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| Board Meeting: | 26 March 2020 |  |
| Subject: | Agile Governance Model |
| Recommendation | Board members are asked to:  |  |  | | --- | --- | | Discuss and Note |  | | Discuss and Approve | ✓ | | Note for Information only |  | | |
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1. **Purpose of the Report**
   1. This report sets out proposals to revise the Board’s approach to governance while the organisation is dealing with the COVID-19 pandemic. The aims of this are:

* The organisation can effectively respond to COVID-19, and discharge its governance responsibilities.
* The organisation maximises the time available for management and operational staff to deal with COVID-19.
* The organisation minimises the need for people to travel to and physically attend meetings.

# Recommendations

The Board is asked to:

* 1. Agree that the Board will not convene its Board meetings in public while the organisation and the country is responding to the COVID-19 pandemic, for the ‘special reason’ of protecting public health, and the health and wellbeing of anyone who would have otherwise attended the meeting.
  2. Agree that for the duration, all Board and committee meetings will be carried out by teleconference or in any other manner which does not require the members and staff to physically meet.
  3. Approve the Agile Governance Arrangements to ensure NHS Golden Jubilee (GJ) is implementing robust resilience management processes in response to a national situation that is changing at pace.

# Key Issues

## How Board Meetings are convened

* 1. The [Public Bodies (Admissions to Meetings) Act 1960](http://www.legislation.gov.uk/ukpga/Eliz2/8-9/67/section/1) requires NHS Board meetings to be held in public. However, Section 1(2) of that Act states:

‘A body may, by resolution, exclude the public from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transac**ted or for other special reasons stated in the resolution** and arising from the nature of that business or of the proceedings; and where such a resolution is passed, this Act shall not require the meeting to be open to the public during proceedings to which the resolution applies.

* 1. NHS Boards also have other legal duties to protect public health. In light of the preventative measures put in place across the country, including social distancing, it is not appropriate to convene public meetings. The Board can still publish its meeting papers on its website as it currently does. It is also necessary to stop convening meetings in the traditional way, and use other options.

## The business of the Board and its Committees

* 1. Executive Directors and Senior Management have already critically reviewed management meetings, and cancelled many in order to focus on COVID 19. Governance meetings require management time to service their requirements, so there is a need to critically review what governance meetings are required.

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* 1. Management will identify what business must be considered by the Board and its committees over the next few months, and will liaise with the Board Chair and the Committee Chairs. This exercise will inform decisions as to whether it is necessary to hold any particular meeting at all, and the agendas for the meetings which do go ahead. It is likely that much business will be suspended or deferred, and the business to governance meetings will be significantly reduced.

3.5 As part of the above exercise management will take into account the requirements of the Standing Orders, which sets out which matters are reserved to the Board. Management will also take into account any Scottish Government guidance or decisions on the re-scheduling of normal business.

# Agile Governance Model

# In order to provide the NHS GJ Board with assurance that the organisation is implementing robust resilience management processes in response to a national situation that is changing at pace a series of Resilience Governance Group (RGG) Meetings have been scheduled.

# Daily Strategic Resilience Meetings, involving Executive Directors and members of the Senior Management Team, are in place to consider urgent resilience planning or response issues and to agree solutions required. The decisions and actions agreed by this group will be collated to inform the RGG that robust management processes are in place.

# The Terms of Reference for both groups are detailed in Appendices 1 and 2.

# Appendix 3 includes details of the Resilience Meeting Structure in place across the organisation.

# This structure is under ongoing review and is subject to change in light of any developments in the national pandemic situation.

# Key Risks

* 1. Executive Board members and other managers cannot attend governance meetings due to the need to attend to operational matters, or are absent due to illness.
  2. Meetings do not achieve their quorum due to illness within the membership.

# Resource Implications

* 1. The review of governance meetings and the conduct of business should release time for management and staff to focus on COVID-19.

**Jann Gardner Susan Douglas-Scott**

**Chief Executive Board Chair**

**24March 2020 24 March 2020**

**Appendix 1**

**Strategic Resilience Group (SRG)**

**Terms of Reference**

|  |  |
| --- | --- |
| **NHS Golden Jubilee**  **Strategic Resilience Group**  **TERMS OF REFERENCE** | **dual branding.jpg** |

1. **Purpose**

The purpose of the Strategic Resilience Group (SRG) is to consider any urgent resilience planning or response issues and to agree an appropriate approach to be implemented.

The group will take or instruct appropriate action in order to ensure the following:

* Optimal use of NHS Golden Jubilee Site
* Staff Safety and Wellbeing
* Add support and value to the NHS Scotland

1. **Role**

It is the responsibility of the SRG to ensure appropriate management processes are in place to co-ordinate the NHS GJ resilience response. The Group will ensure rapid response to an evolving national situation where immediate decisions are often required.

In extremis, the SRG will oversee the allocation of resources across the organisation to ensure optimal distribution.

The SRG will ensure effective communication processes are in place to cascade timely and often changing information to all staff.

The SRG is also responsible for ensuring efficient response to Scottish Government directives and information requests.

1. **Membership of Strategic Resilience Group**

Membership shall comprise of:

|  |  |
| --- | --- |
| * Chief Executive * Director of Operations * Director of Finance * Medical Director * Nurse Director * Director of Quality, Innovation and People * Director of Strategic Partnerships and   Global Development   * Employee Director * Associate Nurse Directors * Associate Medical Directors * Human Resources Director | * Director of Heart, Lung and Diagnostics * Director of National Elective Services * Head of Infection Control * Head of eHealth * Head of Clinical Governance * Associate Director of Quality, Performance, Planning and Programmes * Head of Corporate Governance * Hotel Director * Expansion Programme Director / Head of Estates * Head of Communications, Marketing and Engagement |

In addition, others may be invited to attend meetings as required.

1. **Quorum**

A quorum will consist of ten group members, including a minimum of three Executive Directors.

1. **Conduct of Business**
2. The Group shall meet daily via teleconference.
3. Meetings will follow a standard agenda and action notes will be collated and circulated.
4. **Reporting Arrangements**

Strategic decisions made by the Group will be reported to the Resilience Governance Group.

1. **Review of Terms of Reference**

These terms of reference will be reviewed monthly.

1. **Version Control**

|  |  |  |
| --- | --- | --- |
| **Version** | **Date** | **Amendments from previous version** |
| 1 | 13.03.20 | N/A |

**Appendix 2**

**Resilience Governance Group (RGG)**

**Terms of Reference**

|  |  |
| --- | --- |
| **NHS Golden Jubilee**  **Resilience Governance Group**  **TERMS OF REFERENCE** | **dual branding.jpg** |

1. **Purpose**

The purpose of the Resilience Governance Group (RGG) is to provide assurance that NHS Golden Jubilee (GJ) is implementing robust resilience management processes in response to a national situation that is changing at pace.

The RGG will seek assurance that NHS GJ is taking appropriate action in order to ensure the following:

* Optimal use of NHS Golden Jubilee Site
* Staff Safety and Wellbeing
* Add support and value to the NHS Scotland

1. **Role**

The RGG will seek assurance that appropriate management processes are in place to co-ordinate the NHS GJ resilience response.

The RGG will ensure that governance processes are in place to ratify strategic and operational decisions made in response to a rapidly evolving national situation.

1. **Membership of Resilience Governance Group**

Membership shall comprise of:

|  |  |
| --- | --- |
| * Board Chair * Non-Executive Chair of Clinical Governance Committee * Non-Executive Chair of Person Centred and Staff Governance Committee * Non-Executive Chair of Finance, Performance and Planning Committee * Employee Director * Chief Executive | * Director of Operations * Director of Finance * Medical Director * Nurse Director * Director of Quality, Innovation and People * Director of Strategic Partnership and   Global Development |

The Head of Corporate Governance and Head of Communications, Marketing and Engagement will attend meetings in an advisory capacity.

In addition, others may be invited to attend meetings as required.

1. **Quorum**

A quorum will consist of four members, including two Non-Executive Directors and two Executive Directors.

1. **Conduct of Business**
2. The Group shall meet twice per week via teleconference.
3. Meetings will follow a standard agenda and meeting notes will be collated and circulated weekly.
4. **Review of Terms of Reference**

Terms of reference will be reviewed monthly.

1. **Version Control**

|  |  |  |
| --- | --- | --- |
| **Version** | **Date** | **Amendments from previous version** |
| 1 | 13.03.20 | N/A |

**Appendix 3**

**Resilience Meeting Structure**

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| --- | --- | --- |
| **Meeting** | **Frequency** | **Members** |
| **Resilience Governance Group** | Twice per week | * Board Chair * Non-Executive Chair of Clinical Governance Committee * Non-Executive Chair of Person Centred and Staff Governance Committee * Non-Executive Chair of Finance, Performance and Planning Committee * Employee Director * Chief Executive * Director of Operations * Director of Finance * Medical Director * Nurse Director * Director of Quality, Innovation and People * Director of Strategic Partnership and Global Development   In attendance:   * Head of Corporate Governance * Head of Communications, Marketing and Engagement |
| **Strategic Resilience Group** | Daily | * Chief Executive * Director of Operations * Director of Finance * Medical Director * Nurse Director * Director of Quality, Innovation and People * Director of Strategic Partnerships and Global Development * Employee Director * Associate Nurse Directors * Associate Medical Directors * Human Resources Director * Director of Heart, Lung and Diagnostics * Director of National Elective Services * Head of Infection Control * Head of eHealth * Head of Clinical Governance * Associate Director of Quality, Performance, Planning and Programmes * Head of Corporate Governance * Hotel Director * Expansion Programme Director / Head of Estates * Head of Communications, Marketing and Engagement |
| **Cross Divisional Resilience Group** | Daily | * Director of Heart, Lung and Diagnostics * Director of National Elective Services * Heads of Department and Clinical Leads for all Clinical Services |
| **Corporate Services Resilience Group** | Three times per week | * Director of Finance * Heads of Department for all Corporate Services |