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NHS
WALES

Iechyd Cyhoeddus
Cymru
Public Health
Wales

Name of Meeting
Audit and Corporate
Governance Committee
Date of Meeting
10 May 2023
Agenda item:
10.2

Review of Committee Terms of Reference

Executive lead:	Paul Veysey, Board Secretary and Head of Board Business Unit
Author:	Liz Blayney, Deputy Board Secretary and Board Governance Manager

Approval/Scrutiny route:	<p>Discussion with the Chair, Committee Members and Executive Lead.</p> <p>The Committee's have reviewed proposed changes at the last round of Committee meetings and have recommended to the Board for approval.</p>
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Purpose

The Committees Terms of Reference were last approved by the Board in 2022. Terms of Reference should be reviewed annually to ensure compliance with Standing Orders.

A review of the Committee Terms of Reference has taken place and suggested amendments were presented to each Committee, for a recommendation to the Board for approval.

Recommendation:

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

- **Consider** the proposed changes to the Committees terms of reference;
- **Approve** the revised terms of reference to the Board for approval for
 - Audit and Corporate Governance Committee
 - Quality, Safety and Improvement Committee.
- **Note** that no changes are proposed to the Remuneration and Terms of Service Committee.
- **Note** that no changes are proposed to the Standard Terms of Reference and Operating Arrangement following a review.

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 present proposed revisions to the Committees terms of reference for consideration, and to recommend to the Board for approval.

2. Background

The Committees Terms of Reference were last reviewed in May 2022.

The Terms of Reference of Committees should be reviewed at least annually to ensure compliance with Standing Orders. A review of the Terms of Reference has taken place and suggested amendments are presented to Committee, to recommend to the Board for approval.

3. Summary of changes to Committee Terms of Reference

The proposed changes are intended to clarify the role and purpose of the Committee, and to fully articulate its remit. These changes are detailed in the table below.

A full copy of the revised terms of reference are included at appendix 1.

3.1 Audit and Corporate Governance Committee

Section	Proposed Amendment
Throughout	Minor changes to the text for consistency with other committee Terms of Reference.
Remit	<p>Addition of 'Information Governance and data breaches) for clarity. This has previously been contained within the Terms of reference and the role of the committee, added to the bullet list for clarity to draw out this role.</p> <p>First sentence has been amended to include reference to the duty of quality.</p> <p>Quality, Safety and Improvement have responsibility for the overall compliance, and will be receiving regular updates on this.</p> <p>The role of the other Committees in ensuring that any services and functions within their remit are complying with the act as part of their remit. (will be included in all Committee TORs and will be included in the overall remit map being developed to explain cross overs)</p> <p>1.16 – Amended to remove specific mention of Finance delivery unit and the NHS collaborative, in light of the new arrangements with the NHS Executive .</p> <p>Now reads ' any hosting arrangements' to remove specific reference to individual bodies.</p>
Membership	<p>Amended to reflect the NHS Executive arrangements as above.</p> <p>Added requirement for the hosted bodies to provide assurance to the Committee on their compliance with the duty of Quality Act.</p>

3.2 Quality, Safety and Improvement Committee

Section	Proposed Amendment
Throughout	Minor changes to the text for consistency with other committee Terms of Reference.
Introduction	removal of reference to information governance.
Purpose	inclusion of reference to health improvement
Remit	Addition of reference to Health Improvement and Population Health
Assurance	(1.1)Inclusion of reference to : <ul style="list-style-type: none"> • Health Protection and Screening Services • Population Health and Health Improvement Programmes
	1.1 (1.9) addition of <i>'This includes assurance on the organisations compliance with the Duty of Quality and Candour as part of this act'</i>
Sub-committees/ Groups	Clarification of Health and Safety Group being an assurance group reporting to Business Executive Team, in line with the other groups for a consistent approach.
Attendees	Inclusion of Director of Health and Wellbeing

3.3 People and Organisational Development Committee

Section	Proposed Amendment
Throughout	Minor changes to the text for consistency with other committee Terms of Reference.
Remit	Addition of : That there is an appropriate change management process in place within the Organisation, and that this is managed effectively.

3.4 Knowledge, Research and Information Committee

Section	Proposed Amendment
Throughout	Minor changes to the text for consistency with other committee Terms of Reference.
Purpose	Remove reference to information governance.
Remit	None
Assurance	addition of 1.3 <i>'Having the right knowledge, research, evaluation, data and analysis systems being in place to drive improvements in public health in Wales'</i>
	Removal of 'and information governance'
	Removal of 1.5 relating to cyber security

3.5 Remuneration and Terms of Service Committee

No changes are proposed to these Terms of Reference.

3.6 Standard Terms of Reference and Operating Arrangements

No changes are proposed to these Terms of Reference.

As part of the Committee's review of effectiveness this year, an area for further development identified was how matters that are cross cutting or apply to more than one Committee are managed. It was agreed that further clarity on this would help support the Committees and provide clarity on how cross committee issues are managed.

This will be developed this year as part of the work of the Committees, an initial scoping document has been included as an attachment to the Board papers for assurance, this will be developed further with the Chairs during 2023/24 and reported back to the Board.

4. Recommendation

The Board is asked to:

- **Consider** the proposed changes to the Committees terms of reference;
- **Approve** the revised terms of reference to the Board for approval for:
 - Audit and Corporate Governance Committee
 - Quality, Safety and Improvement Committee
 - People and Organisational Development Committee
 - Knowledge Research and Information Committee
- **Note** that no changes are proposed to the Remuneration and Terms of Service Committee.
- **Note** that no changes are proposed to the Standard Terms of Reference and Operating Arrangement following a review.