



NOT PROTECTIVELY MARKED

Public Board Meeting		31 March 2021 Item 08
THIS PAPER IS FOR APPROVAL		
REVISED GOVERNANCE ARRANGEMENTS IN RESPONSE TO COVID-19		
Lead Director Author	Tom Steele, Chair Lindsey Ralph, Board Secretary	
Action required	The Board is asked to review the revised governance arrangements.	
Key points	<p>The Board approved revised governance arrangements in response to COVID-19 at its meeting on 26 March 2020, with subsequent reviews held on 15 April 2020, 27 May 2020 and 30 September 2020.</p> <p>The Board agreed the arrangements would be reviewed after 3 months.</p> <p>At its Special private Board meeting in February 2021, the Board agreed that the current arrangements, whereby members could submit questions in advance of the meeting that would be appended to the minutes, would cease, as there were some unintended consequences that had emerged from this arrangement:-</p> <ul style="list-style-type: none"> • Rather than saving time for both Executive Directors and Non-Executive Directors, the opposite had occurred, pre meeting. • The process of seeking assurance only that questions had been answered satisfactorily and recording the detail in the minute did not permit full understanding or allow further reaction to the points raised and answered. <p>Board members agreed that this provided added value, in terms of better scrutiny, decision making, recording and reporting.</p>	
Timing	The paper details the Board's revised approach to governance in response to the COVID-19 pandemic.	
Link to Corporate Objectives	This paper relates to how the whole system of governance operates and is relevant to all corporate objectives.	
Equality and Diversity	There are no specific Equality and Diversity issues arising from this review.	

SCOTTISH AMBULANCE SERVICE

REVISED APPROACH TO GOVERNANCE MEETINGS COVID-19

1 Purpose of the Report

- 1.1 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.

2 Recommendations

The Board is recommended to:

- 2.1 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. Papers and minutes of meetings will be made available on the Board website (except where these are of a confidential nature).
- 2.2 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.
- 2.3 Agree that the current schedule of Board and Board committee meetings will be maintained. If required, agendas will be stripped down to cover only essential items. Board meeting agenda to be agreed by the Chair and Chief Executive. Committee agendas to be agreed by relevant committee chair and committee lead executive.
- 2.4 Agree that the Chair and Chief Executive will jointly provide a weekly report to non-executive directors summarising performance and other relevant information. Depending on the level of stability of operations, the frequency of the report will vary from weekly to once per month, mid-way between Board and Board Development Session meetings. Non Executive Directors will be asked to formally acknowledge that they have received and read the report. A procedure will be in place to receive questions on the report and to formally record these along with the answers provided.
- 2.5 Agree the arrangements will be reviewed after 3 months.

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3 Key Issues

3.1 The Public Bodies (Admissions to Meetings) Act 1960 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 transacted 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.’

3.2 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 and “stay at home” instructions, 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.

3.3 The Board’s Standing Orders include the following provisions:

‘5.3 - The person presiding may direct that the meeting can be conducted in any way that allows members to participate, regardless of where they are physically located, e.g. video-conferencing, teleconferencing. For the avoidance of doubt, those members using such facilities will be regarded as present at the meeting.’

‘5.5 - The Board will be deemed to meet only when there are present, and entitled to vote, a quorum of at least one third of the whole number of members, including at least two members who are not employees of a Board. The quorum for committees will be set out in their terms of reference, however it can never be less than two Board members.’

3.4 The above measures give the Board flexibility and the ability to convene a meeting even if many members cannot attend.

3.5 The Board recognises that new processes and activities will require to be introduced in the coming months. Important strategic and operational decisions will require to be made quickly, in reaction to fast changing and unpredictable circumstances, regarding provision of care and deployment of services. The Board also recognises that in order to concentrate resources where they will have most effective, some existing processes and activities will cease to occur.

3.6 The Board will take into account the requirements of the Standing Orders, which sets out which matters are reserved to the Board. The Board will also take into account any Scottish Government guidance or decisions on the re-scheduling of normal business.

3.7 The Board is satisfied that effective governance will be maintained allowing for appropriate scrutiny, decision-making, recording and reporting.

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4. Key Risks

- 4.1 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.
- 4.2 Meetings do not achieve their quorum due to illness within the membership.

5 Risk Register

- 5.1 This report relates to how the whole system of governance operates, and so is relevant to all risks on the corporate risk register.

6 Impact on Inequality, Including Health Inequalities

- 6.1 This report does not relate to a specific proposal which has an impact on an identifiable group of people.

7 Duty to Inform, Engage and Consult People who use our Services

- 7.1 This report does not relate to the planning and development of specific health services, nor any decisions that would significantly affect groups of people. Consequently public involvement is not required. However the organisation will communicate the change of practice for Board meetings to the public.

8 Resource Implications

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

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