



Review of Committee Terms of Reference

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Approval/Scrutiny route:	Business Executive Team – 18 November 2019

Purpose

The Committees Terms of Reference were last reviewed in July 2018.

The Terms of Reference of Committees should be reviewed annually to ensure compliance with Standing Orders. An interim review of the Terms of Reference has taken place and suggested amendments are presented to the Board for approval.

Recommendation:

APPROVE <input checked="" type="checkbox"/>	CONSIDER <input type="checkbox"/>	RECOMMEND <input type="checkbox"/>	ADOPT <input type="checkbox"/>	ASSURANCE <input type="checkbox"/>
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The Board is asked to:

- **Approve** the proposed amendments to the following documents:
 - Standard Terms of Reference and Operating Arrangements (**Appendix 1**)
 - Audit and Corporate Governance Committee (**Appendix 2**)
 - People and Organisational Development (**Appendix 3**)
 - Remuneration and Terms of Service Committee (**Appendix 4**)
 - Quality, Safety and Improvement Committee (**Appendix 5**)
- **Approve** the new terms of reference for the Technology and Innovation Advisory Forum (**Appendix 6**);
- **Note** the Local Partnership Forum Advisory Forum terms of reference that were approved by the People and Organisational Development Committee (and Business Executive Team) under its delegation from the Board.

Link to Public Health Wales [Strategic Plan](#)

Public Health Wales has an agreed strategic plan, which has identified seven strategic priorities and well-being objectives.

This report contributes to the following:

Strategic Priority/Well-being Objective	All Strategic Priorities/Well-being Objectives
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Summary impact analysis

Equality and Health Impact Assessment	Not required
Risk and Assurance	The organisation will not be compliant with its Standing orders if an annual review of terms of reference is not undertaken.
Health and Care Standards	This report supports and/or takes into account the Health and Care Standards for NHS Wales Quality Themes Governance, Leadership and Accountability
Financial implications	N/A
People implications	N/A

1. Purpose / situation

The purpose of this report is to recommend changes to the Board Committee's terms of reference as part of the annual review, for the Board's approval.

This report also presents the Board with an updated terms of reference for the Technology and Innovation Advisory Forum for approval.

2. Background

The Committee's Terms of Reference were last reviewed in July 2018.

The Terms of Reference of Committees should be reviewed annually to ensure compliance with Standing Orders. An interim review of the Terms of Reference has taken place and suggested amendments are presented to the Board for approval.

The Committee's terms of Reference forms part of the wider review into the Board Scheme of Delegation that will be completed by the end of the financial year. A separate paper has been provided to the Board in relation to the Scheme of Delegation.

3. Description/Assessment

A summary of the proposed changes are included in the tables below. The Board Committee Terms of Reference are available to the Board in full as attachments:

- 1- Standing Terms of Reference and Operating Procedures **(Appendix 1)**
- 2- Audit and Corporate Governance Committee **(Appendix 2)**
- 3- People and Organisational Development Committee **(Appendix 3)**
- 4- Remuneration and Terms of Service Committee **(Appendix 4)**
- 5- Quality, Safety and Improvement Committee **(Appendix 5)**

Terms of Reference for the Knowledge, Research and Information Committee have not included in this review, as they have been recently reviewed and approved by the Board in September 2019.

Advisory Forums

The Board has also has two advisory forums within the standing orders:

- Technology and Innovation Advisory Forum – updated terms of reference **attached** for approval. (**Appendix 6**)
- Local Partnership Forum – the Terms of were approved by the People and Organisational Development Committee in September in line with relevant delegations from the Board.

4. Summary of changes to Committee Terms of Reference

The proposed changes are detailed in the tables below. Separate copies of the full terms of reference are provided as appendices to the paper should Board members wish to review the full documents.

Standard Terms of Reference and Operating Arrangements	
Section	Proposed Amendment
1.Introduction	Amendment to reflect Information Governance being within the remit of the Knowledge, Research and Information Committee.
	Reference to the change of paragraph number for meetings from 6 to 7 within the revised standing orders. (Also amended in each of the Committee Terms of Reference)
	'Ensure the provision of a programme of organisational development for Committee members as part of the overall Organisational Development programme developed by the Director People and organisational Development.'
	Additional sentence to reference the need to seek advice from Board Chair and Board Secretary relating to the withdrawal of individuals.
2. Authority	Additional paragraph added to reflect the practice of remitting matters from / between Committees: <i><u>'The Board may delegate to Committees at any time, this may be to seek assurance or advice or to delegate decision making for a particular matter of business. The Board Secretary will ensure a log is kept of any items remitted to Committees.'</u></i>

Standard Terms of Reference and Operating Arrangements	
Section	Proposed Amendment
5. Membership and Attendees	<p>Amendments to paragraph 4.2 :</p> <p>'The membership of each Committee shall be <u>periodically</u> determined by the Board, based on the recommendation of the Trust Chair - taking account of the balance of skills and expertise necessary to deliver each Committee's remit and subject to any specific requirements or directions made by the Welsh Government. The Board shall ensure succession planning arrangements are in place. <u>The Trust Chair may make periodic changes to committee membership, if required, to ensure compliance with terms of reference and standing orders.</u>'</p>
	<p>Additional sentence under paragraph 4.4. Withdrawal of individuals in attendance:</p> <p><u>'Advice should be sought from the Committee Chair and/or Board Secretary.'</u></p>
7. Committee meeting arrangements and Chair's Action	<p>Section revised to include provision for:</p> <ul style="list-style-type: none"> • meetings to be held electronically; • the Committee Chair to allocate a vice chair for a meeting should they be absent; • Chairs Action. <p>'Committee meetings may be held in person or via electronic means (for example but not limited to video <u>conference or teleconference.</u></p> <p><u>Vice Chair</u> - <u>If the Chair of the Committee is unable to attend the meeting, they may, with the agreement of the Chair of the Board, appoint a vice chair for that meeting.</u></p> <p><u>Chair's Action</u> - <u>There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Committee Chair and the Lead Executive, supported by the Board Secretary as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least one other Non-executive Director. The Board</u></p>

Standard Terms of Reference and Operating Arrangements	
Section	Proposed Amendment
	<p><u>Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.</u></p> <p><u>Chair's action may not be taken where either the Chair or the Lead Executive has a personal or business interest in an urgent matter requiring decision. In this circumstance, two other Non-executive Directors, and an Executive Director acting on behalf of the Lead Executive, will take a decision on the urgent matter, as appropriate.'</u></p>

Audit and Corporate Governance Committee	
Section	Proposed Amendment
3. Delegate Powers	<p>Additional bullet point to align the Standard Financial Instructions and the Terms of Reference in relating to losses and special payments. This has been added following the mismatch identified at the end of 2018/19.</p> <ul style="list-style-type: none"> • <u>'the write off of losses and special payments have been made in accordance with the approval route documented in the Scheme of Delegation.'</u>
	<p>Correction to the relevant disclosure statements for this Committee:</p> <p>'all risk and control related disclosure statements, in particular the <u>Annual Financial statements, Accountability report and the Annual Governance Statement</u> together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board'</p>
	<p>Broadening of the wording to cover all hosting arrangements:</p> <ul style="list-style-type: none"> • NHS Wales Collaborative and the Finance Delivery Unit, <u>and any other arrangements hosted by</u> Public Health Wales, are complying with the provisions of the Hosting Agreement

Audit and Corporate Governance Committee	
Section	Proposed Amendment
5.2 Attendees	<p>Updated list of attendees for accuracy.</p> <p><i>Amendments to section:</i></p> <p><u>'Other Directors should attend from time to time as required by the Committee Chair.'</u></p> <p>'The Chief Executive shall <i>have a permanent invitation and in addition</i> will be invited to attend, at least annually, to discuss with the Committee the process for assurance that supports the Annual Governance Statement and the Annual Quality Statement.'</p> <p>The Director of the Collaborative <i>and Finance Delivery Unit (or their representatives)</i> will attend the Committee at least annually, or as requested by the Committee Chair, to provide assurance to the Committee that the Collaborative / Unit is complying with the Hosting Agreement and to highlight and discuss any areas of risk or non-compliance.'</p>
Throughout	Removal of reference to the Annual Quality Statement throughout the document, this is now reflected in Quality, Safety and Improvement Committee Terms of Reference as part of this review.

People and Organisational Development	
Section	Proposed Amendment
3. Delegate Powers	<p>Removal of reference to Health and Care standards in the paragraph,</p> <p><i>'The Committee will seek assurance with regard to the requirements of the relevant <u>Health, Wellbeing and Corporate Health Standard.</u>'</i></p>
6.2 Attendees	<p>Update of titles only and addition of :</p> <p><i>'Other Directors should attend from time to time as required by the Committee Chair.'</i></p>

Remuneration and Terms of Service Committee	
Section	Proposed Amendment
2. Purpose	Proposing to delegate all matters relating to the appointment termination remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff. Currently the committee has to recommend to the Board for approval.
	Additional paragraph added: <ul style="list-style-type: none"> • <u>'approve proposals regarding termination arrangements, including those under the Voluntary Early Release Scheme, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.'</u>
3. Delegated Powers	Section amended to state: <u>'the Committee can review and approve appointments, salary levels, termination of the Chief Executive, Executive Directors and other senior staff.'</u>
	Additional delegation of <u>'oversight of the performance management system in place for Non-Executive Directors, Chief Executive, Executive Directors and members of the Executive Team.'</u>
	Delegation to <u>'approve termination agreements including those under the voluntary early release scheme.'</u>
4. Membership attendees and quorum	Increase in Committee Members from 3 to 4.
	Amended so that the Chair of the Committee can be either Trust Chair or Vice Chair
	Previous quorum required the Chair of Audit to be in attendance, this has been changed to state: <u>'where possible, the Chair of Audit will be in attendance'</u>
	Chief Executive has been added as a Member (other than for matters that directly relate to the Chief Executive). This is permitted within the 2009 Membership Regulations.
5. Applicability of Standing Orders to	Quorum paragraph deleted as the quorum number has been increased (and is therefore different to the standing orders which requires a lower

Remuneration and Terms of Service Committee	
Section	Proposed Amendment
Committee Businesses	quorum).
	Added confirmation that agendas, reports and minutes will not be published.

NOTE: On the 31 October 2019, the Remuneration and Terms of Service Committee asked for it to be considered that termination payments under £50,000 be delegated to the Chief Executive. We propose to not make the change at this time, but to reconsider this in March 2020 alongside the wider review of the organisational Board Scheme of Delegation, and Welsh Government review of the Standing Financial Instructions.

Quality, Safety and Improvement Committee	
Section	Proposed Amendment
2. Purpose	Addition of reference to the Committee's role to include the Annual Quality Statement. 'The purpose of the Quality, Safety and Improvement Committee ("the Committee") is to provide: <ul style="list-style-type: none"> Evidence based and timely advice to the Board (...) <i>This will include considering the Annual Quality Statement and if appropriate recommending it to the Board for approval.</i>
	Removal of reference to information governance, which has been added to Knowledge, Research and Information Committee Terms of Reference.
3. Delegate Powers	Additional Paragraph to cover the Committees obligation to ensure appropriate responses to legislation: ' <i>Prepare for any implications arising from proposed Quality and Engagement Bill or other relevant legislation, guidance or initiatives.</i> '
	Additional Paragraph to cover the Committees role in ensuring the voice of the service user in improving services: ' <u>Ensure there are arrangements in place to monitor the voice of the service user and/or the citizen as being central to improving the quality and effectiveness of services, functions and programmes. Provided through a range of sources</u>

Quality, Safety and Improvement Committee	
Section	Proposed Amendment
	<p><i>such as concerns, incidents and proactive arrangements to gain feedback.'</i></p>
	<p>Additional paragraph to reflect the development of a Quality Dashboard:</p> <p><i>'Oversee the development and effective implementation of a quality dash board.'</i></p>
	<p>Additional paragraph relating to the Annual Quality Statement:</p> <p><i>'The Committee will advise the Board on the adoption of a set of key indicators of quality and improvement, against which the Trust's performance will be regularly assessed and reported on through reporting arrangements, such as the Annual Quality Statement.'</i></p>
	<p>Removal of paragraph relating to information Governance (now within the Knowledge, Research and Information Committee)</p>
	<p>Additional bullet point outlining the assurance role to include reference to areas of statutory responsibility:</p> <p><i>'The Committee receives assurance that there are effective arrangements in place for areas of statutory responsibility, including Infection Prevention and Control, Safeguarding, and Service User Experience.'</i></p>
4. Sub Groups	<p>Amended paragraph to reflect there are currently no groups set up for this Committee :</p> <p><i>'The Committee has established the following group to carry out duties on its behalf and provide assurance to the Committee may establish sub-groups to support the delivery of its role but at the time of reviewing this document no sub-committees were in operation.'</i></p>

Quality, Safety and Improvement Committee	
Section	Proposed Amendment
6.2 Attendees	Updated to reflect change attendees titles, and remove Director of Policy, Research and International Development from the list (transferred to KRIC)

Innovations and Technology Advisory Forum	
Section	Proposed Amendment
1. Purpose	Additional paragraph: <i>'The Forum will offer external experts the opportunity to influence and shape how public health is driven forward in Wales.'</i>
2. Delegate Powers	Additional sentence at 2.3 to include: <i>'This will include identifying opportunities to engage in existing industry-led events and networks.'</i>
	Two additional paragraphs: <i>'2.6 Bring in external expertise to challenge more orthodox thinking and share learning in relation to a number of organisation-wide priority areas e.g. how we understand public needs and engage with end users; workforce engagement.</i> <i>2.7 Offer expertise and support to the internal Innovation Group within Public Health Wales – including facilitation at, and evolution of, a rolling programme of 'FireStarter' events for all staff.'</i>
	Additional paragraph: <i>'In addition, the Forum will offer expertise to the internal Innovation Group within Public Health Wales whose role is to maintain pace around the development and implementation of Public Health Wales' approach to innovation. This Group is chaired by the Director of NHS Quality Improvement and Patient Safety who is the organisational lead for Innovation and will report into the Forum as required.'</i>
3. Membership	Addition of reference to the group's internal and external core membership.

Innovations and Technology Advisory Forum	
Section	Proposed Amendment
4. Frequency and style of meetings	<p>Additional information added:</p> <p><i>'If required, subgroup meetings will be arranged outside of these times at a time convenient to the subgroup members.</i></p> <p><i>Where possible meetings will allow for virtual attendance by means of teleconference or Skype. Quorum for any meeting will be 5 representatives from Public Health Wales and at least 3 external members of the group.</i></p> <p><i>Secretariat for meetings will be provided by Sara Harley (Director for NHS Quality improvement and Patient Safety) or Terri Willis (Senior Administration and Resource Officer, 1000 Lives Improvement).</i></p> <p><i>The agenda for meetings, along with any appropriate paperwork will be provided 1 week in advance of the meeting. Actions will be recorded but there will not be formal minutes.</i></p> <p><i>The Board Secretary will ensure relevant updates and reports are provided to the Board. '</i></p>

Recommendation

The Board is asked to:

- **Approve** the proposed amendments to the following documents:
 - Standard Terms of Reference and Operating Arrangements (**Appendix 1**)
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- **Approve** the new terms of reference for the Technology and Innovation Advisory Forum (**Appendix 6**);
- **Note** the Local Partnership Forum Advisory Forum terms of reference that were approved by the People and Organisational Development Committee (and Business Executive Team) under its delegation from the Board.



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Standard Terms of Reference and Operating Arrangements for all Committees of the Board

Date: 28 November 2019

Version: 3

Review Date: Annually

1. Introduction:

Section B, 3 of the Public Health Wales' standing orders provide that "The Board may and, where directed by the Welsh Government must, appoint Committees 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".

In line with Section B, 3 of the standing orders, the Board shall as a minimum nominate annually committees which cover the following aspects of Board business:

- Quality and Safety
- Audit
- Information Governance
- Remuneration and Terms of Service.

Each has its own committee with the exception of Information Governance. This subject area will be captured within the remit of the Knowledge, Research and Information Committee.

This document includes content common to all committees and should be read alongside the specific terms of reference and operating arrangements for each committee.

The provisions of Section B, 7 have also been taken into account when developing the committee Terms of Reference. This relates to transparency of meetings, planning board/committee business, setting agenda's etc.

2. Authority:

Each 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 Trust relevant to the Committee's remit, ensuring patient/client and staff confidentiality, as appropriate. It may seek relevant information from any:

- employee (and all employees are directed to co-operate 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.

Each 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.

The Board may delegate to Committees at any time, this may be to seek assurance or advice or to delegate decision making for a particular matter of business. The Board Secretary will ensure a log is kept of any items remitted to Committees.

3. Sub-Committees and Groups

Each Committee may, subject to the approval of the Board, establish sub-committees or groups to carry out on its behalf specific aspects of Committee business.

4. Membership and Attendees:

4.1 Secretariat

As determined by the Board Secretary.

4.2 Member Appointments

- The membership of each Committee shall be periodically determined by the Board, based on the recommendation of the Trust Chair - taking account of the balance of skills and expertise necessary to deliver each Committee's remit and subject to any specific requirements or directions made by the Welsh Government. The Board shall ensure succession planning arrangements are in place. The Trust Chair may make periodic changes to committee membership, if required, to ensure compliance with terms of reference and standing orders.
- Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board. The Board should, as a matter of good practice, review the membership of each Committee every two years in order to ensure each Committee is continually refreshed whilst maintaining continuity.
- Committee members' terms and conditions of appointment, (including any remuneration and reimbursement) will be in accordance with their terms of appointment to the Trust. Where a member has been co-opted to fulfil a specific function and where they are not Non-Executive Directors or employees of the Trust this will be determined by the Board, based upon the recommendation of the Trust Chair and, if required, on the basis of advice from the Trust's Remuneration and Terms of Service Committee.

4.3 Support to Committee Members

The Board Secretary, on behalf of each Committee Chair, shall:

- Arrange the provision of advice and support to committee members on any aspect relating to the conduct of their role; and
- Ensure the provision of a programme of organisational development for Committee members as part of the overall Organisational Development programme.

4.4 Withdrawal of individuals in attendance

Each 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.

Members and attendees will also withdraw from the meeting, as appropriate, where there is a potential conflict of interest.

Advice should be sought from the Committee Chair and/or the Board Secretary.

5. Relationships and accountabilities with the Board and its Committees/Groups:¹

Although the Board has delegated authority to the Committees for the exercise of certain functions, as set out within each Committee's 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.

Each Committee is directly accountable to the Board for its performance in exercising the functions set out in each Committee's terms of reference.

Each 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.

Each Committee shall embed the Trust's corporate standards, priorities and requirements, for example, equality and human rights through the conduct of its business.

¹ Reference to the Board's Committees/Groups incorporates its sub committees, joint committees and joint sub committees as well as other groups, such as Task and Finish Groups, where this is appropriate to the remit of the Committee.

6. Reporting and Assurance Arrangements:

Each Committee Chair shall:

- bring to the Board's specific attention any significant matters under consideration by their Committee;
- ensure appropriate escalation arrangements are in place to alert the Trust Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent or critical matters that may affect the operation and/or reputation of the Trust;
- 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 when appropriate, as well as the presentation of an annual report.

The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, for example, the Annual General Meeting, or to community partners and other stakeholders, where this is considered appropriate. This could be 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 each Committee's performance and operation including that of any sub committees established and groups.

7. Committee meeting arrangements and Chair's Action

Committee meetings may be held in person or via electronic means (for example but not limited to videoconference or teleconference).

Vice Chair - If the Chair of the Committee is unable to attend the meeting, they may, with the agreement of the Chair of the Board, appoint a vice chair for that meeting.

Chair's Action - There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Committee Chair and the Lead Executive, supported by the Board Secretary as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least one other Non-executive Director. The Board Secretary must ensure that any such action is formally recorded and

reported to the next meeting of the Committee for consideration and ratification.

Chair's action may not be taken where either the Chair or the Lead Executive has a personal or business interest in an urgent matter requiring decision. In this circumstance, two other Non-executive Directors, and an Executive Director acting on behalf of the Lead Executive, will take a decision on the urgent matter, as appropriate.



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Audit and Corporate Governance Committee Terms of Reference and Operating Arrangements

Date: 28 November 2019

Version: 6

Review Date: Annually

1. Introduction

In line with Section B, 3 and 7 of the Standing Orders, the Board shall nominate annually a committee that covers Audit. This remit of this Committee will be extended to include Corporate Governance and will be known as the **Audit and Corporate Governance Committee**.

The detailed terms of reference and operating arrangements set by the Board in respect of this Committee are detailed below.

These terms of reference and operating arrangements are to be read alongside the standard terms of reference and operating arrangements applicable to all committees.

2. Purpose

The purpose of the Audit and Corporate Governance Committee ("the Committee") is to:

- **Advise** and **assure** the Board and the Chief Executive (who is the Accountable Officer) on whether effective arrangements are in place - through the design and operation of the Trust's assurance framework - to support them in their decision taking and in discharging their accountabilities for securing the achievement of the Trust's objectives, in accordance with the standards of good governance determined for the NHS in Wales
- Where appropriate, the Committee will **advise** the Board and the Chief Executive on where, and how, its assurance framework may be strengthened and developed further

- **Approve** on behalf of the Board policies, procedures and other written control documents in accordance with the Scheme of Delegation

3. Delegated Powers

With regard to its role in providing advice to the Board, the Committee will comment specifically on the:

- adequacy of the Trust's strategic governance and assurance framework and processes for the maintenance of an effective system of good governance, risk management and internal control across the whole organisation's activities (both clinical and non-clinical), designed to support the public disclosure statements that flow from the assurance processes, including the Annual Governance Statement and the Annual Quality Statement, providing reasonable assurance on:
 - the organisations ability to achieve its objectives
 - compliance with relevant regulatory requirements, standards, quality and service delivery requirements and other directions and requirements set by the Welsh Government and others
 - reliability, integrity, safety and security of the information collected and used by the organisation
 - the efficiency, effectiveness and economic use of resources
 - the extent to which the organisation safeguards and protects all its assets, including its people.

To ensure the provision of high quality, safe healthcare for its citizens it will comment specifically on:

- Board's Standing Orders, and Standing Financial Instructions (including associated framework documents, as appropriate)
- 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
- schedule of Losses and Special Payments

- planned activity and results of internal audit, external audit, clinical audit and the Local Counter Fraud Specialist (including strategies, annual work plans and annual reports)
- adequacy of executive and managements response to issues identified by audit, inspection and other assurance activity
- proposals for accessing Internal Audit services via Shared Service arrangements (where appropriate)
- proposals for the appointment of the external auditor made by the Auditor General for Wales
- anti-fraud policies, whistle-blowing (raising concerns) processes and arrangements for special investigations
- issues upon which the Board or the Chief Executive may seek advice

The Committee will support the Board with regard to its responsibilities for governance (including risk and control) by **reviewing** and **approving** as appropriate:

- all risk and control related disclosure statements, in particular the Annual Financial statements, Accountability report and the Annual Governance Statement together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board
- the underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements
- the policies for ensuring compliance with relevant regulatory, legal and code of conduct and accountability requirements
- the policies and procedures for all work related to fraud and corruption as set out in National Assembly for Wales Directions and as required by the Counter Fraud and Security Management Service

In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of good governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the Committee's use of effective governance and assurance arrangements to guide its work and that of the audit and assurance functions that report to it, and enable the Committee to review and form an opinion on the:

- comprehensiveness of assurances in meeting the Board and the Chief Executives assurance needs across the whole of the Trusts' activities, both clinical and non-clinical;
- the reliability and integrity of these assurances

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 Chief Executive through the Committee
- the write off of losses and special payments have been made in accordance with the approval route documented in the Scheme of Delegation
- 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 Chief Executive 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 Chief Executive through the Quality, Safety and Improvement Committee (or equivalent)

***Note:** The role of the Audit Committee with regard to clinical audit is to seek assurance on the overall annual clinical audit plan, its fitness for purpose and its delivery. The Quality, Safety and Improvement Committee will seek more detail on the clinical outcomes and improvements made as a result of clinical audit.

- 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 Chief Executive 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 Trust's 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
- systems for financial reporting to the Board, including those of budgetary control, are effective
- results of audit and assurance work specific to the Trust, and the implications of the findings of wider audit and assurance activity relevant to the Trust's operations are appropriately considered and acted upon to secure the ongoing development and improvement of the organisations governance arrangements
- NHS Wales Collaborative and the Finance Delivery Unit, and any other arrangements hosted by Public Health Wales, are complying with the provisions of the Hosting Agreement

The Committee will review and agree the programme of work on an annual basis, and will submit this to the Board for information.

4. Access

The Head of Internal Audit and the Auditor General and their representatives shall have unrestricted and confidential access to the Chair of the Audit and Corporate Governance Committee at any time, and vice versa.

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.

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

5. Membership, Attendees and Quorum

5.1 Members

A minimum of three members, comprising:

Chair Non-Executive Director

Members Non-Executive Directors x 2

Note: At least one of the Non-Executive Directors should also be a member of the Quality, Safety and Improvement Committee.

The Chair of the organisation shall not be a member of the Audit and Corporate Governance Committee, but may be invited to attend by the Chair of the Committee as appropriate.

5.2 Attendees

In attendance: Deputy Chief Executive and Executive Director of Operations and Finance
 Director of Quality, Nursing and Allied Health Professionals
 Board Secretary and Head of Board Business Unit
 Head of Internal Audit (or representative)
 Local Counter Fraud Specialist
 Representative of the Auditor General for Wales
 Deputy Director and Head of Finance

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

Up to two Trade Union Representatives will have a permanent invite to attend the Committee. In addition to this others from within or outside the organisation who the Committee considers should attend, will be invited taking account of the matters under consideration at each meeting.

The Chief Executive shall have a permanent invitation and in addition will be invited to attend, at least annually, to discuss with the Committee the process for assurance that supports the Annual Governance Statement.

The Director of the Collaborative and Finance Delivery Unit (or their representatives) will attend the Committee at least annually, or as requested by the Committee Chair, to provide assurance to the Committee that the Collaborative / Unit is complying with the Hosting

Agreement and to highlight and discuss any areas of risk or non-compliance.

5.3 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 where appointed).

6. Frequency of Meetings

Meetings shall be held no less than quarterly and otherwise as the Chair of the Committee deems necessary – consistent with the Trust’s annual plan of Board Business. The External Auditor or Head of Internal Audit may request that the Chair convene a meeting if they consider this necessary.

6. Relationships and accountabilities with the Board and its Committees/Groups:¹

The Audit and Corporate Governance Committee must have an effective relationship with the Quality, Safety and Improvement Committee and any other committees or sub-committees of the Board so that it can understand the system of assurance for the Board as a whole. It is very important that the Audit and Corporate Governance Committee remains aware of its distinct role and does not seek to perform the role of other committees.

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 Trust’s overall framework of assurance.

7. Reporting and Assurance Arrangements

The Committee shall provide a written, annual report to the Board and the Chief Executive 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

¹ Reference to the Board’s Committees/Groups incorporates its sub committees, joint committees and joint sub committees as well as other groups, such as Task and Finish Groups, where this is appropriate to the remit of this Audit Committee

against relevant standards. The report will also record the results of the committee's self-assessment and evaluation.

8. Applicability of Standing Orders to Committee Business

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

- Quorum (see paragraph 5.3)
- Meetings will not normally be held in public.
- Agendas and routine reports will be published following each meeting where appropriate.



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People and Organisational Development Committee Terms of Reference and Operating Arrangements

Date: 28 November 2019

Version: 3

Review Date: Annually

1. Introduction

In line with Section B, 3 and 7, of the Standing Orders and Scheme of Delegation the Trust shall nominate a committee to be known as the People and Organisational Development Committee. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

These terms of reference and operating arrangements are to be read alongside the standard terms of reference and operating arrangements applicable to all Committees.

2. Purpose

The purpose of the People and Organisational Development Committee (the Committee) is to provide:

- evidenced based and timely **advice** to the Board to assist it in discharging its functions and meeting its responsibilities with regard to all matters relating to staff and staffing of the Trust
- **assurance** to the Board in relation to the Trusts arrangements for all issues relating to human resources, its people, workforce and organisational development in accordance with its stated objectives and the requirements and standards determined by the NHS in Wales
- **assurance** to the Board in relation to the Trusts arrangements for matters relating to the Welsh language, equality, diversity and human rights.

- **assurance** to the Board in relation to the effectiveness of the arrangements in place to ensure organisational wide compliance with the health, safety and welfare requirements.
- **approve**, on behalf of the Board, relevant policies, procedures and other written control documents in accordance with the Trust's Scheme of Delegation.

3. Delegated Powers

With regard to its role in providing advice and assurance to the Board, the Committee will:

- oversee the initial development and subsequent delivery of the Trust's People and Organisational Development strategies and plans ensuring they are consistent with the Boards overall strategic direction and with any requirements and standards set for NHS bodies in Wales
- consider the implications for workforce planning arising from the development of the Trusts strategies and plans or those of its stakeholders and partners, including those arising from joint (sub) committees of the Board
- consider the organisational development implications and advise in the development of plans required to deliver the change in culture, leadership and processes required by the Trust
- provide a forum to consider all issues relating to workforce and organisational development within the Trust and to take decisions on areas delegated by the Board
- seek assurances that people and organisational development arrangements are appropriately designed and operating effectively to ensure the provision of high quality, safe services/programmes and functions across the whole of the Trust's activities
- seek assurances that there is the appropriate culture and arrangements to allow the Trust to discharge its statutory and mandatory responsibilities with regard to:
 - health, safety and welfare
 - equality, diversity and human rights
 - Welsh language provision.

To achieve this, the Committee will have a programme of work designed to ensure that it is able to discharge fully the provisions of its' Terms of Reference.

The Committee will review and agree the programme on an annual basis, and will send this to the Board for information

The Committee will advise the Board on the adoption of a set of key performance indicators against which the Trust will be regularly assessed. It will:

- receive performance reports in support of these indicators
- receive reports of near misses, incidents, serious adverse incidents and claims relating to the health, safety and welfare of staff

The Committee will seek assurance with regard to the requirements of the relevant Health, Wellbeing and Corporate Health Standard.

4. Sub-Committee/Groups

The Committee has established the following Group to carry out specific duties on its behalf and provide assurance to the Committee:

- Health and Safety Group

5. Access

The Chair of the Committee shall have access to Executive Directors and employees of the Trust if appropriate.

6. Membership, Attendees and Quorum

6.1 Members

A minimum of three members, comprising:

Chair: Non-Executive Director

Members: Non-Executive Directors x 2

6.2 Attendees

In attendance: Director of People and Organisational Development (Lead Executive)
Deputy Chief Executive and Executive Director of Operations and Finance (Executive Lead for Health and Safety)
Executive Director of Quality, Nursing and Allied Health Professionals
Executive Director of Public Health Services and Medical Director
Board Secretary & Head of Board Business Unit

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

Up to two Trade Union Representatives and the Chief Executive will have a permanent invite to attend the Committee.

In addition to this others from within or outside the organisation, will be invited to attend if the Committee considers it appropriate.

6.3 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 (where appointed).

7. Frequency of Meetings

Meetings shall be held no less than quarterly and otherwise as the Chair of the Committee deems necessary.

8. Relationships and accountabilities with the Board and its Committees/Groups

The People and Organisational Development Committee must have an effective relationship with the Audit and Corporate Governance and the Quality, Safety and Improvement Committees and any other committees or sub-committees of the Board so that it can understand the system of assurance for the Board as a whole. It is very important that the Committee remains aware of its distinct role and does not seek to perform the role of other committees.

9. Applicability of Standing Orders to Committee Business

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

- Quorum (see paragraph 6.3)



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Remuneration and Terms of Service Committee Terms of Reference and Operating Arrangements

Date: 28 November 2019

Version: 6

Review Date: Annually

1. Introduction

In line with Section B, 3 and 7 of the Standing Orders and the Trust's 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.

These terms of reference and operating arrangements are to be read alongside the standard terms of reference and operating arrangements applicable to all Committees.

2. Purpose

The purpose of the Remuneration and Terms of Service Committee ("the Committee") is to provide:

- **approve on behalf of** the Board matters relating to the appointment, termination, remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government in accordance with the scheme of delegation. This may relate to terms of service upon appointment or during service
- **approve** proposals regarding termination arrangements, including those under the Voluntary Early Release Scheme, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.

- **assurance** to the Board in relation to the Trust's 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.

3. Delegated Powers

The Committee will support the Board with regard to its responsibilities for remuneration and terms of service by **reviewing** and **approving** as appropriate:

- remuneration and terms of service for the Chief Executive, Executive Directors, members of the Executive Team and other Very Senior Managers (VSMs) not covered by Agenda for Change or Medical and Dental Terms and Conditions; ensuring that the policies on remuneration and terms of service as determined from time to time by the Welsh Government are applied consistently.
- appointments to the posts of Chief Executive, Executive Director and other (Staff based) Board level appointments (e.g. the Board Secretary).
- salary levels for the Chief Executive, Executive Directors and other (Staff based) Board level appointments – ensuring the required authorisations are in place from Welsh Government.
- termination of the Chief Executive, Executive Directors and Members of the Executive Team.
- the performance management system in place for Non-Executive Directors, Chief Executive, Executive Directors and Members of the Executive Team and receive assurance in relation to the system in place.
- proposals regarding termination arrangements, including those under the Voluntary Early Release Scheme, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.

With regard to its role in providing **advice** to the Board, the Committee will comment specifically on the:

- proposals to make additional payments to consultant.

4. Membership, Attendees and Quorum

4.1 Members

A minimum of four members, comprising:

Chair: Trust Chair or Vice Chair

Members: Non-Executive Directors x 3 (where possible to include the Chair of the Audit and Corporate Governance Committee

The Chief Executive (other than for matters that directly relate to the Chief Executive)

4.2 By Invitation

As required but usually to include:
Director of People and Organisational Development
Deputy Chief Executive and Executive Director of Operations and Finance
Board Secretary and Head of Board Business Unit

The Committee Chair may invite the following to attend all or part of a meeting to assist it with its discussions on any particular matter:

- any other official;
- and/or any others from within or outside the organisation

4.3 Quorum

At least **three** members must be present to ensure the quorum of the Committee, one of whom must be the Chair (or a Vice Chair where appointed).

5. Frequency of Meetings

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 annual plan of Board Business.

6. Applicability of Standing Orders to Committee Business

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

- Meetings held in Public - The Remuneration and Terms of Service Committee would not normally be held in public.
- Agendas, reports and minutes will not be published.



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Quality, Safety and Improvement Committee Terms of Reference and Operating Arrangements

Date: 28 November 2019

Version: 6

Review Date: Annually

1. Introduction

In line with Section B, 3 and 7 of the Standing Orders, the Board shall nominate annually a Committee(s), which covers Information Governance and Quality and Safety. This Committee will be known as the **Quality, Safety and Improvement Committee** and its terms of reference will extend to include information governance. It will also focus on all aspects aimed at ensuring the quality and safety of the services provided by Public Health Wales.

The detailed terms of reference and operating arrangements set by the Board in respect of this Committee are detailed below.

These terms of reference and operating arrangements are to be read alongside the standard terms of reference and operating arrangements applicable to all committees.

2. Purpose

The purpose of the Quality, Safety and Improvement 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 the quality and safety of public health services and programmes delivered to improve population health outcomes. This will include considering the Annual Quality Statement and if appropriate recommending it to the Board for approval.

- **assurance** to the Board in relation to the Trust's arrangements for safeguarding and improving the quality and safety of service user/person/population centred health provision in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales and other relevant bodies
- **approve** on behalf of the Board policies, procedures and other written control documents in accordance with the Scheme of Delegation.

3. Delegated Powers

The Committee will, in respect of its provision of advice to the Board:

- Oversee the effectiveness of the Trust's Quality and Impact Framework or any subsequent quality related organisational frameworks, strategies and plans for the development and delivery of high quality and safe services/programmes and functions provided by Public Health Wales, consistent with the Board's overall strategic direction and any requirements and standards set for NHS bodies in Wales.
- Prepare for any implications arising from proposed Quality and Engagement Bill or other relevant legislation, guidance or initiatives.
- Consider the implications for quality and safety arising from the development of the Trust's corporate strategies and plans or those of its stakeholders and partners, including those arising from any Joint (sub) Committees of the Board.
- Ensure there are arrangements in place to monitor the voice of the service user and/or the citizen as being central to improving the quality and effectiveness of services, functions and programmes. Provided through a range of sources such as concerns, incidents and proactive arrangements to gain feedback.
- Oversee the development and effective implementation of a quality dash board.
- Monitor and, where appropriate, identify those risks which are relevant to the Quality, Safety and Improvement Committee and provide assurance to the Board and, where appropriate, the Audit and Corporate Governance Committee that the risks are being managed appropriately.

- monitor the implementation and effectiveness of the Public Health Wales Quality Improvement Hub in supporting organisational capability and capacity leading to a culture of continuous quality improvement.

The Committee will, in respect of its assurance role:

- seek assurances that governance (including risk management) arrangements are appropriately designed and operating effectively to ensure the provision of high quality, safe public health services/programmes and functions across the whole of the Trust's activities
- provide assurance to the Board that there are robust systems and processes in place which can demonstrate quality, safety and effectiveness across all services/programmes and functions provided by Public Health Wales, which are consistently applied and underpinned by an appropriate evidence base and/or ongoing evaluation
- ensure the improvement in the standard of quality and safety across the whole organisation, as appropriate via the continuous monitoring of the Quality and Impact Framework, Health and Care Standards for Wales and other relevant standards
- ensure all reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the quality, safety and effectiveness of services, programmes and functions, and in particular that:
 - sources of internal assurance are reliable, for example, internal audit and quality/clinical audit have the capacity and capability to deliver in divisions/teams;
 - recommendations made by internal and external reviewers are considered, acted upon on a timely basis and their implementation monitored;
 - there is evidence of a culture of reporting and learning lessons with an emphasis on continual improvement, arising from near misses, incidents, Serious Untoward Incidents, concerns, claims and feedback from service users and the public;
 - the Committee receives assurance that there are effective arrangements in place for areas of statutory responsibility, including Infection Prevention and Control, Safeguarding, and Service User Experience.

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

6.2 Attendees

In attendance:

Executive Director of Quality, Nursing and Allied Health Professionals (Lead Executive)
Executive Director of Public Health Services/Medical Director
Executive Director of Health and Wellbeing
Director of NHS Quality Improvement and Patient Safety/Director 1000 Lives
Governance and General Manager for Quality, Nursing and Allied Health Professionals Directorate
Chief Risk Officer and Head of Information Governance
Assistant Director of Quality and Nursing
Assistant Director of Integrated Governance
Board Secretary and Head of Board Business Unit

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

Up to two Trade Union Representatives and the Chief Executive will have a permanent invite to attend the Committee. In addition to this others from within or outside the organisation who the Committee considers should attend, will be invited taking account of the matters under consideration at each meeting.

6.3 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 (where appointed).

7. Frequency of Meetings

Meetings shall be held no less than quarterly and otherwise as the Chair of the Committee deems necessary.

8. Relationships and accountabilities with the Board and its Committees/Groups:

The Quality, Safety and Improvement Committee must have an effective relationship with the Audit and Corporate Governance Committee, the People and Organisational Development Committee and

any other Committees or sub-committees of the Board in order for it to fully understand the system of assurance for the Board as a whole. It is very important that the Quality, Safety and Improvement Committee remains aware of its distinct role and does not seek to perform the role of other Committees.

9. Applicability of Standing Orders to Committee Business:

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

- Quorum (*see paragraph 6.3*)



Innovation and Technology Advisory Forum

1 Purpose

The *Innovation and Technology Advisory Forum* is a Forum to advise the Board on new thinking and new ways of doing things focused on innovation. The Forum will provide advice and support to create the cultural and organisational conditions for innovation. It will do this through a strategic and horizon scanning focus on new and existing innovations and technologies, in Wales and worldwide, that have the potential to substantially improve health and wellbeing through their consideration, adoption and exploitation. The Forum will offer external experts the opportunity to influence and shape how public health is driven forward in Wales.

In this context, we define **technology** as *the application of scientific knowledge to the practical aims of human life or, as it is sometimes phrased, to the change and manipulation of the human environment*. We define **innovation** as *the process of translating ideas and capabilities arising from the research base into practical deployment, and recognise that innovation and improvement are part of the same continuum*.

This will be in the context of transforming our approaches to achieving a healthier future for Wales in support of the implementation of our new Long Term Strategy, 2018 – 2030.

2 Delegated Powers

With regard to its role in providing advice to the Board, the Advisory Forum will:

- 2.1 Identify emerging new and existing disruptive technologies in relation to health and well-being, the evidence-base for these technologies, how and if they should be considered and how they can be adopted as agile, sustainable opportunities into the Welsh environment.
- 2.2 Advise the organisation on the evaluation of innovative approaches and new technologies in order to consider scaling down or widespread adoption.

- 2.3 Advise and support the organisation in fostering strategic relationships with potential key partners across different sectors and industries and co-innovating new approaches with them, and the public, across the breadth of our priorities. This will include identifying opportunities to engage in, and showcase at, existing industry-led or external events and networks.
- 2.4 Advise the organisation on any potential sources of funding for new technologies and innovation.
- 2.5 Advise the organisation on how to build a culture that empowers our people to build innovation into everything we do.
- 2.6 Bring in external expertise to challenge more orthodox thinking and share learning in relation to a number of organisation-wide priority areas e.g. how we understand public needs and engage with end users; workforce engagement.

In addition, the Forum will offer expertise to the internal Innovation Group within Public Health Wales whose role is to maintain pace around the development and implementation of Public Health Wales' approach to innovation. This Group is chaired by the Director of NHS Quality Improvement and Patient Safety who is the organisational lead for Innovation and will report into the Forum as required.

3 Membership

The Advisory Forum will be chaired by a Non-Executive Director and reflect a diverse portfolio of skill sets from within the health sector, broader public services, Welsh Government, academia, industry partners and life sciences. The membership will comprise representation from within Wales and key international experts. A number of individuals will be invited to join the Forum as core members whilst additional individuals may be invited for specific agenda items or may be co-opted as members for a period of time.

Core Internal Membership:

- Vice Chair of Public Health Wales (Chair)
- Chief Executive of Public Health Wales
- Director of NHS Quality Improvement and Patient Safety
- Executive Director of QNAHPs
- Deputy Director, Strategic Planning and Performance, PHW
- People and OD representative

Core External Membership:

3-5 individuals who as a collective have:

- Experience of leading or been part of an innovative transformation

- Experience in creating the cultural and organisational conditions for innovation
- Knowledge and experience of operationalising and prototyping innovations
- Experience of working across multiple organisations
- Substantial local, national and/or European innovation network
- Skills and knowledge to help us think well together in an innovative space
- An entrepreneurial background.

External co-optees:

- On an agenda driven basis, and the number will be dependent upon need.

Other Directors should attend from time to time as required by the forum.

4 Frequency and Style of Meetings

The Advisory Forum will meet no less than twice-yearly using enabling technology for remote participation. The style of the meetings will be in the form of a strategic, disruptive think tank to provide challenge and opportunities to the work of the organisation and its role as a National Public Health Institute in Wales.

If required, subgroup meetings will be arranged outside of these times at a time convenient to the subgroup members.

Where possible meetings will allow for virtual attendance by means of teleconference or Skype.

Quorum for any meeting will be 5 representatives from Public Health Wales and at least 3 external members of the group.

Secretariat for meetings will be provided by Sara Harley or Terri Willis.

The agenda for meetings, along with any appropriate paperwork will be provided 1 week in advance of the meeting. Actions will be recorded but there will not be formal minutes.

The Board Secretary will ensure relevant updates and reports are provided to the Board.