

Cover page	
Meeting	Trust Board
Paper Title	Corporate Governance and Covid 19
Date of meeting	26 March 2020
Date paper was written	17 March 2020
Responsible Director	David Holden, Interim Director of Corporate Governance
Author	As above
Executive Summary	
The detail within this paper has been circulated to governance leads in the NHS as good practice, in order to ensure that Chairs, CEOs and Board consider the present circumstances we face and the actions we should take in short order.	
Previously considered by	

The Board (Committee) is asked to:			
<input type="checkbox"/> Approve	<input type="checkbox"/> Receive	<input checked="" type="checkbox"/> Note	<input checked="" type="checkbox"/> Take Assurance
To formally receive and discuss a report and approve its recommendations or a particular course of action	To discuss, in depth, noting the implications for the Board or Trust without formally approving it	For the intelligence of the Board without in-depth discussion required	To assure the Board that effective systems of control are in place

Link to CQC domain:

Safe

Effective

Caring

Responsive

Well-led

Link to strategic objective(s)

Select the strategic objective which this paper supports

- PATIENT AND FAMILY Listening to and working with our patients and families to improve healthcare
- SAFEST AND KINDEST Our patients and staff will tell us they feel safe and received kind care
- HEALTHIEST HALF MILLION Working with our partners to promote 'Healthy Choices' for all our communities
- LEADERSHIP Innovative and Inspiration Leadership to deliver our ambitions
- OUR PEOPLE Creating a great place to work

Link to Board Assurance Framework risk(s)

Are any Board Assurance Framework risks relevant to the paper?

Equality Impact Assessment

- Stage 1 only (no negative impact identified)
- Stage 2 recommended (negative impact identified and equality impact assessment attached for Board approval)

Freedom of Information Act (2000) status

- This document is for full publication
- This document includes FOIA exempt information
- This whole document is exempt under the FOIA

Financial assessment

N/A

Main Paper

Situation

The detail within this paper has been circulated to governance leads in the NHS as good practice in order to ensure Chairs, CEOs and Board consider the present circumstances we face and the actions we should take in short order.

Background

We are living and working in the most challenging of times as we try to plan for and deal with the ever-changing implications of the current Coronavirus / Covid 19 pandemic.

Assessment

The Trust Board's 'leadership' role is extremely important, especially at this time. The measures set out in this report seek to maintain effective corporate governance arrangements, whilst adhering to national guidance about social distancing, and recognising the operational pressures being experienced by the Trust's executive, clinical and operational teams under the current circumstances.

Recommendation

The Board of Directors is asked to acknowledge the content of this report, and to approve the actions outlined within.

Report from the Chairman:

Corporate Governance arrangements – during the Coronavirus outbreak

Purpose: To keep Trust Board members informed of key internal and external matters.

1. Key Note:

We are living and working in the most challenging of times as we try to plan for and deal with the ever-changing implications of the current Coronavirus / COVID-19 pandemic. The Trust Board's 'leadership' role is extremely important, especially at this time.

I am keen to ensure that the governance arrangements around the Trust's Board and Committees are managed in a way which is proportionate to the current and worsening circumstances with which we are faced, recognise the national/regional guidance on social contacts, and take due account of our legal responsibilities for the effective management of a public organisation.

The measures set out below seek to maintain effective corporate governance arrangements, while adhering to national guidance about social distancing, and recognising the operational pressures being experienced by the Trust's executive, clinical and operational teams under the current circumstances.

The measures set out in this report will be in place for the foreseeable future and will be reviewed on a monthly basis.

Ben Reid, Trust Chairman

2. Corporate Governance arrangements – during the Coronavirus outbreak

The Board of Directors has a dual role – leadership and control.

The key elements of the Board's role, as it pertains to the current situation are to:

- provide leadership to the Trust in respect of agreed organisational values, behaviour and standards of conduct
- determine and oversee the delivery of the Trust's strategic objectives
- support the Executive team in managing the Trust within the resources available in such a way as to:
 - (a) ensure the quality and safety of healthcare services;
 - (b) plan for continuous improvement;
 - (c) protect the health and safety of Trust employees and all others to whom the Trust owes a duty of care;
 - (d) utilise Trust resources efficiently and effectively;
 - (e) promote the prevention and control of Healthcare Associated Infection;

- (f) comply with all relevant regulatory, legal and code of conduct requirements;
 - (g) maintain high standards of ethical behaviour, corporate governance and personal conduct in the business of the Trust;
 - (h) maintain the high reputation of the Trust both with reference to local stakeholders and the wider community;
- ensure that decisions are based on timely, accurate and comprehensive information
 - promote and develop appropriate partnerships with other organisations in accordance with the Trust's values and strategic direction;
 - engage, as appropriate and in accordance with our statutory and regulatory framework duties.

SaTH is a challenged Trust. It is important that the Board keeps sight of its responsibilities at this time of heightened concern for our staff, our patients and the community we serve.

3. Measures:

3.1 The Trust Board

- The Board will continue to convene on a monthly basis
- Conference calling and new technology will be used to ensure that Board members working from home or socially isolating will not need to attend in person and can participate effectively, remotely;
- The Board's agenda will be closely aligned to the Trust's key risks and reduced to key matters;
- No meeting will be for more than 2 hours in duration;
- The CEO will decide (in consultation with the Chairman), which executive directors should attend Board meetings. This will be decided on a month by month basis. Executive Directors attending Board meetings will be required to cover, comprehensively, the entire business of the meeting between them.
- In the public interest, the Board will continue to discuss the majority of its business in 'public'. While social distancing is recommended, members of the public will not be admitted to the Board meeting. Rather:
 - The agenda and papers for public Board meetings will be posted on the Trust's website 5 days before the meeting
 - Members of the public will be invited to submit questions to be addressed at the Public Board. These will be coordinated and managed by the interim Director of Governance/Company Secretary and Trust Board Secretary.
 - Following each public Board meeting, the interim Director of Governance and Communications Team will prepare an update note to be posted on the Trust's website / shared with media partners, which describes in brief, the business transacted at the Board meeting and the responses to any questions submitted in advance, by the public.

- The minutes of the public Board meetings will continue to be uploaded to the Trust's website.

3.2 Board Committees

- Committee meetings will last for 1 hour, and only for exceptional reasons to continue beyond that, up to a maximum duration of 2 hours.
- Conference calling and new technology will be used to ensure that Board Committee members working from home or socially isolating will not need to attend in person and can participate effectively, remotely.
- The CEO will decide (in consultation with the Chairman), which executive directors should attend Board Committee meetings. This will be decided on a meeting by meeting basis. Executive Directors attending Board Committee meetings will be required to cover, comprehensively, the entire business of the meeting.
- If a decision is taken by the Trust Chairman to cancel/postpone a meeting, the Committee Chair and Lead Executive Director will consider and decide whether any of the business on the agenda is urgent and should be escalated to the Board's next meeting.

3.3 All other committees, groups and fora

- Meetings will last for 1 hour, and only for exceptional reasons to continue beyond that, up to a maximum duration of 2 hours.
- Care Groups will nominate one member to attend meetings to represent the Care Groups. This representative must be properly and fully briefed to be able to make a full contribution to the meeting on behalf of the Care Group
- Committee, group and forum meetings will focus on areas of risk and poor performance

4. Urgent Actions

The Trust's Standing Orders makes provision for the Chairman and the Chief Executive Officer to act as a Committee of the Board, with delegated authority to take urgent decisions (with the support of 2 additional NEDs).

The Trust needs to be able to be nimble in its responsiveness to guidance, which is changing on a daily basis. All urgent decisions, which deviate from accepted practice, must be approved by the Trust Chairman and be taken in line with the Trust's scheme of delegation. (The SO's/SFI's and Scheme of Delegation require urgent review in this regard).

5. The Trust's Standing Orders and Standing Financial Instructions

The Board will be invited to approve any amendments to the Trust's Standing Orders and Standing Financial Instructions that will be required, to make provision for the measures set out above. Proposed amendments to the Standing Orders will be drafted by the Company Secretary in consultation with the Trust Chairman and CEO. In the meantime, the Trust Board will be invited to suspend its 'Standing Orders' where necessary and appropriate.

6. NED visits

The Non-Executive Directors' ward and departmental visits programme will be suspended while there are restrictions on hospital visiting and social distancing remains in place.

7. Review

These measures will be reviewed on a monthly basis.

Ben Reid, Chairman

Date: 20/3/2020