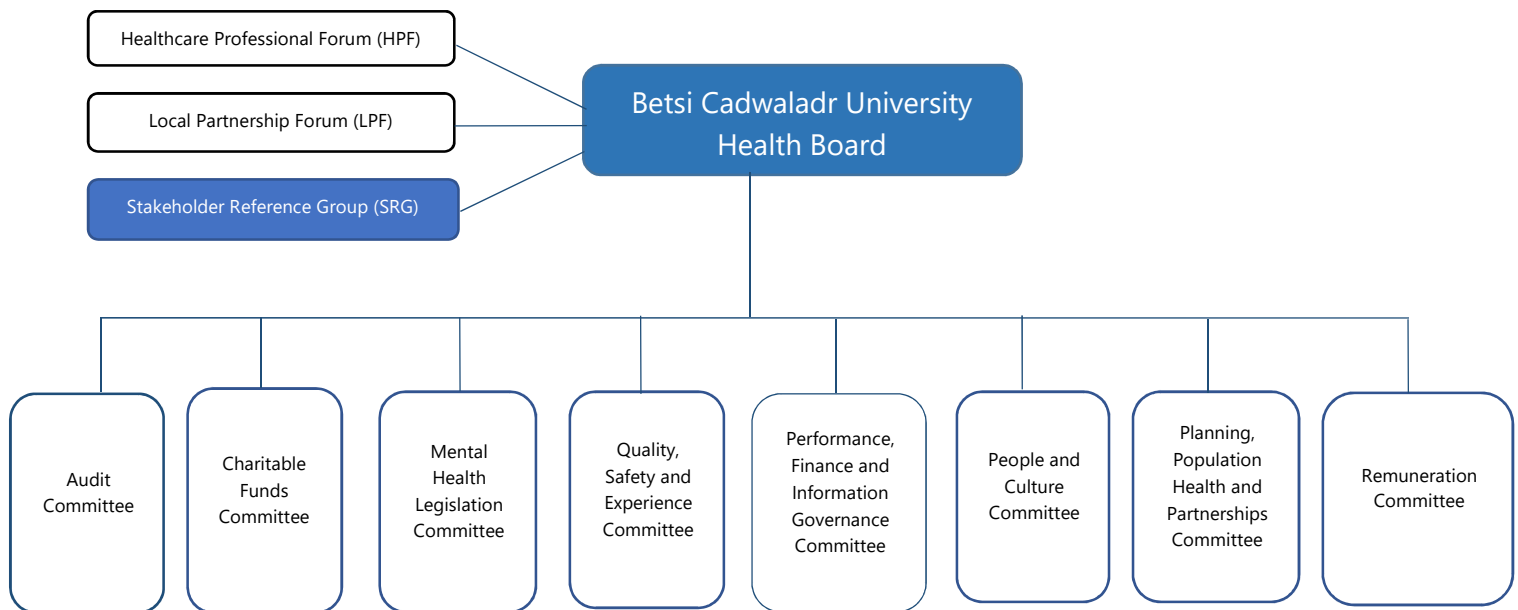


STAKEHOLDER REFERENCE GROUP

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	TOR meeting with Committee Chair & Executive Lead	18/12/23	Developed as a draft for review with Committee Chair and Executive Lead
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24
V9.00 Approved		25/01/24	Approved by the Health Board

1) Introduction

- 1.1 The Board has a statutory duty to take account of representations made by persons who represent the interests of the communities it serves. To help discharge this duty the Board has appointed Advisory Groups to provide advice to the Board in the exercise of its functions. The Board Advisory Groups include the Stakeholder Reference Group. The detailed operating arrangements in respect of this Advisory Group are set out below.

2) Purpose

- 2.1 The role of the Stakeholder Reference Group is to provide independent advice on any aspect of Health Board business. This may include:
- early engagement and involvement in the determination of the Health Board's overall strategic direction;
 - provision of advice on specific service proposals prior to formal consultation; and
 - feedback on the impact of the Health Board's operations on the communities it serves.

3) Responsibilities of the Advisory Group and Delegated Powers

- 3.1 The Stakeholder Reference Group provides a forum to facilitate full engagement and active debate amongst stakeholders from across the communities served by the Health Board, with the aim of reaching and presenting a cohesive and balanced stakeholder perspective to inform the Health Board's decision making.
- 3.2 The Stakeholder Reference Group's role is distinctive from that of Llais, which has a statutory role in representing the interests of patients and the public in its areas. The Stakeholder Reference Group shall represent those stakeholders who have an interest in, and whose own role and activities may be impacted by, the decisions of the Health Board. Membership may include community partners, provider organisations, special interest and other groups operating within the Health Board's area.
- 3.3 It does not cover those stakeholders whose interests are represented within the remit of other Advisory Groups established by the Health Board e.g. the Healthcare Professionals' Forum and Local Partnership Forum.
- 3.4 In addition to the provisions in 3.2 above the Board must set out the relationships and accountabilities with others, such as the Regional Partnership Board.

4) Membership

- 4.1 The membership of the Stakeholder Reference Group, including the approval of nominations to the Group; the appointment of Chair and Vice Chair; definition of member roles, powers and terms and conditions of appointment (including remuneration and

reimbursement) will be determined by the Board, taking account of the views of its stakeholders.

- 4.2 There shall be no minimum or maximum requirement regarding membership size. In determining the number of members, the Board shall take account of the need to ensure the Stakeholder Reference Group's size is optimal to ensure focused and inclusive activity.
- 4.3 Membership must be drawn from within the area served by the Health Board, and shall ensure involvement from a range of bodies and groups operating within the communities served by the Health Board. Where the Board determines it appropriate, it may extend membership of the Group to individuals in order to represent a key stakeholder group where there are no formal bodies or groups established or operating within the area. Such individuals may represent the interests of these stakeholders on the Stakeholder Reference Group.
- 4.4 In determining the overall size and composition of the Stakeholder Reference Group, the Board must take account of the:
- demography of the areas served by the Health Board;
 - need to encourage and reflect the diversity of the locality, to incorporate different ages, race, religion and beliefs, sexual orientation, gender, including transgender, disability and socio-economic status. Where appropriate, the Health Board shall support positive action to increase representation;
 - need to ensure balance in both the range of difference stakeholders and the geographical areas covered, taking particular care to avoid domination by any particular stakeholder type or geographical area;
 - design and operation of the partnership/stakeholder fora already influencing the work of the Health Board at local community levels;
 - need to complement, and not duplicate the work of Llais; and
 - need to guard against the over involvement of particular stakeholders through their roles across the range of partnership/stakeholder arrangements in place.
- 4.5 The Board shall keep under review the size and composition of the Stakeholder Reference Group to ensure it continues to reflect an appropriate balance in stakeholder representation.

5) Member Responsibilities and Accountability

5.1 The Chair

- 5.1.1 The Chair is responsible for the effective operation of the Stakeholder Reference Group:
- chairing Group meetings;
 - establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all Group business is conducted in accordance with its agreed operating arrangements; and
 - developing positive and professional relationships amongst the Group's membership and between the Group and the Health Board and its Chair and Chief Executive.

5.1.2 The Chair shall work in close harmony with the Chairs of the Health Board and other advisory groups, and, supported by the Director of Corporate Governance, shall ensure that key and appropriate issues are discussed by the Group in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

5.1.3 The Chair of the Stakeholder Reference Group may also be an Associate Member of the Health Board. The Chair is accountable for the conduct of the role as Associate Member on the Health Board to the Minister, through the Health Board Chair and accountable to the Health Board for the conduct of business in accordance with the governance and operating framework set by the Health Board.

5.2 The Vice Chair

5.2.1 The Vice-Chair shall deputise for the Chair in his or her absence for any reason, and will do so until either the existing Chair resumes duties or a new Chair is appointed. This deputisation includes acting in the role of Associate Member of the Health Board.

5.2.2 The Vice Chair is accountable, through the Stakeholder Reference Group Chair to the Health Board, for his or her performance as Vice Chair, and to the nominating body or grouping for the way in which its views are represented at the Stakeholder Reference Group.

5.3 Members

5.3.1 The Stakeholder Reference Group shall function as a coherent Advisory Body, all members being full and equal members and sharing responsibility for the decisions of the Stakeholder Reference Group.

5.3.2 All members must:

- be prepared to engage with and contribute fully to the Stakeholder Reference Group's activities and in a manner that upholds the standards of good governance – including the values and standards of behaviour – set for the NHS in Wales;
- comply with their terms and conditions of appointment;
- equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
- promote the work of the Stakeholder Reference Group within the communities it represents.

5.3.3 Stakeholder Reference Group members are accountable through the Stakeholder Reference Group Chair to the Health Board for their performance as Group members and to their nominating body or grouping for the way in which they represent the views of their body or grouping at the Stakeholder Reference Group.

5.3.4 The following should attend Advisory Group meetings:

IN ATTENDANCE
Executive Lead - Director of Partnerships, Engagement and Communications
Other Executive Directors as requested by the Chair
The SRG requires engagement from many Health Board colleagues and this will be determined by the Chair and Executive Director lead
Secretariat – As determined by the Director of Corporate Governance

5.3.5 The membership is based upon nominations received from stakeholder bodies / groups and the current sectors represented are shown in Appendix 1.

6) Appointment and Terms of Office

- 6.1 Appointments to the Stakeholder Advisory Group shall be made by the Board, based upon nominations received from stakeholder bodies / groups. The Board may seek independent expressions of interest to represent a key stakeholder group where it has determined that formal bodies or groups are not already established or operating within the area that may represent the interests of these stakeholders on the Stakeholder Reference Group.
- 6.2 The nomination and appointment process shall be open and transparent, and in accordance with any specific requirements or directions made by the Welsh Ministers. The appointments' process shall be designed in a manner that meets the communication and involvement needs of all stakeholders eligible for appointment.
- 6.3 The Director of Corporate Governance, on behalf of the Chair of the Board, will oversee the process of nomination and appointment to the Stakeholder Reference Group.
- 6.4 Members shall be appointed for a period specified by the Board, but for no longer than three (3) years in any one term. Those members can be reappointed but may not serve a total period of more than five (5) years consecutively. The Board may, where it considers it appropriate, make interim or short-term appointments to the Stakeholder Reference Group to fulfil a particular purpose or need.
- 6.5 The **Chair** shall be nominated from within the membership of the Stakeholder Reference Group, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration by the Health Board, which must submit a recommendation on the nomination to the Minister for Health and Social Services. The appointment as Chair shall be made by the Minister, but it shall not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 6.6 The Chair's term of office shall be for a period of up to two (2) years, with the ability to stand as Chair for an additional one (1) year, in line with that individual's term of office as a member of the Stakeholder Reference Group. That individual may remain in office for the remainder of his or her term as a member of the Stakeholder Reference Group after the term of appointment as Chair has ended.

- 6.7 The **Vice Chair** shall be nominated from within the membership of the Stakeholder Reference Group, by its members in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration and appointment by the Health Board. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board. In the Stakeholder Reference Group Chair's absence, the Vice Chair shall also perform the role of Associate Member on the Health Board. The appointment of the Vice Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 6.8 The Vice Chair's term of office shall be for a period of up to two (2) years, with the ability to stand as Vice Chair for an additional one (1) year, in line with that individual's term of office as a member of the Stakeholder Reference Group. That individual may remain in office for the remainder of his or her term as a member of the Stakeholder Reference Group after the term of appointment as Vice Chair has ended.
- 6.9 **Members'** tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. Members must inform the Stakeholder Reference Group Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The Chair will advise the Board in writing of any such cases immediately.
- 6.10 The Health Board will require Stakeholder Reference Group members to confirm in writing their continued eligibility on an annual basis.
- 6.11 Resignation, suspension and removal of members**
- A member of the Group may resign office at any time during the period of appointment by giving notice in writing to the Stakeholder Reference Group Chair and the Board.
 - If the Board, having consulted with the Stakeholder Reference Group Chair and the nominating body or group, considers that:
 - it is not in the interests of the health service in the area covered by the Stakeholder Reference Group that a person should continue to hold office as a member; or
 - it is not conducive to the effective operation of the Stakeholder Reference Group that a person should continue to hold officeit shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.
 - A nominating body or group may request the removal of a member appointed to the Stakeholder Reference Group to represent their interests by writing to the Board setting out an explanation and full reasons for removal.
 - If a Stakeholder Reference Group member fails to attend any meeting of the Group for a period of six months or more, the Board may remove that person from office unless they are satisfied that:
 - the absence was due to a reasonable cause; and
 - the person will be able to attend such meetings within such period as the Board considers reasonable.

- Before making a decision to remove a person from office, the Board may suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

6.12 Relationship with the Board

- The Stakeholder Reference Group's main link with the Board is through the Stakeholder Reference Group Chair's membership of the Board as an Associate Member.
- The Board may determine that designated Board members or Health Board officers shall be in attendance at Advisory Group meetings. The Stakeholder Reference Group's Chair may also request the attendance of Board members or Health Board officers, subject to the agreement of the Health Board Chair.
- The Board shall determine the arrangements for any joint meetings between the Health Board and the Stakeholder Reference Group.
- The Board's Chair shall put in place arrangements to meet with the Stakeholder Reference Group Chair on a regular basis to discuss the Stakeholder Reference Group's activities and operation.

6.13 Relationship between the Stakeholder Reference Group and others.

- The Board must ensure that the Stakeholder Reference Group's advice represents a balanced, co-ordinated stakeholder perspective from across the local communities served by the Health Board.
- The Stakeholder Reference Group shall:
 - ensure there are effective links and relationships with other advisory groups, local and community partnerships and other key stakeholders who do not form part of the Stakeholder Reference Group membership;
 - ensure its role, responsibilities and activities are known and understood by others; and
 - take care to avoid unnecessary duplication of activity with other bodies/groups with an interest in the planning and provision of NHS services, e.g., Regional Partnership Boards.

6.14 Working with Llais

- The Stakeholder Reference Group shall make arrangements to ensure designated Llais members receive the Stakeholder Reference Group's papers and are invited to attend Stakeholder Reference Group meetings.
- The Stakeholder Reference Group shall work together with Llais within the area covered by the Health Board to engage and involve those within the local communities served whose views may not otherwise be heard.

7) Quorum

- 7.1 The Standing Orders on which these Terms of Reference are based do not specify a quorum for Stakeholder Reference Groups, however it is considered to be good governance that at least one quarter of the agreed membership must be present to ensure the quorum of the Stakeholder Reference Group and must include the Chair or Vice Chair of the Group. If a meeting is not quorate, any decisions made must be ratified at the next meeting of the Stakeholder Reference Group.

8) Agenda and Papers

- 8.1 The Advisory Group Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Director of Partnerships, Engagement and Communications) at least six weeks before the meeting date.
- 8.2 The agenda will be based on the Advisory Group's work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year and requests from Advisory Group members. Following approval, the agenda and timetable for request of papers will be circulated to all Advisory Group members.
- 8.3 All papers must be approved by the Executive lead.
- 8.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 8.5 A draft table of actions will be issued within two working days of the meeting. The minutes and table of actions will be circulated to the Advisory Group Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.
- 8.6 Members must forward amendments to the Advisory Group Secretary within the next seven days. The Advisory Group Secretary will then forward the final version to the Advisory Group Chair for final review.

9) Meetings

- 9.1 The Stakeholder Reference Group will meet quarterly and an annual schedule of meetings will be determined by the corporate calendar.
- 9.2 The Stakeholder Reference Group may be convened at short notice if requested by the Chair.
- 9.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Stakeholder Reference Group in discussion with the Director of Partnerships, Engagement and Communications.

- 9.4 The Stakeholder Reference Group may, subject to the approval of the Health Board, establish Groups to carry out on its behalf specific aspects of Stakeholder Reference Group business.
- 9.5 The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others to advise it in the conduct of its business. The Board therefore requires the Stakeholder Reference Group to hold meetings in public unless there are specific, valid reasons for not doing so.
- 9.6 The Stakeholder Reference Group secretariat shall be determined by the Director of Corporate Governance.

10) Private Session

- 10.1 The Stakeholder Reference Group can operate with a 'closed' function to receive updates on the management of sensitive and /or confidential information.

11) Reporting and Assurance Arrangements

- 11.1 The Advisory Group, through its Chair and members, shall work closely with the other Committees and Advisory Groups to provide advice and assurance to the Board through joint planning and co-ordination of Board and Advisory Group business including the sharing of information.
- 11.2 The Advisory Group Chair, supported by the Advisory Group Secretary, shall:
- report formally, regularly and on a timely basis to the Board on the Advisory Group's activities;
 - bring to the Board's specific attention any significant matter under consideration by the Group; and
 - ensure appropriate escalation arrangements are in place to alert the Health Board's 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.
- 11.3 The Advisory Group will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

12) Accountability, Responsibility and Authority

- 12.1 Although the Board has delegated authority to the Stakeholder Reference Group 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.

- 12.2 The Stakeholder Reference Group is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 12.3 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Stakeholder Reference Group.

13) Review Date

- 13.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

Appendix 1

The membership is made up of representatives from the following sectors:

Third Sector	6 places
Independent Sector	1 place
Town / Community Councils	1 place
Housing Associations	1 place
Carers	1 place
Local Authorities	6 places
Disability / Equality	1 place
North Wales Regional Equality Network	1 place
Hospices	1 place
LGBTQ	1 place
TOTAL	20

This membership will be reviewed by the Chair and Director of Partnerships, Engagement and Communication on an annual basis.