Agenda Item: 06.1

The Queen Elizabeth Hospital King's Lynn
NHS Foundation Trust

TRUST CHAIRMAN'S REPORT – APPENDIX 1

SUBMITTED BY:	REPORT FOR:		IMPACT:		
Prof. Steve Barnett, Trust Chairman	Decision		High	Med	Low
CONSULTATION:	Information	✓		✓	
Caroline Shaw, CEO Laura Skaife-Knight, Deputy CEO	REPORT TYPE:		RELATED WORK:		
	Strategic	✓			
	Operational	✓			
	Governance	✓			

Meeting Date: **19 March 2020**
Report Title: **Corporate Governance arrangements – during the Coronavirus outbreak**

Purpose:

To keep the Board, Governors' Council and wider Trust informed in respect of key external / internal events and activities.

Financial Implications / Efficiency Savings / Quality Improvement: - None as a direct result of this report.

Risk Assessment:

Strategic / External	Operational/ Organisational	Financial	Clinical	Legal/ Regulatory	Reputational / Patient Experience
✓	✓		✓	✓	✓

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 at this time.

I am keen to ensure that the governance arrangements around the Trust's Board, Committees and Governors' Council / 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 takes due account of our legal responsibilities for the effective management of a public organisation. This latter point is particularly pertinent given that the QEH is in special measures and has a recent history of very poor financial management.

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.

Steve Barnett, 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, with the Governors' Council, in accordance with the statutory and regulatory framework and the Trust's 'Working Together' Strategy.

The QEH is a challenged Trust, currently in Special Measures and it is important that the Board keeps sight of its responsibilities at this time of heightened concern for our patients, our staff 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 WebEx 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 and Governors will be invited to submit questions to be addressed at the Public Board. These will be coordinated and managed by the Trust Secretary and the Deputy CEO
- Following each public Board meeting, the Deputy CEO/Comms 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
- Governors will continue to receive the minutes of the Private Board meetings
- The Trust's Lead Governor will be invited to attend, or to nominate a governor to attend (remotely), the public Board meetings

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 WebEx 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 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
- Divisions will nominate one DLT member to attend meetings to represent the Division. This representative must be properly and fully briefed to be able to make a full contribution to the meeting on behalf of the DLT
- Committee, group and forum meetings will focus on areas of risk and poor performance

3.4 The Governors' Council and its committees

The Trust's Governors' Council has the following statutory functions and responsibilities:

The Governors' Council:

- appoints the Chair and non-executive directors to the Board of Directors
- sets the remuneration of the Chair and non-executive directors
- approves the appointment of the Chief Executive Officer
- appoints the auditor
- influences decisions about developing services.

Statutory duties for governors:

- to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors
- to represent the interests of Foundation Trust members as a whole and the interests of the public.

The Trust will put in place arrangements to ensure that the Council is able to fulfil its responsibilities and be effectively engaged and informed. Governors will not be invited into the Trust to attend meetings, or to undertake visits during the period of recommended social distancing. Governors' Council meetings will move to quarterly and will be held in a similar way to Public Board meetings, as set out at paragraph 3.1:

- Governors' Council agendas and papers will be published on the Trust's website and emailed to all Governors, 5 days before the meeting
- Governors will be invited to submit questions ahead of the meeting. These will be received by the Deputy CEO and discussed with the Lead Governor
- Up to 10 Governors will be selected by the Lead Governor to attend each Governors' Council meeting, remotely via WebEx. With this number (at least 6 public and 2 staff), the meeting will remain quorate as defined by the Governors' Council Standing Orders. The selection of Governors to attend will give all Governors an opportunity to attend if they wish to do so over a period, Following each Governors' Council meeting, the Deputy CEO/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 meeting and the responses to any questions submitted in advance, by the governors.

Governors' Council committees will be suspended, while social distancing is recommended and while the Trust is operationally challenged by COVID-19.

Enhanced, regular communication with the Governors will be important at this time of reduced physical presence at the hospital and this will be managed by the Deputy CEO.

4. Urgent Actions

The Trust's Constitution makes provision for the Chairman and the CEO 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.

5. The Trust's Constitution and Standing Orders

The Board and Governors' Council will be invited to approve any amendments to the Trust's Constitution and Standing Orders that will be required, to make provision for the measures set out above. Proposed amendments to the Constitution and Standing Orders will be drafted by the Trust 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.