

**Betsi Cadwaladr University Health Board  
Terms of Reference and Operating Arrangements**

**AUDIT COMMITTEE**

**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 Committee, in respect of its provision of advice and assurance will and is authorised by the Board to: -

3.1.1 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:

- the organisation’s ability to achieve its objectives;
- compliance with relevant regulatory requirements, standards, quality and delivery requirements and other directions and requirements set by the Welsh Government and others;
- the reliability, integrity, safety and security of the information collected and used by the organisation;
- the efficiency, effectiveness and economic use of resources; and
- the extent to which the organisation safeguards and protects all its assets, including its people.

3.1.2 to ensure the provision of effective governance -by reviewing

- the Board's Standing Orders, and Standing Financial Instructions (including associated framework documents, as appropriate);
- the effectiveness of the Board's Committees
- 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;
- the, Annual Audit Report and Structured Assessment
- financial conformance and the Schedule of Losses and Compensation;
- 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);
- the adequacy of executive and managements responses to issues identified by audit, inspection, external reports and other assurance activity;
- proposals for accessing Internal Audit services via Shared Service arrangements ( where appropriate);
- anti fraud policies, whistle-blowing processes and arrangements for special investigations; and
- any particular matter or issue upon which the Board or the Accountable Officer may seek advice.

3.2 The Committee will support the Board with regard to its responsibilities for risk and internal control by reviewing:

- the adequacy of the Board Assurance Framework and Corporate Risk Register;
- 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;
- 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;
- 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
- 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;
- regular tender waiver reports to ensure compliance with the Standing Financial Instructions.

- 3.3 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.
- 3.4 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:
- 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
  - the reliability and integrity of these assurances.
- 3.5 To achieve this, the Committees programme of work will be designed to provide assurance that:
- 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;
  - 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;
  - 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;
  - 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;
  - 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;
  - 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;
  - 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 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 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; and

4.3 It may consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business.

#### **5. ACCESS**

5.1 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.

5.2 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.

#### **6. SUB-COMMITTEES**

6.1 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.

#### **7. MEMBERSHIP**

##### **7.1 Members**

Four Independent Members of the Board to include a member of the Quality, Safety and Experience Committee.

The Chair of the Organisation shall not be a member of the Audit Committee.

##### **7.2 In attendance**

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

The Chief Executive as Accountable Officer should be invited to attend, at least annually, to discuss with the Committee the process for assurance that supports the Annual Governance Statement.

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

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

### **7.3 Member Appointments**

7.3.1 The membership of the Committee shall be determined by the Chairman 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.

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

### **7.4 Secretariat**

7.4.1 Secretary: as determined by the Board Secretary.

### **7.5 Support to Committee Members**

7.5.1 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.

## **8 COMMITTEE MEETINGS**

### **8.1 Quorum**

8.1.1 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 be in attendance.

### **8.2 Frequency of Meetings**

8.2.1 Meetings shall be routinely be held on a quarterly basis.

### **8.3 Withdrawal of individuals in attendance**

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

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

9.1 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.

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

9.3 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:

9.3.1 joint planning and co-ordination of Board and Committee business; and

9.3.2 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.

9.4 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.

## **10 REPORTING AND ASSURANCE ARRANGEMENTS**

### **10.1** The Committee Chair shall:

10.1.1 report formally, regularly and on a timely basis to the Board on the Committee's activities via the Chair's assurance report as well as the presentation of an annual report;

10.1.2 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.

### **10.2** 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.

### **10.3** 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 Audit Committee Handbook.

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

### **11.1** 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

## **12. REVIEW**

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

**Date of approval by the Board 23.01.20  
V12.0**

## CHARITABLE FUNDS COMMITTEE

### 1. INTRODUCTION

1.1 In accordance with standing orders (and the LHB scheme of delegation), the Board shall nominate a committee to be known as the **Charitable Funds Committee** “the Committee”. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

### 2. CONSTITUTION

2.1 The Betsi Cadwaladr University LHB 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 the LHB.

2.2 The purpose of the Committee” is to make and monitor arrangements for the control and management of the LHBs Charitable Funds.

### 3. SCOPE AND DUTIES

3.1 Within the budget, priorities and spending criteria determined by the LHB 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).

3.2 To ensure that the LHB 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

3.3 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 the LHB’s investment adviser.

3.4 To oversee and monitor the functions performed by the Executive Director of Finance as defined in Standing Financial Instructions.

3.5 To respond to, and monitor the level of, donations and legacies received, including the progress of any Charitable Appeal Funds.

- 3.6 To monitor and review the LHB'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.
- 3.7 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,,
- 3.8 To keep the reserve policy under review to ensure that balances are not inappropriately retained.
- 3.9 To establish and approve the Terms of Reference and Scheme of Delegation for a Charitable Funds Advisory Group to review specific funding applications. To receive reports from the Chair of the Advisory Group at each Committee meeting for scrutiny and ratification.
- 3.10 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.
- 3.11 To receive, scrutinise and approve the Charity's Annual Report and Accounts on behalf of the Health Board.

#### **4. DELEGATED POWERS AND DUTIES OF THE DIRECTOR OF FINANCE**

- 4.1 The Executive Director of Finance has prime responsibility for the LHB's Charitable Funds as defined in the LHB's Standing Financial Instructions. The specific powers, duties and responsibilities delegated to the Executive Director of Finance are:-
- Administration of all existing charitable funds;
  - To identify any new charity that may be created (of which the LHB is trustee) and to deal with any legal steps that may be required to formalise the trusts of any such charity;
  - Provide guidelines with respect to donations, legacies and bequests, fundraising and trading income;
  - Responsibility for the management of investment of funds held on Trust;
  - Ensure appropriate banking services are available to the LHB;
  - Prepare reports to the LHB Board including the Annual Accounts and Annual report;
  - To monitor the balance of monies held within the Fund

- To ensure that all expenditure (where appropriate) is ordered through the procurement process

## **5. AUTHORITY**

5.1 The Committee is empowered with the responsibility for:-

- 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.
- 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:
  - a) The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it;
  - b) There are in place adequate internal controls and procedures which will ensure that the power is being exercised properly and prudently;
  - c) The performance of the person or persons exercising the delegated power is regularly reviewed;
  - d) Where an investment manager is appointed, that the person is regulated under the Financial Services Act 1986;
  - e) 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.
- Ensuring that the banking arrangements for the charitable funds should be kept entirely distinct from the LHB's NHS funds.
- Separate current and deposit accounts should be minimised consistent with meeting expenditure obligations.
- The amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments.
- 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.
- Obtaining appropriate professional advice to support its investment activities.

- Regularly reviewing investments to see if other opportunities or investment managers offer a better return.

## 5.2 Authority

5.2.1 The Committee is authorised by the Board of Trustees to 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
- Any other committee, sub committee or group set up by the Board to assist it in the delivery of its functions.

5.2.2 The Committee is authorised by the Board of Trustees to 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 Boards procurement, budgetary and other requirements.

## 6. MEMBERSHIP

### 6.1 Members

Seven (7) Members

Members	Up to four (4) Independent Members including the Chair and Vice Chair of the committee, plus three (3) Executive Members
Chair	An Independent Member
Vice Chair	Another Independent Member of the Committee
Executive members	Executive Director of Finance (Lead Director) Executive Director of Planning and Performance Executive Medical Director
Secretary	As determined by the Board Secretary

### 6.2 In attendance

6.2.1 The Committee may require the attendance for advice, support and information routinely at meetings from:

Charitable Funds Accountant  
Charitable Funds Fundraising Manager  
LHB Investment Advisor

6.2.2 Other Directors will attend as required by the Committee Chair, as well any

others from within or outside the organisation who the committee considers should attend, taking into account the matters under consideration at each meeting.

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

### **6.3 Member Appointments**

6.3.1 The membership of the Committee shall be determined by the Board of Trustees, based on the recommendation of the LHB 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.

6.3.2 Appointed Independent Members shall hold office on the Committee for a period of up to 2 years. Tenure of appointments will be staggered to ensure business continuity. Independent Members may be reappointed up to a maximum period of 4 years.

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

### **6.4 Secretariat**

6.4.1 Secretary: as determined by the Board Secretary.

### **6.5 Support to Committee Members**

6.5.1 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
- Co-ordinate the provision of a programme of organisational development for committee members.

## **7. COMMITTEE MEETINGS**

### **7.1 Quorum**

7.1.1 At least three members must be present to ensure the quorum of the Committee, one of whom should be the committee Chair or Vice-Chair and one Executive Director.

### **7.2 Frequency of Meetings**

7.2.1 Meetings shall be held quarterly and otherwise as the Committee Chairs deems necessary - consistent with the LHB's annual plan of Board Business.

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

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

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

8.1 The Committee, through the Committee Chair and members, shall maximise cohesion and integration across all aspects of governance and assurance through the:

- joint planning and co-ordination of Board and Committee business; and
- sharing of information, as appropriate .

8.2 The Committee shall embed the LHBs corporate standards, priorities and requirements, e.g., equality and human rights 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.

8.3 The requirements for conduct of business as set out in the LHBs Standing Orders and Board Standards are equally applicable to the operation of the Committee.

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

9.1 The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board of Trustees on the Committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports, as well as the presentation of an annual report;
- bring to the Board of Trustee's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the LHB Chair, Chief Executive or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the LHB.

9.2 The Board Secretary, on behalf of the Board of Trustees, 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 LHB/Trusts 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 Health Board for approval.

## **12. CHAIR'S ACTION ON URGENT MATTERS**

12.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings. In these circumstances, the Committee Chair, supported by the Committee Secretariat as appropriate, may deal with the matter on behalf of the Board of Trustees – after first consulting with two other Members of the Committee, one of whom must be an Executive Member. The Secretariat must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

12.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring decision.

## **13. DATE OF ACCEPTING THE TERMS OF REFERENCE AND APPROVAL**

Approved 10.12.19

V10.0

## **DIGITAL AND INFORMATION GOVERNANCE COMMITTEE**

### **1. INTRODUCTION**

The Board shall establish a committee to be known as the Digital and Information Governance Committee (DIG). The detailed terms of reference and operating arrangements in respect of this Committee are set out below.

### **2. PURPOSE**

The purpose of the Committee is to advise and assure the Board in discharging its responsibilities with regard to the quality and integrity; safety and security and appropriate access and use of information to support health improvement and the provision of high quality healthcare.

The Committee will seek assurance on behalf of the Board in relation to the Health Board's arrangements for appropriate and effective management and protection of information (including patient and personal information) in line with legislative and regulatory responsibilities.

The Committee will also provide advice and assurance to the Board in relation to the direction and delivery of the Digital and Information Governance Strategies to drive continuous improvement and support IT enabled health care to achieve the objectives of the Health Board's integrated medium term plan.

### **3. DELEGATED POWERS**

**3.1** The Committee, in respect of its provision of advice and assurance will, and is authorised by the Board to: -

- 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;
- oversee the direction and delivery of the Health Board's digital and information governance strategies to drive change and transformation in line with the Health Board's integrated medium term plan that will support modernisation through the use of information and technology;
- consider the information governance and digital implications arising from the development of the Health Board's corporate strategies and plans or those of its stakeholders and partners;

- consider the information governance and digital implications for the Health Board of internal and external reviews and reports;
- 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).

**3.2** The Committee will, in respect of its assurance role, seek assurances that information governance and the digital (including patient records) arrangements are appropriately designed and operating effectively to ensure the safety, security, integrity and effective use of information to support the delivery of high quality, safe healthcare across the whole of the Health Board's activities.

**3.3** To achieve this, the Committee's programme of work will be designed to ensure that, in relation to information governance, digital and patient records:

- there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;
- there is a citizen centred approach, striking an appropriate balance between openness and confidentiality in the management and use of information and technology;
- the handling and use of information and information systems across the organisation is consistent, and based upon agreed standards;
- there is effective communication, engagement and the workforce is appropriately trained, supported and responsive to requirements in relation to the effective handling and use of information (including IT Systems) – consistent with the interests of patients and the public;
- there is effective collaboration with partner organisations and other stakeholders in relation to the sharing of information in a controlled manner, to provide the best possible outcomes for its citizens (in accordance with the Wales Accord for the Sharing of Personal Information and Caldicott requirements);
- the integrity of information is protected, ensuring valid, accurate, complete and timely information is available to support decision making across the organisation;
- the Health Board is meeting its responsibilities with regard to the General Data Protection Regulation, the Freedom of Information Act, Caldicott, Information Security, Records Management, Information Sharing, national Information Governance policies and Information Commissioner's Office Guidance;

- The Health Board is safeguarding its information, technology and networks through monitoring compliance with the Security of Network and Information Systems regulations and relevant standards;
- all reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the safety, security and use of information, and in particular that:
  - Sources of internal assurance are reliable, and have the capacity and capability to deliver;
  - Recommendations made by internal and external reviewers are considered and acted upon on a timely basis;
  - Lessons are learned from breaches in the safe, secure and effective use of information, as identified for example through reported incidents, complaints and claims; and
  - Training needs are assessed and met.
- receive assurance on the delivery of the digital and information governance operational plans including performance against the annual Digital Capital Programme;
- seek assurance on the effectiveness and impact of the Health Board's Digital Transformation Plans;
- seek assurance on the performance and delivery of the rollout of the core national IT systems which could have significant impact on the Health Board's operational services and escalate to the Board as appropriate.

**3.4** The Committee will receive assurance on compliance with key performance indicators in relation to the quality and effectiveness of information and information systems against which the Health Board's performance will be regularly assessed.

**3.5** Maintain oversight of the effectiveness of the relationships and governance arrangements with partner organisations in relation to digital and information governance. This will include NHS Wales Informatics Service (NWIS).

#### **4. AUTHORITY**

**4.1** The Committee may investigate or have investigated any activity 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** May 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** May consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business;
- 4.4** Will 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.

## **5. SUB-COMMITTEES**

- 5.1** The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups carry out on its behalf specific aspects of Committee business.

## **6. MEMBERSHIP**

### **6.1 Members**

Four Independent Members of the Board

### **6.2 In Attendance**

Executive Medical Director (lead director)  
Chief Information Officer, Digital  
Senior Information Risk Owner (SIRO)  
Caldicott Guardian  
Lead Director of Information Governance Department  
Assistant Director Information Governance & Assurance/ Data Protection Officer (DPO)

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

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

### **6.3 Member Appointments**

- 6.3.1 The membership of the Committee shall be determined by the Chairman 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.

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

#### **6.4 Secretariat**

6.4.1 Secretary: as determined by the Board Secretary.

#### **6.5 Support to Committee Members**

6.5.1 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, this should include either the Chair or the Vice-Chair of the Committee. In the interests of effective governance it is expected that at least one of those named officers listed above will also be in attendance.

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

7.2.1 Meetings shall be routinely be held on a quarterly basis.

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

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

### **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 joint planning and co-ordination of Board and Committee business; and
- 8.3.2 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.

## **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, the presentation of an annual report; and membership of the Health Board's committee business management group.

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.

**9.2** The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

## **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.

**Approved by Audit Committee 12.12.19 Ratified by Board Jan 2020**

V3.0

## **FINANCE AND PERFORMANCE COMMITTEE**

### **1. INTRODUCTION**

**1.1** The Board shall establish a committee to be known as Finance and Performance Committee (F&P). 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 and performance and delivery. This includes the Board's Capital Programme and Workforce activity.

### **3. DELEGATED POWERS**

**3.1** The Committee, in respect of its provision of advice and assurance will, and is authorised by the Board to: -

#### **3.1.1 Financial Management**

- seek assurance on the Financial Planning process and consider Financial Plan proposals
- monitor financial performance and cash management against revenue budgets and statutory duties;
- 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;
- receive assurance with regard to the Health Board Turnaround programme progress and impact/pace of implementation of organisational savings plans.
- receive quarterly assurance reports arising from performance reviews, including performance and accountability reviews of individual directorates, divisions and sites.
- to determine any new awards in respect of Primary Care contracts

#### **3.1.2. Performance Management and accountability**

- approve the Health Board's overall Performance Management Framework (to be reviewed on a three yearly basis or sooner if required).
- ensure detailed scrutiny of the performance and resources dimensions of the Integrated Quality and Performance Report (IQPR);
- monitor performance and quality outcomes against Welsh Government targets including access times, efficiency measures and other performance improvement indicators, including local targets;

- review in year progress in implementing the financial and performance aspects of the Integrated Medium Term Plan (IMTP);
- review and monitor performance against external contracts
- receive assurance reports arising from Performance and Accountability Reviews of individual teams.
- Receive assurance reports in respect of the Shared Services Partnership.

### **3.1.3 Capital Expenditure and Working Capital**

- approve and monitor progress of the Capital Programme.

### **3.1.4 Workforce**

- Monitor performance against key workforce indicators as part of the IQPR;
- Monitor the financial aspects of workforce planning to meet service needs in line with agreed strategic plans.
- 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.
- 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.

## **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** May 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** May consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business;
- 4.4** Will 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.

## **5. SUB-COMMITTEES**

- 5.1** The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups carry out on its behalf specific aspects of Committee business.

## **6. MEMBERSHIP**

### **6.1 Members**

Four Independent Members of the Board

### **6.2 In attendance**

Executive Director of Finance (Lead Director)  
Executive Medical Director  
Executive Director of Workforce and Organisational Development  
Executive Director of Planning & Performance  
Director of Turnaround

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

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

### **6.3 Member Appointments**

- 6.3.1** The membership of the Committee shall be determined by the Chairman 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.

- 6.3.2** 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 Chairman of the Board. Independent Members may be reappointed to the Committee up to a maximum period of 8 years.

### **6.4 Secretariat**

Secretary – as determined by the Board Secretary.

## **6.5 Support to Committee Members**

6.5.1 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, this should include either the Chair or the Vice-Chair of the Committee. 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 be routinely be held on a monthly basis.

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

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

## **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 joint planning and co-ordination of Board and Committee business; and

### 8.3.2 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.

## 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 as well as the presentation of 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.

- 9.2** The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

## 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.

**Amendments recommended by Audit Committee 30.5.19  
Ratified by Board 25.7.19 V5.0**

## MENTAL HEALTH ACT COMMITTEE

### 1. INTRODUCTION

1.1 The Board shall establish a committee to be known as the **Mental Health Act Committee**. The detailed terms of reference and operating arrangements in respect of this Committee are set out below. Background information in relation to the Mental Health Act, the Mental Health Measure and the Mental Capacity Act is set out in Annex 1. The Committee will also consider, when appropriate, any other legislation that impacts on mental health and mental capacity. It will regularly report to the Board and advise it of any areas of concern.

### 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
- the Human Rights Act 1998
- the United Nations Convention on the Rights of People with Disabilities
- the associated Regulations and local Policies

### 3. DELEGATED POWERS AND AUTHORITY

3.1 The Committee, in respect of its provision of advice and assurance will and is authorised by the Board to: -

- 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;
- identify matters of risk relating to Mental Health and Capacity legislation and seek assurance that such risks are being mitigated;
- monitor the use of the legislation and consider local trends and benchmarks;

- consider matters arising from the Hospital Managers' Power of Discharge Sub-Committee;
- ensure that **all** other relevant associated legislation is considered in relation to Mental Health and Capacity legislation;
- consider matters arising from visits undertaken by Healthcare Inspectorate Wales Review\* Service for Mental Health in particular, issues relating to Mental Health Act 1983 and monitor action plans that inform responses to HIW reports;
- consider any reports made by the Public Services Ombudsman for Wales regarding complaints about Mental Health and Capacity legislation;
- receive and review reports on the approval for all Wales Approved Clinicians and Section 12(2) Doctors;
- consider and approve on behalf of the Board any LHB 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;
- receive and review DoLS reports regarding authorisations and associated reasons;
- receive and review reports on the implementation of the Mental Health Measure and be satisfied that positive outcomes for people are being achieved;
- 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;
- 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;
- consider any other information, reports, etc. that the Committee deems appropriate.
- 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.
- obtain outside legal or other independent professional advice and to secure the attendance of non members with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements;

\*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.

### **Sub Committees/Panels**

3.2 The Committee may, subject to the approval of the Health Board, establish Sub-Committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

3.3 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 Sub-Committee, terms of reference for which are attached as Annex 2.

3.4 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).

3.5 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 Sub-Committee.

## 4. MEMBERSHIP

### 4.1 Members

Four Independent Members of the Board to include one who is a Member of the Quality, Safety and Experience Committee and one who shall be the Chair of the Power of Discharge Sub-Committee.

### 4.2 In attendance

Director of Mental Health & Learning Disabilities  
 Executive Director of Nursing and Midwifery  
 Medical Director for Mental Health  
 Nursing Director for Mental Health  
 Mental Health Director  
 Mental Health Act Manager  
 Service User Representative  
 Carer Representative  
 Social Services Representative  
 North Wales Police Representative  
 Welsh Ambulance Services NHS Trust Representative  
 IMCA Advocacy provider Representative  
 IMHA Advocacy provider Representative  
 MCA representative  
 DoLS representative  
 Two Associate Hospital Managers (as nominated by the Power of Discharge Sub-Committee) appointed for a period of four years with re-appointment not to exceed a maximum of eight years in total.

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

#### **4.4 Trade Union Partners are welcome to attend the public session of the Committee**

#### **4.4 Member Appointments**

4.4.1 The membership of the Committee shall be determined by the Board, based on the recommendation of the Health Board 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. This includes the appointment of the Chair and Vice-Chair of the Committee who shall be Independent Members. The Vice-Chair of the Health Board will be the Chair of this Committee and shall retain the role of Chair of this Committee throughout their tenure of appointment.

4.4.2 Other 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 from the Committee by the Board. Independent Members may be reappointed up to a maximum period of 8 years.

#### **4.5 Secretariat**

4.5.1 Secretary: as determined by the Board Secretary.

#### **4.6 Support to Committee Members**

4.6.1 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.

### **5. COMMITTEE MEETINGS**

#### **5.1 Quorum**

5.1.1 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.

#### **5.2 Frequency of Meetings**

5.2.1 Meetings shall routinely be held on a quarterly basis.

#### **5.3 Withdrawal of individuals in attendance**

5.3.1 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of

particular matters.

## **6. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES**

6.1 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.

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

6.3 The Committee, through its Chair and members, shall work closely with the Board's other Committees to provide advice and assurance to the Board through the:

- 6.3.1 joint planning and co-ordination of Board and Committee business; and
- 6.3.2 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.

6.4 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. REPORTING AND ASSURANCE ARRANGEMENTS**

7.1 The Committee Chair shall:

7.1.1 report formally, regularly and on a timely basis to the Board on the Committee's activities, via the Chair's assurance report as well as the presentation of an annual Committee report;

7.1.2 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.

7.2 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

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

8.1 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

## **9. REVIEW**

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

V4.0 Approved:

Audit Committee 30.5.19

Chair's Report to Board 25.7.19

## QUALITY, SAFETY AND EXPERIENCE COMMITTEE

### 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 quality, safety, patients and service user experience of health services.

### 3) DELEGATED POWERS

- 3.1 The Committee, in respect of its provision of advice and assurance will and is authorised by the Board to:-

3.1.1 ensure that arrangements for the quality and safety of patient care are in accordance with its corporate goals, stated priorities within the Quality Improvement Strategy and the principle of continuous quality improvement including organisational learning;

3.1.2 ensure the adequacy of safeguarding and infection, prevention and control arrangements;

3.1.3 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;

3.1.4 seek assurance on the robustness and appropriateness of Health and Safety arrangements across the Health Board including aspects impacting on patient care, quality and safety and experience;

3.1.5 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'.

3.1.6 Receive assurances from the Quality Improvement Strategy and Legislation Assurance Framework 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;

3.1.7 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).

3.1.8 Review and seek assurance on the appropriateness of the quality indicators defined within the Integrated Quality and Performance Report (IQPR) and scrutinize the quality dimensions contained within the IQPR;

3.1.9 Review the sustainability of service provision across the Health Board in terms of quality of service, patient experience and model of care provided.

3.1.10 provide advice and assurance to the Board regarding the quality impact assessment of strategic plans as appropriate;

3.1.11 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 and Patient Experience matters.
- 4.4 It will 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;

## **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**

Four 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  
Director of Performance  
Executive Director of Workforce & Organisational Development  
Executive Director of Public Health  
Associate Director of Quality Assurance  
Director of Mental Health & Learning Disabilities  
Senior Associate Medical Director / 1000 Lives Clinical Lead  
Chair of Healthcare Professionals Forum -Associate Board Member  
Representative of Community Health Council

6.2.1 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.

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

### **6.3 Member Appointments**

6.3.1 The membership of the Committee shall be determined by the Chairman 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.

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

### **6.4 Secretariat**

6.4.1 Secretary: as determined by the Board Secretary.

## **6.5 Support to Committee Members**

6.5.1 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 be routinely be held on a bi-monthly basis.

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

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

## **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 the Quality and Safety Group (QSG)

## **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 as well as the presentation of 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.

- 9.2** The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation. In doing so account will be taken of the requirements set out in the NHS Wales Quality and Safety Committee Handbook.

## **10) 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.

**Date of approval:**

Audit Committee 30.5.19

Health Board 25.7.19

V6.0

**Betsi Cadwaladr University Health Board**  
**Terms of Reference and Operating Arrangements**

**REMUNERATION AND TERMS OF SERVICE  
COMMITTEE**

## **1. INTRODUCTION**

- 1.1** The Board shall establish a committee to be known as the Remuneration and Terms of Service Committee (**R&TS**). 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 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;
  - 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
  - to perform certain, specific functions as delegated by the Board and listed below.

## **3. DELEGATED POWERS AND AUTHORITY**

- 3.1** The Committee, in respect of its provision of advice and assurance will and is authorised by the Board to: -
- 3.1.1** 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

- 3.1.2 consider and approve Voluntary Early Release scheme applications and severance payments in line with Standing Orders and extant Welsh Government guidance.
- 3.1.3 to monitor compliance with issues of professional registration, including the revalidation processes for medical and dental staff and registered nurses, midwives and health visitors and Allied professionals.
- 3.1.4 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;
- 3.1.5 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.
- 3.1.6 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;
- 3.1.7 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.
- 3.1.8 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.

#### **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**

- Four Independent Members of the Board
- The Chair of the Audit Committee will be appointed to this Committee either as Vice-Chair or a member.

## **5.2 In attendance**

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

Other Directors will attend as required by the Committee Chair, as well any others from within or outside the organisation who the Committee considers should attend, taking into account the matters under consideration at each meeting. A Trade Union Partner Chair of the Local Partnership Forum will be in attendance at meetings held in public as an ex-officio member.

## **5.3 Member Appointments**

5.3.1 The membership of the Committee shall be determined by the Chairman 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.

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

## **5.4 Secretariat**

5.4.1 Secretary: as determined by the Board Secretary.

## **5.5 Support to Committee Members**

5.5.1 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 at least one Executive Director will also be in attendance.

## **6.2 Frequency of Meetings**

6.2.1 The Chair of the Committee, in agreement with Committee Members, shall determine the timing and frequency of meetings, as deemed necessary. It is expected that the Committee shall meet at least once a year, consistent with the Health Board's annual plan of Board Business.

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

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

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

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 to provide advice and assurance to the Board through the:

7.3.1 joint planning and co-ordination of Board and Committee business; and

7.3.2 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.

## **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 as well as the

presentation of an annual Committee 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.

- 8.2** The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

## **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.

### **Date of approval**

Audit Committee

Health Board – November 2019.

V6.0 Approved

## **STRATEGY, PARTNERSHIPS AND POPULATION HEALTH COMMITTEE**

### **1 INTRODUCTION**

- 1.1 The Board shall establish a committee to be known as the Strategy, Partnerships and Population Health Committee (SP&PH). The detailed terms of reference and operating arrangements set by the Board 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 of the Health Board's strategies and plans for the delivery of high quality and safe services, consistent with the Board's overall strategic direction and any requirements and standards set for NHS bodies in Wales. The Committee will do this by ensuring that strategic collaboration and effective partnership arrangements are in place to improve population health and reduce health inequalities.

### **3 DELEGATED POWERS**

3.1 The Committee, in respect of its provision of advice and assurance will and is authorised by the Board to:-

- 3.1.1 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;
- 3.1.2 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;
- 3.1.3 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;
- 3.1.4 Receive regular performance and assurance reports from the Public Service Boards and Regional Partnership (Social Services and Partnership part 9 Board and Mental Health Partnership Board).
- 3.1.5 Ensure that the Health Board meets its duties in relation to Welsh language, civil contingencies legislation and emergency preparedness;
- 3.1.6 Ensure the alignment of supporting strategies such as Workforce,

Capital Planning, Estates infrastructure and Information, Communications and Technology (ICT) in the development of the Strategic Plans;

- 3.1.7 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.
- 3.1.8 Ensure appropriate arrangements for continuous engagement are in place; and review assurances on Consultation feedback.

#### **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 committees, sub-committee or group set up by the Board to assist it in the delivery of its functions.

4.2 It may 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 Strategy, Partnerships and Population Health matters.

4.4 It will 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.

#### **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**

Four independent members of the Board

### **6.2 In attendance**

Executive Director of Planning and Performance (Lead Director)  
Executive Director of Public Health  
Executive Director of Workforce and Organisational  
Development  
Executive Director Primary and Community Services  
Chair of Stakeholder Reference Group

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

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

### **6.3 Member Appointments**

6.3.1 The membership of the Committee shall be determined by the Chairman 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.

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

### **6.4 Secretariat**

6.4.1 Secretary: as determined by the Board Secretary.

### **6.5 Support to Committee Members**

6.5.1 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 one Executive Director will also be in attendance.

### **7.2 Frequency of Meetings**

7.2.1 Meetings shall be routinely be held on a bi-monthly basis.

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

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

## **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 joint planning and co-ordination of Board and Committee business; and

8.3.2 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.

## **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 as well as the presentation of 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.

- 9.2** The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

## **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.

**Amendments proposed by Audit committee 30.5.19**

**Ratified by Board 25.7.19**

**V5.0**