

Operation of the Board

Introduction

1. This paper reiterates and builds upon the action plan approved by the Board in November 2007 to ensure it operates at the highest level of effectiveness. The plan was based on feedback from Board members and was informed by research about effective boards.

Board meetings

2. For 2009 five formal board meetings in public have been scheduled: 3 March; 5 May; 7 July; 8 September and 3 November. The spread and timing of the formal meetings was determined after consideration of the forward programme of business for the year. The September meeting is designated as the formal Annual General Meeting and may be held in different locations around the region each year.
3. Board meetings start at 9:30am with a 60 minute private session, followed by a meeting in public at 10.30am. The aim is to finish by 12.30pm, although this is subject to the volume of business. Where appropriate meetings of the Remuneration Committee follow the Board.
4. Public perceptions of the effective operation of the Board are important to the SHA's reputation. The Chairman expects all members to arrive promptly to enable meetings to start on time, unless apologies have been tendered.

Development Sessions

5. Five broader Board development events have been scheduled for the months between the Board meetings, excluding January and August (i.e. 3 February; 31 March; 2 June; 6 October; 1 December). These events are intended to allow the Board time to think through overarching strategic issues. The topics for discussion at the developments sessions for 2009 have yet to be confirmed.
6. Papers should be circulated in advance for these discussions (e.g. relevant information and evidence, including best practice), so that every member of the Board is able to play their part in formulating strategies or approaches, which, where appropriate, will then progress for open discussion and approval at the next meeting of the Board.
7. Monthly reports on Finance and Performance continue to be provided and received formally at the public Board meetings, but in accordance with the Chairman's wishes are also presented as part of a short dash-board session at the start of each development event.
8. It was agreed that a 2-day event would be arranged once a year, to review the working of the Board and provide an opportunity for more in-depth discussion and development.

Agendas and Board papers

9. A Forward Programme of Board business is maintained for the year. The business that goes to the Board must be aligned to the strategic objectives and is intended to assure the Board that the identified risks to the achievement of these objectives are being appropriately controlled. Board business also includes operational business and other matters and decisions reserved to it via the SHA's Reservation of Powers and Scheme of Delegations. *The Intelligent Board* recommends that 60% of the Board's time should be spent on strategic matters.
10. Four weeks before each meeting a draft agenda is prepared for agreement by SMT and the Chairman. No agenda items can be scheduled without the prior agreement of SMT. In line with the organisational objectives, agenda business is categorised as: Delivery; Strategy; Transformation; Leadership; Corporate Business; and Information.
11. SHA Standing Orders require that Board papers are received at least three working days in advance of the meeting. However, the Chairman has confirmed that she expects papers to be circulated a minimum of five days in advance and this is the standard which must be achieved for every meeting. An amended schedule of dates for notification of agenda items and receipt of papers is appended. Papers that are not received on time will be withdrawn from the agenda.
12. All Board reports include a standard cover sheet linking the paper to the relevant strategic objective and highlighting risks and other significant considerations. The cover sheet should be completed in full by the author of the report. The latest iteration of the cover template and guidance on completion are attached (Appendix A).
13. **All papers must be approved by the sponsoring director and considered, approved and signed off by SMT prior to submission in accordance with the published timetable.** All papers are circulated in advance of the meeting with the agenda. Tabled papers are not accepted, other than in exceptional circumstances and with the prior approval of the Chairman and Director of Performance and Delivery.
14. Draft minutes of each Board are provided to SMT on the Monday following the meeting and are accompanied by a single sheet of actions. Amendments to the minutes are approved by SMT, along with confirmation of the agreed actions.

Assurance and risk

15. The Board Assurance Framework is a key corporate document, which is built around the Business Plan objectives and incorporates the Risk Register. The Board Assurance Framework/Risk Register is brought to the Board at least twice a year and is reviewed more frequently by the Audit Committee on the Board's behalf. Each Board paper must include an assessment of the key risks to the achievement of the SHA's objectives, the controls and actions that mitigate and manage the identified risks and the assurances that the Board can derive from the report. A summary of the principal potential high-level risks to the achievement of the SHA's strategic

objectives is appended. The risk scores are as reported to the December 2008 meeting of the Board.

Composition of the Board

16. The composition of the SHA Board is set out in the Health Authorities Membership and Procedures Regulations. In accordance with these Regulations the SHA Board consists of the Chairman, up to 7 non-officer (non-executive) members and up to 5 officer members (including the Chief Executive and Director of Finance). The number of officer members must not exceed the number of non-officer members.

17. The current membership of the SHA Board is as follows:

Chairman – Kathryn Riddle

Non-executive members:

Mike Collier

Janet Dean

Sarah Harkness

Keith Ramsay

Ian Walker

Executive members:

Margaret Edwards

Rob Cooper

Paul Johnstone

Annette Laban

Sue Proctor

Other SHA directors in attendance at the Board:

Tim Gilpin

Karl Milner

Ros Roughton

Chris Welsh

Appendix A: Board Cover sheet template and guidance

Appendix B: Additional guidance on Equality and Diversity issues

Appendix C: Principal potential strategic risks to the achievement of the corporate objectives

Jo Dally
Associate Director – Corporate Business
December 2008

Appendix A

IN CONFIDENCE – NOT FOR PUBLICATION *(If appropriate)*

<p>Yorkshire and the Humber Strategic Health Authority</p> <p>BOARD MEETING</p>	
<p>Date:</p>	<p>Report Author:</p>
<p>Title of paper:</p>	
<p>Actions Requested:</p> <p><i>What is the Board being asked to do</i></p>	
<p>Governance Requirements <i>The author must complete all the sections below (guidance notes are available)</i></p>	
<p>SHA Objectives supported by this paper:</p> <p><i>State here to which of the SHA's strategic objective(s) this paper refers and how (e.g. Objective 1 : Delivering an improved health system)</i></p>	
<p>Risk Management:</p> <p><i>State here which of the risks identified in the Board Assurance Framework [insert file ref] is addressed by the report (e.g. 1.22 – Failure to achieve and sustain financial stability across the NHS within Yorkshire and the Humber and across health economies)</i></p>	
<p>Board Assurances:</p> <ul style="list-style-type: none"> • <i>Describe how this paper provides the Board with 'assurance' that the risk identified above is being controlled and managed.</i> • <i>Confirm what further assurances are planned and when these will be delivered (e.g. for Board report on medium term financial plan – this report confirms that each health community has a medium financial plan in place, which has been tested to demonstrate sustainability and against which progress is being monitored through the following mechanisms.... Progress will be reported to the Board on a quarterly basis. Risks identified through ongoing monitoring will be recorded on the Finance directorate Operational Risk Register.</i> 	
<p>Risk Assessment:</p> <ul style="list-style-type: none"> • <i>Confirm here that the content of this paper has been subject to a risk assessment.</i> 	

- *Identify any gaps in control mechanisms or assurances that have been identified as a result.*
- *Confirm that any actions required to mitigate the identified risks are being pursued either through the Strategic or Operational Risk Registers as appropriate.*

Communication (including public and patient involvement):

State here how communications issues are being managed – whether there has been consultation and whether there has been any involvement of patients and the public – what consultation has taken place with staff (e.g. via the Staff Partnership Forum)

Resource Implications:

State here whether there are resource implications for the SHA and / or the wider NHS and how these are being managed.

Legal Implications:

All Board papers should be considered for legal implications. Indicate that this has been done, whether professional advice has been sought and what the outcomes were.

Equality and Diversity:

Confirm here that this paper meets any requirements of the quality and diversity agenda if appropriate.

Yorkshire and the Humber Strategic Health Authority

Format for the submission of SHA Board Papers

Format of Papers / Reports

The quality of papers submitted to the Authority is important. Papers and minutes are required to be maintained as a public record of the Authority's decisions and may need to be consulted long after the individuals responsible for their preparation have moved on. **Papers should be submitted in an acceptable form for circulation, not requiring editing or reformatting. Papers not received in the correct format will be returned to the author for amendment.**

Reports that originate from within the organisation should adhere to a standard format. The attached template must be used for all Board agenda papers and completed in full by the Author of the paper.

The following information is required for completion of the cover sheet template for all Board reports:

- **SHA Objectives**

The SHA's Board Assurance Framework sets out the Authority's key strategic business objectives as reflected in the Business Plan.

All papers on the Board agenda should relate to one or more of the SHA's key business objectives. Reference should therefore be made under the above heading, to the appropriate objective(s) and how the paper relates to it. This will help demonstrate how the paper moves the business agenda forward.

The latest iteration of the Board Assurance Framework is available on the SHA's shared drive at:

New Yorks and Humber SHA Business/Corporate Governance-information for staff/Assurance/revised strat objectives

A summary of the principal potential high-level risks to the achievement of the corporate objectives is attached as Appendix C.

- **Risk Management**

The cover template should also clearly show which of the risks identified on the Board Assurance Framework and Risk Register (see App. C) the report relates to. Good governance requires that the business and agenda of the Board is shaped by the key risks to the organisation and the actions take to mitigate these. The item may link to more than one of the strategic risks highlighted on the Risk Register as well as risks on directorate operational risk registers. All the risks to which the paper relates should be identified and referenced.

- **Board Assurance**

Assurances are the means by which we demonstrate and evidence to the Board that risks are being appropriately mitigated and managed. It is helpful to the Board to know what assurance can be derived from each report it receives and to know that any gaps in the risk controls being reported (i.e. unassured risk) are identified, along with the further actions being taken to address them. This enables the Board to evaluate the degree of assurance it can take and what should be expected in terms of future reports confirming further actions.

Where gaps in controls or assurances are identified, confirm the actions being taken to address these, that these gaps have been recorded/logged and how the actions are being monitored (i.e. Identified as a gap on the Board Assurance/Risk Register – via the directorate rep. on the Assurance Group or direct to Joanne Dally or logged on the relevant directorate operational risk register – via the Assurance Group rep. or directorate Business Manager).

- **Risk Assessment**

In considering new policies/initiatives etc, the Board needs to be ‘assured’ that any risks to the effective implementation of the policy or the achievement of its broader strategic objectives have been assessed and that appropriate control mechanisms are in place to manage those risks.

Risk Assessment is not complicated, it requires a careful examination of the policy/initiative against the broad context of what it is attempting to achieve in pursuit of the SHA’s strategic objectives, and what the main risks might be which would prevent its achievement. (Refer to Board Assurance Framework for examples of risk and control mechanisms).

Risks may be ‘internal’ i.e. within the SHA and therefore control mechanisms will be more easily implemented, or they may be ‘external’ i.e. emanating from other organisations, in which case the SHA may need to seek assurance that appropriate controls are in place in other organisations.

Having identified the risks, confirm that practical control mechanisms have been put in place to eliminate or minimise those risks, or where such arrangements are not in place, identify what action needs to be taken to achieve this, together with an appropriate timescale.

Assurance should therefore be given under the above heading that a risk assessment has been undertaken and that appropriate control mechanisms are in place, or what action is required to achieve this.

Further guidance on risk management with examples of risks and actions is also available on the SHA’s shared drive at:

New Yorks and Humber SHA Business/Corporate Governance-information for staff/Assurance/Risk Management Information Pack.

- **Communication**

Indicate how communications issues are being managed internally and externally. Whether there has been any consultation, including for internal matters with the Staff Partnership Forum and whether there has been any involvement of patients and the public.

All public Board papers are published via the SHA website but you should also consider whether the paper should be included in the SHA's Publication Scheme, maintenance of which is a legal obligation on all public bodies under the Freedom of Information Act.

The Scheme enables the SHA proactively to publish (via the website) prescribed types of information that it is deemed most likely to be of interest to the public, or which the public has a right to access. The Publication Scheme is grouped under a series of standard headings. The Scheme should include all the Authority's policies and procedures, key strategic and corporate documents, annual reports, performance information etc. Headings include: financial and funding information; strategic developments; workforce development; Performance Management; supporting improvement; how others measure us and how we measure ourselves; and Public Health.

Items for inclusion in the Authority's FOI Publication Scheme should be sent to Joanne Dally.

- **Resource Implications**

Comment here whether in respect of the business being reported, there are resource implications for the SHA and / or the wider NHS and how these are being managed

- **Legal Implications**

Comment here on whether there any legal implications attached to the paper being considered by the Board and any necessary actions.

Questions to be asked might include:

- Does the paper/proposal comply with relevant legislation (e.g. Health & Safety; Freedom of Information; Data Protection and other laws affecting the SHA's statutory responsibilities)?
- Has legal advice been obtained where necessary (e.g. contracts, partnership agreements etc)?
- Is there potential risk of litigation?
- Has advice been taken or is it needed to establish if the SHA is acting within its powers?

- **Equality and Diversity**

Confirm here that full consideration has been given to equality and diversity issues and that the paper and any attached policies, procedures or plans discharge the Authorities duties to promote equality and eliminate discrimination. (See Appendix B for further guidance)

General Advice

Papers should be brief and succinct using straight forward language and avoiding acronyms. Papers exceeding 3-4 pages in length (excluding the cover template) should include an executive summary.

Confidential papers and reports should be clearly marked as such (i.e. In Confidence – not for publication). It is important to note that confidential Board papers will only be exempt from publication in the event of a relevant FOI request if they are covered by one of the full or qualified exemptions contained in the Act. (Further guidance on this can be obtained from Joanne Dally).

The title of the paper should reflect the title of the corresponding agenda item. The name of the sponsoring Director and/or, where appropriate, the author of the paper should be included at the end of the paper as well as on the covering sheet.

Papers should be submitted by the date specified to enable circulation in advance of the meeting. The Chairman does not permit tabled papers. All appropriate approvals must be obtained prior to submission. This must include sign-off by the appropriate director and SMT. Changes to agenda items are not permitted after the agenda has been approved by SMT and the Chairman, except in exceptional circumstances that must be agreed by Annette Laban, Director of Performance and Delivery.

Jo Dally
Dec 2008

Appendix B

Interim Guidance

Ensuring Equality and Diversity Issues Receive Appropriate Consideration When Preparing Board Papers

Introduction

- 1 This paper provides additional, interim advice to authors of papers which are to be submitted to the SHA Board, in order to ensure consideration is given to Equality and Diversity (E&D) issues in line with the SHA statutory equality duties.

Background

- 2 In view of the SHA's role in the healthcare system most, if not all, of our strategies, plans, functions and policies will impact either directly or indirectly on the provision of care to patients. As such, we have a duty to ensure that we have identified:
 - Any potential for adverse impact in relation to Race, Disability or Gender
 - The actions necessary to eliminate these adverse impacts identified
 - The data that needs to be collected and monitored to demonstrate that the actions identified are being successful in addressing the adverse impact.
- 3 If a potential impact may not arise until the implementation stage of a particular initiative and this will be the responsibility of Trusts/PCTs, then the author should ensure that assurance mechanisms are built in to implementation plans to ensure E&D compliance is achieved.
- 4 Whilst the statutory E&D duties currently only cover the three E&D strands identified above, SHA SMT has agreed previously that the same level of attention should be given to the wider E&D agenda. As such authors need to give due consideration to how our plans might have an adverse impact on any element of society (which we might categorise under the race, disability, gender, religion or belief, age and sexuality strands) and what actions we should plan to take to mitigate these.
- 5 A training programme on how to conduct Equality Impact Assessments (EqIA) on new and existing strategies, plans, etc is being developed to be run in spring 2009 for staff that Directorates will be asked to nominate nearer the time. In the meantime, the guidance in this brief is aimed at those staff responsible for producing papers on strategic issues which are submitted to the SHA Board for consideration and/or approval.

Interim Guidance

- 6 To help authors consider the potential E&D impact of the subject of the Board paper a number of prompts are set out in the attached. These prompts are designed to help clarify the issues and determine the actions required.
- 7 If potential adverse impacts are identified as a result of this process, then the author should summarise these in an attachment to the paper and provide details of the actions designed to mitigate these (consider producing an action plan!).
- 8 If there is a belief that there will be no adverse impacts, then this should be stated in an attachment to the paper together with an explanation as to why this conclusion has been reached and evidence should be provided to support this conclusion.
- 9 A summary of the attachment to the paper should then be entered in the E&D section on the standard Board paper front-sheet; **simply stating 'none' or 'E&D issues considered' is not sufficient to discharge our statutory duties.**
- 10 Such attachments will then be published on our website in line with our statutory equality duties

Further Guidance

- 11 For further guidance or to discuss this approach contact Gordon Smith in the Strategic HR Team

Gordon Smith
Strategic HR Advisor
Dec 2008

Prompts for Board Authors of Paper In Considering E&D Issues

1 Aims and Impact

- a. What are we trying to achieve via the content of the paper?
- b. Who will be affected and how?
- c. Can we be certain that it will have an equitable impact on all sections of society?
- d. If not, which groups may not receive equal treatment and why?
- e. Is this different treatment valid, justifiable or legal?
- f. Can this inequitable treatment be avoided or easily remedied?

2 Evidence and Information

- a. Do you have details for and understand the profile of the affected population?
- b. If not, where you might obtain such information?
- c. Do you have data that demonstrates that there will be equitable treatment?
- d. What data do you need to collect to demonstrate that equal treatment will apply?
- e. If actions are necessary to eliminate or reduce inequitable treatment, what data will you need to collect and monitor to demonstrate the remedial actions devised are being effective?

3 Action Planning

- a. What actions might be taken to eliminate or reduce the potential adverse impacts identified?
- b. How will those actions be effective?
- c. How will you know that are being effective?
- d. What contingency arrangements can be made if the principle actions prove to be ineffective?

Appendix C:

Principal potential risks to the achievement of the SHA's strategic objectives

Note: Risk ratings/scores are those reported to the Board in Dec 2008.

Appendix C: Board Assurance Framework and Risk Register: Summary of Risks and Scores (Dec 08)

SHA Objective 1:	Delivery - Delivering an Improved Health System		
Risks		Rating Now	Score (Dec 08)
1.1	Patients not treated as safely as possible in Yorkshire and the Humber	Green	6
1.2	Failure to ensure learning from key national and local incidents/ inquiries is implemented in practice in PCT's and Trusts	Green	4
1.3	Some estate could be an unsafe and unsuitable environment and facilities for modern healthcare	Green	2
1.4	Services may not match the guidelines set by NSFs' research evidence, NICE, Royal Colleges etc. in some localities and circumstances	Green	6
1.5	An uncoordinated approach to quality management on behalf of service regulators and the SHA	Amber	9
1.6	Patients may not have the benefit of services integrated across organisational boundaries	Amber	9
1.7	Non-compliance with Working Time Directive requirements	Green	6
1.8	Actions indicated by healthcare standards assessments and patient and public surveys have yet to be implemented	Green	6
1.9	Lack of innovation hindering progress in meeting key performance targets	Green	3
1.10	Patient experience deteriorates or is not measured effectively	Green	6
1.11	Organisations fail to predict and respond to patient need	Green	6
1.12	18 weeks performance target not yet reached	Green	6
1.13	Benefits of patient choice not fully realised	Green	6
1.14	Shortage of convenient appointment times	Green	6
1.15	Delay in delivering GP-led health centres	Green	3
1.16	Independent sector treatment not procured nationally or locally, leading to risks including to the achievement of 18 weeks, plus health and well being (diagnostics), not maximising choice options.	removed	
1.17	Fit for purpose (NPfIT) products are not delivered in time by suppliers leading to delays in implementation	Amber	12
1.18	Financial risks due to NHS organisations being unable to meet NPfIT deployment timescales	Green	6
1.19	Risk of benefits not being realised if NHS organisations are unable to meet NPfIT deployment timescales	Green	6
1.20	NHS organisations fail to drive out the benefits of new IT systems	Green	4
1.21	NPfIT systems development lags behind NHS policy and practice	Amber	9
1.22	Failure to achieve and sustain financial stability across the NHS in Yorkshire and the Humber within and across health economies	Green	6
1.23	National performance targets not met	Green	6
1.24	Cancer reform strategy target not yet reached	Green	6

1.25	Slow progress in increasing dental access	Amber	12
1.26	Inconsistencies in the provision and quality of screening services	Amber	9
1.27	Accountability for National Cancer Screening Programme is unclear a risk] [Accountability now resolved - no longer	removed	
1.28	Workforce planning system is unable to predict future workforce need	Red	15
SHA Objective 2:	Strategy - Setting the Strategic Direction		
Risks		Rating Now	Score
2.1	Failure to embed strategic plans into mainstream business processes forward key reforms) (Formerly - Insufficient capacity to take	Green	6
2.2	Qualified NHS professionals fail to secure employment and damage NHS reputation Management actions and increased recruitment mean very few unemployed graduates remain) (Note probability reduced to 0 July 2008:	Green	0
2.3	<i>No evidence of improvement in workforce productivity</i> [No longer classified as a strategic risk to the SHA. Rationale is that FTs are not required to provide WIMs data to the SHA so there is insufficient data available to the SHA to measure productivity	removed	
SHA Objective 3:	Development - Transforming the health system		
Risks		Rating Now	Score
3.1	Poor understanding of system management mechanisms and reform mechanisms not utilised to commission improved health services	Green	6
3.2	Reform agenda impeded by failure to ensure effective clinical and public engagement in the delivery of key public health targets and policy initiatives	Green	6
3.3	Breakdown in partnership working and commitment to shared objectives across key partners and stakeholders	Green	6
3.4	Failure to develop practice-based commissioning including clinical engagement, to develop care pathways and new models of care in line with Healthy Ambitions	Amber	9
3.5	PCTs fail to undertake the necessary development to meet the world-class commissioning requirements	Green	6
3.6	NHS Trusts fail to progress to foundation trust status	Amber	9
3.7	Services are not provided equally to all groups and the whole population within the region	Amber	12
	Reduced impetus for service development and service change superceded by 2.1: Failure to embed strategic plans into mainstream business processes] [No longer an active risk -	removed	

	<i>Delivery of Managed Learning Environment for SHA and Core Learning unit may incur unnecessary expenditure</i> [Reclassified as an operational risk April 08 - to be placed on the Workforce & Education directorate Op Risk Reg.]	removed	
3.10	Inadequate development of capacity for the SHA and wider health community	Green	6
SHA Objective 4:	Leadership - Leading the health system		
Risks		Rating Now	Score
4.1	Insufficient Public Health skills and capacity to deliver scale of change recommended by Next Stages Review	Amber	12
SHA Objective 5:	Ensuring Corporate Responsibility		
Risks		Rating Now	Score
5.1	Failure to ensure that the SHA, as an employer, and all its staff act in accordance with relevant legislation, statutory duties and uphold the highest standards of probity and governance	Amber	12
5.2	SHA's ability to deliver core business objectives is compromised by a major incident affecting Yorkshire and the Humber	Amber	9
5.3	Failure to achieve SHA's strategic objectives	Green	6
5.4	Hosted organisations do not have effective governance arrangements in place	Green	6
5.5	Failure to ensure that the SHA is governance compliant, operates efficiently within resource limits and secures best value for money	Green	6
5.6	SHA exposes itself to fraud due to lack of appropriate counter fraud arrangements	Green	6
5.7	Loss of public or political confidence in local health services or damage to the NHS brand	Amber	12
5.8	Inadequate emergency planning and preparedness	Amber	12
5.9	Inadequate preparedness for an influenza pandemic	Amber	12
5.10	Risks posed by potential national terrorist threat not adequately addressed	Red	20
5.11	IT systems compromised by poor information governance, data quality and data security	Amber	9
5.12	Failure to comply with the SHA's legal responsibilities as an employer for the health and safety of SHA staff (including hosted)	Green	6
5.13	Organisations are not compliant with legal duties around consultation and reporting resulting in reputation management issues for the SHA and wider NHS	Amber	8
5.14	Trusts or PCT's prosecuted for Corporate Manslaughter leading to potential liability and reputation issues for the SHA	Amber	10

5.15	Ability to deliver quality, safe services because of multiple capacity and capability issues	Red	16
5.16	Insufficient level and range of specialist advice and expertise to deal with incidents and emergencies	Amber	12