

NHS GREATER GLASGOW AND CLYDE

**Minutes of the Meeting of the
NHS Greater Glasgow and Clyde Board
Held via email during the period 19 March 2020 to 23 March 2020**

CONTRIBUTORS

Prof John Brown CBE (in the Chair)

Dr Jennifer Armstrong	Ms Susan Brimelow
Cllr Jim Clocherty	Prof Linda de Caestecker
Prof Dame Anna Dominiczak	Mr Ross Finnie
Ms Jacqueline Forbes	Cllr Mhairi Hunter
Ms Margaret Kerr	Ms Amina Khan
Dr Donald Lyons	Mr Allan MacLeod
Mr John Matthews OBE	Cllr Sheila Mechan
Cllr Jonathan McColl	Ms Dorothy McErlean
Dr Margaret McGuire	Ms Anne Marie Monaghan
Cllr Iain Nicolson	Mr Ian Ritchie
Ms Rona Sweeney	Mrs Audrey Thompson
Ms Flavia Tudoreanu	Mr Mark White
Mrs Jane Grant	Mr Charles Vincent
Mr Simon Carr	Mr Alan Cowan
Ms Jeanette Donnelly	Cllr Caroline Bamforth

IN ATTENDANCE

Ms Elaine Vanhegan	Head of Corporate Governance and Administration
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		ACTION BY
28.	INTRODUCTION	
	<p>In line with all other Health Boards, NHSGGC faces unprecedented challenges in managing the response to the Coronavirus pandemic in the coming months. While it is recognised that this is a fast moving situation and is subject to continual change, it is also widely accepted that effective management of the situation will require some changes to the existing corporate governance system.</p> <p>While the importance of maintaining effective corporate governance cannot be underestimated, particularly while NHSGGC remains at Level Four of the NHS Scotland Performance Management Framework, it is equally important that the governance arrangements recognise the unprecedented demands on the Chief Executive and her Executive Team while they respond to the situation and the new challenges this brings to the organisation on a daily basis.</p> <p>Following consultation with the Chief Executive, Vice Chair, Head of Board Administration, Scottish Government officials, the Board's internal and external auditors and members of the Audit & Risk Committee, the Board Chair submitted a paper to the Board to provide an assessment of the risks involved in maintaining the current corporate governance arrangements during the</p>	

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	<p>Coronavirus pandemic. This paper recommended changes to the existing governance arrangements to support the Board’s management of the public health emergency.</p> <p>The Head of Board Administration provided confirmation that the options identified in the Chair’s paper could be accommodated within the existing legislation and the Board’s Standing Orders and Scheme of Delegation.</p> <p>Approval for the revision of governance arrangements during the Coronavirus pandemic has been given by the Scottish Government in a letter from the NHS Scotland Director of Health Finance, Corporate Governance and Value dated 26 March 2020.</p>	
29.	RISK ASSESSMENT	
	<p>At the Audit & Risk Committee meeting on 17 March 2020 three new risks were identified. These were:</p> <ol style="list-style-type: none"> 1. There is a risk that the current governance arrangements are too inflexible and compartmentalised to give the Board the necessary assurance and oversight of the organisation’s response to the escalating Coronavirus pandemic across Greater Glasgow & Clyde. 2. There is a risk that the governance arrangements put unnecessary demands on the Chief Executive, the Senior Leadership Team and Executive Team, and the Board Administration Team at a time when these resources are required elsewhere to manage the public health emergency. 3. There is a risk to the health and wellbeing of the people involved in the governance process if the Board continues mainly to rely on face-to-face meetings to conduct its business. <p>The Audit & Risk Committee recognised that mitigation of these risks required alternative approaches to be found to delivering good governance during the emergency situation and that this would require striking a balance between short-term service delivery requirements and longer-term assurance needs. The Committee also agreed that it was important to have an auditable process for any changes to the governance system.</p> <p>To take this forward the Board Chair was asked and agreed to consult further on the options for mitigating the risks to effective governance and due to the requirement for social isolation this consultation was by email, rather than the usual face to face Board meeting. Teleconferencing and videoconferencing were not considered appropriate due to the number of participants required (32).</p>	
30.	CONSULTATION	
	<p>On 19 March 2020 the Chair wrote to all Board Members and the Head of Corporate Governance and Administration describing the corporate governance challenges faced by the Board and recommending a course of action to mitigate the risks identified at the Audit & Risk Committee on 17 March 2020.</p>	

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	<p>That paper contained a formal proposal to the Board that would change how NHS Greater Glasgow & Clyde delivered governance over the coming months. Board Members were asked to consider the options described in the paper and confirm their acceptance of the recommended option by email, no later than Monday 23 March 2020.</p> <p>All 31 Members of the Board and the Head of Corporate Governance and Administration engaged with the consultation process.</p>	
<p>31.</p>	<p>OPTION APPRAISAL</p>	
	<p>The options presented by the Board Chair to mitigate the risks around the governance arrangements in NHSGGC while the organisation responds to the current public health emergency were:</p> <p>Option One - No Change</p> <p>The option of continuing with the current arrangements was included but as it did not adequately address any of the three new risks identified by the Audit & Risk Committee, it was not recommended as the way forward.</p> <p>Option Two - Minimum Change</p> <p>The second option considered at the Audit & Risk Committee was to have no change to the existing governance structure but to change how the Standing Committees operated with a view to ensuring they only focus on the immediate and urgent challenges faced by the organisation, in particular the Coronavirus pandemic. However, as the situation has escalated significantly in terms of the number of patients identified with COVID-19, the number of NHS staff who are unable to attend for work and the closure of schools across Scotland, significant demands are now being made on the Executive Leadership Team. Consequently, this option would not deliver enough management capacity to be diverted from the governance system to support the additional requirements coming from managing the demands of the public health emergency. Therefore this option did not adequately mitigate the risks already identified and was not recommended as the way forward.</p> <p>Option Three - Main Board Only</p> <p>The most straightforward option would be to take all governance business directly to the Main Board. That would reduce the requirement to support the existing Board Standing Committees, reducing the burden on the Executive Leadership Team and the Board Administration Team. However, this would still require all Board Members to participate in the governance system and would require a different approach to holding Board Meetings to mitigate the risk to the health and wellbeing of those involved. The challenges faced by holding videoconferencing or teleconferencing for around 40 participants meant this was not recommended as the way forward.</p> <p>Option Four - Smaller Main Board Only (Interim Board)</p>	

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	<p>To resolve the logistical issues with Option Three, it would be possible to delegate the Board’s functions to a smaller group of Board Members. The challenge this presented was what criteria the Board would use to determine the membership of this group. So far, suitable criteria has not been identified and therefore, this option was not recommended at that time.</p> <p>Option Five - Delegate the Board’s Functions to the Finance, Planning & Performance Committee</p> <p>To mitigate all three risks identified and overcome the challenges presented by the other options, the Board could decide to delegate its current functions to the existing Finance, Planning & Performance (FP&P) Committee for the duration of the public health emergency. The FP&P Committee is chaired by the Board Chair and its membership includes the Chairs of the Standing Committees and the Chair/Lead Member of the six Integration Joint Boards. On balance, this option was considered the best way forward by the Chair and Chief Executive and the Board was invited to formally approve this recommendation.</p>	
32.	BOARD DECISION	
	<p>Board Members accepted the Chair’s assessment that options One to Three did not adequately mitigate the risks to effective corporate governance that had been identified by the Audit & Risk Committee on 17 March 2020. Consequently these options were rejected as the way forward.</p> <p>While Option Five had its attractions, Mr Finnie pointed out that for this to appropriately act on behalf of the Main Board, the Executive Members of the Main Board should be added to the membership of the Finance Planning & Performance Committee. This raised concerns that this Committee would now include 19 Board Members and with the attendance of other members of the Corporate Management Team, including a representative of the HSCP Chief Officers, meetings would involve around 25 participants.</p> <p>In response, to Mr Finnie’s concerns the Chair revisited Option Four and submitted a proposal that would create a smaller Interim Board with the following membership. In addition to the Main Board Chair and Vice Chair, the Interim Board would include the Chairs of the following Standing Committees:</p> <ul style="list-style-type: none"> • Audit & Risk • Public Health • Clinical & Care Governance • Staff Governance Committee (Represented by one Co-Chair, being the Employee Director) <p>The Finance, Planning & Performance Committee, the Acute Services Committee, the Remuneration Committee and the Pharmacy Practice Committee would be represented by the Board Chair and Vice Chair as they already chair those Standing Committees.</p> <p>Although not strictly speaking a Standing Committee of the Health Board, the Board Chair proposed including the Chair of the Endowments Management</p>	

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<p>Committee as the Endowment Fund may have a part to play in supporting staff through these difficult times.</p> <p>The Chair of the Area Clinical Forum would also be a member of the Interim Board as they have a critical role in the overall clinical governance of NHSGGC.</p> <p>As it will be important that the NHS GGC Whistleblowing processes remain effective throughout this period, the Whistleblowing Champion should be a Member of the Interim Board.</p> <p>The Local Authorities would be represented by one of the Councillors and to ensure the challenges faced by Clyde are fully recognised, the Board Member nominated from Inverclyde Council should join the Interim Board.</p> <p>One of the Integration Joint Board Chairs should also be included to ensure the issues facing the HSCPs are properly represented at the Interim Board. Given its relative size, the Chair of Glasgow City IJB was suggested as an Interim Board Member.</p> <p>The Chief Executive and the existing Board Executive Directors (Public Health Director, Medical Director, Nurse Director, and Finance Director) would also be Members of the Interim Board.</p> <p>Therefore, the Interim Board would consist of seven publicly appointed Non-Executive Members, four stakeholder Members (including two Councillors) and five Executive Members, bringing the total membership to 16 of the 31 Members of the Main Board.</p> <p>While Board Members agreed in principle that a smaller Interim Board would be preferable to an increased Finance, Planning & Performance Committee, Mr Matthews expressed his continuing concerns about the size of the Interim Board that the Chair had proposed following Mr Finnie's contribution to the debate. These concerns were shared by a number of Board Members and the Chief Executive who expressed the view that a Board of 16 members was more than NHS GGC required to ensure good governance in these unprecedented times.</p> <p>Therefore, the Board Chair submitted a further option for Board Members to consider.</p> <p>Option Six – A smaller Interim Board than Option Four</p> <p>In addition to the Main Board Chair and Vice Chair, the Interim Board would include the Chairs of the following Standing Committees:</p> <ul style="list-style-type: none">• Audit & Risk• Public Health• Clinical & Care Governance• Staff Governance (the Employee Director)• Area Clinical Forum <p>The Interim Board would also include the Board Member nominated from Inverclyde Council.</p>	
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The Executive Members would be the Chief Executive and given the nature of the emergency, the Public Health Director. The Medical Director, Nurse Director and Finance Director would have to be in attendance more often than not and would substitute for Mrs Grant and/or Professor de Caestecker if they were not available.

Therefore, the Interim Board would now consist of five publicly appointed Non-Executive Members, three stakeholder Members and two Executive Members, bringing the total voting membership to 10 of the 31 Members of the Main Board.

Board Members unanimously supported the adoption of Option Six and the Board decided to delegate all functions of the Main Board and its Standing Committees to an Interim Board with membership as follows:

- Board Chair
- Chief Executive
- Director of Public Health
- Board Vice Chair
- Audit & Risk Committee Chair
- Public Health Committee Chair
- Clinical & Care Governance Committee Chair
- Staff Governance Committee Chair (the Employee Director)
- Area Clinical Forum Chair
- Board Member nominated from Inverclyde Council.

This arrangement would take effect from Monday 30 March 2020 and remain in place until 30 June 2020 when it would be reviewed by the Main Board of NHSGG.

The Terms of Reference for the Interim Board would be agreed by the Main Board and should include the following conditions.

- The purpose of the Interim Board is to undertake all delegable business of NHS Greater Glasgow and Clyde required to be undertaken during the life of the Committee, to provide oversight of the functioning of the Board's response to the COVID-19 public health emergency, the existing escalation processes, and ongoing business of NHS Greater Glasgow and Clyde.
- The Standing Orders for the Proceedings and Business of the NHS Board apply, where relevant, apply to the conduct of business of the Interim Board.
- The Interim Board would have the opportunity to refer decisions to the main Board should a majority of Interim Board Members consider that appropriate.
- The Interim Board would be quorate when at least three Non-Executive and one Executive Board Members are present.
- Should any of the Interim Board Members be unavailable, the Head of Corporate Governance and Administration would arrange for one of the other Main Board Members to attend in their place. In doing this, Ms Vanhegan would ideally look for a 'like for like' replacement with the Standing Committee Vice Chairs standing in for any absent Chair and a

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	<p>Councillor replacing a Councillor should the need arise. The only exceptions would be for the Staff Governance Committee where the Non-Executive Co-Chair would be first call to cover the Stakeholder Member’s absence.</p> <ul style="list-style-type: none"> •Should the agenda for a meeting of the Interim Board require the attendance of other Main Board Members not already included in the membership of the Interim Board (e.g. Whistleblowing), the Board Member would be invited to take part in the full meeting on an equal basis as the other Board Members present. •Attendance by other members of the Corporate Management Team, including the HSCP Chief Officers will be required to ensure the Interim Board makes well-informed, evidence-based and risk-assessed decisions. As a minimum at least one HSCP Chief Officer, the Acute Services Chief Operating Officer and the Communications Director should attend the Interim Board meetings. The Chair and the Chief Executive should agree any further attendees on a meeting by meeting basis. •Arrangements for communicating the Interim Board’s discussions and decisions to the Main Board should be put in place. •To ensure ongoing openness and transparency of the Interim Board’s discussions and decisions, arrangements should be put in place to publish the Interim Board’s papers and minutes. (This would not apply to business restricted to Board Members only.) <p><u>DECISION</u></p>	
33.	ACTIONS REQUIRED	
	<p>The Deputy Head of Board Administration will share the most recent minutes and action logs of the Board and the Standing Committees with Executive Leads and Committee Chairs to identify and prioritise any actions that will be followed up by the Interim Board.</p> <p>The Board Chair and the Head of Corporate Governance and Administration will review the outputs and consider what issues need to be considered by the Interim Board.</p> <p>The Board Chair and Chief Executive will agree the Interim Board’s agenda, work programme and frequency of meetings. This will be shared with all Main Board Members.</p> <p>The Interim Board will assume responsibility for the oversight and assurance of the NHSGGC Mobilisation Plan for COVID-19. This plan and any subsequent updates will be shared with all Main Board Members.</p> <p>The Board Visiting Programme will be suspended for the duration of the pandemic.</p> <p>The Director of eHealth will arrange remote access for those members of the Interim Board to avoid the need for face to face meetings during the public health emergency.</p>	<p>Graeme Forrester</p> <p>Elaine Vanhegan/John Brown</p> <p>John Brown/Jane Grant</p> <p>Elaine Vanhegan</p> <p>William Edwards</p>

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	<p>The Board Chair will discuss the progress with the five Short Life Working Groups currently looking at various aspects of the current governance system and agree a way forward that ensures the risks identified in this paper are not increased. A report on the outcome of those discussions will be circulated to all Main Board Members.</p> <p>The Board Chair and Head of Corporate Governance and Administration will review the existing Board Development Plan to reconsider timescales and circulate to Board members for approval</p> <p>The work commissioned from the Quality Governance Collaborative of the Royal College of Physicians of Edinburgh will be deferred. This includes the introduction of the NHSGGG Governance Fellowship Programme.</p> <p>The full Board will meet in June to review the revised governance arrangements and confirm whether or not these should continue. This meeting may also be required in order to finalise the NHS GGC 2019/20 Annual Accounts. Advice on this is awaited from the Scottish Government.</p> <p>At an appropriate time, the Main Board will consider commissioning an independent assurance report on the revised arrangements to ensure that lessons learned from this situation are taken forward. Internal and External Audit opinions will be sought before deciding on the arrangements for commissioning this report</p>	<p>John Brown</p> <p>John Brown/Elaine Vanhegan</p> <p>Elaine Vanhegan</p>
34.	DATE OF NEXT MEETING	
	<p>Interim Board – Wednesday 8 April 2020. Further dates to be confirmed.</p> <p>Main Board – Tuesday 30 June 2020</p>	