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Iechyd Cyhoeddus
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Public Health
Wales

Audit and Corporate Governance Committee Terms of Reference and Operating Arrangements

Date: For approval at Board

Version: DRAFT

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 Information Governance and will be known as the **Audit and Corporate Governance Committee**.

The Committee will also discharge the requirements of Section B, 3 and 6 of the Standing Orders, which require the Board to nominate a Committee that covers information governance.

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 Organisation's corporate governance and assurance framework, to support them in their decision taking and in discharging their accountabilities 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 corporate governance and 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

Remit

The Committee's role is to provide independent **assurance** to the Board and the Chief Executive, that there are the appropriate and effective systems in place for areas within its remit, including ensuring that the appropriate development and quality and quality improvement arrangements in line with the Duty of Quality (Wales) Act.

The Committee's remit covers the following areas:

- Internal Audit Function
- External Audit Function
- System of risk and internal control
- Financial and accounting arrangements (including procurement)
- Corporate governance and assurance arrangements
- Cyber Security arrangements
- Hosting body arrangements
- Information Governance and Data Breaches

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.

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

Assurance

With regard to its role in providing assurance to the Board and the Chief Executive, the Committee will seek assurance that the functions within its remit meet the standards set for the NHS in Wales, and provide comment on the reliability and integrity of these functions.

The Committee will support the public disclosure statements that flow from the assurance processes, including the Annual Governance Statement and the Annual Quality Statement.

The Committee will seek **assurance** on:

- 1.1 The effectiveness of the overall system for risk management (system for internal control) and the management of Strategic and Corporate risks within the organisation.
- 1.2 Planned activity and results of internal and external audit, including assurance on the adequacy of executive and managements response to issues identified by audit, inspection and other assurance activity and oversight of the implementation of actions resulting from such reviews.
- 1.3 Consideration of the implications of the findings of wider audit and assurance activity relevant to the Trust's operations, ensuring these are appropriately considered and acted upon to secure the ongoing development and improvement of the organisations governance arrangements.
- 1.4 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.
- 1.5 That the work carried out by the whole range of external review bodies is brought to the attention of the Board and other Committees of the Board in line with the Audit Protocol, to ensure 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.
- 1.6 The overall system in place for clinical audit to ensure that there is an effective clinical audit function*, 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, it's fitness for purpose and it's delivery. The Quality, Safety and Improvement Committee will seek more detail on the clinical outcomes and improvements made as a result of clinical audit.*

- 1.7 Effective counter fraud service that meets the standards set for the provision of counter fraud, as set out in National Assembly for

Wales Directions and as required by the Counter Fraud and Security Management Service arrangements, including strategies, annual work plans and annual reports.

- 1.8 Safety and security of the information collected and used by the organisation, with particular reference to Cyber security, Information Governance compliance, and records management arrangements.
- 1.9 Any issues upon which the Board or the Chief Executive may seek advice, including the processes and arrangements for special investigations where applicable.
- 1.10 the underlying assurance processes for the organisations performance management, and the process for ensuring the organisations ability to achieve corporate objectives.
- 1.11 Systems for financial reporting to the Board, including those of budgetary control, are effective.
- 1.12 The efficiency, effectiveness and economic use of resources
- 1.13 The extent to which the organisation safeguards and protects all its assets.
- 1.14 Schedule of Losses and Special Payments, ensuring that the write off of losses and special payments have been made in accordance with the approval route documented in the Scheme of Delegation
- 1.15 Provide oversight, scrutiny and assurance of compliance with and any development and improvement requirements in relation to information management systems that support business needs, are fit for purpose and comply with legal/best practice requirements in relation to Information Governance including the:
 - Data Protection Act 2018
 - General Data Protection Regulation 2016
 - Control of Patient Information Regulations 2002
 - Common Law duty of Confidence
 - Freedom of Information Act 2000
 - Wales Accord on the Sharing of Personal Information (WASPI)
 - Codes of Practice and Guidance as issued by the Information Commissioner's Office and Welsh Government
- 1.16 Assurance that any arrangements hosted by Public Health Wales, are complying with the provisions of the Hosting Agreement

Delegated Decisions

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

- 1.17 The policies for ensuring compliance with regulatory, legal and code of conduct and accountability requirements within the remit of the Committee.
- 1.18 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
- 1.19 Risk Assessment and Risk Register Procedures, Guidelines and Protocols
- 1.20 Financial Control Procedures
- 1.21 Arrangements relating to the discharge of the Trust's responsibility as a Bailee for patients' property.
- 1.22 Policies relating to Information Governance/ Caldicott/Data Protection/Freedom of Information.

Comment / Recommendation to Board

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

- 1.23 Board's Standing Orders, and Standing Financial Instructions (including associated framework documents, as appropriate) Including Formal consideration of any reports from the Board Secretary on any non-compliance with Standing Orders, making proposals to the Board on any action to be taken.
- 1.24 Ensuring that there is an effective scheme of delegation 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
- 1.25 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

1.26 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 approval by the Board.

1.27 Adequacy of the Trust's corporate 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).

4. Sub-committees/Groups

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

The Information Governance Working Group reports to the Business Executive Team, and provide assurance to the Audit and Corporate Governance Committee.

5. Access

The Head of Internal Audit 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 Audit, External Audit and Counter Fraud Officials 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 the Executive Team and other relevant senior staff.

6. Membership, Attendees and Quorum

6.1 Members

A minimum of three members, comprising:

Chair Non-Executive Director

Members Non-Executive Directors x 2

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.

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:

The following members of staff (or their deputies) shall routinely attend the Committee to actively contribute and provide assurance:

- Deputy Chief Executive and Executive Director of Operations and Finance (Joint Executive Lead for the Committee)
- Board Secretary and Head of Board Business Unit (Joint Executive Lead for the Committee)
- Executive Director of Quality, Nursing and Allied Health Professionals
- Head of Internal Audit
- Representative of the Auditor General for Wales
- Deputy Director and Head of Finance

Other Executive Team members 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 any hosted bodies will attend the Committee at least annually, or as requested by the Committee Chair, to provide assurance to the Committee that the body is complying with the Hosting Agreement and to highlight and discuss any areas of risk or non-compliance. This assurance will also need to include assurance on how the body is complying with the Duty of Quality Act

Local Counter Fraud Specialist will attend the Committee as required or as requested by the Committee Chair, to provide assurance on the counter fraud arrangements.

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 the Chair of the meeting).

7. Frequency of Meetings

The Committee will generally meet on five occasions across the year or 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.

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

The Committee must have an effective relationship with all Board 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 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 Corporate and Governance Assurance Framework and the scheme of delegation, ensuring that these provide adequate coverage across the Board committees for the Board itself to receive assurance on the adequacy of the Trust’s overall framework of assurance.

9. 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 Committees remit including 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;

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

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.

The Chair of the Committee reports into the Board via a composite report from Committee Chairs, where any significant issues are brought to the attention of the Board.

10. 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:

- a. Quorum (see paragraph 6.3)
- b. Meetings will not normally be held in public.

Agendas and routine reports will be published following each meeting where appropriate.



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

Date: For approval at Board

Version: DRAFT

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 Quality and Health and Safety. This Committee will be known as the **Quality, Safety and Improvement Committee**. It will also focus on all aspects aimed at ensuring the quality and safety of the services provided by Public Health Wales.

The Committee will also discharge the requirements of Section B, 3 and 6 of the Standing Orders, which require the Board to nominate a Committee that covers Health and Safety.

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 in relation to the quality and safety of public health services and programmes delivered to improve population health outcomes, including health improvement. This will include considering the Annual Quality

Statement and if appropriate recommending it to the Board for approval.

- **Assure** the Board on whether effective arrangements are in place in relation 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
- **Assure** the Board in relation to the effectiveness of the arrangements in place to ensure organisational wide compliance with the health, safety requirements, 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 Remit

The Committee's role is to provide assurance to the Board, that there are the appropriate and effective systems in place for areas within its remit, including ensuring that there are appropriate development and quality improvements.

The Committee's remit covers the following areas:

- Quality and Improvement
- Health and Safety
- Health Improvement and Population Health
- Service User Experience
- Clinical Audit
- Putting Things Right
- Serious Incidents
- Infection Prevention and Control
- Safeguarding
- Management of Risk (within the remit)

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 across the period of its work programme.

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

Assurance

With regard to its role in providing assurance to the Board the Committee will seek assurance that the functions within its remit meet the standards set for the NHS in Wales, and provide comment on the reliability and integrity of these functions.

The Committee will seek assurance on the effectiveness of the overall arrangements in place to meet the requirements of the Duty of Quality and the Duty of Candour, and provide comment on the reliability and integrity of these functions.

The Committee will seek **assurance** on:

- 1.1 The robustness governance arrangements (including risk management) for the systems and processes in place that demonstrate quality, safety and effectiveness across all services/programmes and functions provided by Public Health Wales. This includes:
 - Health Protection and Screening Services
 - Population Health and Health Improvement ProgrammesEnsuring that they 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 Organisation's activities.
- 1.2 The robustness of systems and processes in place that demonstrate quality, safety and effectiveness across all services/programmes and functions provided by Public Health Wales. This includes ensuring that these are consistently applied and underpinned by an appropriate evidence base and/or ongoing evaluation.
- 1.3 The effectiveness of the Organisation's quality related frameworks, strategies and plans for the development and delivery of high quality and safe services/programmes and functions provided by Public Health Wales, including the Quality and Impact Framework.
- 1.4 This includes ensuring that these are consistent with the Board's overall strategic direction and any requirements and standards set for NHS bodies in Wales and improvements in the standard of quality and safety across the whole organisation.
- 1.5 On the implementation and effectiveness of the quality management arrangements across the organisation in supporting organisational capability and capacity leading to a culture of continuous quality improvement.

- 1.6 The implications for quality and safety arising from the development of the Organisation's corporate strategies and plans, or those of its stakeholders and partners, including those arising from any Joint (sub) Committees of the Board, for example the Estates Strategy where there would implications for quality and safety. .
- 1.7 That 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:
- 1.7.1 sources of internal assurance, which includes quality/clinical audit, internal audit have the capacity and capability to deliver in divisions/teams;
 - 1.7.2 recommendations made by internal and external reviewers are considered in the context of its work plan, and the areas of focus within its remit.
 - 1.7.3 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, and Health Safety;
- 1.8 That there are effective arrangements in place for areas of statutory responsibility, including Putting Things Right, Infection Prevention and Control, Safeguarding, and Category 1 responder / civil contingencies act and Service User Experience.
- 1.9 Provide oversight, scrutiny and assurance of compliance with relevant legislation, guidance or initiatives, including the Health and Social Care (Quality and Engagement) (Wales) Act. This includes assurance on the organisations compliance with the Duty of Quality and Candour as part of this act.
- 1.10 The 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 engagement, surveys, concerns, incidents and proactive arrangements to gain feedback.
- 1.11 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.

Delegated Decisions

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

1.12 Putting Things Right (Complaints, Claims and Incidents), Policy and associated procedures, Guidelines and Protocols

1.13 Policies relating to:

- Clinical Governance/Patient Safety,
- Medicines Management (including immunisations and vaccinations)
- Public/Stakeholder Engagement Information
- Infection Prevention and Control
- Safeguarding, Violence and Aggression/ Personal Safety
- Health and Safety, Fire, Waste and Water Management

Comment / Recommendation to Board

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

1.14 Development and adoption of a set of key indicators of quality and improvement, against which the Organisation's performance will be regularly assessed and reported on through reporting arrangements, such as the Annual Quality Statement

4. Sub-committees/Groups

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.

The Health and Safety Group, Safeguarding Group and the Infection Prevention and Control Group report to the Business Executive Team, and provide assurance to the Quality Safety and Improvement Committee.

5. Access

The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Quality, Safety and Improvement Committee at any time, and vice versa.

The Committee will meet with Internal Audit and, as appropriate, nominated representatives of Healthcare Inspectorate Wales without the presence of officials on at least one occasion each year. The Chair of the Quality, Safety and Improvement Committee shall have reasonable access to the Executive Team and other relevant senior staff.

6. Membership, Attendees and Quorum

6.1 Members

A minimum of three members, comprising:

Chair Non-Executive Director

Members Non-Executive Directors x 2

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

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:

The following members of staff (or their deputies) shall routinely attend the Committee to actively contribute and provide assurance:

- Executive Director of Quality, Nursing and Allied Health Professionals (Joint Lead Executive)
- National Director of Health Protection and Screening Services, Executive Medical Director (Joint Lead Executive)
- National Director of NHS Quality Improvement and Patient Safety/Director Improvement Cymru
- Director of Health and Wellbeing

- Deputy Chief Executive and Executive Director of Operations and
ance (Executive Lead for Health and Safety) or nominated deputy
- Chief Risk Officer
- Assistant Director of Quality and Nursing
- Assistant Director of Integrated Governance
- Board Secretary and Head of Board Business Unit

Other Executive Team members should attend from time to time as required by the Committee Chair.

The Chief Executive shall have a permanent invitation and in addition will be invited to attend, at least annually.

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.

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

The Committee will generally meet a minimum of four occasions across the year or otherwise as the Chair of the Committee deems necessary – consistent with the Organisation’s annual plan of Board Business.

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

The Committee must have an effective relationship all 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. Reporting and Assurance Arrangements

The Committee shall provide a written, annual report to the Board on its work in support of the Committees remit, to provide assurance to the Board that the Committee is fulfilling its terms of reference effectively.

The Chair of the Committee reports into the Board via a composite report from Committee Chairs, where any significant issues are brought to the attention of the Board.

10. Applicability of Standing Orders to Committee Business:

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

- Quorum (*see paragraph 6.3*)

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Knowledge, Research and Information Committee Terms of Reference and Operating Arrangements

Date: TBC

Version: 6 (DRAFT)

Review Date: Annually

1. Introduction

In line with Section B, 3 and 6 of the Standing Orders and the Trust's Scheme of Delegation, the Board shall nominate annually a Committee to be known as the **Knowledge, Research and Information 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 Knowledge, Research and Information 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 in relation to knowledge, research and data and digital activities, in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales and other relevant bodies
- **Assure** the Board on whether effective arrangements are in place in relation to the quality and impact of the organisations knowledge, health intelligence and research activities, and the data quality arrangements in the organisation and cross sector

where applicable.

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

3. Delegated Powers

Remit

The Committee's role is to provide assurance to the Board, that there are the appropriate and effective systems in place for areas within its remit, including ensuring that the appropriate development and quality improvements.

The Committee's remit covers the following areas:

- Knowledge and Impact
- Analysis and Data Science
- Research and Evaluation
- Digital

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 across the period of its work programme.

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

Assurance

With regard to its role in providing assurance to the Board and the Chief Executive, the Committee will seek assurance that the functions within its remit meet the standards set for the NHS in Wales, and provide comment on the reliability and integrity of these functions.

The Committee will seek **assurance** on:

Knowledge and impact

- 1.1 The implementation of, and associated risks for, the relevant strategic priority (priorities) relating to knowledge, research and information in the organisation.
- 1.2 The impact of the knowledge, research, information and evidence activities as they relate to improving health and wellbeing in Wales.

1.3 Having the right knowledge, research, evaluation, data and analysis systems being in place to drive improvements in public health in Wales

1.4 The effectiveness of the research governance arrangements in the organisation and the prioritisation of research to ensure improved health of the population of Wales.

Data

1.5 That Public Health Wales has access to, through collection, sharing or linkage the data it needs to meet its research, data science and analysis needs.

1.6 Provide oversight, scrutiny and assurance that the culture, behaviours and information management systems ensure we exploit data to improve the health of the people of Wales while also being fully compliant with all appropriate legal and ethical duties.

Analysis and Data Science

1.7 That Public Health Wales is keep abreast of data and technical developments to embed data science tools and techniques into our analysis and ways of working.

1.8 That data science and analysis are effectively deployed and prioritised to improve the health and wellbeing of the population of Wales and are deployed to ensure effective delivery of Public Health Wales strategy.

Research and Evaluation

1.10 That Public Health Wales is evaluating the effectiveness of its work and the improvements made to the health of the population of Wales.

Digital

1.11 Transformation of Public Health Wales' and partner organisations service delivery through use of digital services.

Delegated Decisions

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

1.12 Policies relating to Intellectual Property/Commercialisation and Information Management and Technology.

Comment / Recommendation to Board

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

1.13 The continued development of the strategic relationship with academic institutions across Wales, and beyond where applicable.

4. Sub-Committee/Groups

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.

5. Access

The Chair of the Committee shall have reasonable access to the Executive Team 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

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

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

6.2 Attendees

The following members of staff (or their deputies) shall routinely

attend the Committee to actively contribute and provide assurance:

- National Executive Director Public Health Knowledge and Research Public Health (Executive sponsor for the Committee)
- Executive Director of Quality, Nursing and Allied Health Professionals
- National Director Health Protection and Screening, Executive Medical Director
- Executive Director of Policy and International Health / WHO Collaborating Centre on Investment, Health and Wellbeing
- Head of Strategy and Engagement
- Head of Research
- Board Secretary and Head of Board Business Unit (or their nominee)

Other Executive Team members should attend from time to time as required by the Committee Chair.

The Chief Executive shall have a permanent invitation and in addition will be invited to attend, at least annually.

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, 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

The Committee will generally meet a minimum of four occasions across the year or otherwise as the Chair of the Committee deems necessary – consistent with the Organisations annual plan of Board Business.

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

The Committee must have an effective relationship all 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 Committee remains aware of its distinct role and does not seek to perform the role of other committees.

9. Reporting and Assurance Arrangements

The Committee shall provide a written, annual report to the Board on its work in support of the Committees remit, to provide assurance to the Board that the Committee is fulfilling its terms of reference effectively.

The Chair of the Committee reports into the Board via a composite report from Committee Chairs, where any significant issues are brought to the attention of the Board.

10. Applicability of Standing Orders to Committee Business

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

- Quorum (see paragraph 6.3)



People and Organisational Development Committee Terms of Reference and Operating Arrangements

Date: DRAFT

Version: DRFT

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 **People and Organisational Development 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 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 in relation to all matters relating to staff and staffing of Public Health Wales.
- **Assure** the Board on whether effective arrangements are in place 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.
- **Assure** the Board on whether effective arrangements are in place in relation to all issues relating to the Organisations arrangements for

matters relating to the Welsh language, equality, diversity and human rights.

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

3. Delegated Powers

Remit

The Committee's role is to provide assurance to the Board, that there are appropriate and effective systems in place for areas within its remit, including ensuring that there are appropriate development and quality improvements.

The Committee's remit covers the following areas:

- Workforce matters
- Organisational development
- Equality, diversity and human rights
- Welsh language provision.
- Staff Engagement and Partnership Working with Trade Unions

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 across the period of its work programme.

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

Assurance

With regard to its role in providing assurance to the Board the Committee will seek assurance that the functions within its remit meet the standards set for the NHS in Wales, and provide comment on the reliability and integrity of these functions.

The Committee will seek **assurance** on:

- 1.1 The 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.
- 1.2 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

- 1.3 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
- 1.4 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.
- 1.5 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
- 1.6 That there is the appropriate culture and arrangements to allow the Trust to discharge its statutory and mandatory responsibilities with regard to:
 - Equality, Diversity and Human Rights
 - Welsh language provision.
- 1.7 The requirements of the relevant Health, Wellbeing and Corporate Health Standard.
- 1.8 The management of whistle-blowing (raising concerns).
- 1.9 The arrangements for Staff engagement and partnership working with Trade Unions.
- 1.10 That there is an appropriate change management process in place within the Organisation, and that this is managed effectively.

Delegated Decisions

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

- 1.11 Policies and procedures relating to Human Resources/People.
- 1.12 Policies relating to the Welsh Language.
- 1.13 Policies and Procedures relating to Equality, Diversity and Human Rights.

1.14 Policies and Procedures relating to Raising Concerns.

Comment / Recommendation to Board

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

1.15 Development and 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

4. Sub-Committee/Groups

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.

5. Access

The Chair of the Committee shall have reasonable access to the Executive Team 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

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

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

6.2 Attendees

The following members of staff (or their deputies) shall routinely attend the Committee to actively contribute and provide assurance:

- Director of People and Organisational Development (Lead Executive)
- Executive Director of Quality, Nursing and Allied Health Professionals
- National Director Health Protection Service and Screening Services, Executive Medical Director
- Board Secretary & Head of Board Business Unit (or their nominee)

Other Executive Team members should attend from time to time as required by the Committee Chair.

The Chief Executive shall have a permanent invitation and in addition will be invited to attend, at least annually.

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, 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

The Committee will generally meet a minimum of four occasions across the year or otherwise as the Chair of the Committee deems necessary – consistent with the Organisation’s annual plan of Board Business.

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

The Committee must have an effective relationship with all 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 Committee remains aware of its distinct role and does not seek to perform the role of other committees.

9. Reporting and Assurance Arrangements

The Committee shall provide a written, annual report to the Board on its work in support of the Committees remit, to provide assurance to the Board that the Committee is fulfilling its terms of reference effectively.

The Chair of the Committee reports into the Board via a composite report from Committee Chairs, where any significant issues are brought to the attention of the Board.

10. Applicability of Standing Orders to Committee Business

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

- Quorum (see paragraph 6.3)



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

Date: 27 May 2021

Version: 7

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.
- Termination of appointment and suspension officer members in accordance with the provisions of Regulations
- Ratify the appointment, appraisal, discipline and dismissal of the Executive Directors and any other Board level appointments and other senior employees, in accordance with Ministerial Instructions, e.g., the Board Secretary
- 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.
- Consider and approve redundancy and Early Release Applications, noting that where the settlement is £50,000 or above subsequent agreement of Welsh Government is required.

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

Date: 26 May 2022

Version: 4

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 Audit and Corporate Governance 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 Chair of the Board - 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 Public Health Wales Board 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 Public Health Wales. 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.
- Where areas of work fall within the remit of more than one Committee, the relevant Committee Chairs will collectively agree within the Committee's work plans how areas of overlap will be managed and clearly define the remit to avoid duplication. Where appropriate, a lead Committee will be identified who will provide assurance to the Board on the matter, working with the other relevant Committees.

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, , including ensuring that the appropriate development and quality improvements.

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.

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

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.