

AUDIT COMMITTEE PUBLIC MEETING

Minutes of the Meeting Held on 28 September 2021
Via Microsoft Teams - the Health Board has determined that the public are excluded from attending the Committee's meeting in order to protect public health during the pandemic.

Present	
Richard Medwyn Hughes	Independent Member (Chair)
Jacqueline Hughes	Independent Member
Lyn Meadows	Independent Member

In Attendance	
Tony Benton	Senior Dental Contracts Manager (for Minute AC21.62)
Louise Brereton	Board Secretary
Simon Cookson	Director of Audit and Assurance, NWSSP
Andrew Doughton	Performance Audit Lead, Audit Wales
Simon Evans-Evans	Interim Director of Governance
Sophie Ffoulkes	Finance Graduate Trainee, NWSSP
Dave Harries	Head of Internal Audit, NWSSP
Sue Hill	Executive Director of Finance
Nicola Jones	Acting Deputy Head of Internal Audit, NWSSP
Matthew Joyes	Acting Associate Director of Quality Assurance (for Minute AC21.59)
Dawn Sharp	Deputy Board Secretary & Assistant Director (from Minute AC21.59)
Tom Stanford	Finance Director, Operational Finance
Brenda Thomas	Office of the Board Secretary
Joana Watson	Good Governance Institute (observing)
Jo Whitehead	Chief Executive
Kamala Williams	Interim Director of Performance (for Minute AC21.60)
Tim Woodhead	Finance Director of Operational Services

The minutes have been recorded following sequence of items on the agenda and not in the order discussed at the meeting. Agenda item AC21.56: Emergency Scheme of Reservation and Delegation was discussed after item AC21.60.

Agenda Item	Action
AC21.51: Opening Business and Apologies for Absence	
AC21.51.01 The Chair welcomed Members and attendees to the meeting. AC21.51.02 The following attendees were introduced:	

- Brenda Thomas, who has joined the Office of the Board Secretary to support specific pieces of work, while the Deputy Board Secretary & Assistant Director proceeds on a planned sick leave;
- Tim Woodhead the new Finance Director of Operational Services;
- Nicola Jones, Acting Head of Internal Audit, NWSSP;
- Sophie Ffoulkes, Finance Graduate Trainee, NWSSP; and
- Joana Watson, Good Governance Institute (observing).

AC21.51.03 Apologies for absence were received from Gill Harris, Deputy Chief Executive & Executive Director of Nursing; and Bethan Wassell, Statutory Compliance, Governance & Policy Manager.

AC21.51.04 The Executive Director of Finance provided an update on the issue raised at the last Board meeting regarding a contractor on the contractor framework that had gone into administration. The Committee was assured that this contractor showed interest in the original tender, but did not progress to the invitation to tender (ITT) stage, and was therefore not on BCU's list of approved contractors. A check was conducted which confirmed that BCU had not entered into any contract with the contractor. A pan-Wales check will be performed in future when suppliers go into administration, to determine their contracts already in place with other NHS Wales organisations.

AC21.52: Declarations of Interest

No declarations of interest were made at the meeting.

AC21.53: Procedural Matters

RESOLVED: That

- 1. the Minutes of the last meeting of the Committee held on 10 June 2021 be confirmed as a correct record;
- 2. the updates to the Summary Action Log be noted;
- 3. the details of breaches (in terms of publication of Board/Committee papers) to the Standing Orders be noted;
- 4. it be noted that the Health Board Scheme of Delegation was currently being updated and will be submitted to the Audit Committee via Chair's action prior to final approval at Board, together with the updated EASC and WHSCC Standing Orders and revisions to the Health Board's Standing Orders following the recent publication of an updated model issued by Welsh Government recently; and
- 5. it be noted that at the September Quality, Safety and Experience Committee, the Chair had reflected that the Committee had previously raised the need to consider the consistency of scoring both for the Board Assurance Framework (BAF) and the Corporate Risk Register (CRR) - in particular regarding the impact to the service, should the risk be realised. She suggested that this be raised with the Audit Committee through her Chair's report to enable all Corporate Risks and BAF risks to be considered as a whole. This

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will be addressed by the Audit Committee at its next meeting when it will consider the next iteration of the BAF and CRR.	
AC21.54: Issues Discussed in Previous Private Committee Session	
RESOLVED: That the report on issues discussed in the previous Private Committee session be noted.	
AC21.55: Chair's Assurance Report: Risk Management Group	
AC21.55.01: The Interim Director of Governance presented this item, which provided a summary of the meetings of the Risk Management Group (RMG) held on 15 June and 16 August 2021. Both meetings were quorate with good representation. The operations of the RMG have been reset, with increased meeting frequency; more time allocated at beginning of meetings to carry out deep dives on a rolling basis of individual risks within the BAF and tier 1 of the CRR; and a focus on bringing divisions to discuss tier 2 risks. Seven new risks were agreed to be escalated to the Board Committees for agreement to be managed at Tier 1. Further to the deep dive on the BAF Covid risk, the COVID-19 high-level risks were continuing to be presented to the Executive Incident Management Team (EIMT), with the Risk Lead in attendance at the RMG to provide updates.	
AC21.55.02: An Independent Member praised the report, commenting that it was very detailed and clear that the issues raised were being addressed. The Independent Member raised concern about the archiving of the surge/ winter plan risk and its outstanding actions transferred to the unscheduled care risk; and queried the reference to cyber security risk presented for oversight at the Digital and Information Governance Committee (DIGC), which is no longer existent. The Interim Director of Governance advised, in relation to the cyber security risk, that reporting was done to the DIGC at the time, but now reporting to the Partnerships, People & Population Health (PPPH) Committee, and noted that this risk was not reported in public given its commercial sensitivity. The Independent Member expressed further concern that further work was needed on the inability to deliver a fit testing programme to meet demand before escalation could be considered. The Interim Director of Governance advised that this risk was currently not deemed sufficient for escalation; however, it was kept under constant review via normal operating business and as part of the Covid risks.	
AC21.55.03: The Chair requested an explanation for the decision to archive the surge/winter plan risk and transfer outstanding actions to the unscheduled care risk, despite the concerns raised severally by the Independent Member. The Board Secretary assured the Committee that	

the unscheduled care risk, now a BAF risk, has been expanded to include winter planning and mid-to long-term management of unscheduled care demands. This risk was being given due consideration and a deep dive is

scheduled to take place at the next RMG meeting in October.

AC21.55.04: Regarding winter surge capacity, the Chief Executive assured the Committee that in addition to risk discussion, the actuality of creating surge capacity was also being discussed. An Independent Member argued that the winter plans were about more than secondary care, and include cross relationships with the ambulance service and voluntary sectors; therefore, incorporating into unscheduled care could lead to losing sight of external focus. The Chief Executive further assured that active conversation was ongoing about the involvement of other First Responders, as well as working creatively with the housing and voluntary sectors to provide support.

AC21.55.05: An Independent Member referred to the fit testing query earlier raised and noted that when this risk is escalated, consideration should be given to the new guidance to staff in relation to FFP3 masks usage, which would impact on the fit testing programme.

RESOLVED: That the report be received.

AC21.56: Emergency Scheme of Reservation and Delegation

AC21.56.01: The Deputy Board Secretary presented the report, noting that following a review by Internal and External Audit of the initial governance arrangements in response to the first wave of the pandemic, it was suggested that an Emergency Scheme of Reservation and Delegation (SORD) be drafted. The draft Emergency SORD would be deployed in the event of the standing up of the Gold Command structure and Cabinet. Given emergency investment tend to require accelerated timescales, it is not possible to comply with the full requirements of the Procedure Manual for Managing Capital Projects. In the event of this Emergency SORD being enacted, the Manual would be suspended but provide the principles of good practice that should be considered within the constraints of the accelerated timescales.

AC21.56.02: An Independent Member queried whether Chair's action was taken for capital decisions over £1m during the course of the pandemic. The Deputy Board Secretary advised that this occurred in relation to the field hospitals, which was subsequently approved by the Board. The Executive Director of Finance added that the emergency SORD have been reviewed in light of the Covid pandemic and the extraordinary expenditure in relation to the field hospitals and enable preparation for future eventualities. The Board Secretary further added that the Chair's action process was not limited to the Emergency SORD; this functionality was part of procedures to enact swift decision making when necessary. The Standard Operation Procedure (SOP) for the Chair's action was recently updated and is kept under review to ensure decisions taken via Chair's action are appropriate. As and when Chair's actions are used, a report is submitted to the relevant Committee and subsequently to the Board.

AC21.56.03: An Independent Member queried whether the emergency SORD could be enacted for any emergency, given that the terms of

Agenda Item Action reference (ToR) were specific to the COVID-19 Cabinet meetings, and whether the ToR would be amended to be future proof and reviewed annually. The Board Secretary advised that this provided the structure for flexibility and ToR would be flexible as needed to meet the demands of the time, and would be under continuous review. **RESOLVED**: That the Emergency SORD be recommended for approval to the Board.

AC21.57: Internal Audit progress Report

AC21.57.1 The Head of Internal Audit presented the progress report, which had been produced in accordance with the requirements as set out within the Public Sector Internal Audit Standards: Standard 2060 - Reporting to Senior Management and the Board.

AC21.57.2 The progress report summarised 11 assurance reviews finalised since the last Committee meeting in June 2021, with the recorded assurance as follows:

- Substantial assurance (green) one;
- Reasonable assurance (yellow) five;
- Limited assurance (amber) none; and
- Assurance not applicable (grey) two.

AC21.57.3 The report also detailed reviews issued at draft reporting stage and work in progress. Overall, the report was positive.

AC21.57.4 The Committee's attention was drawn to paragraphs 13 and 14. and Table 3 of the report, which noted positive status across two indicators; however, management response to draft reports was red, with a decrease from 76% to 50%. This was based on two reports where management responses were due. It has been agreed with the Board Secretary to amend reporting arrangements going forward to improve management response times.

AC21.57.5 The last Quality, Safety and Experience (QSE) Committee, where the wider challenges impacting the Health Board were raised, has necessitated the need for a review of the internal audit plan, in relation to how to alleviate some of the pressures on the Executive Directors and frontline staff. The proposals would be subject to approval by the Audit Committee.

AC21.57.6 The Chair stated that BCU has a Service Level Agreement (SLA) of 20 days for management response, which was not being met in some cases, in contrast to 15 days for other Health Boards in Wales, and queried how BCU compared with other Health Boards in relation to their management response given the Covid pandemic. The Interim Director of Governance advised that the average across Wales (Health Boards and Trusts) at the end of August 2021 was 78% response rate within the agreed timescale. BCU achieved 77% response rate in 2020/21. The Board Secretary reassured Members that work was being undertaken with

Action Agenda Item Internal Audit to improve this position and was confident that the next Audit Committee meeting in December will see an improved picture. AC21.57.7 The Chair highlighted the review of the Performance measure reporting to the Board: Accuracy of information (20/21), and gueried whether the variances in the reporting of data between some months should be of concern. The Head of Internal Audit commented that the variance identified was for 242 patients and there was no explanation for the change in the reporting methodology. The Executive Director of SH Finance took an action to find out the reason for the change and to confirm the correct way of doing it. **RESOLVED:** That 1. the progress report be received; and 2. the revised arrangements for the distribution of discussion and draft internal audit reports outlined at paragraph 14 be approved. AC21.58: External Audit - Audit Wales Reports AC21.58.1 The Performance Audit Lead, Audit Wales presented the report, which included the regular audit update alongside reports finalised since the last Audit Committee. The report also included the statutory work undertaken on the Health Board financial accounts and the result of that work; provided an overview of progress of the external audit programme; and performance audit reviews provided assurance and opinion on the effectiveness of arrangements in key areas as are described within the report. Audit Wales programme update AC21.58.2 In considering the reports the following points were noted:-• The Auditor General for Wales signed off all the necessary accounts and accompanying financial returns for 2020/21 submitted to the Welsh Government in June. A similar timetable is expected for the 2021/22 financial returns; therefore, Audit Planning work is set to take place between January and April 2022, with the audit of the financial statements taking place in May 2022. • The audit of the 2020-21 Funds Held on Trust Accounts will take place during December 2021 and January 2022, a month later than earlier planned given the additional flexibilities on the local government audit. Two areas of work were completed; Rollout of the COVID-19 vaccination programme in Wales and Use of Strategic Support Funding from Welsh Government. • Work currently being undertaken were progressing well. Assessment of the Health Board's plans for the £297 million Welsh Government strategic financial allocation AC21.58.3 An Independent Member queried what steps were being taken to ensure the concerns detailed under the Emerging Conclusions and Next

Steps section were being addressed. The Executive Director of Finance advised that the business case review process has been streamlined and business case trackers introduced to monitor the progress of the major capital and revenue investments contained in the plans. The trackers are discussed at every Performance, Finance and Information Governance (PFIG) Committee meeting. The Independent Member further queried whether additional support was required to ensure the speed fits with the timescale and remarked that money be spent wisely to ensure optimum impact and provision made for monitoring. The Executive Director of Finance advised that the transformation agenda was progressing well and all necessary steps were being taken to achieve best results. The Performance Audit Lead added that this would be reviewed in the round and the necessary action taken depending on the audit risk based planning for 2022/23. Additional monies was expected from the Welsh Government for the foreseeable future, therefore thought should be given to business case preparation at an earlier stage. In relation to monitoring, he advised on the importance of having monitoring arrangement at Committee level.

Rollout of the COVID-19 vaccination programme in Wales

AC21.58.4 In considering the report, the following points were noted:-

- This was an all-Wales report issued in June 2021. Overall, very good progress has been made, with milestones met.
- Some challenges were identified with some of the patient cohorts, with lessons to be learnt on wider immunisation planning.
- The biggest message was around vaccine inequity, with vaccination take-up lower in deprived and Black, Asian and minority ethnic (BAME) communities.
- Vaccine wastage has been exceptionally low to date.
- The Public Accounts and Public Administration Committee (PAPAC) will receive the report in the autumn and consider progress.

AC21.58.5 An Independent Member noted the achievement was laudable and commented that the next stage was to take forward the plans for the booster injections and to ensure that the inequities highlighted are addressed. The Executive Director of Finance assured the Committee that this formed part of the planning and would be under focus. The Chair remarked that this achievement was a credit to all staff.

<u>Management response to the Review of Welsh Health Specialised Services Governance Arrangements</u>

AC21.58.6 The Performance Audit Lead advised that this report had been presented at an earlier Audit Committee; however, the management response had not been received at the time. He commended the engagement of the specialised services committee officers in their preparation and taking forward the recommendations. The PAPAC would receive an update later in the autumn. Progress update against the recommendations would be presented in January/ February 2022.

Agenda Item Wellbeing of Future Generations Report The Performance Audit Lead recalled that at a previous Audit Committee

The Performance Audit Lead recalled that at a previous Audit Committee, there was an update on the recommendations for this report and work was undertaken prior to the COVID-19 pandemic. The Committee had requested that extra work be undertaken to ensure the update met the needs of the Committee. A number of meetings were held with Health Board officers, and it was agreed to recast recommendations to ensure they are beneficial for the future. These have been included in the tracker, and allocated to senior officers, with a target date for completion in January.

RESOLVED: That

- 1. the Audit Wales programme update be received;
- 2. the audit reports be received;
- 3. the Welsh Health Specialised Services Governance Arrangements management response be noted; and
- 4. the verbal update on the approach for the Wellbeing of Future Generations report be noted.

AC21.59: Schedule of Financial Claims

AC21.59.1 The Acting Associate Director of Quality Assurance joined the meeting and provided an overview of the public section of the report, noting that it provided a summary of all the claims over £50k that have been closed in the previous financial quarter. The Committee was assured that all of the claims have been signed off and there were no issues of concern to be raised. The Committee was further assured that these claims were managed in accordance with the national scheme set out by the Welsh Risk pool, which require the submission of both the case management report and learning from events report; and claims are settled by Welsh Risk pool, once both their team and the National Learning Panel have reviewed them. The 2020/21 internal audit of claims management have been completed and Substantial Assurance was given with no recommendations made.

AC21.59.2 An Independent Member congratulated the team for this achievement and requested the learning document for cross reference.

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RESOLVED: That the claims and payments listed in the schedule be noted and reported to the Board as part of the Chair's assurance report.

AC21.60: Performance Accountability Report

AC21.60.1 The Chair reminded Members that the Committee in December 2020 had requested a report on the impact and effectiveness of the Performance Accountability Framework (PAF). The Interim Director of Performance joined the meeting to present this report, following an introduction by the Executive Director of Finance who noted that the report detailed progress over the last circa nine months.

AC21.60.2 The Interim Director of Performance noted that the PAF was agreed and implemented in November 2020. She talked through the report, highlighting the summary of performance and management cascade and the various structures and processes outlined in the PAF, setting out an assessment of current position in relation to each of the key components: Accountability and performance management structures; Clearly defined reporting arrangements and expectations; and Agreed and well understood routes for escalation of concerns. The Executive Director of Finance added that the Executive Divisional Accountability meetings are more constructive, with good engagement and dialogue. A review of the divisional accountability arrangement was being carried out to benchmark the process with other Health Boards and best practice. The Chief Executive highlighted the need to replicate at these meetings, the good practice at Board meetings of having patient stories, meeting effectiveness review and risks conversations.

AC21.60.3 The Head of Internal Audit informed the meeting that as per the requirement of the Standing Financial Instructions (SFIs), an Accountability Framework was required to be agreed and signed on annual basis. This would be presented to the Committee at a future meeting.

AC21.60.4 An Independent Member queried that whilst recognising the difficulty in measuring impact, the report failed to address the issues of impact and effectiveness of the PAF and did not specify whether there has been any improvement since its implementation. It was further queried that the PAF attached as appendix 2 was out of date as it was due for review in March. The Interim Director of Performance advised that there was discussion to carry out a review in March; however, the then Director of Performance was of the view that a review in March did not give sufficient time to enable a review; and that a 12 months review was more appropriate.

AC21.60.5 An Independent Member gueried whether the PAF was making a difference and leading to improvement. The Interim Director of Performance advised that improvements have been seen in some areas: however, there were significant areas where performance have been below the anticipated level. The PAF provides a framework for identifying areas for improvement; however, there were ongoing challenges for performance improvement to be realised. The Independent Member further queried that the title of the report did not cross-reference to its detail. The Interim Director of Performance apologised for this disparity and noted that in terms of impact, there was better engagement; however, it was difficult to make a judgement in relation to effectiveness. The Chief Executive cited an example of where discussion at a recent Divisional Accountability meeting on access for gynaecology to additional theatre sessions to deliver Covid backlog, made a difference and could lead to improved performance; however, re-echoed there were ongoing performance challenges. The meetings provide an invaluable opportunity for engagement from an improvement perspective, debate achievements and challenges, which is valued by the Divisions. In relation to the requirement of having an

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Accountability Framework, the Chief Executive suggested that a golden thread of team-based and individual-based accountability agreements would be beneficial.	ACIIOII
AC21.60.6 The Executive Director of Finance and Interim Director of Governance provided clarity on the Budget Accountability Framework (BAFr) and the PAF, noting that the latter set out individual accountability agreement specific to support delivery of the Corporate Priorities. Circa 94% of the BAFr, issued this year have been approved. The Head of Internal Audit commented that this provided an opportunity for management to revisit and build in the PAF into the mandatory framework. He further noted that the report focussed on the Divisions, and questioned how the corporate functions were subject to similar scrutiny and held to account on performance. The Interim Director of Performance advised that the arrangement currently in place for corporate functions differ from the Divisions; therefore, an area to be reviewed.	
AC21.60.7 The Chair concluded that the report did not address the purpose, and reiterated the point earlier made that the content of the report and the title were disparate; therefore, did not provide the needed assurance. It was suggested that the Chief Executive, Executive Director of Finance, Board Secretary and Interim Director of Performance discuss how to action effectiveness and measure the impact of the PAF and report back at the Committee meeting in March. RESOLVED: That the Performance Accountability Report be noted.	
AC21.61: Annual Review of Gifts & Hospitality and Declarations of Interest Registers	
The Deputy Board Secretary presented the report, noting that this was an annual update provided to comply with Standing Orders 8.1-8.7. Board Members' submitted declarations of interests for the 2020/21 period was presented at appendix 1, and a copy of the electronic Gifts and Hospitality Register for the same period presented at appendix 2. Whilst an improvement in the number of declarations from the previous year was noted (58% in 2020/21 compared to 40% in 2019/20), the position was still far below the target, with the impact of Covid continuing to have some bearing. Further actions were being taken to ensure further improved compliance levels during the current year, in addition to those already in place. Discuss inclusion of further information in the guidance for appraisers, which will be referenced in the orientation pages and induction for new non-medical staff in the first instance. There are ongoing discussion on how to progress with medical staff.	
In relation to gifts and hospitality, the numbers declared seemed far are less than those actually received. Going forward, an extract from the Charitable Funds Gifts and Hospitality register, which has a separate declaration system in place, will be appended to the report.	

AC21.61.1 An Independent Member queried the exclusion of departmental gifts, and noted there were a number of discrepancies in the offer description; and advised on specificity with the explanation. The Deputy Board Secretary advised that declarations made with a value of £25 or below have not been included as per the threshold set by the Standard of Business Conduct policy. The Independent Member further queried that the gifts declared seemed light and that the cumulative amount of some of the departmental gifts could be above £25. The Board Secretary assured the Committee that all declarations have been reviewed by the Head of Counter Fraud and that steps were being taken to build in good practice around reporting, declaring gifts and hospitality, including those declined. Internal Audit will be carrying out a review of the Standards of Business Conduct.

RESOLVED: That the Annual Declarations of Interests/Gifts and Hospitality for 2020/21 report be received.

AC21.62: Dental Assurance Report

AC21.62.01 The Senior Dental Contracts Manager highlighted key areas from the report, noting that the situation continued to be dynamic, but adapting expectations as best as possible. New directive from the Welsh Government was expected for the new financial year.

AC21.62.02 An Independent Member's query was around real life issues, opposed to the contractual aspect, which the Audit Committee reviews. The Chair noted that there had been earlier discussion about the content and presentation of this report to the Audit Committee. The Board Secretary advised that the presentation and frequency of reporting would be reviewed.

RESOLVED: That:

- The Dental Contracts continue to be monitored for delivery and performance across four key areas of service provision - Quality, Finance, Access and Activity is noted;
- 2. The Covid pandemic has, and continues to impact significantly on service provision by primary care dental providers to the extent that the metrics previously used to monitor activity (UDA) are no longer valid and have effectively been discontinued is noted;
- 3. The Welsh Government have developed and introduced a set of "expectations" for the Health Boards and contractors to work toward and achieve during the recovery phase of the pandemic is noted;
- 4. The "expectations" provided a broad framework for the Health Board to engage with contractors to deliver dental services in accordance with Welsh Government and Health Board aims and priorities; however, the expectations are not written into the General Dental Service (GDS) regulations/legislation and accordingly are applied by the Health Board in a supportive rather than punitive manner is noted;

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5.	Contractors who are unable or unwilling to meet the "expectations" will be considered for a contract payment adjustment by the Dental Contracting Team on behalf of BCUHB is noted; and	
6.	Contractors retain the right to revert to the UDA system and be monitored and paid in accordance with their performance on that system is noted.	
AC21	AC21.63: Issues of Significance for Reporting to Board	
RESOLVED: That the Chair prepare his assurance report for the Board.		
AC21.64: Date of Next Meeting: 14 December 2021.		
AC21.65: Exclusion of Press and Public		
RESOLVED: 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.		