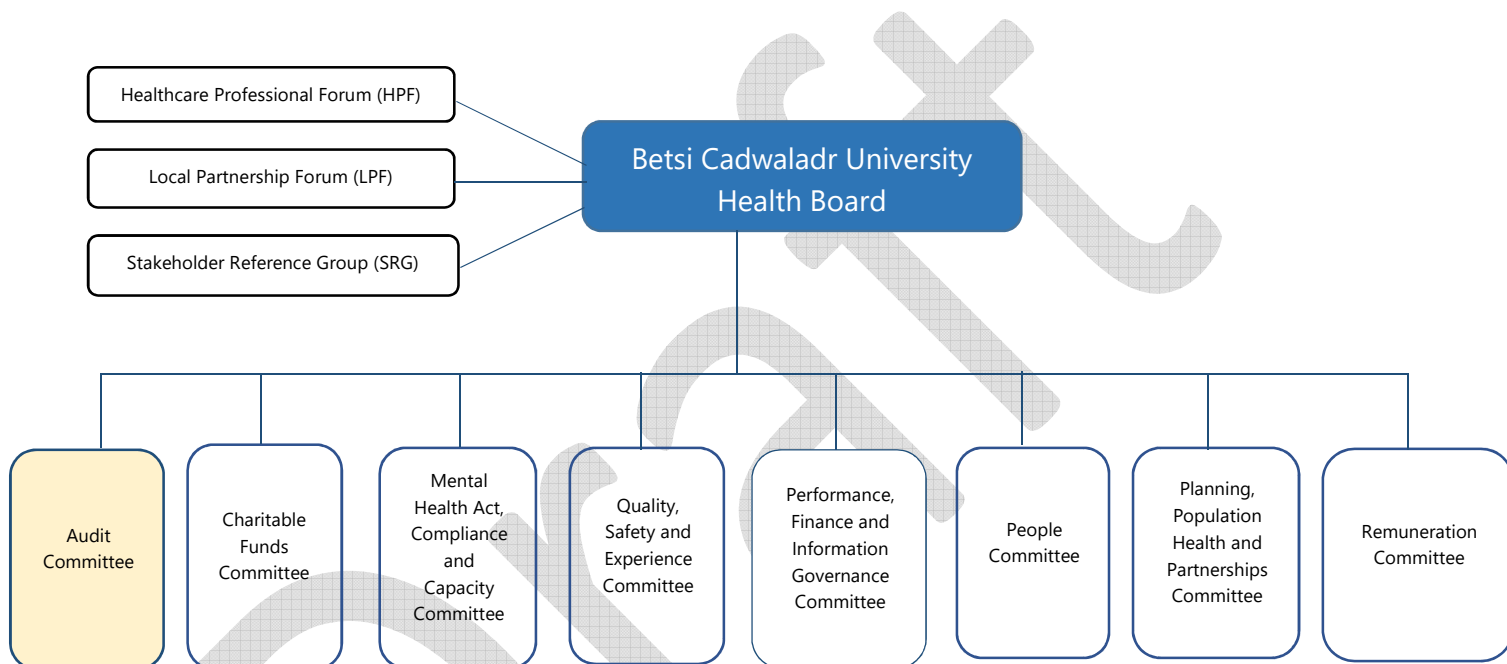


## AUDIT COMMITTEE

## TERMS OF REFERENCE



Version	Issued to	Date	Comments
Draft 1	Audit Committee	16/11/23	Developed as a first draft for review with Committee Chairs and Lead Executives

## 1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Audit Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

## 2) Purpose

The purpose of the Audit Committee is to;

- 2.1 Advise and assure the Board and the Accountable Officer on whether effective arrangements are in place, through the design and operation of the UHB's system of assurance, to support them in their decision taking and in discharging their accountabilities for securing the achievement of the UHB's objectives, in accordance with the standards of good governance determined for the NHS in Wales.
- 2.2 The Committee independently monitors, reviews and reports to the Board on the processes of governance, and where appropriate, facilitates and supports, through its independence, the attainment of effective processes.
- 2.3 Where appropriate, the Committee will advise the Board and the Accountable Officer on where, and how, its system of assurance may be strengthened and developed further.
- 2.4 The Committee's principal duties encompass the following:
  - 2.4.1 Review the establishment and maintenance of an effective system of good governance, risk management and internal control across the whole of the organisation's activities, both clinical and non-clinical.
  - 2.4.2 Seek assurance that the systems for financial reporting to Board, including those of budgetary control, are effective, and that financial systems processes and controls are operating.
  - 2.4.3 Work with the all Committees of the Board to ensure that governance and risks are part of an embedded assurance framework that is 'fit for purpose'.
  - 2.4.4 Receive an assurance on delivery against relevant Planning Objectives aligned to the Committee accordance with Board approved timescales, as set out in BCUHB's Annual Plan.

### **3) Objectives of the Committee and Delegated Powers**

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The Audit and Risk Assurance Committee shall provide advice, assurance and support to the Board in ensuring the provision of high quality, safe healthcare for its citizens, as follows:

#### **3.1 GOVERNANCE, RISK MANAGEMENT AND INTERNAL CONTROL**

- 3.1.1 The Committee shall review the adequacy of the UHB's strategic governance and assurance arrangements and processes for the maintenance of an effective system of good governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the organisation's objectives.
- 3.1.2 In particular, the Committee will review the adequacy of:

- a) all risk and control related disclosure statements, together with any accompanying Head of Internal Audit documents, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board;
- b) the underlying assurance processes that indicate the degree of the achievement of strategic and planning objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
- c) the policies for ensuring compliance with relevant regulatory, legal and code of conduct and accountability requirements; and
- d) the policies and procedures for all work related to fraud and corruption as set out in Welsh Government Directions and as required by the Counter Fraud and Security Management Service.

- 3.1.3 In carrying out this work, the Committee will primarily utilise the work of Internal Audit, Clinical Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of good governance, risk management and internal control, together with indicators of their effectiveness.
- 3.1.4 This will be evidenced through the Committee's use of an effective assurance framework to guide its work and that of the audit and assurance functions that report to it.
- 3.1.5 The Committee will seek assurance that effective systems are in place to manage risk, that the organisation has an effective framework of internal controls to address principal risks (those likely to directly impact on achieving strategic objectives), and that the effectiveness of that framework is regularly reviewed.
- 3.1.6 Monitor the assurance environment and challenge the build-up of assurance on the management of key risks across the year, and ensure that the Internal Audit plan is based on providing assurance that controls are in place and can be relied upon (particularly where there is a significant shift between the inherent and residual risk profile), and review the internal audit plan in year as the risk profile changes.
- 3.1.7 Seek assurance on delivery against Planning Objectives aligned to the Committee, considering and scrutinising the frameworks, charts/charters and action plans that are developed, supporting and endorsing these as appropriate.
- 3.1.8 Consider and recommend to the Board approval of any changes to the Risk Management Framework and oversee development of the Board Assurance Framework.
- 3.1.9 The Committee will be responsible for reviewing the UHB's Standing Orders and Standing Financial Instructions and Scheme of Delegation annually, (including associated framework documents as appropriate), monitoring compliance, and reporting any proposed changes to the Board for consideration and approval.
- 3.1.10 To receive annually a full report of all offers of gifts, hospitality, sponsorship and honoraria recorded by the UHB and report to the Board the adequacy of these arrangements.

- 3.1.11 To review and report to the Board annually the arrangements for declaring, registering, and handling interests.
- 3.1.12 Approve the writing-off of losses or the making of special payments within delegated limits.
- 3.1.13 Receive an assurance on Post Payment Verification Audits through bi-annual reporting to the Committee.
- 3.1.14 Receive a report on all Single Tender Actions and extensions of contracts.

## **3.2 INTERNAL AUDIT AND CAPITAL/PFI**

- 3.2.1 The Committee shall ensure that there is an effective internal audit and capital/PFI function established by management that meets mandatory Internal Audit Standards for NHS Wales and provides appropriate independent assurance to the Committee, Chief Executive and Board.
- 3.2.2 This will be achieved by:
  - a. review and approval of the Internal Audit Strategy, Charter, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation;
  - b. review of the adequacy of executive and management responses to issues identified by audit, inspection and other assurance activity, in accordance with the Charter;
  - c. regular consideration of the major findings of internal audit work (and management's response), and ensure co-ordination between the Internal and External Auditors to optimise audit resources;
  - d. ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation; and
  - e. annual review of the effectiveness of internal audit.

## **3.3 EXTERNAL AUDIT**

- 3.3.1 The Committee shall review the work and findings of the External Auditor and consider the implications and management's responses to their work. This will be achieved by:
  - a. discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other External Auditors and inspection bodies in the local health economy;
  - b. discussion with the External Auditors of their local evaluation of audit risks and assessment of the Local Health Boards/NHS Trusts and associated impact on the audit fee;

- c. review all External Audit reports, including agreement of the Annual Audit Report and Structured Assessment before submission to the Board, and any work carried outside the annual audit plan, together with the appropriateness of management responses; and
- d. review progress against the recommendations of the annual Structured Assessment.

### **3.4 OTHER ASSURANCE FUNCTIONS**

- 3.4.1 The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications on the governance of the organisation.
- 3.4.2 The Committee's programme of work will be designed to provide assurance that the work carried out by the whole range of external review bodies is brought to the attention of the Board. This will ensure that the Health Board is aware of the need to comply with related standards and recommendations of these review bodies and the risks of failing to comply. These will include, but will not be limited to, any reviews by Inspectors and other bodies (e.g. Healthcare Inspectorate Wales, Welsh Risk Pool, etc), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc).
- 3.4.3 The Audit and Risk Assurance Committee and the Quality, Safety and Experience Committee both have a role in seeking and providing assurance on Clinical Audit in the organisation. The Audit and Risk Assurance Committee will seek assurance on the overall plan, its fitness for purpose and its delivery. The Quality, Safety and Experience Committee will seek more detail on the clinical outcomes and improvements made as a result of clinical audit. The internal audit function will also have a role in providing assurance on the Annual Clinical Audit Plan.
- 3.4.4 The Audit and Risk Assurance Committee will also seek assurances where a significant activity is shared with another organisation and collaboratives, in particular the NHS Wales Shared Services Partnership, Welsh Health Specialised Services Committee, Emergency Ambulance Services Committee and other regional committees. The Audit and Risk Assurance Committee will expect to receive assurances from internal audit performed at these organisations that risks in the services provided to them are adequately managed and mitigated with appropriate controls.

### **3.5 MANAGEMENT**

- 3.5.1 The Committee shall request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- 3.5.2 The Committee may also request specific reports from individual functions within the organisation (e.g. clinical audit), as they may be appropriate to the overall arrangements.
- 3.5.3 The Committee may also request or commission special investigations to be undertaken by Internal Audit, directors or managers to provide specific assurance on any areas of concern that come to its attention.

- 3.5.4 The Committee shall review the Annual Accounts and Financial Statements before submission to the Board, focusing particularly on:
- a) the ISA 260 report to those charged with governance;
  - b) changes in, and compliance with, accounting policies and practices;
  - c) unadjusted mis-statements in the financial statements;
  - d) major judgemental areas;
  - e) significant adjustments resulting from the audit;
  - f) other financial considerations include review of the Schedule of Losses and Compensation.

3.5.5 The Committee should also ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board.

#### 4) Membership

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4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
Independent Member (Vice Chair)
1 X Independent Members (to be developed and agreed with Chair of the Health Board)

4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Finance (Lead Director).
Board Secretary
Other Executive Directors as required by the Chair
Other Senior Managers as required by the Chair
Head of Internal Audit.
Head/individual responsible for Clinical Audit.
Local Counter Fraud Specialist.
Representative of Auditor General (External Audit).

4.3 The membership of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account the balance of skills and expertise necessary to deliver the Committee's remit, and subject to any specific requirements or directions made by the Welsh Government.

4.4 Membership of the Committee will be reviewed on an annual basis.

#### 5) Quorum and Attendance

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5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In

Attendance members, including the Executive Director of Finance (or their nominated deputy) and the Board Secretary (or their nominated deputy)

- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

## **6) Agenda and Papers**

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- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director – the Board Secretary at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Lead Director.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two days of the meeting. The minutes and table of actions will be circulated to the Lead Director within seven days to check the accuracy, prior to sending to Members (including the Committee Chair) to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

## **7) In Committee**

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- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

## **8) Meetings**

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- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Lead Director.
- 8.4 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Board Secretary.

## **9) Reporting**

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- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committees activities.
  - Bring to the Boards specific attention any significant matter under consideration by the Committee.
  - Ensure appropriate escalation arrangements are in place to alert the Health Boards Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Office of the Board Secretary will lead this review.

## **10) Accountability, Responsibility and Authority**

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- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Boards Standing Orders are equally applicable to the operation of the Committee.

## 11) Review Date

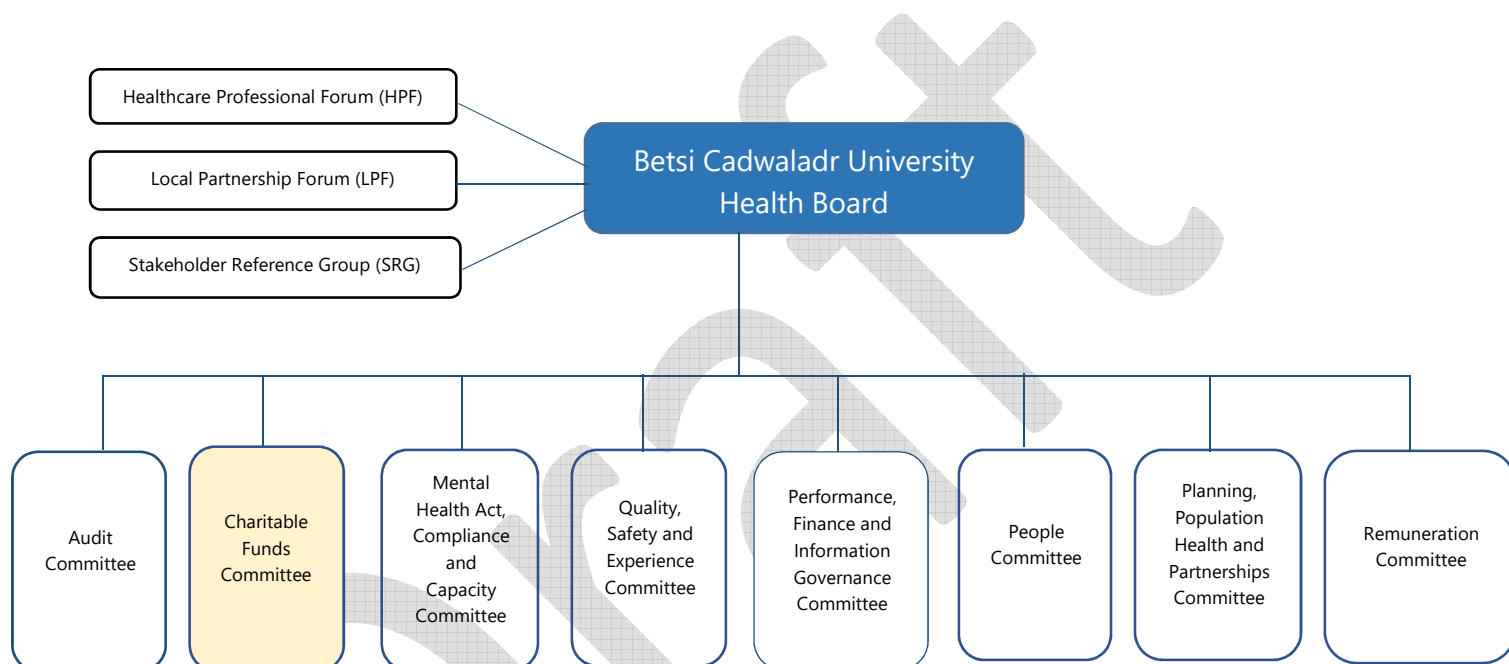
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- 11.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

Draft

## CHARITABLE FUNDS COMMITTEE

### TERMS OF REFERENCE



Version	Issued to	Date	Comments
Draft Version	Audit Committee	16/11/2023	Developed as a first draft for review with Committee Chairs and Lead Executives

## 1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Charitable Funds Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

## 2) Purpose

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The purpose of the Charitable Funds Committee is to;

- 2.1 To make and monitor arrangements for the control and management of the Health Board's Charitable Funds, within the budget, priorities and spending criteria determined by the Board and consistent with the legislative framework.
- 2.2 To provide assurance to the Board in its role as corporate trustee of the charitable funds held and administered by the Health Board.
- 2.3 To receive an assurance on delivery against relevant Planning Objectives aligned to the Committee, in accordance with Board approved timescales, as set out in the Health Board's Annual Plan.
- 2.4 To agree issues to be escalated to the Board with recommendations for action.

## 3) Objectives of the Committee and Delegated Powers

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The Charitable Funds Committee is required by the Board to:

- 3.1 Within the budget, priorities and spending criteria determined by the Health Board as Corporate trustee, and consistent with the requirements of the Charities Act 2011 (or any modification of these acts), to apply the charitable funds in accordance with its respective governing documents.
- 3.2 To devise, implement and approve appropriate procedures and policies to ensure that fundraising and accounting systems are robust, donations are received and coded as instructed and that all expenditure is reasonable, clinically and ethically appropriate.
- 3.3 To ensure that the Health Board policies and procedures for charitable funds investments are followed.
- 3.4 In addition, to make decisions involving the sound investment of charitable funds in a way that both preserves their value and produces a proper return consistent with prudent investment and ensuring compliance with:
  - 3.4.1 Trustee Act 2000
  - 3.4.2 The Charities Act 2011
  - 3.4.3 The Charities Act 2022
  - 3.4.4 Terms of the fund's governing documents
- 3.5 To receive at least twice a year reports for ratification from the Executive Director of Finance, and investment decisions and action taken through delegated powers upon the advice of the Health Board's investment adviser.

- 3.6 To oversee and monitor the functions performed by the Executive Director of Finance as defined in the Health Board's Standing Financial Instructions.
- 3.7 To monitor the progress of fundraising appeals where these are in place and considered to be material.
- 3.8 Seek assurance on delivery against Planning Objectives aligned to the Committee, considering and scrutinising the programmes and processes that are developed and implemented, supporting and endorsing these as appropriate.
- 3.9 To monitor and review the Health Board's scheme of delegation for Charitable Funds expenditure and to set and reflect in Financial Procedures the approved delegated limits for expenditure from Charitable Funds.
- 3.10 Overseeing the day-to-day management of the investments of the charitable funds in accordance with the investment strategy set down from time to time by the Corporate Trustees, and in accordance with the requirements of the Health Board's Standing Financial Instructions.
- 3.11 The appointment of an Investment Manager (where appropriate) to advise it on investment matters and the delegation of day-to-day management of some or all of the investments to that Investment Manager. The Investment Manager, if appointed, must actively manage the charitable fund on behalf of the Corporate Trustee. In exercising this power, the Committee must ensure that:
  - 3.11.1 The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it;
  - 3.11.2 There are in place adequate internal controls and procedures which will ensure that the power is being exercised properly and prudently;
  - 3.11.3 The performance of the person or persons exercising the delegated power is regularly reviewed;
  - 3.11.4 Where an investment manager is appointed, that the person is regulated under the Financial Services Act 1986;
  - 3.11.5 Acquisitions or disposal of a material nature outside the terms of agreement must always have written authority of the Committee or the Chair of the Committee in conjunction with the Executive Director of Finance.
- 3.12 Ensuring that the banking arrangements for the charitable funds should be kept entirely distinct from the Health Board's NHS funds.
- 3.13 Ensuring that arrangements are in place to maintain current account balances at minimum operational levels consistent with meeting expenditure obligations, the balance of funds being invested in interest bearing deposit accounts.
- 3.14 The amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments.
- 3.15 The operation of an investment pool when this is considered appropriate to the charity in accordance with charity law and the directions and guidance of the Charity Commission.

The Committee shall propose the basis to the Health Board for applying accrued income to individual funds in line with charity law and Charity Commission guidance.

- 3.16 Obtaining appropriate professional advice to support its investment activities.
- 3.17 Regularly reviewing investments to see if other opportunities or investment services offer a better return.
- 3.18 Reviewing alternative sources of funding to donations and legacies which could provide the Committee with additional leverage and access to additional funds.
- 3.19 To monitor and review BCUHB's scheme of delegation for Charitable Funds expenditure and to set and reflect in Financial Procedures the approved delegated limits for expenditure from Charitable Funds.

The following thresholds are approved in the Charitable Funds Procedure:

~~"Expenditure less than £10,000 shall only need approval by the nominated fund manager. All expenditure in excess of £10,000 and up to £50,000 will require the approval of the Charitable Funds Sub-Committee. Expenditure in excess of £50,000 will require the approval of the Charitable Funds Committee. Expenditure over £100,000 will require the approval of the Corporate Trustee".~~

- 3.20 In addition, the following expenditure types regardless of value require Charitable Funds Committee consideration and approval:

- Research & development expenditure.
- Pay expenditure.
- Requests of any nature resulting in ongoing charitable funds commitment.

- 3.21 The following expenditure types also require Charitable Funds Committee consideration and approval:

- Unusual or novel expenditure requests under £50,000.
- Overseas training requests including conferences and seminars requiring the attendance of participants outside of the UK.
- Higher award and academic studies for which significant benefit to the Health Board can be quantified through training and development objectives.

- 3.22 Chairs Actions are by strict exception only. The Chair's decision on which items can be approved outside of the Committee will be final and all items approved outside of the full Committee will be reported to the next Committee meeting for ratification.

- 3.23 The Committee will seek assurance on the management of principal risks within the Board Assurance Framework and Corporate Risk Register allocated to the Committee and provide assurance to the Health Board that risks are being managed effectively and report any areas of significant concern e.g. where risk tolerance is exceeded, lack of timely action, etc.

- 3.24 Recommend acceptance of risks that cannot be brought within the Health Board's risk appetite/tolerance to the Board through the Committee Update Report.

## 4) Membership

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- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERSHIP
Independent Member (Chair)
Independent Member (Vice Chair)
2 x Independent Members (to be developed and agreed with Chair of the Health Board)
CEO
Executive Director of Finance, (Lead Director)
A Clinical Executive Director (Rotated between the Executive Clinical Executive Directors)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Planning and Performance
Other Executive Directors as required by the Chair
Head of Charitable Funds and Charitable Partnerships
Other Senior Managers as required by the Chair, including: Charitable Funds Accountant Charitable Funds Fundraising Manager LHB Investment Advisor

- 4.3 The membership of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account the balance of skills and expertise necessary to deliver the Committee's remit, and subject to any specific requirements or directions made by the Welsh Government.
- 4.5 Membership of the Committee will be reviewed on an annual basis.

## 5) Quorum and Attendance

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- 5.1 A quorum shall consist of no less than four of the membership and must include as a minimum the Chair or Vice Chair of the Committee, and one other Independent Member, as well as the Executive Director of Finance and a Clinical Executive Director (or their suitably briefed deputies).
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.

- 5.5 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

## **6) Agenda and Papers**

---

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director – Director of Finance at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Lead Director.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two days of the meeting. The minutes and table of actions will be circulated to the Lead Director within seven days to check the accuracy, prior to sending to Members (including the Committee Chair) to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

## **7) In Committee**

---

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

## **8) Meetings**

---

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Lead Director.
- 8.4 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee Business.

- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Board Secretary.

## **9) Reporting**

---

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committees activities.
  - Bring to the Boards specific attention any significant matter under consideration by the Committee.
  - Ensure appropriate escalation arrangements are in place to alert the Health Boards Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Office of the Board Secretary will lead this review.

## **10) Accountability, Responsibility and Authority**

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- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Boards Standing Orders are equally applicable to the operation of the Committee.

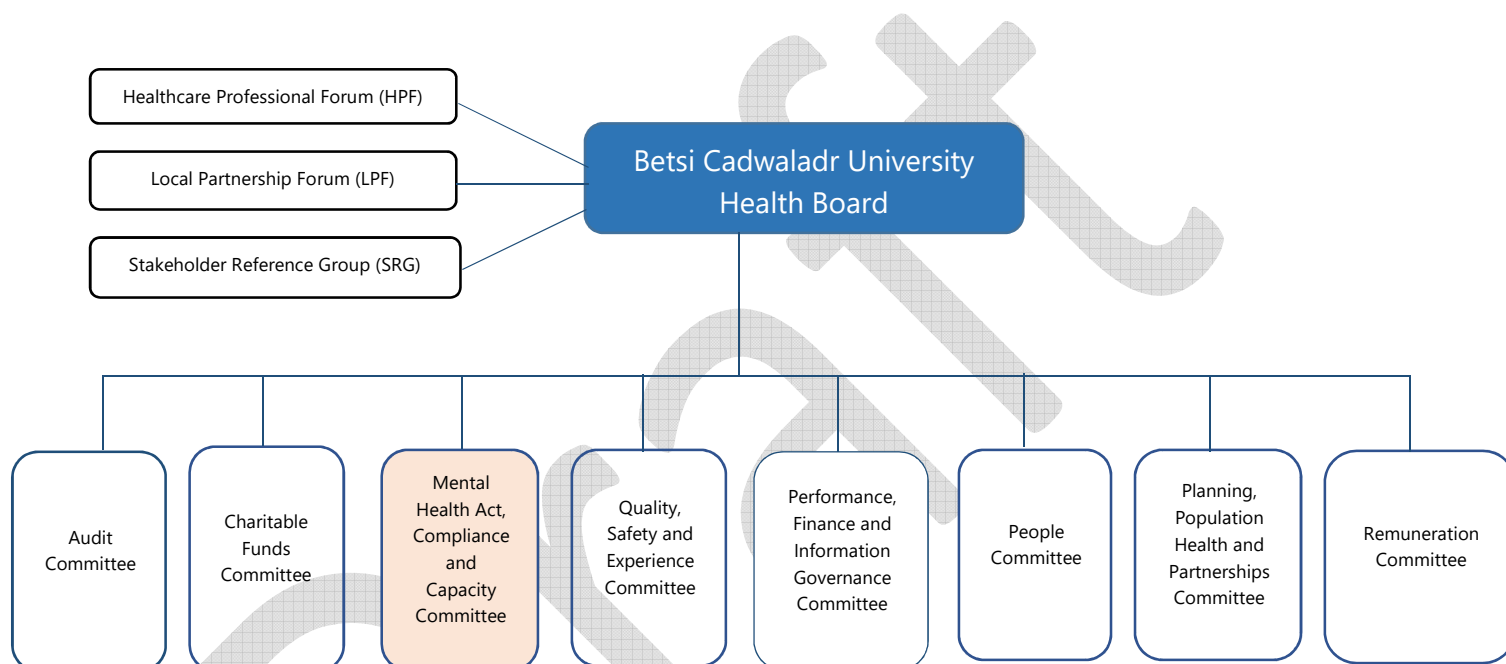
## **11) Review Date**

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- 11.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

## MENTAL HEALTH ACT COMPLIANCE AND CAPACITY COMMITTEE

### TERMS OF REFERENCE



Version	Issued to	Date	Comments
Draft	Audit Committee	16/11/23	Developed as a first draft for review with Committee Chairs and Lead Executives

## 1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Mental Health Act, Compliance and Capacity Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

## 2) Purpose

The purpose of the Mental Health Act, Compliance and Capacity Committee is to;

- 2.1 To provide assurance that those functions of the Mental Health Act 1983, as amended, which have been delegated to officers and staff are being carried out correctly.
- 2.2 To provide assurance that the wider operation of the 1983 Act in relation to the UHB's area is operating properly.
- 2.3 To provide assurance that the provisions of the Mental Health (Wales) Measure 2010 are implemented and exercised reasonably, fairly and lawfully.
- 2.4 To provide assurance that the UHB's responsibilities as Hospital Managers are being discharged effectively and lawfully.
- 2.5 The Committee will also advise the Board of any areas of concern in relation to compliance with mental health legislation and agree issues to be escalated to the Board with recommendations for action
- 2.6 To provide assurance that the UHB is compliant with Mental Health Act, 1983 Code of Practice for Wales
- 2.7 To seek assurance on the management of principle risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern.

### **3) Objectives of the Mental Health Act Compliance and Capacity Committee**

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The Committee shall provide advice, assurance and support to the Board in ensuring the provision of high quality, safe healthcare for its citizens, as follows:

- 3.1 Review reports from Healthcare Inspectorate Wales visits, the Delivery Unit and other external scrutiny bodies and approve the action plans for monitoring;
- 3.2 Review the Mental Health & Learning Disabilities Risk Register bi-annually to ensure that risks relating to compliance with mental health legislation are being appropriately managed.
- 3.3 Receive Mental Health Legislation Scrutiny Group Update Report from previous meeting;
- 3.4 Consider issues arising from related Sub-Committees or Health Board Groups;
- 3.5 Receive Hospital Manager's Power of Discharge Committee Update Report & Minutes from previous meeting. This report should ensure compliance with the Code of Practice. In respect of its provision of assurance to the Board, the Mental Health Legislation Committee will seek assurances that:
- 3.6 The operation of mental health legislation is exercised fairly and lawfully and that specific issues related to compliance are managed through its Sub-Committee and Group structure;

- 3.7 The wider operation of the 1983 Act (the Board's delegated functions as Hospital Managers) are being exercised reasonably, fairly and lawfully and that specific issues related to compliance are managed through its Sub-Committee and Group structure;
- 3.8 Identified matters of risk relating to compliance with mental health legislation are being appropriately mitigated;
- 3.9 Arrangements for the delegated authority of approval for Approved Clinicians and Section 12 Doctors in Wales are compliant with the Directions and Guidance from Welsh Government, and are monitored through the Mental Health Legislation Scrutiny Group;
- 3.10 Policies and procedures are developed and approved in line with the organisation's Written Control Document Policy, through the Mental Health Legislation Scrutiny Group;
- 3.11 The training requirements of those staff who exercise the functions of mental health legislation have the requisite skills and competencies to discharge the Board's responsibilities, through the Mental Health Legislation Scrutiny Group;
- 3.12 Ensure that relevant legislation, in particular, the Human Rights Act 1998, the Equality Act 2010, and the Data Protection Act 1998, are adhered to.

#### 4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
Independent Member (Vice Chair)
1 further Independent Member (to be developed and agreed with Chair of the Health Board)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Public Health (Lead Director) Other Attendees
<b>Other Attendees</b>
2 Other Executive Directors as required by the Chair
Other Senior Managers as required by the Chair

- 4.3 The membership of the Committee reflected above shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account the balance of skills and expertise necessary to deliver the Committee's remit, and subject to any specific requirements or directions made by the Welsh Government.
- 4.4 Membership of the Committee will be reviewed on an annual basis.

#### 5) Quorum and Attendance

- 5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members (who must be the Executive Director of Public Health or their nominated Deputy).
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

## **6) Agenda and Papers**

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- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director – the Board Secretary at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Lead Director.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two days of the meeting. The minutes and table of actions will be circulated to the Lead Director within seven days to check the accuracy, prior to sending to Members (including the Committee Chair) to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

## **7) In Committee**

---

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

## 8) Meetings

---

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Lead Director.
- 8.4 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Board Secretary.

## 9) Reporting

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- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
  - Report formally, regularly and on a timely basis to the Board on the Committees activities.
  - Bring to the Boards specific attention any significant matter under consideration by the Committee.
  - Ensure appropriate escalation arrangements are in place to alert the Health Boards Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Office of the Board Secretary will lead this review.

## 10) Accountability, Responsibility and Authority

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- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Boards Standing Orders are equally applicable to the operation of the Committee.

## **11) Review Date**

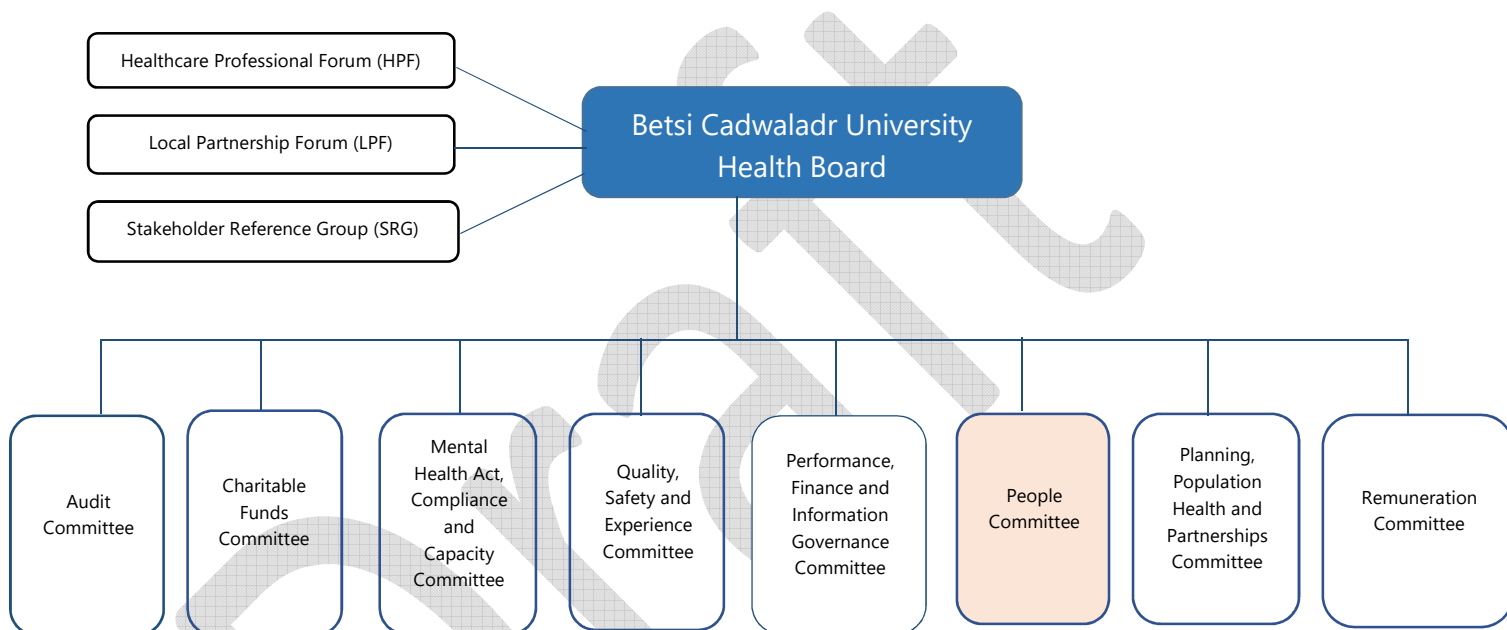
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- 11.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

Draft

## PEOPLE COMMITTEE

## TERMS OF REFERENCE



Version	Issued to	Date	Comments
Draft 1	Audit Committee	16/11/23	Developed as a first draft for review with Committee Chairs and Lead Executives

### 1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the People Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

### 2) Purpose

The purpose of the People Committee is to;

- 2.1 To provide assurance to the Board on compliance with legislation, guidance and best practice around the People and Organisational Development (OD) agenda.
- 2.2 To provide assurance to the Board on the implementation of the Health Board's People and OD Strategy, and the all-Wales Health & Social Care Workforce Strategy, ensuring these are consistent with the Board's overall strategic direction and with any requirements and standards set for NHS bodies in Wales.
- 2.3 To provide assurance to the Board on the organisation's ability to create and manage strong, high performance, organisational culture arrangements.
- 2.4 To receive an assurance on delivery against all relevant People Planning Objectives.
- 2.5 To provide assurance that the organisation is discharging its functions and meeting its responsibilities with regard to the research and innovation activity carried out within the Health Board.
- 2.6 Provide assurance that there are appropriate arrangements to ensure education and commissioning meets future workforce needs.
- 2.7 Delegated powers to consider reports on the position in regard to whistleblowing; and Speaking Out Safely.
- 2.8 To seek assurance on the management of principle risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern.
- 2.9 Oversight, delivery and monitoring of Health and Safety strategies, planning, policies, performance and regulatory compliance.

### **3) Objectives of the People Committee**

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The People Committee shall provide advice, assurance and support to the Board in ensuring the provision of high quality, safe healthcare for its citizens, as follows:

- 3.1 To provide assurance to the Board on compliance with legislation, guidance and best practice around the workforce and OD agenda, learning from work undertaken nationally and internationally, ensuring the University Health Board (the Health Board) is recognised as a leader in this field.
- 3.2 To provide assurance to the Board on the implementation of the HB's Workforce and OD Strategy, and the all-Wales Health & Social Care Workforce Strategy, ensuring these are consistent with the Board's overall strategic direction and with any requirements and standards set for NHS bodies in Wales.

- 3.3 To provide assurance to the Board on the organisation's ability to create and manage strong, high performance, organisational culture arrangements.
- 3.4 To receive an assurance on delivery against all relevant People related Planning Objectives
- 3.5 To provide assurance that the organisation is discharging its functions and meeting its responsibilities with regard to the research and innovation activity carried out within the Health Board.
- 3.6 Provide assurance that there are appropriate arrangements to ensure education and commissioning meets future workforce needs.
- 3.7 To seek assurance on the management of principle risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern e.g. where risk tolerance is exceeded, lack of timely action.
- 3.8 To recommend acceptance of risks that cannot be brought within the Health Board's risk appetite/tolerance to the Board through the Committee Update Report.
- 3.9 To receive assurance through any Sub-Committee Update Reports (that may be in existence or developed) and other management group reports that risks relating to their areas are being effectively managed across the whole of the Health Board's activities (including for hosted services and through partnerships and Joint Committees as appropriate).

#### 4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
Independent Member (Vice Chair)
1 further Independent Member (to be developed and agreed with Chair of the Health Board)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director Workforce and OD (Lead Director)
Chief Executive.
Executive Director of Operations
Other Attendees
Other Executive Directors as required by the Chair
Other Senior Managers as required by the Chair

- 4.3 The membership of the Committee reflected above shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account the balance

of skills and expertise necessary to deliver the Committee's remit, and subject to any specific requirements or directions made by the Welsh Government.

- 4.4 Membership of the Committee will be reviewed on an annual basis.

## **5) Quorum and Attendance**

---

- 5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members.
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

## **6) Agenda and Papers**

---

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director – the Board Secretary at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Lead Director.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two days of the meeting. The minutes and table of actions will be circulated to the Lead Director within seven days to check the accuracy, prior to sending to Members (including the Committee Chair) to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

## **7) In Committee**

---

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

## **8) Meetings**

---

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Lead Director.
- 8.4 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Board Secretary.

## **9) Reporting**

---

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committees activities.
  - Bring to the Boards specific attention any significant matter under consideration by the Committee.
  - Ensure appropriate escalation arrangements are in place to alert the Health Boards Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Office of the Board Secretary will lead this review.

## **10) Accountability, Responsibility and Authority**

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- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Boards Standing Orders are equally applicable to the operation of the Committee.

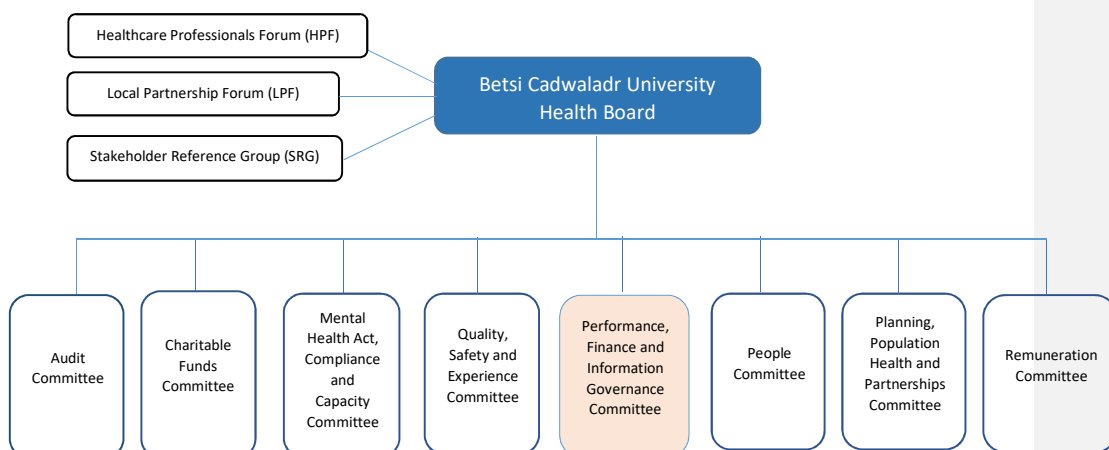
## **11) Review Date**

---

- 11.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

## PERFORMANCE, FINANCE & INFORMATION GOVERNANCE COMMITTEE

### TERMS OF REFERENCE



Version	Issued to	Date	Comments
Draft Version	Audit Committee	16.11.23	Developed as a first draft for review with Committee Chairs and Lead Executives

## 1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Performance, Finance and Information Governance Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

**Commented [PM(G&C1):** The Board approved that IG matters could be within Audit Committee remit but feedback received since then requires further review.

## 2) Purpose

- 2.1 The purpose of the Performance, Finance and Information Governance Committee is to advise and assure the Board in discharging its responsibilities with regard to its current and forecast financial position and performance.
- 2.2 The Committee will be responsible for the oversight, delivery and monitoring of financial strategy, planning, policies and performance including capital and external contracting. This

will also include performance strategies, framework, policies, WG /local targets and performance reports.

- 2.3 The Committee will monitor the performance of external contracting including shared services and primary care.
- 2.4 The Committee will seek assurance on the management of principle risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern.
- 2.5 The Committee will monitor the performance and oversight of Information Governance.

### 3) Objectives of the Committee and Delegated Powers

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- 3.1 The Performance, Finance and Information Governance Committee is required by the Board to:
  - 3.1.1 Provide assurance that there is compliance with The Equalities Act 2010:
    - In discharging its duty, the Committee will have 'due regard' to the Public Sector Equality Duty, to eliminate discrimination, to advance equality of opportunities and foster good relations when carrying out all functions and day-to-day activities.
    - In discharging its duty the Committee will have 'due regard' to the Socio-economic Duty, to consider how strategic decisions might help reduce the inequalities associated with socio-economic disadvantage.
  - 3.1.2 Provide evidence based assurance that BCUHB policies are compliant with relevant legislation.
  - 3.1.3 Provide evidence based and timely advice to the Board on developing relevant strategies.
  - 3.1.4 Provide evidence based and timely advice to the Board on the delivery of strategies relating to finance, performance and information governance.
  - 3.1.5 Oversee and provide evidence based and timely advice to the Board on relevant risks and mitigation.
  - 3.1.6 Provide relevant evidence based and timely advice to the Board on:
    - The financial performance of the Health Board and developing the Integrated Medium Term Plan.
    - The operational performance of the Health Board and associated Impact Improvement Plans.
    - Evidence based assurance on the financial position, forecasting, and the capital programme.

- Evidence based assurance to the Board and Accountable Officer on whether effective arrangements are in place through the operation of the governance framework for data processing and information management.
- Development and oversight of finance and performance related strategies.

3.1.7 Receive the results of relevant investigations and provide the Board with assurance around the implementation of accepted recommendations.

### **3.2 Financial Management**

- 3.2.1 Seek assurance on the Financial Planning process and consider Financial Plan proposals.
- 3.2.2 Monitor financial performance and cash management against revenue budgets and statutory duties.
- 3.2.3 Consider submissions to be made in respect of revenue or capital funding and the service implications of such changes, including screening and review of financial aspects of business cases as appropriate for submission to Board in line with Standing Financial Instructions.
- 3.2.4 Monitor turnaround and transformation programmes' progress and impact/pace of implementation of organisational savings plans.
- 3.2.5 Receive quarterly assurance reports arising from performance reviews, including performance and accountability reviews of individual directorates, divisions and sites.
- 3.2.6 To determine any new awards in respect of Primary Care contracts.

### **3.3 Performance Management and Accountability**

- 3.3.1 Approve the Health Board's overall Performance Management Framework (to be reviewed on a three yearly basis or sooner if required).
- 3.3.2 Ensure scrutiny of the performance and resources dimensions of the Quality and Performance Report (QAP)
- 3.3.3 Monitor performance and quality outcomes against Welsh Government targets including access times, efficiency measures and other performance improvement indicators, including local targets.
- 3.3.4 Review in year progress in implementing the financial and performance aspects of the Integrated Medium Term Plan (IMTP)
- 3.3.5 Review and monitor performance against external contracts.
- 3.3.6 Receive assurance reports arising from Performance and Accountability Reviews of individual teams.
- 3.3.7 Receive assurance reports in respect of the Shared Services Partnership.

### **3.4 Capital Expenditure and Working Capital**

- 3.4.1 Approve and monitor progress of the Capital Programme.

### **3.5 Workforce**

- 3.5.1 Monitor the financial aspects of workforce planning to meet service needs in line with agreed strategic plans.
- 3.5.2 To consider and determine any proposals from the Primary Care Panel (via the Executive Team) in relation to whether the Health Board should take on responsibility for certain GP Practices.

### 3.6 Information Governance

- 3.6.1 Oversee the development of the Health Board's strategies and plans for maintaining the trust of patients and public through its arrangements for handling and using information, including personal information, safely and securely, consistent with the Board's overall strategic direction and any requirements and standards set for NHS bodies in Wales.
- 3.6.2 Oversee the direction and delivery of the Health Board's information governance strategies to drive change and transformation in line with the Health Board's integrated medium term plan that will support modernisation using information and technology.
- 3.6.3 Consider the information governance implications arising from the development of the Health Board's corporate strategies and plans or those of its stakeholders and partners.
- 3.6.4 Consider the information governance implications for the Health Board of internal and external reviews and reports.
- 3.6.5 Oversee the development and implementation of a culture and process for data protection by design and default (including Privacy Impact Assessments) in line with legislation (e.g. General Data Protection Regulation).
- 3.6.6 Oversee the direction and delivery of the Health Board's Cyber security policy (details of which will be taken in private session of the committee)
- 3.6.7 Oversee the direction and delivery of the Health Board's Patient records management.
- 3.6.8 Oversee the direction and delivery of the Health Board's National systems and programmes.

## 4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
Independent Member (Vice Chair)
Independent Members (A minimum of two) (to be developed and agreed with Chair of the Health Board)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Finance (Lead Director)
Executive Director of Operations

Other Executive Directors as Required by the Chair
Other Senior Managers as required by the Chair

BY INVITATION
A patient representative
Chair of the Stakeholder Reference Group
A staff representative

- 4.3 The membership of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account the balance of skills and expertise necessary to deliver the Committee's remit, and subject to any specific requirements or directions made by the Welsh Government.
- 4.4 Membership of the Committee will be reviewed on an annual basis.

## 5) Quorum and Attendance

- 5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members. In the interests of effective governance, it is expected that a minimum of two Executive Directors will also attend.
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

## 6) Agenda and Papers

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director (Executive Director of Finance) at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.

- 6.3 All papers must be approved by the Lead Director.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two days of the meeting. The minutes and table of actions will be circulated to the Lead Director within seven days to check the accuracy, prior to sending to Members (including the Committee Chair) to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

## **7) In Committee and Sub Committee**

---

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.
- 7.2 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee Business.

## **8) Meetings**

---

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Lead Director.
- 8.4 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 The Committee may ask any or all non-board members who would normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
- 8.6 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.7 The Committee Secretary shall be determined by the Board Secretary.

## **9) Reporting**

---

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committees activities.
  - Bring to the Boards specific attention any significant matter under consideration by the Committee.
  - Ensure appropriate escalation arrangements are in place to alert the Health Boards Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Office of the Board Secretary will lead this review.

## **10) Accountability, Responsibility and Authority**

---

- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Boards Standing Orders are equally applicable to the operation of the Committee.
- 10.4 The Committee, through its Chair and members, shall work closely with the Board's other Committees including joint committees/Advisory Groups to provide advice and assurance to the Board through the:
- Joint planning and co-ordination of Board and Committee business
  - Sharing of information
- 10.5 In doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance arrangements.
- 10.6 The Committee shall embed the corporate goals and priorities through the conduct of its business, and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the Well-Being of Future Generations Act.

- 10.7 The Committee can provide approval, on the Board's behalf, of business cases up to £1,000,000
- 10.8 The Committee may investigate or have investigated any activity (clinical and non-clinical) within its terms of reference. It may seek relevant information from any:
- Employee - and all employees are directed to cooperate with any legitimate request made by the Committee
  - Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 10.9 It may also obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.
- 10.10 It may consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business.
- 10.11 It will review risks from the Board Assurance Framework and Corporate Risk Register that are assigned to the Committee by the Board and advise the Board on the appropriateness of the scoring and mitigating actions in place.

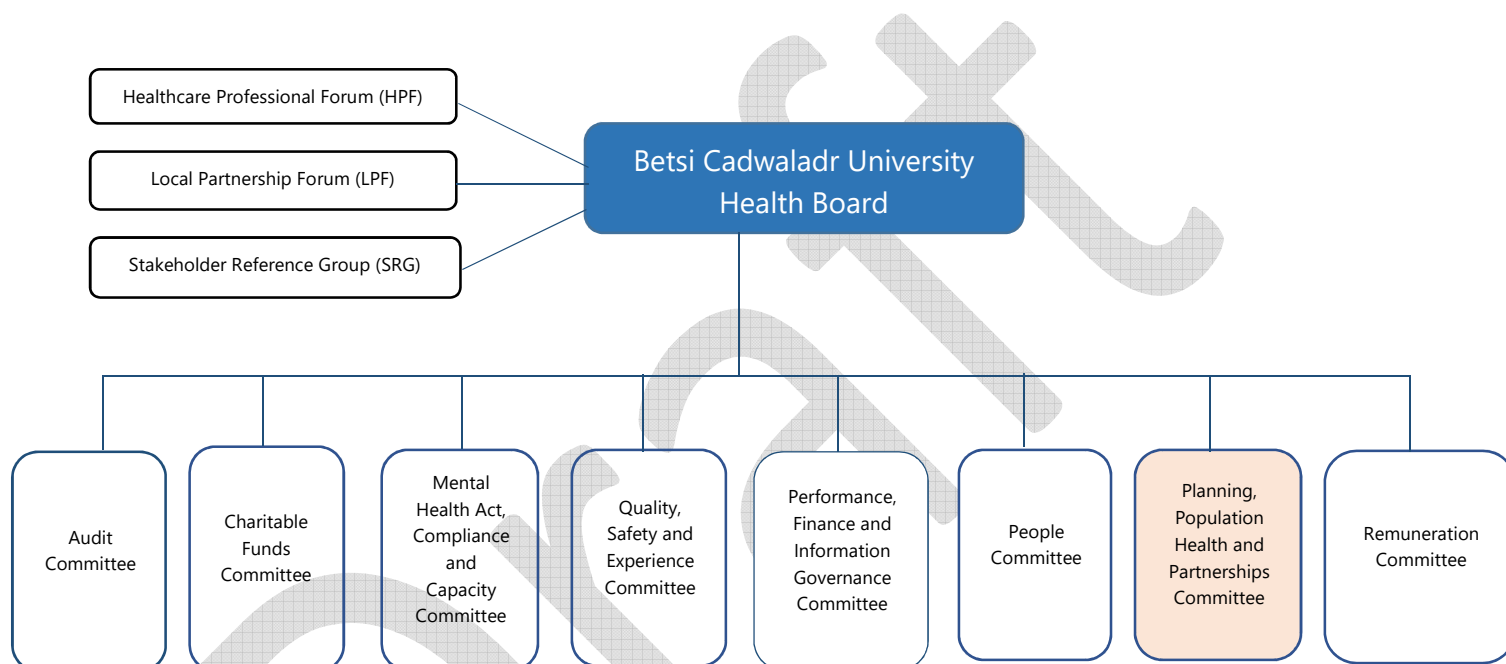
## **11) Review Date**

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- 11.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

## PLANNING, POPULATION HEALTH AND PARTNERSHIPS COMMITTEE

### TERMS OF REFERENCE



Version	Issued to	Date	Comments
Draft	Audit Committee	16/11/23	Developed as a first draft for review with Committee Chairs and Lead Executives

## 1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Planning, Population Health and Partnerships Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

## 2) Purpose

The purpose of the Planning, Population Health and Partnerships Committee is to;

- 2.1 Provide advice and assurance to the Board with regard to the development and oversight of the Health Board's IMTP/Annual Operating Plan and enabling strategies.
- 2.2 Ensuring strategic and collaborative alignment with effective partnership arrangements in place to improve population health and reduce health inequalities
- 2.3 Oversight, delivery and monitoring of the Integrated Medium-Term Plan/Annual Operating Plan and enabling strategies
- 2.4 Oversight, delivery and monitoring of Population Health improvement and inequality strategies, policies and performance
- 2.5 Oversight of strategic collaboration and effective partnership arrangements
- 2.6 Oversight, delivery and monitoring of Digital strategies, policies, performance as enablers of Health Board strategy
- 2.7 Oversight, delivery and monitoring of Capital and Estates strategies and policies as enablers of Health Board strategy
- 2.8 To seek assurance on the management of principle risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern.

### **3) Objectives of the Planning, Population Health and Partnerships Committee**

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The Planning, Population Health and Partnerships Committee shall provide advice, assurance and support to the Board in ensuring the provision of high quality, safe healthcare for its citizens, as follows:

- 3.1 To provide assurance to the Board on compliance with legislation, guidance and best practice around the Planning, Population Health and Partnerships agenda, learning from work undertaken nationally and internationally, ensuring the Health Board is recognised as a leader in this field.
- 3.2 To provide assurance to the Board on the implementation of the strategies related to the Committees remit are consistent with the Board's overall strategic direction and with any requirements and standards set for NHS bodies in Wales.
- 3.3 To provide assurance to the Board on the organisation's ability to create and manage strong, planning, population health and partnership arrangements.
- 3.4 Seek assurance on delivery against all Planning Objectives aligned to the Committee, considering, and scrutinising the plans and programmes that are developed and implemented, supporting and endorsing these as appropriate.

- 3.5 Seek assurance on the development of the Health Board's Integrated Medium Term Plan (IMTP), based on robust business intelligence and modelling, and assure the development of delivery plans within the scope of the Committee, their alignment to the Health Board's Plan/IMTP and the Health Board's strategy and priorities.
- 3.6 Seek assurances on all outstanding plans in relation to the National Networks and Joint Committees including commitments agreed with Partner organisations.
- 3.7 To provide assurance that the financial impact of strategic enablers, including Digital, Capital and Estates on the Health Board is considered.
- 3.8 To receive an assurance on delivery against all relevant Planning Objectives
- 3.9 To seek assurance on the management of principle risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern e.g. where risk tolerance is exceeded, lack of timely action.
- 3.10 To recommend acceptance of risks that cannot be brought within the Health Board's risk appetite/tolerance to the Board through the Committee Update Report.
- 3.11 To receive assurance through any Sub-Committee Update Reports (that may be in existence or developed) and other management group reports that risks relating to their areas are being effectively managed across the whole of the Health Board's activities (including for hosted services and through partnerships and Joint Committees as appropriate).

#### 4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
Independent Member (Vice Chair)
1 further Independent Member (to be developed and agreed with Chair of the Health Board)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Public Health (Lead Director) Other Attendees
Executive Director of Planning and Transformation
Director of Partnerships, Engagement & Communication
Other Attendees
Other Executive Directors as required by the Chair
Other Senior Managers as required by the Chair

- 4.3 The membership of the Committee reflected above shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account the balance

of skills and expertise necessary to deliver the Committee's remit, and subject to any specific requirements or directions made by the Welsh Government.

- 4.4 Membership of the Committee will be reviewed on an annual basis.

## **5) Quorum and Attendance**

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- 5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members (who must be an Executive Director).
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

## **6) Agenda and Papers**

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- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director – the Board Secretary at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Lead Director.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two days of the meeting. The minutes and table of actions will be circulated to the Lead Director within seven days to check the accuracy, prior to sending to Members (including the Committee Chair) to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

## **7) In Committee**

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- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

## **8) Meetings**

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- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Lead Director.
- 8.4 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Board Secretary.

## **9) Reporting**

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- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committees activities.
  - Bring to the Boards specific attention any significant matter under consideration by the Committee.
  - Ensure appropriate escalation arrangements are in place to alert the Health Boards Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Office of the Board Secretary will lead this review.

## **10) Accountability, Responsibility and Authority**

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- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Boards Standing Orders are equally applicable to the operation of the Committee.

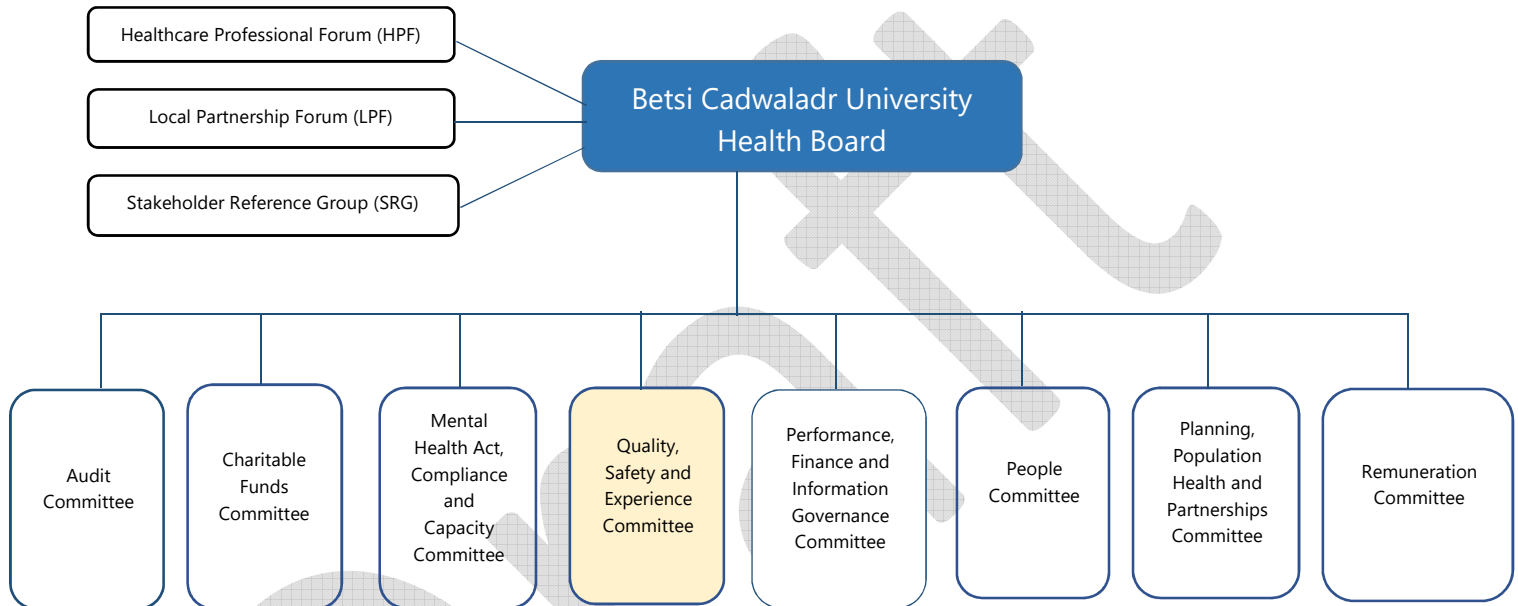
## **11) Review Date**

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- 11.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

## QUALITY, SAFETY AND EXPERIENCE COMMITTEE

### TERMS OF REFERENCE



Version	Issued to	Date	Comments
Draft Version	Audit Committee	16/11/23	Developed as a first draft for review with Committee Chairs and Lead Executives

## 1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Quality, Safety and Experience Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

## 2) Purpose

The purpose of the Quality, Safety and Experience Committee is to:

- 2.1 Scrutinise, assess and seek assurance in relation to the patient impact, quality and health outcomes of the services provided by the Board.
- 2.2 Provide evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to the quality and safety of health care provided and secured by the Health Board.
- 2.3 Provide assurance that the Board has an effective strategy and delivery plan(s) for improving the quality and safety of care patients receive, commissioning quality and safety impact assessments where considered appropriate.
- 2.4 Assure the development and delivery of the enabling strategies within the scope of the Committee, aligned to organisational objectives and the Annual Plan/Integrated Medium-Term Plan for sign off by the Board.
- 2.5 To receive an assurance on delivery against relevant Planning Objectives aligned to the Committee, in accordance with Board approved timescales, as set out in the Annual Plan.
- 2.6 Provide assurance that the organisation, at all levels, has the right governance arrangements and strategy in place to ensure that the care planned or provided.

### **3) Objectives of the Committee and Delegated Powers**

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The Quality, Safety & Experience Committee is required by the Board to:

- 3.1 Provide advice to the Board on the adoption of a set of key indicators of quality of care against which the Health Board's performance will be regularly assessed and reported on.
- 3.2 Seek assurance on the management of principal risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern e.g. where risk tolerance is exceeded, lack of timely action.
- 3.3 Recommend acceptance of risks that cannot be brought within the Health Boards risk appetite/tolerance to the Board through the Committee Update Report.
- 3.4 Receive assurance through Sub-Committee Update Reports that risks relating to their areas are being effectively managed across the whole of the Health Board's activities (including for hosted services and through partnerships and Joint Committees as appropriate).
- 3.5 Ensure the right enablers are in place to promote a positive culture of quality improvement based on best evidence.
- 3.6 Seek assurance on delivery against Planning Objectives aligned to the Committee, considering and scrutinising the processes that are developed and implemented, supporting and endorsing these as appropriate.
- 3.7 Oversee the development and implementation of strengthened and more holistic approaches to triangulating intelligence to identify emerging issues and themes that require improvement or further investigation.
- 3.8 Provide assurance that all reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the quality and safety of care provided, and in particular that sources of internal assurance are reliable, there is the capacity and capability to deliver, and lessons are learned from patient safety incidents, complaints and claims.
- 3.9 Provide assurance to the Board that current and emerging clinical risks are identified and robust management plans are in place and any learning from concerns is applied to these risks as part of this management.

- 3.10 Provide assurance to the Board in relation to improving the experience of patients, including for those services provided by other organisations or in a partnership arrangement. Patient Stories and Board to Floor Walkabouts will feature as a key area for patient experience and lessons learnt.
- 3.11 Provide assurance to the Board in relation to its responsibilities for the quality and safety of mental health, primary and community care, public health, health promotion, prevention and health protection activities and interventions in line with the Health Board's strategies.
- 3.12 Ensure that the organisation is meeting the requirements of the NHS Concerns, Complaints and Redress Arrangements (Wales) Regulations.
- 3.13 Approve the required action plans in respect of any concerns investigated by the Ombudsman.
- 3.14 Agree actions, as required, to improve performance against compliance with incident reporting.
- 3.15 Provide assurance that the Central Alert Systems process is being effectively managed with timely action where necessary.
- 3.16 Provide assurance on the delivery of action plans arising from investigation reports and the work of external regulators.
- 3.17 Approve the annual clinical audit plan, ensuring that internally commissioned audits are aligned with strategic priorities.
- 3.18 Provide assurance that a review process to receive and act upon clinical outcome indicators suggesting harm or unwarranted variation is in place and operating effectively at operational level, with concerns escalated to the Board.
- 3.19 Consider advice on clinical effectiveness, and where decisions about implementation have wider implications with regard to prioritisation and finances, prepare reports for consideration by the Executive Team who will collectively agree recommendations for consideration through relevant Committee structures.
- 3.20 Provide assurance in relation to the organisation's arrangements for safeguarding vulnerable people, children and young people.
- 3.22 Approve policies and plans within the scope of the Committee, having taken an assurance that the quality and safety of patient care has been considered within these policies and plans.
- 3.23 Assure the Board in relation to its compliance with relevant healthcare standards and duties, national practice, and mandatory guidance.
- 3.24 Develop a work plan which sets clear priorities for improving quality, safety and experience each year, together with intended outcomes, and monitor delivery throughout the year.
- 3.24 Refer quality & safety matters which impact on other Board Committees and vice versa.
- 3.27 Agree issues to be escalated to the Board with recommendations for action

#### 4) Membership

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- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
Independent Member (Vice Chair)
2 x Independent Members (to be developed and agreed with Chair of the Health Board)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE	
Executive Director of Nursing and Midwifery (Lead Executive)	
<b>Other Executive Directors as required by the Chair including:</b>	
Executive Medical Director.	
Executive Director of Therapies and Health Sciences	
Executive Director of Primary Care & Community Services	
Executive Director of Workforce & Organisational Development	
Executive Director of Public Health	
<b>Other Senior Managers as required by the Chair including</b>	
Director of Performance	
Associate Director of Quality Assurance	
Director of Mental Health & Learning Disabilities	
Senior Associate Medical Director	
Chair of Healthcare Professionals Forum (Associate Board Member)	

- 4.3 The membership of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account the balance of skills and expertise necessary to deliver the Committee's remit, and subject to any specific requirements or directions made by the Welsh Government.
- 4.5 Membership of the Committee will be reviewed on an annual basis.

## 5) Quorum and Attendance

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- 5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members. To include a minimum of two Executive Directors one of whom must be a Clinical Executive Director.
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

## 6) Agenda and Papers

---

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director the Executive Director of Nursing and Midwifery at least six weeks before the meeting date.

- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Lead Director.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two days of the meeting. The minutes and table of actions will be circulated to the Lead Director within seven days to check the accuracy, prior to sending to Members (including the Committee Chair) to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

## **7) In Committee**

---

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

## **8) Meetings**

---

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Lead Director.
- 8.4 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Board Secretary.

## **9) Reporting**

---

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committees activities.
  - Bring to the Boards specific attention any significant matter under consideration by the Committee.
  - Ensure appropriate escalation arrangements are in place to alert the Health Boards Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Office of the Board Secretary will lead this review.

## **10) Accountability, Responsibility and Authority**

---

- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Boards Standing Orders are equally applicable to the operation of the Committee.

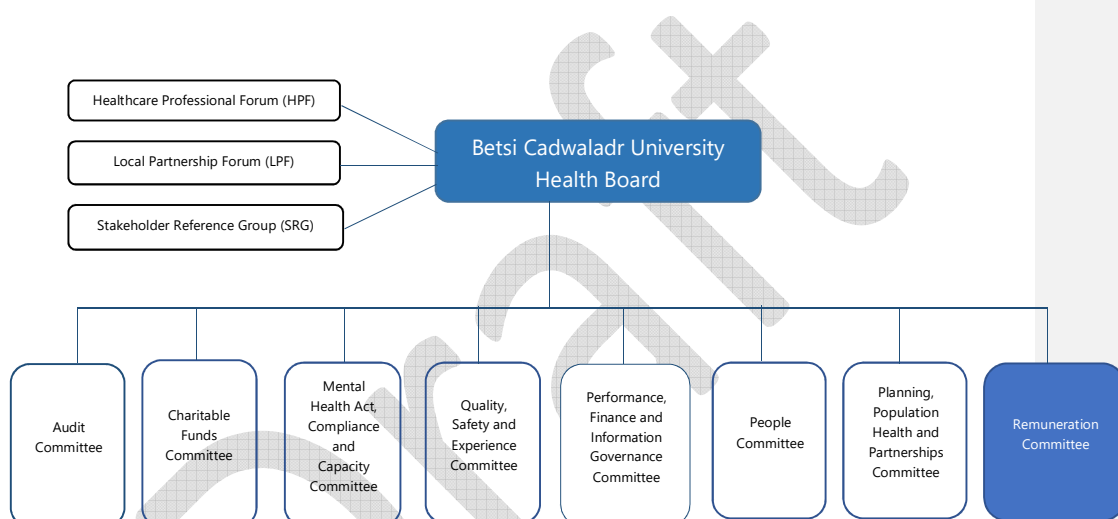
## **11) Review Date**

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- 11.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

## REMUNERATION COMMITTEE

### TERMS OF REFERENCE



Version	Issued to	Date	Comments
Draft Version	Audit Committee	16/11/2023	Developed as a first draft for review with Committee Chairs and Lead Executives

## 1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Remuneration Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

## 2) Purpose

- 2.1 The purpose of the Remuneration Committee is to provide advice to the Board on the Health Board's arrangements for the remuneration and terms of service, including contractual arrangements, for all staff, in accordance with the requirements and standards determined for the NHS in Wales.
- 2.2 The Committee will approve, on behalf of the Board, the remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by Welsh Government.

### 3) Objectives of the Committee and Delegated Powers

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- 3.1 The Remuneration Committee is required by the Board to provide advice on:
- 3.1.1 Objectives for Executive Directors and other VSMs and their performance assessment
  - 3.1.2 Performance management systems in place for those in the positions mentioned above and its application
  - 3.1.3 Proposals to make additional payments to medical Consultants outside of normal terms and conditions
  - 3.1.4 Proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the provision of the Regulations and in accordance with Ministerial instructions
  - 3.1.5 Consider and approve Voluntary Early Release applications and redundancy/severance payments in respect of Executive Director/Director posts, in line with Standing Orders and extant Welsh Government guidance. The Committee to be advised also of all Voluntary Early Release Scheme applications and severance payments
  - 3.1.6 Approve any Strategic Advisor arrangements, including scope and pay
  - 3.1.7 To approve the University Health Board's honours submission recommendations.
- 3.2 The Remuneration Committee is required by the Board, within the remit of the Committee to:
- 3.2.1 Provide assurance that there is compliance with The Equalities Act 2010
    - In discharging its duty the Committee will have 'due regard' to the Public Sector Equality Duty, to eliminate discrimination, to advance equality of opportunities and foster good relations when carrying out all functions and day-to-day activities.
    - In discharging its duty the Committee will have 'due regard' to the Socio-economic Duty, to consider how strategic decisions might help reduce the inequalities associated with socio-economic disadvantage.
  - 3.2.2 Provide evidenced based assurance that BCUHB Policies are compliant with relevant legislation.
  - 3.2.3 Oversee and provide evidence based and timely advice to the Board on relevant risks and concerns.

3.2.4 Receive the results of relevant audits (clinical and non-clinical) and any other relevant investigations and provide the Board with evidence based impact assessment of the implementation of the recommendations.

- 3.3 The Remuneration Committee is authorised by the Board to comment specifically upon:
- The remuneration and terms of service for the Chief Executive, Executive Directors and other Very Senior Managers (VSMs) not covered by Agenda for Change; ensuring that the policies on remuneration and terms of service as determined from time to time by the Welsh Government are applied consistently;
  - to be sighted on the objectives set by the Chief Executive for their direct reports; also to receive confirmation that those individuals have set objectives for their own direct reports, and that appropriate and timely performance reviews are planned/ have taken place
  - Proposals to make additional payments to consultants outside national terms of service
  - Proposals regarding resignation and exiting arrangements for executives and very senior managers , ensuring the proper calculation and scrutiny of payments in accordance with the relevant Welsh Government guidance
  - Approve removal and relocation expenses outside of policy.
- 3.3 Consider and approve any Voluntary Early Release Scheme in line with Standing Orders and extant Welsh Government guidance.
- 3.4 Monitor compliance with issues of professional registration, including the revalidation processes for medical and dental staff and registered nurses, midwives and health visitors and all other registered professionals.
- 3.5 Consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business including approval of Workforce policies affecting executives and senior managers.
- 3.6 Consider reports on behalf of the Board giving an account of progress where any exclusion in respect of Upholding Professional Standards in Wales (UPSW) has lasted more than six months.
- 3.7 Consider reports on behalf of the Board giving an account of progress on performers list regulatory cases.
- 3.8 Consider reports on behalf of the Board on the position as regards whistleblowing and Speak Out Safely.
- 3.9 Board appointments – to identify Officer vacancies and to take steps to identify a preferred candidate for the Board's approval.

#### **4) Membership**

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4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
Independent Member (Vice Chair)
All Independent Members (to be developed and agreed with Chair of the Health Board)
The Chair of the Audit Committee will be appointed to this Committee either as Vice-Chair or a member (to be agreed with Chair of the Health Board)

4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Workforce & OD (Lead Director)
Chief Executive
Board Secretary
Other Executive Directors as required by the Chair

4.3 The attendance of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account the balance of skills and expertise necessary to deliver the Committee's remit, and subject to any specific requirements or directions made by the Welsh Government.

4.5 Membership of the Committee will be reviewed on an annual basis.

4.6 Other Directors/Officers will attend as required by the Committee Chair, as well as any others from within or outside the organisation who the Committee considers should attend, taking into account the matters under consideration at each meeting.

4.9 The Executive Director of Finance may be invited to attend as required, and will be consulted on any paper to be submitted to the Committee that may have financial implications.

## 5) Quorum and Attendance

5.1 A quorum shall consist of at least three Independent Members, one of whom should be the Committee Chair or Vice-Chair. In the interests of effective governance, it is expected that a minimum of two Executive Directors will also be in attendance.

5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.

5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.

**Commented [PM(G&C1):** To be agreed with the Chair of the Health Board

- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

## **6) Agenda and Papers**

---

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director (Executive Director of Workforce & OD) at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Lead Director.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two days of the meeting. The minutes and table of actions will be circulated to the Lead Director within seven days to check the accuracy, prior to sending to Members (including the Committee Chair) to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

## **7) In Committee and Sub Committees**

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- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.
- 7.2 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee Business.

## **8) Meetings**

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- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.

- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Lead Director.
- 8.4 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Board Secretary.

## **9) Reporting**

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- 9.1 The Committee Chair shall:
- Report formally, regularly and on a timely basis to the Board on the Committee's activities via the Chair's assurance report and an annual report.
  - Ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.2 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation. In doing so account will be taken of the requirements set out in the NHS Wales Quality and Safety Committee Handbook.

## **10) Accountability, Responsibility and Authority**

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- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Boards Standing Orders are equally applicable to the operation of the Committee.
- 10.4 The Committee may investigate or have investigated any activity (clinical and non-clinical) within its terms of reference. It may seek relevant information from any:
- Employee - and all employees are directed to cooperate with any legitimate request made by the Committee
  - Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

- 10.5 It may also obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.
- 10.6 The Chief Executive will present for approval:
- Any new or amended senior manager roles who are regular Board attenders (or amendments to statutory Officer roles)
  - Approval of interim appointments at Band 9 or above where the proposed pay point exceeds 20% of the top of the established banding
- 10.7 The Committee will monitor and approve interim senior manager appointments as follows:
- Range up to £500/day – quarterly report summarising number, location, duration and cost of supernumerary interim appointments
  - Range £501-£1,000/day – all interim roles to be reported on individually as per 4.5.1 above including whether supernumerary or covering an established vacancy
  - Over £1000/day – role and maximum pay to be agreed in advance for up to six months unless it is to cover an Officer member absence or vacancy; (or in support of a declared Major Incident) or quarterly monitoring.
- 10.8 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, the Board retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.9 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference.
- 10.10 The Committee shall embed the corporate goals and priorities through the conduct of its business, and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the Well-Being of Future Generations Act.

## **11) Review Date**

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- 11.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.