

Model Standing Orders

Reservation and Delegation of Powers

For Local Health Boards

Foreword

These Model Standing Orders are issued by Welsh Ministers to Local Health Boards using powers of direction provided in section 12 (3) of the National Health Service (Wales) Act 2006. Local Health Boards (LHBs) in Wales must agree Standing Orders (SOs) for the regulation of their proceedings and business. When agreeing SOs LHBs must ensure they are made in accordance with directions as may be issued by Welsh Ministers. These SOs are designed to translate the statutory requirements set out in the Local Health Boards (Constitution, Membership and Procedures) (Wales) Regulations 2009 (S.I. 2009/779 (W.67)) into day to day operating practice, and, together with the adoption of a Scheme of decisions reserved to the Board; a Scheme of delegations to officers and others; and Standing Financial Instructions (SFIs), they provide the regulatory framework for the business conduct of the LHB.

These documents form the basis upon which the LHB's governance and accountability framework is developed and, together with the adoption of the LHB's Values and Standards of Behaviour framework **Declaration of Gifts, Hospitality and Sponsorship Procedure**, is designed to ensure the achievement of the standards of good governance set for the NHS in Wales.

All LHB Board members and officers must be made aware of these Standing Orders and, where appropriate, should be familiar with their detailed content. The Board Secretary will be able to provide further advice and guidance on any aspect of the Standing Orders or the wider governance arrangements within the LHB.

Further information on governance in the NHS in Wales may be accessed at www.wales.nhs.uk/governance-emanual/

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Section A – Introduction

Statutory framework

- i) The Cardiff and Vale Local Health Board (the LHB) is a statutory body that was established on 1st June 2009 and became operational on the 1 October 2009 under **The Local Health Boards (Establishment and Dissolution) (Wales) Order 2009 (S.I. 2009/778)**, “the Establishment Order”.

FOR POWYS INSERT

Powys Teaching Local Health Board (the LHB) is a statutory body that was established on 1 April 2003 and became operational on the 1 June 2003 under **The Local Health Boards (Establishment and Dissolution) (Wales) Order 2003 (S.I. 2003/148)**, “the Establishment Order”.

- ii) The principal place of business of the LHB is – Cardiff and Vale Local University Health Board, Woodlands House, Maes y Coed Road, Cardiff, CF14 4HH.
- iii) All business shall be conducted in the name of Cardiff and Vale LHB, and all funds received in trust shall be held in the name of the LHB as a corporate Trustee.
- iv) LHBs are corporate bodies and their functions must be carried out in accordance with their statutory powers and duties. Their statutory powers and duties are mainly contained in the **NHS (Wales) Act 2006** which is the principal legislation relating to the NHS in Wales. Whilst the **NHS Act 2006** applies equivalent legislation to the NHS in England, it also contains some legislation that applies to both England and Wales. The NHS (Wales) Act 2006 and the NHS Act 2006 are a consolidation of the NHS Act 1977 and other health legislation which has now been repealed. The NHS (Wales) Act 2006 contains various powers of the Welsh Ministers to make subordinate legislation and details how LHBs are governed and their functions.
- v) Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Welsh Ministers have made **the Local Health Boards (Constitution, Membership and Procedures) (Wales) Regulations 2009 (S.I. 2009/779)** (“The Constitution Regulations”) which set out the constitution and membership arrangements of LHBs, which includes a requirement for LHBs to make SOs for the regulation of its proceedings and business including provision for the Boards suspension.

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- vi) Sections 12 and 13 of the NHS (Wales) Act 2006 provide for Welsh Ministers to confer functions on LHBs and to give directions about how they exercise those functions. LHBs must act in accordance with those directions. Most of the LHB's statutory functions are set out in the **Local Health Boards (Directed Functions) (Wales) Regulations 2009 (S.I. 2009/1511)**.
- vii) **The Welsh Health Specialised Services Committee (Wales) Directions 2009 (2009/35)** provide that the seven LHBs in Wales will work jointly to exercise functions relating to the planning and securing of specialised and tertiary services and for the purpose of jointly exercising those functions will establish the Welsh Health Specialised Services Committee ("WHSSC"). Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Welsh Ministers have made the **Welsh Health Specialised Services Committee (Wales) Regulations 2009 (S.I. 2009/3097)** which make provision for the constitution and membership of the WHSSC including its procedures and administrative arrangements.
- viii) **The Emergency Ambulance Services Committee (Wales) Directions 2014 (2014/8)** as amended by the **Emergency Ambulance Services (Wales) Amendment Directions 2016 (2016/8)** provide that the seven LHBs in Wales will work jointly to exercise functions relating to the planning and securing of emergency ambulance services and for the purpose of jointly exercising those functions will establish the Emergency Ambulance Services Committee ("EASC"). Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Minister has made **The Emergency Ambulance Services Committee (Wales) Regulations 2014 (2014/566)** which make provision for the constitution and membership of the EASC including its procedures and administrative arrangements.
- ix) In addition to directions the Welsh Ministers may from time to time issue guidance which LHBs must take into account when exercising any function. However in some cases the relevant function may be contained in other legislation. In exercising their powers LHBs must be clear about the statutory basis for exercising such powers.
- x) As a statutory body, the LHB has specified powers to contract in its own name and to act as a corporate trustee. The LHB also has statutory powers under sections 194 and 195 of the NHS (Wales) Act 2006 to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- xi) The **National Health Service Bodies and Local Authorities Partnership Arrangements (Wales) Regulations 2000 (S.I. 2000/2993)** have effect as made under section 33 of the NHS (Wales) Act 2006 enable LHBs, NHS Trusts and Local Authorities to enter into any partnership arrangements to exercise certain NHS functions and health-related functions as specified in

the Regulations. The arrangement can only be made if it is likely to lead to an improvement in the way in which NHS functions and health-related functions are exercised, and the partners have consulted jointly with all affected parties, and the arrangements fulfil the objectives set out in the Area Plan developed in accordance with the **Social Services and Well-being (Wales) Act 2014 (2014)**.

- xii) Section 72 of the NHS Act 2006 places a duty on NHS bodies to co-operate with each other in exercising their functions. NHS bodies includes the NHS bodies in England such as the NHS Commissioning Board, NHS Trust and NHS Foundation Trusts and, for the purpose of this duty, also includes bodies such as NICE, the Health and Social Care Information Centre and Health Education England.
- xiii) Section 82 of the NHS Act 2006 places a duty on NHS bodies and local authorities to co-operate with one another in order to secure and advance the health and welfare of the people of England and Wales.
- xiv) Further duties and powers placed on health boards in relation to co-operation and partnership with local authorities and other partners in Wales are set out in the **Social Services and Well-being (Wales) Act 2014**. This Act establishes the legal framework for meeting people's needs for care and support and imposes general and strategic duties on local authorities and LHBs in order to effectively plan and provide a sufficient range and level of care and support services. The **Partnership Arrangements (Wales) Regulations 2015 (2015/1989)**, made under Part 9 of the **Social Services and Well-being (Wales) Act 2014** set out the arrangements made and provides for LHBs and local authorities to pool funds for the purpose of providing specified services.

Guidance on the provisions of Part 9 can be found at <https://gov.wales/docs/dhss/publications/151218part9en.pdf>

- xv) The **Well-being of Future Generations (Wales) Act 2015** also places duties on LHBs and some Trusts in Wales. Sustainable development in the context of the Act means the process of improving economic, social, environmental and cultural well-being of Wales by taking action, in accordance with the sustainable development principle, aimed at achieving the well-being goals.
- xvi) The Welsh Language (Wales) Measure 2011 makes provision with regards to the development of standards of conduct relating to the Welsh language. These standards replace the requirement for a Welsh Language Scheme previously provided for by Section 5 of the Welsh Language Act 1993. The Welsh Language Standards (No.7) Regulations 2018 (2018/411) came into force on the 29 June 2018 and specifies standards in relation to the conduct of Local Health Boards. The Local Health Board will ensure that it has arrangements in place to meet those standards which the Welsh Language Commissioner has required by way

of a compliance notice under section 44 of the 2011 Measure.

- xvii) LHBs are also bound by any other statutes and legal provisions which govern the way they do business. The powers of LHBs established under statute shall be exercised by LHBs meeting in public session, except as otherwise provided by these SOs.

NHS framework

- xviii) In addition to the statutory requirements set out above, LHBs must carry out all business in a manner that enables them to contribute fully to the achievement of the Welsh Government's vision for the NHS in Wales and its standards for public service delivery. The governance standards set for the NHS in Wales are based upon the Welsh Government's Citizen Centred Governance principles. These principles provide the framework for good governance and embody the values and standards of behaviour that are expected at all levels of the service, locally and nationally.
- xix) Adoption of the principles will better equip LHBs to take a balanced, holistic view of their organisations and their capacity to deliver high quality, safe healthcare services for all its citizens within the NHS framework set nationally.
- xx) The overarching NHS governance and accountability framework incorporates these SOs; the Schedules of Reservation and Delegation of Powers; SFIs together with a range of other frameworks designed to cover specific aspects. These include the NHS Values and Standards of Behaviour Framework*; the *'Doing Well, Doing Better: Standards for Health Services in Wales'* (formally the Healthcare Standards) Framework, the NHS Risk and Assurance Framework, and the NHS planning and performance management systems.

* The NHS Wales Values and Standards of Behaviour Framework can be accessed via the following link:

<http://www.wales.nhs.uk/governance-emanual/values-and-standards-of-behaviour-framew>

- xxi) The Welsh Ministers, reflecting their constitutional obligations and legal duties under the **Well-being of Future Generations (Wales) Act 2015**, have stated that sustainable development should be the central organising principle for the public sector and a core objective for the NHS in all it does.
- xxii) Full, up to date details of the other requirements that fall within the NHS framework – as well as further information on the Welsh Government's Citizen Centred Governance principles - are provided on the NHS Wales Governance e-manual which can be accessed at www.wales.nhs.uk/governance-emanual/. Directions or guidance on

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specific aspects of LHB business are also issued electronically, usually under cover of a Welsh Health Circular.

Local Health Board Framework

- xxiii) Schedule 2 provides details of the key documents that, together with these SOs, make up the LHB's governance and accountability framework. These documents must be read in conjunction with these SOs and will have the same effect as if the details within them were incorporated within the SOs themselves. The Standing Financial Instructions form Schedule 2.1 of these SOs.
- xxiv) LHBs will from time to time agree and approve policy statements which apply to the LHB's Board members and/or all or specific groups of staff employed by Cardiff and Vale LHB and others. The decisions to approve these policies will be recorded in an appropriate Board minute and, where appropriate, will also be considered to be an integral part of the LHB's SOs and SFIs. Details of the LHB's key policy statements are also included in Schedule 2.
- xxv) LHBs shall ensure that an official is designated to undertake the role of the Board Secretary (the role of which is set out in paragraph xxxiii below).
- xxvi) For the purposes of these SOs, the members of the LHB shall collectively to be known as "the Board" or "Board members"; the officer and non-officer members shall be referred to as Executive Directors and Independent Members respectively; and the Chief Officer and the Chief Finance Officer shall respectively be known as the Chief Executive and the Director of Finance – SOs 1.1.2 refers.

Applying Standing Orders

- xxvii) The SOs of the LHB (together with SFIs and the Values and Standards of Behaviour Policy, will, as far as they are applicable, also apply to meetings of any formal Committees established by the LHB, including any Advisory Groups, sub-Committees, joint-Committees and joint sub-Committees. These SOs may be amended or adapted for the Committees as appropriate, with the approval of the Board. *Further details on committees may be found in Schedule 3 of these SOs and further details on joint-Committees may be found in Schedule 4.*
- xxviii) Full details of any non-compliance with these SOs, including an explanation of the reasons and circumstances must be reported in the first instance to the Board Secretary, who will ask the Audit and Assurance Committee to formally consider the matter and make proposals to the Board on any action to be taken. All Board members and LHB officers have a duty to report any non-compliance to the Board Secretary as soon as they are aware of any circumstance that has not previously been reported.

- xxix) **Ultimately, failure to comply with SOs is a disciplinary matter that could result in an individual's dismissal from employment or removal from the Board.**

Variation and amendment of Standing Orders

- xxx) Although these SOs are subject to regular, annual review by the LHB, there may, exceptionally, be an occasion where it is necessary to vary or amend the SOs during the year. In these circumstances, the Board Secretary shall advise the Board of the implications of any decision to vary or amend SOs, and such a decision may only be made if:
- The variation or amendment is in accordance with regulation 15 of the Constitution Regulations and does not contravene a statutory provision or direction made by the Welsh Ministers;
 - The proposed variation or amendment has been considered and approved by the Audit and Assurance Committee and is the subject of a formal report to the Board; and
 - A notice of motion under Standing Order 7.5.14 has been given.

Interpretation

- xxxi) During any Board meeting where there is doubt as to the applicability or interpretation of the SOs, the Chair of the LHB shall have the final say, provided that his or her decision does not conflict with rights, liabilities or duties as prescribed by law. In doing so, the Chair shall take appropriate advice from the Board Secretary and, where appropriate the Chief Executive or the Director of Finance (in the case of SFIs).
- xxxii) The terms and provisions contained within these SOs aim to reflect those covered within all applicable health legislation. The legislation takes precedence over these SOs when interpreting any term or provision covered by legislation.

The role of the Board Secretary

- xxxiii) The role of the Board Secretary is crucial to the ongoing development and maintenance of a strong governance framework within LHBs, and is a key source of advice and support to the LHB Chair and other Board members. Independent of the Board, the Board Secretary acts as the guardian of good governance within the LHB. The Board Secretary is responsible for:
- Providing advice to the Board as a whole and to individual Board members on all aspects of governance;
 - Facilitating the effective conduct of LHB business through meetings of the Board, its Advisory Groups and Committees;
 - Ensuring that Board members have the right information to enable

them to make informed decisions and fulfil their responsibilities in accordance with the provisions of these SOs;

- Ensuring that in all its dealings, the Board acts fairly, with integrity, and without prejudice or discrimination;
- Contributing to the development of an organisational culture that embodies NHS values and standards of behaviour; and
- Monitoring the LHB's compliance with the law, SOs and the governance and accountability framework set by the Welsh Ministers;

As advisor to the Board, the Board Secretary's role does not affect the specific responsibilities of Board members for governing the organisation. The Board Secretary is directly accountable for the conduct of their role to the Chair in respect of matters relating to responsibilities of the Board, its Committees and Advisory Groups, and reports on a day to day basis to the Chief Executive with regard to the wider governance of the organisation and their personal responsibilities.

xxxiv) Further details on the role of the Board Secretary within Cardiff and Vale LHB, including details on how to contact them, are available at Nicola.Foreman@wales.nhs.uk.

Section B – Standing Orders

1. THE LOCAL HEALTH BOARD

- 1.0.1 The LHB's principal role is to ensure the effective planning and delivery of the local NHS system, within a robust governance framework, to achieve the highest standards of patient safety and public service delivery, improve health and reduce inequalities and achieve the best possible outcomes for its citizens, and in a manner that promotes human rights.
- 1.0.2 The LHB was established by the **Local Health Boards (Establishment and Dissolution) (Wales) Order 2009** (S.I. 2009/778) and most of its functions are contained in the **Local Health Boards (Directed Functions) (Wales) Regulations 2009** (S.I. 2009/1511). The LHB must ensure that all its activities are in exercise of those functions or other statutory functions that are conferred on it.

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The LHB was established by the **Local Health Boards (Establishment and Dissolution) (Wales) Order 2003** (S.I. 2003/148 (W.18)), and most of its functions are contained in the **Local Health Boards (Directed Functions) (Wales) Regulations 2009** (S.I. 2009/1511 (W.147)). The LHB must ensure that all its activities are in exercise of those functions or other statutory functions that are conferred on it.

- 1.0.3 To fulfil this role, the LHB will work with all its partners and stakeholders in the best interests of its population.

1.1 Membership of the Local Health Board

- 1.1.1 The membership of the LHB shall be no more than 20 members comprising the Chair, Vice Chair, non-officer members (appointed by the Minister for Health and Social Services), the Chief Executive (appointed by the Board with the involvement of the Chief Executive, NHS Wales) and officer members (appointed by the Board).
- 1.1.2 For the purposes of these SOs, the members of the LHB shall collectively to be known as "the Board" or "Board members"; the officer and non-officer members (which will include the Chair) shall be referred to as Executive Directors and Independent Members respectively; and the Chief Officer and the Chief Finance Officer shall respectively be known as the Chief Executive and the Director of Finance. All such members shall have full voting rights. There may also be Associate Members who do not have voting rights.

Officer Members [to be known as Executive Directors]

- 1.1.3 A total of 9 (including the Chief Executive), appointed by the Board, whose responsibilities include the following areas: Medical; Finance; Nursing; Primary Care and Community and Mental Health Services; Strategic and Operational Planning; Workforce and Organisational Development; Public Health; Therapies and Health Science. Executive Directors may have other responsibilities as determined by the Board and set out in the scheme of delegation to officers.

Non Officer Members [to be known as Independent Members]

- 1.1.4 A total of 9, appointed by the Minister for Health and Social Services, including: an elected member of a local authority whose area falls within the LHB area; a current member or employee of a Third Sector organisation within the LHB area; a trade union official; a person who holds a post in a University that is related to health; and five other Independent Members who together have experience and expertise in legal; finance; estates; Information Technology; and community knowledge and understanding.

Associate Members

- 1.1.5 A total of 4 associate members may be appointed to the Board. They will attend Board meetings on an ex-officio basis, but will not have any voting rights.
- 1.1.6 No more than three Associate Members may be appointed by the Minister for Health and Social Services. This may include:
- Director of Social Services (nominated by local authorities in the LHB area)
 - Chair of the Stakeholder Reference Group
 - Chair of the Healthcare Professionals' Forum
- 1.1.7 The Board may appoint an additional Associate Member to assist in carrying out its functions, subject to the agreement of the Minister for Health and Social Services.

Use of the term 'Independent Members'

- 1.1.8 For the purposes of these SOs, use of the term 'Independent Members' refers to the following voting members of the Board:
- Chair
 - Vice Chair
 - Non Officer Members

unless otherwise stated.

1.2 Joint Directors

1.2.1 Where a post of Executive Director of the LHB is shared between more than one person because of their being appointed jointly to a post:

- i) Either or both persons may attend and take part in Board meetings;
- ii) If both are present at a meeting they shall cast one vote if they agree;
- iii) In the case of disagreement no vote shall be cast; and
- iv) The presence of both or one person will count as one person in relation to the quorum.

1.3 Tenure of Board members

1.3.1 Independent Members and Associate Members appointed by the Minister for Health and Social Services shall be appointed for a period specified by the Welsh Ministers, but for no longer than 4 years in any one term. These members can be reappointed but may not hold office as a member or associate member for the same Board for a total period of more than 8 years. Time served need not be consecutive and will still be counted towards the total period even where there is a break in the term.

1.3.2 Any Associate Member appointed by the Board will be for a period of up to one year. An Associate member may be re-appointed if necessary or expedient for the performance of the LHBs functions. If re-appointed they may not hold office as an Associate Member for the same Board for a total period of more than four years. Time served includes time as a Ministerial appointment (if relevant) which need not be consecutive and will still be counted towards the total period even where there is a break in the term. An Independent or Associate Member appointed by the Minister for Health and Social Services who has already served the maximum 8 years as a Ministerial appointment to the same Board will not be eligible for appointment by the Board as an Associate Member.

1.3.3 Executive Directors' tenure of office as Board members will be determined by their contract of appointment.

1.3.4 All Board members' tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements, so far as they are applicable, as specified in Schedule 2 of the Constitution Regulations. Any member must inform the Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The Chair will advise the Minister in writing of any such cases immediately.

1.3.5 The LHB will require Board members to confirm in writing their continued eligibility on an annual basis.

1.4 The Role of the LHB Board and responsibilities of individual members

Role

- 1.4.1 The principal role of the LHB is set out in SO 1.0.1. The Board's main role is to add value to the organisation through the exercise of strong leadership and control, including:
- Setting the organisation's strategic direction
 - Establishing and upholding the organisation's governance and accountability framework, including its values and standards of behaviour
 - Ensuring delivery of the organisation's aims and objectives through effective challenge and scrutiny of the LHB's performance across all areas of activity.

Responsibilities

- 1.4.2 The Board will function as a corporate decision-making body, Executive Directors and Independent Members being full and equal members and sharing corporate responsibility for all the decisions of the Board.
- 1.4.3 Independent Members who are appointed to bring a particular perspective, skill or area of expertise to the Board must do so in a balanced manner, ensuring that any opinion expressed is objective and based upon the best interests of the health service. Similarly, Board members must not place an over reliance on those individual members with specialist expertise to cover specific aspects of Board business, and must be prepared to scrutinise and ask questions about any contribution that may be made by that member.
- 1.4.4 LHBs shall issue an indemnity to any Chair and Independent Member in the following terms: "A Board [or Committee] member, who has acted honestly and in good faith, will not have to meet out of their personal resources any personal liability which is incurred in the execution of their Board function. Such cover excludes the reckless or those who have acted in bad faith".
- 1.4.5 Associate Members, whilst not sharing corporate responsibility for the decisions of the Board, are nevertheless required to act in a corporate manner at all times, as are their fellow Board members who have voting rights.
- 1.4.6 All Board members must comply with their terms of appointment. They must equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes, engaging fully in Board activities and promoting the LHB within the communities it serves.

- 1.4.7 **The Chair** – The Chair is responsible for the effective operation of the Board, chairing Board meetings when present and ensuring that all Board business is conducted in accordance with these SOs. The Chair may have certain specific powers delegated by the Board and set out in the Scheme of Delegation.
- 1.4.8 The Chair shall work in close harmony with the Chief Executive and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.
- 1.4.9 **The Vice-Chair** – The Vice-Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing chair resumes their duties or a new chair is appointed.
- 1.4.10 In addition to their corporate role across the breadth of the Board's responsibilities, the Vice-Chair has a specific brief to oversee the LHB's performance in the planning, delivery and evaluation of primary care, community health and mental health services ensuring a balanced care model to meet the needs of the population within the LHB's area.
- 1.4.11 **Chief Executive** – The Chief Executive is responsible for the overall performance of the executive functions of the LHB. They are the appointed Accountable Officer for the LHB and shall be responsible for meeting all the responsibilities of that role, as set out in their Accountable Officer Memorandum.
- 1.4.12 **Lead roles for Board members** – The Chair will ensure that individual Board members are designated as lead roles or "champions" as required by the Welsh Ministers or as set out in any statutory or other guidance. Any such role must be clearly defined and must operate in accordance with the requirements set by the LHB, the Welsh Ministers or others. In particular, no operational responsibilities will be placed upon any Independent Member fulfilling such a role. The identification of a Board member in this way shall not make them more vulnerable to individual criticism, nor does it remove the corporate responsibility of the other Board members for that particular aspect of Board business.

2. RESERVATION AND DELEGATION OF LHB FUNCTIONS

- 2.0.1 Subject to any directions that may be given by the Welsh Ministers, the Board shall make arrangements for certain functions to be carried out on its behalf so that the day to day business of the LHB may be carried out effectively and in a manner that secures the achievement of its aims and objectives. In doing so, the Board must set out clearly the terms and conditions upon which any delegation is being made.

2.0.2 The Board's determination of those matters that it will retain, and those that will be delegated to others shall be set out in a:

- i) Schedule of matters reserved to the Board;
- ii) Scheme of delegation to committees and others; and
- iii) Scheme of delegation to officers.

all of which must be formally adopted by the Board in full session and form part of these SOs.

2.0.3 Subject to Standing Order 4, the LHB retains full responsibility for any functions delegated to others to carry out on its behalf.

2.1 Chair's action on urgent matters

2.1.1 There may, occasionally, be circumstances where decisions which would normally be made by the Board need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Board. In these circumstances, the Chair and the Chief Executive, supported by the Board Secretary as appropriate, may deal with the matter on behalf of the Board - after first consulting with at least two other Independent Members. The Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Board for consideration and ratification.

2.1.2 Chair's action may not be taken where either the Chair or the Chief Executive has a personal or business interest in an urgent matter requiring decision. In this circumstance, the Vice-Chair or the Executive Director acting on behalf of the Chief Executive will take a decision on the urgent matter, as appropriate.

2.2 Delegation of Board functions

2.2.1 The Board may agree the delegation of any of their functions, except for those set out within the 'Schedule of Matters Reserved for the Board' within the Model Standing Orders (see paragraph 2.0.2.(i)) to Committees and others, setting any conditions and restrictions it considers necessary and following any directions or regulations given by the Welsh Ministers. These functions may be carried out:

- i) By a Committee, sub-Committee or officer of the LHB (or of another LHB or Trust); or
- ii) By another LHB; NHS Trust; Strategic Health Authority or Primary Care Trust in England; Special Health Authority; or
- iii) Jointly with one or more bodies including local authorities through a joint-Committee, sub-Committee or joint sub-Committee.

2.2.2 The Board may agree and formally approve the delegation of specific executive powers to be exercised by Committees, sub-Committees,

joint-Committees or joint sub-Committees which it has formally constituted.

2.3 Delegation to officers

- 2.3.1 The Board may delegate certain functions to the Chief Executive. For these aspects, the Chief Executive, when compiling the Scheme of Delegation to Officers, shall set out proposals for those functions they will perform personally and shall nominate other officers to undertake the remaining functions. The Chief Executive will still be accountable to the Board for all functions delegated to them irrespective of any further delegation to other officers.
- 2.3.2 This must be considered and approved by the Board (subject to any amendment agreed during the discussion). The Chief Executive may periodically propose amendments to the Scheme of Delegation to Officers and any such amendments must also be considered and approved by the Board.
- 2.3.3 Individual Executive Directors are in turn responsible for delegation within their own directorates/departments/localities in accordance with the framework established by the Chief Executive and agreed by the Board.

3. COMMITTEES

3.1 LHB Committees

- 3.1.1 The Board may and, where directed by the Welsh Ministers must, appoint Committees of the LHB either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by Committees. The Board shall, wherever possible, require its Committees to hold meetings in public unless there are specific, valid reasons for not doing so.

Use of the term 'Committee'

- 3.1.2 For the purposes of these SOs, use of the term 'Committee' incorporates the following:
- Board Committee
 - joint-Committee
 - sub-Committee
 - joint sub-Committee

unless otherwise stated. The Board's Advisory Groups are referred to separately.

3.2 Joint Committees

- 3.2.1 The Board may, and where directed by the Welsh Ministers must, together with one or more LHBs or NHS Trusts or the local authorities operating within the LHB's area, appoint joint-Committees or joint sub-Committees. These may consist wholly or partly of the LHB's Board members or Board members of other health service bodies or of persons who are not LHB Board members or Board members of other health service bodies. Any such appointments must be made in accordance with the Board's defined requirements on membership (including definition of member roles, powers and terms and conditions of appointment) and any directions given by the Welsh Ministers.
- 3.2.2 The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others on its behalf. The Board shall wherever possible determine, in agreement with its partners, that its joint-Committees hold meetings in public unless there are specific, valid reasons for not doing so.
- 3.2.3 The Board shall establish, as a minimum, the following joint-Committees:
- The Welsh Health Specialised Services Committee (WHSSC).
 - The Emergency Ambulance Services Committee

Joint Committee Standing Orders, terms of reference and operating arrangements

- 3.2.4 The Board shall formally approve SOs or terms of reference and operating arrangements for each joint-Committee established. These must establish its governance and ways of working, setting out, as a minimum:
- The scope of its work (including its purpose and any delegated powers and authority);
 - Membership (including member appointment and removal; role, responsibilities and accountability; and terms and conditions of office) and quorum;
 - Meeting arrangements;
 - Communications;
 - Relationships and accountabilities with others (including the LHB Board its Committees and Advisory Groups);
 - Any budget, financial and accounting responsibility;
 - Secretariat and other support;
 - Training, development and performance; and
 - Reporting and assurance arrangements.
- 3.2.5 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the joint-Committee, keeping any such aspects to the minimum necessary. The detailed SOs or terms of reference and operating arrangements for those joint-Committees

established by the Board are set out in Schedule 4.

3.3 Sub-Committees

- 3.3.1 A Committee appointed by the Board may establish a sub-Committee to assist it in the conduct of its business provided that the Board approves such action. Where the Board has authorised a Committee to establish sub-Committees they cannot delegate any executive powers to the sub-Committee unless authorised to do so by the Board.

3.4 Committees established by the LHB

- 3.4.1 The Board shall establish a Committee structure that it determines best meets its own needs, taking account of any regulatory or Welsh Government requirements. As a minimum, it must establish Committees which cover the following aspects of Board business:

- Quality and Safety;
- Audit;
- Information governance;
- Charitable Funds;
- Remuneration and Terms of Service; and
- Mental Health Act requirements.

- 3.4.2 In designing its Committee structure and operating arrangements, the Board shall take full account of the need to:

- Embed corporate standards, priorities and requirements, e.g., equality and human rights across all areas of activity; and
- Maximise cohesion and integration across all aspects of governance and assurance.

- 3.4.3 Each Committee established by or on behalf of the Board must have its own SOs or detailed terms of reference and operating arrangements, which must be formally approved by the Board. These must establish its governance and ways of working, setting out, as a minimum:

- The scope of its work (including its purpose and any delegated powers and authority);
- Membership and quorum;
- Meeting arrangements;
- Relationships and accountabilities with others (including the Board its Committees and Advisory Groups)
- Any budget and financial responsibility, where appropriate;
- Secretariat and other support;
- Training, development and performance; and
- Reporting and assurance arrangements.

- 3.4.4 In doing so, the Board shall specify which aspects of these SOs are not

applicable to the operation of the Committee, keeping any such aspects to the minimum necessary.

3.4.5 The membership of any such Committees - including the designation of Chair; definition of member roles and powers and terms and conditions of appointment (including remuneration and reimbursement) - will usually be determined by the Board, based on the recommendation of the LHB Chair, and subject to any specific requirements, directions or regulations made by the Welsh Ministers. Depending on the Committee's defined role and remit, membership may be drawn from the LHB Board, its staff (subject to the conditions set in Standing Order 3.4.6) or others not employed by the LHB.

3.4.6 Executive Directors or other LHB officers shall not be appointed as Committee Chairs, nor should they be appointed to serve as members on any Committee set up to review the exercise of functions delegated to officers or to review Mental Health Tribunals (in accordance with the Mental Health Act 1983). Designated LHB officers shall, however, be in attendance at such Committees, as appropriate.

Full details of the Committee structure established by the Board, including detailed terms of reference for each of these Committees are set out in Schedule 3.

3.5 Other Committees

3.5.1 The Board may also establish other Committees to help the LHB in the conduct of its business.

3.6 Confidentiality

3.6.1 Committee members and attendees must not disclose any matter dealt with by or brought before a Committee in confidence without the permission of the Committee's Chair.

3.7 Reporting activity to the Board

3.7.1 The Board must ensure that the Chairs of all Committees operating on its behalf report formally, regularly and on a timely basis to the Board on their activities. Committee Chairs' shall bring to the Boards specific attention any significant matters under consideration and report on the totality of its activities through the production of minutes or other written reports.

4. NHS WALES SHARED SERVICES PARTNERSHIP

4.0.1 From 1 June 2012 the function of managing and providing Shared Services to the health service in Wales was given to Velindre NHS Trust. The Trust's Establishment Order has been amended to reflect the fact that the Shared Services function has been conferred on it.

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- 4.0.2 The **Velindre National Health Service Trust Shared Services Committee (Wales) Regulations 2012** (S.I. 2012/1261) (“the Shared Services Regulations”) require the Velindre NHS Trust to establish a Shared Services Committee which will be responsible for exercising the Trust’s Shared Services functions. The Shared Services Regulations prescribe the membership of the Shared Services Committee in order to ensure that all LHBs and Trusts in Wales have a member on the Shared Services Committee and that the views of all the NHS organisations in Wales are taken into account when making decisions in respect of Shared Services activities.
- 4.0.3 The Director of Shared Services will be designated as Accountable Officer for Shared Services.
- 4.0.4 These arrangements necessitate putting in place a Memorandum of Co-operation Agreement and a Hosting Agreement between all LHBs and Trusts setting out the obligations of NHS bodies to participate in the Shared Services Committee and to take collective responsibility for setting the policy and delivery of the Shared Services to the health service in Wales. Responsibility for the exercise of the Shared Services functions will not rest with the Board of Velindre NHS Trust but will be a shared responsibility of all NHS bodies in Wales.
- 4.0.5 The Shared Services Committee is to be known as the Shared Services Partnership Committee for operational purposes.

5. ADVISORY GROUPS

- 5.0.1 The LHB has a statutory duty to take account of representations made by persons and organisations who represent the interests of the communities it serves, its officers and healthcare professionals. To help discharge this duty, the Board may and where directed by the Welsh Ministers must, appoint Advisory Groups to the LHB to provide advice to the Board in the exercise of its functions.
- 5.0.2 The LHB’s Advisory Groups include a Stakeholder Reference Group, Healthcare Professionals’ Forum and Local Partnership Forum. *The membership and terms of reference for these groups are set out in Schedule 5.*
- 5.0.3 The Board’s commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others to advise it in the conduct of its business. The Board shall, wherever possible, require its Advisory Groups to hold meetings in public unless there are specific, valid reasons for not doing so.

5.1 Terms of reference and operating arrangements

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5.1.1 The Board must formally approve terms of reference and operating arrangements for the Advisory Groups. These must establish the governance arrangements and ways of working, setting out, as a minimum:

- The scope of its work (including its purpose and any delegated powers and authority);
- Membership (including member appointment and removal, role, responsibilities and accountabilities, and terms and conditions of office) and quorum;
- Meeting arrangements;
- Communications;
- Relationships with others (including the LHB Board, its Committees and Advisory Groups) as well as other relevant local and national groups);
- Any budget and financial responsibility;
- Secretariat and other support;
- Training, development and performance; and
- Reporting and assurance arrangements.

5.1.2 In doing so, the Board shall specify which of these SOs are not applicable to the operation of the Advisory Group, keeping any such aspects to the minimum necessary. The detailed terms of reference and operating arrangements are set out in Schedule 5.

5.1.3 The Board may determine that the Advisory Group shall be supported by sub-groups to assist it in the conduct of its work, or the Advisory Group may itself determine such arrangements, provided that the Board approves such action.

5.2 Support to the Advisory Groups

5.2.1 The LHB's Board Secretary, on behalf of the Chair, will ensure that the Advisory Groups are properly equipped to carry out their role by:

- Co-ordinating and facilitating appropriate induction and organisational development activity;
- Ensuring the provision of governance advice and support to the Advisory Group Chair on the conduct of its business and its relationship with the LHB and others;
- Ensuring the provision of secretariat support for Advisory Group meetings (for specific arrangements relating to Local Partnership Forum see Schedule 5.3, paragraph 1.7.1);
- Ensuring that the Advisory Group receives the information it needs on a timely basis;
- Ensuring strong links to communities/groups/professionals as appropriate; and
- Facilitating effective reporting to the Board

enabling the Board to gain assurance that the conduct of business within the Advisory Group accords with the governance and operating framework it has set.

5.3 Confidentiality

- 5.3.1 Advisory Group members and attendees must not disclose any matter dealt with by or brought before a Group in confidence without the permission of the Advisory Group Chair.

5.4 Advice and feedback

- 5.4.1 The LHB may specifically request advice and feedback from the Advisory Groups on any aspect of its business, and they may also offer advice and feedback even if not specifically requested by the LHB. The Groups may provide advice to the Board:

- At Board meetings, through the SRG and HPF Chair's participation as Associate Members;
- In written advice;
- In any other form specified by the Board.

5.5 Reporting activity

- 5.5.1 The Board shall ensure that the Chairs of all Advisory Groups report formally, regularly and on a timely basis to the Board on their activities. Advisory Group Chairs shall bring to the Board's specific attention any significant matters under consideration and report on the totality of its activities through the production of minutes or other written reports.
- 5.5.2 Each Advisory Group shall also submit an annual report to the Board through the Chair within 6 weeks of the end of the reporting year setting out its activities during the year and detailing the results of a review of its performance and that of any sub-groups it has established.
- 5.5.3 Each Advisory Group shall report regularly on its activities to those whose interests they represent.

5.6 THE STAKEHOLDER REFERENCE GROUP (SRG)

Role

- 5.6.1 The SRG's role is to provide independent advice on any aspect of LHB business. This may include:
- Early engagement and involvement in the determination of the LHB's overall strategic direction;
 - Provision of advice on specific service proposals prior to formal

consultation; as well as

- Feedback on the impact of the LHB's operations on the communities it serves.

5.6.2 The SRG provides a forum to facilitate full engagement and active debate amongst stakeholders from across the communities served by the LHB, with the aim of reaching and presenting a cohesive and balanced stakeholder perspective to inform the LHB's decision making.

5.6.3 The SRG's role is distinctive from that of Community Health Councils (CHCs), who have a statutory role in representing the interests of patients and the public in their areas. The SRG shall represent those stakeholders who have an interest in, and whose own role and activities may be impacted by the decisions of the LHB. Membership may include community partners, provider organisations, special interest and other groups operating within the LHBs area.

5.6.4 It does not cover those stakeholders whose interests are represented within the remit of other Advisory Groups established by the LHB, e.g., the Healthcare Professionals' Forum and Local Partnership Forum.

5.6.5 In addition to the provisions above the Board must set out, the relationships and accountabilities with others, such as the Regional Partnership Board.

5.7 Relationship with the Board

5.7.1 The SRG's main link with the Board is through the SRG Chair's membership of the Board as an Associate Member.

5.7.2 The Board may determine that designated Board members or LHB officers shall be in attendance at Advisory Group meetings. The SRG's Chair may also request the attendance of Board members or LHB officers, subject to the agreement of the LHB Chair.

5.7.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the SRG.

5.7.4 The Board's Chair shall put in place arrangements to meet with the SRG Chair on a regular basis to discuss the SRG's activities and operation.

5.8 Relationship between the SRG and others

5.8.1 The Board must ensure that the SRG's advice represents a balanced, co-ordinated stakeholder perspective from across the local communities served by the LHB. The SRG shall:

- Ensure effective links and relationships with other advisory groups, local and community partnerships and other key stakeholders who

- do not form part of the SRG membership;
- Ensure its role, responsibilities and activities are known and understood by others; and
- Take care to avoid unnecessary duplication of activity with other bodies/groups with an interest in the planning and provision of NHS services, e.g., Regional Partnership Boards.

5.9 Working with Community Health Councils

5.9.1 The SRG shall make arrangements to ensure designated CHC members receive the SRG's papers and are invited to attend SRG meetings.

5.9.2 The SRG shall work together with CHCs within the area covered by the LHB to engage and involve those within the local communities served whose views may not otherwise be heard.

Refer to Schedule 5.1 for detailed Terms of Reference and Operating Arrangements

5.10 THE HEALTHCARE PROFESSIONALS' FORUM (HPF)

Role

5.10.1 The HPF's role is to provide a balanced, multi-disciplinary view of healthcare professional issues to advise the Board on local strategy and delivery. Its role does not include consideration of healthcare professional terms and conditions of service.

5.10.2 The HPF shall facilitate engagement and debate amongst the wide range of clinical interests within the LHB's area of activity, with the aim of reaching and presenting a cohesive and balanced healthcare professional perspective to inform the LHB's decision making.

5.11 Terms of reference and operating arrangements

5.11.1 In addition to the provisions in 5.2.1 above the Board must set out, the relationships and accountabilities with others, as well as the National Professional Advisory Group.

5.12 Relationship with the Board

5.12.1 The HPF's main link with the Board is through the HPF Chair's membership of the Board as an Associate Member.

5.12.2 The Board may determine that designated Board members or LHB officers shall be in attendance at Advisory Group meetings. The HPF's Chair may also request the attendance of Board members or LHB officers, subject to the agreement of the LHB Chair.

5.12.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the HPF.

5.12.4 The Board's Chair shall put in place arrangements to meet with the HPF Chair on a regular basis to discuss the HPF's activities and operation.

5.13 Rights of Access to the LHB Board for Professional Groups

5.13.1 The LHB Chair, on the advice of the Chief Executive and/or Board Secretary, may recommend that the Board afford direct right of access to any professional group, in the following, exceptional circumstances:

- i) Where the HPF recommends that a matter should be presented to the Board by a particular healthcare professional grouping, e.g., due to the specialist nature of the issues concerned; or
- ii) Where a healthcare professional group has demonstrated that the HPF has not afforded it due consideration in the determination of its advice to the Board on a particular issue.

5.13.2 The Board may itself determine that it wishes to seek the views of a particular healthcare professional grouping on a specific matter, in accordance with Standing Order 7.5.7.

5.14 Relationship with the National Professional Advisory Group

5.14.1 The HPF Chair (or HPF Vice-Chair) will be a member of the National Professional Advisory Group.

Refer to Schedule 5.2 for detailed Terms of Reference and Operating Arrangements

5.15 THE LOCAL PARTNERSHIP FORUM (LPF)

Role

5.15.1 The LPF's role is to provide a formal mechanism where the LHB, as employer, and trade unions/professional bodies representing LHB employees (hereafter referred to as staff organisations) work together to improve health services for the citizens served by the LHB - achieved through a regular and timely process of consultation, negotiation and communication. In doing so, the LPF must effectively represent the views and interests of the LHB's workforce.

5.15.2 It is the forum where the LHB and staff organisations will engage with each other to inform, debate and seek to agree local priorities on workforce and health service issues; and inform thinking around national priorities on health matters.

5.16 Relationship with the Board and others

5.16.1 The LPF's main link with the Board is through the Executive members of the LPF.

5.16.2 The Board may determine that designated Board members or LHB staff shall be in attendance at LPF meetings. The LPF's Chair may also request the attendance of Board members or LHB staff, subject to the agreement of the LHB Chair.

5.16.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the LPF's staff representative members.

5.16.4 The Board's Chair shall put in place arrangements to meet with the LPG's Joint Chairs on a regular basis to discuss the LPF's activities and operation.

5.16.5 The LPF shall ensure effective links and relationships with other groups/fora at a local and, where appropriate, national level.

Refer to Schedule 5.3 for detailed Terms of Reference and Operating Arrangements

6. WORKING IN PARTNERSHIP

6.0.1 The LHB shall work constructively in partnership with others to plan and secure the delivery of an equitable, high quality, whole system approach to health, well-being and social care for its citizens. This will be delivered in accordance with its statutory duties and any specific requirements or directions made by the Welsh Ministers, e.g., the development of population assessments and area plans.

6.0.2 The Chair shall ensure that the Board has identified all its key partners and other stakeholders and established clear mechanisms for engaging with and involving them in the work of the LHB through:

- The LHB's own structures and operating arrangements, e.g., Advisory Groups; and
- The involvement (at very local and community wide levels) in partnerships and community groups – such as Regional Partnership and Public Service Boards – of Board members and LHB officers with delegated authority to represent the LHB and, as appropriate, take decisions on its behalf.

6.0.3 The Social Services and Well-Being (Wales) Act 2014 sets out duties for working in partnership with local authorities complementing existing duties under section 82 of the NHS Act 2006 (duty to cooperate with local

authorities) and sections 10 (arrangements with other bodies) and 38 (duty to make services available to enable the discharge of local authority functions) of the NHS (Wales) Act 2006. This includes “Partnership Arrangements” established under the direction of Regional Partnership Boards and under which the LHB may carry out any of the specified functions on behalf of the partnership body and may established pooled funds for specified purposes. An advice note on partnership working – implications for health boards and NHS Trusts from the Social Services and Well-being (Wales) Act 2014 and the Well-being of Future Generations (Wales) Act 2015 has been published and it can be found here: https://socialcare.wales/cms_assets/hub-downloads/Partnership-working---implications-for-health-boards-and-NHS-Trusts.pdf

- 6.0.4 The Board shall keep under review its partnership arrangements to ensure continued clarity around purpose, desired outcomes and partner responsibilities. It must ensure timely action to change, adapt or end partnerships where they no longer serve a useful purpose, in accordance with its statutory duties; any specific requirements or directions made by the Welsh Ministers; and the agreed terms and conditions for the partnership.

6.1 Community Health Councils (CHCs)

- 6.1.1 The **Community Health Councils (Constitution, Membership and Procedures) (Wales) Regulations 2010** (S.I. 2010/288) (as amended) and the **Community Health Councils (Establishment, Transfer of Functions and Abolition) (Wales) Order 2010** (S.I. 2010/289) place a range of duties on LHBs in relation to the engagement and involvement of CHCs in its operations.

- 6.1.2 In discharging these duties, the Board shall work constructively with the CHCs working jointly within the LHB’s area by ensuring their involvement in:

- The planning of the provision of its healthcare services;
- The development and consideration of proposals for changes in the way in which those services are provided; and
- The Board’s decisions affecting the operation of those healthcare services that it has responsibility for

and formally consulting with those CHCs working jointly within the LHB’s area on any proposals for substantial development of the services it is responsible for.

- 6.1.3 The Board shall ensure that each relevant CHC is provided with the information it needs on a timely basis to enable it to effectively discharge its functions.

Relationship with the Board

- 6.1.4 The Board may determine that designated CHC members shall be invited to attend Board meetings.
- 6.1.5 The Board shall make arrangements for regular joint meetings between the CHC members and the Board, to be held not less than once every three calendar months and ensuring attendance of at least one third of the Board's members.
- 6.1.6 The Board's Chair shall put in place arrangements to meet with the relevant CHC Chair(s) on a regular basis to discuss matters of common interest.

7. MEETINGS

7.1 Putting Citizens first

- 7.1.1 The LHB's business will be carried out openly and transparently in a manner that encourages the active engagement of its citizens, community partners and other stakeholders. The LHB, through the planning and conduct of meetings held in public, shall facilitate this in a number of ways, including:

- Active communication of forthcoming business and activities;
- The selection of accessible, suitable venues for meetings;
- The availability of papers in English and Welsh languages and in accessible formats, such as Braille, large print, easy read (where requested or required) and in electronic formats;
- Requesting that attendees notify the LHB of any access needs sufficiently in advance of a proposed meeting, and responding appropriately, e.g., arranging British Sign Language (BSL) interpretation at meetings; and
- Where appropriate, ensuring suitable translation arrangements are in place to enable the conduct of meetings in either English or Welsh,

in accordance with legislative requirements, e.g., Disability Discrimination Act, as well as its Communication Strategy and provisions made in response to the compliance notice issued by the Welsh Language Commissioner under section 44 of the Welsh Language (Wales) Measure 2011 .

- 7.1.2 The Chair will ensure that, in determining the matters to be considered by the Board, full account is taken of the views and interests of the communities served by the LHB, including any views expressed formally to the LHB, e.g., through the SRG or CHCs.

7.2 Annual Plan of Board Business

- 7.2.1 The Board Secretary, on behalf of the Chair, shall produce an Annual Plan of Board business. This plan will include proposals on meeting dates, venues and coverage of business activity during the year, taking account that ordinary meetings of the Board will be held at regular intervals and as a minimum six times a year. The Plan shall also set out any standing items that will appear on every Board agenda.
- 7.2.2 The plan shall set out the arrangements in place to enable the LHB to meet its obligations to its citizens as outlined in paragraph 6.1.1 whilst also allowing Board members to contribute in either English or Welsh languages, where appropriate.
- 7.2.3 The plan shall also incorporate formal Board meetings, regular Board Development sessions and, where appropriate, the planned activities of the Board's Committees and Advisory Groups.
- 7.2.4 The Board shall agree the plan for the forthcoming year by the end of March, and this plan will be published on the organisations website. .

Annual General Meeting (AGM)

- 7.2.5 The LHB must hold an AGM in public no later than the 31 July each year. At least 10 calendar days prior to the meeting a public notice of the intention to hold the meeting, the time and place of the meeting, and the agenda, shall be displayed bilingually (in English and Welsh) at the LHBs principal sites and on the LHB's website.

The notice shall state that:

- Electronic or paper copies of the Annual Report and Accounts of the LHB are available, on request, prior to the meeting; and
 - State how copies can be obtained, in what language and in what format, e.g. as Braille, large print, easy read etc.
- 7.2.6 The AGM must include presentation of the Annual Report and audited accounts, together with (where applicable), an audited abridged version of the annual accounts and funds held on trust accounts, and may also include presentation of other reports of interest to citizens and others, such as the organisation's annual quality statement.
- 7.2.7 A record of the meeting shall be submitted to the next ordinary meeting of the Board for agreement.

7.3 Calling Meetings

- 7.3.1 In addition to the planned meetings agreed by the Board, the Chair may call a meeting of the Board at any time. Individual Board members may

also request that the Chair call a meeting provided that at least one third of the whole number of Board members, support such a request.

- 7.3.2 If the Chair does not call a meeting within seven days after receiving such a request from Board members, then those Board members may themselves call a meeting.

7.4 Preparing for Meetings

Setting the agenda

- 7.4.1 The Chair, in consultation with the Chief Executive and Board Secretary, will set the Agenda. In doing so, they will take account of the planned activity set in the annual cycle of Board business; any standing items agreed by the Board; any applicable items received from the Board's Committees and Advisory Groups; and the priorities facing the LHB. The Chair must ensure that all relevant matters are brought before the Board on a timely basis.
- 7.4.2 Any Board member may request that a matter is placed on the Agenda by writing to the Chair, copied to the Board Secretary, at least 12 calendar days before the meeting. The request must set out whether the item of business is proposed to be transacted in public and shall include appropriate supporting information. The Chair may, at their discretion, include items on the agenda that have been requested after the 12 day notice period if this would be beneficial to the conduct of board business.

Notifying and equipping Board members

- 7.4.3 Board members shall be sent an Agenda and a complete set of supporting papers at least 10 calendar days before a formal Board meeting. This information may be provided to Board members electronically or in paper form, in an accessible format, to the address provided, and in accordance with their stated preference. Supporting papers may, exceptionally, be provided, after this time provided that the Chair is satisfied that the Board's ability to consider the issues contained within the paper would not be impaired.
- 7.4.4 No papers will be included for consideration and decision by the Board unless the Chair is satisfied (subject to advice from the Board Secretary, as appropriate) that the information contained within it is sufficient to enable the Board to take a reasonable decision. This will include evidence that appropriate impact assessments have been undertaken and taken into consideration. Impact assessments shall be undertaken on all new or revised policies, strategies, guidance and or practice to be considered by the Board, and the outcome of that assessment shall accompany the report to the Board to enable the Board to make an informed decision.

- 7.4.5 In the event that at least half of the Board members do not receive the

Agenda and papers for the meeting as set out above, the Chair must consider whether or not the Board would still be capable of fulfilling its role and meeting its responsibilities through the conduct of the meeting. Where the Chair determines that the meeting should go ahead, their decision, and the reason for it, shall be recorded in the minutes.

- 7.4.6 In the case of a meeting called by Board members, notice of that meeting must be signed by those members and the business conducted will be limited to that set out in the notice.

Notifying the public and others

- 7.4.7 Except for meetings called in accordance with Standing Order 7.3, at least 10 calendar days before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed bilingually (in English and Welsh):

- At the LHB's principal sites; On the LHB's website, together with the papers supporting the public part of the Agenda; as well as
- Through other methods of communication as set out in the LHB's communication strategy.

- 7.4.8 When providing notification of the forthcoming meeting, the LHB shall set out when and how the Agenda and the papers supporting the public part of the Agenda may be accessed, in what language and in what format, e.g., as Braille, large print, easy read, etc.

7.5 Conducting Board Meetings

Admission of the public, the press and other observers

- 7.5.1 The LHB shall encourage attendance at its formal Board meetings by the public and members of the press as well as LHB officers or representatives from organisations who have an interest in LHB business. The venue for such meetings shall be appropriate to facilitate easy access for attendees and translation services; and shall have appropriate facilities to maximise accessibility.
- 7.5.2 The Board and its committees shall conduct as much of its formal business in public as possible. There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g., business that relates to a confidential matter. In such cases the Chair (advised by the Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Board shall resolve:

That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on

which would be prejudicial to the public interest in accordance with Section 1(2) Public Bodies (Admission to Meetings) Act 1960 (c.67).

- 7.5.3 In these circumstances, when the Board is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Board in public session. Wherever possible, that reporting shall take place at the end of a private session, by reconvening a Board meeting held in public session.
- 7.5.4 The Board Secretary, on behalf of the Chair, shall keep under review the nature and volume of business conducted in private session to ensure such arrangements are adopted only when absolutely necessary.
- 7.5.5 In encouraging entry to formal Board Meetings from members of the public and others, the Board shall make clear that attendees are welcomed as observers. The Chair shall take all necessary steps to ensure that the Board's business is conducted without interruption and disruption. In exceptional circumstances, this may include a requirement that observers leave the meeting.
- 7.5.6 Unless the Board has given prior and specific agreement, members of the public or other observers will not be allowed to record proceedings in any way other than in writing.

Addressing the Board, its Committees and Advisory Groups

- 7.5.7 The Board will decide what arrangements and terms and conditions it feels are appropriate in extending an invitation to observers to attend and address any meetings of the Board, its Committees and Advisory Groups, and may change, alter or vary these terms and conditions as it considers appropriate. In doing so, the Board will take account of its responsibility to actively encourage the engagement and, where appropriate, involvement of citizens and stakeholders in the work of the LHB, (whether directly or through the activities of bodies such as CHCs and the LHB's Advisory Groups representing citizens and other stakeholders) and to demonstrate openness and transparency in the conduct of business.

Chairing Board Meetings

- 7.5.8 The Chair of the LHB will preside at any meeting of the Board unless they are absent for any reason (including any temporary absence or disqualification from participation on the grounds of a conflict of interest). In these circumstances the Vice Chair shall preside. If both the Chair and vice-chair are absent or disqualified, the Independent Members present shall elect one of the Independent Members to preside.
- 7.5.9 The Chair must ensure that the meeting is handled in a manner that enables the Board to reach effective decisions on the matters before it. This includes ensuring that Board members' contributions are timely and

relevant and move business along at an appropriate pace. In doing so, the Board must have access to appropriate advice on the conduct of the meeting through the attendance of the nominated Board Secretary. The Chair has the final say on any matter relating to the conduct of Board business.

Quorum

7.5.10 At least six Board members, at least three of whom are Executive Directors and three are Independent Members, must be present to allow any formal business to take place at a Board meeting.

7.5.11 If the Chief Executive or an Executive Director is unable to attend a Board meeting, then a nominated deputy may attend in their absence and may participate in the meeting, provided that the Chair has agreed the nomination before the meeting. However, Board members' voting rights cannot be delegated so the nominated deputy may not vote or be counted towards the quorum. If a deputy is already a Board member in their own right, e.g., a person deputising for the Chief Executive will usually be an Executive Director, they will be able to exercise their own vote in the usual way but they will not have any additional voting rights.

7.5.12 The quorum must be maintained during a meeting to allow formal business to be conducted, i.e., any decisions to be made. Any Board member disqualified through conflict of interest from participating in the discussion on any matter and/or from voting on any resolution will no longer count towards the quorum. If this results in the quorum not being met that particular matter or resolution cannot be considered further at that meeting, and must be noted in the minutes.

Dealing with motions

7.5.13 In the normal course of Board business items included on the agenda are subject to discussion and decisions based on consensus. Considering a motion is therefore not a routine matter and may be regarded as exceptional, e.g. where an aspect of service delivery is a cause for particular concern, a Board member may put forward a motion proposing that a formal review of that service area is undertaken by a Committee of the Board. The Board Secretary will advise the Chair on the formal process for dealing with motions. No motion or amendment to a motion will be considered by the Board unless moved by a Board member and seconded by another Board member (including the Chair).

7.5.14 **Proposing a formal notice of motion** – Any Board member wishing to propose a motion must notify the Chair in writing of the proposed motion at least 12 days before a planned meeting. Exceptionally, an emergency motion may be proposed up to one hour before the fixed start of the meeting, provided that the reasons for the urgency are clearly set out. Where sufficient notice has been provided, and the Chair has determined

that the proposed motion is relevant to the Board's business, the matter shall be included on the Agenda, or, where an emergency motion has been proposed, the Chair shall declare the motion at the start of the meeting as an additional item to be included on the agenda.

7.5.15 The Chair also has the discretion to accept a motion proposed during a meeting provided that the matter is considered of sufficient importance and its inclusion would not adversely affect the conduct of Board business.

7.5.16 **Amendments** - Any Board member may propose an amendment to the motion at any time before or during a meeting and this proposal must be considered by the Board alongside the motion.

7.5.17 If there are a number of proposed amendments to the motion, each amendment will be considered in turn, and if passed, the amended motion becomes the basis on which the further amendments are considered, i.e., the substantive motion.

7.5.18 **Motions under discussion** – When a motion is under discussion, any Board member may propose that:

- The motion be amended;
- The meeting should be adjourned;
- The discussion should be adjourned and the meeting proceed to the next item of business;
- A Board member may not be heard further;
- The Board decides upon the motion before them;
- An ad hoc Committee should be appointed to deal with a specific item of business; or
- The public, including the press, should be excluded.

7.5.19 **Rights of reply to motions** – The mover of a motion (including an amendment) shall have a right of reply at the close of any debate on the motion or the amendment immediately prior to a vote on the proposal.

7.5.20 **Withdrawal of motion or amendments** – A motion or an amendment to a motion, once moved and seconded, may be withdrawn by the proposer with the agreement of the seconder and the Chair.

7.5.21 **Motion to rescind a resolution** – The Board may not consider a motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six months unless the motion is supported by the (simple) majority of Board members.

7.5.22 A motion that has been decided upon by the Board cannot be proposed again within six months except by the Chair, unless the motion relates to the receipt of a report or the recommendations of a Committee/Chief Executive to which a matter has been referred.

Voting

- 7.5.23 The Chair will determine whether Board members' decisions should be expressed orally, through a show of hands, by secret ballot or by recorded vote. The Chair must require a secret ballot or recorded vote if the majority of voting Board members request it. Where voting on any question is conducted, a record of the vote shall be maintained. In the case of a secret ballot the decision shall record the number voting for, against or abstaining. Where a recorded vote has been used the Minutes shall record the name of the individual and the way in which they voted. Associate Members may not vote in any meetings or proceedings of the Board.
- 7.5.24 In determining every question at a meeting the Board members must take account, where relevant, of the views expressed and representations made by individuals or organisations who represent the interests of the community and healthcare professionals within the LHB's area. Such views will usually be presented to the Board through the Chairs of the LHB's Advisory Groups and the CHC representative(s).
- 7.5.25 The Board will make decisions based on a simple majority view held by the Board members present. In the event of a split decision, i.e., no majority view being expressed, the Chair shall have a second and casting vote.
- 7.5.26 In no circumstances may an absent Board member or nominated deputy vote by proxy. Absence is defined as being absent at the time of the vote.

7.6 Record of Proceedings

- 7.6.1 A record of the proceedings of formal Board meetings (and any other meetings of the board where the Board members determine) shall be drawn up as 'minutes'. These minutes shall include a record of Board member attendance (including the Chair) together with apologies for absence, and shall be submitted for agreement at the next meeting of the Board, where any discussion shall be limited to matters of accuracy. Any agreed amendment to the minutes must be formally recorded.
- 7.6.2 Agreed minutes shall be circulated in accordance with Board members' wishes, and, where providing a record of a formal Board meeting shall be made available to the public both on the LHB's website and in hard copy or other accessible format on request, in accordance with any legislative requirements, e.g., Data Protection Act 2018, the General Data Protection Regulation 2018, and the LHB's Communication Strategy and Welsh language requirements.

7.7 Confidentiality

- 7.7.1 All Board members (including Associate Members), together with

members of any Committee or Advisory Group established by or on behalf of the Board and LHB officials must respect the confidentiality of all matters considered by the LHB in private session or set out in documents which are not publicly available. Disclosure of any such matters may only be made with the express permission of the Chair of the Board or relevant Committee, as appropriate, and in accordance with any other requirements set out elsewhere, e.g., in contracts of employment, within the Values and Standards of Behaviour framework **[LHB to insert title of relevant policy]**, or legislation such as the Freedom of Information Act 2000, etc.

8. VALUES AND STANDARDS OF BEHAVIOUR

8.0.1 The Board must adopt a set of values and standards of behaviour for the LHB that meets the requirements of the NHS Wales Values and Standards of Behaviour framework. These values and standards of behaviour will apply to all those conducting business by or on behalf of the LHB, including Board members, LHB officers and others, as appropriate. The framework adopted by the Board will form part of these SOs.

8.1 Declaring and recording Board members' interests

8.1.1 ***Declaration of interests*** – It is a requirement that all Board members must declare any personal or business interests they may have which may affect, or be perceived to affect the conduct of their role as a Board member. This includes any interests that may influence or be perceived to influence their judgement in the course of conducting the Board's business. Board members must be familiar with the Values and Standards of Behaviour Framework, and their statutory duties under the Constitution Regulations. Board members must notify the Chair and Board Secretary of any such interests at the time of their appointment, and any further interests as they arise throughout their tenure as Board members.

8.1.2 Board members must also declare any interests held by family members or persons or bodies with which they are connected. The Board Secretary will provide advice to the Chair and the Board on what should be considered as an 'interest', taking account of the regulatory requirements and any further guidance, e.g., the Values and Standards of Behaviour framework. If individual Board members are in any doubt about what may be considered as an interest, they should seek advice from the Board Secretary. However, the onus regarding declaration will reside with the individual Board member.

8.1.3 ***Register of interests*** – The Chief Executive, through the Board Secretary will ensure that a Register of Interests is established and maintained as a formal record of interests declared by all Board members. The register will include details of all Directorships and other relevant and material interests which have been declared by Board members.

- 8.1.4 The register will be held by the Board Secretary, and will be updated during the year, as appropriate, to record any new interests, or changes to the interests declared by Board members. The Board Secretary will also arrange an annual review of the Register, through which Board members will be required to confirm the accuracy and completeness of the register relating to their own interests.
- 8.1.5 In line with the Board's commitment to openness and transparency, the Board Secretary must take reasonable steps to ensure that the citizens served by the LHB are made aware of, and have access to view the LHB's Register of Interests. This may include publication on the LHB's website.
- 8.1.6 ***Publication of declared interests in Annual Report*** – Board members' directorships of companies or positions in other organisations likely or possibly seeking to do business with the NHS shall be published in the LHB's Annual Report.

8.2 Dealing with Members' interests during Board meetings

- 8.2.1 The Chair, advised by the Board Secretary, must ensure that the Board's decisions on all matters brought before it are taken in an open, balanced, objective and unbiased manner. In turn, individual Board members must demonstrate, through their actions, that their contribution to the Board's decision making is based upon the best interests of the LHB and the NHS in Wales.
- 8.2.2 Where individual Board members identify an interest in relation to any aspect of Board business set out in the Board's meeting agenda, that member must declare an interest at the start of the Board meeting. Board members should seek advice from the Chair, through the Board Secretary before the start of the Board meeting if they are in any doubt as to whether they should declare an interest at the meeting. All declarations of interest made at a meeting must be recorded in the Board minutes.
- 8.2.3 It is the responsibility of the Chair, on behalf of the Board, to determine the action to be taken in response to a declaration of interest, taking account of any regulatory requirements or directions made by the Welsh Ministers. The range of possible actions may include determination that:
- i) The declaration is formally noted and recorded, but that the Board member should participate fully in the Board's discussion and decision, including voting. This may be appropriate, for example where the Board is considering matters of strategy relating to a particular aspect of healthcare and an Independent Member is a healthcare professional whose profession may be affected by that strategy determined by the Board;
 - ii) The declaration is formally noted and recorded, and the Board member participates fully in the Board's discussion, but takes no

part in the Board's decision;

- iii) The declaration is formally noted and recorded, and the Board member takes no part in the Board discussion or decision;
- iv) The declaration is formally noted and recorded, and the Board member is excluded for that part of the meeting when the matter is being discussed. A Board member must be excluded, where that member has a direct or indirect financial interest in a matter being considered by the Board.

8.2.4 In extreme cases, it may be necessary for the member to reflect on whether their position as a Board member is compatible with an identified conflict of interest.

8.2.5 Where the Chair is the individual declaring an interest, any decision on the action to be taken shall be made by the Vice Chair, on behalf of the Board.

8.2.6 In all cases the decision of the Chair (or the Vice Chair in the case of an interest declared by the Chair) is binding on all Board members. The Chair should take advice from the Board Secretary when determining the action to take in response to declared interests; taking care to ensure their exercise of judgement is consistently applied.

8.2.7 **Members with pecuniary (financial) interests** – Where a Board member, or any person they are connected with¹ has any direct or indirect pecuniary interest in any matter being considered by the Board, including a contract or proposed contract, that member must not take part in the consideration or discussion of that matter or vote on any question related to it. The Board may determine that the Board member concerned shall be excluded from that part of the meeting.

8.2.8 The Constitution Regulations define 'direct' and 'indirect' pecuniary interests and these definitions always apply when determining whether a member has an interest. These SOs must be interpreted in accordance with these definitions.

8.2.9 **Members with Professional Interests** - During the conduct of a Board meeting, an individual Board member may establish a clear conflict of interest between their role as a LHB Board member and that of their professional role outside of the Board. In any such circumstance, the Board shall take action that is proportionate to the nature of the conflict, taking account of the advice provided by the Board Secretary.

8.3 Dealing with officers' interests

¹ In the case of persons who are married to each other or in a civil partnership with each other or who are living together as if married or civil partners, the interest of one person shall, if known to the other, be deemed for the purpose of this Standing Order to be also an interest of the other.

- 8.3.1 The Board must ensure that the Board Secretary, on behalf of the Chief Executive, establishes and maintains a system for the declaration, recording and handling of LHB officers' interests in accordance with the Values and Standards of Behaviour Framework.

8.4 Reviewing how Interests are handled

- 8.4.1 The Audit Committee will review and report to the Board upon the adequacy of the arrangements for declaring, registering and handling interests at least annually.

8.5 Dealing with offers of gifts², hospitality and sponsorship

- 8.5.1 The Values and Standards of Behaviour Policy approved by the Board prohibits Board members and LHB officers from receiving gifts, hospitality or benefits in kind from a third party which may reasonably give rise to suspicion of conflict between their official duty and their private interest, or may reasonably be seen to compromise their personal integrity in any way.

- 8.5.2 Gifts, benefits or hospitality must never be solicited. Any Board member or LHB officer who is offered a gift, benefit or hospitality which may or may be seen to compromise their position must refuse to accept it. This may in certain circumstances also include a gift, benefit or hospitality offered to a family member of a Board member or LHB officer. Failure to observe this requirement may result in disciplinary and/or legal action.

- 8.5.3 In determining whether any offer of a gift or hospitality should be accepted, an individual must make an active assessment of the circumstances within which the offer is being made, seeking advice from the Board Secretary as appropriate. In assessing whether an offer should be accepted, individuals must take into account:

- **Relationship:** Contacts which are made for the purpose of information gathering are generally less likely to cause problems than those which could result in a contractual relationship, in which case accepting a gift or hospitality could cause embarrassment or be seen as giving rise to an obligation;
- **Legitimate Interest:** Regard should be paid to the reason for the contact on both sides and whether it is a contact that is likely to benefit the LHB;
- **Value:** Gifts and benefits of a trivial or inexpensive seasonal nature, e.g., diaries/calendars, are more likely to be acceptable and

²The term gift refers also to any reward or benefit.

can be distinguished from more substantial offers. Similarly, hospitality in the form of a working lunch would not be treated in the same way as more expensive social functions, travel or accommodation (although in some circumstances these may also be accepted);

- **Frequency:** Acceptance of frequent or regular invitations particularly from the same source would breach the required standards of conduct. Isolated acceptance of, for example, meals, tickets to public, cultural or social events would only be acceptable if attendance is justifiable in that it benefits the LHB; and
- **Reputation:** If the body concerned is known to be under investigation by or has been publicly criticised by a public body, regulators or inspectors, acceptance of a gift or hospitality might be seen as supporting the body or affecting in some way the investigation or negotiations and it should always be declined.

8.5.4 A distinction may be drawn between items offered as hospitality and items offered in substitution for fees for broadcasts, speeches, lectures or other work done. There may be circumstances where the latter may be accepted if they can be used for official purposes.

8.6 Sponsorship

8.6.1 In addition gifts and hospitality individuals and the organisation may also receive sponsorship. Sponsorship is an offer of funding to an individual, department or the organisation as a whole from an external source whether in cash, goods, services or benefits. It could include an offer to sponsor a research or operational post, training, attendance at a conference, costs associated with meetings, conferences or a working visit. The sponsorship may cover some or all of the costs.

8.6.2 All sponsorship must be approved prior to acceptance in accordance with the Values and Standards of Behaviour Policy and relevant procedures. A record of all sponsorship accepted or declined will also be maintained.

8.7 Register of Gifts, Hospitality and Sponsorship

8.7.1 The Board Secretary, on behalf of the Chair, will maintain a register of Gifts, Hospitality and Sponsorship to record offers of gifts, hospitality and sponsorship made to Board members. Executive Directors will adopt a similar mechanism in relation to LHB officers working within their Directorates.

8.7.2 Every Board member and LHB officer has a personal responsibility to volunteer information in relation to offers of gifts, hospitality and sponsorship, including those offers that have been refused. The Board Secretary, on behalf of the Chair and Chief Executive, will ensure the

incidence and patterns of offers and receipt of gifts, hospitality and sponsorship are kept under active review, taking appropriate action where necessary.

8.7.3 When determining what should be included in the Register with regard to gifts and hospitality, individuals shall apply the following principles, subject to the considerations in Standing Order 8.5.3:

- **Gifts:** Generally, only gifts of material value should be recorded. Those with a nominal value, e.g., seasonal items such as diaries/calendars would not usually need to be recorded.
- **Hospitality:** Only significant hospitality offered or received should be recorded. Occasional offers of 'modest and proportionate'³ hospitality need not be included in the Register.

8.7.4 Board members and LHB officers may accept the occasional offer of modest and proportionate hospitality but in doing so must consider whether the following conditions are met:

- Acceptance would further the aims of the LHB ;
- The level of hospitality is reasonable in the circumstances;
- It has been openly offered; and,
- It could not be construed as any form of inducement and will not put the individual under any obligation to those offering it.

8.7.5 The Board Secretary will arrange for a full report of all offers of Gifts, Hospitality and Sponsorship recorded by the LHB to be submitted to the Audit Committee (or equivalent) at least annually. The Audit Committee will then review and report to the Board upon the adequacy of the LHB's arrangements for dealing with offers of gifts, hospitality and sponsorship.

9. SIGNING AND SEALING DOCUMENTS

9.0.1 The common seal of the LHB is primarily used to seal legal documents such as transfers of land, lease agreements and other important/key contracts. The seal may only be fixed to a document if the Board has determined it shall be sealed, or if a transaction to which the document relates has been approved by the Board.

9.0.2 Where it is decided that a document shall be sealed it shall be fixed in the presence of the Chair or Vice Chair (or other authorised independent Member) and the Chief Executive (or another authorised individual) both of

³ Examples of 'modest and proportionate' hospitality that need not be included in a Hospitality register include a working sandwich lunch or a buffet lunch incidental to a conference or seminar attended by a variety of participants.

whom must witness the seal.

9.1. Register of Sealing

- 9.1.1 The Board Secretary shall keep a register that records the sealing of every document. Each entry must be signed by the persons who approved and authorised the document and who witnessed the seal. A report of all sealings shall be presented to the Board at least bi-annually.

9.2 Signature of Documents

- 9.2.1 Where a signature is required for any document connected with legal proceedings involving the LHB, it shall be signed by the Chief Executive, except where the Board has authorised another person or has been otherwise directed to allow or require another person to provide a signature.
- 9.2.2 The Chief Executive or nominated officers may be authorised by the Board to sign on behalf of the LHB any agreement or other document (not required to be executed as a deed) where the subject matter has been approved either by the Board or a Committee to which the Board has delegated appropriate authority.

9.3 Custody of Seal

- 9.3.1 The Common Seal of the LHB shall be kept securely by the Board Secretary.

10. GAINING ASSURANCE ON THE CONDUCT OF LHB BUSINESS

- 10.0.1 The Board shall set out explicitly, within a Risk and Assurance Framework, how it will be assured on the conduct of LHB business, its governance and the effective management of the organisation's risks in pursuance of its aims and objectives. It shall set out clearly the various sources of assurance, and where and when that assurance will be provided, in accordance with any requirements determined by the Welsh Ministers.
- 10.0.2 The Board shall ensure that its assurance arrangements are operating effectively, advised by its Audit Committee (or equivalent).
- 10.0.3 Assurances in respect of the services provided by the NHS Wales Shared Services Partnership shall primarily be achieved by the reports of the Director of Shared Services to the Shared Services Partnership Committee, and reported back by the Chief Executive (or their nominated representative). Where appropriate, and by exception, the Board may seek assurances direct from the Director of Shared Services. The Director of Shared Services and the Shared Services Partnership Committee shall be under an obligation to comply with any internal or external audit functions

being undertaken by or on behalf of the LHB.

10.0.4 Assurances in respect of the functions discharged by WHSSC and EASC shall be achieved by the reports of the respective Joint Committee Chair, and reported back by the Chief Executive. Reference should be made to paragraph 3.2 above regarding the governance arrangements which should be agreed for each of the Joint Committees.

10.0.5 Arrangements for seeking and providing assurance in respect of any other services provided on behalf of or in association with the LHB shall be clearly identified and reflected within the practice of the organisation and within the relevant agreements.

10.1 The role of Internal Audit in providing independent internal assurance

10.1.1 The Board shall ensure the effective provision of an independent internal audit function as a key source of its internal assurance arrangements, in accordance with NHS Wales Internal Auditing Standards and any other requirements determined by the Welsh Ministers.

10.1.2 The Board shall set out the relationship between the Head of Internal Audit (HIA), the Audit Committee (or equivalent) and the Board. It shall:

- Approve the Internal Audit Charter (incorporating the definition of internal audit) and adopt the Internal Auditing Standards (incorporating the code of ethics);
- Ensure the HIA communicates and interacts directly with the Board, facilitating direct and unrestricted access;
- Require Internal Audit to confirm its independence annually; and
- Ensure that the Head of Internal Audit reports periodically to the Board on its activities, including its purpose, authority, responsibility and performance. Such reporting will include governance issues and significant risk exposures.

10.2 Reviewing the performance of the Board, its Committees and Advisory Groups

10.2.2 The Board shall introduce a process of regular and rigorous self-assessment and evaluation of its own operations and performance and that of its Committees and Advisory Groups. Where appropriate, the Board may determine that such evaluation may be independently facilitated.

10.2.3 Each Committee and, where appropriate, Advisory Group must also submit an annual report to the Board through the Chair within 6 weeks of the end of the reporting year setting out its activities during the year and including the review of its performance and that of any sub-Committees it has established.

10.2.4 The Board shall use the information from this evaluation activity to inform:

- The ongoing development of its governance arrangements, including its structures and processes;
- Its Board Development Programme, as part of an overall Organisation Development framework; and
- The Board's report of its alignment with the Welsh Government's Citizen Centred Governance Principles.

10.3 External Assurance

10.3.1 The Board shall ensure it develops effective working arrangements and relationships with those bodies that have a role in providing independent, external assurance to the public and others on the LHB's operations, e.g., the Auditor General for Wales and Healthcare Inspectorate Wales.

10.3.2 The Board may be assured, from the work carried out by external audit and others, on the adequacy of its own assurance framework, but that external assurance activity shall not form part of, or replace its own internal assurance arrangements, except in relation to any additional work that the Board itself may commission specifically for that purpose.

10.3.3 The Board shall keep under review and ensure that, where appropriate, the LHB implements any recommendations relevant to its business made by the Welsh Government's Audit Committee, the National Assembly for Wales's Public Accounts Committee and other appropriate bodies.

10.3.4 The LHB shall provide the Auditor General for Wales with any assistance, information and explanation which the Auditor General thinks necessary for the discharge of their statutory powers and responsibilities.

11. DEMONSTRATING ACCOUNTABILITY

11.0.1 Taking account of the arrangements set out within these SOs, the Board shall demonstrate to the communities it serves and to the Welsh Ministers a clear framework of accountability within which it:

- Conducts its business internally;
- Works collaboratively with NHS colleagues, partners, service providers and others; and
- Responds to the views and representations made by those who represent the interests of the communities it serves and other stakeholders, including its officers and healthcare professionals.

11.0.2 The Board shall, in publishing its strategic and operational level plans, set out how those plans have been developed taking account of the views of others, and how they will be delivered by working with their community and other partners.

11.0.3 The Board shall also facilitate effective scrutiny of the LHB's operations through the publication of regular reports on activity and performance, including publication of an Annual Report.

11.0.4 The Board shall ensure that within the LHB, individuals at all levels are supported in their roles, and held to account for their personal performance through effective performance management arrangements.

12. REVIEW OF STANDING ORDERS

12.0.1 *[The Board Secretary shall arrange for an appropriate impact assessments to be carried out on a draft of these SOs prior to their formal adoption by the Board, the results of which shall be presented to the Board for consideration and action, as appropriate. The fact that an assessment has been carried out shall be noted in the SOs.]*

12.0.2 These SOs shall be reviewed annually by the Audit and Assurance Committee, which shall report any proposed amendments to the Board for consideration. The requirement for review extends to all documents having the effect as if incorporated in SOs, including the appropriate impact assessments.

Schedule 1

MODEL SCHEME OF RESERVATION AND DELEGATION OF POWERS

**This Schedule forms part of, and shall have effect as if incorporated in the
Local Health Board Standing Orders**

MODEL SCHEME OF RESERVATION AND DELEGATION OF POWERS

Introduction

As set out in Standing Order 2, the Board - subject to any directions that may be made by the Welsh Ministers - shall make appropriate arrangements for certain functions to be carried out on its behalf so that the day to day business of the LHB may be carried out effectively, and in a manner that secures the achievement of the organisation's aims and objectives. The Board may delegate functions to:

- i) A Committee, e.g., Quality and Safety Committee;
- ii) A sub-Committee, e.g., a locality based Quality and Safety Committee taking forward matters within a defined area. Any such delegation would, subject to the Board's authority, usually be via a main Committee of the Board;
- iii) A joint-Committee or joint sub-Committee, e.g., with other LHBs established to take forward matters relating to specialist services; and
- iv) Officers of the LHB (who may, subject to the Board's authority, delegate further to other officers and, where appropriate, other third parties, e.g. shared/support services, through a formal scheme of delegation)

and in doing so, must set out clearly the terms and conditions upon which any delegation is being made. These terms and conditions must include a requirement that the Board is notified of any matters that may affect the operation and/or reputation of the LHB.

The Board's determination of those matters that it will retain, and those that will be delegated to others are set out in the following:

- Schedule of matters reserved to the Board;
- Scheme of delegation to Committees and others; and
- Scheme of delegation to officers.

all of which form part of the LHB's SOs.

DECIDING WHAT TO RETAIN AND WHAT TO DELEGATE: GUIDING PRINCIPLES

The Board will take full account of the following principles when determining those matters that it reserves, and those which it will delegate to others to carry out on its behalf:

- *Everything is retained by the Board unless it is specifically delegated in accordance with the requirements set out in SOs or SFIs*
- *The Board must retain that which it is required to retain (whether by statute or as determined by the Welsh Ministers) as well as that which it considers is essential to enable it to fulfil its role in setting the organisation's direction, equipping the organisation to deliver and ensuring achievement of its aims and objectives through effective performance management*
- *Any decision made by the Board to delegate functions must be based upon an assessment of the capacity and capability of those to whom it is delegating responsibility*
- *The Board must ensure that those to whom it has delegated powers (whether a Committee, partnership or individuals) remain equipped to deliver on those responsibilities through an ongoing programme of personal, professional and organisational development*
- *The Board must take appropriate action to assure itself that all matters delegated are effectively carried out*
- *The framework of delegation will be kept under active review and, where appropriate, will be revised to take account of organisational developments, review findings or other changes*
- *Except where explicitly set out, the Board retains the right to decide upon any matter for which it has statutory responsibility, even if that matter has been delegated to others*
- *The Board may delegate authority to act, but retains overall responsibility and accountability*
- *When delegating powers, the Board will determine whether (and the extent to which) those to whom it is delegating will, in turn, have powers to further delegate those functions to others.*

HANDLING ARRANGEMENTS FOR THE RESERVATION AND DELEGATION OF POWERS: WHO DOES WHAT

The Board

The Board will formally agree, review and, where appropriate revise schedules of reservation and delegation of powers in accordance with the guiding principles set out earlier.

The Chief Executive

The Chief Executive will propose a Scheme of Delegation to Officers, setting out the functions they will perform personally and which functions will be delegated to other officers. The Board must formally agree this scheme.

In preparing the scheme of delegation to officers, the Chief Executive will take account of:

- The guiding principles set out earlier (including any specific statutory responsibilities designated to individual roles);
- Their personal responsibility and accountability to the Chief Executive, NHS Wales in relation to their role as designated Accountable Officer; and
- Associated arrangements for the delegation of financial authority to equip officers to deliver on their delegated responsibilities (and set out in SFIs).

The Chief Executive may re-assume any of the powers they have delegated to others at any time.

The Board Secretary

The Board Secretary will support the Board in its handling of reservations and delegations by ensuring that:

- A proposed schedule of matters reserved for decision by the Board is presented to the Board for its formal agreement;
- Effective arrangements are in place for the delegation of LHB functions within the organisation and to others, as appropriate; and
- Arrangements for reservation and delegation are kept under review and presented to the Board for revision, as appropriate.

The Audit⁴ Committee

The Audit Committee will provide assurance to the Board of the effectiveness of its arrangements for handling reservations and delegations.

Individuals to who powers have been delegated

Individuals will be personally responsible for:

- Equipping themselves to deliver on any matter delegated to them, through the conduct of appropriate training and development activity; and
- Exercising any powers delegated to them in a manner that accords with the LHB's values and standards of behaviour.

Where an individual does not feel that they are equipped to deliver on a matter delegated to them, they must notify the Director of Corporate Governance of their concern as soon as possible in so that an appropriate and timely decision may be made on the matter.

In the absence of an officer to whom powers have been delegated, those powers will be exercised by the individual to whom that officer reports, unless the Board has set out alternative arrangements.

If the Chief Executive is absent their nominated Deputy may exercise those powers delegated to the Chief Executive on their behalf. However, the guiding principles governing delegations will still apply, and so the Board may determine that it will reassume certain powers delegated to the Chief Executive or reallocate powers, e.g., to a Committee or another officer.

SCOPE OF THESE ARRANGEMENTS FOR THE RESERVATION AND DELEGATION OF POWERS

The Scheme of Delegation to officers referred to here shows only the "top level" of delegation within the LHB. The Scheme is to be used in conjunction with the system of control and other established procedures within the LHB.

⁴ LHB to insert title for the committee that carries out these functions.

SCHEDULE OF MATTERS RESERVED TO THE BOARD⁵

THE BOARD		AREA	DECISIONS RESERVED TO THE BOARD
1	FULL	GENERAL	The Board may determine any matter for which it has statutory or delegated authority, in accordance with SOs ⁶
2	FULL	GENERAL	<p>The Board must determine any matter that will be reserved to the whole Board. These are:</p> <p style="text-align: center;">[LHB to insert details]</p>
3	FULL	OPERATING ARRANGEMENTS	Adopt the standards of governance and performance (including the quality and safety of healthcare, and the patient experience) to be met by the LHB, including standards/requirements determined by professional bodies/others, e.g., Royal Colleges

⁵ Any decision to reserve a matter, and the manner in which that retained responsibility is carried out will be in accordance with any regulatory and/or Assembly Government requirements.

⁶ Except for those decisions delegated to the Welsh Health Specialised Services Committee (WHSSC).

4	FULL	OPERATING ARRANGEMENTS	<p>Approve, vary and amend:</p> <ul style="list-style-type: none"> ▪ SOs; ▪ SFIs; ▪ Schedule of matters reserved to the LHB; ▪ Scheme of delegation to Committees and others; and ▪ Scheme of delegation to officers. <p>In accordance with any directions set by the Welsh Ministers.</p>
5	FULL	OPERATING ARRANGEMENTS	Approve the LHB's Values and Standards of Behaviour Policy
6	FULL	OPERATING ARRANGEMENTS	Approve the LHB's framework for performance management, risk and assurance
7	FULL	OPERATING ARRANGEMENTS	Approve the introduction or discontinuance of any significant activity or operation. Any activity or operation shall be regarded as significant if the Board determines it so based upon its contribution/impact on the achievement of the LHB's aims, objectives and priorities
8	FULL	OPERATING ARRANGEMENTS	Ratify any urgent decisions taken by the Chair and the Chief Executive in accordance with Standing Order requirements
9	FULL	OPERATING ARRANGEMENTS	Ratify in public session any instances of failure to comply with SOs

10	FULL	OPERATING ARRANGEMENTS	Approve arrangements relating to the discharge of the LHB's responsibility as a bailee for patients' property
11	FULL	OPERATING ARRANGEMENTS	Approve policies for dealing with complaints and incidents
12	FULL	OPERATING ARRANGEMENTS	Approve individual compensation payments in line with SFIs
13	FULL	OPERATING ARRANGEMENTS	Approve individual cases for the write off of losses or making of special payments above the limits of delegation to the Chief Executive and officers
14	FULL	OPERATING ARRANGEMENTS	Approve proposals for action on litigation on behalf of the LHB
15	FULL	OPERATING ARRANGEMENTS	Authorise use of the LHB's official seal
16	FULL	ORGANISATION STRUCTURE & STAFFING	Approve appointment and manage appraisal, discipline and dismissal of the Chief Executive
17	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the appointment, appraisal, discipline and dismissal of the Executive Directors and any other Board level appointments, e.g., the Board Secretary
18	FULL	ORGANISATION STRUCTURE & STAFFING	Require, receive and determine action in response to the declaration of Board members' interests, in accordance with advice received, e.g. From Audit and Assurance Committee
19	FULL	ORGANISATION STRUCTURE & STAFFING	Approve, [arrange the] review, and revise the LHB's top level organisation structure and corporate policies

20	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, [arrange the] review, revise and dismiss LHB Committees, including any joint-Committees directly accountable to the Board
21	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, equip, review and (where appropriate) dismiss the Chair and members of any Committee, joint-Committee or Group set up by the Board
22	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, equip, review and (where appropriate) dismiss individuals appointed to represent the Board on outside bodies and groups
23	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the terms of reference and reporting arrangements of all Committees, joint-Committees and groups established by the Board
24	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the arrangements relating to the discharge of the LHB's responsibilities as a corporate trustee for funds held on trust
25	FULL	STRATEGY & PLANNING	Determine the LHB's strategic aims, objectives and priorities
26	FULL	STRATEGY & PLANNING	Approve the LHB's Integrated Medium Term Plan, including the balanced Medium Term Financial Plan
27	FULL	STRATEGY & PLANNING	Approve the LHB's Risk Management Strategy and plans
28	FULL	STRATEGY & PLANNING	Approve the LHB's citizen engagement and involvement strategy, including communication

29	FULL	STRATEGY & PLANNING	Approve the LHB's partnership and stakeholder engagement and involvement strategies
30	FULL	STRATEGY & PLANNING	Approve the LHB's key strategies and programmes related to: <ul style="list-style-type: none"> Population Health Needs Assessment and Commissioning Plan The development and delivery of patient centred clinical services for their population Improving quality and patient safety outcomes Workforce and Organisational Development Infrastructure, including IM &T, Estates and Capital (including major capital investment and disposal plans)
31	FULL	STRATEGY & PLANNING	Approve the LHB's budget and financial framework (including overall distribution of the financial allocation and unbudgeted expenditure)
32	FULL	STRATEGY & PLANNING	Approve new contracts for the LHB to provide, or to secure provision from providers for Personal Medical; Dental; Pharmacy; Optometry services to some or all of the LHB's population Services
33	FULL	STRATEGY & PLANNING	Approve individual contracts (other than NHS contracts) above the limit delegated to the Chief Executive set out in the Standing Financial Instructions
34	FULL	PERFORMANCE & ASSURANCE	Approve the LHB's audit and assurance arrangements
35	FULL	PERFORMANCE & ASSURANCE	Receive reports from the LHB's Executive on progress and performance in the delivery of the LHB's strategic aims, objectives and priorities and approve action required, including improvement plans
36	FULL	PERFORMANCE & ASSURANCE	Receive reports from the LHB's Committees, groups and other internal sources on the LHB's performance and approve action required, including improvement plans

37	FULL	PERFORMANCE & ASSURANCE	Receive reports on the LHB's performance produced by external regulators and inspectors (including, e.g., WAO, HIW, etc) that raise issue or concerns impacting on the LHB's ability to achieve its aims and objectives and approve action required, including improvement plans, taking account of the advice of Board Committees (as appropriate)
38	FULL	PERFORMANCE & ASSURANCE	Receive the annual opinion of the LHB's Chief Internal Auditor and approve action required, including improvement plans
39	FULL	PERFORMANCE & ASSURANCE	Receive the annual management report from the Auditor General for Wales and approve action required, including improvement plans
40	FULL	PERFORMANCE & ASSURANCE	Receive the annual opinion on the LHB's performance against <i>Doing Well, Doing Better: Standards for Health Services in Wales</i> (formally the Healthcare Standards) and approve action required, including improvement plans
41	FULL	REPORTING	Approve the LHB's Reporting Arrangements, including reports on activity and performance locally, to citizens, partners and stakeholders and nationally to the Assembly Government
42	FULL	REPORTING	Receive, approve and ensure the publication of LHB reports, including its Annual Report and annual financial accounts

ADDITIONAL AREAS OF RESPONSIBILITY DELEGATED TO CHAIR, VICE CHAIR AND INDEPENDENT MEMBERS			
	CHAIR		[individual LHB to insert details, in accordance with statutory and Assembly Government requirements]
	VICE CHAIR		[individual LHB to insert details, in accordance with statutory and Assembly Government requirements]
	CHAMPION/ NOMINATED LEAD		[individual LHB to insert details, in accordance with statutory and Assembly Government requirements]

DELEGATION OF POWERS TO COMMITTEES AND OTHERS⁷

Standing Order 2 provides that the Board may delegate powers to Committees and others. In doing so, the Board has formally determined:

- the composition, terms of reference and reporting requirements in respect of any such Committees; and
- the governance arrangements, terms and conditions and reporting requirements in respect of any delegation to others, including [individual LHBs to insert details]

in accordance with any regulatory requirements and any directions set by the Welsh Ministers.

The Board has delegated a range of its powers to the following Committees and others:

- **[LHB to insert details]**
- **[LHB to insert details]**

The scope of the powers delegated, together with the requirements set by the Board in relation to the exercise of those powers are as set out in i) Committee terms of reference, and ii) Formal arrangements for the delegation of powers to others. Collectively, these documents form the LHB's Scheme of Delegation to Committees.

⁷ As defined in Standing Orders

SCHEME OF DELEGATION TO EXECUTIVE DIRECTORS, OTHER DIRECTORS AND OFFICERS

The LHB SOs and SFIs specify certain key responsibilities of the Chief Executive, the Director of Finance and other officers. The Chief Executive's Job Description, together with their Accountable Officer Memorandum sets out their specific responsibilities, and the individual job descriptions determined for Executive Director level posts also define in detail the specific responsibilities assigned to those post holders. These documents, set out in **[insert details]**, together with the schedule of additional delegations below and the associated financial delegations set out in the SFIs form the basis of the LHB's Scheme of Delegation to Officers.

DELEGATED MATTER	RESPONSIBLE OFFICER(S)
[LHB to determine]	[LHB to determine]

This scheme only relates to matters delegated by the Board to the Chief Executive and their Executive Directors, together with certain other specific matters referred to in SFIs.

Each Executive Director is responsible for delegation within their department. They shall produce a scheme of delegation for matters within their department, which shall also set out how departmental budget and procedures for approval of expenditure are delegated.

Schedule 2

KEY GUIDANCE, INSTRUCTIONS AND OTHER RELATED DOCUMENTS

This Schedule forms part of, and shall have effect as if incorporated in the Local Health Board Standing Orders

LHB framework

The LHB's governance and accountability framework comprises these SOs, incorporating schedules of Powers reserved for the Board and Delegation to others, together with the following documents:

- ***SFIs (see Schedule 2.1 below)***
- ***Values and Standards of Behaviour Framework***
- ***Risk and Assurance Framework***
- ***Key policy documents [LHB to insert details]***

agreed by the Board. These documents must be read in conjunction with the SOs and will have the same effect as if the details within them were incorporated within the SOs themselves.

These documents may be accessed by:

[LHB to insert details]

NHS Wales framework

Full, up to date details of the guidance, instructions and other documents that together make up the framework of governance, accountability and assurance for the NHS in Wales are published on the NHS Wales Governance e-Manual which can be accessed at www.wales.nhs.uk/governance-emanual/. Directions or guidance on specific aspects of LHB business are also issued electronically, usually under cover of a Welsh Health Circular.

Schedule 2.1

MODEL STANDING FINANCIAL INSTRUCTIONS FOR LOCAL HEALTH BOARDS

2.1 The Board

2.1.1 The Board exercises financial supervision and control by:

- a) Formulating the Medium Term Financial Plan as part of the Integrated Medium Term Plan;
- b) Requiring the submission and approval of budgets within approved allocations/overall funding
- c) Defining and approving essential features in respect of important policies and financial systems (including the need to obtain value for money and sustainability); and
- d) Defining specific responsibilities placed on Board members and LHB officers, and LHB committees and Advisory Groups as indicated in the 'Scheme of delegation' document.

**This Schedule forms part of, and shall have effect as if incorporated in the
Local Health Board Standing Orders**

Schedule 3

BOARD COMMITTEE ARRANGEMENTS

**This Schedule forms part of, and shall have effect as if incorporated in the
Local Health Board Standing Orders**

Audit and Risk Assurance Committee

Terms of Reference

**Reviewed by Audit Committee: 26 February 2019
Approved by Board : 28th March 2019**

AUDIT AND RISK ASSURANCE COMMITTEE
TERMS OF REFERENCE AND OPERATING ARRANGEMENTS
Approved - 28 March 2019

1. INTRODUCTION

- 1.1 The UHB Standing Orders provide that *“The Board may and, where directed by the Welsh Government must, appoint Committees of the LHB Board either to undertake specific functions on the Board’s behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board’s commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees”*.
- 1.2 In line with Standing Orders (3.4.1) and the UHB Scheme of Delegation, the Board shall nominate annually a committee to be known as the **Audit and Risk Assurance Committee**. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

2. PURPOSE

- 2.1 The purpose of the Audit Committee (“the Committee”) is to:
- **Advise** and **assure** the Board and the Accountable Officer on whether effective arrangements are in place - through the design and operation of the UHB’s assurance framework - to support them in their decision taking and in discharging their accountabilities for securing the achievement of the UHB’s objectives, in accordance with the standards of good governance determined for the NHS in Wales.
- 2.2 Where appropriate, the Committee will advise the Board and the Accountable Officer on where, and how, its assurance framework may be strengthened and developed further.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 With regard to its role in providing advice to the Board, the Committee will comment specifically upon:
- the adequacy of the UHB strategic governance and assurance framework and processes for risk management and internal control designed to support the Accountable Officer’s statement on internal control, providing reasonable assurance on:
 - the organisations ability to achieve its objectives;
 - compliance with relevant regulatory requirements, standards and other directions and requirements set by the Welsh Government and others;
 - the reliability, integrity, safety and security of the information collected and used by the organisation;
 - the efficiency, effectiveness and economic use of resources; and
 - the extent to which the organisation safeguards and protects all its assets, including its people

- the adequacy of the arrangements for declaring, registering and handling interests at least annually
- the adequacy of the arrangements for dealing with offers of gifts or hospitality

- to ensure the provision of high quality, safe healthcare for its citizens;
- the Board's Standing Orders, and Standing Financial Instructions (including associated framework documents, as appropriate);
- the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, the ISA 260 Report 'Communication with those charged with Governance' and managements' letter of representation to the external auditors
- the Schedule of Losses and Compensation;
- the planned activity and results of internal audit, external audit and the Local Counter Fraud Specialist (including strategies, annual work plans and annual reports);
- the adequacy of executive and managements response to issues identified by audit, inspection and other assurance activity;
- anti-fraud policies, whistle-blowing processes and arrangements for special investigations; and
- any particular matter or issue upon which the Board or the Accountable Officer may seek advice

3.2 The Committee will support the Board with regard to its responsibilities for governance (including risk and control) by:

- reviewing the **comprehensiveness** of assurances in meeting the Board and the Accountable Officers assurance needs across the whole of the UHB's activities, both clinical and non-clinical;
- reviewing the **reliability and integrity** of these assurances; and
- considering and approving policies as determined by the Board.

3.3 To achieve this, the Committee's programme of work will be designed to provide assurance that:

- there is an effective Internal Audit function that meets the standards set for the provision of Internal Audit in the NHS in Wales and provides appropriate independent assurance to the Board and the Accountable Officer through the Committee;
- there is an effective Counter Fraud Service that meets the standards set for the provision of counter fraud in the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer through the Committee;
- there is an effective clinical audit and quality improvement function that meets the standards set for the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer through the Quality, Safety and Experience Committee;
- there are effective arrangements in place to secure active, ongoing assurance from management with regard to their responsibilities and

accountabilities, whether directly to the Board and the Accountable Officer or through the work of the Board's committees

- the work carried out by key sources of external assurance, in particular, but not limited to the UHB External Auditors, is appropriately planned and co-ordinated and that the results of external assurance activity complements and informs (but does not replace) internal assurance activity
- the work carried out by the whole range of external review bodies is brought to the attention of the Board, and that the organisation is aware of the need to comply with related standards and recommendations of these review bodies, and the risks of failing to comply;.
- the systems for financial reporting to the Board, including those of budgetary control, are effective; and that
- the results of audit and assurance work specific to the UHB, and the implications of the findings of wider audit and assurance activity relevant to the UHB's operations are appropriately considered and acted upon to secure the ongoing development and improvement of the organisations governance arrangements.

Authority

3.4 The Committee is authorised by the Board to investigate or have investigated any activity (clinical and non-clinical) within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the UHB relevant to the Committee's remit, and ensuring patient/client and staff confidentiality, as appropriate. It may seek relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
- any other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

3.5 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

Access

3.6 The Head of Internal Audit and the Engagement Partner/Audit Manager of External Audit shall have unrestricted and confidential access to the Chair of the Audit Committee.

3.7 The Committee will meet with Internal and External Auditors and the nominated Local Counter Fraud Specialist without the presence of officials on at least one occasion each year.

3.8 The Chair of Audit Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

3.9 The Committee may, subject to the approval of the UHB Board, establish sub

committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

4. MEMBERSHIP

Members

4.1 A minimum of three (3) members, comprising:

Chair	Independent member of the Board
Vice Chair	Chosen from amongst the Independent members on the Committee
Members	At least one other independent members of the Board <i>[one of which should be the member of the Quality and Safety Committee (or equivalent)]</i>

The committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

Attendees

4.2 In attendance:

Director of Finance (Lead Executive)
Director of Corporate Governance
Head of Internal Audit
Local Counter Fraud Specialist
Representative of External Auditor
Other Executive Directors will attend as required by the Committee Chair

4.3 By invitation

The Committee Chair may invite:

- any other UHB officials; and/or
- any others from within or outside the organisation
- to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

4.4 Secretary - As determined by the Director of Corporate Governance

Member Appointments

4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB Chair - taking account of the balance of skills and expertise necessary to deliver the committee's remit and subject to any specific requirements or directions made by the Assembly Government.

4.6 Committee members' terms and conditions of appointment, (including any remuneration and reimbursement) are determined by the Board, based upon the recommendation of the UHB Chair {and on the basis of advice from the UHB's Remuneration and Terms of Service Committee}.

Support to Committee Members

4.7 The Director of Corporate Governance, on behalf of the Committee Chair,

shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the UHB's overall OD programme developed by the Director of Workforce and Organisational Development.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least two members must be present to ensure the quorum of the Committee, one of whom should be the committee Chair or Vice Chair.

Frequency of Meetings

- 5.2 Meetings shall be held no less than quarterly, and otherwise as the Chair of the Committee deems necessary – consistent with the UHB annual plan of Board Business.

Withdrawal of Individuals in Attendance

- 5.3 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

- 6.1 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

- 6.2 The Committee, through its Chair and members, shall work closely with the Board's other committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business; and
- sharing of information

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

- 6.4 The Committee will consider the assurance provided through the work of the Board's other committees and sub groups to meet its responsibilities for advising the Board on the adequacy of the UHB overall framework of assurance.
- 6.5 The Committee shall embed the UHB's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 The Committee Chair shall:
- report formally, regularly and on a timely basis to the Board and the Accountable Officer on the Committee's activities. This includes verbal updates on activity and the submission of committee minutes and written reports throughout the year;
 - bring to the Board and the Accountable Officer's specific attention any significant matters under consideration by the Committee;
 - ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the UHB.
- 7.2 The Committee shall provide a written, annual report to the board and the Accountable Officer on its work in support of the Annual Governance Statement, specifically commenting on the adequacy of the assurance framework, the extent to which risk management is comprehensively embedded throughout the organisation, the integration of governance arrangements and the appropriateness of self-assessment activity against relevant standards. The report will also record the results of the committee's self-assessment and evaluation.
- 7.3 The Board may also require the Committee Chair to report upon the committee's activities at public meetings or to community partners and other stakeholders, where this is considered appropriate, e.g., where the committee's assurance role relates to a joint or shared responsibility.
- 7.4 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Audit Committee Handbook.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in the UHB Standing

Orders are equally applicable to the operation of the Committee, except in the following areas:

- quorum (set within individual Terms of Reference)

9. REVIEW

9.1 These terms of reference and operating arrangements shall be reviewed annually by the Committee with reference to the Board.

Finance Committee

Terms of Reference

Reviewed by Finance Committee: 27th February 2019
Approved by Board : 28th March 2019

FINANCE COMMITTEE

1.Introduction

The Board shall establish a Committee to be known as Finance Committee. The detailed terms of reference and operating arrangements in respect of this Committee are set out below. This will be an interim arrangement whilst the Health Board is working with the Welsh Government during the period of “Targeted Intervention”.

2.Constitution and Purpose

The purpose of this Committee is to advise and assure the Board in discharging its responsibilities with regard to its current and forecast financial position, performance and delivery.

The Board has resolved to establish a Finance Committee which will allow appropriate scrutiny and review to a level of depth and detail not possible in Board Meetings in respect of performance relating to:-

- Financial plans and monitoring including delivery of savings programmes
- Scrutiny and monitoring of Financial monthly performance

The Committee will ensure that evidence based and timely interventions are implemented to drive forward improved financial performance thereby allowing the Health Board to achieve the requirements and standards determined for the NHS in Wales.

3.Delegated Powers

The Committee, in respect of its provision of advice and assurance will, and is authorised by the Board to:-

- Review monthly Financial Report prior to submission to the Board
- Monitor, review and scrutinise Cost Reduction Programme and Financial Tracker System for Corporate and Clinical Boards
- Approve and monitor the IMTP financial plan
- Scrutinise the delegated budgets within the budget plan
- Receive assurances with regard to the progress and impact/pace of implementation of Health Boards Cost reduction Programmes/Savings Plan
- Seek assurance on the Financial Planning process and consider Financial Plan proposals
- Scrutinise financial performance and cash management against revenue budgets and statutory duties.
- Scrutinise submissions to be made in respect of revenue or capital funding and the service implications of such changes
- Monitor and review agreed dis-investments
- Review the Board’s Scheme of Financial Delegation as and when necessary
- Receive reports arising from financial reviews, including performance and accountability reviews of Corporate and Clinical Boards

4. Authority

The Committee may investigate or have investigated any activity (clinical and non-clinical) within its terms of reference. It may seek relevant information from any:-

- Employee (and all employees are directed to co-operate with any legitimate request made by the Committee)
- Other committee, sub-committee or group set up by the Board to assist in the delivery of its functions

May obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

May consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business

Will review risks from the Board Assurance Framework that are assigned to the Committee by the Board and advise the Board on the appropriateness of the scoring and mitigating actions in place.

5. Sub-Committees

The Committee may, subject to the approval of the Health Board, establish sub-committees to task and finish groups to carry out on its behalf specific aspects of Committee business.

6. Membership

Members

Chair – Independent Member – Finance
Two independent Members of the Board

In attendance

Chief Executive
Executive Director of Finance
Chief Operating Officer
Executive Director of Workforce and Organisational Development
Executive Director of Strategic Planning
Executive Nurse Director
Director of Corporate Governance
Deputy Director of Finance

Other Directors/Officers will attend as required by the Committee Chair, as well as any others from within or outside the organisation who the Committee considers should attend, taking into account the matters under consideration at each meeting.

Member Appointments

Model Standing Orders, Reservation and Delegation of Powers for LHBs

Status:

Update – September 2019 (v4)

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The membership of the Committee shall be determined by the Chairman of the Board taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government.

The Committee will be chaired by the Independent Member for Estates and supported by a Vice Chair who shall also be an Independent Member.

Appointed Independent Members shall hold office on the Committee until such time as it is stood down.

Secretariat

Secretary: as determined by the Director of Corporate Governance.

Support to Committee Members

The Director of Corporate Governance, on behalf of the Committee Chair, shall:

- Arrange the provision of advice and support to Committee Members on any aspect related to the conduct of their role
- Ensure the provision of a programme of development for the Committee members as part of the overall Board Development programme

7. Committee Meetings

Quorum

At least two Independent Members must be present to ensure the quorum of the Committee. This should include either the Chair or the Vice Chair of the Committee. In the interests of effective governance it is expected that a minimum of two Executive Directors will also be in attendance.

Frequency of Meetings

Meetings shall be routinely held on a monthly basis. This will be reviewed on a regular basis.

Withdrawal of individuals in attendance

The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion or particular matters

8. Relationship and Accountabilities with the Board and Its Committees/Groups

Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains the overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference.

The Committee, through its Chair and members, shall work closely with the Board's other Committees including Sub-Committee/Advisory Groups to provide advice and assurance to the Board through the:

- Planning and co-ordination of Board and Committee business
- Sharing of information
- In doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance arrangements

The Committee shall embed the Health Board's strategy, corporate goals and priorities through the conduct of the business.

9. Reporting and Assurance Arrangements

The Committee Chair shall:

- Report to each Board meeting on the Committee's key activities via the Chair's report
- Ensure the public minutes of each meeting of the Committee are presented to the Board meeting
- Ensure appropriate escalation arrangements are in place to alert the Board and Welsh Government of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

The Director of Corporate Governance, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

10. Applicability of Standing Orders to Committee Business

The requirements for the conduct of business as set out in the Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

11. Review

These terms of reference and operating arrangements shall be reviewed annually by the Committee and any changes recommended to the Board for approval.

Quality, Safety and Experience Committee

Terms of Reference

Reviewed by Quality Safety and Experience Committee:

19th February 2019

Approved by Board : 28th March 2019

QUALITY SAFETY AND EXPERIENCE COMMITTEE

1. INTRODUCTION

- 1.1 The University Health Board (UHB) Standing Orders provide that “*The Board may and, where directed by the Welsh Government must, appoint Committees of the UHB Board either to undertake specific functions on the Board’s behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board’s commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by Committees*”.
- 1.2 In line with standing orders (and the UHB Scheme of Delegation), the Board shall nominate a Committee to be known as the **Quality, Safety and Experience Committee**. This Committee’s focus is on ensuring patient and citizen quality and safety including activities traditionally referred to as ‘clinical governance’. The detailed terms of reference and operating arrangements set by the Board in respect of this Committee are set out below.

2. PURPOSE

- 2.1 The purpose of the Quality, Safety and Experience Committee “the Committee” is to provide:
- evidence based and timely **advice** to the Board to assist it in discharging its functions and meeting its responsibilities with regard to quality, safety and experience of health services;
 - evidence based and timely **advice** to the Board to assist it in discharging its functions and meeting its responsibilities with regard to the quality, safety and experience of public health, health promotion and health protection activities;
 - **assurance** to the Board in relation to the UHB arrangements for safeguarding and improving the quality and safety of patient and citizen centred health improvement and care services in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales;
 - **assurance** to the Board in relation to improving the experience of patients, carers citizens and all those that come into contact with our services including those provided by other organizations or in a partnership arrangement

3. DELEGATED POWERS AND AUTHORITY

- 3.1 The Committee will, in respect of its **provision of advice** to the Board:
- oversee the initial development of the UHB plans for the development and delivery of high quality and safe healthcare and health improvement services consistent with the Board’s overall Strategy and any requirements and standards set for NHS bodies in Wales;
 - consider the implications for quality, safety and experience arising from the development of the UHB Strategy, Integrated Medium Term Plan or plans of its stakeholders and partners, including those arising from any Joint Committees of the Board;
 - consider the implications for patient and citizen experience arising from internal and external review/investigation reports and actions arising from the work of external regulators;

- consider the outcomes for patient feedback methodologies in line with the National Service User Framework
- review achievement against the Health and Care Standards in Wales to inform the Annual Quality and Annual Governance Statements;
- consider and approve policies as determined by the Board.
- monitor implementation of the Quality, Safety and Improvement (QSI) Framework

3.2 The Committee will, in respect of its **assurance role**, seek assurances that governance arrangements are appropriately designed and operating effectively to ensure the provision of high quality, safe healthcare and improvement services across the whole of the UHB activities and responsibilities.

3.3 To achieve this, the Committee's programme of work will be designed to ensure that, in relation to all aspects of quality, safety and patient and citizen experience:

- there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;
- the organization, at all levels has a citizen centred approach, putting citizens, patients and carers, patient safety and safeguarding above all other considerations;
- the care planned or provided across the breadth of the organization's functions is consistently applied, based on public health principles, sound evidence, clinical effectiveness and meets agreed standards;
- the organization, at all levels has the right systems and processes in place to deliver, from a patient, carer and citizen perspective - efficient, effective, timely and safe services;
- the organization has effective systems and processes to meet the Health and Care Standards;
- the workforce is appropriately selected, trained, supported and responsive to ensure safe, quality and patient centred services ensuring that regulatory arrangements, professional standards and registration/revalidation requirements are maintained;
- there is an ethos of continual quality improvement and regular methods of updating the workforce in the skills needed to demonstrate quality improvement throughout the organization;
- there is good team working, collaboration and partnership working to provide the best possible outcomes for its citizens;
- risks are actively identified and robustly managed at all levels of the organization;
- decisions are based upon valid, accurate, complete and timely data and information;
- there is continuous improvement in the standard of quality and safety across the whole organization – continuously monitored through the Health and Care Standards in Wales;
- all reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the quality and safety of care provided, and in particular that:
 - sources of internal assurance are reliable, e.g., internal audit and clinical audit teams have the capacity and capability to deliver;

- recommendations made by internal and external reviewers are considered and acted upon on a timely basis; and
- appropriate review is carried out and corrective action is taken arising from incidents, complaints and claims, known collectively as 'concerns', (noting that concerns information is routinely included in the standing item on the Board agenda (Patient Safety Quality and Experience Report) and will not be duplicated in Committee)

3.4 The Committee will advise the Board on the adoption of a set of key indicators of safety, quality and patient and citizen experience against which the UHB performance will be regularly assessed and reported on through the Annual Quality Statement.

Authority

3.5 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the UHB relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
- other Committee, Sub Committee or group set up by the Board to assist it in the delivery of its functions.

3.6 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

Access

3.7 The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

3.8 The Board has approved the following sub-Committees:

- 8 Clinical Board Quality and Safety sub-Committees

3.8 The Committee has authority to establish short life working groups which are time limited to focus on a specific matter of advice or assurance as determined by the Board or Committee.

4. MEMBERSHIP

Members

4.1 A minimum of four (4) members, comprising:

Chair	Independent Member of the Board
Members	3 other Independent Members of the Board, to include a Member of the UHB Audit Committee. The Committee may also co-opt additional independent 'external' members from outside the organization to provide specialist skills, knowledge and expertise.

Attendees

4.2. The following officers **are required to be in attendance**:

- Executive Nurse Director (Lead Executive)
- Medical Director
- Executive Director of Therapies and Health Sciences
- Chief Operating Officer
- Executive Director of Public Health
- Executive Director of Finance
- Executive Director of Strategic Planning
- Director of Corporate Governance
- Assistant Director of Patient Safety and Quality
- Assistant Director of Patient Experience

Key Directors should be represented if they are unable to attend a meeting. Other Executive Directors or deputies should attend from time to time as determined by the Committee Chair.

4.3. By invitation:

The Committee Chair may extend invitations to attend Committee meetings as required from within or outside the organization to whom the Committee considers should attend, taking account of the matters under consideration at each meeting.

- 2 x Staff Representatives and
- the Cardiff and Vale of Glamorgan Community Health Council.
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Secretariat

4.4 Secretary: as determined by the Director of Corporate Governance.

Member Appointments

4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB Chair - taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government.

4.6 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the UHB Chair and, where appropriate on the basis of advice from the UHB Remuneration and Terms of Service Committee.

Support to Committee Members

- 4.7 The Board Secretary/, Director of Corporate Governance on behalf of the Committee Chair, shall:
- arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
 - ensure the provision of a programme of development for Committee members in conjunction with the Director of Workforce and Organizational Development.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least three members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.

Frequency of Meetings

- 5.2 Meetings shall be held bi-monthly, and otherwise as the Chair of the Committee deems necessary – consistent with the UHB Annual Plan of Board Business.

Withdrawal of individuals in attendance

- 5.3 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. RELATIONSHIPS AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference.
- 6.2 The Committee, through its Chair and members, shall work closely with the Board's other committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business; and
 - sharing of information
- in doing so, contributing to the integration of good governance across the organization, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.
- 6.3 The Committee shall embed the UHB values, corporate standards, priorities and requirements, for example, public health, equality, diversity and human rights through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 The Committee Chair shall:
- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, the submission of Committee minutes and written reports, as well as the presentation of the Annual Quality Statement.

- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive or Chairs of other relevant Committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the UHB.

7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, for example, AGM, or to community partners and other stakeholders, where this is considered appropriate, for example, where the Committee's assurance role relates to a joint or shared responsibility.

7.3 The Board Secretary/Director of Corporate Governance, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Quality and Safety Committee Handbook.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

8.1 The requirements for the conduct of business as set out in the UHB Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

9. REVIEW

9.1 These Terms of Reference and operating arrangements shall be reviewed on a biennial basis by the Committee with reference to the Board.

The Board will keep under review the need for the 8 Quality and Safety Sub-Committees to ensure an alignment with accountabilities and responsibilities of the Clinical Board organizational model.

Strategy and Delivery Committee

Terms of Reference

Reviewed by Strategy and Delivery Committee: 26 February 2019
Approved by Board : 28th March 2019

STRATEGY AND DELIVERY COMMITTEE

1. PURPOSE

1.1 The purpose of the Strategy and Delivery Committee is to:

Advise and assure the Board on the development and implementation of the UHB's overarching strategy, "Shaping our Future Wellbeing", and key enabling plans. This will include all aspects of delivery of the strategy through the Integrated Medium Term Plan and any risks that may hinder our achievement of the objectives set out in the strategy, including mitigating actions against these.

In particular the Committee will monitor and receive assurances in respect of the following:

2 RESPONSIBILITIES OF THE COMMITTEE

In broad terms the role and responsibilities of the Committee are divided into four categories as shown below:

- A. Strategy
- B. Delivery Plans
- C. Performance
- D. Other Responsibilities

Part A

Strategy and/or Strategic Intent

2.1 **Shaping Our Future Wellbeing (SOFW).** Provide assurance to the Board that the overarching strategy (SOFW) of the UHB is being:

- a. Reviewed and progressed as intended, within the appropriate timescales to achieve desired outcomes.
- b. Provide assurance that key milestones identified in SOFW are being delivered.
- c. Provide assurance that SOFW is actively embedded and continually refreshed within the organisation
- d. Provide assurances that significant risks associated with the delivery of the SOFW are being mitigated

2.2 **National Strategies.** Provide assurance to the Board that the organisation is strategically aligned with Welsh Government's health and social care strategy which includes:

- a. The Wellbeing of Future Generations Act
- b. The Social Care and Wellbeing Act
- c. The Long Term Plan (Wales) arising in response to the Parliamentary Review (January 2018)

Part B

Development and Delivery of Plans that support Strategies

2.4 Enabling/Supporting Plans: The Committee will scrutinise and provide assurance to the Board that supporting UHB plans have been developed and that their objectives are being delivered as planned. This will include:

- a. **Integrated Medium Term Plan (IMTP):** The development and delivery of the Health Boards three year plan ensuring that service provision and quality, financial and workforce elements are aligned and integrated. Particular attention will be given to:
 - i. **Workforce Plan:** Scrutinise and provide assurance to the Board that:
 - The strategic workforce issues as set out in Shaping Our Future Wellbeing strategy are being fully addressed
 - That early consideration is given to key service and operational issues which may impact on the delivery of the Health Boards plans
 - ii. **Capital Plan:** Provide assurance to the Board that **major** capital investments are aligned with SOFW and to provide oversight to the prioritisation of investments. The Committee will where appropriate, be responsible for reviewing achievement of the intended outcomes following completion or implementation. The Committee will also receive the minutes and when required, reports from the UHB's Capital Management Group.
- b. **Other Significant Plans:** The Committee will scrutinise and provide assurance to the Board that other significant plans associated with the delivery of the UHB's strategy (SOFW) will be reviewed and monitored to ensure they are being progressed and implemented as intended. This will include the plan for:
 - i. Research and Development
 - ii. Commercial Developments
 - iii. Infrastructure/Estates
 - iv. Key Service Change Proposals. This will include providing assurance that they are in accordance with national guidance regarding engagement and consultation with stakeholder/partner organisations
 - v. Major consultations and or engagements that support the delivery of SOFW

Part C

Performance

2.7 Performance: The Committee will scrutinise and provide assurance to the Board that key performance indicators are on track and confirm that effective actions are being taken to correct unintended variations giving full consideration to associated governance arrangements. This will include:

- a. *The key organisational Performance Indicators as determined by the Board*
- b. *Workforce Key Performance Indicators as determined by the Board*

- c. *Closer scrutiny ("Deep Dives") on areas of concern where the committee considers it appropriate*

Part D

Other Responsibilities

- 2.8 Equality and Health Impact Assessments:** To provide assurance to the Board that Equality and Health Impact Assessments are fully considered and properly addressed in all service change proposals and that full consideration is given to the UHB's responsibilities for Equality, Diversity, Human Rights and the Welsh Language.
- 2.9 "Staff Wellbeing.** To provide assurance to the Board that the wellbeing of staff:
- Is always fully considered regularly reviewed to ensure that suitable support is made available whenever necessary.
 - Staff wellbeing plans are aligned with SOFW and the values of the organisation

3 GOVERNANCE

3.1 Delegated Powers of Authority

As described above.

- The Committee will advise the Board on the adoption of a set of key indicators of service planning against which the UHB's performance will be regularly assessed and reported.
- The Committee will regularly review the high corporate risks associated with its functions and to ensure that appropriate and effective mitigating actions are in place.

3.2 Authority

The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the UHB relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
- other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

3.4 Membership

Chair:	Independent member of the Board
Members:	A minimum of 2 other Independent member of the Board, The committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

3.5 Attendees

In attendance:	Chief Executive Executive Director of Strategic Planning (Lead Executive) Chief Operating Officer Executive Director of Workforce and Development Executive Nurse Director or nominated deputy Executive Director of Finance or nominated deputy Executive Director of Public Health or nominated deputy Director of Corporate Governance Other Executive Directors should attend from time to time as required by the Committee Chair (nominated deputies must be consistent) Deputy Director of Planning (Service Planning) Director of Capital Estates and Facilities Trade Union representation from the Local Partnership Forum Specialist Advisor to the Board for Strategy / Transformation
By invitation:	The Committee Chair may extend invitations to attend committee meetings as required to the following: Chairs of the Stakeholder Reference Group and Professional Forum Clinical Board Directors Representatives of partnership organisations Public and patient involvement representatives Trade Union Representatives as well as others from within or outside the organisation who the Committee considers should attend, taking account of the matters under consideration at each meeting.

3.6 Secretariat

Secretary:	As determined by the Director of Corporate Governance
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3.7 Member Appointments

The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB Chair - taking account of the balance of

skills and expertise necessary to deliver the committee's remit and subject to any specific requirements or directions made by the Welsh Government.

Committee members' terms and conditions of appointment, (including any remuneration and reimbursement) are determined by the Board, based upon the recommendation of the UHB Chair {and on the basis of advice from the UHB's Remuneration and Terms of Service Committee}.

3.8 Support to Committee Members

The Director of Corporate Governance, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the UHB's overall OD programme developed by the Director of Workforce and Organisational Development.

3.9 COMMITTEE MEETINGS

Quorum

At least two members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.

Frequency of Meetings

Meetings shall be held bi-monthly and otherwise as the Chair of the Committee deems necessary – consistent with the UHB's annual plan of Board business.

Withdrawal of individuals in attendance

The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

4 RELATIONSHIPS AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES / GROUPS

Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of

reference.

The Committee, through its Chair and members, shall work closely with the Board's other committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business; and
- sharing of information

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

The Committee shall embed the UHB's corporate standards, priorities and requirements, e.g., equality, diversity and human rights through the conduct of its business.

4.1 REPORTING AND ASSURANCE ARRANGEMENTS

The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports throughout the year;
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the UHB Chair, or Chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the UHB.

The Board may also require the Committee Chair to report upon the committee's activities at public meetings, e.g., AGM, or to community partners and other stakeholders, where this is considered appropriate, e.g., where the committee's assurance role relates to a joint or shared responsibility.

The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established.

4.2 APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the UHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum (set within individual Terms of Reference)

4.3 REVIEW

These terms of reference and operating arrangements shall be reviewed annually by the Committee with reference to the Board.

Mental Health & Capacity Legislation Committee

Terms of Reference

Reviewed by MH&CL Committee: 12th February 2019
Approved by Board : 28th March 2019

MENTAL HEALTH AND CAPACITY LEGISLATION COMMITTEE

1. INTRODUCTION

- 1.1 The University Health Board's (UHB) Standing Orders provide that "*The Board may and, where directed by the Assembly Government must, appoint Committees of the UHB Board either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees*".
- 1.2 In line with Standing Orders (and the UHB Scheme of Delegation), the Board shall nominate annually a Committee to be known as the **Mental Health & Capacity Legislation Committee**. The detailed terms of reference and operating arrangements agreed by the Board in respect of this Committee are set out below.
- 1.3 The principal remit of this Committee is to consider and monitor the use of the Mental Health Act 1983 (MHA), Mental Capacity Act 2005 (which includes the Deprivation of Liberty Safeguards (DoLS)) (MCA) and the Mental Health (Wales) Measure 2010 (the Measure).

Mental Health Act

- 1.4 The Mental Health Act 1983 covers the detention of people deemed a risk to themselves or others. It sets out the legal framework to allow the care and treatment of mentally disordered persons. It also provides the legislation by which people suffering from a mental disorder can be detained in hospital to have their disorder assessed or treated against their wishes.
- 1.5 The MHA introduced the concept of "Hospital Managers" which for hospitals managed by a Local Health Board are the Board Members. The term "Hospital Managers" does not occur in any other legislation.
- 1.6 Hospital Managers have a central role in operating the provisions of the MHA; specifically, they have the authority to detain patients admitted and transferred under the MHA. For those patients who become subject to Supervised Community Treatment (SCT), the Hospital Managers are those of the hospital where the patient was detained immediately before going on to SCT - i.e. the responsible hospital or the hospital to which responsibility has subsequently been assigned.
- 1.7 Hospital Managers must ensure that patients are detained only as the MHA allows, that their treatment and care is fully compliant with the MHA and that patients are fully informed of and supported in exercising their statutory rights. Hospital Managers must also ensure that a patient's case is dealt with in line with associated legislation.
- 1.8 With the exception of the power of discharge, arrangements for authorising day to day decisions made on behalf of Hospital Managers have been set out in the UHB Scheme of Delegation.

Mental Health Measure

- 1.9 The Mental Health (Wales) Measure received Royal Assent in December 2010 and is concerned with:

- providing mental health services at an earlier stage for individuals who are experiencing mental health problems to reduce the risk of further decline in mental health;
- making provision for care and treatment plans for those in secondary mental health care and ensure those previously discharged from secondary mental health services have access to those services when they believe their mental health may be deteriorating;
- extending mental health advocacy provision.

Mental Capacity Act

- 1.10 The MCA came into force mainly in October 2007. It was amended by the Mental Health Act 2007 to include the Deprivation of Liberty Safeguards (DoLS). DoLS came into force in April 2009.
- 1.11 The MCA covers three main issues –
- The process to be followed where there is doubt about a person's decision-making abilities and decisions may need to be made for them (e.g. about treatment and care)
 - How people can make plans and/or appoint other people to make decisions for them at a time in the future when they can't take their own decisions
 - The legal framework for caring for adult, mentally disordered, incapacitated people in situations where they are deprived of their liberty in hospitals or care homes (DoLS)

Thus the scope of MCA extends beyond those patients who have a mental disorder.

2. PURPOSE

- 2.1 The purpose of the Mental Health and Capacity Legislation Committee (the Committee) is to give assurance to the Board that:
- Hospital Managers' duties under the Mental Health Act 1983;
 - the functions and processes of discharge under section 23 of the Act;
 - the provisions set out in the Mental Capacity Act 2005, and
 - in the Mental Health Measure (Wales) 2010

are all exercised in accordance with statute and that there is compliance with:

- the Mental Health Act 1983 Code of Practice for Wales
- the Mental Capacity Act 2005 Code of Practice
- the Mental Capacity Act 2005 Deprivation of Liberty Safeguards Code of Practice
- the associated Regulations

The Committee will also advise the Board of any areas of concern in relation to compliance with the MHA, the Measure and MCA.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 The Committee will:

- ensure that those acting on behalf of the Board in relation to the provisions of Mental Health and Capacity legislation, including the Measure, have the requisite skills and competencies to discharge the Board's responsibilities;

- identify matters of risk relating to Mental Health and Capacity legislation and seek assurance that such risks are being mitigated;
- consider and approve relevant policies and control documents in support of the operation of Mental Health and Capacity legislation;
- monitor the use of the legislation and consider local trends and benchmarks;
- consider matters arising from the Hospital Managers' Power of Discharge sub-committee;
- ensure that **all** other relevant associated legislation is considered in relation to Mental Health and Capacity legislation;
- consider matters arising from visits undertaken by Healthcare Inspectorate Wales Review Service for Mental Health in particular, issues relating to Mental Health Act 1983 and monitor action plans that inform responses to HIW reports;
- consider any reports made by the Public Services Ombudsman for Wales regarding complaints about Mental Health and Capacity legislation;
- consider any other information, reports, etc that the Committee deems appropriate.

Authority

- 3.2 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference, concentrating on the governance systems in place and indicators of their effectiveness, particularly in the management of risk. In doing so, the Committee shall have the right to inspect any books, records or documents of the UHB relevant to the Committee's remit, ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:
- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
 - other Committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 3.3 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the UHB's procurement, budgetary and other requirements.

Sub Committees

- 3.4 In accordance with Regulation 12 of the Local Health Boards (Constitution, Procedure and Membership) (Wales) Regulations 2003 (SI 2003/149 (W.19), the Board has appointed a sub-committee, to be known as the Power of Discharge Sub-committee. Three or more members drawn from the Sub-Committee will constitute a panel to consider the possible discharge or continued detention under the MHA of unrestricted patients and those subject to SCT.
- 3.5 The Committee has authority to establish short life working groups which are time limited to focus on a specific matter of advice or assurance as determined by the Board or Committee.

Retention of Board Responsibility

- 3.6 The Board retains final responsibility for the performance of the Hospital Managers' duties delegated to particular people on the staff of Cardiff and Vale University Health Board, as well as the Power of Discharge Group.

4. MEMBERSHIP

Members

- 4.1 A minimum of four (4) members, comprising:

Chair	Vice Chair of the Board
Vice Chair	Chosen from amongst the Independent Members on the Committee
Members	A minimum of two other Independent Members of the Board The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

Attendees

- 4.2. The following officers and partners are expected to be in attendance so that the Committee can obtain appropriate assurances on compliance with mental health and mental capacity legislation across its breadth of statutory responsibilities:

- Chief Operating Officer (Lead Executive)
- Director of Corporate Governance
- Medical Director
- Clinical Board Director Mental Health
- Clinical Board Nurse Mental Health
- Head of Operations and Delivery, Mental Health Clinical Board
- Clinical Board Director (or their nominated representative) – Medicine
- Clinical Board Director (or their nominated representative) – Primary, Community and Intermediate Care
- Local Authority Associate Board Member (Director of Social Services)
- Mental Health Act Manager
- Mental Capacity Act Manager
- Representative from Hospital Managers Power of Discharge Group
- Chief Executive – IMHA service provider
- Chief Executive – IMCA service provider

- 4.3. By invitation:

The Committee Chair may extend invitations to attend committee meetings to others from within or outside the organisation who the committee considers should attend, taking account of the matters under consideration.

Secretariat

- 4.4 The Director of Corporate Governance shall attend every meeting and the meeting will be serviced by a member of the Corporate Governance team.

Member Appointments

- 4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB Chair, taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government.
- 4.6 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are

determined by the Board, based upon the recommendation of the UHB Chair (and, where appropriate, on the basis of advice from the UHB Remuneration and Terms of Service sub-committee).

Support to Committee Members

4.8 The Director of Corporate Governance, on behalf of the Committee Chair, shall:

- Arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for Committee members as part of the UHB overall OD programme developed by the Director of Workforce and Organisational Development.

5. COMMITTEE MEETINGS

Quorum

5.1 Two Independent Members, one of whom should be the committee Chair or Vice Chair.

Frequency of Meetings

5.2 Meetings shall be held no less than three times a year and otherwise as the Chair of the Committee deems necessary – consistent with the UHB annual plan of Board Business.

Withdrawal of individuals in attendance

5.3 The Committee may ask any or all of those who normally attend but who are not members to withdraw, to facilitate open and frank discussion of particular matters.

Format of agenda

5.4 The agenda for the meeting will be split into three parts comprising of:

- Mental Health Act 1983;
- Mental Health Measure (Wales) 2010;
- and Mental Capacity Act 2005.

The proportion of time to be spent at each meeting on the respective parts will be set out in the Committee meeting planner, alternating the focus during the cycle of meetings and according to need.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for the safety, security and use of information to support the quality and safety of healthcare for its patients through the effective governance of the organisation.

6.2 The Committee is directly accountable to the UHB for its performance in exercising the functions set out in these terms of reference.

6.3 The Committee, through its Chair and members, shall work closely with the Board's other Committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business; and
- sharing of information.

In doing so, it will contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

- 6.4 The Committee shall embed the UHB values, corporate standards, priorities and requirements, for example equality and human rights, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports, as well as the presentation of an annual report;
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the UHB.

- 7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, for example the Board's Annual General Meeting, or to community partners and other stakeholders, where this is considered appropriate, for example where the Committee's assurance role relates to a joint or shared responsibility.

- 7.3 The Director of Corporate Governance, on behalf of the Board shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation, including that of any sub-committees established.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in the UHB Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

9. REVIEW

- 9.1 These Terms of Reference shall be reviewed annually by the Committee with reference to the Board or sooner if required e.g. change in legislation.

Remuneration and Terms of Service Committee

Terms of Reference

Reviewed by Remuneration and Terms of Service Committee:

28th March 2019

Approved by Board : 28th March 2019

REMUNERATION AND TERMS OF SERVICE COMMITTEE

1. INTRODUCTION

- 1.1 The University Health Board (UHB) Standing Orders provide that *“The Board may and, where directed by the Welsh Government must, appoint Committees of the UHB Board either to undertake specific functions on the Board’s behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board’s commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees”*.
- 1.2 In line with standing orders (and the UHB Scheme of Delegation), the Board shall nominate annually a committee to be known as the **Remuneration and Terms of Service Committee**. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

2. PURPOSE

- 2.1 The purpose of the Remuneration and Terms of Service Committee “the Committee” is to provide:
- **advice** to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government; and
 - **assurance** to the Board in relation to the UHB arrangements for the remuneration and terms of service, including contractual arrangements, for all staff, in accordance with the requirements and standards determined for the NHS in Wales

and to perform certain, specific functions on behalf of the Board.

- 2.2 The Committee shall have no powers to develop or modify existing pay schemes.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 The Board has delegated the following specific powers to the Committee:
- to consider and approve Voluntary Early Release scheme applications, redundancy payments and severance payments;
 - to approve any exceptions to the Relocation Expenses Policy
 - to approve the engagement of any Board members via an agency or as a contractor
- in line with Standing Orders and extant Welsh Government guidance.
- 3.2 With regard to its role in providing advice and assurance to the Board, the Committee will comment specifically upon the:
- remuneration and terms of service for the Chief Executive, Executive Directors and other Very Senior Managers (VSMs) not covered by Agenda for Change; ensuring that the policies on remuneration and

terms of service as determined from time to time by the Welsh Government are applied consistently;

- objectives for the Chief Executive and Executive Directors and their performance assessment;
- proposals to make additional payments to medical consultants; and
- proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.

- 3.3 Note on an annual basis the engagement of agency workers or individual self-employed contractors into senior posts, as described in the Off Payroll Procurement Process (n.b. This information is reported to the Audit Committee as part of the compliance report and is for noting only)

Authority

- 3.4 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the UHB, relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
- any other committee, sub committee or group set up by the Board to assist it in the delivery of its functions.

- 3.5 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

Sub Committees

- 3.6 The Committee does not have any sub-Committees.

Chairs Action

- 3.7 The Chair can, with the support of two other Independent Members, take action on behalf of the Committee in urgent matters or in relation to routine applications for Voluntary Early Release. All actions taken by the Chair must be ratified at the next Committee meeting.

4. MEMBERSHIP

Members

- 4.1 A minimum of four (4) members, comprising:

Chair	Chair of the Board
Vice Chair	Independent member of the Board
Members	At least two other independent members of the Board
	The Chair of the Audit Committee will be appointed to

this Committee either as Vice Chair or member.

Attendees

4.2 The Committee Chair may invite:

- the Director of Corporate Governance
- the Chief Executive
- the Director of Workforce and Organisational Development (Lead Executive)
- any other UHB officials
- and/or any others from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

Secretariat

4.3 The Secretary of the Committee is the Director of Corporate Governance. In the event that this is not appropriate the Executive Director of Workforce will nominate a secretariat

Member Appointments

4.4 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB Chair, and subject to any specific requirements or directions made by the Welsh Government.

Support to Committee Members

4.5 The Director of Corporate Governance, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of development for committee members in conjunction with the Director of Workforce and Organisational Development.

5. COMMITTEE MEETINGS

Quorum

5.1 At least three members must be present to ensure the quorum of the Committee, one of whom must be the Chair.

Frequency of Meetings

5.2 The Chair of the Committee, in agreement with Committee Members, shall determine the timing and frequency of meetings, as deemed necessary. It is expected that the Committee shall meet at least once a year, consistent with the UHB's annual plan of Board Business.

Meeting Papers

5.3 The Chair and Director of Corporate Governance will check the agenda and papers prior to each meeting

Withdrawal of Individuals in Attendance

5.4 The Committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and

frank discussion of any particular matter.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens.
- 6.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.3 The Committee, through its Chair and members, shall work closely with the Board's other committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business; and
 - sharing of appropriate information

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall assurance framework.

- 6.4 The Committee shall embed the UHB values, corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 The Committee Chair shall:
- report formally and on a timely basis to the Board on the Committee's activities, in a manner agreed by the Board;
 - bring to the Board's specific attention any significant matter under consideration by the Committee;
 - ensure appropriate escalation arrangements are in place to alert the Board, UHB Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the UHB.
- 7.2 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in the UHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum

9. REVIEW

- 9.1 These terms of reference and operating arrangements shall be reviewed on a biennial basis by the Committee with reference to the Board.

Charitable Funds Committee

Terms of Reference

**Reviewed at the Charitable Funds Committee 19th March 2019
Approve by the Charity Trustee 29th March 2019**

CHARITABLE FUNDS COMMITTEE

1. INTRODUCTION

- 1.1 The University Health Board (UHB) standing orders provide that *“The Board may and, where directed by the Welsh Government must, appoint Committees of the UHB either to undertake specific functions on the Board’s behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board’s commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees”*.
- 1.2 In accordance with standing orders (and the UHB Scheme of Delegation), the Board shall nominate annually a committee to be known as the **Charitable Funds Committee**. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

2. PURPOSE

- 2.1 Cardiff and Vale University Health Board was appointed as Corporate Trustee of its charitable funds and the Board serves as its agent in the administration of the charitable funds held by the UHB.
- 2.2 The purpose of the Charitable Funds Committee (the Committee) is to:
- Provide advice to the Corporate Trustee in the discharge of its duties and responsibilities for charitable funds
 - Discharge delegated responsibilities from the Corporate Trustee for the control and management of Charitable Funds.
- 2.3 Provide advice and assurance to the Trustee on its charitable funds strategy, including fundraising, budgets, priorities and spending criteria.
- 2.4 Within the strategy and budget determined by the Trustee and consistent with the requirements of the Charities Act 1993, Charities Act 2006 (or any modification of these acts) to apply the charitable funds in accordance with their respective governing documents and the UHB Charitable Funds Governance Framework
- 2.5 To ensure that the policies and procedures for charitable funds investments are followed. To make decisions involving the sound investment of charitable funds in a way that both preserves their value and produces a proper return consistent with prudent investment and ensuring compliance with:-
- Trustee Act 2000
 - The Charities Act 1993
 - The Charities Act 2006

- The Charities Act 2011
 - The Charities Act 2016
 - Terms of the Funds' Governing documents
- 2.6 To receive at least twice a year, reports for ratification from the Director of Finance and investment decisions and action taken through delegated powers upon the advice of the investment adviser.
- 2.7 To oversee and monitor the functions performed by the Director of Finance as defined in Standing Financial Instructions.
- 2.8 To monitor the progress of Charitable Appeals where these are in place and considered to be material.
- 2.9 To monitor and review the scheme of delegation for Charitable Funds expenditure and to set and reflect in Financial Procedures the approved delegated limits for expenditure from Charitable Funds.
- 2.10 To monitor the work of the Charitable Bids Panel

3. DELEGATED POWERS AND AUTHORITY

Delegated Powers and Duties of the Director of Finance

- 3.1 The Director of Finance has prime responsibility for the UHB Charitable Funds as defined in the UHB Standing Financial Instructions. The specific powers, duties and responsibilities delegated to the Director of Finance are:-
- Administration of all existing charitable funds;
 - To identify any new charity that may be created (of which the UHB is trustee) and to deal with any legal steps that may be required to formalise the trusts of any such charity ;
 - Provide guidelines with regard to donations, legacies and bequests, fundraising and trading income;
 - Responsibility for the management of investment of funds held on trust;
 - Ensure appropriate banking services are available;
 - Prepare reports to the Trustee including the Annual Accounts;

Authority

- 3.2 The Committee is empowered with the responsibility for:-

- Overseeing the day to day management of the investments of the charitable funds in accordance with the investment strategy set down from time to time by the Trustee and the requirements of the UHB Standing Financial Instructions;
- The appointment of an investment manager to advise it on investment matters and may delegate day-to-day management of some or all of the investments to that investment manager. In exercising this power the Committee must ensure that:
 - a) The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it;
 - b) There are in place adequate internal controls and procedures which will ensure that the power is being exercised properly and prudently;
 - c) The performance of the person or persons exercising the delegated power is regularly reviewed;
 - d) Where an investment manager is appointed, that the person is regulated under the Financial Services Act 1986;
 - e) Acquisitions or disposal of a material nature must always have written authority of the Committee or the Chair of the Committee in conjunction with the Director of Finance;
- Ensuring that the banking arrangements for the charitable funds are kept entirely distinct from the UHB NHS funds;
- Ensuring that arrangements are in place to maintain current account balances at minimum operational levels consistent with meeting expenditure obligations, the balance of funds being invested in interest bearing deposit accounts;
- The amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments;
- The operation of an investment pool when this is considered appropriate to the charity in accordance with charity law and the directions and guidance of the Charity Commission. The Committee shall propose the basis to the UHB for applying accrued income to individual funds in line with charity law and Charity Commissioner guidance;
- Obtaining appropriate professional advice to support its investment activities;

- Regularly reviewing investments to see if other opportunities or investment services offer a better return;
- Overseeing the work of the Charitable Funds Bids Panel

3.3 The Committee is authorised by the Board to:

- Investigate or have investigated any activity within its Terms of Reference and in performing these duties shall have the right, at all reasonable times, to inspect any books, records or documents of the UHB relevant to the Committee's remit. It can seek any relevant information it requires from any employee and all employees are directed to co-operate with any reasonable request made by the Committee;
- Obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to the Board's budgetary and other requirements; and
- By giving reasonable notice, require the attendance of any of the officers or employees and auditors of the Board at any meeting of the Committee.

Access

3.4. The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.

Sub Committees

3.5. The Board has approved the following sub-committee:

- Charitable Funds Bids Panel
- In addition the Staff Benefits Group will report progress on staff benefits to the Committee Staff Benefits Group

4. MEMBERSHIP

Members

A minimum of six (6) members, comprising:

Chair	Independent Member of the Board
Vice Chair	Independent Member or Members of the Board
Members	A minimum of 4 other members of the Board to include Lead Executive for Charitable Funds. .

At least half of the overall membership must be Independent Members.

Attendees

4.2. The Committee may require the attendance for advice, support and information routinely at meetings from:

- Director of Corporate Governance
- Deputy Director of Finance
- Charitable Funds Accountant
- UHB Investment Advisor
- Chair of Charitable Funds Bids Panel
- Chair of Staff Benefits Group / Vice Chair of Charitable Bids Panel
- Director of Communications, Arts, Health Charity and Engagement

4.3. By invitation:

The Committee Chair may extend invitations to attend committee meetings to others from within or outside the organisation who the committee considers should attend, taking account of the matters under consideration.

Secretariat

4.4 Secretary: as determined by the Board Secretary (Director of Corporate Governance)

Member Appointments

4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB Chair - taking account of the balance of skills and expertise necessary to deliver the committee's remit and subject to any specific requirements or directions made by the Welsh Government.

4.6 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the UHB Chair {and, where appropriate, on the basis of advice from the UHB Remuneration and Terms of Service Committee}.

Support to Committee Members

4.7 The Board Secretary (Director of Corporate Governance), on behalf of the Committee Chair, shall:

- Arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and

- Ensure the provision of a programme of development for committee members in conjunction with the Director of Workforce and Organisational Development.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least three members must be present to ensure the quorum of the Committee. Of these three, two must be Independent Members (one of whom is the Chair or Vice Chair) and one must be the Executive Lead for Charitable Funds.

Frequency of Meetings

- 5.2 Meetings shall be held quarterly and otherwise as the Committee Chairs deems necessary - consistent with the UHB annual plan of Board Business.

Withdrawal of Individuals in Attendance

- 5.3 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 The Committee is directly accountable to the Board, in its capacity as trustee, for its performance in exercising the functions set out in these terms of reference.
- 6.2. The Committee, through its Chair and members, shall work closely with the Board's other committees and groups to provide advice and assurance to the Board through the:
- Joint planning and co-ordination of Board and Committee business;
 - and
 - Appropriate sharing of information

In doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the UHB overall risk and assurance framework.

- 6.3 The Committee shall embed the UHB's values, corporate standards, priorities and requirements, e.g., equality, diversity and human rights

through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 The Committee Chair shall agree arrangements with the UHB Chair to report to the Board in their capacity as trustee. This may include, where appropriate, a separate meeting with the Board.
- 7.2 The Board Secretary (Director of Corporate Governance), on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in the UHB Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

9. REVIEW

- 9.1 These terms of reference and operating arrangements shall be reviewed on a biennial basis by the Committee with reference to the Board.

Health and Safety Committee

Terms of Reference and Operating
Arrangements

Health and Safety Committee

Terms of Reference and Operating Arrangements

1. INTRODUCTION

- 1.1 The Cardiff and Vale University Health Board (UHB) Standing Orders provide that: “The Board may and, where directed by the Welsh Government must, appoint Committees or sub Committees of the Board either to undertake specific functions on the Board’s behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board’s commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees”.
- 1.2 In line with Standing Orders (3.4.1) and the UHB Scheme of Delegation, the Board shall nominate annually a committee to be known as the Health and Safety Committee. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.
- 1.3 The organisation has a statutory obligation by virtue of the Health and Safety at Work Act 1974 to establish and maintain a Health and Safety Committee:
- “Section 2 sub section 7 : “it shall be the duty of every employer to establish in accordance with Regulations (i) a safety committee having the function of keeping under review measures taken to ensure the health and safety of his employees and such other functions as prescribed”.

2. PURPOSE

- 2.1 The purpose of the Health and Safety Committee (“the Committee”) is to:

Advise and assure the Board and the Accountable Officer on whether effective arrangements are in place to ensure organisational wide compliance of the UHB Health and Safety Policy, approve and monitor delivery against the Health and Safety Priority Improvement Plan and ensure compliance with the relevant Standards for Health Services in Wales.

This will be achieved by encouraging strong leadership in health and safety, championing the importance of a common sense approach to motivate focus on core aims distinguishing between real and trivial issues.

- 2.2 Where appropriate, the Committee will advise the Board and the Accountable Officer on where and how, its Health and Safety management may be strengthened and developed further.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 With regard to its role in providing advice to the Board, the Committee will comment specifically upon the adequacy of assurance arrangements and processes for the provision of an effective Health and Safety function

encompassing:

- Staff Health and Safety
- Premises Health and Safety
- Violence and Aggression (inc. Lone Working and Security Strategy)
- Fire Safety
- Risk Assessment
- Manual Handling
- Health, Welfare, Hazard Substances, Safety Environment
- Patient Health and Safety – Environment Patient Falls, Patient Manual Handling
- Staff healthy lifestyle/health promotion activities
- Staff health and well-being

3.2 The Committee will support the Board with regard to its responsibilities for Health and Safety:

- approve and monitor implementation of the Annual Health and Safety Priority Improvement Plan;
- review the comprehensiveness of assurances in meeting the Board and the Accountable Officers assurance needs across the whole of the UHB's activities, both clinical and non clinical;
- the consideration and approval of policies as determined by the Board.

3.3 To achieve this, the Committee's programme of work will be designed to provide assurance that:

- objectives set out in the Health and Safety Priority Improvement Plan are on target for delivery in line with agreed timescales;
- standards are set and monitored in accordance with the relevant Standards for Health Services in Wales
- proactive and reactive Health and Safety plans are in place across the UHB
- policy development and implementation is actively pursued and reviewed
- where appropriate and proportionate, health and safety incident and ill health events are investigated and action taken to mitigate the risk of future harm
- reports and audits from enforcing agencies and internal sources are considered and acted upon
- workforce, health, security and safety issues are effectively managed and monitored via relevant operational groups
- employee health and wellbeing activities are in place in line with the UHB commitment to be a public health practicing organisation and corporate health standards
- employee health and safety competence and participation is promoted
- decisions are based upon valid, accurate, complete and timely data and information

Authority

- 3.4 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the UHB relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:
- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
 - other committee, sub committee or group set up by the Board to assist it in the delivery of its functions.
- 3.5 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

Access

- 3.6 The Chair of the Health and Safety Committee shall have reasonable access to Executive Directors and other relevant senior staff.
- 3.7 The Head of Health and Safety shall have unrestricted access to the chair of the Health and Safety Committee

Sub Committees

- 3.8 The Committee may, subject to the approval of the UHB Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.
- 3.9 There are no formal Sub-Committees of the Health and Safety Committee but the Committee will receive copies of the minutes of the Operational Health and Safety Group, Fire Safety Group, Security and Personal Safety Strategy Group and the Water Safety Group as part of its assurance framework.

4. MEMBERSHIP

Members

- 4.1 A minimum of three (3) Members, comprising:

Chair	Independent member of the Board.
Vice Chair	Independent member of the Board.
Members	A minimum of 1 other Independent member of the Board

Attendees

- 4.2 The following officers to be in attendance:

- Senior Manager Lead

- Director of Corporate Governance
- Director of Workforce and Organisational Development
- Director of Public Health
- Director of Therapies and Health Sciences
- Director of Planning
- Head of Health and Safety
- Director of Capital, Estates and Facilities
- Assistant Director of Patient Safety and Quality
- Chair of Staff Health and Safety Group plus 2 other staff health and safety representatives
- Director, OSHEU, Cardiff University
- Community Health Council representative

Other Directors or nominated deputies should attend from time to time as required by the Committee Chair.

4.3 By invitation:

The Committee Chair may extend invitations to appropriate persons to attend Committee meetings as required from within or outside the organisation who the committee considers should attend, taking account of the matters under consideration at each meeting.

Secretariat

4.4 Secretary: as determined by the Director of Corporate Governance.

Member Appointments

- 4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB Chair - taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Assembly Government.
- 4.6 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the UHB Chair.

Support to Committee Members

- 4.7 The Director of Corporate Governance, on behalf of the Committee Chair, shall:
- arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
 - ensure the provision of a programme of development for committee members in conjunction with the Director of Workforce and Organisational Development.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least two Independent Members.

Frequency of Meetings

- 5.2 Meetings shall be held no less than 4 times per year and otherwise as the Chair of the Committee deems necessary – consistent with the UHB's annual plan of Board Business.

Withdrawal of individuals in attendance

- 5.3 The Committee may require any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. RELATIONSHIPS AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

- 6.2 The Committee, through its Chair and members, shall work closely with the Board's other committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business; and
- sharing of information

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

- 6.3 The Committee shall embed the UHB's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, the

submission of Committee minutes and written reports, as well as the presentation of an annual report;

- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive or Chairs of other relevant Committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the UHB.

7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, for example, AGM, or to community partners and other stakeholders, where this is considered appropriate, for example, where the Committee's assurance role relates to a joint or shared responsibility.

7.3 The Director of Corporate Governance, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

8.1 The requirements for the conduct of business as set out in the UHB Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- **Quorum**

9. REVIEW

9.1 These terms of reference and operating arrangements shall be reviewed on a biennial basis by the Committee with reference to the Board.

Digital and Health Intelligence Committee (DHIC)

Terms of Reference

Approved by the Board: September 2019
Next Review Due: March 2020

DIGITAL AND HEALTH INTELLIGENCE COMMITTEE TERMS OF REFERENCE AND OPERATING ARRANGEMENTS

1. INTRODUCTION

- 1.1 The UHB Standing Orders provide that “*The Board may and, where directed by the Welsh Government must, appoint Committees of the LHB Board either to undertake specific functions on the Board’s behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board’s commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees*”.
- 1.2 In line with Standing Orders (3.4.1) and the UHB Scheme of Delegation, the Board shall nominate annually a committee to be known as the **Digital and Health Intelligence Committee**. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.
- 1.3 Digital & Health Intelligence (referred to as Digital) comprises Information

Technology, Business Intelligence/Analytics, Information Management, Information Governance, Clinical Coding. It includes some specific IT project teams including those managing the PARIS system, use for mental health/Community services and local management of the Welsh Clinical Portal. Its function is to provide enabling services across the UHB to support the effective use of technology and the use of data/intelligence in the delivery of services.

2. PURPOSE

The purpose of the DHIC is to:

2.1 Provide **assurance** to the Board that;

- Appropriate processes and systems are in place for data, information management and governance to allow the UHB to meet its stated objectives, legislative responsibilities and any relevant requirements and standards determined for the NHS in Wales.
- There is continuous improvement in relation to information governance within the UHB and that risks arising from this are being managed appropriately.
- Effective communication, engagement and training is in place across the UHB for Information Governance

2.2 Seek assurance on the development and delivery of a Digital Strategy (which encompasses the areas detailed in paragraph 1.3 above) for the UHB ensuring that:

- It supports Shaping our Future Wellbeing and detail articulated within the IMTP
- Good partnership working is in place
- Attention is paid to the articulation of benefits and an implementation programme of delivery
- Benefits are derived from the Strategy

3. DELEGATED POWERS AND AUTHORITY

In order to achieve its purpose the DHIC must receive assurance that:

- The UHB has an appropriate framework of policies, procedures and controls in place to support consistent standards based processing of data and information to meet legislative responsibilities.
- Recommendations made by internal and external reviewers are considered and acted upon on a timely basis.
- A risk register is in place and that risks are being appropriately identified, assessed and mitigated at all levels in relation to information governance, management and technology.
- Statutory and mandatory requirements are being met such as Caldicott Guardian, FOI, GDPR etc.

In order to do this the Committee will take the following actions:

3.1 Approve policies and procedures in relation to the Strategy

- 3.2 Receive assurance that all statutory and mandatory requirements are being met such as Caldicott Guardian, FOI, GDPR etc.
- 3.3 Receive assurance on the delivery and implementation of the strategy and associated work plan
- 3.4 Receive assurance on clinical and staff engagement of the digital agenda
- 3.5 Receive, by exception, data breach reports on the following areas:
- Serious reportable data breaches to the Information Commissioner (ICO) and the Welsh Government
 - Sensitive information (break glass system)
 - E-mail
 - National and local auditing such as NIIAS
 - freedom of information,
 - subject access requests
 - Data Quality
 - IG risk assessments
 - Incidents – lessons learned from all recorded / reported incidents.
- 3.6 Receive periodic reports on development, procurement and implementation of national and local IM&T systems
- 3.7 Review risks
- Periodically consider risks escalated to the Committee from Clinical Boards / Corporate Departments in relation to:
 - Information Governance
 - Information Management
 - Information Technology
 - Review risks escalated to the Committee that have a risk rating of 12 and above.
- 4. AUTHORITY**
- 4.1 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the UHB relevant to the Committee's remit, and ensuring patient/client and staff confidentiality, as appropriate. It may seek relevant information from any:
- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
 - any other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

4.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

5.0 ACCESS

5.1 The Chair of Digital & Health Intelligence Committee shall have reasonable access to Executive Directors and other relevant senior staff.

6.0 SUB COMMITTEES

6.1 The Committee may, subject to the approval of the UHB Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

7. MEMBERSHIP

Members

7.1 A minimum of three (3) members, comprising:

Chair	Independent member of the Board
Vice Chair	Chosen from amongst the Independent members on the Committee
Members	At least one other independent members of the Board
The committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.	

Attendees

7.2 In attendance:

Director of Transformation
Director of Digital and Health Intelligence
Assistant Medical Director IT
Director of Corporate Governance
Data Protection Officer
Workforce Representative
Other Executive Directors will attend as required by the Committee Chair

7.3 By invitation

The Committee Chair may invite:

- any other UHB officials; and/or
- any others from within or outside the organisation
- to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

7.4 Secretary - As determined by the Director of Corporate Governance

Member Appointments

7.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB Chair - taking account of the balance of skills and expertise necessary to deliver the committee's remit and subject to any specific requirements or directions made by the Welsh Government.

- 7.6 Committee members' terms and conditions of appointment, (including any remuneration and reimbursement) are determined by the Board, based upon the recommendation of the UHB Chair {and on the basis of advice from the UHB's Remuneration and Terms of Service Committee}.

Support to Committee Members

- 7.7 The Director of Corporate Governance, on behalf of the Committee Chair, shall:
- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
 - ensure the provision of a programme of organisational development for committee members as part of the UHB's overall OD programme developed by the Director of Workforce and Organisational Development.

8. COMMITTEE MEETINGS

Quorum

- 8.1 At least two members of the Committee must be present in addition to the Director of Digital and Health Intelligence and/or an Executive Director to ensure the quorum of the Committee, one of whom should be the committee Chair or Vice Chair.

Frequency of Meetings

- 8.2 Meetings shall be held no less than three times per year, and otherwise as the Chair of the Committee deems necessary – consistent with the UHB annual plan of Board Business.

Withdrawal of Individuals in Attendance

- 8.3 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

9. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 9.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 9.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 9.3 The Committee, through its Chair and members, shall work closely with the Board's other committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business; and
 - sharing of information

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

- 9.4 The Committee will consider the assurance provided through the work of the Board's other committees and sub groups to meet its responsibilities for advising the Board on the adequacy of the UHB overall framework of assurance.
- 9.5 The Committee shall embed the UHB's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

10. REPORTING AND ASSURANCE ARRANGEMENTS

- 10.1 The Committee Chair shall:
- report formally, regularly and on a timely basis to the Board and the Accountable Officer on the Committee's activities. This includes verbal updates on activity and the submission of committee minutes and written reports throughout the year;
 - bring to the Board and the Accountable Officer's specific attention any significant matters under consideration by the Committee;
 - ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the UHB.
- 10.2 The Committee shall provide a written, annual report to the board and the Accountable Officer on its work in support of the Annual Governance Statement..
- 10.3 The Board may also require the Committee Chair to report upon the committee's activities at public meetings or to community partners and other stakeholders, where this is considered appropriate, e.g., where the committee's assurance role relates to a joint or shared responsibility.
- 10.4 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Audit Committee Handbook.

11. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 11.1 The requirements for the conduct of business as set out in the UHB Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- quorum (set within individual Terms of Reference)

12. REVIEW

- 12.1 These terms of reference and operating arrangements shall be reviewed annually by the Committee with reference to the Board.

Schedule 4

JOINT COMMITTEE ARRANGEMENTS

**This Schedule forms part of, and shall have effect as if incorporated in the
Local Health Board Standing Orders**

Welsh Health Specialised Services Committee (WHSSC)

The following documents are available separately:

- WHSSC Standing Orders, Reservation and Delegation of Powers
- WHSSC Standing Financial Instructions
- Memorandum of Agreement

Shared Services Committee

Emergency Ambulances Services Committee

Schedule 5

ADVISORY GROUPS

Terms of Reference and Operating Arrangements

**This Schedule forms part of, and shall have effect as if incorporated in the
Local Health Board Standing Orders**

Healthcare Professionals' Forum

Terms of Reference and Operating Arrangements

1. INTRODUCTION

- 1.1 The Healthcare Professionals Forum's role is to provide a balanced, multi-disciplinary view of professional issues to advise the Board on local strategy and delivery. Its role does not include consideration of professional terms and conditions of service.

2. PURPOSE

- 2.1 The purpose of the Healthcare Professionals' Forum, hereafter referred to as "the Forum", is to:

facilitate engagement and debate amongst the wide range of clinical interests within the University Health Board (UHB) area of activity, with the aim of reaching and presenting a cohesive and balanced professional perspective to inform the UHB decision making.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 The Forum will, in respect of its provision of advice to the Board:

- offer advice to the UHB when specifically requested on any aspect of its business;
- offer advice and feedback even if not specifically requested by the UHB.

- 3.2 Authority

The UHB may specifically request advice and feedback from the Forum on any aspect of its business, and the Forum may also offer advice and feedback, even if not specifically requested by the UHB.

The Forum may provide advice to the Board:

- at Board meetings, through the Forum Chair's participation as Associate Member
- in written advice, and
- in any other form specified by the Board.

The Board may determine that the Forum should be supported by a range of sub groups to assist it in the conduct of its work, e.g. special interest groups, or the Forum may itself determine such arrangements, provided that the Board approves such action.

4. MEMBERSHIP

- Chair** Nominated from within the membership of the Forum by its members and approved by the Board.
- Vice Chair** Nominated from within the membership of the Forum by its members and approved by the Board.
- Members** The membership of the Forum reflects the structure of the seven health Statutory Professional Advisory Committees set up in accordance with Section 190 of the NHS (Wales) Act 2006. Membership of the Forum shall therefore comprise of a minimum of 11 members:

Welsh Medical Committee

- Primary and Community Care medical representative
- Mental Health medical representative
- Specialist and Tertiary Care medical representative

Welsh Nursing and Midwifery Committee

- Community Nursing and Midwifery representative
- Hospital Nursing and Midwifery representative

Welsh Therapies Advisory Committee

- Therapies representative

Welsh Scientific Advisory Committee

- Scientific representative

Welsh Optometric Committee

- Optometry representative

Welsh Dental Committee

- Dental representative

Welsh Pharmaceutical Committee

- Hospital Pharmacists representative
- Community Pharmacists representative

- Secretariat** As determined by the Board Secretary

- In Attendance:** The Director of Workforce and Organisational Development, Medical Director, and Directors of Nursing, Public Health and Therapy and Health Science will attend the Forum, and the Board may determine that designated Board members or UHB staff should be in attendance at the Forum. The Forum Chair may also request the attendance of Board members or UHB staff, subject to the agreement of the UHB Chair.

Support to Committee Members

4.6 The Board Secretary, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the UHB's overall OD programme developed by the Director of Workforce and Organisational Development.

5. TERMS OF OFFICE

5.1 Appointments to the Forum shall be made by the Board, based upon nominations received from the relevant professional group, and in accordance with any specific requirements or directions made by the Welsh Government (WG). Members shall be appointed for a period specified by the Board, but for no longer than four years in any one term. Those members can be reappointed but may not serve a total period of more than eight years consecutively.

5.2 The **Chair** will be nominated from within the membership of the Forum, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the WG. The nomination will be subject to consideration by the Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. Their appointment as Chair will be made by the Minister, but it will not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.

5.3 The Chair's term of office will be for a period of up to two years, with the ability to stand as Chair for an additional one year, in line with that individual's term of office as a member of the Forum. That individual may remain in office for the remainder of their term as a member of the Forum after their term of appointment as Chair has ended.

5.4 The **Vice Chair** will be nominated from within the membership of the Forum, by its members, in a manner determined by the Board, subject to the condition that they be appointed from a different clinical discipline from that of the Chair, along with any specific requirements or directions made by the WG. The nomination shall be subject to consideration by the Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. The appointment as Vice Chair will be made by the Minister, but it will not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board. In the Forum Chair's absence, the Vice Chair will also perform the role of Associate Member on the UHB Board. The appointment of the Vice Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the

Regulations.

- 5.5 The Vice Chair's term of office will be for a period of up to two years, with the ability to stand as Vice Chair for an additional one year, in line with that individual's term of office as a member of the Forum. That individual may remain in office for the remainder of their term as a member of the Forum after their term of appointment as Vice Chair has ended.
- 5.6 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform the Forum Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The Forum Chair will advise the Board in writing of any such cases immediately.
- 5.7 The UHB will require Forum members to confirm in writing their continued eligibility on an annual basis.
- 5.8 Where the Board determines it appropriate, the UHB may extend membership to other individuals in order to ensure an appropriate balance in representation amongst professional groupings and across the range of primary, community and secondary service provision.

6. RESIGNATION, SUSPENSION AND REMOVAL OF MEMBERS

- 6.1 A member of the Forum may resign office at any time during the period of appointment by giving notice in writing to the Forum Chair and the Board.
- 6.2 If the Board, having consulted with the Forum Chair and the nominating body or group, considers that:

- it is not in the interests of the health service in the area covered by the Forum that a person should continue to hold office as a member; or
- it is not conducive to the effective operation of the Forum;

it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.

- 6.3 A nominating body or group may request the removal of a member appointed to the Forum to represent their interests by writing to the Board setting out an explanation and full reasons for removal.
- 6.4 If a member fails to attend any meeting of the Forum for a period of six months or more, the Board may remove that person from office unless they are satisfied that:
- i) the absence was due to a reasonable cause; and
 - ii) the person will be able to attend such meetings within

such period as the Board considers reasonable.

- 6.5 Before making a decision to remove a person from office, the Board may suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

7. MEMBER RESPONSIBILITIES AND ACCOUNTABILITY

The Chair

- 7.1 The Chair is responsible for the effective operation of the Forum:
- chairing meetings
 - establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all business is conducted in accordance with its agreed operating arrangements; and
 - developing positive and professional relationships amongst the Forum's membership, and between the Forum and the UHB Board, and in particular its Chair, Chief Executive and Clinical Directors.
- 7.2 The Chair shall work in close harmony with the Chairs of the UHB other advisory groups, and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Forum in a timely manner, with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.
- 7.3 As Chair of the Forum, they will be appointed as an Associate Member of the UHB Board. The Chair is accountable to the Minister for the conduct of their role as Associate Member on the UHB Board, through the UHB Chair. They are also accountable to the UHB Board for the conduct of business in accordance with the governance and operating framework set by the UHB.

The Vice Chair

- 7.4 The Vice Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing Chair resumes their duties, or a new Chair is appointed, and this deputisation includes acting in the role of Associate Member of the UHB Board.
- 7.5 The Vice Chair is accountable through the Forum Chair to the UHB Board for their performance as Vice Chair, and to their nominating body or group for the way in which they represent their views at the Forum.

Members

- 7.6 The Forum shall function as a coherent advisory group, all members being full and equal members and sharing responsibility for the decisions of the Forum.
- 7.7 All members must:
- be prepared to engage with and contribute fully to the Forum's activities and in a manner that upholds the standards of good governance, including the values and standards of behaviour set for the NHS in Wales;
 - comply with their terms and conditions of appointment;
 - equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
 - promote the work of the Forum within the professional discipline they represent.
- 7.8 Forum members are accountable through the Forum Chair to the UHB Board for their performance as Group members, and to their nominating body or group for the way in which they represent the views of their body or group at the Forum.

Relationship with the Board

- 7.9 The Forum's main link with the Board is through the Forum Chair's membership of the Board as an Associate Member.
- 7.10 The Board may determine that designated Board members or UHB officers should be in attendance at Advisory Group meetings. The Chair of the Forum may also request the attendance of Board members or UHB officers, subject to the agreement of the UHB Chair.
- 7.11 The Board should determine the arrangements for any joint meetings between the UHB Board and the Forum.
- 7.12 The Chair of the Board should put in place arrangements to meet with the Forum Chair on a regular basis to discuss the Forum's activities and operation.

8. RELATIONSHIP WITH THE NATIONAL PROFESSIONAL ADVISORY GROUP

- 8.1 The Forum Chair will be a member of the National Professional Advisory Group.

9. SUPPORT TO THE FORUM

9.1 The UHB Board Secretary, on behalf of the Chair, will ensure that the Forum is properly equipped to carry out its role by:

- co-ordinating and facilitating any appropriate induction and organisational development activity;
- ensuring the provision of governance advice and support to the Forum Chair on the conduct of its business and its relationship with the UHB and others;
- ensuring the provision of secretariat support for Forum meetings;
- ensuring that the Forum receives the information it needs on a timely basis; and
- facilitating effective reporting to the Board;

thus enabling the Board to gain assurance that the conduct of business within the Forum accords with the governance and operating framework it has set.

10. COMMITTEE MEETINGS

10.1 Quorum

At least four members must be present to ensure the quorum of the Forum.

10.2 Frequency of Meetings

Meetings shall be held no less than (*to be agreed at first meeting and inserted*) and otherwise as the Chair of the Forum deems necessary – consistent with the UHB annual plan of Board Business.

10.3 Openness and Transparency

The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others to advise it in the conduct of business. The Board therefore requires, wherever possible, the Forum to hold meetings in public unless there are specific, valid reasons for not doing so.

Local Partnership Forum

Terms of Reference and Operating Arrangements

1. INTRODUCTION

- 1.1 The Cardiff and Vale University LHB Local Partnership Forum (LPF) is the formal mechanism where the Health Board and trade unions* work together to improve health services for the people of Cardiff and the Vale of Glamorgan and for others accessing services provided by the Health Board. It is the forum where key stakeholders will engage with each other to inform, debate and seek to agree local priorities on workforce and health service issues.
- 1.2 The Health Board will engage staff organisations in the key discussions at the UHB Board, UHB Partnership Forum and Locality/Divisional level.
- 1.3 The UHB LPF will provide the formal mechanism for consultation, negotiation and communication between the Unions and management. The TUC principles of partnership will apply; the principles are attached at **Appendix 1**.

* all references to Trade unions include Trade Unions, Professional Organisations and Staff Associations

General Principles

- 1.4 The Partnership Forum accepts that partnerships help the workforce and management work through challenges and to grow and strengthen their organisations. Relationships are built on trust and confidence and demonstrate a real commitment to work together.

The principles of true partnership working between Trades Union and Management are as follows:

- TU's and management show joint commitment to the success of the organisation with a positive and constructive approach
- they recognise the legitimacy of other partners and their interests and treat all parties with trust and mutual respect
- they demonstrate commitment to security for workers and flexible ways of working
- they share success – rewards must be felt to be fair
- they practice open and transparent communication – sharing information widely with openness, honesty and transparency
- they must bring effective representation of the views and interests of the workforce

- they must demonstrate a commitment to work with and learn from each other.

All members must:

- be prepared to engage with and contribute fully to the Forum's activities and in a manner that upholds the standards of good governance set for the NHS in Wales
- comply with their terms and conditions of appointment
- equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes, and
- promote the work of the LPF within the professional discipline he/she represents.

A Code of Conduct is attached as **Appendix 2**.

2. PURPOSE

2.1 The purpose of the Local Health Board Local Partnership Forum is to:

- establish a regular and formal dialogue between the Health Board's Executive and the Trade Unions on matters relating to workforce and health service issues
- enable Employers and Trade Unions to put forward issues affecting the workforce
- provide opportunities for Trade Unions and Managers to input into UHB service development plans at an early stage
- consider the implications on staff of service reviews and identify and seek to agree new ways of working
- consider the implications for staff of NHS reorganisation at a national or local level and to work in partnership to achieve the mutually successful implementation
- appraise and discuss in partnership the financial performance of the organisation on a regular basis
- appraise and discuss in partnership the Health Board service and activity and its implications

- provide opportunities to identify and seek to agree quality issues, including clinical governance, particularly where such issues have implications for staff
- communicate to the partners the key decisions taken by the Health Board and senior management
- consider national developments in NHS Wales Workforce Strategy and the implications for the Health Board including matters of service re-profiling
- negotiate on matters subject to local determination
- ensure Trade Union representatives are afforded reasonable paid time off to undertake trade union duties
- develop in partnership appropriate facilities arrangements using A4C Facilities Agreement as a minimum standard.

In addition the Health Board will establish Divisional Partnership Forums to establish ongoing dialogue, communication and consultation on service and operational management issues specific to Divisional areas. Each Division will have a 'Lead' Staff Representative who will jointly chair the Divisional Partnership Forum. Each Divisional Partnership Forum will report to the UHB Local Partnership Forum.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 The Partnership Forum may establish sub committees or task and finish groups to carry out on its behalf specific aspects of Forum. Initially within the Health Board, the Employment Policies sub-group, described below, will be established. Further sub-groups may be established as determined by the LPF.

Employment Policies Sub Group

- 3.2 Local Employment Policies will continue to be developed in partnership. For each policy a nominated Management and Staff representative will jointly develop the policies, seeking views/comments from management and staff colleagues. Each Policy will be subject to an Equalities Impact Assessment.

The proposed policies will be submitted to the Health Board Partnership Forum for consideration with final approval being made by the Health Board's People, Performance and Delivery Committee.

4. MEMBERSHIP

Members

- 4.1 All members of the LPF are full and equal members and share

responsibility for the decisions of the LPF. The UHB shall agree the overall size and composition of the LPF in consultation with those Trades Unions it recognises. The UHB's Trade Union Independent Member will be expected to attend the LPF in an ex-officio capacity. As a minimum, the membership of the LPF shall comprise:

Chair Joint chairmanship by the Director of Workforce and OD and Chair of Staff Representatives

Members **Management Representatives**
Chief Executive
Finance Director
Medical Director
Nurse Director
Director of Planning
Director of Therapies and Health Sciences
Director of Innovation and Improvement
Director of Workforce and OD (Chair)
Assistant Directors of Organisation Development, Workforce and Human Resources
Independent Member (Trades Unions)

Staff Representatives

The Health Board recognises those Trade Unions listed in **Appendix 3** for the representation of members who are employed by the organisation.

It will be the prerogative of the staff representatives to decide on the formula to achieve the maximum number of representatives. This can be reviewed locally as required.

4.2 Staff representatives must be employed by the organisation and accredited by their respective organisations. If a representative ceases to be employed by the Health Board or ceases to be a member of a nominating organisation then he/she will automatically cease to be a member of the LPF. Full Time Officers of the Trade Unions may attend meetings subject to prior notification and agreement.

4.3 Members of the Forum who are unable to attend a meeting may send a deputy providing such deputies are eligible for membership **of the Forum.**

In attendance

4.4 By invitation

The LPF Joint Chairs may invite:

- any others from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter

Chairs

- 4.5 The Director of Workforce and OD and Staff Representatives' Chair will co-chair the LPF. The Chairs shall work in partnership with each other and, as appropriate, with the Chairs of the Health Board's other advisory groups. Supported by the Health Board Secretary, Chairs shall ensure that key and appropriate issues are discussed by the Forum in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions. Vice Chairs will be identified.

Officers

- 4.6 The Staff Representatives' Chair, Vice Chair and Secretary will be elected from the Forum annually. Best practice requires these three officers to come from different trade unions.

Secretariat

- 4.7 Secretary - Management and staff representatives will appoint/elect a Joint Secretary. The Management and Staff Secretary will be responsible for the preparation of the agendas and minutes of the meetings held, and for obtaining the agreement of the Management and Staff Chairs.
- 4.8 The Assistant Director of Human Resources will act as Management Secretary and will be responsible for the maintenance of the constitution of the membership, the circulation of agenda and minutes and notification of meetings.
- 4.9 Consistent attendance and commitment to participate in discussions is essential. Where a member of the Forum does not attend on 3 consecutive occasions (except for reasons of sickness, pre-planned annual leave, maternity leave, etc.), the Joint Secretaries will write to the member and bring the response to the next meeting for further consideration and possible removal from the Forum.

5. COMMITTEE MEETINGS

Quorum

- 5.1 There should be 50% attendance of both parties for the meeting to be quorate.
- 5.2 If the meeting is not quorate no decisions can be made but information may be exchanged.

- 5.3 Where joint chairs agree extraordinary meetings may be scheduled with 7 calendar days' notice.

Frequency of Meetings

- 5.4 Meetings will be held bi-monthly but this may be changed to reflect the need of either staff or management representatives.

Management of Meetings

- 5.6 The business of the meeting shall be restricted to matters pertaining to Health Board Wide strategic issues. Local operational issues should be raised at the Divisional Partnership Forums and will not be considered unless it is agreed that such issues have UHB wide implications.

The minutes shall normally be distributed within 10 days from the meeting and no later than 7 days prior to the following meeting. Items for the agenda and supporting papers should be notified to the Management Secretary as early as possible, and in the event at least two weeks in advance of the meeting.

6. REPORTING AND ASSURANCE ARRANGEMENTS

- 6.1 The LPF shall:

- report formally and on a timely basis to the Board on the Forum's activities;
- bring to the Board's specific attention any significant matter under consideration by the Forum;

7. REVIEW

- 7.1 These terms of reference and operating arrangements shall be reviewed as directed by WG following recommendation by the NHS Wales Partnership Forum

Appendix 1

Six TUC Principles of Partnership Working

- a shared commitment to the success of the organisation
- a focus on the quality of working life
- recognition of the legitimate roles of the employer and the trade union
- a commitment by the employer to employment security
- openness on both sides and a willingness by the employer to share information and discuss the future plans for the organisation
- adding value – a shared understanding that the partnership is delivering measurable improvements for the employer, the union and employees

Appendix 2

Code of Conduct

A code of conduct for meetings sets ground rules for all participants:-

- Respect the meeting start time and arrive punctually
- Attend the meeting well-prepared, willing to contribute and with a positive attitude
- Listen actively. Allow others to explain or clarify when necessary
- Observe the requirement that only one person speaks at a time
- Avoid 'put downs' of views or points made by colleagues
- Respect a colleague's point of view
- Avoid using negative behaviours e.g. sarcasm, point-scoring, personalisation
- Try not to react negatively to criticism or take as a personal slight
- Put forward criticism in a positive way
- Be mindful that decisions have to be made and it is not possible to accommodate all individual views
- No 'side-meetings' to take place
- Respect the Chair

- Failure to adhere to the Code of Conduct may result in the suspension or removal of the member.

Appendix 3

List of Recognised Trade Unions

- Association of Clinical Biochemists
- British Medical Association (BMA)
- Hospital Consultants and Specialists Association
- Royal College of Nursing (RCN)
- Royal College of Midwives (RCM)
- UNISON
- UNITE
- GMB
- Transport & General Workers Union (TGWU)
- Union of Construction and Allied Trades & Technicians (UCATT)
- British Orthoptic Society
- Society of Radiographers
- British Dental Association
- Society of Chiropodists and Podiatrists
- Federation of Clinical Scientists
- Chartered Society of Physiotherapy (CSP)
- British Dietetic Association
- British Association of Occupational Therapists (BAOT)

The Stakeholder Reference Group

Terms of Reference and Operating Arrangements

1. INTRODUCTION

- 1.1 The Stakeholder Reference Group's (SRG) role is to provide independent advice on any aspect of University Health Board (UHB) business. This may include:

- Early engagement and involvement in the determination of the UHB overall strategic direction
- Provision of advice on specific service proposals prior to formal consultation; as well as
- Feedback on the impact of the UHB's operations on the communities it serves.

2. PURPOSE

- 2.1 The purpose of the SRG is to:

Facilitate full engagement and active debate amongst stakeholders from across the communities served by the UHB, with the aim of reaching and presenting a cohesive and balanced stakeholder perspective to inform the UHB's decision making.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 The SRG will, in respect of its provision of advice to the Board:

- offer advice to the UHB when specifically requested on any aspect of its business
- offer advice and feedback even if not specifically requested by the UHB.

- 3.3 Authority

The UHB may specifically request advice and feedback from the SRG on any aspect of its business, and the SRG may also offer advice and feedback, even if not specifically requested by the UHB.

The SRG may provide advice to the Board:

- at Board meetings, through the SRG Chair's participation as Associate Member
- in written advice, and
- in any other form specified by the Board.

The Board may determine that the SRG should be supported by sub groups to assist it in the conduct of its work, or the SRG may itself determine such arrangements, provided that the Board approves such action.

4. MEMBERSHIP

Chair Nominated from within the membership of the SRG by its members and approved by the Board.

Vice Chair Nominated from within the membership of the SRG by its members and approved by the Board.

Members The membership of the SRG must be drawn from within the area served by the UHB, and should ensure involvement from a range of bodies and groups operating within the communities serviced by the UHB.

In determining the overall size and composition of the SRG, the UHB must take account of the:

- demography of the areas served by the UHB;
- need to encourage and reflect the diversity of the locality, to incorporate different ages, race, religion and beliefs, sexual orientation, gender, including transgender, disability and socio-economic status;
- balance needed in both the range of difference stakeholders and the geographical areas covered, taking particular care to avoid domination by any particular stakeholder type or geographical area;
- design and operation of the partnership/stakeholder fora already influencing the work of the UHB at local community levels;
- need to complement, and not duplicate the work of CHCs; and
- need to guard against the over involvement of particular stakeholders through their roles across the range of partnership/stakeholder arrangements in place.

Secretariat As determined by the Board Secretary

In Attendance The Executive Director of Planning, Executive Director of Primary, Community and Mental Health Services, and Executive

Director of Nursing will attend the SRG, and the Board may determine that designated Board members or UHB staff should be in attendance at the SRG. The SRG Chair may also request the attendance of Board members or UHB staff, subject to the agreement of the UHB Chair.

Support to Committee Members

4.6 The Board Secretary, on behalf of the SRG Chair, shall:

- arrange the provision of advice and support to group members on any aspect related to the conduct of their role, and
- ensure the provision of a programme of organisational development for SRG members as part of the UHB's overall OD programme developed by the Director of Workforce and Organisational Development.

5. TERMS OF OFFICE

5.1 Appointments to the SRG shall be made by the Board, based upon nominations received from stakeholder bodies/groupings, and in accordance with any specific requirements or directions made by the Welsh Assembly Government (WAG). The Board may seek independent expressions of interest to provide a stakeholder perspective where it has determined that formal bodies or groups are not already established or operating within the area.

Members shall be appointed for a period specified by the Board, but for no longer than three years in any one term. Those members can be reappointed but may not serve a total period of more than five years consecutively. The Board may, where it considers it appropriate, make interim or short term appointments to the SRG to fulfil a particular purpose or need.

5.2 The **Chair** will be nominated from within the membership of the SRG, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the WAG. The nomination will be subject to consideration by the Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. The appointment as Chair will be made by the Minister, but it will not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.

5.3 The Chair's term of office will be for a period of up to two years, with the ability to stand as Chair for an additional one year, in line with that individual's term of office as a member of the SRG. That individual may remain in office for the remainder of their term as a member of the SRG

after their term of appointment as Chair has ended.

- 5.4 The **Vice Chair** will be nominated from within the membership of the SRG, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the WAG. The nomination shall be subject to consideration by the Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. The appointment as Vice Chair will be made by the Minister, but it will not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board. In the SRG Chair's absence, the Vice Chair will also perform the role of Associate Member on the UHB Board. The appointment of the Vice Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 5.5 The Vice Chair's term of office will be for a period of up to two years, with the ability to stand as Vice Chair for an additional one year, in line with that individual's term of office as a member of the SRG. That individual may remain in office for the remainder of their term as a member of the SRG after their term of appointment as Vice Chair has ended.
- 5.6 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform the SRG Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The SRG Chair will advise the Board in writing of any such cases immediately.
- 5.7 The UHB will require SRG members to confirm in writing their continued eligibility on an annual basis.
- 5.8 Where the Board determines it appropriate, the UHB may extend membership to individuals in order to provide a perspective from stakeholders where there are not already formal bodies or groups established or operating within the UHB area.

6. RESIGNATION, SUSPENSION AND REMOVAL OF MEMBERS

- 6.1 A member of the SRG may resign office at any time during the period of appointment by giving notice in writing to the SRG Chair and the Board.
- 6.2 If the Board, having consulted with the SRG Chair and the nominating body or group, considers that:
- it is not in the interests of the health service in the area covered by the SRG that a person should continue to hold office as a member, or
 - it is not conducive to the effective operation of the SRG

it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.

A nominating body or group may request the removal of a member appointed to the SRG by writing to the Board setting out an explanation and full reasons for removal.

- 6.3 If an SRG member fails to attend any meeting of the Group for a period of two consecutive meetings, the Board may remove that person from office unless they are satisfied that:

- iii) the absence was due to a reasonable cause, and
- iv) the person will be able to attend such meetings within such period as the Board considers reasonable.

- 6.4 Before making a decision to remove a person from office, the Board may suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

7. MEMBER RESPONSIBILITIES AND ACCOUNTABILITY

The Chair

- 7.1 The Chair is responsible for the effective operation of the SRG:
- chairing meetings
 - establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all business is conducted in accordance with its agreed operating arrangements, and
 - developing positive and professional relationships amongst the Group's membership and between the SRG and the UHB's Board and its Chair, and Chief Executive.
- 7.2 The Chair shall work in close harmony with the Chairs of the UHB's other advisory groups, and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Group in a timely manner, with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.
- 7.3 As Chair of the SRG, they will be appointed as an Associate Member of the UHB Board. The Chair is accountable for the conduct of their role as Associate Member on the UHB Board to the Minister, through the UHB Chair. They are also accountable to the UHB Board for the conduct of

business in accordance with the governance and operating framework set by the UHB.

The Vice Chair

- 7.4 The Vice Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing Chair resumes their duties, or a new Chair is appointed, and this deputisation includes acting in the role of Associate Member of the UHB Board.
- 7.5 The Vice Chair is accountable to the SRG Chair for their performance as Vice Chair, and to their nominating body or grouping for the way in which they represent their views at the SRG.

Members

- 7.6 The SRG shall function as a coherent advisory group, all members being full and equal members and sharing responsibility for the decisions of the SRG.
- 7.7 All members must:
- be prepared to engage with and contribute fully to the SRG's activities and in a manner that upholds the standards of good governance, including the values and standards of behaviour set for the NHS in Wales;
 - comply with their terms and conditions of appointment
 - equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes, and
 - promote the work of the SRG within the professional discipline they represent.
- 7.8 SRG members are accountable to the Chair for their performance as Group members, and to their nominating body or grouping for the way in which they provide an informed perspective of the matters under discussion.

Relationship with the Board

- 7.9 The SRG's main link with the Board is through the SRG Chair's membership of the Board as an Associate Member.
- 7.10 The Board may determine that designated Board members or UHB officers should be in attendance at Group meetings. The SRG's Chair may also request the attendance of Board members or UHB officers, subject to the agreement of the UHB Chair.

- 7.13 The Board should determine the arrangements for any joint meetings between the UHB Board and the SRG.
- 7.14 The Chair of the Board should put in place arrangements to meet with the SRG Chair on a regular basis to discuss the SRG's activities and operation.

8. RELATIONSHIP BETWEEN THE SRG AND OTHERS

- 8.1 The UHB Board must ensure that the SRG's advice provides a balanced, co-ordinated stakeholder perspective from across the local communities served by the UHB. The SRG shall:
- ensure effective links and relationships with other advisory groups, local and community partnerships and other key stakeholders who do not form part of the SRG membership;
 - ensure its role, responsibilities and activities are known and understood by others; and
 - take care to avoid unnecessary duplication of activity with other bodies/groups with an interest in the planning and provision of NHS services, e.g., Local Service Boards.
- 8.2 The SRG shall work together with Community Health Councils (CHCs) within the area covered by the UHB to engage and involve those within the local communities served whose views may not otherwise be heard
- 8.3 The SRG shall make arrangements to ensure designated CHC members receive the SRG's papers and are invited to attend SRG meetings.

9. SUPPORT TO THE SRG

- 9.2 The UHB's Board Secretary, on behalf of the Chair, will ensure that the SRG is properly equipped to carry out its role by:
- overseeing the process of nomination and appointment to the SRG;
 - co-ordinating and facilitating appropriate induction and organisational development activity
 - ensuring the provision of governance advice and support to the SRG Chair on the conduct of its business and its relationship with the LHB and others;
 - ensuring the provision of secretariat support for SRG meetings;
 - ensuring that the SRG receives the information it needs on a

timely basis;

- ensuring strong links to communities/groups; and
- facilitating effective reporting to the Board

thus enabling the Board to gain assurance that the conduct of business within the SRG accords with the governance and operating framework it has set.

10. COMMITTEE MEETINGS

10.4 Quorum

At least 6 members must be present to ensure the quorum of the SRG.

10.5 Frequency of Meetings

Meetings shall be held no less than quarterly and otherwise as the Chair of the SRG deems necessary – consistent with the UHB annual plan of Board Business.

10.6 Openness and Transparency

The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others to advise it in the conduct of business. The Board therefore requires, wherever possible, the SRG to hold meetings in public unless there are specific, valid reasons for not doing so.

Appendix 1

COMMITTEE WORKPLANS 2019-20

Audit Committee Work Plan 2019 - 20									
A - Approval D- discussion I - Information	Exec Lead	26-Feb	23-Apr	21-May	30-May	24-Sep	03-Dec	25-Feb	21-Apr
Agenda Item									
Governance									
Review the system of assurance	NF					D			D
Review the risk management system	NF								D
Note the business of other Committees and review inter-relationships	NF					D	D	D	D
Review Draft AGS	NF		D		A				
Review Draft Quality Statement	RW		D		A				
Review other sources of Assurance	NF					D	D	D	D
Review the UHB Annual Report	NF		D		A				
Review of Standing Orders	NF	D						D	
Report on Declarations of Interest and Gifts and Hospitality	NF		D		D	D	D	D	D
Receive reports from Regulatory Bodies	NF	D	D			D	D	D	D
Receive tracking report from recommendations from Regulatory Bodies	NF	D	D		D	D	D	D	D
Undertake Annual Review of PAC Report	NF							D	
Financial Focus									
Agree final accounts timetable and plans	RC							A	
Review of audited annual accounts and financial statements	RC			D	A				D
Review changes to SFIs and changes to accounting policies	RC/NF		D						D
Review losses and special payments	RC		D		A		A		
Single Tender Actions	RC	D	D		D	D	D	D	D
Internal Audit									
Review and approve annual internal audit plan	IA		A						A
Review and approve internal audit Terms of Reference	IA		A						A
Review the effectiveness of internal audit	IA						D		
Review of internal audit progress reports	IA	D	D			D	D	D	D
Receive annual internal audit report and associated opinions (HoIA)	IA			D	A				
Receive Tracking Report on internal audit recommendations	NF	D	D		D	D	D	D	D

External Audit									
Agree Auditor General's Audit Plan	WAO	A						A	
Review the effectiveness of external audit	WAO						D		
Review External Audit Progress Reports	WAO	D	D			D	D	D	
Receive the Auditors report to those charged with governance	WAO	D			A				
Receive the Auditors Annual Audit Report	WAO	A						A	
Receive Annual Structured Assessment Report	WAO	D						D	
Clinical Audit									
Review annual Clinical Audit Plan	RW		D						D
Review Clinical Audit Terms of Reference	RW		D						D
Review effectiveness of Clinical Audit	RW						D		
Review Clinical Audit Progress Reports	RW		D			D	D	D	D
Counter Fraud									
Review and approve annual counter fraud plan	CF		A	D					
Review counter fraud progress reports	CF		D			D	D	D	D
Review the effectiveness of Counter Fraud Specialist	CF						D		
Receive counter fraud annual report	CF		D		A				
Audit Committee									
Annual Work Plan	NF	A						A	
Self assessment of effectiveness	NF	D							
Induction Support for Committee Members	NF		D						
Review Terms of Reference	NF	A						A	
Produce annual Audit Committee Annual Report	NF	A						A	
Private discussion with internal and external auditor	NF	D	D			D	D	D	D
Minutes of Audit Committee Meeting	NF	A	A			A	A	A	A
Action log of Audit Committee Meeting	NF	D	D			D	D	D	D

Finance Committee Work Plan 2019 - 20														
A -Approval D- discussion I - Information	Exec Lead	27-Mar	24-Apr	29-May	26-Jun	31-Jul	28-Aug	25-Sep	30-Oct	27-Nov	18-Dec	27-Jan	25-Feb	25-Mar
Agenda Item														
Financial Report	RC	D	D	D	D	D	D	D	D	D	D	D	D	D
Cost Reduction Programme	RC	A	D	D	D	D	D	D	D	D	D	D	D	D
Tracker System for Corporate and Clinical Boards	RC/SC	D	D	D	D	D	D	D	D	D	D	D	D	D
IMTP Financial Plan	RC								D	D	D			
Clinical Board Escalation	SC	D	D	D	D	D	D	D	D	D	D	D	D	D
Review of Financial Risk Register	RC	D	D	D	D	D	D	D	D	D	D	D	D	D
Finance Committee Governance														
Annual Work Plan	NF												A	
Self assessment of effectiveness	NF		D										D	
Review Terms of Reference	NF												A	
Produce annual Finance Committee Annual Report	NF												A	
Minutes of Finance Committee Meeting	NF	A	A	A	A	A	A	A	A	A		A	A	A
Action log of Finance Committee Meeting	NF	D	D	D	D	D	D	D	D	D		D	D	D

Quality Safety and Experience Committee Work Plan 2019 - 20								
A -Approval D- discussion I - Information	Exec Lead	16-Apr	18-Jun	13-Aug	17-Sep	15-Oct	17-Dec	18-Feb
Agenda Item								
Standing Items								
Sub Committee Assurance Reports from Clinical Boards	SC	D	D	D	D		D	D
Community Health Council Reports	RW	D	D	D	D		D	D
Patient Story	RW	Specialist	Surgery	W&C	CD&T		Medicine	MH &PCIC
Quality Governance								
Quality, Safety and Improvement Framework Standard 3.1	RW	D			D			
Patient Experience Framework	RW	D			D			
Annual Quality Statement	RW	A						D
Health Care Standards Self Assessment	RW				D(assess)		D(plan)	
Policies	RW	A	A	A	A		A	A
Key External Reports								
Health Promotion Protection and Improvement								
Reports as and when required	RW	D	D	D	D		D	D
Safe Care								
Serious Patient Safety Incident Report Standard 2	RW					D		
Patient Safety Solutions Standard 2	RW	D			D			
Blood Management Standard 2.8	GS				D			
Patient Safety Walkarounds Standard 2.1	RW				D			
Infection Prevention and Control Standard 2.4	RW		D					
Cleaning Standards Standard 2.4	RW		D					
Patient Falls Standard 2.3	FJ	D				D		
Medication Standard 2.6	GS		D				D	
Nutrition and hydration 2.5	RW	D			D			
Safeguarding 2.7	RW	D	D	D	D		D	D
Protecting patients from pressure damage Standard 2.2	RW		D				D	
POCT	FJ		D				D	
Care of deteriorating patient Standard 3.1	RW			D			D	
Medical Devices	FJ				D			
Claims and Concerns	RW				D			D

Effective Care								
Mortality and Harm Standard 3.1	GS		D				D	
Clinical Audit Plan Standard 3.1	RW	D					D	
Cancer reviews Standard 3.1	SC	D	D	D	D		D	D
Research and Development Standard 3.3	GS				D			
LIPs Standard 3.3	RW						D	
NICE Guidance Standard 3.1	GS				D			
Dignified Care								
HIW activity update 4.1	RW	D	D	D	D		D	D
Carer Measure 4.1	RW				D			
Timely Care								
Outpatient follow up and surveillance processes standard 5.1	SC							
Individual Care								
Sensory Loss standard 6.2	RW							
Quality, Safety and Experience Committee Governance								
Chairs Action	SE	I	I	I	I		I	I
Annual Work Plan	NF							A
Review of Meeting	NF	D	D	D	D		D	D
Self-assessment of effectiveness	NF	D						A
Review Terms of Reference	NF							A
Produce Committee Annual Report	NF							A
Minutes of Quality, Safety & Experience Committee Meeting	NF	A	A	A	A		A	A
Action log of Quality, Safety and Experience Committee Meeting	NF	D	D	D	D		D	D

Strategy and Delivery Committee Work Plan 2018 - 2019 Approval - A Discussion - D Information - I					Lead Exec	05-Mar	30-Apr	25-Jun	03-Sep	29-Oct	07-Jan	10-Mar
PART A - Shaping Our Future Wellbeing Strategy (SOFW)												
Performance Against Strategic Objectives:												
1. Reduce Health Inequalities - Maximising prevention in UHB (April) - Childhood Immunisation Annual Update (June) - Healthy Travel Charter Update (October)	FK		D	D		D						
2. Deliver outcomes that matter	FK			D								
3. Ensure that all take responsibility for improving our health and wellbeing	FK			D								
4. Offer services that our citizens are entitled to expect	FK, FJ SC											
5. Have an unplanned care system that provides the right care, in the right place, first time	SC				D	D						
6. Have a planned care system where demand and capacity are in balance	SC			D								
7. Reduce harm, waste and variation sustainably so that we live within the resource available	RW, MDi, SH							D				
8. Be a great place to work and learn	MD						D					
9. Work better together with partners to deliver care and support across care sectors, making best use of people and technology	MD						D					
10. Excel at teaching, research, innovation and improvement	GS, AH						D					
National Strategies:												
Ensure that the organisation is strategically aligned with the Welsh Governments health and social care strategy including:												
1. Wellbeing of Future Generations Act - WFG Flash Report (April & October)	FK		D			D						
2. Social Care and Wellbeing Act	SC				D							
3. The Long Term Health and Social Care Plan - A Healthier Wales	SC		D				D					
PART B - DELIVERY PLANS												
Integrated Medium Term Plan (IMTP):												
Monitor the development and delivery of the 3 year IMTP. Particular focus will be given to:	AH											
1. Ensuring that service provision, quality, finance and workforce elements are aligned and integrated	RW, RC,MD	D	D	D	D	D	D	D				
2. Close scrutiny of the Workforce Plan (Annual	MD					D						
3. Scrutiny of the Capital Plan	AH	D	D	D	D	D	D	D				

Other Significant Plans:								
Scrutinise other significant plans associated with the delivery of SOFW to ensure they are implemented as intended including:								
1. Research and Development	GS			D				
2. Digital Healthcare	SH		D					
3. Commercial developments	AH			D				
4. Infrastructure / Estates	AH				D			
5. Key service change proposals	AH			D				
6. Major consultations or engagements that support the delivery of SOFW (As and when required)	AH							
PART C - PERFORMANCE REPORTS								
Ensure that key performance indicators are on track and that actions are taken to correct unintended variations including:								
1. Key organisational performance indicators	SC	D	D	D	D	D	D	D
2. Workforce key performance indicators	MD	D	D	D	D			
3. Undertake closer scrutiny "deep dives" when considered appropriate	CJ	D	D	D	D	D	D	D
PART D - OTHER RESPONSIBILITIES								
Equality and Health Impact Assessments								
Ensure that all Equality and Health impact assessments are fully considered including:								
1. Strategic Equality Plan	MD	D						
2. Annual Equality Statement and Report	MD	D						
3. More Than Just Words (Welsh Language)	MD			D				
4. Welsh Language Scheme	MD				D			
GOVERNANCE ARRANGEMENTS								
Minutes	NF	A	A	A	A	A	A	A
Action Log	NF	D	D	D	D	D	D	D
Approval of Policies (as and when required)	NF	A	A	A	A	A	A	A
Review Terms of Reference	NF	A	A	A	A	A	A	A
Committee Self Assessment	NF	D	A					
Committee Annual Report	NF	A						
Board Assurance Framework - To receive risks allocated to Committee	NF	D						

Mental Health and Capacity Legislation Committee Work Plan 2019 - 20					
A -Approval D- discussion I - Information	Exec Lead	12-Feb	04-Jun	22-Oct	01-Feb
Agenda Item					
Mental Health Act					
MHA Monitoring Exception Report	SC	D	D	D	D
Section 17 Compliance	SC	D	D	D	D
Section 138 Partnership Arrangements	SC	D	D	D	D
Policies in support of operation of MHCL	SC	D	D	D	D
Hospital Managers Power of Discharge Sub Committee Minutes	SC	D	D	D	D
Mental Health Measure Act Monitoring					
Mental Health Measure Monitoring Report	SC	D	D	D	D
Care and Treatment Plans Update Report	SC	D	D	D	D
Mental Capacity Act					
MCA Monitoring Report	SC	D	D	D	D
DOLs Monitoring Report	SC	D	D	D	D
DOLs Audit	SC			D	
Inspection Reports					
HIW MHA Inspection Reports	SC	D	D	D	D
Public Service Ombudsman Wales Reports	SC	D	D	D	D
Annual Reports					
Hospital Managers Power of Discharge Sub Committee Annual Report	SC		D		
HIW MHA Annual Report	SC		D		
MHCL Committee Governance					
Annual Work Plan	NF	A			
Self assessment of effectiveness	NF	A	D		
Review Terms of Reference	NF	A			
Produce Committee Annual Report	NF	A			
Minutes of Audit Committee Meeting	NF	A	A	A	A
Action log of Audit Committee Meeting	NF	D	D	D	D

Digital Health Intelligence Committee Work Plan 2019 - 20				
A -Approval D- discussion I - Information	Exec Lead	15-Aug	01-Oct	04-Feb
Agenda Item				
Assurance				
Data, Information management and governance Assurance Review	DT			
Information Governance Assurance Review	DT			
Information Governance Training Update	DT			
Information Governance Communications and Engagement Plans	DT			
Digital Strategy Assurance on development and delivery	DT			
Framework of policies , procedures and controls	DT			
Internal Audit and WAO Reviews	DT			
Other external reviews	DT			
Staff Engagement on Digital Agenda Assurance				
Risk Register	DT	D	D	D
Development, procurement and implementation of national and Local IMT systems	DT			
Statutory and Mandatory Requirements				
Caldicott Guardian	DT			
Freedom of Information	DT			
GDPR Compliance	DT			
Serious Reportable Data Breaches	DT			
Digital and Health Intelligence Committee				
Annual Work Plan	NF	A		A
Self assessment of effectiveness	NF	D		D
Induction Support for Committee Members	NF			
Review Terms of Reference	NF	A		A
Produce Digital and Health Intelligent Committee Annual Report	NF	A		A
Minutes of Digital and Health Intelligent Committee Meeting	NF	A		A
Action log of Digital and Health Intelligent Committee Meeting	NF	D		D

Schedule 4

JOINT COMMITTEE ARRANGEMENTS

**This Schedule forms part of, and shall have effect as if incorporated in the
Local Health Board Standing Orders**

Schedule 4.1 – Welsh Health Services Specialised Services Committee
Schedule 4.2 – Emergency Ambulance Services Committee

Schedule 5

ADVISORY GROUPS

Terms of Reference and Operating Arrangements

**This Schedule forms part of, and shall have effect as if incorporated in the
Local Health Board Standing Orders**

Schedule 5.1 – Stakeholder Reference Group
Schedule 5.2 – Health Professionals Forum
Schedule 5.3 – Local Partnership Forum

Schedule 5.1

Stakeholder Reference Group

Terms of Reference and Operating Arrangements

THE STAKEHOLDER REFERENCE GROUP (SRG)

1.1 Role

1.1.1 The SRG's role is to provide independent advice on any aspect of LHB business. This may include:

- Early engagement and involvement in the determination of the LHB's overall strategic direction;
- Provision of advice on specific service proposals prior to formal consultation; as well as
- Feedback on the impact of the LHB's operations on the communities it serves.

1.1.2 The SRG provides a forum to facilitate full engagement and active debate amongst stakeholders from across the communities served by the LHB, with the aim of reaching and presenting a cohesive and balanced stakeholder perspective to inform the LHB's decision making.

1.1.3 The SRG's role is distinctive from that of Community Health Councils (CHCs), who have a statutory role in representing the interests of patients and the public in their areas. The SRG shall represent those stakeholders who have an interest in, and whose own role and activities may be impacted by the decisions of the LHB. Membership may include community partners, provider organisations, special interest and other groups operating within the LHBs area.

1.1.4 It does not cover those stakeholders whose interests are represented within the remit of other Advisory Groups established by the LHB, e.g., the Healthcare Professionals' Forum and Local Partnership Forum.

1.1.5 In addition to the provisions in 1.1.3 above the Board must set out, the relationships and accountabilities with others, such as the Regional Partnership Board.

1.2 Membership

1.2.1 The membership of the SRG, including the approval of nominations to the Group; the appointment of Chair and Vice Chair; definition of member roles, powers and terms and conditions of appointment (including remuneration and reimbursement) will be determined by the Board, taking

account of the views of its stakeholders.

1.2.2 There shall be no minimum or maximum requirement in terms of membership size. In determining the number of members, the Board shall take account of the need to ensure the SRG's size is optimal to ensure focused and inclusive activity.

1.2.3 Membership must be drawn from within the area served by LHB, and shall ensure involvement from a range of bodies and groups operating within the communities serviced by the LHB. Where the Board determines it appropriate, the LHB may extend membership to individuals in order to represent a key stakeholder group where there are not already formal bodies or groups established or operating within the area and who may represent the interests of these stakeholders on the SRG.

1.2.4 In determining the overall size and composition of the SRG, the Board must take account of the:

- Demography of the areas served by the LHB;
- Need to encourage and reflect the diversity of the locality, to incorporate different ages, race, religion and beliefs, sexual orientation, gender, including transgender, disability and socio-economic status. Where appropriate, the LHB shall support positive action to increase representation;
- Balance needed in both the range of difference stakeholders and the geographical areas covered, taking particular care to avoid domination by any particular stakeholder type or geographical area;
- Design and operation of the partnership/stakeholder fora already influencing the work of the LHB at local community levels;
- Need to complement, and not duplicate the work of CHCs; and
- Need to guard against the over involvement of particular stakeholders through their roles across the range of partnership/stakeholder arrangements in place.

1.2.5 The Board shall keep under review the size and composition of the SRG to ensure it continues to reflect an appropriate balance in stakeholder representation.

1.3 Member Responsibilities and Accountability:

The Chair

1.3.1 The Chair is responsible for the effective operation of the SRG:

- Chairing Group meetings;
- Establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all Group business is conducted in accordance with its agreed operating arrangements; and
- Developing positive and professional relationships amongst the

Group's membership and between the Group and the LHB's Board and its Chair and Chief Executive.

- 1.3.2 The Chair shall work in close harmony with the Chairs of the LHB's other advisory groups, and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Group in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.
- 1.3.3 As Chair of the SRG, they may as an Associate Member of the LHB Board. The Chair is accountable for the conduct of their role as Associate Member on the LHB Board to the Minister, through the LHB Chair. They are also accountable to the LHB Board for the conduct of business in accordance with the governance and operating framework set by the LHB.

The Vice Chair

- 1.3.4 The Vice-Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing Chair resumes their duties or a new chair is appointed, and this deputisation includes acting in the role of Associate Member of the LHB Board.
- 1.3.5 The Vice Chair is accountable, through the SRG Chair to the LHB Board, for their performance as Vice Chair, and to their nominating body or grouping for the way in which they represent their views at the SRG.

Members

- 1.3.6 The SRG shall function as a coherent Advisory Body, all members being full and equal members and sharing responsibility for the decisions of the SRG.
- 1.3.7 All members must:
- Be prepared to engage with and contribute fully to the SRG's activities and in a manner that upholds the standards of good governance – including the values and standards of behaviour – set for the NHS in Wales;
 - Comply with their terms and conditions of appointment;
 - Equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
 - Promote the work of the SRG within the communities it represents.
- 1.3.8 SRG members are accountable, through the SRG Chair to the LHB Board for their performance as Group members, and to their nominating body or grouping for the way in which they represent the views of their body or

grouping at the SRG.

1.4 Appointment and terms of office

- 1.4.1 Appointments to the SRG shall be made by the Board, based upon nominations received from stakeholder bodies/groupings. The Board may seek independent expressions of interest to represent a key stakeholder group where it has determined that formal bodies or groups are not already established or operating within the area that may represent the interests of these stakeholders on the SRG.
- 1.4.2 The nomination and appointment process shall be open and transparent, and in accordance with any specific requirements or directions made by the Welsh Ministers. The appointments process shall be designed in a manner that meets the communication and involvement needs of all stakeholders eligible for appointment;
- 1.4.3 The Board Secretary, on behalf of the Chair of the LHB, will oversee the process of nomination and appointment to the SRG.
- 1.4.4 Members shall be appointed for a period specified by the Board, but for no longer than 3 years in any one term. Those members can be reappointed but may not serve a total period of more than 5 years consecutively. The Board may, where it considers it appropriate, make interim or short term appointments to the SRG to fulfil a particular purpose or need.
- 1.4.5 The **Chair** shall be nominated from within the membership of the SRG, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration by the LHB Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. The appointment as Chair shall be made by the Minister, but it shall not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 1.4.6 The Chair's term of office shall be for a period of up to two (2) years, with the ability to stand as Chair for an additional one (1) year, in line with that individual's term of office as a member of the SRG. That individual may remain in office for the remainder of their term as a member of the SRG after their term of appointment as Chair has ended.
- 1.4.7 The **Vice Chair** shall be nominated from within the membership of the SRG, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration and appointment by the LHB Board. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board. In the SRG Chair's absence,

the Vice Chair shall also perform the role of Associate Member on the LHB Board. The appointment of the Vice Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the Regulations.

- 1.4.8 The Vice Chair's term of office shall be for a period of up to two (2) years, with the ability to stand as Vice Chair for an additional one (1) year, in line with that individual's term of office as a member of the SRG. That individual may remain in office for the remainder of their term as a member of the SRG after their term of appointment as Vice Chair has ended.
- 1.4.9 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform the SRG Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The SRG Chair will advise the Board in writing of any such cases immediately.
- 1.4.10 The LHB will require SRG members to confirm in writing their continued eligibility on an annual basis.

1.5 Resignation, suspension and removal of members

- 1.5.1 A member of the SRG may resign office at any time during the period of appointment by giving notice in writing to the SRG Chair and the Board.
- 1.5.2 If the Board, having consulted with the SRG Chair and the nominating body or group, considers that:

- It is not in the interests of the health service in the area covered by the SRG that a person should continue to hold office as a member; or
- It is not conducive to the effective operation of the SRG

it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.

- 1.5.3 A nominating body or group may request the removal of a member appointed to the SRG to represent their interests by writing to the Board setting out an explanation and full reasons for removal.
- 1.5.4 If an SRG member fails to attend any meeting of the Group for a period of six months or more, the Board may remove that person from office unless they are satisfied that:
- i) The absence was due to a reasonable cause; and
 - ii) The person will be able to attend such meetings within such period as the Board considers reasonable.
- 1.5.5 Before making a decision to remove a person from office, the Board may

suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

1.6 Relationship with the Board

- 1.6.1 The SRG's main link with the Board is through the SRG Chair's membership of the Board as an Associate Member.
- 1.6.2 The Board may determine that designated Board members or LHB officers shall be in attendance at Advisory Group meetings. The SRG's Chair may also request the attendance of Board members or LHB officers, subject to the agreement of the LHB Chair.
- 1.6.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the SRG.
- 1.6.4 The Board's Chair shall put in place arrangements to meet with the SRG Chair on a regular basis to discuss the SRG's activities and operation.

1.7 Relationship between the SRG and others

- 1.7.1 The Board must ensure that the SRG's advice represents a balanced, co-ordinated stakeholder perspective from across the local communities served by the LHB. The SRG shall:
 - Ensure effective links and relationships with other advisory groups, local and community partnerships and other key stakeholders who do not form part of the SRG membership;
 - Ensure its role, responsibilities and activities are known and understood by others; and
 - Take care to avoid unnecessary duplication of activity with other bodies/groups with an interest in the planning and provision of NHS services, e.g., Regional Partnership Boards.

1.8 Working with Community Health Councils

- 1.8.1 The SRG shall make arrangements to ensure designated CHC members receive the SRG's papers and are invited to attend SRG meetings.
- 1.8.2 The SRG shall work together with CHCs within the area covered by the LHB to engage and involve those within the local communities served whose views may not otherwise be heard.

Schedule 5.2

Health Professionals' Forum

Terms of Reference and Operating Arrangements

THE HEALTHCARE PROFESSIONALS' FORUM (HPF)

1.1 Role

- 1.1.1 The HPF's role is to provide a balanced, multi-disciplinary view of healthcare professional issues to advise the Board on local strategy and delivery. Its role does not include consideration of healthcare professional terms and conditions of service.
- 1.1.2 The HPF shall facilitate engagement and debate amongst the wide range of clinical interests within the LHB's area of activity, with the aim of reaching and presenting a cohesive and balanced healthcare professional perspective to inform the LHB's decision making.

1.2 Terms of reference and operating arrangements

- 1.2.1 The Board must set out, the relationships and accountabilities with others, as well as the National Professional Advisory Group.

1.3 Membership

- 1.3.1 The membership of the HPF reflects the structure of the seven health Statutory Professional Advisory Committees set up in accordance with Section 190 of the NHS (Wales) Act 2006. Membership of the HPF shall therefore comprise the following eleven (11) members, as a minimum:
 - Welsh Medical Committee
 - Primary and Community Care Medical representative
 - Mental Health Medical representative
 - Specialist and Tertiary Care medical representative
 - Welsh Nursing and Midwifery Committee
 - Community Nursing and Midwifery representative
 - Hospital Nursing and Midwifery representative
 - Welsh Therapies Advisory Committee
 - Therapies representative

- Welsh Scientific Advisory Committee
 - Scientific representative
- Welsh Optometric Committee
 - Optometry representative
- Welsh Dental Committee
 - Dental representative
- Welsh Pharmaceutical Committee
 - Hospital Pharmacists representative
 - Community Pharmacists representative

1.3.2 Where the Board determines it appropriate, the LHB may extend membership to other individuals in order to ensure an appropriate balance in representation amongst healthcare professional groupings and across the range of primary, community and secondary service provision.

1.4 Member Responsibilities and Accountability:

The Chair

1.4.1 The Chair is responsible for the effective operation of the HPF:

- Chairing meetings;
- Establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all business is conducted in accordance with its agreed operating arrangements; and
- Developing positive and professional relationships amongst the HPF's membership and between the HPF and the LHB's Board, and in particular its Chair, Chief Executive and clinical Directors.

1.4.2 The Chair shall work in close harmony with the Chairs of the LHB's other advisory groups, and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the HPF in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

1.4.3 As Chair of the HPF, they will be appointed as an Associate Member of the LHB Board. The Chair is accountable for the conduct of their role as Associate Member on the LHB Board to the Minister, through the LHB Chair. They are also accountable to the LHB Board for the conduct of business in accordance with the governance and operating framework set by the LHB.

The Vice Chair

1.4.4 The Vice-Chair shall deputise for the Chair in their absence for any

reason, and will do so until either the existing chair resumes their duties or a new chair is appointed, and this deputisation includes acting in the role of Associate Member of the LHB Board.

- 1.4.5 The Vice Chair is accountable through the HPF Chair to the LHB Board for their performance as Vice Chair, and to their nominating body or grouping for the way in which they represent their views at the HPF.

Members

- 1.4.6 The HPF shall function as a coherent advisory group, all members being full and equal members and sharing responsibility for the decisions of the HPF.

- 1.4.7 All members must:

- Be prepared to engage with and contribute fully to the HPF's activities and in a manner that upholds the standards of good governance – including the values and standards of behaviour – set for the NHS in Wales;
- Comply with their terms and conditions of appointment;
- Equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
- Promote the work of the HPF within the healthcare professional discipline they represent.

- 1.4.8 Forum members are accountable through the HPF Chair to the LHB Board for their performance as Group members, and to their nominating body or grouping for the way in which they represent the views of their body or grouping at the HPF.

1.5 Appointment and terms of office

- 1.5.1 Appointments to the HPF shall be made by the Board, based upon nominations received from the relevant healthcare professional group, and in accordance with any specific requirements or directions made by the Welsh Ministers. Members shall be appointed for a period specified by the Board, but for no longer than 4 years in any one term. Those members can be reappointed but may not serve a total period of more than 8 years consecutively.

- 1.5.2 The **Chair** will be nominated from within the membership of the HPF, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination will be subject to consideration by the Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. Their appointment as Chair will be made by the Minister, but it will not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the

Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.

- 1.5.3 The Chair's term of office will be for a period of up to two (2) years, with the ability to stand as Chair for an additional one (1) year, in line with that individual's term of office as a member of the HPF. That individual may remain in office for the remainder of their term as a member of the HPF after their term of appointment as Chair has ended.
- 1.5.4 The **Vice Chair** will be nominated from within the membership of the HPF, by its members, in a manner determined by the Board, subject to the condition that they be appointed from a different healthcare discipline to that of the Chair, along with any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration and appointment by the Board. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board. In the HPF Chair's absence, the Vice Chair will also perform the role of Associate Member on the LHB Board. The appointment of the Vice Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 1.5.5 The Vice Chair's term of office will be for a period of up to two (2) years, with the ability to stand as Vice Chair for an additional one (1) year, in line with that individual's term of office as a member of the HPF. That individual may remain in office for the remainder of their term as a member of the HPF after their term of appointment as Vice Chair has ended.
- 1.5.6 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform the HPF Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The HPF Chair will advise the Board in writing of any such cases immediately.
- 1.5.7 The LHB will require Forum members to confirm in writing their continued eligibility on an annual basis.

1.6 Resignation, suspension and removal of members

- 1.6.1 A member of the HPF may resign office at any time during the period of appointment by giving notice in writing to the HPF Chair and the Board.
- 1.6.2 If the Board, having consulted with the HPF Chair and the nominating body or group, considers that:
 - It is not in the interests of the health service in the area covered by the HPF that a person should continue to hold office as a member; or
 - It is not conducive to the effective operation of the HPF

it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.

1.6.3 A nominating body or group may request the removal of a member appointed to the HPF to represent their interests by writing to the Board setting out an explanation and full reasons for removal.

1.6.4 If a member fails to attend any meeting of the HPF for a period of six months or more, the Board may remove that person from office unless they are satisfied that:

- v) The absence was due to a reasonable cause; and
- vi) The person will be able to attend such meetings within such period as the Board considers reasonable.

1.6.5 Before making a decision to remove a person from office, the Board may suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

1.7 Relationship with the Board

1.7.1 The HPF's main link with the Board is through the HPF Chair's membership of the Board as an Associate Member.

1.7.2 The Board may determine that designated Board members or LHB officers shall be in attendance at Advisory Group meetings. The HPF's Chair may also request the attendance of Board members or LHB officers, subject to the agreement of the LHB Chair.

1.7.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the HPF.

1.7.4 The Board's Chair shall put in place arrangements to meet with the HPF Chair on a regular basis to discuss the HPF's activities and operation.

1.8 Rights of Access to the LHB Board for Professional Groups

1.8.1 The LHB Chair, on the advice of the Chief Executive and/or Board Secretary, may recommend that the Board afford direct right of access to any professional group, in the following, exceptional circumstances:

- i) Where the HPF recommends that a matter should be presented to the Board by a particular healthcare professional grouping, e.g., due to the specialist nature of the issues concerned; or
- ii) Where a healthcare professional group has demonstrated that the

HPF has not afforded it due consideration in the determination of its advice to the Board on a particular issue.

- 1.8.2 The Board may itself determine that it wishes to seek the views of a particular healthcare professional grouping on a specific matter, in accordance with Standing Order 6.5.7.

1.9 Relationship with the National Professional Advisory Group

- 1.9.1 The HPF Chair (or HPF Vice-Chair) will be a member of the National Professional Advisory Group.

Schedule 5.3

Local Partnership Forum Advisory Group Terms of Reference and Operating Arrangements

1.1 Role and Purpose

- 1.1.1 The LHB Local Partnership Forum (LPF) is the formal mechanism where NHS Wales's employers and trade unions/professional bodies (hereafter referred to as staff organisations) work together to improve health services for the people of Wales. It is the forum where key stakeholders will engage with each other to inform, debate and seek to agree local priorities on workforce and health service issues.
- 1.1.2 At the earliest opportunity, the Board will engage with staff organisations in the key discussions at the LHB Board, LPF and Locality/Divisional level.
- 1.1.3 All members are full and equal members of the forum and collectively share responsibility for the decisions made.
- 1.1.4 The LPF will provide the formal mechanism for consultation, negotiation and communication between the staff organisations and management. The TUC principles of partnership will apply. These principles are attached at Appendix 1.
- 1.1.5 The purpose of the LPF will be to:
- Establish a regular and formal dialogue between the Board's Executive and staff organisations on matters relating to workforce and health service issues.
 - Enable employers and staff organisations to put forward issues affecting the workforce.
 - Provide opportunities for staff organisations and managers to input into organisation service development plans at an early stage.
 - Consider the implications on staff of service reviews and identify and seek to agree new ways of working.
 - Consider the implications for staff of NHS reorganisations at a national or local level and to work in partnership to achieve mutually successful implementation.
 - Appraise and discuss in partnership the financial performance of the organisation on a regular basis.

- Appraise and discuss in partnership the Board services and activity and its implications.
- Provide opportunities to identify and seek to agree quality issues, including clinical governance, particularly where such issues have implications for staff.
- Communicate to the partners the key decisions taken by the Board and senior management.
- Consider national developments in NHS Wales Workforce and Organisational Strategy and the implications for the Board including matters of service re-profiling.
- Negotiate on matters subject to local determination.
- Ensure staff organisation representatives are afforded reasonable paid time off to undertake trade union duties
- To develop in partnership appropriate facilities arrangements using A4C Facilities Agreement as a minimum standard.

1.1.6 In addition the LPF can establish LPF sub groups to establish ongoing dialogue, communication and consultation on service and operational management issues specific to Divisions/Directorates/Service areas. Where these sub groups are developed they must report to the LHB LPF.

1.2 General Principles

1.2.1 The LHB and LPF accepts that partnerships help the workforce and management work through challenges and to grow and strengthen their organisations. Relationships are built on trust and confidence and demonstrate a real commitment to work together.

1.2.2 The principles of true partnership working between staff organisations and Management are as follows:

- Staff organisations and management show joint commitment to the success of the organisation with a positive and constructive approach
- They recognise the legitimacy of other partners and their interests and treat all parties with trust and mutual respect
- They demonstrate commitment to employment security for workers and flexible ways of working
- They share success – rewards must be felt to be fair
- They practice open and transparent communication – sharing information widely with openness, honesty and transparency
- They must bring effective representation of the views and interests of the workforce
- They must demonstrate a commitment to work with and learn from each other

All members must:

- be prepared to engage with and contribute fully to the LPF's activities and in a manner that upholds the standards of good governance set for the NHS in Wales;
- comply with their terms and conditions of appointment;
- equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
- promote the work of the LPF within the professional discipline they represent.

1.2.3 A Code of Conduct is attached as Appendix 2.

1.3 Membership

1.3.1 All members of the LPF are full and equal members and share responsibility for the decisions of the LPF. The NHS organisation shall agree the overall size and composition of the LPF in consultation with those staff organisations the LHB recognises for collective bargaining. The Trade Union member of the LHB Board will be expected to attend the LPF in an ex-officio capacity. As a minimum, the membership of the LPF shall comprise:

Management Representatives

1.3.2 Management will normally consist of the following members of management representatives:

- Chief Executive
- Finance Director
- General Managers/Divisional Managers (as locally identified)
- Director of Workforce and OD
- Workforce and OD staff (as locally identified)

1.3.3 Other Executive Directors and others may also be members or may be co-opted dependent upon the agenda.

Staff Representatives

1.3.4 The Board recognises those staff organisations listed in Appendix 3 for the representation of members who are employed by the organisation.

1.3.5 Staff representatives must be employed by the organisation and accredited by their respective organisations for the purposes of bargaining. If a representative ceases to be employed by the Board or ceases to be a member of a nominating organisation then they will automatically cease to be a member of the LPF. Full time officers of the staff organisations may attend meetings subject to prior notification and agreement.

- 1.3.6 Members of the LPF who are unable to attend a meeting may send a deputy, providing such deputies are eligible for appointment to the LPF.

1.4 Quorum

- 1.4.1 Every effort will be made by all parties to maintain a stable membership. There should be 50% attendance of both parties for the meeting to be quorate.
- 1.4.2 If the meeting is not quorate no decisions can be made but information may be exchanged. Where joint chairs agree extraordinary meeting may be scheduled within 7 calendar days' notice.
- 1.4.3 Consistent attendance and commitment to participate in discussions is essential. Where a member of the LPF does not attend on 3 consecutive occasions, the Joint Secretaries will write to the member and bring the response to the next meeting for further consideration and possible removal.

1.5 Officers

- 1.5.1 The Staff Organisation Chair, Vice Chair and Secretary will be elected from the LPF annually. Best practice requires these three officers to come from different staff organisations.

1.6 Chairs

- 1.6.1 The Management and Staff Organisation Chair will chair the LPF. This will be done on a rotational basis. In the absence of the Chair(s) the Vice Chair(s) will act as Chair. The Chairs shall work in partnership with each other and, as appropriate, with the Chairs of the Board's other advisory groups. Supported by the Board Secretary, Chairs shall ensure that key and appropriate issues are discussed by the LPF in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

1.7 Joint Secretaries

- 1.7.1 Each side of the LPF should appoint/elect its own Joint Secretary. The Management and Staff Organisation Secretary will be responsible for the preparation of the agendas and minutes of the meetings held, and for obtaining the agreement of the Management and Staff Organisation Chairs.
- 1.7.2 The Director of Workforce and OD will act as Management Secretary and will be responsible for the maintenance of the constitution of the membership, the circulation of agenda and minutes and notification of meetings.

1.8 Sub Committees

- 1.8.1 When is considered appropriate, the LPF can decide to appoint a subcommittee, to hold detailed discussion on a particular issue(s). Nominated representatives to sub committees will communicate and report regularly to the LPF.

1.9 Management of Meetings

- 1.9.1 Meetings will be held bi-monthly but this may be changed to reflect the need of either staff organisations or management.
- 1.9.2 The business of the meeting shall be restricted to matters pertaining to LPF issues and should include local operational issues. Board wide strategic issues and issues that have LHB/Trust wide implications shall be referred to the Welsh Partnership Forum via the LHB Board.
- 1.9.3 The minutes shall normally be distributed 10 days after the meeting and no later than 7 days prior to meeting. Items for the agenda and supporting papers should be notified to the Management Secretary as early as possible, and in the event at least two weeks in advance of the meeting.
- 1.9.4 The LPF has the capacity to co-opt others onto the LPF or its sub groups as deemed necessary by agreement.

Appendix 1

Six Principles of Partnership Working

- a shared commitment to the success of the organisation

- a focus on the quality of working life
- recognition of the legitimate roles of the employer and the trade union
- a commitment by the employer to employment security
- openness on both sides and a willingness by the employer to share information and discuss the future plans for the organisation
- adding value – a shared understanding that the partnership is delivering measurable improvements for the employer, the union and employees

Appendix 2

Code of Conduct

A code of conduct for meetings sets ground rules for all participants:

- Respect the meeting start time and arrive punctually
- Attend the meeting well-prepared, willing to contribute and with a positive attitude
- Listen actively. Allow others to explain or clarify when necessary
- Observe the requirement that only one person speaks at a time
- Avoid 'put downs' of views or points made by colleagues
- Respect a colleague's point of view
- Avoid using negative behaviours e.g. sarcasm, point-scoring, personalisation
- Try not to react negatively to criticism or take as a personal slight
- Put forward criticism in a positive way
- Be mindful that decisions have to be made and it is not possible to accommodate all individual views
- No 'side-meetings' to take place
- Respect the Chair
- Failure to adhere to the Code of Conduct may result in the suspension or removal of the LPF member.

Appendix 3

List of Recognised Trade Unions/Professional Bodies referred to as 'staff organisations' within these Standing Orders

- British Medical Association (BMA)
- Royal College of Nursing (RCN)
- Royal College of Midwives (RCM)
- UNISON
- UNITE
- GMB
- British Orthoptic Society
- Society of Radiographers
- British Dental Association
- Society of Chiropodists and Podiatrists
- Federation of Clinical Scientists
- Chartered Society of Physiotherapy (CSP)
- British Dietetic Association
- British Association of Occupational Therapists (BAOT)