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Public Health Wales Standing Orders and Reservation and Delegation of Powers

Foreword

National Health Service Trusts (“NHS Trusts”) in Wales must agree Standing Orders (SOs) for the regulation of their proceedings and business. These SOs are designed to translate the statutory requirements set out in the Public Health Wales National Health Service Trust (Membership and Procedure) Regulations 2009 (2009/1385 (W.141))] into day to day operating practice, and, together with the model Scheme of Reservation and Delegation of Powers and Standing Financial Instructions (SFIs), they provide the regulatory framework for the business conduct of the Trust.

These documents form the basis upon which the Trust’s governance and accountability framework is developed and, together with the adoption of the Trust’s Values and Standards of Behaviour framework, is designed to ensure the achievement of the standards of good governance set for the NHS in Wales.

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

Further information on governance in the NHS in Wales may be accessed at www.NHSWalesGovernance.com

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SECTION: A – INTRODUCTION

Statutory framework

- i) The Public Health Wales National Health Service Trust (“the Trust”) is a statutory body that came into existence on 1st August 2009 under **The Public Health Wales National Health Service Trust (Establishment) Order 2009 (2009/2058 (W.177))**, “the Establishment Order”.
- ii) The principal place of business of Public Health Wales NHS Trust (the Trust) is – Floor 3, Number 2 Capital Quarter, Tyndall Street, Cardiff CF10 4BZ.
- iii) All business shall be conducted in the name of Public Health Wales or Public Health Wales NHS Trust, and all funds received in trust shall be held in the name of the Trust as a corporate Trustee.
- iv) NHS Trusts are corporate bodies and their functions must be carried out in accordance with their statutory powers and duties. Their statutory powers and duties are mainly contained in the **NHS (Wales) Act 2006 (C.42)** which is the principal legislation relating to the NHS in Wales. Whilst the **NHS Act 2006 (C.41)** applies equivalent legislation to the NHS in England, it also contains some legislation that applies to both England and Wales. The NHS (Wales) Act 2006 and the NHS Act 2006 are a consolidation of the NHS Act 1977 and other health legislation which has now been repealed. The NHS (Wales) Act 2006 contains various powers of the Welsh Ministers to make subordinate legislation and details how NHS Trusts are governed and their functions.
- v) Under powers set out in paragraph 4 of Schedule 3 to the NHS (Wales) Act 2006 the Welsh Ministers made **The Public Health Wales National Health Service Trust (Membership and Procedure) Regulations 2009 (S.I. 2009/1385 (W.141))** (“the Membership Regulations”) which set out the membership and procedural arrangements for the Trust.
- vi) Sections 18 and 19 of and Schedule 3 to the NHS (Wales) Act 2006 provide for Welsh Ministers to confer functions on NHS

Trusts and to give Directions about how it exercises those functions. NHS Trusts must act in accordance with those Directions. The NHS Trust's statutory functions are set out in their Establishment Order but many functions are also contained in other legislation such as the NHS (Wales) Act 2006.

- vii) However in some cases the relevant function may be contained in other legislation. In exercising their powers NHS Trusts must be clear about the statutory basis for exercising such powers.
- viii) In addition to Directions the Welsh Ministers may from time to time issue guidance which NHS Trusts must take into account when exercising any function.
- ix) As a statutory body, NHS Trusts have specified powers to contract in its own name and to act as a corporate trustee
- x) **The National Health Service Bodies and Local Authorities Partnership Arrangements (Wales) Regulation 2000 (S.I 2000/2993 (W.193))** made under section 33 of the NHS (Wales) Act 2006 enable LHBs, NHS Trusts and Local Authorities to enter into any partnership arrangements to exercise certain NHS functions and health-related functions as specified in the Regulations. The arrangement can only be made if it is likely to lead to an improvement in the way in which NHS functions and health-related functions are exercised, and the partners have consulted jointly with all affected parties, and the arrangements fulfil the objectives set out in the health improvement plan of the relevant health body.
- xi) Section 72 of the NHS Act 2006 places a duty on NHS bodies to co-operate with each other in exercising their functions.
- xii) Section 82 of the NHS Act 2006 places a duty on NHS bodies and local authorities to co-operate with one another in order to secure and advance the health and welfare of the people of England and Wales.
- xiii) Section 5 of the Welsh Language Act 1993 (C.38) places a duty on public bodies to implement a Welsh Language Scheme which outlines how NHS Trusts will comply with their statutory responsibility to provide services through the medium of Welsh. The Welsh Language (Wales) Measure 2011 (2011 nawm 1) makes provision with regard to the development of standards of conduct relating to the Welsh Language which will replace the existing system of Welsh Language Schemes provided for by the 1993 Act.

- xiv) Paragraph 18 of Schedule 3 to the NHS (Wales) Act 2006 provides for NHS Trusts to enter into arrangements for the carrying out, on such terms as considered appropriate, of any of its functions jointly with any Strategic Health Authority, Local Health Board or other NHS Trust, or any other body or individual.
- xv) NHS Trusts are also bound by any other statutes and legal provisions, which govern the way they do business. The powers of NHS Trusts established under statute shall be exercised by NHS Trusts meeting in public session, except as otherwise provided by these SOs.
- xvi) NHS Trusts shall issue an indemnity to any Chair and Independent Member in the following terms: "A Board [or Committee] member, who has acted honestly and in good faith, will not have to meet out of their personal resources any personal liability which is incurred in the execution of their Board function. Such cover excludes the reckless or those who have acted in bad faith".

NHS framework

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

performance management systems.

- xx) The Welsh Ministers, reflecting its constitutional obligations, has stated that sustainable development should be the central organising principle for the public sector and a core objective for the restructured NHS in all it does.
- xxi) Full, up to date details of the other requirements that fall within the NHS framework – as well as further information on the Welsh Government’s Citizen Centred Governance principles - are provided on the NHS Wales Governance e-manual which can be accessed at www.NHSWalesGovernance.com. Directions or guidance on specific aspects of NHS Trusts business are also issued in hard copy, usually under cover of a Ministerial letter.

NHS Trust Framework

- xxii) *Schedule 2* provides details of the key documents that, together with these SOs, make up the NHS Trusts governance and accountability framework. These documents must be read in conjunction with these SOs and will have the same effect as if the details within them were incorporated within the SOs themselves.
- xxiii) NHS Trusts will from time to time agree and approve Policy statements which apply to Board members and/or all or specific groups of staff employed by Public Health Wales NHS Trust and others. The decisions to approve these policies will be recorded and, where appropriate, will also be considered to be an integral part of the Trust’s SOs and SFIs.
- xxiv) NHS Trusts shall ensure that an official is designated to undertake the role of the Board Secretary (the role of which is set out in paragraph xxxi) below).
- xxv) For the purposes of these SOs, the Board members shall collectively to be known as “the Board”; the executive and non executive directors shall be referred to as Executive Directors and Non-Executive Directors respectively; and the Chief Officer and the Chief Finance Officer shall respectively be known as the Chief Executive and the Director of Finance – SO 1.1.2 refers.

Applying Standing Orders

- xxvi) The SOs of NHS Trusts (together with SFIs and the Values and Standards of Behaviour Framework), will, as far as they are applicable, also apply to meetings of any formal Committees

established by the Trust, including any sub-Committees and Advisory Groups. These SOs may be amended or adapted for the Committees as appropriate, with the approval of the Board. *Further details on committees may be found in Schedule 3 of these SOs.*

xxvii) Full details of any non compliance with these SOs, including an explanation of the reasons and circumstances must be reported in the first instance to the Board Secretary, who will ask the Audit Committee to formally consider the matter and make proposals to the Board on any action to be taken. All NHS Board members and officers have a duty to report any non compliance to the Board Secretary as soon as they are aware of any circumstance that has not previously been reported.

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

Variation and amendment of Standing Orders

xxviii) Although these SOs are subject to regular, annual review by the NHS Trust, there may, exceptionally, be an occasion where it is necessary to vary or amend the SOs during the year. In these circumstances, the Board Secretary shall advise the Board of the implications of any decision to vary or amend SOs, and such a decision may only be made if:

- The variation or amendment is in accordance with regulation 23] of the Membership Regulations and does not contravene a statutory provision or direction made by the Welsh Ministers;
- The proposed variation or amendment has been considered and approved by the Audit Committee and is the subject of a formal report to the Board; and
- A notice of motion under Standing Order 6.5.14 has been given.

Interpretation

xxix) During any Board meeting where there is doubt as to the applicability or interpretation of the SOs, the Chair of the Trust shall have the final say, provided that his or her decision does not conflict with rights, liabilities or duties as prescribed by law. In doing so, the Chair shall take appropriate advice from the Board Secretary and, where appropriate the Chief Executive or the Director of Finance in the case of SFIs.

xxx) The terms and provisions contained within these SOs aim to reflect those covered within all applicable health legislation. The legislation takes precedence over these SOs when interpreting any term or provision covered by legislation.

The role of the Board Secretary

xxxi) The role of the Board Secretary is crucial to the ongoing development and maintenance of a strong governance framework within NHS Trusts, and is a key source of advice and support to the NHS Trust Chair and other Board members. Independent of Board members, the Board Secretary acts as the guardian of good governance within NHS Trusts:

- providing advice to the Board as a whole and to individual Board members on all aspects of governance;
- facilitating the effective conduct of NHS Trust business through meetings of the Board, its Advisory Groups and Committees;
- ensuring that Board members have the right information to enable them to make informed decisions and fulfil their responsibilities in accordance with the provisions of these SOs;
- ensuring that in all its dealings, the Board acts fairly, with integrity, and without prejudice or discrimination;
- contributing to the development of an organisational culture that embodies NHS values and standards of behaviour; and
- monitoring the NHS Trusts compliance with the law, SOs and the governance and accountability framework set by the Welsh Ministers.

xxxii) As advisor to the Board, the *Board Secretary's* role does not affect the specific responsibilities of Board members for governing the organisation. The Board Secretary is directly accountable for the conduct of their role to the Chair [and Chief Executive], and reports on a day to day basis to the Chief Executive.

xxxiii) Further details of the Board Secretary within Public Health Wales NHS Trust, including details on how to contact them, can be found on the Public Health Wales internet website and details of the Board Secretary role more generally are available at www.nhswalesgovernance.com or from the office of the Board Secretary, Public Health Wales, No. 2 Capital Quarter, Tyndall Street, Cardiff, CF10 4BQ.

SECTION: B – STANDING ORDERS

1. THE TRUST

1.0.1 The Trust's principal role is to:

- (a) to provide to or in relation to the health service in Wales and manage a range of public health, health protection, healthcare improvement, health advisory, child protection and microbiological laboratory services and services relating to the surveillance, prevention and control of communicable diseases;
- (b) to develop and maintain arrangements for making information about matters related to the protection and improvement of health in Wales available to the public in Wales, to undertake the provision and commission research into such matters and to contribute to the provision and development of training in such matters;
- (c) to undertake the systemic collection, analysis and dissemination of information about the health of the people of Wales in particular including cancer incidence, mortality and survival, and prevalence of congenital anomalies; and
- (d) to provide, manage, monitor, evaluate and conduct research into screening of health conditions and screening of health related matters.

1.0.2 The Trust was established by, and its functions are contained in, the Public Health Wales National Health Service Trust (Establishment) Order 2009 (S.I. 2009/2058 (W.177)). The Trust must ensure that all its activities are in exercise of those functions or other statutory functions that are conferred on it.

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

1.1 Membership of the Trust

1.1.1 The membership of the Trust shall comprise the Chair, 6 non-executive directors and 5 executive directors.

1.1.2 For the purposes of these SOs, the Board members shall collectively be known as “the Board”; the executive and non executive directors (which will include the Chair) shall be referred to as Executive Directors and Non-executive Directors respectively. The Chief Officer and the Chief Finance Officer shall respectively be known as the Chief Executive and the Director of Finance. All Board members shall have full voting rights.

1.1.3 The Cabinet Secretary for Health and Social Services shall appoint the Chair and the Board (with the involvement of the Chief Executive, NHS Wales) shall appoint the Chief Executive.

Executive Directors

1.1.4 A total of 5, appointed by the relevant committee, and consist of the Chief Executive, the Director of Finance and 3 others appointed by the Trust. Executive Directors may have other responsibilities as determined by the Board and set out in the scheme of delegation to officers.

Non Executive Directors

1.1.5 A total of 6 (excluding the Chair) appointed by the Cabinet Secretary for Health and Social Services, which will include:

- A person nominated by a university in Wales with teaching or research specialism in public health;
- A person nominated by a local authority or local authorities in Wales;
- A person who is an employee or member of a voluntary sector organisation in Wales;
- Three other independent, Non-executive Directors.

Use of the term 'Non-executive Directors'

1.1.6 For the purposes of these SOs, use of the term 'Non-executive Directors' refers to the following voting members of the Board:

- Chair
- Vice Chair
- Non Executive Directors

unless otherwise stated.

1.2 Joint Directors

1.2.1 Where a post of Executive Director of the Trust is shared

between more than one person because of their being appointed jointly to a post:

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

1.3 Tenure of Board members

1.3.1 The Chair and other Non-executive Directors appointed by the Cabinet Secretary for Health and Social Services shall be appointed as Board members for a period specified by the Welsh Ministers, but for no longer than 4 years in any one term. These members can be reappointed but may not serve a total period of more than 8 years. Time served need not be consecutive and will still be counted towards the total period even where there is a break in the term.

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

1.3.3 All NHS Board members' tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements, so far as they are applicable, as specified in regulation 15 of the Membership Regulations. Any member must inform the Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The Chair will advise the Cabinet Secretary for Health and Social Services in writing of any such cases immediately.

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

1.4 The Role of the Trust, its Board and responsibilities of individual members

Role

1.4.1 The principal role of the Trust is set out in SO 1.0.1. The Board's

main role is to add value to the organisation through the exercise of strong leadership and control, including:

- Setting the organisation's strategic direction
- Establishing and upholding the organisation's governance and accountability framework, including its values and standards of behaviour
- Ensuring delivery of the organisation's aims and objectives through effective challenge and scrutiny of the Trust's performance across all areas of activity.

Responsibilities

- 1.4.2 The Board will function as a corporate decision-making body, Executive Directors and Non-executive Directors being full and equal members and sharing corporate responsibility for all the decisions of the Board.
- 1.4.3 Non-executive Directors who are appointed to bring a particular perspective, skill or area of expertise to the Board must do so in a balanced manner, ensuring that any opinion expressed is objective and based upon the best interests of the health service. Similarly, Board members must not place an over reliance on those individual members with specialist expertise to cover specific aspects of Board business, and must be prepared to scrutinise and ask questions about any contribution that may be made by that member.
- 1.4.4 All Board members must comply with their terms of appointment. They must equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes, engaging fully in Board activities and promoting the Trust within the communities it serves.
- 1.4.5 **The Chair** – The Chair is responsible for the effective operation of the Board, chairing Board meetings when present and ensuring that all Board business is conducted in accordance with these SOs. The Chair may have certain specific powers delegated by the Board and set out in the Scheme of Delegation.
- 1.4.6 The Chair shall work in close harmony with the Chief Executive and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

- 1.4.7 **The Vice Chair** – The Vice Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing chair resumes their duties or a new chair is appointed.
- 1.4.8 **Chief Executive** – The Chief Executive is responsible for the overall performance of the executive functions of the Trust. They are the appointed Accountable Officer for the Trust and shall be responsible for meeting all the responsibilities of that role, as set out in their Accountable Officer Memorandum.
- 1.4.9 **Lead roles for Board members** – The Chair will ensure that individual Board members are designated as lead roles or “champions” as required by the Welsh Ministers or as set out in any statutory or other guidance. Any such role must be clearly defined and must operate in accordance with the requirements set by the Trust, the Welsh Ministers or others. In particular, no operational responsibilities will be placed upon any Independent Member fulfilling such a role. The identification of a Trust member in this way shall not make them more vulnerable to individual criticism, nor does it remove the corporate responsibility of the other Board members for that particular aspect of Board business.

2. RESERVATION AND DELEGATION OF TRUST FUNCTIONS

- 2.0.1 Subject to any Directions that may be given by the Welsh Ministers, the Board shall make arrangements for certain functions to be carried out on its behalf so that the day to day business of the Trust may be carried out effectively and in a manner that secures the achievement of its aims and objectives. In doing so, the Board must set out clearly the terms and conditions upon which any delegation is being made.
- 2.0.2 The Board’s determination of those matters that it will retain, and those that will be delegated to others shall be set out in a:
- i Schedule of matters reserved to the Board;
 - ii Scheme of delegation to committees and others; and
 - iii Scheme of delegation to officers.
- all of which must be formally adopted by the Board in full session and form part of these SOs.
- 2.0.3 Subject to Standing Order 2.0.4, the Trust retains full responsibility for any functions delegated to others to carry out

on its behalf. Where Trusts have a joint duty e.g. the provision of Shared/Hosted Services, the Trust remains fully responsible for its part, and shall agree through the determination of a written Partnership Agreement the governance and assurance arrangements for the partnership, setting out respective responsibilities, ways of working, accountabilities and sources of assurance of the partner organisations.

2.0.4 **NHS Wales Shared Services**

Background Information

In 2011 the NHS bodies in Wales, together with the Welsh Assembly Government (as it then was) decided to bring together various support services functions across the NHS in Wales under a single management team as a “virtual” Shared Services entity.

In September 2011 the Welsh Ministers gave authority to proceed with the transfer of responsibility for the provision of Shared Services from the virtual model to an NHS body in Wales.

Following an invitation to all NHS bodies to express an interest in becoming the host organisation, Velindre NHS Trust was confirmed as the host organisation on 22nd November 2011.

Arrangements from 1st June 2012

From 1st June 2012 the function of managing and providing Shared Services to the health service in Wales will be given to Velindre NHS Trust. The Trust’s Establishment Order has been amended to reflect the fact that the function of managing and providing shared services to the health service in Wales has been conferred on it.

The **Velindre National Health Service Trust Shared Services Committee (Wales) Regulations 2012** (the Shared Services Regulations) require the Trust to establish a Shared Services Committee which will be responsible for exercising the Trust’s Shared Services functions. The Shared Services Regulations prescribe the membership of the Shared Services Committee in order to ensure that all LHBs and Trusts in Wales have a member on the Shared Services Committee and that the views of all the NHS organisations in Wales are taken into account when making decisions in respect of Shared Services activities.

The Director of Shared Services will be designated as Accountable Officer for Shared Services.

These new arrangements also necessitate putting in place a new Memorandum of Co-operation and a Hosting Agreement between all LHBs and Trusts setting out the obligations of NHS bodies to participate in the Shared Services Committee and to take collective responsibility for setting the policy and delivery of the Shared Services to the health service in Wales. Responsibility for the exercise of the Shared Services functions will not rest with the Board of Velindre NHS Trust but will be a shared responsibility of all NHS bodies in Wales.

The Shared Services Committee is to be known as the Shared Services Partnership Committee for operational purposes.

2.1 Chair's action on urgent matters

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

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

2.2 Delegation of Board functions

2.2.1 The Board shall agree the delegation of any of their functions to Committees and others, setting any conditions and restrictions it considers necessary and in accordance with any Directions or Regulations given by the Welsh Ministers. These functions may be carried out:

- i by a Committee, sub-Committee or officer of the Trust (or of another Trust); or
- ii by another LHB; NHS Trust; Strategic Health Authority or Primary Care Trust in England; Special Health Authority; or

- iii with one or more bodies including local authorities through a sub-Committee; or

2.2.2 The Board shall agree and formally approve the delegation of specific executive powers to be exercised by Committees or sub-Committees which it has formally constituted.

2.3 Delegation to officers

2.3.1 The Board will delegate certain functions to the Chief Executive. For these aspects, the Chief Executive, when compiling the Scheme of Delegation to Officers, shall set out proposals for those functions they will perform personally and shall nominate other officers to undertake the remaining functions. The Chief Executive will still be accountable to the Board for all functions delegated to them irrespective of any further delegation to other officers.

2.3.2 This must be considered and approved by the Board (subject to any amendment agreed during the discussion). The Chief Executive may periodically propose amendment to the Scheme of Delegation to Officers and any such amendments must also be considered and approved by the Board.

2.3.3 Individual Executive Directors are in turn responsible for delegation within their own directorates/departments/localities in accordance with the framework established by the Chief Executive and agreed by the Board.

3. COMMITTEES

3.1 NHS Trust Committees

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

Use of the term "Committee"

3.1.2 For the purposes of these SOs, use of the term 'Committee'

incorporates the following:

- board Committee
- sub-Committee

unless otherwise stated.

3.2 Sub-Committees

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

3.3 Committees established by the Trust

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

- Quality and Safety;
- Audit;
- Information Governance;
- Charitable Funds;
- Remuneration and Terms of Service; and
- Mental Health Act requirements *[if applicable]*.

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

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

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

3.4.3 Each Committee established by or on behalf of the Board must have its own SOs or detailed terms of reference and operating

arrangements, which must be formally approved by the Board. These must establish its governance and ways of working, setting out, as a minimum:

- the scope of its work (including its purpose and any delegated powers and authority);
- membership and quorum;
- meeting arrangements;
- relationships and accountabilities with others (including the Board, its Committees and any Advisory Groups);
- any budget and financial responsibility, where appropriate;
- secretariat and other support;
- training, development and performance; and
- reporting and assurance arrangements.

3.4.4 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the Committee, keeping any such aspects to the minimum necessary.

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

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

3.4 Other Committees

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

3.5 Confidentiality

3.7.1 Committee members and attendees must not disclose any matter dealt with by or brought before a Committee in

confidence without the permission of the Committee's Chair.

3.6 Reporting activity to the Board

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

4. ADVISORY GROUPS

4.0.1 The Board may and where directed by the Welsh Ministers must, appoint Advisory Groups to the Trust to provide advice to the Board in the exercise of its functions.

4.0.2 *Details of the Board's Advisory Groups, their membership and terms of reference are set out at Schedule 5.*

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

4.1 Advisory Groups established by the Trust

4.1.1 The Trust has not established any Advisory Groups:

4.2 Confidentiality

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

4.3 Reporting activity

4.3.1 The Board shall ensure that the Chairs of all Advisory Groups report formally, regularly and on a timely basis to the Board on their activities. Advisory Group Chairs shall bring to the Board's specific attention any significant matters under consideration and report on the totality of its activities through the production of minutes or other written reports.

4.3.2 Each Advisory Group shall also submit an annual report to the Board through the Chair within 6 weeks of the end of the reporting year setting out its activities during the year and detailing the results of a review of its performance and that of any sub-groups it has established.

4.3.3 Each Advisory Group shall report regularly on its activities to those whose interests they represent.

4.4 Terms of reference and operating arrangements

4.4.1 The Board must formally approve terms of reference and operating arrangements in respect of any Advisory Group it has established. These must establish its governance and ways of working, setting out, as a minimum:

- the scope of its work (including its purpose and any delegated powers and authority);
- membership (including member appointment and removal, role, responsibilities and accountabilities, and terms and conditions of office) and quorum;
- meeting arrangements;
- communications;
- relationships with others (including the Board, its Committees and Advisory Groups) as well as community partnerships such as Local Service Boards;
- any budget and financial responsibility;
- secretariat and other support;
- training, development and performance; and
- reporting and assurance arrangements.

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

4.4.3 The Board may determine that any Advisory Group it has set up should be supported by sub-groups to assist it in the conduct of its work, or the Advisory Group may itself determine such arrangements, provided that the Board approves such action.

4.5 The Local Partnership Forum (LPF)

Role

- 4.5.1 The LPF's role is to provide a formal mechanism where the Trust, as employer, and trade unions/professional bodies representing Trust employees (hereafter referred to as staff organisations) work together to improve health services for the citizens served by the Trust - achieved through a regular and timely process of consultation, negotiation and communication. In doing so, the LPF must effectively represent the views and interests of the Trust's workforce.
- 4.5.2 It is the forum where the Trust and staff organisations will engage with each other to inform, debate and seek to agree local priorities on workforce and health service issues; and inform thinking around national priorities on health matters.
- 4.5.3 The Trust may specifically request advice and feedback from the LPF on any aspect of its business, and the LPF may also offer advice and feedback even if not specifically requested by the Trust. The LPF may provide advice to the Board:
- in written advice; or
 - in any other form specified by the Board.

4.6 Terms of reference and operating arrangements

- 4.6.1 The Board must formally approve terms of reference and operating arrangements for the LPF. These must establish its governance and ways of working, setting out, as a minimum:
- the scope of its work (including its purpose and any delegated powers and authority);
 - membership (including member appointment and removal, role, responsibilities and accountability, and terms and conditions of office);
 - meeting arrangements;
 - communications;
 - relationships and accountabilities with others (including the Board, its Committees and Advisory Groups, and other relevant local and national groups);
 - any budget and financial responsibility (where appropriate);
 - secretariat and other support; and
 - reporting and assurance arrangements.

- 4.6.2 In doing so, the Board shall specify which aspects of these SOs

are not applicable to the operation of the LPF, keeping any such aspects to the minimum necessary. The LPF will also operate in accordance with the TUC six principles of partnership working.

4.6.3 The LPF may establish sub-fora to assist it in the conduct of its work, to facilitate:

- ongoing dialogue, communication and consultation on service and operational management issues specific to Divisions/Directorates/Service areas; and/or
- detailed discussion in relation to a specific issue(s).

4.7 Membership

4.7.1 The Trust shall agree the overall size and composition of the LPF in consultation with those staff organisations it recognises for collective bargaining. As a minimum, the membership of the LPF shall comprise:

Management Representatives

- Trust Chief Executive
- Director of Finance
- Director of People and Organisational Development

Together with the following

- General managers / Divisional managers
- People and organisational development staff

4.7.2 The Trust may determine that other Executive Directors, general/divisional managers or others may act as members or be co-opted to the LPF.

Staff Representatives

4.7.3 The maximum number of staff representatives will be determined by the Trust and will comprise of representatives from those staff organisations recognised by the Trust.

In attendance

4.7.4 The LPF may determine that full time officers from those staff organisations recognised by the Trust shall be invited to attend LPF meetings

4.8 Member Responsibilities and Accountability

Joint Chairs

4.8.1 The LPF shall have two Chairs on a rotational basis, one of whom shall be drawn from the management representative membership, and one from the staff representative membership.

4.8.2 The Chairs shall be jointly responsible for the effective operation of the LPF:

- chairing meetings, rotated equally between the Staff Representative and Management Representative Chairs;
- establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all business is conducted in accordance with its agreed operating framework; and
- developing positive and professional relationships amongst the Forum's membership and between the Forum and the Board.

4.8.3 The Chairs shall work in partnership with each other and, as appropriate, with the Chairs of the Trust's other advisory groups. Supported by the Board Secretary, Chairs shall ensure that key and appropriate issues are discussed by the Forum in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

4.8.4 The Chairs are accountable to the Board for the conduct of business in accordance with the governance and operating framework set by the Trust.

Joint Vice Chairs

4.8.5 The LPF shall have two Vice Chairs, one of whom shall be drawn from the Management Representative membership, and one from the staff representative membership.

4.8.6 Each Vice Chair shall deputise for their Chair in that Chair's absence for any reason, and will do so until either the existing Chair resumes their duties or a new Chair is appointed.

4.8.7 The Vice Chair is accountable to their Chair for their performance

as Vice Chair.

Members

4.8.8 All members of the LPF are full and equal members and collectively share responsibility for its decisions.

4.8.9 All members must:

- Be prepared to engage with and contribute to the LPF's activities and in a manner that upholds the standards of good governance set for the NHS in Wales;
- Comply with their terms and conditions of appointment;
- Equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
- Promote the work of the LPF within the professional discipline they represent.

4.9 Appointment and terms of office

4.9.1 Management representative members shall be determined by the Board.

4.9.2 Staff representatives shall be determined by the staff organisations recognised by the Trust, subject to the following conditions:

- Staff representatives must be employed by the Trust and accredited by their respective trade union; and
- A member's tenure of appointment will cease in the event that they are no longer employed by the Trust or cease to be a member of their nominating trade union.

4.9.3 The *Management Representative Chair* shall be appointed by the Board.

4.9.4 The *Staff Representative Chair* shall be elected from within the staff representative membership of the LPF, by staff representative members, in a manner determined by the staff representative members. The *Staff Representative Chair's* term of office shall be for one (1) year.

- 4.9.5 The *Management Representative Vice Chair* shall be appointed from within the management representative membership of the LPF by the Management Representative Chair.
- 4.9.6 The *Staff Representative Vice Chair* shall be elected from within the staff representative membership of the LPF, by staff representative members, in a manner determined by the staff representative members. The *Staff Representative Vice Chair's* term of office shall be for one (1) year.
- 4.9.7 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform their respective LPF Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on the conduct of their role.

4.10 Removal, suspension and replacement of members

- 4.10.1 If an LPF member fails to attend three (3) consecutive meetings, the next meeting of the LPF shall consider what action should be taken. This may include removal of that person from office unless they are satisfied that:
- (a) the absence was due to a reasonable cause; and
 - (b) the person will be able to attend such meetings within such period as the LPF considers reasonable.
- 4.10.2 If the LPF considers that it is not conducive to its effective operation that a person should continue to hold office as a member, it may remove that person from office by giving immediate notice in writing to the person and the relevant nominating body.
- 4.10.3 Before making a decision to remove a person from office, the LPF may suspend the tenure of office of that person for a limited period (as determined by the LPF) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the LPF suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.
- 4.10.4 A nominating body may remove and, where appropriate, replace a member appointed to the LPF to represent their

interests by giving immediate notice in writing to the LPF.

4.11 Relationship with the Board and others

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

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

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

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

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

4.12 Support to the LPF

4.12.1 The LPF's work shall be supported by two designated Secretaries, one of whom shall support the staff representative members and one shall support the management representative members.

4.12.2 The Director of Workforce and OD will act as Management Representative Secretary and will be responsible for the maintenance of the constitution of the membership, the circulation of agenda and minutes and notification of meetings.

4.12.3 The Staff Representative Secretary shall be elected from within the staff representative membership of the LPF, by staff representative members, in a manner determined by the staff representatives. The Staff Representative Secretary's term of office shall be for two (2) years.

4.12.4 Both Secretaries shall work closely with the Trust's Board Secretary who is responsible for the overall planning and co-ordination of the Trust's programme of Board business, including that of its Committees and Advisory Groups.

5. WORKING IN PARTNERSHIP

5.0.1 The Trust shall work constructively in partnership with others to plan and secure the delivery of the best possible healthcare for its citizens, in accordance with its statutory duties and any specific requirements or Directions made by the Welsh Ministers.

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

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

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

5.1 Community Health Councils (CHCs)

5.1.1 The Community Health Councils Regulations 2004 (S.I. 2004/905 (W.89)) (as amended by the Community Health Councils (Amendment) Regulations 2005) (S.I. 2005/603 W.51)) (to the extent they are still in force), the Community Health Councils (Constitution, Membership and Procedures) (Wales) Regulations 2010 (S.I. 2010/288 (W.37)) and the Community Health Councils (Establishment, Transfer of Functions and Abolition) (Wales) Order 2010 (S.I. 2010/289 (W.38)) place a range of duties on Trusts in relation to the engagement and involvement of CHCs in its operations.

5.1.2 In discharging these duties, and given the all-Wales nature of the Trust's functions, the Board shall work constructively with the Board of Community Health Councils in Wales, to ensure that CHCs across Wales are involved, as appropriate, in:

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

and formally consulting with the Board of Community Health Councils and CHCs as appropriate on any proposals for substantial development of the services it is responsible for.

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

Relationship with the Board

5.1.4 The Board may determine that designated CHC members shall be invited to attend Board meetings.

5.1.5 The Board may make arrangements to hold regular meetings between the Board of Community Health Councils and CHCs, as appropriate.

5.1.6 The Board's Chair shall put in place arrangements to meet with the Board of Community Health Councils Chair on a regular basis to discuss matters of common interest.

6. MEETINGS

6.1 Putting Citizens first

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

- active communication of forthcoming business and activities;
- the selection of accessible, suitable venues for meetings;
- the availability of papers in English and Welsh languages and in accessible formats, such as Braille, large print, easy read and in electronic formats;
- requesting that attendees notify the Trust of any access

needs sufficiently in advance of a proposed meeting, and responding appropriately, e.g., arranging British Sign Language (BSL) interpretation at meetings; and

- where appropriate, ensuring suitable translation arrangements are in place to enable the conduct of meetings in either English or Welsh,

in accordance with legislative requirements, e.g., Disability Discrimination Act, as well as its Communication Strategy and Welsh Language Scheme.

6.1.2 The Chair will ensure that, in determining the matters to be considered by the Board, full account is taken of the views and interests of the Trust's citizens and other stakeholders, including any views expressed formally to the Trust, e.g., through CHCs.

6.2 Annual Plan of Board Business

6.2.1 The Board Secretary, on behalf of the Chair, shall produce an Annual Plan of Board business. This plan will include proposals on meeting dates, venues and coverage of business activity during the year, taking account that ordinary meetings of the Board will be held at regular intervals and as a minimum six times a year. The Plan shall also set out any standing items that will appear on every Board agenda.

6.2.2 The plan shall set out the arrangements in place to enable the Trust to meet its obligations to its citizens as outlined in paragraph 6.1.1 whilst also allowing Board members to contribute in either English or Welsh languages, where appropriate.

6.2.3 The plan shall also incorporate formal Board meetings, regular Board Development sessions and, where appropriate, the planned activities of the Board's Committees and Advisory Groups.

6.2.4 The Board shall agree the plan for the forthcoming year by the end of March, and this plan will be included as a schedule to these SOs.

Annual General Meeting (AGM)

6.2.5 The Trust must hold an AGM in public no later than the 31 July each year. Public notice of the intention to hold the AGM shall be given at least 10 days prior to the meeting, and this notice shall also be made available through community and partnership

networks to maximise opportunities for attendance. The AGM must include presentation of the Annual Report and audited accounts, together with (where applicable), an audited abridged version of the annual accounts and funds held on trust accounts, and may also include presentation of other reports of interest to citizens and others, such as the Trust's annual Equality Report. A record of the meeting shall be submitted to the next ordinary meeting of the Board for agreement.

6.3 Calling Meetings

6.3.1 In addition to the planned meetings agreed by the Board, the Chair may call a meeting of the Board at any time. Individual Board members may also request that the Chair call a meeting provided that at least one third of the whole number of Board members, support such a request.

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

6.4 Preparing for Meetings

Setting the agenda

6.4.1 The Chair, in consultation with the Chief Executive and Board Secretary, will set the Agenda. In doing so, they will take account of the planned activity set in the annual cycle of Board business; any standing items agreed by the Board; any applicable items received from the Board's Committees and Advisory Groups; and the priorities facing the Trust. The Chair must ensure that all relevant matters are brought before the Board on a timely basis.

6.4.2 Any Trust member may request that a matter is placed on the Agenda by writing to the Chair, copied to the Board Secretary, at least 12 calendar days before the meeting. The request must set out whether the item of business is proposed to be transacted in public and shall include appropriate supporting information. The Chair may, at their discretion, include items on the agenda that have been requested after the 12 day notice period if this would be beneficial to the conduct of board business.

Notifying and equipping Board members

6.4.3 Board members shall be sent an Agenda and a complete set of

supporting papers at least 7 calendar days before a formal Board meeting. This information may be provided to Board members electronically or in paper form, in an accessible format, to the address provided, and in accordance with their stated preference. Supporting papers may, exceptionally, be provided, after this time provided that the Chair is satisfied that the Board's ability to consider the issues contained within the paper would not be impaired.

6.4.4 No papers will be included for consideration and decision by the Board unless the Chair is satisfied (subject to advice from the Board Secretary, as appropriate) that the information contained within it is sufficient to enable the Board to take a reasonable decision. Equality impact assessments (EIA) shall be undertaken on all new or revised policies, strategies, guidance and or practice to be considered by the Board, and the outcome of that EIA shall accompany the report to the Board to enable the Board to make an informed decision.

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

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

Notifying the public and others

6.4.7 Except for meetings called in accordance with Standing Order 6.3, at least 10 calendar days before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed bilingually (in English and Welsh):

- at the Trust's principal sites;
- on the Trust's website, together with the papers supporting the public part of the Agenda; as well as
- through other methods of communication as set out in the Trust's communication strategy.

6.4.8 When providing notification of the forthcoming meeting, the Trust shall set out when and how the Agenda and the papers

supporting the public part of the Agenda may be accessed, in what language and in what format, e.g., as Braille, large print, easy read, etc.

6.5 Conducting Board Meetings

Admission of the public, the press and other observers

6.5.1 The Trust shall encourage attendance at its formal Board meetings by the public and members of the press as well as Trust officers or representatives from organisations who have an interest in Trust business. The venue for such meetings shall be appropriate to facilitate easy access for attendees and translation services; and shall have appropriate facilities to maximise accessibility such as an induction loop system.

6.5.2 The Board shall conduct as much of its formal business in public as possible. There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g., business that relates to a confidential matter. In such cases the Chair (advised by the Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Board shall resolve:

That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest in accordance with Section 1(2) Public Bodies (Admission to Meetings) Act 1960 (c.67).

6.5.3 In these circumstances, when the Board is not meeting in public session it shall operate in private session formally reporting any decisions taken to the next meeting of the Board in public session. Wherever possible, that reporting shall take place at the end of a private session, by reconvening a Board meeting held in public session.

6.5.4 The Board Secretary, on behalf of the Chair, shall keep under review the nature and volume of business conducted in private session to ensure such arrangements are adopted only when absolutely necessary.

6.5.5 In encouraging entry to formal Board Meetings from members of the public and others, the Board shall make clear that attendees are welcomed as observers. The Chair shall take all necessary

steps to ensure that the Board's business is conducted without interruption and disruption. In exceptional circumstances, this may include a requirement that observers leave the meeting.

- 6.5.6 Unless the Board has given prior and specific agreement, members of the public or other observers will not be allowed to record proceedings in any way other than in writing.

Addressing the Board, its Committees and Advisory Groups

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

Chairing Board Meetings

- 6.5.8 The Chair of the Trust will preside at any meeting of the Board unless they are absent for any reason (including any temporary absence or disqualification from participation on the grounds of a conflict of interest). In these circumstances the Vice Chair shall preside. If both the Chair and vice chair are absent or disqualified, the Non-executive Directors present shall elect one of the Non-executive Directors to preside.

- 6.5.9 The Chair must ensure that the meeting is handled in a manner that enables the Board to reach effective decisions on the matters before it. This includes ensuring that Board members' contributions are timely and relevant and move business along at an appropriate pace. In doing so, the Board must have access to appropriate advice on the conduct of the meeting through the attendance of the nominated Board Secretary. The Chair has the final say on any matter relating to the conduct of Board business.

Quorum

- 6.5.10 At least one-third of all Board members, at least one of whom is an Executive Director and two are Non-executive

Directors, must be present to allow any formal business to take place at a Board meeting.

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

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

Dealing with motions

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

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

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

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

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

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

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

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

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

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

6.5.21 **Motion to rescind a resolution** – The Board may not consider a motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed

within the preceding six (6) calendar months unless the motion is supported by the (simple) majority of Board members.

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

Voting

- 6.5.23 The Chair will determine whether Board members' decisions should be expressed orally, through a show of hands, by secret ballot or by recorded vote. The Chair must require a secret ballot or recorded vote if the majority of voting Board members request it. Where voting on any question is conducted, a record of the vote shall be maintained. In the case of a secret ballot the decision shall record the number voting for, against or abstaining. Where a recorded vote has been used the Minutes shall record the name of the individual and the way in which they voted.

- 6.5.24 In determining every question at a meeting the Board members must take account, where relevant, of the views expressed and representations made by individuals who represent the interests of the Trust's citizens and stakeholders. Such views will usually be presented to the Board through the Chair(s) of the Trust's Advisory Group(s) and the CHC representative(s).

- 6.5.25 The Board will make decisions based on a simple majority view held by the Board members present. In the event of a split decision, i.e., no majority view being expressed, the Chair shall have a second and casting vote.

- 6.5.26 In no circumstances may an absent Trust member or nominated deputy vote by proxy. Absence is defined as being absent at the time of the vote.

6.6 Record of Proceedings

- 6.6.1 A record of the proceedings of formal Board meetings (and any other meetings of the board where the Board members determine) shall be drawn up as 'minutes'. These minutes shall include a record of Trust member attendance (including the Chair) together with apologies for absence, and shall be submitted for agreement at the next meeting of the Board,

where any discussion shall be limited to matters of accuracy. Any agreed amendment to the minutes must be formally recorded.

6.6.2 Agreed minutes shall be circulated in accordance with Board members' wishes, and, where providing a record of a formal Board meeting shall be made available to the public both on the Trust's website and in hard copy or other accessible format on request, in accordance with any legislative requirements, e.g., Data Protection Act, and the Trust's Communication Strategy and Welsh Language Scheme.

6.7 Confidentiality

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

7. VALUES AND STANDARDS OF BEHAVIOUR

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

7.1 Declaring and recording Board members' interests

7.1.1 **Declaration of interests** – It is a requirement that all Board members must declare any personal or business interests they may have which may affect, or be perceived to affect the conduct of their role as a Trust member. This includes any interests that may influence or be perceived to influence their judgement in the course of conducting the Board's business. Board members must be familiar with the Values and Standards of Behaviour Framework and their statutory duties under the

Membership Regulations. Board members must notify the Board of any such interests at the time of their appointment, and any further interests as they arise throughout their tenure as Board members.

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

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

7.1.4 The register will be held by the Board Secretary, and will be updated during the year, as appropriate, to record any new interests, or changes to the interests declared by Board members. The Board Secretary will also arrange an annual review of the Register, through which Board members will be required to confirm the accuracy and completeness of the register relating to their own interests.

7.1.5 In line with the Board's commitment to openness and transparency, the Board Secretary must take reasonable steps to ensure that the citizens served by the Trust are made aware of, and have access to view the Trust's Register of Interests. This may include publication on the Trust's website.

7.1.6 **Publication of declared interests in Annual Report** – Board members' directorships of companies or positions in other organisations likely or possibly seeking to do business with the NHS shall be published in the Board's Annual Report.

7.2 Dealing with Members' interests during Board meetings

7.2.1 The Chair, advised by the Board Secretary, must ensure that the Board's decisions on all matters brought before it are taken in an open, balanced, objective and unbiased manner. In turn,

individual Board members must demonstrate, through their actions, that their contribution to the Board's decision making is based upon the best interests of the Trust and the NHS in Wales.

7.2.2 Where individual Board members identify an interest in relation to any aspect of Board business set out in the Board's meeting agenda, that member must declare an interest at the start of the Board meeting. Board members should seek advice from the Chair, through the Board Secretary before the start of the Board meeting if they are in any doubt as to whether they should declare an interest at the meeting. All declarations of interest made at a meeting must be recorded in the Board minutes.

7.2.3 It is the responsibility of the Chair, on behalf of the Board, to determine the action to be taken in response to a declaration of interest, taking account of any regulatory requirements or Directions made by the Welsh Ministers. The range of possible actions may include determination that:

- i the declaration is formally noted and recorded, but that the Trust member should participate fully in the Board's discussion and decision, including voting . This may be appropriate, for example where the Board is considering matters of strategy relating to a particular aspect of healthcare and an Independent Member is a healthcare professional whose profession may be affected by that strategy determined by the Board;
- ii the declaration is formally noted and recorded, and the Trust member participates fully in the Board's discussion, but takes no part in the Board's decision;
- iii the declaration is formally noted and recorded, and the Trust member takes no part in the Board discussion or decision;
- iv the declaration is formally noted and recorded, and the Trust member is excluded for that part of the meeting when the matter is being discussed. A Trust member must be excluded, where that member has a direct or indirect financial interest in a matter being considered by the Board.

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

- 7.2.5 Where the Chair is the individual declaring an interest, any decision on the action to be taken shall be made by the Vice Chair, on behalf of the Board.
- 7.2.6 In all cases the decision of the Chair (or the Vice Chair in the case of an interest declared by the Chair) is binding on all Board members. The Chair should take advice from the Board Secretary when determining the action to take in response to declared interests; taking care to ensure their exercise of judgement is consistently applied.
- 7.2.7 **Members with pecuniary (financial) interests** – Where a Trust member, or any person they are connected with¹ has any direct or indirect pecuniary interest in any matter being considered by the Board, including a contract or proposed contract, that member must not take part in the consideration or discussion of that matter or vote on any question related to it. The Board may determine that the Trust member concerned shall be excluded from that part of the meeting.
- 7.2.8 The Membership Regulations define ‘direct’ and ‘indirect’ pecuniary interests and these definitions always apply when determining whether a member has an interest. These SOs must be interpreted in accordance with these definitions.
- 7.2.9 **Members with Professional Interests** - During the conduct of a Board meeting, an individual Trust member may establish a clear conflict of interest between their role as a Trust member and that of their professional role outside of the Board. In any such circumstance, the Board shall take action that is proportionate to the nature of the conflict, taking account of the advice provided by the Board Secretary.

7.3 Dealing with officers’ interests

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

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

7.4 Reviewing how Interests are handled

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

7.5 Dealing with offers of gifts² and hospitality

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

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

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

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

²The term gift refers also to any reward or benefit

seasonal nature, e.g., diaries/calendars, are more likely to be acceptable and can be distinguished from more substantial offers. Similarly, hospitality in the form of a working lunch would not be treated in the same way as more expensive social functions, travel or accommodation (although in some circumstances these may also be accepted);

- **Frequency:** Acceptance of frequent or regular invitations particularly from the same source would breach the required standards of conduct; and
- **Reputation:** If the body concerned is known to be under investigation by or has been publicly criticised by a public body, regulators or inspectors, acceptance of a gift or hospitality might be seen as supporting the body or affecting in some way the investigation or negotiations and it should always be declined.

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

7.6 Register of Gifts and Hospitality

7.6.1 The Board Secretary, on behalf of the Chair, will maintain a register of Gifts and Hospitality to record offers of gifts and hospitality made to Board members. A similar register will be maintained for Trust officers

7.6.2 Every Board member and Trust officer has a personal responsibility to volunteer information in relation to offers of gifts and hospitality, including those offers that have been refused. The Board Secretary, on behalf of the Chair and Chief Executive, will ensure the incidence and patterns of offers and receipt of gifts and hospitality are kept under active review, taking appropriate action where necessary.

7.6.3 When determining what should be included in the Register, individuals shall apply the following principles, subject to the considerations in Standing Order 7.5.3:

- **Gifts:** Generally, only gifts of material value should be recorded. Those with a nominal value, e.g., seasonal items such as diaries/calendars would not usually need to be

recorded.

- **Hospitality:** Only significant hospitality offered or received should be recorded. Occasional offers of 'modest and proportionate'³ hospitality need not be included in the Register.

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

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

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

8. SIGNING AND SEALING DOCUMENTS

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

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

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

8.1 Register of Sealing

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

8.2 Signature of Documents

8.2.1 Where a signature is required for any document connected with legal proceedings involving the Trust, it shall normally be signed by the Chief Executive, except where the Board has authorised another person or has been otherwise directed to allow or require another person to provide a signature.

8.2.2 The Chief Executive or nominated officers may be authorised by the Board to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) where the subject matter has been approved either by the Board or a Committee to which the Board has delegated appropriate authority.

8.3 Custody of Seal

8.3.1 The Common Seal of the Trust shall be kept securely by the Board Secretary.

9. GAINING ASSURANCE ON THE CONDUCT OF TRUST BUSINESS

9.0.1 The Board shall set out explicitly, within a Risk and Assurance Framework, how it will be assured on the conduct of Trust business, its governance and the effective management of the organisation's risks in pursuance of its aims and objectives. It shall set out clearly the various sources of assurance, and where and when that assurance will be provided, in accordance with any requirements determined by the Welsh Ministers.

9.0.2 The Board shall ensure that its assurance arrangements are operating effectively, advised by its Audit Committee (or equivalent).

9.0.3 Assurances in respect of the Shared Services shall primarily be achieved by the reports of the Director of Shared Services to the

NHS Wales Shared Services Partnership Committee, and reported back to the Chief Executive (or their nominated representative). Where appropriate, and by exception, the Board may seek assurances direct from the Director of Shared Services. The Director of Shared Services and the NHS Wales Shared Services Partnership Committee shall be under an obligation to comply with any internal or external audit functions being undertaken by or on behalf of the Trust.

9.1 The role of Internal Audit in providing independent internal assurance

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

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

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

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

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

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

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

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

9.3 External Assurance

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

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

9.3.3 The Board shall keep under review and ensure that, where appropriate, the Trust implements any recommendations relevant to its business made by the Welsh Government's Audit Committee, the Public Accounts Committee or other appropriate bodies.

9.3.4 The Trust shall provide the Auditor General for Wales with any assistance, information and explanation which the Auditor General thinks necessary for the discharge of their statutory powers and responsibilities under section 145 of and paragraph 17 to Schedule 8 of the Government of Wales Act 2006 (C.42).

10. DEMONSTRATING ACCOUNTABILITY

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

- conducts its business internally;
- works collaboratively with NHS colleagues, partners, service providers and others; and
- responds to the views and representations made by those who represent the interests of citizens and other stakeholders, including its officers and healthcare professionals.

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

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

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

11. REVIEW OF STANDING ORDERS

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

11.0.2 These SOs shall be reviewed annually by the Audit Committee [or equivalent], which shall report any proposed amendments to the Board for consideration. The requirement for review extends to all documents having the effect as if incorporated in SOs, including the equality impact assessment.

Schedule 1

MODEL SCHEME OF RESERVATION AND DELEGATION OF POWERS

**This Schedule forms part of, and shall have effect as if
incorporated in the NHS Trust Standing Orders**



GIG
CYMRU
NHS
WALES

Iechyd Cyhoeddus
Cymru
Public Health
Wales

Public Health Wales Scheme of Reservation and Delegation of Powers

MODEL SCHEME OF RESERVATION AND DELEGATION OF POWERS

**This Schedule forms part of, and shall have effect as if
incorporated in the
NHS Trust Standing Orders**

Introduction

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

- i) a Committee, (e.g. Quality and Safety Committee);
- ii) a sub-Committee. (Any such delegation would, subject to the Board's authority, usually be via a main Committee of the Board); and
- iii) Officers of the Trust (who may, subject to the Board's authority, delegate further to other officers and, where appropriate, other third parties, e.g. shared/support services, through a formal scheme of delegation)

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

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

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

all of which form part of the Trust's Standing Orders.

DECIDING WHAT TO RETAIN AND WHAT TO DELEGATE: GUIDING PRINCIPLES

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

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

- *When delegating powers, the Board will determine whether (and the extent to which) those to whom it is delegating will, in turn, have powers to further delegate those functions to others.*

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

The Board

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

The Chief Executive

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

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

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

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

The Board Secretary

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

- a proposed schedule of matters reserved for decision by the Board is presented to the Board for its formal agreement;

- effective arrangements are in place for the delegation of Trust functions within the organisation and to others, as appropriate; and
- arrangements for reservation and delegation are kept under review and presented to the Board for revision, as appropriate.

The Audit Committee

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

Individuals to who powers have been delegated

Individuals will be personally responsible for:

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

Where an individual does not feel that they are equipped to deliver on a matter delegated to them, they must notify the Chief Executive, Director of Finance, Board Secretary or line manager of their concern as soon as possible in so that an appropriate and timely decision may be made on the matter.

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

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

SCOPE OF THESE ARRANGEMENTS FOR THE RESERVATION AND DELEGATION OF POWERS

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

procedures within the Trust.

SCHEDULE OF MATTERS RESERVED TO THE BOARD⁴

THE BOARD		AREA	DECISIONS RESERVED TO THE BOARD
1	FULL	GENERAL	The Board may determine any matter for which it has statutory or delegated authority, in accordance with SOs.
2	FULL	GENERAL	The Board must determine any matter that will be reserved to the whole Board.
3	FULL	OPERATING ARRANGEMENTS	Adopt the standards of governance and performance (including the quality and safety of healthcare, and the patient experience) to be met by the Trust, including standards/requirements determined by professional bodies/others, e.g., Royal Colleges.
4	FULL	OPERATING ARRANGEMENTS	Approve, vary and amend: <ul style="list-style-type: none"> ▪ SOs; ▪ SFIs; ▪ Schedule of matters reserved to the Trust; ▪ Scheme of delegation to Committees and others; and ▪ Scheme of delegation to officers. <p>In accordance with any directions set by the Welsh Ministers.</p>
5	FULL	OPERATING ARRANGEMENTS	Approve the Trust's Values and Standards of Behaviour framework.
6	FULL	OPERATING ARRANGEMENTS	Approve the Trust's framework for performance management, risk and assurance.
7	FULL	OPERATING	Approve the introduction or

⁴ Any decision to reserve a matter, and the manner in which that retained responsibility is carried out will be in accordance with any regulatory and/or Welsh Government requirements

		ARRANGEMENTS	discontinuance of any significant activity or operation. Any activity or operation shall be regarded as significant if the Board determines it so based upon its contribution/impact on the achievement of the Trust's aims, objectives and priorities.
8	FULL	OPERATING ARRANGEMENTS	Ratify any urgent decisions taken by the Chair and the Chief Executive in accordance with Standing Order requirements.
9	FULL	OPERATING ARRANGEMENTS	Ratify in public session any instances of failure to comply with SOs.
10	FULL	OPERATING ARRANGEMENTS	Approve arrangements relating to the discharge of the Trust's responsibility as a bailee for patients' property
11	FULL	OPERATING ARRANGEMENTS	Approve policies for dealing with complaints and incidents
12	FULL	OPERATING ARRANGEMENTS	Approve individual compensation payments in line with SFIs
13	FULL	OPERATING ARRANGEMENTS	Approve individual cases for the write off of losses or making of special payments above the limits of delegation to the Chief Executive and officers
14	FULL	OPERATING ARRANGEMENTS	Approve proposals for action on litigation on behalf of the Trust
15	FULL	OPERATING ARRANGEMENTS	Authorise use of the Trust's official seal
16	FULL	ORGANISATION STRUCTURE & STAFFING	Ratify appointment and manage appraisal, discipline and dismissal of the Chief Executive
17	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the appointment, appraisal, discipline and dismissal of the Executive Directors and any other Board level appointments, e.g., the Board Secretary
18	FULL	ORGANISATION STRUCTURE & STAFFING	Require, receive and determine action in response to the declaration of Board members' interests, in accordance with advice received, e.g. From Audit Committee

19	FULL	ORGANISATION STRUCTURE & STAFFING	Approve, [arrange the] review, and revise the Trust's top level organisation structure and corporate policies
20	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, [arrange the] review, revise and dismiss Trust Committees directly accountable to the Board
21	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, equip, review and (where appropriate) dismiss the Chair and members of any Committee or Group set up by the Board
22	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, equip, review and (where appropriate) dismiss individuals appointed to represent the Board on outside bodies and groups
23	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the terms of reference and reporting arrangements of all Committees and groups established by the Board
24	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on trust
25	FULL	STRATEGY & PLANNING	Determine the Trust's strategic aims, objectives and priorities
26	FULL	STRATEGY & PLANNING	Approve the Trust's Integrated Medium Term Plan, including the balanced Medium Term Financial Plan.
27	FULL	STRATEGY & PLANNING	Approve the Trust's Risk Management Strategy and plans
28	FULL	STRATEGY & PLANNING	Approve the Trust's citizen engagement and involvement strategy, including communication
29	FULL	STRATEGY & PLANNING	Approve the Trust's partnership and stakeholder engagement and involvement strategies
30	FULL	STRATEGY & PLANNING	Approve the Trust's key strategies and programmes related to: <ul style="list-style-type: none"> ▪ The development of clinical services ▪ Quality and patient safety ▪ Workforce and Organisational Development ▪ Infrastructure, including IM &T, Estates and Capital (including major capital investment and disposal plans)

31	FULL	STRATEGY & PLANNING	Approve the Trust's budget and financial framework (including overall distribution and unbudgeted expenditure)
32	FULL	STRATEGY & PLANNING	Approve individual contracts (other than NHS contracts) above the limit delegated to the Chief Executive set out in the Standing Financial Instructions
33	FULL	PERFORMANCE & ASSURANCE	Approve the Trust's audit and assurance arrangements
34	FULL	PERFORMANCE & ASSURANCE	Receive reports from the Trust's Executive on progress and performance in the delivery of the Trust's strategic aims, objectives and priorities and approve action required, including improvement plans
35	FULL	PERFORMANCE & ASSURANCE	Receive reports from the Trusts Committees, groups and other internal sources on the Trust's performance and approve action required, including improvement plans
36	FULL	PERFORMANCE & ASSURANCE	Receive reports on the Trust's performance produced by external regulators and inspectors (including, e.g., WAO, HIW, etc) that raise issue or concerns impacting on the Trust's ability to achieve its aims and objectives and approve action required, including improvement plans, taking account of the advice of Trust Committees (as appropriate)
37	FULL	PERFORMANCE & ASSURANCE	Receive the annual opinion of the Trust's Chief Internal Auditor and approve action required, including improvement plans
38	FULL	PERFORMANCE & ASSURANCE	Receive the annual management letter from the Trust's external auditor and approve action required, including improvement plans
39	FULL	PERFORMANCE & ASSURANCE	Receive the annual opinion on the Trust's performance against <i>Doing Well, Doing Better: Standards for Health Services in Wales</i> (formally the Healthcare Standards) and approve action required, including improvement plans

40	FULL	REPORTING	Approve the Trust's Reporting Arrangements, including reports on activity and performance to citizens, partners and stakeholders and nationally to the Welsh Government
41	FULL	REPORTING	Receive, approve and ensure the publication of Trust reports, including its Annual Report and annual financial accounts

DELEGATION OF POWERS TO COMMITTEES AND OTHERS⁵

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

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

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

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

- Audit Committee
- Quality & Safety Committee
- Information Governance Committee
- Remuneration and Conditions of Service Committee
- Charitable Funds Committee

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

⁵ As defined in Standing Orders

SCHEME OF DELEGATION TO EXECUTIVE DIRECTORS, OTHER DIRECTORS AND OFFICERS

The Trust SOs and SFIs specify certain key responsibilities of the Chief Executive, the Director of Finance and other officers. The Chief Executive's Job Description, together with their Accountable Officer Memorandum sets out their specific responsibilities, and the individual job descriptions determined for Executive Director level posts also define in detail the specific responsibilities assigned to those post holders. These documents set out in Annex A to Schedule 1 together with the schedule of additional delegations below and the associated financial delegations set out in the SFIs form the basis of the Trust's Scheme of Delegation to Officers.

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

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

Appendix A to Schedule 1

DELEGATED MATTER	RESPONSIBLE OFFICER(S)
<p>1. Standing Orders/Standing Financial Instructions</p> <ul style="list-style-type: none"> ▪ Final authority in interpretation of Standing Orders ▪ Notifying Directors, employees and agents of their responsibilities within the Standing Orders and Standing Financial Instructions and ensuring that they understand the responsibilities ▪ Responsibility for the security of the Trust's property, avoiding loss, exercising economy and efficiency in using resources and conforming with Standing Orders, Financial instructions and financial procedures ▪ Ensuring Standing Orders are compatible with Welsh Assembly Government requirements re building and engineering contracts 	<p>Chief Executive</p> <p>Chief Executive</p> <p>Chief Executive</p> <p>Chief Executive</p>
<p>2. Meetings</p> <ul style="list-style-type: none"> ▪ Calling meetings of the Trust ▪ Chair all Trust Board meetings and associated responsibilities 	<p>Chair</p> <p>Chair</p>
<p>3. Financial Planning/Budgetary Responsibility</p> <ul style="list-style-type: none"> ▪ Submit operational plan to the Trust Board ▪ Submit budgets to the Trust Board ▪ Submit to Board financial estimates and forecasts ▪ Implementing financial policies, plans and procedures, providing advice and co-ordinating any corrective action necessary ▪ Issuing Budgets 	<p>Chief Executive</p> <p>Chief Executive</p> <p>Chief Executive</p> <p>Director of Finance</p> <p>Director of Finance</p>

<ul style="list-style-type: none"> ▪ Monitor performance against budget ▪ Submit monitoring returns ▪ Effective budgetary control and a balanced budget ▪ Preparation of annual accounts and returns ▪ Identifying and implementing cost improvements and income generation initiatives. ▪ Authorisation of Virement: <ul style="list-style-type: none"> £1 - £50,000 >£50,000 - £100,000 >£100,000 <p>Note: It is not possible for any officer other than the Director of Finance to vire from non-recurring headings to recurring budgets or from capital to revenue/revenue to capital. Virement between different budget holders requires the agreement of both parties and the Director of Finance.</p> <ul style="list-style-type: none"> ▪ Maintaining an effective system of internal financial control ▪ Delivery of financial training to budget holders 	<p>Director of Finance</p> <p>Director of Finance</p> <p>Chief Executive</p> <p>Director of Finance</p> <p>Chief Executive</p> <p>Director of Finance</p> <p>Chief Executive</p> <p>Trust Board</p> <p>Chief Executive</p> <p>Director of Finance</p>
<p>4. Bank/PGO Accounts (Excluding Charitable Fund Accounts)</p> <ul style="list-style-type: none"> ▪ Managing banking arrangements and operation of bank accounts ▪ Opening bank accounts ▪ Authorisation of transfers between Trust bank accounts ▪ Authorisation of : <ul style="list-style-type: none"> - PGO schedules - BACS schedules - Automated cheque schedules - Manual cheques ▪ Investment of surplus funds in accordance with the Trusts Investment policy. 	<p>Director of Finance</p>

<p>5. External Borrowing</p> <ul style="list-style-type: none"> ▪ Advise Trust Board of the requirements to meet payment of interest and originating capital debt ▪ Application for loan(s) and overdrafts ▪ Preparation of procedural instructions <p>6. Non Pay Expenditure</p> <ul style="list-style-type: none"> ▪ Maintenance of a list of managers authorised to place requisitions, orders and process receipts ▪ Obtain the best value for money when requisitioning goods/services ▪ Ensuring expenditure is within budget ▪ Non-Pay Expenditure for which no specific budget has been set up and which is not subject to funding under delegated powers of virement. ▪ Orders exceeding 12 month period ▪ Prompt payment of accounts ▪ Petty Cash ▪ Maintenance of sufficient records to explain the Trust's transactions and report on the Trust's financial position. ▪ Approval of visits at a suppliers expense 	<p>Director of Finance</p> <p>Director of Finance</p> <p>Director of Finance Chief Executive</p> <p>Director of Finance</p> <p>Chief Executive</p> <p>Chief Executive</p> <p>Chief Executive</p> <p>Chief Executive</p> <p>Chief Executive</p> <p>Director of Finance</p> <p>Director of Finance</p> <p>Director of Finance</p> <p>Chief Executive</p>
<p>7. Stores and Receipt of Goods</p> <ul style="list-style-type: none"> ▪ Responsibility for systems of control over stores and receipt of goods, issues and returns ▪ Stocktaking arrangements 	<p>Chief Executive</p> <p>Chief Executive</p>
<p>8. Capital Investment</p> <ul style="list-style-type: none"> ▪ Preparation of Capital Investment Programme ▪ Completion and signing off of a business case ▪ Appointment of Project Directors 	<p>Chief Executive</p> <p>Chief Executive</p> <p>Chief Executive</p>

<ul style="list-style-type: none"> ▪ Financial monitoring and reporting on all capital scheme expenditure including variations to contract ▪ Issuing of guidance on management of capital schemes ▪ Selection of architects, quantity surveyors, consultant engineers and other professional advisors within EC regulations and Trust tender procedures ▪ Demonstrate that the use of private finance (where applicable) represents best value for money and transfers risk to the private sector ▪ Granting and termination of leases 	<p>Director of Finance</p> <p>Director of Finance</p> <p>Chief Executive</p> <p>Chief Executive</p> <p>Chief Executive</p>
<p>9. Quotations, Tendering & Contract Procedures</p> <ul style="list-style-type: none"> ▪ For ensuring best value for money is demonstrated for all ▪ services provided under contract or in-house ▪ Nominate officers to oversee and manage the contract on behalf of the Trust ▪ Obtaining a minimum of 3 written quotations for goods/services ▪ Obtaining 6 written (minimum of 3) competitive tenders for goods/services (in compliance with EC Directives as appropriate) ▪ Receipt and custody of tenders prior to opening ▪ Opening Tenders and Quotations ▪ Decide if late tenders should be considered ▪ Maintain a list of approved firms for tenders <p>Note: Waiving the requirement to request quotes or tenders - subject to SFIs – should be reported to the Trust Board</p>	<p>Chief Executive</p>
<p>10. Fixed Assets</p> <ul style="list-style-type: none"> ▪ Maintenance of asset register 	<p>Director of Finance</p>

<ul style="list-style-type: none"> ▪ Calculate and pay capital charges in accordance with Welsh Assembly Government requirements ▪ Overall responsibility for fixed assets ▪ Responsibility for security of Trust assets including notifying discrepancies to the Director of Finance and reporting losses in accordance with Trust procedures 	<p>Director of Finance</p> <p>Chief Executive</p> <p>Chief Executive</p>
<p>11. Personnel & Pay</p> <ul style="list-style-type: none"> ▪ Nominate officers to enter into contracts of employment regarding staff, agency staff or consultancy service contracts ▪ Authority to fill funded post on the establishment with permanent staff. ▪ The granting of additional increments to staff within budget ▪ All requests for upgrading/regrading/major skill mix changes shall be dealt with in accordance with Trust Procedure. ▪ Additional staff to the agreed establishment with specifically allocated finance. ▪ Additional staff to the agreed establishment without specifically allocated finance. ▪ Authority to complete standing data forms effecting pay, new starters, changes and leavers ▪ Authority to complete and authorise timesheets and payroll returns ▪ Authority to authorise overtime ▪ Authority to authorise travel & subsistence expenses ▪ Maintenance of a list of managers authorised to sign payroll and travel expense documentation ▪ Approval of annual leave in accordance with Trust policy. 	<p>Chief Executive</p> <p>Director responsible for Human Resources</p> <p>Chief Executive</p> <p>Director responsible for Human Resources</p> <p>Director responsible for Human Resources</p> <p>Director responsible for Human Resources</p> <p>Director of Finance</p> <p>Director responsible for Human Resources</p>

<ul style="list-style-type: none"> ▪ Compassionate leave ▪ Special leave arrangements for domestic/personal/family reasons ▪ paternity leave ▪ carers leave ▪ adoption leave (to be applied in accordance with Trust Policy) ▪ Special Leave (including Jury Service) ▪ Armed Services (To be applied in accordance with Trust Policy) ▪ Leave without pay ▪ Time off in lieu ▪ Maternity Leave - paid and unpaid ▪ Annualised hours/flexible working hours system ▪ Extension of sick leave on half pay up to three months ▪ Return to work part-time on full pay to assist recovery ▪ Extension of sick leave on full pay ▪ Study Leave ▪ Authorisation of payment of removal expenses incurred by officers taking up new appointments (providing consideration was promised at interview) ▪ Grievance Procedure (All grievances cases must be dealt with strictly in accordance with the Grievance Procedure) ▪ Requests for new posts to be authorised as car users ▪ Renewal of Fixed Term Contract ▪ Staff Retirement Policy including authorisation of extensions of contract beyond normal retirement age in 	<p>Director responsible for Human Resources Director responsible for Human Resources</p> <p>Director responsible for Human Resources Director responsible for Human Resources Director responsible for Human Resources</p> <p>Director responsible for Human Resources</p> <p>Director responsible for Human Resources</p> <p>Director responsible for Human Resources Director responsible for Human Resources Director responsible for Human Resources Director responsible for Human Resources</p> <p>Director responsible for Human Resources</p> <p>Director responsible for Human Resources Chief Executive</p> <p>Director responsible for Human Resources</p> <p>Director responsible for Human Resources</p> <p>Director of Finance</p> <p>Director responsible for Human Resources</p> <p>Chief Executive</p>
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<p>exceptional circumstances</p> <ul style="list-style-type: none"> ▪ Redundancy ▪ Ill Health Retirement ▪ Disciplinary Procedure (excluding Executive Directors) 	<p>Chief Executive</p> <p>Chief Executive</p> <p>Chief Executive</p>
<p>12. Engagement of Staff</p> <ul style="list-style-type: none"> ▪ Recruitment of all staff 	<p>Director responsible for Human Resources</p>
<p>13. Charitable Funds Held on Trust</p> <ul style="list-style-type: none"> ▪ Funds held on trust are managed appropriately ▪ Expenditure <ul style="list-style-type: none"> - up to £5,000 - £5,001 up to £15,000 per request - Over £15,000 per request ▪ Opening and operating Bank Accounts ▪ Investments ▪ Authority to accept the discharge of a donor's estate 	<p>Director of Finance</p> <p>Nominated Fund Holder</p> <p>Chief Executive</p> <p>Board</p> <p>Director of Finance</p> <p>Director of Finance</p> <p>Director of Finance</p>
<p>14. Patient Services Contracts</p> <ul style="list-style-type: none"> ▪ Contract negotiation and provision of service agreements ▪ Reporting actual and forecast contract income ▪ Pricing of contracts ▪ Signing agreements 	<p>Chief Executive</p> <p>Director of Finance</p> <p>Director of Finance/ relevant Director</p> <p>Chief Executive</p>
<p>15. Income, Fees and Charges</p> <ul style="list-style-type: none"> ▪ Income Generation. ▪ Pricing of agreements ▪ Informing the Director of Finance of monies due to the Trust ▪ Recovery of debt 	<p>Director of Finance/ relevant Director</p> <p>Director of Finance/ relevant Director</p> <p>relevant Director</p> <p>Director of Finance</p>

<ul style="list-style-type: none"> ▪ Extra contractual payments to contractors up to £50,000 ▪ Ex-Gratia Payments: ▪ Patients and staff for loss of personal effects up to £50,000 ▪ For clinical negligence (negotiated settlements) or personal injury claims involving negligence where legal advice has been obtained and guidance applied up to £1,000,000 <ul style="list-style-type: none"> ➤ authority to make payment: <ul style="list-style-type: none"> ▪ < £1,000 ▪ £1,000 and under £1,000,000 ▪ £1 million ▪ Other, except cases of maladministration where there was no financial loss by claimant, up to £50,000 	<p>Chief Executive</p> <p>Chief Executive</p> <p>Chief Executive</p> <p>Chief Executive</p> <p>Welsh assembly Government prior approval.</p> <p>Chief Executive</p>
<p>18. Reporting of Incidents to the Police</p>	<p>Chief Executive</p>
<p>19. Financial Procedures</p> <ul style="list-style-type: none"> ▪ Maintenance & Update Trust Financial Procedures 	<p>Director of Finance</p>
<p>20. Audit Arrangements</p> <ul style="list-style-type: none"> ▪ Review, appraise and report in accordance with NHS internal audit manual and best practice ▪ Provide an independent and objective view on internal control and probity ▪ Ensure cost-effective external audit ▪ Ensure an adequate internal audit service ▪ Implement recommendations 	<p>Audit Committee</p> <p>Director of Finance</p> <p>Audit Committee</p> <p>Director of Finance</p> <p>Chief Executive</p>
<p>21. Legal Proceedings</p> <ul style="list-style-type: none"> ▪ Engagement of Trust's Solicitors ▪ Approve and sign all documents which will be necessary in legal proceedings 	<p>Chief Executive</p> <p>Chief Executive</p>

<ul style="list-style-type: none"> ▪ Sign on behalf of the Trust any agreement or document not requested to be executed as a deed 	Chief Executive
22. Insurance Policies and Risk Management	Chief Executive
23. Medical Audit	Chief Executive
24. Patients' Property	Chief Executive
25. Patients & Relatives Complaints	Chief Executive
26. Seal	
<ul style="list-style-type: none"> ▪ The keeping of a register of seal and safekeeping of the seal 	Chief Executive
<ul style="list-style-type: none"> ▪ Attestation of seal in accordance with Standing 	Chairman/Chief Executive
27. Hospitality	Chief Executive
28. Declaration of Interests	Chief Executive
29. I.T and the Data Protection Act	
<ul style="list-style-type: none"> ▪ Review of Trust's compliance with the Data Protection Act 	Chief Executive
<ul style="list-style-type: none"> ▪ Responsibility for I T policy and strategy 	Chief Executive
<ul style="list-style-type: none"> ▪ Responsibility for ensuring that adequate management (audit) trails exist in I T systems 	Chief Executive
30. Records	
<ul style="list-style-type: none"> ▪ Review Trust's compliance with the Retention of Records Act and guidance 	Chief Executive
<ul style="list-style-type: none"> ▪ Approval for the destruction of records 	Chief Executive
<ul style="list-style-type: none"> ▪ Ensuring the form and adequacy of the financial records of all departments 	Director of Finance
31. Confidential Information	
<ul style="list-style-type: none"> ▪ Review of the Trust's compliance code of Practice for handling confidential information 	Chief Executive
32. Authorisation of Research Projects	Chief Executive

33. Review of fire precautions	Chief Executive
34. Health and Safety <ul style="list-style-type: none">▪ Review of all statutory compliance legislation and Health and Safety requirements including control of Substances Hazardous to Health Regulations	Director responsible for Human Resources
35. Welsh Risk Pool Payments	Director of Finance
36. Investigation of Fraud/Corruption or Financial Irregularities	Director of Finance

Schedule 2

KEY GUIDANCE, INSTRUCTIONS AND OTHER RELATED DOCUMENTS

**This Schedule forms part of, and shall have effect as if
incorporated in the
NHS Trust Standing Orders**

Trust framework

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

- ***SFIs***
- ***Values and Standards of Behaviour Framework***
- ***Risk and Assurance Framework***
- ***Key policy documents***

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

These documents may be accessed via the Public Health Wales website and/or the NHS Wales Governance website

NHS Wales framework

Full, up to date details of the guidance, instructions and other documents that together make up the framework of governance, accountability and assurance for the NHS in Wales are published on the NHS Wales Governance e-Manual which can be accessed at www.NHSWalesGovernance.com . Directions or guidance on specific aspects of Trust business are also issued in hard copy, usually under

cover of a Ministerial Letter.

Schedule 3

BOARD COMMITTEE ARRANGEMENTS

This Schedule forms part of, and shall have effect as if incorporated in the NHS Trust Standing Orders

Board Committees terms of reference and operating arrangements are separate documents which have been approved by the Board. These can be accessed via the Public Health Wales website or via the Board Secretary.