



NHS Shropshire, Telford and Wrekin CCG

Governing Body Protocol

1. This protocol sets out the approach NHS Shropshire, Telford and Wrekin CCG takes to the preparation for and execution of its Governing Body meetings. The principles apply equally to those meetings held in public and those held confidentially.

Schedule of meetings

2. Meetings will be held each month on the second Wednesday of the month. Meetings will alternate monthly between a meeting held in public and a Business meeting. Where a meeting is to be held in public it will be preceded by a confidential meeting and where possible a Governing Body development session.

Meeting papers

3. In line with the CCG's Constitution papers must be circulated to Governing Body members and published on the CCG's website no later than 5pm on the Thursday preceding the Governing Body meeting. In order to meet this deadline papers (whether for the public or private session) must be sent to the Corporate Services Officer no later than 5pm on the Wednesday preceding the Governing Body meeting. Where papers are not received on time the relevant item will be removed from the Governing Body agenda.
4. Papers must be prepared in the standard CCG format. This format includes the use of a front sheet preceding the main report. The template for this is attached at Appendix 1. Papers should be completed as one document with the front sheet and report included together. Papers not adhering to this format will not be permitted and will either be returned to the relevant Director for amendment if time allows, or the corresponding item will be removed from the agenda.
5. Papers submitted to the PA to the Director of Corporate Affairs should be done so having secured the appropriate approvals.
6. Where this is an exceptional need for a paper to be circulated after the deadline set out above the Director must gain the explicit agreement of the Chair and Accountable Officer and evidence this to the Director of Corporate Affairs.
7. Papers will be circulated to Governing Body members from a dedicated Governing Body email address. These will be, wherever possible, circulated as one combined document for each of the public and confidential parts of the Governing Body. This combined document will be bookmarked so each paper can easily be located via the corresponding agenda item number.

Public Questions

8. Questions to the Governing Body from members of the public must be received by noon on the Monday preceding the Governing Body meeting. These will be circulated to the relevant Directors on the same day requesting responses to the questions raised. Responses must be sent to the PA to the Director of Corporate Affairs two weeks following the meeting who will collate these responses and will forward for approval to the Chair and Accountable Officer, copying in Governing Body Members. A copy of the questions and responses will be published on the CCG's website one week later (ie three weeks after the meeting).
9. Once approved the questions and responses will be attached to the minutes of the meeting for presentation to the following Governing Body meeting.
10. Answers from Directors should be concise but ensure that all elements of the question raised have been addressed.

Attendance at Governing Body meetings

11. Governing Body meetings should only be attended by Governing Body members and those staff operating at Director level. Attendance by Deputy Directors or other members of CCG staff should be by exception. This should be via explicit agreement of the Chair and Accountable Officer and be notified to the Director of Corporate Affairs.

Other items of note

12. Governing Body members should avoid taking annual leave at times which coincide with Governing Body meetings and in the time leading up to meetings if it will impact detrimentally on the preparation of papers. Director and Deputy Director Annual leave should not be taken at the same time wherever possible and both Director and their Deputies leave should be approved by the Accountable Officer. Where there is an unavoidable incidence of leave needing to be taken at this time, this must have explicit approval from the Accountable Officer and arrangements for preparation of papers and answers to public questions must be in place and communicated to the Director of Corporate Affairs.
13. This paper should be read in conjunction with NHS Shropshire, Telford and Wrekin CCG's Public Board and Governing Body Etiquette (Appendix 2) and NHS Shropshire, Telford and Wrekin CCG's Paperless Board Protocol (Appendix 3)

REPORT TO: NHS Shropshire, Telford and Wrekin CCG Governing Body
Meeting held in Public on XXXXXXXXXXXXXXX

Item Number:	Agenda Item:

Executive Lead (s):	Author(s):

Action Required (please select):				
A=Approval	R=Ratification	S=Assurance	D=Discussion	I=Information

History of the Report (where has the paper been presented:		
Committee	Date	Purpose (A,R,S,D,I)

Executive Summary (key points in the report):

Recommendations/Actions Required:

Report Monitoring Form

Implications – does this report and its recommendations have implications and impact with regard to the following:		
1.	Is there a potential/actual conflict of interest? <i>(If yes, outline who has the potential conflict of interest, what it is and recommendation of how this might be mitigated).</i>	Yes/No
2.	Is there a financial or additional staffing resource implication? <i>(If yes, please provide details of additional resources required).</i>	Yes/No
3.	Is there a risk to financial and clinical sustainability? <i>(If yes, how will this be mitigated).</i>	Yes/No
4.	Is there a legal impact to the organisation? <i>(If yes, how will this be mitigated).</i>	Yes/No
5.	Are there human rights, equality and diversity requirements? <i>(If yes, please provide details of the effect upon these requirements).</i>	Yes/No
6.	Is there a clinical engagement requirement? <i>(If yes, please provide details of the clinical engagement).</i>	Yes/No
7.	Is there a patient and public engagement requirement? <i>(If yes, please provide details of the patient and public engagement).</i>	Yes/No

Strategic Priorities – does this report address the CCG's strategic priorities, please provide details:		
1.	To reduce health inequalities by making sure our services take a preventative approach and take account of different needs, experiences and expectations of our communities. <i>(If yes, please provide details of how health inequalities have been reduced).</i>	Yes/No
2.	To identify and improve health outcomes for our local population. <i>(If yes, please provide details of the improved health outcomes).</i>	Yes/No
3.	To ensure the health services we commission are high quality , safe, sustainable and value for money. <i>(If yes, please provide details of the effect on quality and safety of services).</i>	Yes/No
4.	To improve joint working with our local partners, leading the way as we become an Integrated Care System. <i>(If yes, please provide details of joint working).</i>	Yes/No
5.	To achieve financial balance by working more efficiently. <i>(If yes, please provide details of how financial balance will be achieved).</i>	Yes/No

NHS Shropshire, Telford and Wrekin CCG

Title of meeting paper to be presented at/ Date

Title of Report and Author

Introduction

1. Insert text here

Report (with sub headings if required)

2. Insert text here

Summary and Conclusion

3. Insert text here

Recommendations

Insert text here

Notes:

- Each paragraph should be numbered in sequence
- Section headings (set out above) should not be numbered
- Wherever possible papers should be a maximum of 5 sides
- Font should be Arial 11

Public Board and Governing Body Etiquette

Introduction

1. The drive for greater accountability requires CCG Governing Bodies and their member practices to be transparent in their decision-making; transparency does not mean that everything will have to be in the public domain, but the Health and Social Care Bill contains requirements to support this, for example, the requirement to hold CCG Governing Body meetings in public. This means the demonstration of appropriate boardroom behaviours where business is conducted in an honest and ethical way.
2. The board of any organisation is the predominant mechanism by which strategy is agreed, performance monitored and executive actions held to account on behalf of stakeholders. It is therefore essential that boards conduct their meetings with a view to optimising the use of the time. As such, boards need to focus on the purpose of the meeting, and all the elements that can contribute to an effective discussion, including the way Board Members interact and work together to ensure sound decision-making.ⁱ
3. STWCCG Governing Body has met in public since its establishment in April 2021.
4. Since that time STWCCG Governing Body meetings have been live streamed with recordings available on You Tube.

The Rationale for Appropriate Boardroom Behaviours

5. The Financial Reporting Council's *Guidance on Board Effectiveness*ⁱⁱ states that:

'An effective board develops and promotes its collective vision of the company's purpose, its culture, its values and the behaviours it wishes to promote in conducting its business. In particular it:
 - Provides direction for management.
 - Demonstrates ethical leadership, displaying – and promoting throughout the company – behaviours consistent with the culture and values it has defined for the organisation.
 - Makes well-informed and high-quality decisions based on a clear line of sight into the business'.
6. The Institute of Chartered Secretaries and Administrator's (ICSA) *Mapping the Gap*ⁱⁱⁱ research into NHS governance best practice highlighted a number of behaviours that suggest that not all Governing Body Members were fully engaging with the business to be transacted. Examples of poor boardroom behaviours highlighted by the report included:
 - Using electronic devices
 - Conversing with colleagues
 - Interrupting colleagues
 - Reading non-board papers during the meeting
 - Arriving late
 - Fidgeting
 - Knowing looks/raising eyebrows/rolling eyes
7. If Governing Body Members are not fully engaged throughout the duration of the meeting, and behaviours are poor, decision-making will be impaired.

Proposed Guidance on Etiquette for those Attending and Participating in Governing Body Meetings

8. Governing Body Members should act with independence, rigour, integrity, probity, honesty, mutual trust and display high standards of conduct^{iv}

Before the Meeting

- Be clear as to the purpose of the meeting and the role you play at that meeting.
- Having received the board papers 5 working days before the meeting, read the agenda, and any supporting papers ahead of the meeting and prepare questions to be raised at the appropriate time, or think of suggestions to resolve problems.
- Be clear on the decision that is being asked for.
- Request further information ahead of the meeting or seek clarification from the report author (including highlighting typographical and other errors not of material consequence) or director of corporate affairs, where appropriate.
- Submit apologies, and (where appropriate and where the governing documents permits it) arrange for a deputy to attend (ensuring the deputy is well-briefed).
- Arrive for the meeting on time, stay for its duration, and ensure regular attendance at all meetings.
- If you have to leave before the end of the meeting, you should inform the chairman beforehand. However, you should avoid this whenever possible.
- If at any stage the accountable officer or chief finance need to leave the meeting to deal with an urgent matter this can be agreed by the chair.

During the Meeting

- Declare any potential or real conflicts of interest with regard to any matter on the agenda.
- If using an electronic device to make notes during the meeting of discussions and decisions made, it is advisable to inform fellow Governing Body Members of your intention and gain the permission of the chairman.
- If people are joining the meeting via video conferencing be aware of time delays when listening/responding.
- Unless there are specific reasons for doing so, no part of the meeting should be visually or audio recorded, with the exception of the minute-taker who uses a voice recorder as an aid memoire. If such recording is agreed the chairman must inform the meeting beforehand.
- Be aware that the meeting is being live streamed.

Focussing on the Agenda

- Stay focused on agenda items.
- Dedicate your attention to the purpose of the meeting and refrain from performing other duties at the same time.
- Turn off your mobile phone/electronic communications device. When an electronic device must be kept on turn it to silent/vibrate and excuse yourself from the meeting. Should you need to answer an urgent call; forewarn attendees that you are expecting an urgent call and seek the permission of the chairman to keep the electronic device on. However, it may be necessary for the director on call, accountable officer and chief finance officer to leave their electronic device on in order to be accessible in an emergency situation/monitor potential risks to the organisation in a given situation.
- Refrain from private conversations with others at the meeting (whether spoken or written), and the passing of notes.

Contributing to the Discussion

- If appropriate, attract the Chairman's attention when wishing to contribute to the discussion, and wait until the Chairman indicates that you may speak so as to avoid interrupting a fellow Governing Body Member. Direct comments and discussion through the chair.
- When invited to speak by the Chairman, do so clearly, concisely and at a volume that all attendees can hear (especially the minute-taker), without shouting. Avoid the use of jargon and acronyms.
- Throughout the meeting be respectful of the role of the Chair in encouraging debate, summarising discussion and clarifying decisions made.
- Be constructive and professional in the way you impart an opinion or information.
- Listen attentively and respectfully to others, making notes of any points you would like to raise when an opportunity to respond arises; do not interrupt when others are speaking.
- Ensure you maintain body language that demonstrates your participation and engagement in the meeting.
- Challenge inappropriate behaviour/language from other Governing Body Members at the time via the Chair or after the meeting if more convenient.
- Treat attendees fairly and consistently, even when you disagree with their point of view.
- Challenge and provide critique constructively, and ensure that any challenges are proportionate and based on fact. Challenge the issue being discussed, not the personality of other individuals taking part in the discussion.
- Seek clarification or amplification when necessary.
- Do not attend the meeting if under the influence of any substances that will impair your performance and contribution to the meeting.

The Unitary Board

- Know and understand the role you play at the meeting and the need for the Governing Body to act as a corporate body (ie not to pursue self-interest or the interest of another body).
- Do not act territorially/personally, remember the need to contribute to the corporate nature of the Governing Body. Regard and welcome challenge as a test of the robustness of papers and arguments presented.
- Do not cause offence or take offence, accept the diversity of opinions and views presented.

Accountability

- Seek professional guidance/clarification from the chairman during the meeting (or the Director of Corporate Affairs outside the meeting) wherever there may be any concern about a particular course of action.
- Keep confidential matters confidential. Do not participate in gossip arising from Governing Body matters.

After the Meeting

- Participate and contribute to any post-meeting review with a view to making future meetings more effective.
- Draft minutes should be produced within one working week after the meeting. These should be read with a view to clarifying matters and sending amendments to the secretary at the earliest opportunity. This should help to reduce the time taken approving the minutes at the next Governing Body meeting.

- Read any post-meeting action plan and ensure you complete the tasks accorded to you and report back appropriately on their completion in a timely manner.
- Observe the confidentiality and sensitivity of matters discussed at the meeting and ensure that all papers, both electronic and paper copies are stored safely.
- Remember that decisions were taken collectively by the Governing Body and therefore that responsibility remains collective too.

Showing Mutual Trust, Respect and Honesty

- The Governing Body through the Constitution has already signed up to the Nolan Principles developed by the National Committee on Standards in Public Life which include:
 - Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership

Reviewing Board Performance

- At the end of each Governing Body meeting the following should be reviewed:
 - Risks
 - Whether time and resources were used effectively
 - Whether others should have been invited for any item
 - What went well or what could be improved

Breaches of the Governing Body Etiquette

- Where there is evidence that the Governing Body etiquette has been breached, the Chair, with guidance from the Director of Corporate Affairs, will recommend the necessary action to be taken
- Responsibility for ensuring Governing Body etiquette is observed lies with the Chairman.

ⁱ The Institute of Chartered Secretaries and Administrators (2012), Specimen board meeting etiquette (Not for profit organisations)

ⁱⁱ This report can be found at:

<http://www.frc.org.uk/images/uploaded/documents/Guidance%20on%20board%20effectiveness%20FINAL6.pdf>.

ⁱⁱⁱ The report can be downloaded from: www.icsa.org.uk/assets/files/pdfs/NHS/ICSA%20mapping%20the%20gap%20report.pdf

^{iv} A model code of conduct for NHS foundation trust governors can be found on the ICSA website.

NHS Shropshire, Telford and Wrekin CCG (STWCCG)

Paperless Board Protocol

Context

1. NHS Shropshire, Telford and Wrekin CCG has adopted a paperless system for its Governing Body meetings and where possible its sub committee meetings.
2. The decision to move towards a paperless system has been taken to ensure that the CCG continues to ensure best use of resources and a commitment to promoting sustainable and environmentally friendly working practices.

Arrangements

3. For Governing Body Members specifically, an email will be circulated prior to each meeting with a PDF copy of the papers attached. This PDF copy will include bookmarks to enable members to move easily between papers.
4. For those members who have a touch screen device, such as a Surface Pro, the Surface Pro pen can be used to annotate documents when notes need to be made before or during a meeting. Apple devices have a similar pen option or a pen icon which allows annotation of PDF documents using your finger. For those with non-touch screen devices the Adobe programme has the facility for annotations to be made directly onto a document. Instructions for this are available via Alison Smith, Director of Corporate Affairs or Tracy Egby Jones, Corporate Services Manager.
5. Where papers are to be publically available this will be via the CCG's website.

Expectations

6. Although the use of portable devices at Governing Body meetings gives ready access to the internet and emails, members should refrain from using either during meetings to ensure focus on the agenda at hand, other than in urgent matters that have prior agreement from the Chair.
7. Members should ensure that equipment is not left unattended and that at no time is confidential information on display. When not in use screens should be minimised and locked.
8. Venues for meetings will be secured, as far as possible, that support paperless working. However, Governing Body members are responsible for ensuring that devices are sufficiently charged prior to meetings and that they have their charging equipment with them in case it is needed.