

# Audit Committee



GIG  
CYMRU  
NHS  
WALES

Bwrdd Iechyd Prifysgol  
Betsi Cadwaladr  
University Health Board

## Terms of Reference and Operating Arrangements

### 1. INTRODUCTION

- 1.1. The Board shall establish a committee to be known as the Audit Committee. The detailed terms of reference and operating arrangements in respect of this Committee are set out below.

### 2. PURPOSE

- 2.1. The purpose of the Committee is to advise and assure the Board and the Accountable Officer on whether effective arrangements are in place (through the design and operation of the Health Board's system of assurance) to support them in their decision taking and in discharging their accountabilities for securing the achievement of the Boards objectives, in accordance with the standards of good governance determined for the NHS in Wales.
- 2.2. Where appropriate, the Committee will advise the Board and the Accountable Officer on where, and how, its assurance framework may be strengthened and developed further.

### 3. DELEGATED POWERS

- 3.1. The Audit Committee is required by the Board, within the remit of the Committee to:
- 3.1.1.1. Provide evidenced based 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.
- 3.1.1.2. Provide evidenced based assurance that BCUHB Policies are compliant with relevant legislation.
- 3.1.2. Provide evidence based and timely advice to the Board on developing strategies.

- 3.1.3. Provide evidence based and timely advice to the Board on the delivery of strategies including those relating to risk management.
- 3.1.4. Oversee and provide evidence based and timely advice to the Board on relevant risks and concerns.
- 3.1.5. Provide relevant evidence based and timely advice to the Board on:
  - 3.1.5.1. Evidenced based and timely advice to the Board and the Accountable Officer on the assurance frameworks to support them in their decision taking and in discharging their accountabilities for securing the achievement of BCUHB's objectives.
  - 3.1.5.2. Evidence based assurance to the Board and the Accountable Officer on whether effective arrangements are in place through the operation of the BCUHB's assurance framework.
  - 3.1.5.3. Evidence based assurance to the Board and the Accountable Officer on the effectiveness of Risk Management, Performance Management and other areas as defined by the Board or Accountable officer from time to time.
- 3.1.6. 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.

3.2. The Audit Committee is authorised by the Board to:

- 3.2.1. Comment specifically in its Annual Report upon the adequacy of the Health Board'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). It is also intended to support the public disclosure statements that flow from the assurance processes, including the Annual Governance Statement and the Annual Quality statement, providing reasonable assurance on:
  - 3.2.1.1. the organisation's ability to achieve its objectives;
  - 3.2.1.2. compliance with relevant regulatory requirements, standards, quality and delivery requirements and other directions and requirements set by the Welsh Government and others;
  - 3.2.1.3. the reliability, integrity, safety and security of the information collected and used by the organisation;
  - 3.2.1.4. the efficiency, effectiveness and economic use of resources; and

- 3.2.1.5. the extent to which the organisation safeguards and protects all its assets, including its people.
- 3.2.2. Ensure the provision of effective governance by reviewing
  - 3.2.2.1. the Board's Standing Orders, and Standing Financial Instructions (including associated framework documents, as appropriate);
  - 3.2.2.2. the effectiveness of the Board's Committees
  - 3.2.2.3. the accounting policies, the accounts, and the annual report of the organisation (as specified in the Manual for Accounts as issued by Welsh Government), including the process for review of the accounts prior to submission for audit, levels of errors identified, the ISA260 Report and with Management's letter of representation to the external auditors;
  - 3.2.2.4. the, Annual Audit Report and Structured Assessment
  - 3.2.2.5. financial conformance and the Schedule of Losses and Compensation;
  - 3.2.2.6. the planned activity and results of both internal and external audit, clinical audit, the Local Counter Fraud Specialist and post payment verification work (including strategies, annual work plans and annual reports);
  - 3.2.2.7. the adequacy of executive and managements responses to issues identified by audit, inspection, external reports and other assurance activity;
  - 3.2.2.8. proposals for accessing Internal Audit services via Shared Service arrangements ( where appropriate);
  - 3.2.2.9. anti fraud policies, whistle-blowing processes and arrangements for special investigations; and
  - 3.2.2.10. any particular matter or issue upon which the Board or the Accountable Officer may seek advice.
- 3.3. The Committee will support the Board with regard to its responsibilities for risk and internal control by reviewing:
  - 3.3.1. the adequacy of the Board Assurance Framework and Corporate Risk Register;
  - 3.3.2. all risk and control related disclosure statements, in particular the Annual Governance Statement and the Annual Quality Statement together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board;

- 3.3.3. the underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
  - 3.3.4. the policies for ensuring compliance with relevant regulatory, legal and code of conduct and accountability requirements, including declarations of interest and gifts and hospitality; and
  - 3.3.5. 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;
  - 3.3.6. regular tender waiver reports to ensure compliance with the Standing Financial Instructions.
- 3.4. In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions. It will also seek reports and assurances from directors and managers as appropriate in response to the recommendations made, monitoring progress via the Audit Tracker tool.
- 3.5. This will be evidenced through the Committee's use of effective governance and assurance arrangements to guide its work and that of the audit and assurance functions that report to it, and enable the Committee to review and form an opinion on:
- 3.5.1. the comprehensiveness of assurances in meeting the Board and the Accountable Officer's assurance needs across the whole of the Health Board's activities, both clinical and non clinical; and
  - 3.5.2. the reliability and integrity of these assurances.
- 3.6. To achieve this, the Committees programme of work will be designed to provide assurance that:
- 3.6.1. There is an effective Internal Audit function that meets the standards set for the provision of Internal Audit in the NHS in Wales and provides appropriate independent assurance to the Board and the Accountable Officer through the Committee;
  - 3.6.2. there is an effective counter fraud service that meets the standards set for the provision of counter fraud in the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer through the Committee;
  - 3.6.3. work with the Quality, Safety and Experience Committee to ensure that there is an effective clinical audit and quality improvement function that meets the standards set for the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer;
  - 3.6.4. there are effective arrangements in place to secure active, ongoing assurance from management with regard to their responsibilities and

accountabilities, whether directly to the Board and the Accountable Officer or through the work of the Board's Committees;

- 3.6.5. the work carried out by key sources of external assurance, in particular, but not limited to the Health Board's External Auditors, is appropriately planned and co-ordinated and that the results of external assurance activity complements and informs (but does not replace) internal assurance activity;
- 3.6.6. the work carried out by the whole range of external review bodies is brought to the attention of the Board, and that the organisation is aware of the need to comply with related standards and recommendations of these review bodies, and the risks of failing to comply;
- 3.6.7. the systems for financial reporting to the Board, including those of budgetary control, are effective; and that the results of audit and assurance work specific to the Health Board, and the implications of the findings of wider audit and assurance activity relevant to the Health Board's operations are appropriately considered and acted upon to secure the ongoing development and improvement of the organisation's governance arrangements.

#### **4. AUTHORITY**

- 4.1. The Head of Internal Audit, the Auditor General and his representatives and the lead Local Counter Fraud Specialist (LCFS) shall have unrestricted and confidential access to the Chair of the Audit Committee and vice versa.
- 4.2. 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::
  - 4.2.1. Employee - and all employees are directed to cooperate with any legitimate request made by the Committee; and,
  - 4.2.2. Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 4.3. 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;
- 4.4. It may consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business.
- 4.5. 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.

## **5. SUB-COMMITTEES**

- 5.1. 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.

## **6. MEMBERSHIP**

### **6.1. Members**

- 6.1.1. Four Independent Members of the Board to include a member of the Quality, Safety and Experience Committee.
- 6.1.2. The Chair of the Health Board shall not be a member of the Audit Committee.

### **6.2. In attendance**

- Board Secretary (Lead Director).
- Executive Director of Finance
- Chief Executive.
- Deputy Chief Executive/Executive Director of Nursing and Midwifery.
- Director/Head of Governance
- Head of Internal Audit.
- Head/individual responsible for Clinical Audit.
- Local Counter Fraud Specialist.
- Representative of Auditor General (External Audit).

### **6.3. Right of Attendance**

- 6.3.1. Upon giving notice to the Committee Chair the following have the right to attend any meeting as an observer:
- Chair of the Board.

### **6.4. By Invitation**

- A patient representative.
  - A staff representative.
- 6.4.1. 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.
- 6.4.2. Trade Union Partners are welcome to attend the public session of the Committee

### **6.5. Member Appointments**

- 6.5.1. The membership of the Committee shall be determined by the Chair of the Board taking account of 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. This includes the appointment of the Chair and Vice-Chair of the Committee who shall be Independent Members.
- 6.5.2. Appointed Independent Members shall hold office on the Committee for a period of up to 4 years. Tenure of appointments will be staggered to ensure business continuity. A member may resign or be removed by the Chair of the Board. Independent Members may be reappointed up to a maximum period of 8 years.

## **6.6. Secretariat**

- 6.6.1. The Secretariat will be determined by the Board Secretary.

## **6.7. Support to Group Members**

- 6.7.1. The Board Secretary, on behalf of the Committee Chair, shall arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role and ensure the provision of a programme of development for Committee members as part of the overall Board Development programme.

# **7. COMMITTEE MEETINGS**

## **7.1. Quorum**

- 7.1.1. At least two Independent Members must be present to ensure the quorum of the Committee, 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/Board Secretary will also attend.

## **7.2. Frequency of Meetings**

- 7.2.1. Meetings shall normally be held quarterly, but may be convened at short notice if requested by the Chair.

## **7.3. Withdrawal of individuals in attendance**

- 7.3.1. 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.

## **7.4. Conduct of Meetings**

- 7.4.1. Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.

- 7.4.2. The Committee will meet with Internal and External Auditors and the nominated LCFS without the presence of officials on at least one occasion each year.

## **8. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS**

- 8.1. Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within 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.
- 8.2. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference,
- 8.3. 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:
- 8.3.1.1. Joint planning and co-ordination of Board and Committee business; and
  - 8.3.1.2. Sharing of information
- 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.
- 8.4. 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.
- 8.5. Receive assurance and exception reports from
- 8.5.1.1. Risk Management Group.

## **9. REPORTING AND ASSURANCE ARRANGEMENTS**

- 9.1. The Committee Chair shall:
- 9.1.1. 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.
  - 9.1.2. 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.



- 9.1.3. The Committee shall provide a written annual report to the Board and the Accountable Officer on its work in support of the Annual Governance Statement and the Annual Quality Statement, specifically commenting on the adequacy of the assurance framework, the extent to which risk management is comprehensively embedded throughout the organisation, integration of governance arrangements and the appropriateness of self-assessment activity against relevant standards. The report will also record the results of the Committee's self-assessment and evaluation.
- 9.1.4. 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 Audit Committee Handbook.

## **10. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

- 10.1. The requirements for the conduct of business as set out in the Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

## **11. REVIEW**

- 11.1. These terms of reference and operating arrangements shall be reviewed annually by the Committee and any changes recommended to the Board for approval.

<b>Version number v13.0</b>	
<b>Committee</b>	<b>Date of approval</b>
<b>Audit Committee</b>	<b>10.6.21</b>
<b>Health Board</b>	<b>15.7.21</b>

# Charitable Funds Committee



GIG  
CYMRU  
NHS  
WALES

Bwrdd Iechyd Prifysgol  
Betsi Cadwaladr  
University Health Board

## Terms of Reference and Operating Arrangements

### 1. INTRODUCTION

- 1.1. The Board shall establish a committee to be known as the Charitable Funds Committee. The detailed terms of reference and operating arrangements in respect of this Committee are set out below.

### 2. PURPOSE

- 2.1. The Betsi Cadwaladr University Health Board (BCUHB) was appointed as the corporate trustee of the charitable funds by virtue of Statutory Instrument and its Board (acting as The Board of Trustees) serves as its agent in the administration of the charitable funds held by BCUHB.
- 2.2. The purpose of the Committee is to make and monitor arrangements for the control and management of BCUHB's Charitable Funds.

### 3. DELEGATED POWERS

- 3.1. The Charitable Funds Committee is required by the Board, within the remit of the Committee to:
- 3.1.1. Provide evidenced based assurance that there is compliance with:
- Provide evidenced based 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.
  - Provide evidenced based assurance that BCUHB Policies are compliant with relevant legislation.
- 3.1.2. Provide evidence based and timely advice to the Board on developing strategies.

- 3.1.3. Provide evidence based and timely advice to the Board on the delivery of strategies.
- 3.1.4. Oversee and provide evidence based and timely advice to the Board on relevant risks and concerns.
- 3.1.5. 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.
- 3.1.6. Within the budget, priorities and spending criteria determined by BCUHB as trustee and consistent with the requirements of the Charities Act 1993, Charities Act 2006 (or any modification of these acts) to apply the charitable funds in accordance with their respective governing documents, including the "Declaration of Trust" (Trust Deed).
- 3.1.7. To ensure that BCUHB policies and procedures for charitable funds investments are followed. To make decisions involving the sound investment of charitable funds, managing the risk of any loss in capital value alongside producing a return consistent with prudent investment in the long term and ensuring compliance with:-
  - Trustee Act 2000
  - The Charities Act 1993
  - The Charities Act 2006
  - Terms of the fund's governing documents
- 3.1.8. To receive at least four times per year reports for ratification from the Executive Director of Finance, and to make and enact investment decisions taken through delegated powers upon the advice of BCUHB's investment adviser.
- 3.1.9. To oversee and monitor the functions performed by the Executive Director of Finance as defined in Standing Financial Instructions.
- 3.1.10. To respond to, and monitor the level of, donations and legacies received, including the progress of any Charitable Appeal Funds.
- 3.1.11. 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.
- 3.1.12. To ensure that funds are being utilised appropriately in line with both the instructions and wishes of the donor. To ensure such funding provides added value and benefit to patients and staff, and that all expenditure is reasonable, clinically and ethically appropriate.

- 3.1.13. To keep the reserve policy under review to ensure that balances are not inappropriately retained.
  - 3.1.14. To receive reports from the Chair of the Advisory Group at each Committee meeting for scrutiny and ratification.
  - 3.1.15. To ensure that there is a clear strategy and framework for decision making, agreed by the Board of Trustees, against which bids for funding can be evaluated by Fund Advisors, other Health Board staff, the Charitable Funds Advisory Group and the Committee.
  - 3.1.16. To receive, scrutinise and approve the Charity's Annual Report and Accounts on behalf of the Health Board.
- 3.2. The Charitable Funds Committee is authorised by the Board to seek assurance over the specific powers, duties and responsibilities delegated to the Executive Director of Finance namely to:
- 3.2.1. Administer of all existing charitable funds;
  - 3.2.2. Identify any new charity that may be created (of which BCUHB is trustee) and to deal with any legal steps that may be required to formalise the trusts of any such charity;
  - 3.2.3. Provide guidelines with respect to donations, legacies and bequests, fundraising and trading income;
  - 3.2.4. Responsibility for the management of investment of funds held on Trust;
  - 3.2.5. Ensure appropriate banking services are available to BCUHB;
  - 3.2.6. Prepare reports to the BCUHB Board including the Annual Accounts and Annual report;
  - 3.2.7. To monitor the balance of monies held within the Fund
  - 3.2.8. To ensure that all expenditure (where appropriate) is ordered through the procurement process

#### **4. AUTHORITY**

- 4.1. The Committee is empowered with the responsibility for:-
  - 4.1.1. 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 trustee and the requirements of the LHB's Standing Financial Instructions.
  - 4.1.2. The appointment of an investment manager to advise it on investment matters. The Committee may delegate day-to-day management of

some or all of the investments to that investment manager. In exercising this power the Committee must ensure that:

- 4.1.2..1. The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it;
- 4.1.2..2. There are in place adequate internal controls and procedures which will ensure that the power is being exercised properly and prudently;
- 4.1.2..3. The performance of the person or persons exercising the delegated power is regularly reviewed;
- 4.1.2..4. Where an investment manager is appointed, that the person is regulated under the Financial Services Act 1986;
- 4.1.2..5. Acquisitions or disposal of a material nature must always have written authority of the Committee or the Chair of the Committee in conjunction with the Executive Director of Finance.
- 4.1.3. Ensuring that the banking arrangements for the charitable funds should be kept entirely distinct from the LHB's NHS funds.
- 4.1.4. Separate current and deposit accounts should be minimised consistent with meeting expenditure obligations.
- 4.1.5. The amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments.
- 4.1.6. 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 Commissioner guidance.
- 4.1.7. Obtaining appropriate professional advice to support its investment activities.
- 4.1.8. Regularly reviewing investments to see if other opportunities or investment managers offer a better return.
- 4.2. 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; and,

- Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 4.3. 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;
- 4.4. It may consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business.
- 4.5. 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.

## **5. SUB-COMMITTEES**

- 5.1. 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.
- 5.1.1. The Committee shall establish and approve the Terms of Reference and Scheme of Delegation for a Charitable Funds Advisory Group to review specific funding applications.

## **6. MEMBERSHIP**

### **6.1. Members**

- 6.1.1. A minimum of seven (7) members of the committee comprising up to four (4) Independent Members, plus three (3) Executive Members
- 6.1.2. The Chair of the committee shall be an Independent Member of BCUHB.
- 6.1.3. Vice Chair of the committee shall be an Independent Member of BCUHB.
- 6.1.4. Executive members
- Executive Director of Finance (Lead Director)
  - Executive Director of Planning and Performance
  - Executive Medical Director

### **6.2. In attendance**

- Charitable Funds Accountant
- Charitable Funds Fundraising Manager
- LHB Investment Advisor

### **6.3. Right of Attendance**

6.3.1. Upon giving notice to the Committee Chair the following have the right to attend any meeting as an observer:

- Chair of the Board.
- Chair of the Audit Committee.
- Board Secretary.

### **6.4. By Invitation**

- A patient representative.
- A staff representative.

6.4.2. 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.

6.4.3. Trade Union Partners are welcome to attend the public session of the Committee

### **6.5. Member Appointments**

6.5.1. The membership of the Committee shall be determined by the Board of Trustees, based on the recommendation of the BCUHB Chair, taking account of 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. .

6.5.2. Appointed Independent Members shall hold office on the Committee for a period of up to **4** years. Tenure of appointments will be staggered to ensure business continuity. A member may resign or be removed by the Chair of the Board. Independent Members may be reappointed up to a maximum period of **8** years.

6.5.3. In order to demonstrate that there is a visible independence in the consideration of decisions and management of charitable funds from the BCUHB's core functions, the Board of Trustees should consider extending membership to the Charitable Funds Committee to individuals outside of the Board.

### **6.6. Secretariat**

6.6.1. The Secretariat will be determined by the Board Secretary.

### **6.7. Support to Group Members**

6.7.1. The Board Secretary, on behalf of the Committee Chair, shall arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role and ensure the provision of a

programme of development for Committee members as part of the overall Board Development programme.

## **7. COMMITTEE MEETINGS**

### **7.1. Quorum**

- 7.1.1. At least three Members must be present to ensure the quorum of the Committee, two of whom should be Independent Members (including the Committee Chair or Vice-Chair) and one of whom should be an Executive Directors.
- 7.1.2. Independent Members must hold the majority of votes at a meeting:
  - 7.1.2..1. Where there are an equal number of Independent Members and Executive Members, the Committee Chair shall cast a deciding vote in the event of a tied vote.
  - 7.1.2..2. Where there are more Executive Members than Independent Members one or more Executive Members will relinquish their right to vote to create an equal number of Independent Members and Executive Members

### **7.2. Frequency of Meetings**

- 7.2.1. Meetings shall normally be held quarterly, but may be convened at short notice if requested by the Chair.

### **7.3. Withdrawal of individuals in attendance**

- 7.3.1. 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.

### **7.4. Conduct of Meetings**

- 7.4.1. Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.

## **8. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS**

- 8.1. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference,
- 8.2. 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; and



- Sharing of information

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.

- 8.3. 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.
- 8.4. Receive assurance and exception reports from
- Charitable Funds Advisory Group.

## **9. REPORTING AND ASSURANCE ARRANGEMENTS**

9.1. The Committee Chair shall:

- 9.1.1. 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.
- 9.1.2. 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.
- 9.1.3. 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. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

- 10.1. The requirements for the conduct of business as set out in the Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum

## **11. REVIEW**

- 11.1. These terms of reference and operating arrangements shall be reviewed annually by the Committee and any changes recommended to the Board for approval.

<b>Version number 11.0</b>	
<b>Committee</b>	<b>Date of approval</b>
<b>Charitable Funds Committee</b>	
<b>Audit Committee</b>	
<b>Health Board</b>	<b>15.7.21</b>

# Mental Health and Capacity Compliance Committee



GIG  
CYMRU  
NHS  
WALES

Bwrdd Iechyd Prifysgol  
Betsi Cadwaladr  
University Health Board

## Terms of Reference and Operating Arrangements

### 1. INTRODUCTION

- 1.1. The Board shall establish a committee to be known as Mental Health & Capacity Compliance Committee (MHCC). The detailed terms of reference and operating arrangements in respect of this Committee are set out below.

### 2. PURPOSE

- 2.1. The purpose of the Committee is to consider and monitor the use of the Mental Health Act 1983 (MHA), Mental Capacity Act 2005 (which includes the Deprivation of Liberty Safeguards (DoLS) (MCA) and the Mental Health (Wales) Measure 2010 (the Measure) and give assurance to the Board that:

- Hospital Managers' duties under the Mental Health Act 1983;
- The functions and processes of discharge under section 23 of the Act;
- The provisions set out in the Mental Capacity Act 2005, and
- in the Mental Health Measure (Wales) 2010

are all exercised in accordance with statute and that there is compliance with:

- the Mental Health Act 1983 Code of Practice for Wales
- the Mental Capacity Act 2005 Code of Practice
- the Mental Capacity Act 2005 Deprivation of Liberty Safeguards Code of Practice

### 3. DELEGATED POWERS

- 3.1. The Mental Health & Capacity Compliance Committee is required by the Board, within the remit of the Committee to:

- 3.1.1. Provide evidenced based 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 evidenced based assurance that BCUHB Policies are compliant with relevant legislation.
- 3.1.3. Provide evidence based and timely advice to the Board on developing strategies.
- 3.1.4. Provide evidence based and timely advice to the Board on the delivery of strategies including those relating to Mental Health Act compliance.
- 3.1.5. Oversee and provide evidence based and timely advice to the Board on relevant risks and concerns.
- 3.1.6. 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.

3.2. The Mental Health & Capacity Compliance Committee is authorised by the Board to:

- 3.2.1. Ensure that those acting on behalf of the Board in relation to the provisions of Mental Health and Capacity legislation, including the Measure, have the requisite skills and competencies to discharge the Board's responsibilities.
- 3.2.2. Identify matters of risk relating to Mental Health and Capacity legislation and seek assurance that such risks are being mitigated.
- 3.2.3. Monitor the use of the legislation and consider local trends and benchmarks.
- 3.2.4. Consider matters arising from the Hospital Managers' Power of Discharge Committee.
- 3.2.5. Ensure that all other relevant associated legislation is considered in relation to Mental Health and Capacity legislation.
- 3.2.6. Consider matters arising from visits undertaken by Healthcare Inspectorate Wales (HIW) Review Service for Mental Health in particular, issues relating to Mental Health Act 1983 and monitor action plans that inform responses to HIW reports [NOTE: HIW report recommendations are the remit of Quality Safety and Experience Committee (QSE), however, any specific recommendations relating to Mental Health or the Mental Capacity Act will be the remit of this Committee who will respond as appropriate ensuring the Board and QSE are appraised accordingly.
- 3.2.7. Consider any reports made by the Public Services Ombudsman for Wales regarding complaints about Mental Health and Capacity legislation.

- 3.2.8. Receive and review reports on the approval for all Wales Approved Clinicians and Section 12(2) Doctors;
- 3.2.9. Consider and approve on behalf of the Board any policy which relates to the implementation of mental health and capacity legislation as well as any other information, reports etc. that the Committee deems appropriate.
- 3.2.10. Receive and review Deprivation of Liberty reports regarding authorisations and associated reasons;
- 3.2.11. Receive and review reports on the implementation of the Mental Health Measure and be satisfied that positive outcomes for people are being achieved.
- 3.2.12. Receive and review the results of internal audit reports relating to care and treatment plans, as well as any other relevant reports relating to the Mental Health Measure.
- 3.2.13. Receive the results of clinical audits and any other reviews relating to the use of the Mental Health Act and oversee the implementation of recommendations.
- 3.2.14. Consider any other information, reports, etc. that the Committee deems appropriate.
- 3.2.15. Approve the appointment of Associate Hospital Managers.

#### 4. AUTHORITY

- 4.1. 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:
  - 4.1.1. Employee - and all employees are directed to cooperate with any legitimate request made by the Committee; and,
  - 4.1.2. Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 4.2. 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;
- 4.3. It may consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business concerning workforce, Partnerships and Population Health matters.
- 4.4. 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.

## **5. SUB-COMMITTEES**

- 5.1. 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.
- 5.2. Sub-Committee - In accordance with Regulation 12 of the Local Health Boards (Constitution, Procedure and Membership) (Wales) Regulations 2003 (SI 2003/149 (W.19), the Board has appointed a Sub-Committee of this Committee, to be known as the Power of Discharge Group, terms of reference for which are attached as Annex 2.
- 5.3. Panel -Three members drawn from the pool of designated Associate Hospital Managers will constitute a panel to consider the possible discharge or continued detention under the MHA of unrestricted patients and those subject to Supervised Community Treatment Order (SCT).
- 5.4. The Board retains final responsibility for the performance of the Hospital Managers' duties delegated to particular people on the staff of Betsi Cadwaladr University Local Health Board, as well as the Power of Discharge Group.

## **6. MEMBERSHIP**

### **6.1. Members**

- 6.1.1. A minimum of three Independent Members of the Board.

### **6.2. In attendance**

- Executive Director of Public Health (Lead).
- Executive Director of Nursing and Midwifery.
- Executive Director of Primary Care and Community Services.
- Medical Director for Mental Health.
- Nursing Director for Mental Health.
- Mental Health Director.
- Mental Health Act Manager
- Service User Representative.
- Social Services Representative.
- North Wales Police Representative.
- Welsh Ambulance Services.
- IMCA Advocacy provider Representative.
- IMHA Advocacy provider Representative.
- Associate Director of Safeguarding (director lead for MCA team)
- Associate Director of Quality Assurance (director lead for MHA team)
- DoLS representative.

- Two Associate Hospital Managers (as nominated by the Power of Discharge Group) appointed for a period of four years with re-appointment not to exceed a maximum of eight years in total.

### **6.3. Right of Attendance**

6.3.1. Upon giving notice to the Committee Chair the following have the right to attend any meeting as an observer:

- Chair of the Board.
- Chair of the Audit Committee.
- Board Secretary.

### **6.4. By Invitation**

- A patient / Carer representative.
- A staff representative.

6.4.1. 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.

6.4.2. Trade Union Partners are welcome to attend the public session of the Committee

### **6.5. Member Appointments**

6.5.1. The membership of the Committee shall be determined by the Chair of the Board taking account of 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. This includes the appointment of the Chair and Vice-Chair of the Committee who shall be Independent Members.

6.5.2. Appointed Independent Members shall hold office on the Committee for a period of up to 4 years. Tenure of appointments will be staggered to ensure business continuity. A member may resign or be removed by the Chair of the Board. Independent Members may be reappointed up to a maximum period of 8 years.

### **6.6. Secretariat**

6.6.1. The Secretariat will be determined by the Board Secretary.

### **6.7. Support to Group Members**

6.7.1. The Board Secretary, on behalf of the Committee Chair, shall arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role and ensure the provision of a

programme of development for Committee members as part of the overall Board Development programme.

## **7. COMMITTEE MEETINGS**

### **7.1. Quorum**

- 7.1.1. At least two Independent Members must be present to ensure the quorum of the Committee, 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 attend.

### **7.2. Frequency of Meetings**

- 7.2.1. Meetings shall normally be held bi-monthly, but may be convened at short notice if requested by the Chair.

### **7.3. Withdrawal of individuals in attendance**

- 7.3.1. 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.

### **7.4. Conduct of Meetings**

- 7.4.1. Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.

## **8. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS**

- 8.1. Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within 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.
- 8.2. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference,
- 8.3. 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:
  - 8.3.1.1. Joint planning and co-ordination of Board and Committee business; and
  - 8.3.1.2. Sharing of information



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.

8.4. 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.

8.5. Receive assurance and exception reports from

8.5.1.1. The Power of Discharge Group

## **9. REPORTING AND ASSURANCE ARRANGEMENTS**

9.1. The Committee Chair shall:

- 9.1.1. 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.
- 9.1.2. 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.
- 9.1.3. 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.

## **10. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

10.1. The requirements for the conduct of business as set out in the Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

## **11. REVIEW**

11.1. These terms of reference and operating arrangements shall be reviewed annually by the Committee and any changes recommended to the Board for approval.

<b>Version number 2.00</b>	
<b>Committee</b>	<b>Date of approval</b>
<b>MHCC</b>	
<b>Audit Committee</b>	<b>10.6.21</b>
<b>Health Board</b>	<b>15.7.21 v2.0</b>

## Annex 1

### BACKGROUND INFORMATION REGARDING THE ASSOCIATED LEGISLATION

#### Mental Health Act 1983 (as amended by the Mental Health Act 2007)

The Mental Health Act 1983 covers the legal framework to allow the care and treatment of mentally disordered persons to be detained if deemed to be a risk to themselves or others. It also provides the legislation by which people suffering from a mental disorder can be detained in hospital to have their disorder assessed or treated against their wishes.

The MHA introduced the concept of “Hospital Managers” which for hospitals managed by a Local Health Board are the Board Members. The term “Hospital Managers” does not occur in any other legislation. Hospital Managers have a central role in operating the provisions of the MHA, specifically they have the authority to detain patients admitted and transferred under the MHA.

For those patients who become subject to Supervised Community Treatment (SCT), the Hospital Managers are those of the hospital where the patient was detained immediately before going on to SCT - i.e. the responsible hospital or the hospital to which responsibility has subsequently been assigned.

Hospital Managers must ensure that patients are detained only as the MHA allows, that their treatment and care is fully compliant with the MHA and that patients are fully informed of and supported in exercising their statutory rights. Hospital Managers must also ensure that a patient’s case is dealt with in line with associated legislation. With the exception of the power of discharge, arrangements for authorising day to day decisions made on behalf of Hospital Managers have been set out in the Health Board’s Scheme of Delegation.

#### Mental Health Measure

The Mental Health (Wales) Measure received Royal Assent in December 2010 and is concerned with:

- providing mental health services at an earlier stage for individuals who are experiencing mental health problems to reduce the risk of further decline in mental health;
- making provision for care and treatment plans for those in secondary mental health care and ensure those previously discharged from secondary mental health services have access to those services when they believe their mental health may be deteriorating;
- extending mental health advocacy provision.

#### Mental Capacity Act

The MCA came into force mainly in October 2007. It was amended by the Mental Health Act 2007 to include the Deprivation of Liberty Safeguards (DoLS). DoLS came into force in April 2009.

The MCA covers three main issues:

- The process to be followed where there is doubt about a person's decision-making abilities and decisions therefore where 'Best Interest' may need to be made on their behalf (e.g. about treatment and care)
- How people can make plans and/or appoint other people to make decisions for them at a time in the future when they can't take their own decisions
- The legal framework for caring for adult, mentally disordered, incapacitated people in situations where they are deprived of their liberty in hospitals or care homes (DoLS) and/or where Court of Protection judgements are required.

Thus the scope of MCA extends beyond those patients who have a mental disorder.

# Performance, Finance and Information Governance Committee



GIG  
CYMRU  
NHS  
WALES

Bwrdd Iechyd Prifysgol  
Betsi Cadwaladr  
University Health Board

## Terms of Reference and Operating Arrangements

### 1. INTRODUCTION

- 1.1. The Board shall establish a committee to be known as Performance, Finance and Information Governance Committee (PFIG). The detailed terms of reference and operating arrangements in respect of this Committee are set out below.

### 2. PURPOSE

- 2.1. The purpose of the Committee is to advise and assure the Board in discharging its responsibilities with regard to its current and forecast financial position, performance and delivery, and information governance. This includes the Board's Capital Programme and Workforce activity costs.

### 3. DELEGATED POWERS

- 3.1. The Performance, Finance and Information Governance Committee is required by the Board, within the remit of the Committee to:
- 3.1.1. Provide evidenced based 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 evidenced based assurance that BCUHB Policies are compliant with relevant legislation.
  - 3.1.3. Provide evidence based and timely advice to the Board on developing strategies.
  - 3.1.4. Provide evidence based and timely advice to the Board on the delivery of strategies including those 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 concerns.
- 3.1.6. Provide relevant evidence based and timely advice to the Board on:
  - 3.1.6.1. The financial performance of the Health Board and developing the IMTP
  - 3.1.6.2. The operational performance of the Health Board and associated Impact Improvement Plans.
  - 3.1.6.3. Evidence based assurance on the financial position, forecasting, and the capital programme.
  - 3.1.6.4. 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
  - 3.1.6.5. Development and oversight of finance and performance related strategies
- 3.1.7. 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.

3.2. The Performance, Finance and Information Governance Committee is authorised by the Board to:

### **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

## **Performance Management and accountability**

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

## **3.3. Capital Expenditure and Working Capital**

- 3.3.1. Approve and monitor progress of the Capital Programme.

## **3.4. Workforce**

- 3.4.1. Monitor the financial aspects of workforce planning to meet service needs in line with agreed strategic plans.
- 3.4.2. 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.

## **3.5. Information Governance**

- 3.5.1. 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;
- 3.5.2. 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.

- 3.5.3. 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;
- 3.5.4. Consider the information governance implications for the Health Board of internal and external reviews and reports;
- 3.5.5. 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);
- 3.5.6. 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);
- 3.5.7. Oversee the direction and delivery of the Health Board's Patient records management;
- 3.5.8. Oversee the direction and delivery of the Health Board's National systems and programs.

#### AUTHORITY

- 3.6. 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::
  - 3.6.1. Employee - and all employees are directed to cooperate with any legitimate request made by the Committee; and,
  - 3.6.2. Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 3.7. 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;
- 3.8. It may consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business.
- 3.9. 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.

#### 4. SUB-COMMITTEES

- 4.1. 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.

## **5. MEMBERSHIP**

### **5.1. Members**

- 5.1.1. A minimum of three Independent Members of the Board.

### **5.2. In attendance**

- Executive Director of Finance / Senior Information Risk Owner (SIRO) (Lead Director).
- Executive Medical Director / Caldicott Guardian
- Executive Director of Planning & Performance.
- Executive Director Nursing and Midwifery.
- Lead Director of Information Governance Department.
- Assistant Director Information Governance & Assurance/ Data Protection Officer (DPO).

### **5.3. Right of Attendance**

- 5.3.1. Upon giving notice to the Committee Chair the following have the right to attend any meeting as an observer:

- Chair of the Board.
- Chair of the Audit Committee.
- Board Secretary.

### **5.4. By Invitation**

- A patient representative.
- Chair of Stakeholder Reference Group
- A staff representative.

- 5.4.1. 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.

- 5.4.2. Trade Union Partners are welcome to attend the public session of the Committee

### **5.5. Member Appointments**

- 5.5.1. The membership of the Committee shall be determined by the Chair of the Board taking account of 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. This



includes the appointment of the Chair and Vice-Chair of the Committee who shall be Independent Members.

- 5.5.2. Appointed Independent Members shall hold office on the Committee for a period of up to 4 years. Tenure of appointments will be staggered to ensure business continuity. A member may resign or be removed by the Chair of the Board. Independent Members may be reappointed up to a maximum period of 8 years.

## **5.6. Secretariat**

- 5.6.1. The Secretariat will be determined by the Board Secretary.

## **5.7. Support to Group Members**

- 5.7.1. The Board Secretary, on behalf of the Committee Chair, shall arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role and ensure the provision of a programme of development for Committee members as part of the overall Board Development programme.

# **6. COMMITTEE MEETINGS**

## **6.1. Quorum**

- 6.1.1. At least two Independent Members must be present to ensure the quorum of the Committee, 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 attend.

## **6.2. Frequency of Meetings**

- 6.2.1. Meetings shall normally be held bi-monthly, but may be convened at short notice if requested by the Chair.

## **6.3. Withdrawal of individuals in attendance**

- 6.3.1. 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.

## **6.4. Conduct of Meetings**

- 6.4.1. Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.

# **7. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS**

- 7.1. Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within 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.
- 7.2. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference,
- 7.3. 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:
  - 7.3.1.1. Joint planning and co-ordination of Board and Committee business; and
  - 7.3.1.2. Sharing of information

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.
- 7.4. 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.
- 7.5. Receive assurance and exception reports from
  - 7.5.1.1. Executive Delivery Group Transformation and Finance.
  - 7.5.1.2. Executive Delivery Group People and Culture
  - 7.5.1.3. Capital Investment Group
  - 7.5.1.4. Estates Group
  - 7.5.1.5. Information Governance Group**
  - 7.5.1.6. Caldicott Guardian.**

## 8. REPORTING AND ASSURANCE ARRANGEMENTS

- 8.1. The Committee Chair shall:
  - 8.1.1. 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.
  - 8.1.2. 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.

- 8.1.3. 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.

## **9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

- 9.1. The requirements for the conduct of business as set out in the Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

## **10. REVIEW**

- 10.1. These terms of reference and operating arrangements shall be reviewed annually by the Committee and any changes recommended to the Board for approval.

<b>Version number 1.00</b>	
<b>Committee</b>	<b>Date of approval</b>
<b>PFIG</b>	
<b>Audit Committee</b>	<b>10.6.21</b>
<b>Health Board</b>	<b>15.7.21</b>

# Partnerships, People and Population Health Committee



GIG  
CYMRU  
NHS  
WALES

Bwrdd Iechyd Prifysgol  
Betsi Cadwaladr  
University Health Board

## Terms of Reference and Operating Arrangements

### 1. INTRODUCTION

- 1.1. The Board shall establish a committee to be known as Partnerships, People and Population Health Committee (PPPH). The detailed terms of reference and operating arrangements in respect of this Committee are set out below.

### 2. PURPOSE

- 2.1. The purpose of the Committee is to provide advice and assurance to the Board with regard to the development and oversight of the Health Board's enabling strategies. The Committee will do this by ensuring that the workforce strategies are aligned and that strategic collaboration and effective partnership arrangements are in place to improve population health and reduce health inequalities.

### 3. DELEGATED POWERS

- 3.1. The Partnerships, People and Population Health Committee is required by the Board, within the remit of the Committee to:
- 3.1.1. Provide evidenced based 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 evidenced based assurance that BCUHB Policies are compliant with relevant legislation.
  - 3.1.3. Provide evidence based and timely advice to the Board on developing strategies.
  - 3.1.4. Provide evidence based and timely advice to the Board on the delivery of strategies including those relating to digital, workforce and transformation.

- 3.1.5. Oversee and provide evidence based and timely advice to the Board on relevant risks and concerns.
- 3.1.6. Provide relevant evidence based and timely advice to the Board on:
- Staffing matters
  - Population health outcomes and prevention strategies.
  - Transformation capacity delivery and planning.
  - Delivery of the Corporate Strategy (improving outcomes for citizens), including in services delivered in partnership.
  - Digital development
- 3.1.7. 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.
- 3.2. The Partnerships, People and Population Health Committee is authorised by the Board to:
- 3.2.1. Ensure that current and emerging service strategies adhere to national policy and legislation , the priorities of the Health Board and are underpinned by robust population health needs assessment, workforce and financial plans and provide for sustainable futures.
- 3.2.2. Receive regular assurance reports on health and care clusters and primary care development, recognising the central role played by primary care in the delivery of health and care.
- 3.2.3. Advise and assure the Board in discharging its responsibilities with regard to the development of the Health Board's medium and long term plans, together with the Annual Operating Plan;
- 3.2.4. Ensure the Health Board's response to new and revised legislative requirements in relation to service planning and delivery, providing assurance that statutory duties will be appropriately discharged, ensuring strategic alignment between partnership plans developed with Local Authorities, Universities, third sector and other public sector organisations;
- 3.2.5. Receive regular performance and assurance reports from the Public Service Boards and Regional Partnership Board, Mental Health Partnership Board and other key partnerships as agreed by the Board.
- 3.2.6. Ensure that the Health Board meets its duties in relation to Welsh language, civil contingencies legislation and emergency preparedness.
- 3.2.7. Ensure the alignment of supporting strategies such as Workforce and Digital in the development of the strategic delivery plans;
- 3.2.8. Ensure that the partnership governance arrangements reflect the principles of good governance with the appropriate level of delegated

authority and support to discharge their responsibilities; and monitor sources of assurances in respect of partnership matters ensuring these are sufficiently detailed to allow for specific evaluations of effectiveness including but not limited to Digital Health Care Wales.

3.2.9. Ensure appropriate arrangements for continuous engagement are in place; and review assurances on Consultation feedback

3.2.10. Monitor performance against key workforce indicators as part of the Quality Report;

3.2.11. Receive assurance reports in relation to workforce, to include job planning under Medical and Dental contracts for Consultants and Specialist and Associate Specialist (SAS) doctors and the application of rota management for junior doctors.

#### **4. AUTHORITY**

4.1. 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; and,
- Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

4.2. 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;

4.3. It may consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business concerning workforce, Partnerships and Population Health matters.

4.4. 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.

#### **5. SUB-COMMITTEES**

5.1. 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.

#### **6. MEMBERSHIP**

## **6.1. Members**

6.1.1. A minimum of three Independent Members of the Board.

## **6.2. In attendance**

- Executive Director of Planning and Performance (Lead Director).
- Executive Director of Workforce and Organisational Development.
- Executive Director of Public Health.
- Executive Director Primary and Community Services.
- Executive Director of Therapies and Health Sciences.
- Executive Medical Director.
- Executive Director of Nursing and Midwifery.
- Finance Director – Strategy and Commissioning.
- Chief Information Officer (for relevant sections)

## **6.3. Right of Attendance**

6.3.1. Upon giving notice to the Committee Chair the following have the right to attend any meeting as an observer:

- Chair of the Board.
- Chair of the Audit Committee.
- Board Secretary.

## **6.4. By Invitation**

- A patient representative.
- Chair of Stakeholder Reference Group.
- A staff representative.

6.4.2. 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.

6.4.3. Trade Union Partners are welcome to attend the public session of the Committee

## **6.5. Member Appointments**

6.5.1. The membership of the Committee shall be determined by the Chair of the Board taking account of 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. This includes the appointment of the Chair and Vice-Chair of the Committee who shall be Independent Members.

6.5.2. Appointed Independent Members shall hold office on the Committee for a period of up to 4 years. Tenure of appointments will be staggered to ensure business continuity. A member may resign or be removed by

the Chair of the Board. Independent Members may be reappointed up to a maximum period of 8 years.

## **6.6. Secretariat**

6.6.1. The Secretariat will be determined by the Board Secretary.

## **6.7. Support to Group Members**

6.7.1. The Board Secretary, on behalf of the Committee Chair, shall arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role and ensure the provision of a programme of development for Committee members as part of the overall Board Development programme.

# **7. COMMITTEE MEETINGS**

## **7.1. Quorum**

7.1.1. At least two Independent Members must be present to ensure the quorum of the Committee, 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.

## **7.2. Frequency of Meetings**

7.2.1. Meetings shall normally be held bi-monthly, but may be convened at short notice if requested by the Chair.

## **7.3. Withdrawal of individuals in attendance**

7.3.1. 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.

## **7.4. Conduct of Meetings**

7.4.1. Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.

# **8. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS**

8.1. Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within 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.



- 8.2. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference,
- 8.3. 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; and
  - Sharing of information
- 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.
- 8.4. 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.
- 8.5. Receive assurance and exception reports from
- Executive Delivery Group People and Culture
  - Executive Delivery Group Transformation and Finance.
  - Organisational Development Group.
  - Population Health Group.

## **9. REPORTING AND ASSURANCE ARRANGEMENTS**

9.1. The Committee Chair shall:

- 9.1.1. 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.
- 9.1.2. 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.
- 9.1.3. 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.

## **10. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

- 10.1. The requirements for the conduct of business as set out in the Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

## **11. REVIEW**

- 11.1. These terms of reference and operating arrangements shall be reviewed annually by the Committee and any changes recommended to the Board for approval.

<b>Version number 1.01</b>	
<b>Committee</b>	<b>Date of approval</b>
<b>PPPH</b>	
<b>Audit Committee</b>	<b>10.6.21</b>
<b>Health Board</b>	<b>15.7.21</b>

# Quality, Safety and Experience Committee



GIG  
CYMRU  
NHS  
WALES

Bwrdd Iechyd Prifysgol  
Betsi Cadwaladr  
University Health Board

## Terms of Reference and Operating Arrangements

### 1. INTRODUCTION

- 1.1. The Board shall establish a committee to be known as the Quality, Safety and Experience Committee (QS&E). The detailed terms of reference and operating arrangements in respect of this Committee are set out below.

### 2. PURPOSE

- 2.1. The purpose of the Committee is to provide advice and assurance to the Board in discharging its functions and meeting its responsibilities with regard to the quality of services including clinical effectiveness, patient safety and patient and carer experience whether delivered directly or through a partnership arrangement and health and safety issues.

### 3. DELEGATED POWERS

- 3.1. The Quality, Safety and Experience Committee is required by the Board, within the remit of the Committee to:
- 3.1.1. Provide evidenced based 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 evidenced based assurance that there is compliance with The Health and Social Care (Quality and Engagement) (Wales) Act 2020.
    - In discharging its duty the Committee will have 'due regard' to the duty of quality.
  - 3.1.3. Provide evidenced based assurance that BCUHB Policies are compliant with relevant legislation.
  - 3.1.4. Provide evidence based and timely advice to the Board on developing strategies.

- 3.1.5. Provide evidence based and timely advice to the Board on the delivery of strategies including quality, clinical effectiveness, patient safety and patient and carer experience.
- 3.1.6. Oversee and provide evidence based and timely advice to the Board on relevant risks and concerns.
- 3.1.7. Provide relevant evidence based and timely advice to the Board on quality of citizen centred health in relation to patient services, public health, health promotion and health protection including (but not limited to):
  - Clinical effectiveness
  - Patient Safety
  - Patient and carer experience
  - Safeguarding
  - Health and Safety
  - Infection, prevention and control
- 3.1.8. 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.

3.2. The Quality, Safety and Experience Committee is authorised by the Board to:

- 3.2.1. Seek assurance that outcomes for patients are delivered through partnership arrangements where that is beneficial for the patient.
- 3.2.2. Ensure that arrangements for the quality and safety of patient care are in accordance with its corporate goals, stated priorities within the Quality Strategy and the principle of continuous quality improvement including organisational learning.
- 3.2.3. Ensure the adequacy of safeguarding and infection, prevention and control arrangements.
- 3.2.4. Provide assurance in relation to improving the experience of patients, citizens and all those who come into contact with the Health Board's services, as well as those provided by other organisations or as part of a partnership arrangement.
- 3.2.5. Provide assurance in relation to improving clinical effectiveness and the safety of patients within the Health Board's services, as well as those provided by other organisations on behalf of the Health Board or as part of a partnership arrangement.
- 3.2.6. Seek assurance on the robustness and appropriateness of Health and Safety arrangements across the Health Board including aspects affecting patient care, quality and safety and experience.

- 3.2.7. Ensure 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 (including clinical audit) are reliable.
  - Recommendations made by internal and external reviewers are considered and acted upon on a timely basis
  - Appropriate review is carried out and corrective action is taken arising from incidents, complaints and claims known collectively as 'Concerns'.
- 3.2.8. Receive assurances from the Quality Strategy to allow the Committee to review achievement against the Health and Care Standards including accessible health care to inform the Annual Quality and Annual Governance Statements.
- 3.2.9. Seek assurance on the quality and safety of services commissioned from external providers (including care homes) and others who provide a commissioning role on behalf of the Health Board e.g. Welsh Health Specialised Services Committee (WHSSC); Emergency Ambulance Services Committee (EASC).
- 3.2.10. Review and seek assurance on the appropriateness of the quality indicators defined within the Quality and Performance Report (QaPR) and scrutinize the quality dimensions contained within the QaPR.
- 3.2.11. Review the sustainability of service provision across the Health Board in terms of quality of service, patient and carer experience and model of care provided.
- 3.2.12. Provide advice and assurance to the Board regarding the quality impact assessment of strategic plans as appropriate.
- 3.2.13. To receive periodic updates in respect of the workforce flu vaccination.

#### 4. AUTHORITY

- 4.1. 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; and,
  - Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 4.2. 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;

- 4.3. It may consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business concerning quality, safety, patient and carer experience matters.
- 4.4. 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.

## **5. SUB-COMMITTEES**

- 5.1. 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.

## **6. MEMBERSHIP**

### **6.1. Members**

- 6.1.1. A minimum of three Independent Members of the Board.

### **6.2. In attendance**

- Executive Director of Nursing and Midwifery (Lead Executive).
- 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.
- 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)
- Representative of Community Health Council.

### **6.3. Right of Attendance**

- 6.3.1. Upon giving notice to the Committee Chair the following have the right to attend any meeting as an observer:
  - Chair of the Board.
  - Chair of the Audit Committee.
  - Board Secretary.

#### **6.4. By Invitation**

- A patient representative.
  - A staff representative.
  - Executive Director of Planning and Performance.
- 6.4.2. 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.
- 6.4.3. Trade Union Partners are welcome to attend the public session of the Committee

#### **6.5. Member Appointments**

- 6.5.1. The membership of the Committee shall be determined by the Chair of the Board taking account of 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. This includes the appointment of the Chair and Vice-Chair of the Committee who shall be Independent Members.
- 6.5.2. Appointed Independent Members shall hold office on the Committee for a period of up to 4 years. Tenure of appointments will be staggered to ensure business continuity. A member may resign or be removed by the Chair of the Board. Independent Members may be reappointed up to a maximum period of 8 years.

#### **6.6. Secretariat**

- 6.6.1. The Secretariat will be determined by the Board Secretary.

#### **6.7. Support to Committee Members**

- 6.7.1. The Board Secretary, on behalf of the Committee Chair, shall arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role and ensure the provision of a programme of development for Committee members as part of the overall Board Development programme.

### **7. COMMITTEE\_MEETINGS**

#### **7.1. Quorum**

- 7.1.1. At least two Independent Members must be present to ensure the quorum of the Committee, 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.

## **7.2. Frequency of Meetings**

- 7.2.1. Meetings shall normally be held bi-monthly, but may be convened at short notice if requested by the Chair.

## **7.3. Withdrawal of individuals in attendance**

- 7.3.1. 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.

## **7.4. Conduct of Meetings**

- 7.4.1. Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.

<h2><b>8. RELATIONSHIP &amp; ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS</b></h2>
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- 8.1. Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within 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.
- 8.2. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference,
- 8.3. 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; and
  - Sharing of information

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.

- 8.4. 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.
- 8.5. Receive assurance and exception reports from
- Executive Delivery Group for Quality Improvement.
  - Clinical Effectiveness Group.



- Patient and Carer Experience Group.
- Patient Safety and Quality Group.
- Strategic Occupational Health and Safety Group.
- Infection Prevention Steering Group.

## **9. REPORTING AND ASSURANCE ARRANGEMENTS**

9.1. The Committee Chair shall:

- 9.1.1. 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.
- 9.1.2. 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.
- 9.1.3. 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. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

10.1. The requirements for the conduct of business as set out in the Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

## **11. REVIEW**

11.1. These terms of reference and operating arrangements shall be reviewed annually by the Committee and any changes recommended to the Board for approval.

<b>Version number 8.0</b>	
<b>Committee</b>	<b>Date of approval</b>
<b>QSE</b>	<b>7.9.21</b>
<b>Audit Committee</b>	<b>n/a</b>
<b>Health Board</b>	<b>Via chair's report 23.9.21</b>

# Remuneration and Terms of Service Committee



GIG  
CYMRU  
NHS  
WALES

Bwrdd Iechyd Prifysgol  
Betsi Cadwaladr  
University Health Board

## Terms of Reference and Operating Arrangements

### 1. INTRODUCTION

- 1.1. The Board shall establish a committee to be known as the Remuneration and Terms of Service Committee (RaTS). The detailed terms of reference and operating arrangements in respect of this Committee are set out below..

### 2. PURPOSE

- 2.1. The purpose of the Committee is to provide
- 2.1.1. Advice to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government;
  - 2.1.2. Assurance to the Board in relation to 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; and
  - 2.1.3. Specific functions as delegated by the Board and listed below.

### 3. DELEGATED POWERS

- 3.1. The Remuneration and Terms of Service Committee is required by the Board, within the remit of the Committee to:
- 3.1.1. Provide evidenced based 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 evidenced based assurance that BCUHB Policies are compliant with relevant legislation.

- 3.1.3. Provide evidence based and timely advice to the Board on developing strategies.
- 3.1.4. Provide evidence based and timely advice to the Board on the delivery of strategies.
- 3.1.5. Oversee and provide evidence based and timely advice to the Board on relevant risks and concerns.
- 3.1.6. 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.

3.2. The Remuneration and Terms of Service Committee is authorised by the Board to:

- 3.2.1. 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;
  - And to be sighted on the objectives set by the Chief Executive for his immediate team, confirm that Directors have had objectives set, and that appropriate and timely performance reviews have taken place
  - Proposals to make additional payments to consultants;
  - Proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.
  - Removal and relocation expenses
- 3.2.2. Consider and approve Voluntary Early Release scheme applications and severance payments in line with Standing Orders and extant Welsh Government guidance.
- 3.2.3. Monitor compliance with issues of professional registration, including the revalidation processes for medical and dental staff and registered nurses, midwives and health visitors and registered professionals.
- 3.2.4. Monitor and review risks from the 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;
- 3.2.5. 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.

- 3.2.6. 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.
- 3.2.7. Consider reports on behalf of the Board giving an account of progress on performers list regulatory cases.
- 3.2.8. Consider reports on behalf of the Board on the position as regards whistleblowing and Safe haven.

#### **4. AUTHORITY**

- 4.1. 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; and,
  - Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 4.2. 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;
- 4.3. It may consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business concerning Quality, Safety and Patient Experience matters.
- 4.4. 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.

#### **5. SUB-COMMITTEES**

- 5.1. 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.

#### **6. MEMBERSHIP**

##### **6.1. Members**

- 6.1.1. A minimum of three Independent Members of the Board.
- 6.1.2. The Chair of the Audit Committee will be appointed to this Committee either as Vice-Chair or a member.

## **6.2. In attendance**

- Chief Executive Officer
- Executive Director of Workforce and Organisational Development (Lead Director)
- Executive Medical Director

6.2.1. Directors/Officers should leave the meeting when their personal remuneration or terms of service are being discussed.

## **6.3. Right of Attendance**

6.3.1. Upon giving notice to the Committee Chair the following have the right to attend any meeting as an observer:

- Chair of the Board.
- Board Secretary.

## **6.4. By Invitation**

- A staff representative.

6.4.1. 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.

6.4.2. Trade Union Partners are welcome to attend the public session of the Committee.

6.4.3. 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.

## **6.5. Member Appointments**

6.5.1. The membership of the Committee shall be determined by the Chair of the Board taking account of 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. This includes the appointment of the Chair and Vice-Chair of the Committee who shall be Independent Members.

6.5.2. Appointed Independent Members shall hold office on the Committee for a period of up to 4 years. Tenure of appointments will be staggered to ensure business continuity. A member may resign or be removed by the Chair of the Board. Independent Members may be reappointed up to a maximum period of 8 years.

## **6.6. Secretariat**

6.6.1. The Secretariat will be determined by the Board Secretary.

## **6.7. Support to Group Members**

6.7.1. The Board Secretary, on behalf of the Committee Chair, shall arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role and ensure the provision of a programme of development for Committee members as part of the overall Board Development programme.

## **7. COMMITTEE MEETINGS**

### **7.1. Quorum**

7.1.1. At least two Independent Members must be present to ensure the quorum of the Committee, 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.

### **7.2. Frequency of Meetings**

7.2.1. Meetings shall normally be held bi-monthly, but may be convened at short notice if requested by the Chair.

### **7.3. Withdrawal of individuals in attendance**

7.3.1. 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.

### **7.4. Conduct of Meetings**

7.4.1. Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.

## **8. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS**

8.1. Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within 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.

8.2. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference,

8.3. 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; and
- Sharing of information

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.

- 8.4. 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.

## **9. REPORTING AND ASSURANCE ARRANGEMENTS**

9.1. The Committee Chair shall:

- 9.1.1. 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.
- 9.1.2. 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.
- 9.1.3. 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. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

- 10.1. The requirements for the conduct of business as set out in the Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum

## **11. REVIEW**

- 11.1. These terms of reference and operating arrangements shall be reviewed annually by the Committee and any changes recommended to the Board for approval.

<b>Version number 8.0</b>	
	<b>Date of approval</b>
<b>Audit Committee</b>	<b>10.6.21</b>
<b>Health Board</b>	<b>15.7.21</b>