Protocol for Reserving Matters to a Private Board (and Committee) Meeting

Introduction

In accordance with Public Health Wales' Standing Orders (SOs), the Board holds its formal Board meetings in public. Paragraph 7.5.2 of the SOs provides the basis for the Board to meet and discuss relevant items in private. This is sometimes known as a 'Private Board meeting'. The legal basis for this provision is section 1(2) of the Public Bodies (Admission to Meetings) Act 1960.

There will be occasions when aspects of the organisation's business are more appropriately considered in private session. This is to avoid prejudicing the public interest, including avoiding undue harm or unfair influence on the public.

This Protocol identifies the rationales that may apply when material is considered in private session. Private consideration should be the exception; public discussion should remain the default unless a clear and appropriate rationale applies.

Public Health Wales' Values and Transparency

Our values are **'working together, with trust and respect, to make a difference'**. The Board operates on the basis that transparency and openness are central to its governance and decision-making approach. Board members should debate matters in the Public Board meeting unless there is a specific and justifiable reason not to do so.

Factors to consider when reserving a matter for a Private Board meeting

When deciding whether to reserve a matter for the Private Board agenda, the following factors should be considered:

- Does the item or associated material include personal data?
- Is the item confidential or commercially sensitive?
- Could disclosure undermine public confidence, cause undue concern, or potentially harm the public?
- Are there reputational issues to consider for Public Health Wales, individuals, partners or stakeholders?

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- Are the documents in draft and intended for future publication?
- Does the item include legal advice, is it legally confidential, or is it subject to legal privilege?
- Could disclosure be prejudicial to the conduct of affairs?
- Is disclosure of the matter restricted by law?

This list is not exhaustive but provides examples of key considerations. The Board may consider papers in draft form in private session before receiving the final version at a meeting held in public.

The following categories should be used to record the rationale for each agenda item included in the Private Board minutes:

- Commercially sensitive – procurement
- Confidential – information governance, including personal data
- Confidential – cyber security
- Confidential – workforce
- Legally privileged
- Summary of Private Committee or Sub-Group meetings – subject matter confidential
- Undue concern or harm to the public – Health Protection update
- Draft report – to be published at a later date

Management of Board meetings held in private

When the Board comes together for formal meetings, the Public Board agenda sets out the majority of the business under consideration. Board papers will include a formal rationale for taking any item in private session. Public Health Wales publishes the agendas for both Public and Private Board meetings on its website.
There may be occasions when the Board needs to convene in private session, without public notice, to consider urgent business associated with its legal and statutory roles.

Decision to consider items in private session

The Chair, with the support of the Chief Executive, takes the final decision on whether to discuss a matter in private or public session. This decision is informed by advice from the Board Secretary and Head of the Board Business Unit and the lead Executive Officer, in accordance with this Protocol. The Chair may also seek advice from other members of staff or professional advisers, including the Chief Risk Officer and the organisation's designated Data Protection Officer.

Reporting of items considered in private session

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The Chair of the Board will produce a summary report of any items considered in private session and include it on the agenda for the next Board meeting held in public. This will also include any items circulated to the Board outside formal meetings, including briefing notes and other information.

Review of this Protocol and feedback

The Board will review this Protocol annually to ensure that it continues to meet the needs of the organisation and remains consistent with the spirit of the Regulations and SOs. The Board Secretary will maintain a log of items considered in private session and produce an analysis to inform the annual review.

We welcome feedback about this Protocol and are happy to respond to any related queries. Please email the Board Secretary and Head of the Board Business Unit at PHW_Board.Business@wales.nhs.uk.

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