency governance arrangements for approval by the Board of Directors.</p> <p>The emergency governance arrangements were developed in March 2020 as the NHS declared a Level 4 incident in response to the COVID-19 pandemic. These arrangements were reviewed and approved virtually and were extended during the summer months, again through a process of virtual approval and in accordance with the Board ToR.</p> <p>As a result of the second wave of the COVID-19 pandemic and the reintroduction of the NHS Level 4 incident, it is recommended that the emergency governance arrangements are further extended to the end of January 2021.</p> <p>The emergency governance arrangements outline the principles of Board assurance and governance the Trust will follow as we continue to respond to the COVID-19 health emergency. The principle of an overall streamlined approach has been adopted together with increased risk appetite and risk tolerance. These arrangements have been checked against national guidance from NHSE/I.</p>			
<b>Executive Summary</b>			
<p>NHS England and Improvement issued guidance to all trusts in March 2020 on the arrangements for key governance meetings including delaying meetings, streamlining papers, ensuring focused agendas and scheduling virtual, NOT face-to-face meetings including with members of the public.</p> <p>In response to this guidance the Trust developed emergency governance arrangements with an emergency command structure established. The emergency governance arrangements document has been reviewed during October and November, including via the weekly NED assurance meeting and minor amends and updates are highlighted in red text.</p> <p>To support this extension of the emergency governance arrangements it is worth noting that a recent review, undertaken at the request of the Chairman, to map the information flows under the Trust's extant governance framework against the emergency arrangements concluded that the Trust has put in place robust arrangements and identified a number of useful recommendations and actions to further strengthen and complement the existing arrangements. This review was reported to the Executive Leadership Team on 24 November 2020 and to the NED weekly assurance meeting on 26 November 2020 with the recommendations supported for immediate implementation.</p>			

<p>Finally, an internal audit (MiAA) review of the emergency governance arrangements, completed in September 2020 provided <i>Substantial Assurance</i> on the arrangements put in place by the Trust and was reported to the Board in October 2020.  </p>								
<p><b>Risks and opportunities:</b> None identified.  </p>								
<p><b>Quality/inclusion considerations:</b> Quality Impact Assessment completed and attached   No Equality Impact Assessment completed and attached   No Not applicable.  </p>								
<p><b>Financial/resource implications:</b> None identified.  </p>								
<p><b>Trust Strategic Objectives</b> <i>Please select the top three Trust Strategic Objectives that this report relates to, from the drop down boxes below.</i></p> <table border="1"> <tr> <td>Our Performance - delivering against contracts and financial requirements  </td> <td>Our Performance - increase efficiency of all services  </td> <td>Our Populations - outstanding, safe care every time  </td> </tr> </table>			Our Performance - delivering against contracts and financial requirements	Our Performance - increase efficiency of all services	Our Populations - outstanding, safe care every time			
Our Performance - delivering against contracts and financial requirements	Our Performance - increase efficiency of all services	Our Populations - outstanding, safe care every time						
<p><b>Board of Directors is asked to consider the following action</b></p> <p>To approve the minor updates to the emergency governance arrangements and to approve the extension until the end of January 2021.  </p>								
<p><b>Report history</b></p> <table border="1"> <thead> <tr> <th>Submitted to</th> <th>Date</th> <th>Brief summary of outcome</th> </tr> </thead> <tbody> <tr> <td>Board of Directors (virtual approval April &amp; August 2020)  </td> <td>01/08/2020  </td> <td>Approved.  </td> </tr> </tbody> </table>			Submitted to	Date	Brief summary of outcome	Board of Directors (virtual approval April & August 2020)	01/08/2020	Approved.
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Board of Directors (virtual approval April & August 2020)	01/08/2020	Approved.						



**Wirral Community  
Health and Care**  
NHS Foundation Trust

**COVID-19 Emergency Governance Arrangements  
Trust Board and Committees**

1. This paper aims to outline the principles of Board assurance and governance the Trust will follow as of 27 March 2020 and until further notice.
2. The principle of an overall streamlined approach will be adopted together with increased risk appetite and risk tolerance as the Trust responds to the COVID-19 health emergency.
3. The Terms of Reference, Quorum and Membership of existing Board Committees will be temporarily suspended and COVID-19 specific governance arrangements will be put in place (see item 11).
4. Decisions made during this period will continue to be made in line with the current Scheme of Delegation and Standing Financial Instructions. Decisions usually made by Committees or Board, and/or where speed is of the essence will be taken forward as set out below.
5. During this period, if meetings are to be held, these will only be done using telephone/digital technology.
6. The focus of communication with the Board will be the organisation's response to COVID-19, including the safety of patients and wellbeing of staff **and the Trust's response to national requirements in accordance with the NHS Level 4 position.**
7. Whilst effort will be made to continue aspects of 'business as usual' activity, based upon the existing business cycles/forward agenda;
  - a) All matters for approval will be either;
    - Deferred if not urgent or,
    - Circulated to Board/Committee members via e-mail for approval, whilst allowing sufficient time for review/response or,
    - Discussed via telephone/digital technology with the decision recorded by Director of Corporate Affairs or
    - Discussed between the Chief Executive or nominated Executive Director with the Board/Committee Chair for Chair's Action
  - b) In these circumstances the quorum will be 1 Executive Director and 1 Non-Executive Director
8. It is likely that those responsible for preparing assurance papers for Committees and the Board will not be in a position to do so. Therefore,
  - a) All matters for information or assurance will be either;

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- Put on hold until further notice or,
  - Circulated via e-mail (see para 11)
9. For 'ad hoc/exceptional' items agreed by the Executive Directors as requiring a decision by the Board will be;
- Circulated to Board/Committee members via e-mail for approval, whilst allowing enough time for review/response or,
  - Discussed via telephone/digital technology with the decision recorded by the Director of Corporate Affairs
  - Discussed between the Chief Executive or nominated Executive Director with the Board/Committee Chair for Chair's Action

In these circumstances the quorum will be 1 Executive Director and 2 Non-Executive Directors (owing to the ad hoc/exceptional nature of items).

10. The business cycles will be reviewed and updated within Corporate Affairs in discussion with Committee Chairs and Executive Directors, to maintain an accurate record of items considered/approved or deferred
11. COVID-19 specific governance arrangements will be as follows;
- a) Board meetings will take place at regular intervals at such times and places as the Board may determine (bi-monthly) with focused agendas. The Board will not meet in public for the foreseeable future **though governors will be invited to attend and mechanisms for questions from the public will be in place.** All members will meet virtually.
  - b) The Chair of the Trust may call a meeting of the Board of Directors at any time.
  - c) The Audit Committee will continue to operate focused on urgent business and the necessary scrutiny of final accounts, annual governance statements and the annual report considered (in line with the revised year-end timetable issued by NHSE/I)
  - d) The Quality & Safety Committee will meet bi-monthly according **to its annual workplan and to provide assurance through the quality governance framework which remains in place.**
  - e) The Finance & Performance Committee and the Education & Workforce Committee will be suspended unless specific approvals or exceptional items need to be discussed (as described in para 7)
  - f) The Chair and CEO will have twice weekly calls. These will include other Executives as required.
  - g) A weekly NED assurance meeting (c. 1.5 hours) will report on the measures **being taken across the Trust** in response to COVID-19. The agenda will focus on;
    - **Wirral and Cheshire & Merseyside SitRep (which incorporates system updates and performance)**
    - **Workforce SitRep**
    - **Finance SitRep**
    - **Risk**

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This weekly NED assurance meeting will be chaired by the Trust Board Chair. The core membership will comprise all Non-Executive Directors, CEO (Strategic Commander), CFO and Director of Corporate Affairs. The CEO will ask other Executives to attend as required. A record of the discussion will be taken by the Director of Corporate Affairs.

**Terms of Reference will be reviewed and agreed by the group.**

- h) The CEO and/or Director of Corporate Affairs will e-mail important e-mails and documents that are received from DHSC/NHSE/I and/ or NHS Providers as they are received.
  - i) Executive Directors will have the option to work with their NED 'buddy' on an informal basis for support and counsel
  - j) ~~Council of Governor formal meetings, sub-groups and development days will be delayed until later in the year.~~ The Chair and the Director of Corporate Affairs will keep the governors informed as required, communicating predominantly with the Lead Governor.
12. All other extant governance is suspended (some may need to be re-introduced by exception and if not dealt with in para 7-9).

**Alison Hughes**  
**Director of Corporate Affairs**

**November 2020**