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Iechyd Cyhoeddus
Cymru
Public Health
Wales

Name of Meeting
Board

Date of Meeting
29 October 2020

Agenda item:
4.29102020

Board and Committee Governance Arrangements (COVID-19)

Non Executive Lead:	Jan Williams, Chair
Executive lead:	Tracey Cooper, Chief Executive
Author:	Helen Bushell, Board Secretary and Head of Board Business Unit

Approval/Scrutiny route:	N/A
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Purpose

To provide a number of updates on Board governance arrangements during the continuing COVID-19 pandemic.

Recommendation:

APPROVE

CONSIDER

RECOMMEND

ADOPT

ASSURANCE

The Board is asked to:

- **Receive for assurance** the *2020 Structured Assessment and Internal Audit Advisory Review of Governance Arrangements During COVID-19* – offering assurance in respect of the quality of PHW governance arrangements;
- **Consider and adopt** the continued approach to Governance utilising the 'Right Touch Governance' approach
- **Approve** the variations to the Board and Committee schedule as outlined;
- **Approve** the terms of reference for the People Advisory Group.

Appendices and Attachments:

- Appendix 1 – Proposed People Advisory Group terms of reference;
- Attachment 1 – 2020 Structured Assessment ([Link](#))
- Attachment 2 - Internal Audit Advisory Review of Governance Arrangements During COVID-19 ([Link](#))

1. Introduction

Since February 2020, the Board has been operating virtually and has adopted a number of changes to its way of working. As the organisation continues to respond to the pandemic, many of these changes will need to continue for the foreseeable future.

For ease of reference, the changes made in recent months are available to view in the following papers:

- [Board Governance changes, 26 March 2020](#)
- [Board Governance changes, 30 April 2020](#)
- [Board Governance changes, 30 July 2020](#)

This paper provides some further recommendations for Board consideration to take us through into 2021/22.

This paper also includes the *Audit Wales Structured Assessment 2020 report* and the *Internal Audit Advisory Review of Governance Arrangements During COVID-19*, both of which indicate that the arrangements made by Public Health Wales have provided for good and effective governance in first half of the year.

The Structured Assessment 2020 report, an annual audit, recognises the continued strong culture of governance, with the report making no recommendations for action. The Assessment also recognises the strong, effective governance arrangements put in place for the first half of the year.

The report can be viewed here – [\(Link\)](#)

The Internal Audit service undertook advisory reviews in all NHS organisations in Wales. The Reviews focussed on financial and wider governance arrangements put in place at the beginning of the COVID-19 pandemic.

The Public Health Wales report recommends three priority considerations and others for further development. Staff are currently considering these actions, will prepare an action plan and submit this to the Audit and Corporate Governance committee.

The report can be viewed here – [\(Link\)](#)

Recommendation – The Board receives for assurance the 2020 Structured Assessment and Internal Audit Advisory Review of

Governance Arrangements During COVID-19 – offering assurance about the quality of PHW governance arrangements.

2. Right Touch Governance

The Chair and Chief Executive have led some work on further proposed changes to those introduced to date, to optimise our governance approach.

Given that the COVID-19 workload is intensifying once again, there is a need to review:

- the construct of Board and Committee meeting agendas; we need to remain flexible and apply a risk based approach to the selection of agenda items;
- the use of means other than formal papers to help us to be more agile. These should include the use of presentations where appropriate and circulation of more material outside meetings;
- the format of covering papers.

The Board Secretary, Committee Chairs and Lead Executives will action these points, with support from the Chair and Chief Executive.

Recommendation – That the Board considers and adopts the continued approach to Governance utilising the ‘Right Touch Governance’ examples set out above.

3. Board and Board Committee meetings

The Board has met monthly since the 26 March, whilst Board Committees have seen a number of changes. The changes are outlined in the [Board Governance paper, 30 July 2020](#)

A mid-year review resulted in the following recommendations, namely that:

- The Board continues to meet monthly, with a shorter, focused agenda on alternate months, until March 2021;
- The Knowledge, Research and Information Committee remains suspended until April 2021 (pending review later in the New Year);
- The Audit and Corporate Governance and Quality, Safety and Improvement Committees continue to meet every 8 weeks, with the additional roles remitted from the suspended committees (information governance and health and safety respectively);
- The People and Organisational Development Committee remains suspended until April 2021 (pending review later in the New Year);

- Given the continued scale of change and impact of COVID-19 on our workforce, we propose to set up a People Advisory Group to support the Board on specific people-based matters. This will be time limited and will cease to meet once the full Board committee reactivates.

Recommendation – That the Board approves the variations to the Board and Committee schedule as outlined above.

4. Board People Advisory Group Terms of Reference

The purpose of the Group is to support the work of the full Board by providing timely advice and assurance on the following:

- Staff health and wellbeing;
- Staff resilience;
- Staff recruitment – particularly in relation to the health protection response and microbiology (sampling/testing capacity targets).

The People Advisory Group will have two members of the Executive team and two Non-Executive Directors, supported by the Board Secretary. The group will make use of existing data sources and information including that available in the performance and assurance dashboard.

The draft Terms of Reference are attached as Appendix One.

Recommendation – That the Board approves the draft terms of reference for the Board People Advisory Group.

5. Recommendations

The Board is asked to:

- **Receive for assurance** the *2020 Structured Assessment and Internal Audit Advisory Review of Governance Arrangements During COVID-19* – offering assurance about the quality of PHW governance arrangements;
- **Consider and adopt** the continued approach to Governance utilising the 'Right Touch Governance' approach
- **Approve** the variations to the Board and Committee schedule as outlined;
- **Approve** the Terms of Reference for the People Advisory Group.

Appendix one – People Advisory Group Proposed Terms of Reference

<h1>People Advisory Group</h1> <h2>Terms of Reference and Operating Arrangements</h2>		
Date: 13 October 2020	Version: 1	
Review Date: 31 March 2021		
<h3>1. Introduction</h3> <p>In line with Section B, 3 and 7, of the Standing Orders and Scheme of Delegation the Trust can nominate required Committees over and above those stipulated within the Standing Orders. Public Health Wales placed the People and Organisational Development Committee on hold in March 2020 in response to adapting our governance arrangements as a result of COVID-19 pandemic.</p> <p>People / staff workforce related matters have been considered directly by the Board while other roles of the Committee have been delegated elsewhere, for example Health and Safety to the Quality, Safety and Improvement Committee and where appropriate the Chief Executive Team.</p> <p>Board and Committee arrangements have been kept under ongoing review and in October 2020, we determined that a People Advisory Group of the Board, would be a helpful source of support, advice and assurance to the Board in the context of the continuing COVID-19 pandemic. This approach is consistent with ensuring the appropriate, right touch governance, is in place for the organisation.</p> <p>This document sets out the terms of reference and operating arrangements for the Advisory Group.</p>		
<h3>2. Purpose</h3> <p>The purpose of the Advisory Group is to provide:</p> <ul style="list-style-type: none">• Support to the full Board by providing timely advice and assurance to assist the Board in discharging its functions, in the context of COVID-19, in relation to:<ul style="list-style-type: none">○ Staff health and wellbeing○ Workforce resilience○ Staff recruitment – particularly in relation to the health		
Date: 26 October 2020	Version: 1	Page: 5 of 7

protection response and microbiology (sampling/testing capacity targets)

The Advisory Group should:

- Operate in a strategic context fitting with the role of a Board Advisory Group
- Maximise the use of existing data sources and information, for example the Performance and Assurance Dashboard

3. Delegated Powers

The Advisory Group has no delegated powers to approve items on behalf of the Board; the Group will seek assurance on behalf of the Board and advise the Board accordingly on issues set out in section 2 above.

The Board may delegate further roles to the Advisory Group as required, but all strategic workforce matters are reserved for the full Board.

4. Sub-Committee/Groups

N/A.

5. Access

The Chair of the Committee will have access to Executive Directors/team members and staff of the Trust, if appropriate.

6. Membership, Attendees and Quorum

6.1 Members

Two Executive and two Non-Executive Directors, comprising:

Non-Executives:

- Chair - Mohammed Mehmet
- Judi Rhys

Executives:

- Neil Lewis, Acting Director of People and Organisational Development
- Huw George, Deputy Chief Executive and Executive Director Finance and Corporate Services

6.2 Attendees

In attendance: Board Secretary & Head of Board Business Unit

Other Directors/staff may attend from time to time as required by the Chair.

Up to two Trade Union Representatives and the Chief Executive will have a permanent invite to attend the Advisory Group. The Chair of the Board may attend at any time.

6.3 Quorum

At least one Non-Executive and one Executive must be present to ensure the quorum of the group.

7. Frequency of Meetings

Meetings shall take place approximately every eight weeks providing a report to the Board, supported by the Board Secretary.

8. Relationships and accountabilities with the Board and its Committees/Groups

The Advisory Group has a specific remit as set out in section two of this document. The group will be time limited and will cease to operate when the People and Organisational Development Committee reactivates.

The Advisory Group will report to the Board in line with other committee chairs. The board secretary will identify and manage any other committee related links.

9. Applicability of Standing Orders to Committee Business

The Advisory Group will operate under the guidance of the Trust's Standing Orders and Reservation and Delegation of Powers as set out in section 5.2 of the Standing Orders.