



GIG
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NHS
WALES

Bwrdd Iechyd Prifysgol
Betsi Cadwaladr
University Health Board

Standing Orders

Reservation and Delegation of
Powers

For Betsi Cadwaladr

University Local Health

Board

April 2018

Foreword

Local Health Boards (LHBs) in Wales must agree Standing Orders (SOs) for the regulation of their proceedings and business. They are designed to translate the statutory requirements set out in the Local Health Boards (Constitution, Membership and Procedures) (Wales) Regulations 2009 (S.I. 2009/779 (W.67)) into day to day operating practice, and, together with the adoption of a Scheme of decisions reserved to the Board; a Scheme of delegations to officers and others; and Standing Financial Instructions (SFIs), they provide the regulatory framework for the business conduct of the LHB.

These documents form the basis upon which the LHB's governance and accountability framework is developed and, together with the adoption of the LHB's Values and Standards of Behaviour framework, is designed to ensure the achievement of the standards of good governance set for the NHS in Wales.

All LHB Board members and officers must be made aware of these Standing Orders and, where appropriate, should be familiar with their detailed content. The Board Secretary will be able to provide further advice and guidance on any aspect of the Standing Orders or the wider governance arrangements within the LHB.

Further information on governance in the NHS in Wales may be accessed at www.NHSWalesGovernance.com

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Section A – Introduction

Statutory framework

- i) The Betsi Cadwaladr University Local Health Board (the LHB) is a statutory body that was established on 1st June 2009 and became operational on the 1 October 2009 under **The Local Health Boards (Establishment and Dissolution) (Wales) Order 2009 (S.I. 2009/778 (W.66))**, “the Establishment Order”.
- ii) The principal place of business of the LHB is – **Ysbyty Gwynedd, Penrhosgarnedd, Bangor Gwynedd LL57 2PW**
- iii) All business shall be conducted in the name of Betsi Cadwaladr University LHB, and all funds received in trust shall be held in the name of the LHB as a corporate Trustee.
- iv) LHBs are corporate bodies and their functions must be carried out in accordance with their statutory powers and duties. Their statutory powers and duties are mainly contained in the **NHS (Wales) Act 2006 (c.42)** which is the principal legislation relating to the NHS in Wales. Whilst the **NHS Act 2006 (c.41)** applies equivalent legislation to the NHS in England, it also contains some legislation that applies to both England and Wales. The NHS (Wales) Act 2006 and the NHS Act 2006 are a consolidation of the NHS Act 1977 and other health legislation which has now been repealed. The NHS (Wales) Act 2006 contains various powers of the Welsh Ministers to make subordinate legislation and details how LHBs are governed and their functions.
- v) Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Minister has made **the Local Health Boards (Constitution, Membership and Procedures) (Wales) Regulations 2009 (S.I. 2009/779 (W.67))** (“The Constitution Regulations”) which set out the constitution and membership arrangements of LHBs. Sections 12 and 13 of the NHS (Wales) Act 2006 provide for Welsh Ministers to confer functions on LHBs and to give directions about how they exercise those functions. LHBs must act in accordance with those directions. Most of the LHB’s statutory functions are set out in the **Local Health Boards (Directed Functions) (Wales) Regulations 2009 (S.I. 2009/1511 (W.147))**.
- vi) However in some cases the relevant function may be contained in other legislation. In exercising their powers LHBs must be clear about the statutory basis for exercising such powers.
- vii) **The Welsh Health Specialised Services Committee (Wales) Directions 2009 (2009/35)** provide that the seven LHBs in Wales will work jointly to

exercise functions relating to the planning and securing of specialised and tertiary services and for the purpose of jointly exercising those functions will establish the Welsh Health Specialised Services Committee (“the Joint Committee”). Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Minister has made **The Welsh Health Specialised Services Committee (Wales) Regulations 2009 (S.I. 2009/3097 (W.270))** which make provision for the constitution and membership of the Joint Committee including its procedures and administrative arrangements.

- viii) In addition to directions the Welsh Ministers may from time to time issue guidance which LHBs must take into account when exercising any function.
- ix) As a statutory body, the LHB has specified powers to contract in its own name and to act as a corporate trustee. The LHB also has statutory powers under sections 194 and 195 of the NHS (Wales) Act 2006 to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- x) The **National Health Service Bodies and Local Authorities Partnership Arrangements (Wales) Regulations 2000 (S.I. 2000/2993 (W.193))** made under section 33 of the NHS (Wales) Act 2006 enable LHBs, NHS Trusts and Local Authorities to enter into any partnership arrangements to exercise certain NHS functions and health-related functions as specified in the Regulations. The arrangement can only be made if it is likely to lead to an improvement in the way in which NHS functions and health-related functions are exercised, and the partners have consulted jointly with all affected parties, and the arrangements fulfil the objectives set out in the health improvement plan of the relevant health plan.
- xi) Section 72 of the NHS Act 2006 places a duty on NHS bodies to co-operate with each other in exercising their functions.
- xii) Section 82 of the NHS Act 2006 places a duty on NHS bodies and local authorities to co-operate with one another in order to secure and advance the health and welfare of the people of England and Wales.
- xiii) Section 5 of the Welsh Language Act 1993 (c.38) places a duty on public bodies to implement a Welsh Language Scheme which outlines how the LHB will comply with its statutory responsibility to provide services through the medium of Welsh. The Welsh Language (Wales) Measure 2011 (2011 nawm 1) makes provision with regards to the development of standards of conduct relating to the Welsh language which will replace the existing system of Welsh Language Schemes provided for by the 1993 Act.
- xiv) LHBs are also bound by any other statutes and legal provisions which govern the way they do business. The powers of LHBs established under statute shall be exercised by LHBs meeting in public session, except as

otherwise provided by these SOs.

- xv) LHBs shall issue an indemnity to any Chair and Independent Member in the following terms: “A Board [or Committee] member, who has acted honestly and in good faith, will not have to meet out of their personal resources any personal liability which is incurred in the execution of their Board function. Such cover excludes the reckless or those who have acted in bad faith”.

NHS framework

- xvi) In addition to the statutory requirements set out above, LHBs must carry out all business in a manner that enables them to contribute fully to the achievement of the Welsh Government’s vision for the NHS in Wales and its standards for public service delivery. The governance standards set for the NHS in Wales are based upon the Welsh Government’s Citizen Centred Governance principles. These principles provide the framework for good governance and embody the values and standards of behaviour that is expected at all levels of the service, locally and nationally.
- xvii) Adoption of the principles will better equip LHBs to take a balanced, holistic view of their organisations and their capacity to deliver high quality, safe healthcare services for all its citizens within the NHS framework set nationally.
- xviii) The overarching NHS governance and accountability framework incorporates these SOs; the Schedules of Reservation and Delegation of Powers; SFIs together with a range of other frameworks designed to cover specific aspects. These include the NHS Values and Standards of Behaviour Framework; the *‘Doing Well, Doing Better: Standards for Health Services in Wales’* (formally the Healthcare Standards) Framework, the NHS Risk and Assurance Framework, and the NHS planning and performance management systems.
- xix) The Welsh Ministers, reflecting their constitutional obligations, have stated that sustainable development should be the central organising principle for the public sector and a core objective for the restructured NHS in all it does.
- xx) Full, up to date details of the other requirements that fall within the NHS framework – as well as further information on the Welsh Government’s Citizen Centred Governance principles - are provided on the NHS Wales Governance e-manual which can be accessed at www.NHSWalesGovernance.com. Directions or guidance on specific aspects of LHB business are also issued in hard copy, usually under cover of a Ministerial letter.

Local Health Board Framework

- xxi) Schedule 2 provides details of the key documents that, together with these SOs, make up the LHB's governance and accountability framework. These documents must be read in conjunction with these SOs and will have the same effect as if the details within them were incorporated within the SOs themselves.
- xxii) LHBs will from time to time agree and approve policy statements which apply to the LHB's Board members and/or all or specific groups of staff employed by Betsi Cadwaladr University LHB and others. The decisions to approve these policies will be recorded in an appropriate Board minute and, where appropriate, will also be considered to be an integral part of the LHB's SOs and SFIs. Details of the LHB's key policy statements are also included in Schedule 2.
- xxiii) LHBs shall ensure that an official is designated to undertake the role of the Board Secretary (the role of which is set out in paragraph xxxi below).
- xxiv) For the purposes of these SOs, the members of the LHB shall collectively to be known as "the Board" or "Board members"; the officer and non-officer members shall be referred to as Executive Directors and Independent Members respectively; and the Chief Officer and the Chief Finance Officer shall respectively be known as the Chief Executive and the Director of Finance – SOs 1.1.2 refers.

Applying Standing Orders

- xxv) The SOs of the LHB (together with SFIs and the Values and Standards of Behaviour Framework), will, as far as they are applicable, also apply to meetings of any formal Committees established by the LHB, including any Advisory Groups, sub-Committees, joint-Committees and joint sub-Committees. These SOs may be amended or adapted for the Committees as appropriate, with the approval of the Board. *Further details on committees may be found in Schedule 3 of these SOs.*
- xxvi) Full details of any non compliance with these SOs, including an explanation of the reasons and circumstances must be reported in the first instance to the Board Secretary, who will ask the Audit Committee to formally consider the matter and make proposals to the Board on any action to be taken. All Board members and LHB officers have a duty to report any non compliance to the Board Secretary as soon as they are aware of any circumstance that has not previously been reported.
Ultimately, failure to comply with SOs is a disciplinary matter that could result in an individual's dismissal from employment or removal from the Board.

Variation and amendment of Standing Orders

- xxvii) Although these SOs are subject to regular, annual review by the LHB, there may, exceptionally, be an occasion where it is necessary to vary or

amend the SOs during the year. In these circumstances, the Board Secretary shall advise the Board of the implications of any decision to vary or amend SOs, and such a decision may only be made if:

- The variation or amendment is in accordance with regulation 15 of the Constitution Regulations and does not contravene a statutory provision or direction made by the Welsh Ministers;
- The proposed variation or amendment has been considered and approved by the Audit Committee and is the subject of a formal report to the Board; and
- A notice of motion under Standing Order 6.5.14 has been given.

Interpretation

xxviii) During any Board meeting where there is doubt as to the applicability or interpretation of the SOs, the Chair of the LHB shall have the final say, provided that his or her decision does not conflict with rights, liabilities or duties as prescribed by law. In doing so, the Chair shall take appropriate advice from the Board Secretary and, where appropriate the Chief Executive or the Director of Finance (in the case of SFIs).

xxix) The terms and provisions contained within these SOs aim to reflect those covered within all applicable health legislation. The legislation takes precedence over these SOs when interpreting any term or provision covered by legislation.

The role of the Board Secretary

xxx) The role of the Board Secretary is crucial to the ongoing development and maintenance of a strong governance framework within LHBs, and is a key source of advice and support to the LHB Chair and other Board members. Independent of the Board, the Board Secretary acts as the guardian of good governance within the LHB:

- Providing advice to the Board as a whole and to individual Board members on all aspects of governance;
- Facilitating the effective conduct of LHB business through meetings of the Board, its Committees and Advisory Groups;
- Ensuring that Board members have the right information to enable them to make informed decisions and fulfil their responsibilities in accordance with the provisions of these SOs;
- Ensuring that in all its dealings, the Board acts fairly, with integrity, and without prejudice or discrimination;
- Contributing to the development of an organisational culture that embodies NHS values and standards of behaviour; and
- Monitoring the LHB's compliance with the law, SOs and the governance and accountability framework set by the Welsh Ministers.

- xxxii) As advisor to the Board, the *Board Secretary's* role does not affect the specific responsibilities of Board members for governing the organisation. The Board Secretary is directly accountable for the conduct of their role to the Chair [and Chief Executive], and reports on a day to day basis to the Chief Executive.
- xxxiii) Further details on the role of the Board Secretary within Betsi Cadwaladr University LHB, including details on how to contact them, are available from the Office of the Board Secretary, Carlton Court, St Asaph Business Park, St Asaph, LL17 OJG.

Section B – Standing Orders

1. THE LOCAL HEALTH BOARD

- 1.0.1 The LHB's principal role is to ensure the effective planning and delivery of the local NHS system, within a robust governance framework, to achieve the highest standards of patient safety and public service delivery, improve health and reduce inequalities and achieve the best possible outcomes for its citizens, and in a manner that promotes human rights.
- 1.0.2 The LHB was established by the **Local Health Boards (Establishment and Dissolution) (Wales) Order 2009** (S.I. 2009/778 (W.66)) and most of its functions are contained in the **Local Health Boards (Directed Functions) (Wales) Regulations 2009** (S.I. 2009/1511 (W.147)). The LHB must ensure that all its activities are in exercise of those functions or other statutory functions that are conferred on it.
- 1.0.3 To fulfil this role, the LHB will work with all its partners and stakeholders in the best interests of its population.

Membership of the Local Health Board

- 1.1.1 The membership of the LHB shall be no more than 20 members comprising the Chair and the Vice Chair (both appointed by the Cabinet Secretary for Health, Wellbeing and Sport), the Chief Executive (appointed by the Board with the involvement of the Chief Executive, NHS Wales) and officer and non officer members.
- 1.1.2 For the purposes of these SOs, the members of the LHB shall collectively to be known as "the Board" or "Board members"; the officer and non-officer members (which will include the Chair) shall be referred to as Executive Directors and Independent Members respectively; and the Chief Officer and the Chief Finance Officer shall respectively be known as the Chief Executive and the Director of Finance. All such members shall have full voting rights. There may also be Associate Members who do not have voting rights.

Officer Members [to be known as Executive Directors]

- 1.1.3 A total of 9 (including the Chief Executive), appointed by the Board, whose responsibilities include the following areas: Medical; Finance; Nursing; Therapies & Health Sciences; Primary Care and Community Services; operational planning (Chief Operating Officer); Strategy; Workforce and Organisational Development and Public Health. Executive Directors may have other responsibilities as determined by the Board and set out in the scheme of delegation to officers. In addition the Board has appointed a Director of Mental Health & Learning Disabilities, reporting to the Chief

Executive. This is an Associate Board Member position and as such is subject to the approval of the Cabinet Secretary for Health, Well-being and Sport.

Non Officer Members [to be known as Independent Members]

- 1.1.4 A total of 9, appointed by the Cabinet Secretary for Health, Wellbeing and Sport including: an elected member of a local authority whose area falls within the LHB area; a current member or employee of a Third Sector organisation within the LHB area; a trade union official; a person who holds a post in a University that is related to health; and five other Independent Members who together have experience and expertise in legal; finance; estates; Information Technology; and community knowledge and understanding.

Associate Members

- 1.1.5 The following Associate Members, appointed by the Cabinet Secretary for Health, Wellbeing and Sport, will attend Board meetings on an ex-officio basis, but will not have any voting rights:

- Director of Social Services (nominated by local authorities in the LHB area)
- Chair of the Stakeholder Reference Group
- Chair of the Healthcare Professionals' Forum

- 1.1.6 The Board may appoint an additional Associate Member to assist in carrying out its functions, subject to the agreement of the Minister for Health and Social Services.

Use of the term 'Independent Members'

- 1.1.7 For the purposes of these SOs, use of the term 'Independent Members' refers to the following voting members of the Board:

- Chair
- Vice Chair
- Non Officer Members

unless otherwise stated.

Joint Directors

- 1.2.1 Where a post of Executive Director of the LHB is shared between more than one person because of their being appointed jointly to a post:
- i Either or both persons may attend and take part in Board meetings;
 - ii If both are present at a meeting they shall cast one vote if they agree;

- iii In the case of disagreement no vote shall be cast; and
- iv The presence of both or one person will count as one person in relation to the quorum.

Tenure of Board members

- 1.3.1 Independent Members and Associate Members appointed by the Cabinet Secretary for Health, Wellbeing and Sport shall be appointed for a period specified by the Welsh Ministers, but for no longer than 4 years in any one term. These members can be reappointed but may not serve a total period of more than 8 years. Time served need not be consecutive and will still be counted towards the total period even where there is a break in the term.
- 1.3.2 Any Associate Member appointed by the Board will be for a period of up to one year, with a maximum term of four years if re-appointed.
- 1.3.3 Executive Directors' tenure of office as Board members will be determined by their contract of appointment.
- 1.3.4 All Board members' tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements, so far as they are applicable, as specified in Schedule 2 of the Constitution Regulations. Any member must inform the Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The Chair will advise the Minister in writing of any such cases immediately.
- 1.3.5 The LHB will require Board members to confirm in writing their continued eligibility on an annual basis.

The Role of the LHB Board and responsibilities of individual members

Role

- 1.4.1 The principal role of the LHB is set out in SO 1.0.1. The Board's main role is to add value to the organisation through the exercise of strong leadership and control, including:
 - Setting the organisation's strategic direction
 - Establishing and upholding the organisation's governance and accountability framework, including its values and standards of behaviour
 - Ensuring delivery of the organisation's aims and objectives through effective challenge and scrutiny of the LHB's performance across all areas of activity.

Responsibilities

- 1.4.2 The Board will function as a corporate decision-making body, Executive Directors and Independent Members being full and equal members and sharing corporate responsibility for all the decisions of the Board.
- 1.4.3 Independent Members who are appointed to bring a particular perspective, skill or area of expertise to the Board must do so in a balanced manner, ensuring that any opinion expressed is objective and based upon the best interests of the health service. Similarly, Board members must not place an over reliance on those individual members with specialist expertise to cover specific aspects of Board business, and must be prepared to scrutinise and ask questions about any contribution that may be made by that member.
- 1.4.4 Associate Members, whilst not sharing corporate responsibility for the decisions of the Board, are nevertheless required to act in a corporate manner at all times, as are their fellow Board members who have voting rights.
- 1.4.5 All Board members must comply with their terms of appointment. They must equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes, engaging fully in Board activities and promoting the LHB within the communities it serves.
- 1.4.6 **The Chair** – The Chair is responsible for the effective operation of the Board, chairing Board meetings when present and ensuring that all Board business is conducted in accordance with these SOs. The Chair may have certain specific powers delegated by the Board and set out in the Scheme of Delegation.
- 1.4.7 The Chair shall work in close harmony with the Chief Executive and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.
- 1.4.8 **The Vice-Chair** – The Vice-Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing chair resumes their duties or a new chair is appointed.
- 1.4.9 In addition to their corporate role across the breadth of the Board's responsibilities, the Vice Chair has a specific brief to oversee the LHB's performance in the planning, delivery and evaluation of primary care, community health and mental health services ensuring a balanced care model to meet the needs of the population within the LHB's area.
- 1.4.10 **Chief Executive** – The Chief Executive is responsible for the overall

performance of the executive functions of the LHB. They are the appointed Accountable Officer for the LHB and shall be responsible for meeting all the responsibilities of that role, as set out in their Accountable Officer Memorandum.

1.4.11 Lead roles for Board members – The Chair will ensure that individual Board members are designated as lead roles or “champions” as required by the Welsh Ministers or as set out in any statutory or other guidance. Any such role must be clearly defined and must operate in accordance with the requirements set by the LHB, the Welsh Ministers or others. In particular, no operational responsibilities will be placed upon any Independent Member fulfilling such a role. The identification of a Board member in this way shall not make them more vulnerable to individual criticism, nor does it remove the corporate responsibility of the other Board members for that particular aspect of Board business.

2. RESERVATION AND DELEGATION OF LHB FUNCTIONS

2.0.1 Subject to any directions that may be given by the Welsh Ministers, the Board shall make arrangements for certain functions to be carried out on its behalf so that the day to day business of the LHB may be carried out effectively and in a manner that secures the achievement of its aims and objectives. In doing so, the Board must set out clearly the terms and conditions upon which any delegation is being made.

2.0.2 The Board’s determination of those matters that it will retain, and those that will be delegated to others shall be set out in a:

- i Schedule of matters reserved to the Board;
- ii Scheme of delegation to committees and others; and
- iii Scheme of delegation to officers.

all of which must be formally adopted by the Board in full session and form part of these SOs.

2.0.3 Subject to Standing Order 2.0.4, the LHB retains full responsibility for any functions delegated to others to carry out on its behalf. Where LHBs have a joint duty, e.g. to produce a Health, Social Care and Well Being Strategy or for the provision of Shared/Hosted Services, the LHB remains fully responsible for its part, and shall agree through the determination of a written Partnership Agreement the governance and assurance arrangements for the partnership, setting out respective responsibilities, ways of working, accountabilities and sources of assurance of the partner organisations.

2.0.4 NHS Wales Shared Services

Background Information

In 2011 the NHS bodies in Wales, together with the Welsh Assembly Government (as it then was) decided to bring together various support services functions across the NHS in Wales under a single management team as a “virtual” Shared Services entity.

In September 2011 the Welsh Ministers gave authority to proceed with the transfer of responsibility for the provision of Shared Services from the virtual model to a body hosted within NHS Wales.

Following an invitation to all NHS bodies to express an interest in becoming the host organisation, Velindre NHS Trust was confirmed as the host organisation on 22nd November 2011.

Arrangements from 1st June 2012

From 1st June 2012 the function of managing and providing Shared Services to the health service in Wales was given to Velindre NHS Trust. The Trust’s Establishment Order has been amended to reflect the fact that the Shared Services function has been conferred on it.

The **Velindre National Health Service Trust Shared Services Committee (Wales) Regulations 2012** (S.I. 2012/1261 (W.156)) (“the Shared Services Regulations”) require the Trust to establish a Shared Services Committee which will be responsible for exercising the Trust’s Shared Services functions. The Shared Services Regulations prescribe the membership of the Shared Services Committee in order to ensure that all LHBs and Trusts in Wales have a member on the Shared Services Committee and that the views of all the NHS organisations in Wales are taken into account when making decisions in respect of Shared Services activities.

The Director of Shared Services will be designated as Accountable Officer for Shared Services.

These new arrangements also necessitate putting in place a new Memorandum of Co-operation Agreement and a Hosting Agreement between all LHBs and Trusts setting out the obligations of NHS bodies to participate in the Shared Services Committee and to take collective responsibility for setting the policy and delivery of the Shared Services to the health service in Wales. Responsibility for the exercise of the Shared Services functions will not rest with the Board of Velindre NHS Trust but will be a shared responsibility of all NHS bodies in Wales.

The Shared Services Committee is to be known as the Shared Services Partnership Committee for operational purposes.

2.1 Chair’s action on urgent matters

- 2.1.1 There may, occasionally, be circumstances where decisions which would normally be made by the Board need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Board. In these circumstances, the Chair and the Chief Executive, supported by the Board Secretary as appropriate, may deal with the matter on behalf of the Board - after first consulting with at least two other Independent Members. The Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Board for consideration and ratification.
- 2.1.2 Chair's action may not be taken where either the Chair or the Chief Executive has a personal or business interest in an urgent matter requiring decision. In this circumstance, the Vice-Chair or the Executive Director acting on behalf of the Chief Executive will take a decision on the urgent matter, as appropriate.

2.2 Delegation of Board functions

- 2.2.1 The Board shall agree the delegation of any of their functions to Committees and others, setting any conditions and restrictions it considers necessary and following any directions or regulations given by the Welsh Ministers. These functions may be carried out:
- i By a Committee, Sub-Committee or Officer of the LHB (or of another LHB or Trust); or
 - ii By another LHB; NHS Trust; Strategic Health Authority or Primary Care Trust in England; Special Health Authority; or
 - iii Jointly with one or more bodies including local authorities through a Joint-Committee, Sub-Committee or Joint Sub-Committee.
- 2.2.2 The Board shall agree and formally approve the delegation of specific executive powers to be exercised by Committees, Sub-Committees, Joint-Committees or Joint Sub-Committees which it has formally constituted.

2.3 Delegation to officers

- 2.3.1 The Board will delegate certain functions to the Chief Executive. For these aspects, the Chief Executive, when compiling the Scheme of Delegation to Officers, shall set out proposals for those functions they will perform personally and shall nominate other officers to undertake the remaining functions. The Chief Executive will still be accountable to the Board for all functions delegated to them irrespective of any further delegation to other officers.
- 2.3.2 This must be considered and approved by the Board (subject to any amendment agreed during the discussion). The Chief Executive may periodically propose amendment to the Scheme of Delegation to Officers and any such amendments must also be considered and approved by the

Board.

- 2.3.3 Individual Executive Directors are in turn responsible for delegation within their own directorates/departments/localities in accordance with the framework established by the Chief Executive and agreed by the Board.

3. COMMITTEES

3.1 LHB Committees

- 3.1.1 The Board may and, where directed by the Welsh Ministers must, appoint Committees of the LHB either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by Committees. The Board shall, wherever possible, require its Committees to hold meetings in public unless there are specific, valid reasons for not doing so.

Use of the term 'Committee'

- 3.1.2 For the purposes of these SOs, use of the term 'Committee' incorporates the following:

- Board Committee
- Joint-Committee
- Sub-Committee
- Joint Sub-Committee

unless otherwise stated. The Board's Advisory Groups are referred to separately.

3.2 Joint Committees

- 3.2.1 The Board may, and where directed by the Welsh Ministers must, together with one or more LHBs or NHS Trusts or the local authorities operating within the LHB's area, appoint Joint-Committees or Joint Sub-Committees. These may consist wholly or partly of the LHB's Board members or Board members of other health service bodies or of persons who are not LHB Board members or Board members of other health service bodies. Any such appointments must be made in accordance with the Board's defined requirements on membership (including definition of member roles, powers and terms and conditions of appointment) and any directions given by the Welsh Ministers.

3.3 Sub-Committees

- 3.3.1 A Committee appointed by the Board may establish a Sub-Committee to

assist it in the conduct of its business provided that the Board approves such action. Where the Board has authorised a Committee to establish Sub-Committees they cannot delegate any executive powers to the Sub-Committee unless authorised to do so by the Board.

3.4 Committees established by the LHB

3.4.1 The Board shall establish a Committee structure that it determines best meets its own needs, taking account of any regulatory or Welsh Government requirements. As a minimum, it must establish Committees which cover the following aspects of Board business:

- Quality and Safety;
- Audit;
- Information Governance;
- Charitable Funds;
- Remuneration and Terms of Service; and
- Mental Health Act requirements.

3.4.2 In designing its Committee structure and operating arrangements, the Board shall take full account of the need to:

- Embed corporate standards, priorities and requirements, e.g. equality and human rights across all areas of activity; and
- Maximise cohesion and integration across all aspects of governance and assurance.

Full details of the Committee structure established by the Board, including detailed terms of reference and operating arrangements for each of these Committees are set out in Schedule 3.

3.4.3 Each Committee established by or on behalf of the Board must have its own SOs or detailed terms of reference and operating arrangements, which must be formally approved by the Board. These must establish its governance and ways of working, setting out, as a minimum:

- The scope of its work (including its purpose and any delegated powers and authority);
- Membership and quorum;
- Meeting arrangements;
- Relationships and accountabilities with others (including the Board its Committees and Advisory Groups)
- Any budget and financial responsibility, where appropriate;;
- Secretariat and other support;
- Training, development and performance; and
- Reporting and assurance arrangements.

3.4.4 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the Committee, keeping any such aspects to

the minimum necessary.

- 3.4.5 The membership of any such Committees - including the designation of Chair; definition of member roles and powers and terms and conditions of appointment (including remuneration and reimbursement) - will usually be determined by the Board, based on the recommendation of the LHB Chair, and subject to any specific requirements, directions or regulations made by the Welsh Ministers. Depending on the Committee's defined role and remit, membership may be drawn from the LHB Board, its staff (subject to the conditions set in Standing Order 3.4.6) or others not employed by the LHB.
- 3.4.6 Executive Directors or other LHB officers shall not normally be appointed as Committee Chairs, nor should they be appointed to serve as members on any Committee set up to review the exercise of functions delegated to officers or to review Mental Health Tribunals (in accordance with the Mental Health Act 1983). Designated LHB officers shall, however, be in attendance at such Committees, as appropriate.

3.5 Joint Committees established by the LHB

3.5.1 The LHB has a duty to co-operate with other NHS bodies in exercising its functions, and with local authorities in order to secure and advance the health and welfare of its citizens. To help discharge these duties and meet the Board's commitment to working in partnership, the Board may and, where directed by the Welsh Ministers must, establish Joint-Committees to support it in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others on its behalf. The Board shall wherever possible determine, in agreement with its partners, that its Joint-Committees hold meetings in public unless there are specific, valid reasons for not doing so.

3.5.2 The Board shall establish, as a minimum, the following joint-Committee:

- The Welsh Health Specialised Services Committee (WHSSC).

Joint Committee Standing Orders, terms of reference and operating arrangements

3.5.3 The Board shall formally approve SOs or terms of reference and operating arrangements for each Joint-Committee established. These must establish its governance and ways of working, setting out, as a minimum:

- The scope of its work (including its purpose and any delegated powers and authority);
- Membership (including member appointment and removal; role, responsibilities and accountability; and terms and conditions of

- office) and quorum;
- Meeting arrangements;
- Communications;
- Relationships and accountabilities with others (including the LHB Board its Committees and Advisory Groups);
- Any budget, financial and accounting responsibility;
- Secretariat and other support;
- Training, development and performance; and
- Reporting and assurance arrangements.

3.5.4 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the Joint-Committee, keeping any such aspects to the minimum necessary. The detailed SOs or terms of reference and operating arrangements for those Joint-Committees established by the Board are set out in Schedule 4.

3.6 Other Committees

3.6.1 The Board may also establish other Committees to help the LHB in the conduct of its business.

3.7 Confidentiality

3.7.1 Committee members and attendees must not disclose any matter dealt with by or brought before a Committee in confidence without the permission of the Committee's Chair.

3.8 Reporting activity to the Board

3.8.1 The Board must ensure that the Chairs of all Committees operating on its behalf report formally, regularly and on a timely basis to the Board on their activities. Committee Chairs' shall bring to the Boards specific attention any significant matters under consideration and report on the totality of its activities through the production of minutes or other written reports.

4. ADVISORY GROUPS

4.0.1 The LHB has a statutory duty to take account of representations made by persons who represent the interests of the communities it serves, its officers and healthcare professionals. To help discharge this duty, the Board may and where directed by the Welsh Ministers must, appoint Advisory Groups to the LHB to provide advice to the Board in the exercise of its functions.

4.0.2 The LHB's Advisory Groups include a Stakeholder Reference Group, Healthcare Professionals' Forum and Local Partnership Forum. *The membership and terms of reference for these groups are set out in Schedule 5.*

4.0.3 The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others to advise it in the conduct of its business. The Board shall, wherever possible, require its Advisory Groups to hold meetings in public unless there are specific, valid reasons for not doing so.

4.1 Confidentiality

4.1.1 Advisory Group members and attendees must not disclose any matter dealt with by or brought before a Group in confidence without the permission of the Advisory Group Chair.

4.2 Reporting activity

4.2.1 The Board shall ensure that the Chairs of all Advisory Groups report formally, regularly and on a timely basis to the Board on their activities. Advisory Group Chairs shall bring to the Board's specific attention any significant matters under consideration and report on the totality of its activities through the production of minutes or other written reports.

4.2.2 Each Advisory Group shall also submit an annual report to the Board through the Chair setting out its activities during the year and detailing the results of a review of its performance and that of any sub-groups it has established.

4.2.3 Each Advisory Group shall report regularly on its activities to those whose interests they represent.

4.3 THE STAKEHOLDER REFERENCE GROUP (SRG)

Role

4.3.1 The SRG's role is to provide independent advice on any aspect of LHB business. This may include:

- Early engagement and involvement in the determination of the LHB's overall strategic direction;
- Provision of advice on specific service proposals prior to formal consultation; as well as
- Feedback on the impact of the LHB's operations on the communities it serves.

4.3.2 The SRG provides a forum to facilitate full engagement and active debate amongst stakeholders from across the communities served by the LHB, with the aim of reaching and presenting a cohesive and balanced stakeholder perspective to inform the LHB's decision making.

- 4.3.3 The SRG's role is distinctive from that of Community Health Councils (CHCs), who have a statutory role in representing the interests of patients and the public in their areas. The SRG shall represent those stakeholders who have an interest in, and whose own role and activities may be impacted by the decisions of the LHB. Membership may include community partners, provider organisations, special interest and other groups operating within the LHBs area.
- 4.3.4 It does not cover those stakeholders whose interests are represented within the remit of other Advisory Groups established by the LHB, e.g. the Healthcare Professionals' Forum and Local Partnership Forum.
- 4.3.5 The LHB may specifically request advice and feedback from the SRG on any aspect of its business, and the SRG may also offer advice and feedback even if not specifically requested by the LHB. The SRG may provide advice to the Board:
- At Board meetings, through the SRG Chair's participation as Associate Member;
 - In written advice; and
 - In any other form specified by the Board.

4.4 Terms of reference and operating arrangements

- 4.4.1 The Board must formally approve terms of reference and operating arrangements for the SRG. These must establish its governance and ways of working, setting out, as a minimum:
- The scope of its work (including its purpose and any delegated powers and authority);
 - Membership (including member appointment and removal, role, responsibilities and accountabilities, and terms and conditions of office) and quorum;
 - Meeting arrangements;
 - Communications;
 - Relationships with others (including the LHB Board, its Committees and Advisory Groups) as well as community partnerships such as Local Service Boards;
 - Any budget and financial responsibility;
 - Secretariat and other support;
 - Training, development and performance; and
 - Reporting and assurance arrangements.
- 4.4.2 In doing so, the Board shall specify which of these SOs are not applicable to the operation of the SRG, keeping any such aspects to the minimum necessary. The detailed terms of reference and operating arrangements are set out in Schedule 5.

4.4.3 The Board may determine that the SRG shall be supported by sub-groups to assist it in the conduct of its work, or the SRG may itself determine such arrangements, provided that the Board approves such action.

4.5 Membership

4.5.1 The membership of the SRG, including the approval of nominations to the Group; the appointment of Chair and Vice Chair; definition of member roles, powers and terms and conditions of appointment (including remuneration and reimbursement) will be determined by the Board, taking account of the views of its stakeholders.

4.5.2 There shall be no minimum or maximum requirement in terms of membership size. In determining the number of members, the Board shall take account of the need to ensure the SRG's size is optimal to ensure focused and inclusive activity.

4.5.3 Membership must be drawn from within the area served by LHB, and shall ensure involvement from a range of bodies and groups operating within the communities serviced by the LHB. Where the Board determines it appropriate, the LHB may extend membership to individuals in order to represent a key stakeholder group where there are not already formal bodies or groups established or operating within the area and who may represent the interests of these stakeholders on the SRG.

4.5.4 In determining the overall size and composition of the SRG, the Board must take account of the:

- Demography of the areas served by the LHB;
- Need to encourage and reflect the diversity of the locality, to incorporate different ages, race, religion and beliefs, sexual orientation, gender, including transgender, disability and socio-economic status. Where appropriate, the LHB shall support positive action to increase representation;
- Balance needed in both the range of difference stakeholders and the geographical areas covered, taking particular care to avoid domination by any particular stakeholder type or geographical area;
- Design and operation of the partnership/stakeholder fora already influencing the work of the LHB at local community levels;
- Need to complement, and not duplicate the work of CHCs; and
- Need to guard against the over involvement of particular stakeholders through their roles across the range of partnership/stakeholder arrangements in place.

4.5.5 The Board shall keep under review the size and composition of the SRG to ensure it continues to reflect an appropriate balance in stakeholder representation.

4.6 Member Responsibilities and Accountability:

The Chair

4.6.1 The Chair is responsible for the effective operation of the SRG:

- Chairing Group meetings;
- Establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all Group business is conducted in accordance with its agreed operating arrangements; and
- Developing positive and professional relationships amongst the Group's membership and between the Group and the LHB's Board and its Chair and Chief Executive.

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

4.6.3 As Chair of the SRG, they will be appointed as an Associate Member of the LHB Board. The Chair is accountable for the conduct of their role as Associate Member on the LHB Board to the Minister, through the LHB Chair. They are also accountable to the LHB Board for the conduct of business in accordance with the governance and operating framework set by the LHB.

The Vice Chair

4.6.4 The Vice-Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing Chair resumes their duties or a new chair is appointed, and this deputisation includes acting in the role of Associate Member of the LHB Board.

4.6.5 The Vice-Chair is accountable, through the SRG Chair to the LHB Board, for their performance as Vice-Chair, and to their nominating body or grouping for the way in which they represent their views at the SRG.

Members

4.6.6 The SRG shall function as a coherent Advisory Body, all members being full and equal members and sharing responsibility for the decisions of the SRG.

4.6.7 All members must:

- Be prepared to engage with and contribute fully to the SRG's

activities and in a manner that upholds the standards of good governance – including the values and standards of behaviour – set for the NHS in Wales;

- Comply with their terms and conditions of appointment;
- Equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
- Promote the work of the SRG within the communities it represents.

4.6.8 SRG members are accountable, through the SRG Chair to the LHB Board for their performance as Group members, and to their nominating body or grouping for the way in which they represent the views of their body or grouping at the SRG.

4.7 Appointment and terms of office

4.7.1 Appointments to the SRG shall be made by the Board, based upon nominations received from stakeholder bodies/groupings. The Board may seek independent expressions of interest to represent a key stakeholder group where it has determined that formal bodies or groups are not already established or operating within the area that may represent the interests of these stakeholders on the SRG.

4.7.2 The nomination and appointment process shall be open and transparent, and in accordance with any specific requirements or directions made by the Welsh Ministers. The appointments process shall be designed in a manner that meets the communication and involvement needs of all stakeholders eligible for appointment.

4.7.3 Members shall be appointed for a period specified by the Board, but for no longer than 3 years in any one term. Those members can be reappointed but may not serve a total period of more than 5 years consecutively. The Board may, where it considers it appropriate, make interim or short term appointments to the SRG to fulfil a particular purpose or need.

4.7.4 The **Chair** shall be nominated from within the membership of the SRG, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration by the LHB Board, who must submit a recommendation on the nomination to the Cabinet Secretary for Health Wellbeing and Sport. The appointment as Chair shall be made by the Cabinet Secretary, but it shall not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.

- 4.7.5 The Chair's term of office shall be for a period of up to two (2) years, with the ability to stand as Chair for an additional one (1) year, in line with that individual's term of office as a member of the SRG. That individual may remain in office for the remainder of their term as a member of the SRG after their term of appointment as Chair has ended.
- 4.7.6 The **Vice Chair** shall be nominated from within the membership of the SRG, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration and appointment by the LHB Board. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board. In the SRG Chair's absence, the Vice Chair shall also perform the role of Associate Member on the LHB Board. The appointment of the Vice Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 4.7.7 The Vice Chair's term of office shall be for a period of up to two (2) years, with the ability to stand as Vice Chair for an additional one (1) year, in line with that individual's term of office as a member of the SRG. That individual may remain in office for the remainder of their term as a member of the SRG after their term of appointment as Vice Chair has ended.
- 4.7.8 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform the SRG Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The SRG Chair will advise the Board in writing of any such cases immediately.
- 4.7.9 The LHB will require SRG members to confirm in writing their continued eligibility on an annual basis.

4.8 Resignation, suspension and removal of members

- 4.8.1 A member of the SRG may resign office at any time during the period of appointment by giving notice in writing to the SRG Chair and the Board.
- 4.8.2 If the Board, having consulted with the SRG Chair and the nominating body or group, considers that:
- It is not in the interests of the health service in the area covered by the SRG that a person should continue to hold office as a member; or
 - It is not conducive to the effective operation of the SRG

it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.

- 4.8.3 A nominating body or group may request the removal of a member appointed to the SRG to represent their interests by writing to the Board setting out an explanation and full reasons for removal.
- 4.8.4 If an SRG member fails to attend any meeting of the Group for a period of six months or more, the Board may remove that person from office unless they are satisfied that:
- i The absence was due to a reasonable cause; and
 - ii The person will be able to attend such meetings within such period as the Board considers reasonable.
- 4.8.5 Before making a decision to remove a person from office, the Board may suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

4.9 Relationship with the Board

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

4.10 Relationship between the SRG and others

- 4.10.1 The Board must ensure that the SRG's advice represents a balanced, co-ordinated stakeholder perspective from across the local communities served by the LHB. The SRG shall:
- Ensure effective links and relationships with other advisory groups, local and community partnerships and other key stakeholders who do not form part of the SRG membership;
 - Ensure its role, responsibilities and activities are known and understood by others; and
 - Take care to avoid unnecessary duplication of activity with other

bodies/groups with an interest in the planning and provision of NHS services, e.g., Local Service Boards.

4.11 Working with Community Health Councils

4.11.1 The SRG shall make arrangements to ensure designated CHC members receive the SRG's papers and are invited to attend SRG meetings.

4.11.2 The SRG shall work together with CHCs within the area covered by the LHB to engage and involve those within the local communities served whose views may not otherwise be heard.

4.12 Support to the SRG

4.12.1 The LHB's Board Secretary, on behalf of the Chair, will ensure that the SRG is properly equipped to carry out its role by:

- Overseeing the process of nomination and appointment to the SRG;
- Co-ordinating and facilitating appropriate induction and organisational development activity;
- Ensuring the provision of governance advice and support to the SRG Chair on the conduct of its business and its relationship with the LHB and others;
- Ensuring the provision of secretariat support for SRG meetings;
- Ensuring that the SRG receives the information it needs on a timely basis;
- Ensuring strong links to communities/groups; and
- Facilitating effective reporting to the Board

enabling the Board to gain assurance that the conduct of business within the SRG accords with the governance and operating framework it has set.

4.13 THE HEALTHCARE PROFESSIONALS' FORUM (HPF)

Role

4.13.1 The HPF's role is to provide a balanced, multi disciplinary view of healthcare professional issues to advise the Board on local strategy and delivery. Its role does not include consideration of healthcare professional terms and conditions of service.

4.13.2 The HPF shall facilitate engagement and debate amongst the wide range of clinical interests within the LHB's area of activity, with the aim of reaching and presenting a cohesive and balanced healthcare professional perspective to inform the LHB's decision making.

4.13.3 The LHB may specifically request advice and feedback from the HPF on

any aspect of its business, and the HPF may also offer advice and feedback even if not specifically requested by the LHB. The HPF may provide advice to the Board:

- At Board meetings, through the HPF Chair's participation as Associate Member;
- In written advice; and
- In any other form specified by the Board.

4.14 Terms of reference and operating arrangements

4.14.1 The Board must formally approve terms of reference and operating arrangements for the HPF. These must establish its governance and ways of working, setting out, as a minimum:

- The scope of its work (including its purpose and any delegated powers and authority);
- Membership (including member appointment and removal, role, responsibilities and accountability, and terms and conditions of office) and quorum;
- Meeting arrangements;
- Communications;
- Relationships and accountabilities with others, (including the LHB Board, its Committees and Advisory Groups) as well as the National Professional Advisory Group;
- Any budget and financial responsibility;
- Secretariat and other support;
- Training, development and performance; and
- Reporting and assurance arrangements

4.14.2 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the HPF, keeping any such aspects to the minimum necessary. The detailed terms of reference and operating arrangements are set out in Schedule 5.

4.14.3 The Board may determine that the HPF shall be supported by a range of sub-fora to assist it in the conduct of its work, e.g. special interest groups, or the HPF may itself determine such arrangements, provided that the Board approves such action.

4.15 Membership

4.15.1 The membership of the HPF reflects the structure of the seven health Statutory Professional Advisory Committees set up in accordance with Section 190 of the NHS (Wales) Act 2006. Membership of the HPF shall therefore comprise the following eleven (11) members, as a minimum:

- Welsh Medical Committee
 - Primary and Community Care Medical representative

- Mental Health Medical representative
- Specialist and Tertiary Care medical representative
- Welsh Nursing and Midwifery Committee
 - Community Nursing and Midwifery representative
 - Hospital Nursing and Midwifery representative
- Welsh Therapies Advisory Committee
 - Therapies representative
- Welsh Scientific Advisory Committee
 - Scientific representative
- Welsh Optometric Committee
 - Optometry representative
- Welsh Dental Committee
 - Dental representative
- Welsh Pharmaceutical Committee
 - Hospital Pharmacists representative
 - Community Pharmacists representative

4.15.2 Where the Board determines it appropriate, the LHB may extend membership to other individuals in order to ensure an appropriate balance in representation amongst healthcare professional groupings and across the range of primary, community and secondary service provision.

4.16 Member Responsibilities and Accountability:

The Chair

4.16.1 The Chair is responsible for the effective operation of the HPF:

- Chairing meetings;
- Establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all business is conducted in accordance with its agreed operating arrangements; and
- Developing positive and professional relationships amongst the HPF's membership and between the HPF and the LHB's Board, and in particular its Chair, Chief Executive and clinical Directors.

4.16.2 The Chair shall work in close harmony with the Chairs of the LHB's other advisory groups, and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the HPF in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

4.16.3 As Chair of the HPF, they will be appointed as an Associate Member of the LHB Board. The Chair is accountable for the conduct of their role as Associate Member on the LHB Board to the Minister, through the LHB Chair. They are also accountable to the LHB Board for the conduct of business in accordance with the governance and operating framework set by the LHB.

The Vice Chair

4.16.4 The Vice-Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing chair resumes their duties or a new chair is appointed, and this deputisation includes acting in the role of Associate Member of the LHB Board.

4.16.5 The Vice-Chair is accountable through the HPF Chair to the LHB Board for their performance as Vice-Chair, and to their nominating body or grouping for the way in which they represent their views at the HPF.

Members

4.16.6 The HPF shall function as a coherent advisory group, all members being full and equal members and sharing responsibility for the decisions of the HPF.

4.16.7 All members must:

- Be prepared to engage with and contribute fully to the HPF's activities and in a manner that upholds the standards of good governance – including the values and standards of behaviour – set for the NHS in Wales;
- Comply with their terms and conditions of appointment;
- Equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
- Promote the work of the HPF within the healthcare professional discipline they represent.

4.16.8 Forum members are accountable through the HPF Chair to the LHB Board for their performance as Group members, and to their nominating body or grouping for the way in which they represent the views of their body or grouping at the HPF.

4.17 Appointment and terms of office

4.17.1 Appointments to the HPF shall be made by the Board, based upon nominations received from the relevant healthcare professional group, and in accordance with any specific requirements or directions made by the Welsh Ministers. Members shall be appointed for a period specified by the Board, but for no longer than 4 years in any one term. Those members

can be reappointed but may not serve a total period of more than 8 years consecutively.

- 4.17.2 The **Chair** will be nominated from within the membership of the HPF, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination will be subject to consideration by the Board, who must submit a recommendation on the nomination to the Cabinet Secretary for Health, Wellbeing and Sport. Their appointment as Chair will be made by the Minister, but it will not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 4.17.3 The Chair's term of office will be for a period of up to two (2) years, with the ability to stand as Chair for an additional one (1) year, in line with that individual's term of office as a member of the HPF. That individual may remain in office for the remainder of their term as a member of the HPF after their term of appointment as Chair has ended.
- 4.17.4 The **Vice-Chair** will be nominated from within the membership of the HPF, by its members, in a manner determined by the Board, subject to the condition that they be appointed from a different healthcare discipline to that of the Chair, along with any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration and appointment by the Board. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board. In the HPF Chair's absence, the Vice-Chair will also perform the role of Associate Member on the LHB Board. The appointment of the Vice-Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 4.17.5 The Vice-Chair's term of office will be for a period of up to two (2) years, with the ability to stand as Vice Chair for an additional one (1) year, in line with that individual's term of office as a member of the HPF. That individual may remain in office for the remainder of their term as a member of the HPF after their term of appointment as Vice-Chair has ended.
- 4.17.6 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform the HPF Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The HPF Chair will advise the Board in writing of any such cases immediately.
- 4.17.7 The LHB will require Forum members to confirm in writing their continued eligibility on an annual basis.

4.18 Resignation, suspension and removal of members

4.18.1 A member of the HPF may resign office at any time during the period of appointment by giving notice in writing to the HPF Chair and the Board.

4.18.2 If the Board, having consulted with the HPF Chair and the nominating body or group, considers that:

- It is not in the interests of the health service in the area covered by the HPF that a person should continue to hold office as a member; or
- It is not conducive to the effective operation of the HPF

it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.

4.18.3 A nominating body or group may request the removal of a member appointed to the HPF to represent their interests by writing to the Board setting out an explanation and full reasons for removal.

4.18.4 If a member fails to attend any meeting of the HPF for a period of six months or more, the Board may remove that person from office unless they are satisfied that:

- i The absence was due to a reasonable cause; and
- ii The person will be able to attend such meetings within such period as the Board considers reasonable.

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

4.19 Relationship with the Board

4.19.1 The HPF's main link with the Board is through the HPF Chair's membership of the Board as an Associate Member.

4.19.2 The Board may determine that designated Board members or LHB officers shall be in attendance at Advisory Group meetings. The HPF's Chair may also request the attendance of Board members or LHB officers, subject to the agreement of the LHB Chair.

4.19.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the HPF.

4.19.4 The Board's Chair shall put in place arrangements to meet with the HPF Chair on a regular basis to discuss the HPF's activities and operation.

4.20 Rights of Access to the LHB Board for Professional Groups

4.20.1 The LHB Chair, on the advice of the Chief Executive and/or Board Secretary, may recommend that the Board afford direct right of access to any professional group, in the following, exceptional circumstances:

- i Where the HPF recommends that a matter should be presented to the Board by a particular healthcare professional grouping, e.g., due to the specialist nature of the issues concerned; or
- ii Where a healthcare professional group has demonstrated that the HPF has not afforded it due consideration in the determination of its advice to the Board on a particular issue.

4.20.2 The Board may itself determine that it wishes to seek the views of a particular healthcare professional grouping on a specific matter, in accordance with Standing Order 6.5.7.

4.21 Relationship with the National Professional Advisory Group

4.21.1 The HPF Chair (or HPF Vice-Chair) will be a member of the National Professional Advisory Group.

4.22 Support to the HPF

4.22.1 The LHB's Board Secretary, on behalf of the Chair, will ensure that the HPF is properly equipped to carry out its role by:

- co-ordinating and facilitating any appropriate induction and organisational development activity;
- Ensuring the provision of governance advice and support to the HPF Chair on the conduct of its business and its relationship with the LHB and others;
- Ensuring the provision of secretariat support for Forum meetings;
- Ensuring that the HPF receives the information it needs on a timely basis; and
- Facilitating effective reporting to the Board

enabling the Board to gain assurance that the conduct of business within the HPF accords with the governance and operating framework it has set.

4.23 THE LOCAL PARTNERSHIP FORUM (LPF)

Role

4.23.1 The LPF's role is to provide a formal mechanism where the LHB, as employer, and trade unions/professional bodies representing LHB employees (hereafter referred to as staff organisations) work together to improve health services for the citizens served by the LHB - achieved through a regular and timely process of consultation, negotiation and communication. In doing so, the LPF must effectively represent the views and interests of the LHB's workforce.

4.23.2 It is the forum where the LHB and staff organisations will engage with each other to inform, debate and seek to agree local priorities on workforce and health service issues; and inform thinking around national priorities on health matters.

4.23.3 The LHB may specifically request advice and feedback from the LPF on any aspect of its business, and the LPF may also offer advice and feedback even if not specifically requested by the LHB. The LPF may provide advice to the Board:

- In written advice; or
- In any other form specified by the Board.

4.24 Terms of reference and operating arrangements

4.24.1 The Board must formally approve terms of reference and operating arrangements for the LPF. These must establish its governance and ways of working, setting out, as a minimum:

- The scope of its work (including its purpose and any delegated powers and authority);
- Membership (including member appointment and removal, role, responsibilities and accountability, and terms and conditions of office);
- Meeting arrangements;
- Communications;
- Relationships and accountabilities with others (including the LHB Board, its Committees and Advisory Groups, and other relevant local and national groups);
- Any budget and financial responsibility (where appropriate);
- Secretariat and other support; and
- Reporting and assurance arrangements.

4.24.2 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the LPF, keeping any such aspects to the minimum necessary. The LPF will also operate in accordance with the

TUC six principles of partnership working. The detailed terms of reference and operating arrangements are set out in Schedule 5.

4.24.3 The LPF may establish sub-fora to assist it in the conduct of its work, to facilitate:

- Ongoing dialogue, communication and consultation on service and operational management issues specific to Divisions/Directorates/Service areas; and/or
- Detailed discussion in relation to a specific issue(s).

4.25 Membership

4.25.1 The LHB shall agree the overall size and composition of the LPF in consultation with those staff organisations it recognises for collective bargaining. As a minimum, the membership of the LPF shall comprise:

Management Representatives

- LHB Chief Executive
- Director of Finance
- Director of Workforce and Organisational Development

together with the following

- General Managers/Divisional Managers
- Workforce and Organisational Development staff

4.25.2 The LHB may determine that other Executive Directors or others may act as members or be co-opted to the LPF.

Staff Representatives

4.25.3 The maximum number of staff representatives shall be as indicated in the Terms of Reference, comprising representation from those staff organisations recognised by the LHB.

In attendance

4.25.4 The Trade Union member of the LHB Board shall attend LPF meetings in an ex officio capacity.

4.25.5 The LPF may determine that full time officers from those staff organisations recognised by the LHB shall be invited to attend LPF meetings

4.26 Member Responsibilities and Accountability

Joint Chairs

- 4.26.1 The LPF shall have two Chairs on a rotational basis, one of whom shall be drawn from the management representative membership, and one from the staff representative membership.
- 4.26.2 The Chairs shall be jointly responsible for the effective operation of the LPF:
- Chairing meetings, rotated equally between the Staff Representative and Management Representative Chairs;
 - Establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all business is conducted in accordance with its agreed operating framework; and
 - Developing positive and professional relationships amongst the Forum's membership and between the Forum and the LHB's Board.
- 4.26.3 The Chairs shall work in partnership with each other and, as appropriate, with the Chairs of the LHB's other advisory groups. Supported by the Board Secretary, Chairs shall ensure that key and appropriate issues are discussed by the Forum in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.
- 4.26.4 The Chairs are accountable to the LHB Board for the conduct of business in accordance with the governance and operating framework set by the LHB.

Joint Vice Chairs

- 4.26.5 The LPF shall have two Vice-Chairs, one of whom shall be drawn from the Management Representative membership, and one from the staff representative membership.
- 4.26.6 Each Vice-Chair shall deputise for their Chair in that Chair's absence for any reason, and will do so until either the existing Chair resumes their duties or a new Chair is appointed.
- 4.26.7 The Vice-Chair is accountable to their Chair for their performance as Vice Chair.

Members

- 4.26.8 All members of the LPF are full and equal members and collectively share responsibility for its decisions.
- 4.26.9 All members must:

- Be prepared to engage with and contribute to the LPF's activities and in a manner that upholds the standards of good governance set for the NHS in Wales;
- Comply with their terms and conditions of appointment;
- Equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
- Promote the work of the LPF within the professional discipline they represent.

4.27 Appointment and terms of office

4.27.1 Management representative members shall be determined by the LHB Board.

4.27.2 Staff representatives shall be determined by the staff organisations recognised by the LHB, subject to the following conditions:

- Staff representatives must be employed by the LHB and accredited by their respective trade union; and
- A member's tenure of appointment will cease in the event that they are no longer employed by the LHB or cease to be a member of their nominating trade union.

4.27.3 The *Management Representative Chair* shall be appointed by the LHB Board.

4.27.4 The *Staff Representative Chair* shall be elected from within the staff representative membership of the LPF, by staff representative members, in a manner determined by the staff representative members. The *Staff Representative Chair's* term of office shall be for one (1) year.

4.27.5 The *Management Representative Vice-Chair* shall be appointed from within the management representative membership of the LPF by the Management Representative Chair.

4.27.6 The *Staff Representative Vice-Chair* shall be elected from within the staff representative membership of the LPF, by staff representative members, in a manner determined by the staff representative members. The *Staff Representative Vice-Chair's* term of office shall be for one (1) year.

4.27.7 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform their respective LPF Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on the conduct of their role.

4.28 Removal, suspension and replacement of members

4.28.1 If an LPF member fails to attend three (3) consecutive meetings, the next meeting of the LPF shall consider what action should be taken. This may include removal of that person from office unless they are satisfied that:

- (a) The absence was due to a reasonable cause; and
- (b) The person will be able to attend such meetings within such period as the LPF considers reasonable.

4.28.2 If the LPF considers that it is not conducive to its effective operation that a person should continue to hold office as a member, it may remove that person from office by giving immediate notice in writing to the person and the relevant nominating body.

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

4.28.4 A nominating body may remove and, where appropriate, replace a member appointed to the LPF to represent their interests by giving immediate notice in writing to the LPF.

4.29 Relationship with the Board and others

4.29.1 The LPF's main link with the Board is through the Executive members of the LPF.

4.29.2 The Board may determine that designated Board members or LHB staff shall be in attendance at LPF meetings. The LPF's Chair may also request the attendance of Board members or LHB staff, subject to the agreement of the LHB Chair.

4.29.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the LPF's staff representative members.

4.29.4 The Board's Chair shall put in place arrangements to meet with the LPF's Joint Chairs on a regular basis to discuss the LPF's activities and operation.

4.29.5 The LPF shall ensure effective links and relationships with other groups/fora at a local and, where appropriate, national level.

4.30 Support to the LPF

- 4.30.1 The LPF's work shall be supported by two designated Secretaries, one of whom shall support the staff representative members and one shall support the management representative members.
- 4.30.2 The Director of Workforce and OD will act as Management Representative Secretary and will be responsible for the maintenance of the constitution of the membership, the circulation of agenda and minutes and notification of meetings.
- 4.30.3 The Staff Representative Secretary shall be elected from within the staff representative membership of the LPF, by staff representative members, in a manner determined by the staff representatives. The Staff Representative Secretary's term of office shall be for two (2) years.
- 4.30.4 Both Secretaries shall work closely with the LHB's Board Secretary who is responsible for the overall planning and co-ordination of the LHB's programme of Board business, including that of its Committees and Advisory Groups.

5. WORKING IN PARTNERSHIP

- 5.0.1 The LHB shall work constructively in partnership with others to plan and secure the delivery of the best possible healthcare for its citizens, in accordance with its statutory duties and any specific requirements or directions made by the Welsh Ministers, e.g., the development of Health, Social Care and Well Being Strategies.
- 5.0.2 The Chair shall ensure that the Board has identified all its key partners and other stakeholders and established clear mechanisms for engaging with and involving them in the work of the LHB through:
- The LHB's own structures and operating arrangements, e.g., Advisory Groups; and
 - The involvement (at very local and community wide levels) in partnerships and community groups – such as Public Service Boards – of Board members and LHB officers with delegated authority to represent the LHB and, as appropriate, take decisions on its behalf.
- 5.0.3 The Board shall keep under review its partnership arrangements to ensure continued clarity around purpose, desired outcomes and partner responsibilities. It must ensure timely action to change, adapt or end partnerships where they no longer serve a useful purpose, in accordance with its statutory duties; any specific requirements or directions made by the Welsh Ministers; and the agreed terms and conditions for the

partnership.

5.1 Community Health Councils (CHCs)

5.1.1 The **Community Health Councils Regulations 2004** (S.I. 2004/905 (W.89)) (as amended by the **Community Health Councils (Amendment) Regulations 2005** (S.I. 2005/603 W.51)) (to the extent they are still in force), the **Community Health Councils (Constitution, Membership and Procedures) (Wales) Regulations 2010** (S.I. 2010/288 (W.37)) and the **Community Health Councils (Establishment, Transfer of Functions and Abolition) (Wales) Order 2010** (S.I. 2010/289 (W.38)) place a range of duties on LHBs in relation to the engagement and involvement of CHCs in its operations.

5.1.2 In discharging these duties, the Board shall work constructively with the CHCs working jointly within the LHB's area by ensuring their involvement in:

- The planning of the provision of its healthcare services;
- The development and consideration of proposals for changes in the way in which those services are provided; and
- The Board's decisions affecting the operation of those healthcare services that it has responsibility for

and formally consulting with those CHCs working jointly within the LHB's area on any proposals for substantial development of the services it is responsible for.

5.1.3 The Board shall ensure that each relevant CHC is provided with the information it needs on a timely basis to enable it to effectively discharge its functions.

Relationship with the Board

5.1.4 The Board may determine that designated CHC members shall be invited to attend Board meetings.

5.1.5 The Board shall make arrangements for regular joint meetings between the CHC members and the Board, to be held not less than once every three calendar months and ensuring attendance of at least one third of the Board's members.

5.1.6 The Board's Chair shall put in place arrangements to meet with the relevant CHC Chair(s) on a regular basis to discuss matters of common interest.

6. MEETINGS

6.1 Putting Citizens first

6.1.1 The LHB's business will be carried out openly and transparently in a manner that encourages the active engagement of its citizens, community partners and other stakeholders. The LHB, through the planning and conduct of meetings held in public, shall facilitate this in a number of ways, including:

- Active communication of forthcoming business and activities;
- The selection of accessible, suitable venues for meetings;
- The availability of papers in English and Welsh languages and in accessible formats, such as Braille, large print, easy read and in electronic formats;
- Requesting that attendees notify the LHB of any access needs sufficiently in advance of a proposed meeting, and responding appropriately, e.g., arranging British Sign Language (BSL) interpretation at meetings; and
- Where appropriate, ensuring suitable translation arrangements are in place to enable the conduct of meetings in either English or Welsh,

in accordance with legislative requirements, e.g. Disability Discrimination Act, as well as its Communication Strategy and Welsh language requirements.

6.1.2 The Chair will ensure that, in determining the matters to be considered by the Board, full account is taken of the views and interests of the communities served by the LHB, including any views expressed formally to the LHB, e.g., through the SRG or CHCs.

6.2 Annual Plan of Board Business

6.2.1 The Board Secretary, on behalf of the Chair, shall produce an Annual Plan of Board business. This plan will include proposals on meeting dates, venues and coverage of business activity during the year, taking account that ordinary meetings of the Board will be held at regular intervals and as a minimum six times a year. The Plan shall also set out any standing items that will appear on every Board agenda.

6.2.2 The plan shall set out the arrangements in place to enable the LHB to meet its obligations to its citizens as outlined in paragraph 6.1.1 whilst also allowing Board members to contribute in either English or Welsh languages, where appropriate.

6.2.3 The plan shall also incorporate formal Board meetings, regular Board Development sessions and, where appropriate, the planned activities of the Board's Committees and Advisory Groups.

- 6.2.4 The Board shall agree the plan for the forthcoming year by the end of March, and this plan will be included as a schedule to these SOs.

Annual General Meeting (AGM)

- 6.2.5 The LHB must hold an AGM in public no later than the 31st July each year. Public notice of the intention to hold the AGM shall be given at least 10 days prior to the meeting, and this notice shall also be made available through community and partnership networks to maximise opportunities for attendance. The AGM must include presentation of the Annual Report and audited accounts, together with (where applicable), an audited abridged version of the annual accounts and funds held on trust accounts, and may also include presentation of other reports of interest to citizens and others, such as the LHB's annual Equality Report. A record of the meeting shall be submitted to the next ordinary meeting of the Board for agreement.

6.3 Calling Meetings

- 6.3.1 In addition to the planned meetings agreed by the Board, the Chair may call a meeting of the Board at any time. Individual Board members may also request that the Chair call a meeting provided that at least one third of the whole number of Board members, support such a request.
- 6.3.2 If the Chair does not call a meeting within seven days after receiving such a request from Board members, then those Board members may themselves call a meeting.

6.4 Preparing for Meetings

Setting the agenda

- 6.4.1 The Chair, in consultation with the Chief Executive and Board Secretary, will set the Agenda. In doing so, they will take account of the planned activity set in the annual cycle of Board business; any standing items agreed by the Board; any applicable items received from the Board's Committees and Advisory Groups; and the priorities facing the LHB. The Chair must ensure that all relevant matters are brought before the Board on a timely basis. BCUHB has developed local business standards for Board papers and Board etiquette.
- 6.4.2 Any Board member may request that a matter is placed on the Agenda by writing to the Chair, copied to the Board Secretary, at least 12 calendar days before the meeting. The request must set out whether the item of business is proposed to be transacted in public and shall include appropriate supporting information. The Chair may, at their discretion, include items on the agenda that have been requested after the 12 day notice period if this would be beneficial to the conduct of board business.

Notifying and equipping Board members

- 6.4.3 Board members shall be sent an Agenda and a complete set of supporting papers at least 7 calendar days before a formal Board meeting. This information may be provided to Board members electronically or in paper form, in an accessible format, to the address provided, and in accordance with their stated preference. Supporting papers may, exceptionally, be provided, after this time provided that the Chair is satisfied that the Board's ability to consider the issues contained within the paper would not be impaired.
- 6.4.4 No papers will be included for consideration and decision by the Board unless the Chair is satisfied (subject to advice from the Board Secretary, as appropriate) that the information contained within it is sufficient to enable the Board to take a reasonable decision. Equality impact assessments (EIA) shall be undertaken on all new or revised policies, strategies, guidance and or practice to be considered by the Board, and the outcome of that EIA shall accompany the report to the Board to enable the Board to make an informed decision.
- 6.4.5 In the event that at least half of the Board members do not receive the Agenda and papers for the meeting as set out above, the Chair must consider whether or not the Board would still be capable of fulfilling its role and meeting its responsibilities through the conduct of the meeting. Where the Chair determines that the meeting should go ahead, their decision, and the reason for it, shall be recorded in the minutes.
- 6.4.6 In the case of a meeting called by Board members, notice of that meeting must be signed by those members and the business conducted will be limited to that set out in the notice.

Notifying the public and others

- 6.4.7 Except for meetings called in accordance with Standing Order 6.3, at least 7 calendar days before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed bilingually (in English and Welsh):
- At the LHB's principal sites;
 - On the LHB's website, together with the papers supporting the public part of the Agenda; as well as
 - Through other methods of communication as set out in the LHB's communication strategy.
- 6.4.8 When providing notification of the forthcoming meeting, the LHB shall set out when and how the Agenda and the papers supporting the public part of the Agenda may be accessed, in what language and in what format, e.g.,

as Braille, large print, easy read, etc.

6.5 Conducting Board Meetings

Admission of the public, the press and other observers

- 6.5.1 The LHB shall encourage attendance at its formal Board meetings by the public and members of the press as well as LHB officers or representatives from organisations who have an interest in LHB business. The venue for such meetings shall be appropriate to facilitate easy access for attendees and translation services; and shall have appropriate facilities to maximise accessibility such as an induction loop system.
- 6.5.2 The Board shall conduct as much of its formal business in public as possible. There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g., business that relates to a confidential matter. In such cases the Chair (advised by the Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Board shall resolve:
- That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest in accordance with Section 1(2) Public Bodies (Admission to Meetings) Act 1960 (c.67).
- 6.5.3 In these circumstances, when the Board is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Board in public session. Wherever possible, that reporting shall take place at the end of a private session, by reconvening a Board meeting held in public session.
- 6.5.4 The Board Secretary, on behalf of the Chair, shall keep under review the nature and volume of business conducted in private session to ensure such arrangements are adopted only when absolutely necessary.
- 6.5.5 In encouraging entry to formal Board Meetings from members of the public and others, the Board shall make clear that attendees are welcomed as observers. The Chair shall take all necessary steps to ensure that the Board's business is conducted without interruption and disruption. In exceptional circumstances, this may include a requirement that observers leave the meeting.
- 6.5.6 Unless the Board has given prior and specific agreement, members of the public or other observers will not be allowed to record proceedings in any way other than in writing.

Addressing the Board, its Committees and Advisory Groups

6.5.7 The Board will decide what arrangements and terms and conditions it feels are appropriate in extending an invitation to observers to attend and address any meetings of the Board, its Committees and Advisory Groups, and may change, alter or vary these terms and conditions as it considers appropriate. In doing so, the Board will take account of its responsibility to actively encourage the engagement and, where appropriate, involvement of citizens and stakeholders in the work of the LHB, (whether directly or through the activities of bodies such as CHCs and the LHB's Advisory Groups representing citizens and other stakeholders) and to demonstrate openness and transparency in the conduct of business.

Chairing Board Meetings

6.5.8 The Chair of the LHB will preside at any meeting of the Board unless they are absent for any reason (including any temporary absence or disqualification from participation on the grounds of a conflict of interest). In these circumstances the Vice Chair shall preside. If both the Chair and vice-chair are absent or disqualified, the Independent Members present shall elect one of the Independent Members to preside.

6.5.9 The Chair must ensure that the meeting is handled in a manner that enables the Board to reach effective decisions on the matters before it. This includes ensuring that Board members' contributions are timely and relevant and move business along at an appropriate pace. In doing so, the Board must have access to appropriate advice on the conduct of the meeting through the attendance of the nominated Board Secretary. The Chair has the final say on any matter relating to the conduct of Board business.

Quorum

6.5.10 At least six Board members, at least three of whom are Executive Directors and three are Independent Members, must be present to allow any formal business to take place at a Board meeting.

6.5.11 If the Chief Executive or an Executive Director is unable to attend a Board meeting, then a nominated deputy may attend in their absence and may participate in the meeting, provided that the Chair has agreed the nomination before the meeting. However, Board members' voting rights cannot be delegated so the nominated deputy may not vote or be counted towards the quorum. If a deputy is already a Board member in their own right, e.g., a person deputising for the Chief Executive will usually be an Executive Director, they will be able to exercise their own vote in the usual way but they will not have any additional voting rights.

6.5.12 The quorum must be maintained during a meeting to allow formal business to be conducted, i.e., any decisions to be made. Any Board member

disqualified through conflict of interest from participating in the discussion on any matter and/or from voting on any resolution will no longer count towards the quorum. If this results in the quorum not being met that particular matter or resolution cannot be considered further at that meeting, and must be noted in the minutes.

Dealing with motions

6.5.13 In the normal course of Board business items included on the agenda are subject to discussion and decisions based on consensus. Considering a motion is therefore not a routine matter and may be regarded as exceptional, e.g. where an aspect of service delivery is a cause for particular concern, a Board member may put forward a motion proposing that a formal review of that service area is undertaken by a Committee of the Board. The Board Secretary will advise the Chair on the formal process for dealing with motions. No motion or amendment to a motion will be considered by the Board unless moved by a Board member and seconded by another Board member (including the Chair).

6.5.14 **Proposing a formal notice of motion** – Any Board member wishing to propose a motion must notify the Chair in writing of the proposed motion at least 12 days before a planned meeting. Exceptionally, an emergency motion may be proposed up to one hour before the fixed start of the meeting, provided that the reasons for the urgency are clearly set out. Where sufficient notice has been provided, and the Chair has determined that the proposed motion is relevant to the Board's business, the matter shall be included on the Agenda, or, where an emergency motion has been proposed, the Chair shall declare the motion at the start of the meeting as an additional item to be included on the agenda.

6.5.15 The Chair also has the discretion to accept a motion proposed during a meeting provided that the matter is considered of sufficient importance and its inclusion would not adversely affect the conduct of Board business.

6.5.16 **Amendments** - Any Board member may propose an amendment to the motion at any time before or during a meeting and this proposal must be considered by the Board alongside the motion.

6.5.17 If there are a number of proposed amendments to the motion, each amendment will be considered in turn, and if passed, the amended motion becomes the basis on which the further amendments are considered, i.e., the substantive motion.

6.5.18 **Motions under discussion** – When a motion is under discussion, any Board member may propose that:

- The motion be amended;
- The meeting should be adjourned;
- The discussion should be adjourned and the meeting proceed to

the next item of business;

- A Board member may not be heard further;
- The Board decides upon the motion before them;
- An ad hoc Committee should be appointed to deal with a specific item of business; or
- The public, including the press, should be excluded.

6.5.19 Rights of reply to motions – The mover of a motion (including an amendment) shall have a right of reply at the close of any debate on the motion or the amendment immediately prior to a vote on the proposal.

6.5.20 Withdrawal of motion or amendments – A motion or an amendment to a motion, once moved and seconded, may be withdrawn by the proposer with the agreement of the seconder and the Chair.

6.5.21 Motion to rescind a resolution – The Board may not consider a motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six months unless the motion is supported by the (simple) majority of Board members.

6.5.22 A motion that has been decided upon by the Board cannot be proposed again within six months except by the Chair, unless the motion relates to the receipt of a report or the recommendations of a Committee/Chief Executive to which a matter has been referred.

Voting

6.5.23 The Chair will determine whether Board members' decisions should be expressed orally, through a show of hands, by secret ballot or by recorded vote. The Chair must require a secret ballot or recorded vote if the majority of voting Board members request it. Where voting on any question is conducted, a record of the vote shall be maintained. In the case of a secret ballot the decision shall record the number voting for, against or abstaining. Where a recorded vote has been used the Minutes shall record the name of the individual and the way in which they voted. Associate Members may not vote in any meetings or proceedings of the Board.

6.5.24 In determining every question at a meeting the Board members must take account, where relevant, of the views expressed and representations made by individuals who represent the interests of the community and healthcare professionals within the LHB's area. Such views will usually be presented to the Board through the Chairs of the LHB's Advisory Groups and the CHC representative(s).

6.5.25 The Board will make decisions based on a simple majority view held by the Board members present. In the event of a split decision, i.e., no majority view being expressed, the Chair shall have a second and casting vote.

6.5.26 In no circumstances may an absent Board member or nominated deputy vote by proxy. Absence is defined as being absent at the time of the vote.

6.6 Record of Proceedings

6.6.1 A record of the proceedings of formal Board meetings (and any other meetings of the board where the Board members determine) shall be drawn up as 'minutes'. These minutes shall include a record of Board member attendance (including the Chair) together with apologies for absence, and shall be submitted for agreement at the next meeting of the Board, where any discussion shall be limited to matters of accuracy. Any agreed amendment to the minutes must be formally recorded.

6.6.2 Agreed minutes shall be circulated in accordance with Board members' wishes, and, where providing a record of a formal Board meeting shall be made available to the public both on the LHB's website and in hard copy or other accessible format on request, in accordance with any legislative requirements, e.g., Data Protection Act 1998, and the LHB's Communication Strategy and Welsh language requirements.

6.7 Confidentiality

6.7.1 All Board members (including Associate Members), together with members of any Committee or Advisory Group established by or on behalf of the Board and LHB officials must respect the confidentiality of all matters considered by the LHB in private session or set out in documents which are not publicly available. Disclosure of any such matters may only be made with the express permission of the Chair of the Board or relevant Committee, as appropriate, and in accordance with any other requirements set out elsewhere, e.g., in contracts of employment, within the Values and Standards of Behaviour framework or legislation such as the Freedom of Information Act 2000, etc.

7. VALUES AND STANDARDS OF BEHAVIOUR

7.0.1 The Board must adopt a set of values and standards of behaviour for the LHB that meets the requirements of the NHS Wales Values and Standards of Behaviour framework. These values and standards of behaviour will apply to all those conducting business by or on behalf of the LHB, including Board members, LHB officers and others, as appropriate. The framework adopted by the Board will form part of these SOs.

7.1 Declaring and recording Board members' interests

7.1.1 ***Declaration of interests*** – It is a requirement that all Board members must declare any personal or business interests they may have which may affect, or be perceived to affect the conduct of their role as a Board

member. This includes any interests that may influence or be perceived to influence their judgement in the course of conducting the Board's business. Board members must be familiar with the Values and Standards of Behaviour Framework and their statutory duties under the Constitution Regulations. Board members must notify the Board of any such interests at the time of their appointment, and any further interests as they arise throughout their tenure as Board members.

7.1.2 Board members must also declare any interests held by family members or persons or bodies with which they are connected. The Board Secretary will provide advice to the Chair and the Board on what should be considered as an 'interest', taking account of the regulatory requirements and any further guidance, e.g., the Values and Standards of Behaviour framework. If individual Board members are in any doubt about what may be considered as an interest, they should seek advice from the Board Secretary. However, the onus regarding declaration will reside with the individual Board member.

7.1.3 **Register of interests** – The Chief Executive, through the Board Secretary will ensure that a Register of Interests is established and maintained as a formal record of interests declared by all Board members. The register will include details of all Directorships and other relevant and material interests which have been declared by Board members.

7.1.4 The register will be held by the Board Secretary, and will be updated during the year, as appropriate, to record any new interests, or changes to the interests declared by Board members. The Board Secretary will also arrange an annual review of the Register, through which Board members will be required to confirm the accuracy and completeness of the register relating to their own interests.

7.1.5 In line with the Board's commitment to openness and transparency, the Board Secretary must take reasonable steps to ensure that the citizens served by the LHB are made aware of, and have access to view the LHB's Register of Interests. This may include publication on the LHB's website.

7.1.6 **Publication of declared interests in Annual Report** – Board members' directorships of companies or positions in other organisations likely or possibly seeking to do business with the NHS shall be published in the LHB's Annual Report.

7.2 Dealing with Members' interests during Board meetings

7.2.1 The Chair, advised by the Board Secretary, must ensure that the Board's decisions on all matters brought before it are taken in an open, balanced, objective and unbiased manner. In turn, individual Board members must demonstrate, through their actions, that their contribution to the Board's decision making is based upon the best interests of the LHB and the NHS in Wales.

- 7.2.2 Where individual Board members identify an interest in relation to any aspect of Board business set out in the Board's meeting agenda, that member must declare an interest at the start of the Board meeting. Board members should seek advice from the Chair, through the Board Secretary before the start of the Board meeting if they are in any doubt as to whether they should declare an interest at the meeting. All declarations of interest made at a meeting must be recorded in the Board minutes.
- 7.2.3 It is the responsibility of the Chair, on behalf of the Board, to determine the action to be taken in response to a declaration of interest, taking account of any regulatory requirements or directions made by the Welsh Ministers. The range of possible actions may include determination that:
- i The declaration is formally noted and recorded, but that the Board member should participate fully in the Board's discussion and decision, including voting. This may be appropriate, for example where the Board is considering matters of strategy relating to a particular aspect of healthcare and an Independent Member is a healthcare professional whose profession may be affected by that strategy determined by the Board;
 - ii The declaration is formally noted and recorded, and the Board member participates fully in the Board's discussion, but takes no part in the Board's decision;
 - iii The declaration is formally noted and recorded, and the Board member takes no part in the Board discussion or decision;
 - iv The declaration is formally noted and recorded, and the Board member is excluded for that part of the meeting when the matter is being discussed. A Board member must be excluded, where that member has a direct or indirect financial interest in a matter being considered by the Board.
- 7.2.4 In extreme cases, it may be necessary for the member to reflect on whether their position as a Board member is compatible with an identified conflict of interest.
- 7.2.5 Where the Chair is the individual declaring an interest, any decision on the action to be taken shall be made by the Vice Chair, on behalf of the Board.
- 7.2.6 In all cases the decision of the Chair (or the Vice Chair in the case of an interest declared by the Chair) is binding on all Board members. The Chair should take advice from the Board Secretary when determining the action to take in response to declared interests; taking care to ensure their exercise of judgement is consistently applied.
- 7.2.7 ***Members with pecuniary (financial) interests*** – Where a Board

member, or any person they are connected with¹ has any direct or indirect pecuniary interest in any matter being considered by the Board, including a contract or proposed contract, that member must not take part in the consideration or discussion of that matter or vote on any question related to it. The Board may determine that the Board member concerned shall be excluded from that part of the meeting.

7.2.8 The Constitution Regulations define ‘direct’ and ‘indirect’ pecuniary interests and these definitions always apply when determining whether a member has an interest. These SOs must be interpreted in accordance with these definitions.

7.2.9 **Members with Professional Interests** - During the conduct of a Board meeting, an individual Board member may establish a clear conflict of interest between their role as a LHB Board member and that of their professional role outside of the Board. In any such circumstance, the Board shall take action that is proportionate to the nature of the conflict, taking account of the advice provided by the Board Secretary.

7.3 Dealing with officers’ interests

7.3.1 The Board must ensure that the Board Secretary, on behalf of the Chief Executive, establishes and maintains a system for the declaration, recording and handling of LHB officers’ interests in accordance with the Values and Standards of Behaviour Framework.

7.4 Reviewing how Interests are handled

7.4.1 The Audit Committee will review and report to the Board upon the adequacy of the arrangements for declaring, registering and handling interests at least annually.

7.5 Dealing with offers of gifts² and hospitality

7.5.1 The Values and Standards of Behaviour Framework adopted by the Board prohibits Board members and LHB officers from receiving gifts, hospitality or benefits in kind from a third party which may reasonably give rise to suspicion of conflict between their official duty and their private interest, or may reasonably be seen to compromise their personal integrity in any way.

7.5.2 Gifts, benefits or hospitality must never be solicited. Any Board member

¹ In the case of persons who are married to each other or in a civil partnership with each other or who are living together as if married or civil partners, the interest of one person shall, if known to the other, be deemed for the purpose of this Standing Order to be also an interest of the other.

² The term gift refers also to any reward or benefit.

or LHB officer who is offered a gift, benefit or hospitality which may or may be seen to compromise their position must refuse to accept it. This may in certain circumstances also include a gift, benefit or hospitality offered to a family member of a Board member or LHB officer. Failure to observe this requirement may result in disciplinary and/or legal action.

7.5.3 In determining whether any offer of a gift or hospitality should be accepted, an individual must make an active assessment of the circumstances within which the offer is being made, seeking advice from the Board Secretary as appropriate. In assessing whether an offer should be accepted, individuals must take into account:

- **Relationship:** Contacts which are made for the purpose of information gathering are generally less likely to cause problems than those which could result in a contractual relationship, in which case accepting a gift or hospitality could cause embarrassment or be seen as giving rise to an obligation;
- **Legitimate Interest:** Regard should be paid to the reason for the contact on both sides and whether it is a contact that is likely to benefit the LHB;
- **Value:** Gifts and benefits of a trivial or inexpensive seasonal nature, e.g., diaries/calendars, are more likely to be acceptable and can be distinguished from more substantial offers. Similarly, hospitality in the form of a working lunch would not be treated in the same way as more expensive social functions, travel or accommodation (although in some circumstances these may also be accepted);
- **Frequency:** Acceptance of frequent or regular invitations particularly from the same source would breach the required standards of conduct. Isolated acceptance of, for example, meals, tickets to public, and sport, cultural or social events would only be acceptable if attendance is justifiable in that it benefits the LHB; and
- **Reputation:** If the body concerned is known to be under investigation by or has been publicly criticised by a public body, regulators or inspectors, acceptance of a gift or hospitality might be seen as supporting the body or affecting in some way the investigation or negotiations and it should always be declined.

7.5.4 A distinction may be drawn between items offered as hospitality and items offered in substitution for fees for broadcasts, speeches, lectures or other work done. There may be circumstances where the latter may be accepted if they can be used for official purposes.

7.6 Register of Gifts and Hospitality

- 7.6.1 The Board Secretary, on behalf of the Chair, will maintain a register of Gifts and Hospitality to record offers of gifts and hospitality made to Board members. Executive Directors will adopt a similar mechanism in relation to LHB officers working within their Directorates.
- 7.6.2 Every Board member and LHB officer has a personal responsibility to volunteer information in relation to offers of gifts and hospitality, including those offers that have been refused. The Board Secretary, on behalf of the Chair and Chief Executive, will ensure the incidence and patterns of offers and receipt of gifts and hospitality are kept under active review, taking appropriate action where necessary.
- 7.6.3 When determining what should be included in the Register, individuals shall apply the following principles, subject to the considerations in Standing Order 7.5.3:
- **Gifts:** Generally, only gifts of material value should be recorded. Those with a nominal value, e.g., seasonal items such as diaries/calendars would not usually need to be recorded.
 - **Hospitality:** Only significant hospitality offered or received should be recorded. Occasional offers of ‘modest and proportionate³’ hospitality need not be included in the Register.
- 7.6.4 Board members and LHB officers may accept the occasional offer of modest and proportionate hospitality but in doing so must consider whether the following conditions are met:
- Acceptance would further the aims of the LHB ;
 - The level of hospitality is reasonable in the circumstances;
 - It has been openly offered; and,
 - It could not be construed as any form of inducement and will not put the individual under any obligation to those offering it.
- 7.6.5 The Board Secretary will arrange for a full report of all offers of Gifts and Hospitality recorded by the LHB to be submitted to the Audit Committee (or equivalent) at least annually. The Audit Committee will then review and report to the Board upon the adequacy of the LHB’s arrangements for dealing with offers of gifts and hospitality.

8. SIGNING AND SEALING DOCUMENTS

³ Examples of ‘modest and proportionate’ hospitality that need not be included in a Hospitality register include a working sandwich lunch or a buffet lunch incidental to a conference or seminar attended by a variety of participants.

- 8.0.1 The common seal of the LHB is primarily used to seal legal documents such as transfers of land, lease agreements and other important/key contracts. The seal may only be fixed to a document if the Board or Committee of the Board has determined it shall be sealed, or if a transaction to which the document relates has been discussed previously by the Board or Committee of the Board.
- 8.0.2 Where it is decided that a document shall be sealed it shall be fixed in the presence of the Chair or Vice Chair (or other authorised independent Member) and the Chief Executive (or another authorised individual) both of whom must witness the seal.

8.1 Register of Sealing

- 8.1.1 The Board Secretary shall keep a register that records the sealing of every document. Each entry must be signed by the persons who approved and authorised the document and who witnessed the seal. A report of all sealings shall be presented to the Board at least bi-annually.

8.2 Signature of Documents

- 8.2.1 Where a signature is required for any document connected with legal proceedings involving the LHB, it shall normally be signed by the Chief Executive, except where the Board has authorised another person or has been otherwise directed to allow or require another person to provide a signature.
- 8.2.2 The Chief Executive or nominated officers may be authorised by the Board to sign on behalf of the LHB any agreement or other document (not required to be executed as a deed) where the subject matter has been approved either by the Board or a Committee to which the Board has delegated appropriate authority.

8.3 Custody of Seal

- 8.3.1 The Common Seal of the LHB shall be kept securely by the Board Secretary.

9. GAINING ASSURANCE ON THE CONDUCT OF LHB BUSINESS

- 9.0.1 The Board shall set out explicitly, within a Risk and Assurance Framework, how it will be assured on the conduct of LHB business, its governance and the effective management of the organisation's risks in pursuance of its aims and objectives. It shall set out clearly the various sources of assurance, and where and when that assurance will be provided, in accordance with any requirements determined by the Welsh Ministers.

- 9.0.2 The Board shall ensure that its assurance arrangements are operating effectively, advised by its Audit Committee (or equivalent).
- 9.0.3 Assurances in respect of the Shared Services shall primarily be achieved by the reports of the Director of Shared Services to the Shared Services Partnership Committee, and reported back by the Chief Executive (or their nominated representative). Where appropriate, and by exception, the Board may seek assurances direct from the Director of Shared Services. The Director of Shared Services and the Shared Services Partnership Committee shall be under an obligation to comply with any internal or external audit functions being undertaken by or on behalf of the LHB.

9.1 The role of Internal Audit in providing independent internal assurance

- 9.1.1 The Board shall ensure the effective provision of an independent internal audit function as a key source of its internal assurance arrangements, in accordance with NHS Wales Internal Auditing Standards and any other requirements determined by the Welsh Ministers.
- 9.1.2 The Board shall set out the relationship between the Head of Internal Audit (HIA), the Audit Committee (or equivalent) and the Board. It shall:
- Approve the Internal Audit Charter (incorporating the definition of internal audit) and adopt the Internal Auditing Standards (incorporating the code of ethics);
 - Ensure the HIA communicates and interacts directly with the Board, facilitating direct and unrestricted access;
 - Require Internal Audit to confirm its independence annually; and
 - Ensure that the Head of Internal Audit reports periodically to the Board on its activities, including its purpose, authority, responsibility and performance. Such reporting will include governance issues and significant risk exposures.

9.2 Reviewing the performance of the Board, its Committees and Advisory Groups

- 9.2.1 The Board shall introduce a process of regular and rigorous self assessment and evaluation of its own operations and performance and that of its Committees and Advisory Groups. Where appropriate, the Board may determine that such evaluation may be independently facilitated.
- 9.2.2 Each Committee and, where appropriate, Advisory Group must also submit an annual report to the Board through the Chair within 6 weeks of the end of the reporting year setting out its activities during the year and including the review of its performance and that of any sub-Committees it has established.
- 9.2.3 The Board shall use the information from this evaluation activity to inform:

- The ongoing development of its governance arrangements, including its structures and processes;
- Its Board Development Programme, as part of an overall Organisation Development framework; and
- The Board's report of its alignment with the Assembly Government's Citizen Centred Governance Principles.

9.3 External Assurance

- 9.3.1 The Board shall ensure it develops effective working arrangements and relationships with those bodies that have a role in providing independent, external assurance to the public and others on the LHB's operations, e.g., the Wales Audit Office and Healthcare Inspectorate Wales.
- 9.3.2 The Board may be assured, from the work carried out by external audit and others, on the adequacy of its own assurance framework, but that external assurance activity shall not form part of, or replace its own internal assurance arrangements, except in relation to any additional work that the Board itself may commission specifically for that purpose.
- 9.3.3 The Board shall keep under review and ensure that, where appropriate, the LHB implements any recommendations relevant to its business made by the National Assembly for Wales's Audit Committee, the Public Accounts Committee or other appropriate bodies.
- 9.3.4 The LHB shall provide the Auditor General for Wales with any assistance, information and explanation which the Auditor General thinks necessary for the discharge of their statutory powers and responsibilities under section 145 of and paragraph 17 to Schedule 8 of the Government of Wales Act 2006 (c.42).

10. DEMONSTRATING ACCOUNTABILITY

- 10.0.1 Taking account of the arrangements set out within these SOs, the Board shall demonstrate to the communities it serves and to the Welsh Ministers a clear framework of accountability within which it:
- Conducts its business internally;
 - Works collaboratively with NHS colleagues, partners, service providers and others; and
 - Responds to the views and representations made by those who represent the interests of the communities it serves and other stakeholders, including its officers and healthcare professionals.
- 10.0.2 The Board shall, in publishing its strategic and operational level plans, set out how those plans have been developed taking account of the views of others, and how they will be delivered by working with their community and

other partners.

10.0.3 The Board shall also facilitate effective scrutiny of the LHB's operations through the publication of regular reports on activity and performance, including publication of an Annual Report.

10.0.4 The Board shall ensure that within the LHB, individuals at all levels are supported in their roles, and held to account for their personal performance through effective performance management arrangements.

11. REVIEW OF STANDING ORDERS

11.0.1 *[The Board Secretary shall arrange for an equality impact assessment to be carried out on a draft of these SOs prior to their formal adoption by the Board, the results of which shall be presented to the Board for consideration and action, as appropriate. The fact that an assessment has been carried out shall be noted in the SOs.]*

11.0.2 These SOs shall be reviewed annually by the Audit Committee [or equivalent], which shall report any proposed amendments to the Board for consideration. The requirement for review extends to all documents having the effect as if incorporated in SOs, including the equality impact assessment.

Glossary of terms

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| Accountable Officer | The officer formally designated as the LHB's 'Accountable Officer' by the Chief Executive, NHS Wales. In LHBs, the Chief Executive must be the designated Accountable Officer, and this is a condition of their appointment to the role. The essence of the role of Accountable Officer is the designation of personal responsibility for the propriety and regularity of the public finances for which the AO is answerable. |
| Accounting Officer | The person holding the post of Director General, Department for Health and Social Services and Chief Executive, NHS Wales who has been formally designated the Welsh Government's Accounting Officer for Health and Social Services. |
| Advisory Group | A committee, created and appointed by the LHB Board to provide advice in the exercise of its functions. The LHB's advisory groups include a Stakeholder Reference Group, Healthcare Professionals Forum, and Local Partnership Forum. |
| Annual Plan of Board Business | Annual Plan of Board Business will include proposals on meeting dates, venues and coverage of business activity during the year |
| Associate Member | A board member who has been appointed to bring a particular perspective to the Board and to participate in Board debate and discussions, but who does not have voting rights. |
| Board | The corporate, decision making body of the LHB. Its role is to set its strategic direction; establish and uphold its governance and accountability framework, including its values and standards of behaviour; and to ensure delivery of its aims and objectives through effective challenge and scrutiny of performance across all areas of activity. |
| Board members | All members of the Board, including the Chair, Vice-Chair, officer members (known as Executive Directors), non officer members (collectively with the Chair and Vice-Chair known as Independent Members) and Associate (non voting) members. |
| Board Secretary | The person appointed by the Board as its principal advisor on all aspects of governance. |
| Chair, LHB Chair or Chair of the Board (or LHB) | The person appointed by the Cabinet Secretary for Health, Wellbeing and Sport to lead the Board and to ensure it successfully discharges its overall responsibility for the LHB as a whole. |
| Chief Executive | The Chief Officer of the LHB. |
| Chief Executive, NHS | The person holding the post of Director General, Health |

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| Wales | and Social Services, Welsh Government, and Chief Executive, NHS Wales . |
| Committee | A committee or sub-committee, created and appointed by the LHB or, in the case of a joint-committee or joint sub-committee created and appointed by the LHB or by another organisation and approved by the LHB. |
| Committee Members | Those persons formally appointed by the Board to sit on or to chair specific committees. |
| Constitution Regulations | The Local Health Boards (Constitution, Membership and Procedures) (Wales) Regulations 2009. |
| Director General, Health and Social Services | The person holding the post of the Welsh Government's Director General, responsible for the Health and Social Services Directorate General and Chief Executive, NHS Wales. |
| Director of Finance | The chief financial officer of the LHB. |
| Executive Director(s) | Officer member(s) of the Board. There are nine Executive Directors with responsibility for the following areas: Medical; Finance, Nursing and Midwifery; Therapies and Health Sciences; Primary Care and Community Services (the remit of the Chief Operating Officer) and Strategic and Operational Planning; Workforce and Organisational Development; Public Health; and Mental Health Services (the remit of the Chief Executive). |
| Functions | Those functions defined in the Local Health Boards (Directed Functions) (Wales) Regulations 2009 and in other statutory instruments. |
| Funds held on trust | Those funds which the LHB holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under Section 163 of the National Health Service (Wales) Act 2006. Such funds may or may not be charitable. |
| Independent Member(s) | Collectively the Chair, Vice-Chair and the Non Officer Member(s) of the Board. |
| Integrated Medium Term Plans | Plans prepared, submitted and approved in accordance with the NHS Finance (Wales) Act 2014 and as defined by the NHS Wales Planning Framework |
| LHB | The Betsi Cadwaladr University Local Health Board. |
| Ministers or Minister | Either, collectively Welsh Ministers, or separately the Minister or the Deputy Minister for Health and Social Services for Wales. |
| National Assembly | The National Assembly for Wales, or any person whose authority emanates from the National Assembly for Wales. |
| NHS | The National Health Service. |

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| NHS Act 2006 | The National Health Service Act 2006. |
| NHS (Wales) Act 2006 | The National Health Service (Wales) Act 2006. |
| NHS Finance (Wales) Act 2014 | The National Health Service Finance (Wales) Act 2014 |
| Nominated Officer | An officer charged with the responsibility for discharging specific tasks within these Standing Orders and related Standing Financial Instructions. |
| Non Officer Members (NOMs) | There are nine non-officer members, who must include: a local authority member; a voluntary organisation (or third sector) member; a trade union member; and a person who holds a post in a university that is related to health. |
| Officer | An employee of the LHB. In certain circumstances, the term officer may include a person who is employed by another LHB or by a third party contracted to the LHB who carries out functions on behalf of the LHB. |
| Officer Members | See Executive Director(s). |
| SFIs | Standing Financial Instructions. |
| SOs | Standing Orders. |
| Values and Standards of Behaviour Framework | The Values and Standards of Behaviour Framework, incorporating NHS Codes of Conduct. |
| Vice-Chair | The non officer member appointed by the Minister who shall have particular responsibility for primary care, community and mental health services; and to take on the Chair's duties if the Chair is absent for any reason. |
| Welsh Government | The Welsh Ministers or any person whose authority emanates from the Welsh Ministers. |

Scheme of Reservation & Delegation of Powers

See Schedule 1 (attached as separate document)

Section 3 - FINANCIAL DELEGATIONS

Contracts over £1m

The LHB Board must gain written consent from the Welsh Government (WG) to enter into a contract where an individual contract exceeds £1m in any one financial year. This requirement for consent does not apply to any contract entered into pursuant to a specific statutory power and therefore does not apply to:

- i. Contracts of employment between LHBs and their staff;
- ii. Transfers of land or contracts effected by Statutory instrument following the creation of the LHB.
- iii. Out of Hours Contracts; and
- iv. All NHS contracts i.e. where one health service body contracts with another health service body.

These remain in the delegated authority of the LHB.

Each contract must be considered on a case by case basis and independent legal advice sought where appropriate.

Framework for the delegation of financial commitments

See Table B – Scheme of Reservation and Delegation

The following principles apply to this framework:-

- Financial limits can be reduced at the discretion of the Board.
- In an officer's absence, financial limits can be delegated in part or in total either generally or for specific items.
- Directors can limit delegated budget holders to less than £75k at their discretion.
- These limits apply to requisition authorisation, which is where the control lies.
- In exceptional circumstances the Chair may have delegated authority on behalf of the Board. Any use of delegated authority to the Chair must be included in the minutes of the next meeting of the Board.
- Each director has the responsibility of cascading the delegation within their area and ensuring that authorised signatories are in place. It may be appropriate for some areas of expenditure to be notified to the University Health Board even if they are within the budget holder's limits.

Schedule 2

KEY GUIDANCE, INSTRUCTIONS AND OTHER RELATED DOCUMENTS

This Schedule forms part of, and shall have effect as if incorporated in the
Local Health Board Standing Orders

LHB framework

The BCULHB's governance and accountability framework comprises these SOs, incorporating schedules of Powers reserved for the Board and Delegation to others, together with the following documents:

- ***SFIs – [see Schedule 2.1 separate document]***
- ***Values and Standards of Behaviour Framework – [as per www.NHSWalesGovernance.com]***
- ***Risk and Assurance Framework***

agreed by the Board. These documents must be read in conjunction with the SOs and will have the same effect as if the details within them were incorporated within the SOs themselves.

NHS Wales framework

Full, up to date details of the guidance, instructions and other documents that together make up the framework of governance, accountability and assurance for the NHS in Wales are published on the NHS Wales Governance e-Manual which can be accessed at www.NHSWalesGovernance.com . Directions or guidance on specific aspects of LHB business are also issued in hard copy, usually under cover of a Ministerial Letter.

Schedule 2.1

**MODEL STANDING FINANCIAL INSTRUCTIONS
FOR LOCAL HEALTH BOARDS**

See separate document: Schedule 2.1

**This Schedule forms part of, and shall have effect as if incorporated in the
Local Health Board Standing Orders**



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WALES

Bwrdd Iechyd Prifysgol
Betsi Cadwaladr
University Health Board

Charitable Funds Standing Financial Instructions

November 2011

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1. INTRODUCTION

1.1. General

1.1.1. These Standing Financial Instructions (SFIs) are issued in relation to the administration of the Betsi Cadwaladr University Health Board Charity (registered with the Charity Commission in England and Wales under number 1138976) and its subsidiary Charities.

1.1.2. These SFIs detail the financial responsibilities, policies and procedures adopted by the Charity. They are designed to ensure that the Charity's financial transactions are carried out in accordance with the law and Charity Commission guidance, in order to achieve probity, accuracy, economy, efficiency and effectiveness. They do not provide detailed procedural advice and should be read in conjunction with the Betsi Cadwaladr University Health Board Charitable Funds Financial Procedures.

1.1.3. Section 20 of the Betsi Cadwaladr University Local Health Board (LHB)'s SFIs deals specifically with funds held on trust. These SFIs expand on the guidance issued in the LHB's SFIs in relation to the Charity.

1.1.4. The objects of the Charity, as lodged with the Charity Commission, are:

'For the general or specific purposes of Betsi Cadwaladr University Health Board or for all or any charitable purpose or purposes relating to the National Health Service'.

1.2. Corporate Trustee

1.2.1. The LHB is the corporate trustee of the Charity and the Standing Orders (SOs) which apply to the Board also apply in its capacity as Trustee. In relation to the Charity, these SFIs hold the same weight as if they were incorporated into the SOs.

1.2.2. Section viii) of the SOs (Reservation and Delegation of Powers) outlines the LHB's role as a corporate trustee for the management of funds it holds on trust. The discharge of the LHB's corporate trustee responsibilities are distinct from its responsibilities for exchequer funds

and may not necessarily be discharged in the same manner, but there must still be adherence to the general overriding principles of financial regularity, prudence and propriety.

- 1.2.3. For the purposes of administering the Charity, voting Board Directors and Independent Members, acting on behalf of the LHB as a corporate trustee are acting as quasi-trustees, hence they are called Trustee's Representatives.
- 1.2.4. If for any reason these SFIs are not complied with, full details of the non-compliance, any justification for non-compliance and the circumstances around the non-compliance shall be reported to the next formal meeting of the Charitable Funds Committee for referring action or ratification. Any member of staff of the corporate trustee has a duty to ensure that any non-compliance with these SFIs is reported to any of the Trustee's Representative immediately.

2. CHARITY COMMISSION REQUIREMENTS

- 2.1. The trustee responsibilities must be discharged separately and full recognition given to the LHB's dual accountabilities to the Charity Commission for charitable funds and to the Welsh Government for all exchequer funds.
- 2.2. For this purpose, the Board acting as a Board of Trustees for the charity shall establish a Charitable Funds Committee, comprising of a number of voting Board members. This will ensure that each trust fund which the LHB is responsible for managing is managed appropriately, with regard to its purpose and to its requirements. This will discharge the governance requirements of the Board, save where certain decisions are reserved for the Board.

3. APPLICABILITY OF CORPORATE TRUSTEE STANDING FINANCIAL INSTRUCTIONS

- 3.1. In so far as it is possible to do so, most of the sections of the corporate trustee's SFIs will apply to the management of funds held on trust.

- 3.2. The overriding principle is that the integrity of each fund held on trust must be maintained, statutory and LHB obligations met. Materiality must be assessed separately from exchequer activities and funds.
- 3.3. The reserved powers of the Charitable Funds Committee and the scheme of delegation make clear where decisions are to be taken and by whom. SFIs are intended to provide guidance to persons who have been delegated to act on behalf of the corporate trustee.

4. MANAGEMENT OF FUNDS

- 4.1. The management of funds held on trust is undertaken by the Director of Finance's nominated representative on behalf of the Charitable Funds Committee.
- 4.2. The nominated representative shall ensure that each designated fund within the Charity is managed appropriately and in accordance with their respective governing documents.
- 4.3. The nominated representative shall periodically review the funds in existence and make recommendations to the Charitable Funds Committee regarding the potential for rationalisation of such funds within statutory guidelines.
- 4.4. The nominated representative shall arrange for the creation of a new designated fund where monies and/or other assets received cannot adequately be managed as part of the existing fund arrangements.
- 4.5. The nominated representative is responsible for identifying any new charity that may be created (of which the LHB is trustee) and dealing with any legal steps that may be required to formalise the trusts of any such charity.

5. INCOMING RESOURCES

5.1. Donations

- 5.1.1. In respect of donations, the nominated representative shall provide guidelines to trustees, officers, volunteers, users, beneficiaries and

donors as to how to proceed when offered or offering funds. These are to include:

- The identification of the donor's intentions;
- Where possible, the avoidance of new designated funds;
- The avoidance of impossible, undesirable or administratively difficult objects; and
- Sources of immediate further advice.

5.1.2. The nominated representative shall provide secure and appropriate receipting arrangements which indicate that funds have been accepted directly by the Charity and that the donor's intentions have been noted, without imposing any trust.

5.2. Legacies

5.2.1. In respect of legacies and bequests, the nominated representative shall provide guidelines to trustees, officers, volunteers, users, beneficiaries and donors covering any approach regarding the wording of wills and the receipt of monies/other assets from executors.

5.2.2. The nominated representative shall, if necessary, obtain a grant of representation where the Charity has an interest.

5.2.3. The nominated representative is empowered, on behalf of the Charity, to negotiate arrangements regarding the administration of a will with executors and to discharge them from their duty.

5.2.4. The nominated representative is empowered, subject to appropriate legal advice, to enter into any agreement with the personal representative of an estate relating to the treatment of legacies and bequests.

5.3. Fundraising

5.3.1. The nominated representative shall deal with all arrangements for fundraising by and/or on behalf of the Charity and ensure compliance with all statutes and regulations.

- 5.3.2. The nominated representative is responsible for alerting the Charitable Funds Committee to any irregularities regarding the use of the Charity's name or its registration number.
- 5.3.3. No income will be raised from trading activities without the prior and express permission of the Charitable Funds Committee.
- 5.3.4. The classification table below is to be used by internal fundraisers considering undertaking a fundraising event/activity. The table classifies each fundraising proposal according to the proposed financial targets, and indicates appropriate authorisation levels and who should assume project lead. The financial targets are aligned with the approval targets for Charitable Expenditure.

| Financial Target | Classification | Authorisation Level | Project Lead |
|-------------------------|-----------------------|---|--|
| <£10,000 | Small Appeal (1) | Fundraising Manager and Assistant Director of Finance | Ward & Department Staff |
| £10,000 - £25,000 | Small Appeal (2) | Director of Finance | Assistant Chief of Staff or as delegated by them |
| £25,000 - £0.25m | Small Appeal (3) | Charitable Funds Committee | Fundraising Manager |
| £0.25m to £0.5m | Medium Appeal | Charitable Funds Committee | Fundraising Manager |
| >£0.5m | Large Appeal | Charitable Funds Committee | Fundraising Manager |

- 5.3.5. Fundraising can only be commenced following training by the Fundraising team, who can advise on ensuring that appropriate risk assessments are completed and that the approach is consistent with laws and regulations, as well as the values of the LHB. The Fundraising team will therefore need to ensure that appropriate training materials have been prepared.

5.4. Investment Income

- 5.4.1. The nominated representative, following approval by the Charitable Funds Committee, shall be responsible for the appropriate treatment of all dividends, interest and other receipts from investments.

6. RESOURCES EXPENDED

6.1. Charitable Activities

6.1.1. The expenditure of funds shall be managed by the nominated representative in conjunction with the Charitable Funds Committee. In doing so, the following shall be taken into account:

- The objects of the Charity and the designated funds;
- The availability of liquid resources within each designated fund;
- The powers of delegation available to commit resources;
- The avoidance of the use of exchequer funds to discharge Charitable Funds' liabilities (except where administratively unavoidable) and to ensure that any indebtedness to the LHB is discharged by Charitable Funds at the earliest possible time;
- That the Charity's funds are to be spent rather than preserved, subject to the wishes of the donor and needs of the LHB; and
- The definitions of 'charitable purpose' as agreed by the NHS with the Charity Commission.

6.2. Powers of Delegation

6.2.1. Authorisation of expenditure from Charitable Funds is subject to the following approvals (inclusive of VAT where applicable):

- For specific designated funds:

| Expenditure Amount | Approval Required |
|---------------------------|--|
| Up to £5,000 | – Designated fund advisor. |
| £5,001 to £25,000 | – Designated fund advisor; plus – Relevant Senior Manager (see below); plus – Relevant Chief Financial Officer; plus – Charitable Funds Advisory Group, and – Reported retrospectively to the Charitable Funds Committee |
| Over £25,000 | – Designated fund advisor; plus – Relevant Senior Manager (see below); plus – Relevant Chief Financial Officer; and – Charitable Funds Committee. |

- For General Funds:

| Expenditure Amount | Approval Required |
|---------------------------|---|
| Up to £5,000 | <ul style="list-style-type: none"> – Finance Director – Operational Finance (delegated to Head of Financial Services). |
| £5,001 to £25,000 | <ul style="list-style-type: none"> – Finance Director – Operational Finance (delegated to Head of Financial Services); plus – Relevant Senior Manager (see below); plus – Relevant Chief Financial Officer; plus – Charitable Funds Advisory Group, and – Reported retrospectively to the Charitable Funds Committee |
| Over £25,000 | <ul style="list-style-type: none"> – Finance Director – Operational Finance (delegated to Head of Financial Services); plus – Relevant Senior Manager (see below); plus – Relevant Chief Financial Officer; and – Charitable Funds Committee |

Senior Managers would include one or more of the relevant persons below:

- Secondary Care Director
- Secondary Care Nurse Director
- Secondary Care Medical Director
- Hospital Director (Ysbyty Gwynedd, Ysbyty Glan Clwyd or Ysbyty Maelor)
- Hospital Nurse Director (Ysbyty Gwynedd, Ysbyty Glan Clwyd or Ysbyty Maelor)
- Hospital Medical Director (Ysbyty Gwynedd, Ysbyty Glan Clwyd or Ysbyty Maelor)
- Area Director (West, Central or East)
- Area Nurse Director (West, Central or East)
- Director of Mental Health
- Executive Director.

Additionally, all requests for the funding of staff salaries, regardless of values, must be approved by the Charitable Funds Committee.

7. INVESTMENT MANAGEMENT

- 7.1. The nominated representative shall be responsible for all aspects of the management of the Charity's investments, including the provision of advice to the Charitable Funds Committee and the Board, the review of the performance of investment managers and the reporting of investment performance.
- 7.2. The nominated representative is responsible for the formulation of an investment policy, approved by the Charitable Funds Committee, within the legal powers of the Charity, to meet its requirements with regard to income generation and the enhancement of capital value, whilst allowing for ethical considerations.
- 7.3. The Charitable Funds Committee is empowered with the responsibility of appointing an investment manager to advise it on investment matters and may delegate the day-to-day management of some or all of the investments to that manager. The Committee should obtain appropriate professional advice to support its investment activities.
- 7.4. The Charitable Funds Committee has responsibility for 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 Board for applying accrued income to designated funds in line with charity law and Charity Commission guidance.
- 7.5. The Charitable Funds Committee is responsible for regularly reviewing investments to see if other opportunities or investment managers offer better returns.
- 7.6. The amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments, as reported to the Committee.

8. BANKING SERVICES

- 8.1. The nominated representative shall advise the Charitable Funds Committee and, with its approval, ensure that appropriate banking services are available to the Charity.
- 8.2. Banking arrangements for the Charity should be kept entirely distinct from the LHB's exchequer funds.

- 8.3. The number of separate current and deposit accounts should be minimised wherever possible.

9. REPORTING

- 9.1. The nominated representative shall ensure that regular reports are made to the Charitable Funds Committee on incoming resources, investments and resources expended.
- 9.2. The nominated representative shall prepare annual accounts in the required manner which shall be submitted to the Charitable Funds Committee and the Board within agreed timescales.
- 9.3. The nominated representative shall prepare the trustees' annual report and the required submissions to the Charity Commission for adoption by the Charitable Funds Committee, acting with delegated authority from the Board.
- 9.4. The minutes of the Charitable Funds Committee shall be reported to the Board. In accordance with the LHB's SOs, these meetings of the Board will be held in public, with the papers also made available through the LHB's website.

10. ACCOUNTING AND AUDIT

- 10.1. The nominated representative shall maintain all financial records to enable the production of the annual accounts and annual report to the satisfaction of the auditors.
- 10.2. The nominated representative shall liaise with the auditors and provide them with all necessary information for them to complete the audit.
- 10.3. The Charitable Funds Committee shall be advised by the nominated representative on the outcome of the annual audit. The Chair of the Charitable Funds Committee shall provide this information to the Board.

11. ADMINISTRATION COSTS

- 11.1. The nominated representative shall identify all costs directly incurred in the administration of funds held on trust and shall charge such costs to the appropriate designated funds.

12. TAXATION

- 12.1. The nominated representative shall ensure that the Charity's liability to taxation is managed appropriately, taking full advantage of available concessions, through the maintenance of appropriate records, the preparation and submission of the required returns and the recovery of deductions at source.

13. FINANCIAL PROCEDURES

- 13.1 The nominated representative shall be responsible for preparing and keeping under review detailed appropriate financial procedures to enable the effective running of the Charity. These shall be transparent and available on the intranet.

Schedule 3

BOARD COMMITTEE ARRANGEMENTS

This Schedule forms part of, and shall have effect as if incorporated in the Local Health Board Standing Orders

The Board has the following Committees and Sub-Committees (Terms of Reference attached):

- Remuneration & Terms of Service Committee
- Audit Committee
- Mental Health Act Committee
- Charitable Funds Committee
- Quality, Safety & Experience Committee
- Finance & Performance Committee
- Strategy, Partnerships & Population Health Committee

Advisory Groups:

The Board has the following Advisory Groups (see Schedule 5):

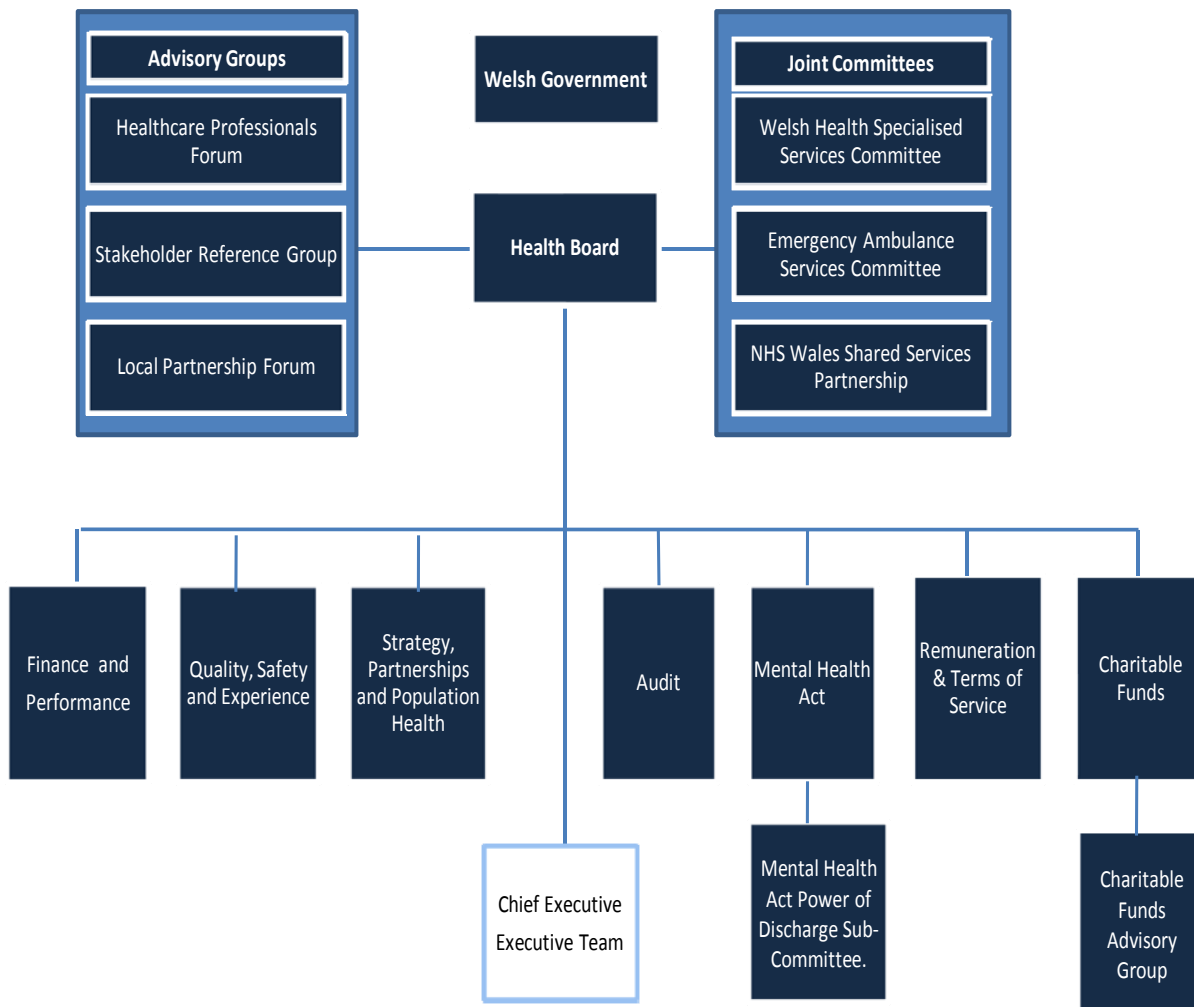
- Stakeholder Reference Group (SRG)
- Healthcare Professionals Forum (HPF)
- Local Partnership Forum (LPF)

Joint Committees:

In addition, there are three Joint Committees (See Schedule 4):

- Welsh Health Specialised Services Committee (WHSSC)
- Emergency Ambulance Services Committee (EASC)
- NHS Wales Shares Services Partnership Committee (NWSSP)

Board Committee/Groups Diagram:



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;
 - objectives for Executive Directors and other VSMs and their performance assessment;
 - performance management system in place for those in the positions mentioned above and its application;
 - 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.
- 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.
- 3.1.8 Ensure that the Chair of Finance and Performance Committee is sighted on matters delegated to that Committee to monitor.

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)

5.2.1 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 Staff side 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 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

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.

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 by the Board:-

.....

**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
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.

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

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 be in attendance.

8.2 Frequency of Meetings

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

8.3 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.

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:
- 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.
- 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:-

.....

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 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.

Date of approval by the Board:

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.

**POWER OF DISCHARGE SUB-COMMITTEE
TERMS OF REFERENCE AND OPERATING ARRANGEMENTS**

1. INTRODUCTION

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

2. PURPOSE

- 2.1 The purpose of the Power of Discharge Sub-Committee (hereafter, the Sub-Committee) is to advise and assure the Board that the processes associated with the discharge of patients from compulsory powers that are used by the Sub-Committee are being performed correctly and in accordance with legal requirements.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 The Sub-Committee, in respect of its provision of advice and assurance will and is authorised by the Board to:-
- Comment specifically upon the processes employed by the Sub-Committee's Panel in relation to the discharge of patients from compulsory powers, and whether these processes are fair, reasonable and compliant with the Mental Health Act and are in line with other related legislation, including, the Mental Capacity Act 2005, the Human Rights Act 1998 and the Data protection Act 1998 and that the appropriate systems are in place to ensure the effective scrutiny of associated discharge documentation.
 - undertake the functions of Section 23 of the Mental Health Act 1983, in relation to hearing cases of detained powers ensuring that three or more members of the Sub-Committee form a Panel and only a minimum of three members in agreement may exercise the power of discharge. The Panel will be drawn from the pool of members formally designated as Hospital Manager as reported to the Sub-Committee.
 - 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 outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements;
- 3.2 The Sub-Committee will, as part of its process of hearing cases, be made aware of operational issues affecting the patient's care and treatment, including discharge arrangements. These are not matters for which the Sub-Committee shall have responsibility. Even so, Sub-Committee members are not precluded from raising such matters with those holding operational responsibility. In addition, such issues can be raised on an anonymised basis or through the Board itself.

4. MEMBERSHIP

Members

- 4.1 Three Independent Members of the Board.
A maximum of ten (10) appointed MHA Managers (as nominated and agreed by the Sub-Committee) (Appointed for a period of four years with appointment not to exceed a maximum of eight years in total).

Attendees

Director of Mental Health
Senior Mental Health Clinicians
Mental Health Act Manager
Officer Representatives for Learning Disabilities and Children's Services

- 4.2. 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.

Secretariat

- 4.3 Secretary As determined by the Board Secretary

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 Board shall be the Chair of this Sub-Committee.

4.4.2 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 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. SUB-COMMITTEE MEETINGS

Quorum

5.1 At least two Independent Members and four Associate Hospital Managers must be present to ensure the quorum of the Sub-Committee one of whom should be the Chair or Vice-Chair.

Frequency of Meetings

5.2 Meetings shall routinely be held on a quarterly basis.

Withdrawal of individuals in attendance

5.3 The Sub-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 & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

6.1 Although the Board has delegated authority to the Sub-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 Sub-Committee is directly accountable to the Board (via the Mental Health Act Committee) for its performance in exercising the functions set out in these Terms of Reference.

6.3 The Sub-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 In terms of the Board's assurance on the Mental Health Act requirements, the remit of the Sub-Committee is limited to the exercise of powers under Section 23 of the Mental Health Act 1983, rather than the wider operation, which would be the remit of the Mental Health Act Committee.

6.5 The Sub-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 Sub-Committee's activities, via the Chair's assurance 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 Sub-Committee's performance and operation as part of the overall review of the Mental Health Act Committee.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

8.1 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Sub-Committee, except in the following areas:

- Quorum
- owing to the nature of the business of the Sub-Committee, meetings will not be held in public.

9. REVIEW

9.1 These terms of reference and operating arrangements shall be reviewed annually by the Sub-Committee and any changes recommended to the Board, with reference to the Mental Health Act Committee for approval.

Date of approval by the Board:

Betsi Cadwaladr University Health Board Terms of Reference and Operating Arrangements

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 Strategy
Executive Director Nursing and Midwifery

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:

Head of Financial Services
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.

6.3 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 Trustees' 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

Date approved by Audit Committee 9.2.18

Date ratified by Board 5.4.18

V8.0

Betsi Cadwaladr University Health Board Guidelines

CHARITABLE FUNDS ADVISORY GROUP

14. INTRODUCTION

- 1.1 The Charitable Funds Committee (the 'Committee') has established the Charitable Funds Advisory Group. The function of this group is to consider funding applications from £5,000 to £25,000 from general or specific charitable funds and approve or reject those applications. The decision to approve or reject an application is undertaken on behalf of the Charitable Funds Committee under the Charitable Funds Scheme of Delegation.
- 1.2 The Health Board's scheme of delegation sets out the rules for approval for all levels of funding applications. Funding for applications over £25,000 must be approved by the Charitable Funds Committee. Such applications may also be reviewed by the Advisory Group to provide comments and reflections to support the Charitable Funds Committee in discharging its responsibility.

15. DUTIES OF THE CHARITABLE FUNDS ADVISORY GROUP

- 2.1 The Charitable Funds Advisory Group reviews funding applications from £5,000 to £25,000 following the charity strategy and guidelines given by the Charitable Funds Committee, and approves or rejects applications.

16. AUTHORITY

- 3.1 The Advisory Group has authority to approve funding applications under the Charitable Funds Committee Scheme of Delegation.
- 3.2 The Advisory Group is authorised by the Charitable Funds Committee 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 Advisory Group)

4. MEMBERSHIP

4.1 Members

A panel of 8 members including the following

- The Head of Financial Services or Charitable Funds Accountant (Chair)
- Fundraising Manager (or deputy)
- An Area Director (Vice-Chair)
- 3 Ward or Clinical Managers, one each from West, Centre and East; one to be from Cancer and one to be from Public Health
- One Patient representative
- One Voluntary Services representative

Members

- Geographical spread of members should be such that there are at least 2 members each from the West, the Centre and the East

Chair/ Vice Chair

- The Chair (or Vice Chair) will prepare a report for each Charitable Funds meeting detailing the funding applications reviewed by the Advisory Group, the recommendation to approve or deny funding for each and the reason for the recommendation.
- The Chair (or Vice-Chair) will attend each Charitable Fund Committee meeting to provide further information on the applications if required

Secretary

- As determined by the Operational Director of Finance

4.2 In attendance

4.2.1 The Advisory Group may require the attendance for advice, support and information routinely at meetings from :

- Charitable Funds Accountant
- Fundraising Manager
- Appropriate clinical or other staff

4.3 Membership

4.3.1 The membership of the Advisory Group shall be determined by the Charitable Funds Committee, based on the recommendation of the Committee Chair, taking account of the balance of skills and expertise necessary.

4.3.2 Group Members shall hold office on the Advisory Group for a minimum period of a year

5 ADVISORY GROUP MEETINGS

5.1 Quorum

At least 5 members must be present to ensure the quorum of the Advisory Group, one of whom should be the Chair or Vice-Chair.

5.2 Frequency of Meetings

Meetings shall be held bi monthly and otherwise as the Advisory Group Chair deems necessary.

6 REVIEW

6.1 These Guidelines shall be reviewed annually by the Charitable Funds Committee and any changes recommended to the Health Board for approval.

7 DATE OF ACCEPTING THE GUIDELINES AND APPROVAL

Chair of Advisory Group signature:

Date:

Vice Chair of Advisory Group signature:

Date:

March 2016

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 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;

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
Chief Operating Officer
Executive Director of Public Health
Associate Director of Quality Assurance
Senior Associate Medical Director / 1000 Lives Clinical Lead
Chair of Healthcare Professionals Forum -Associate Board Member
Representative of Community Health Council
Staff Side Representative

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. The Mental Health & Learning Disabilities Division will attend as per scheduled items on the cycle of business.

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 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.

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 9.2.18

Health Board 5.4.18

V4.0

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

**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, Informatics and Information Governance, Communications and Technology Programmes and Workforce matters.

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
- monitoring 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 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 teams.

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 (IQPFR);
- 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.
- 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.

3.1.3 Capital Expenditure and Working Capital

- approve and monitor progress of the Capital Programme.

3.1.4 Informatics and Information Governance

- approve and monitor progress of the Informatics Operational plan including performance against the annual Informatics Capital Programme;
- monitor performance and delivery of the rollout of the core national IT systems, in particular
 - Patient Administration
 - Emergency Department
 - Community Care Information Systems
 - Welsh Clinical Portal
- To review other major IT systems developments which could have significant impact on the Health Boards operational services to monitor performance including access timeframes, efficiency measures and other performance improvement measures, including local targets.
- To provide assurance that the Health Board is discharging its functions and meeting its responsibilities with regard to Information Governance, including Caldicott and Health Care Records;

3.1.5 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 quarterly 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, including the revalidation processes for medical and dental staff and registered nurses, midwives and health visitors and Allied professionals
- Ongoing monitoring in relation to staff survey results. Staff induction and updates on employee safehaven.

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)
Chief Operating Officer
Executive Director of Workforce and Organisational
Development
Executive Director of Strategy

- 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.

6.3 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, 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.

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

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 prison

health, 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 Strategy (Lead Director)
Executive Director of Public Health
Executive Director of Workforce and Organisational
Development
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.

6.3 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.

Date of approval by the Board:-

SCHEDULE 4 - JOINT COMMITTEE ARRANGEMENTS

This Schedule forms part of, and shall have effect as if incorporated in the
Local Health Board Standing Orders

Welsh Health Specialised Services Committee (WHSSC) and Emergency Ambulance Services Committee (EASC) Standing orders, Reservation and Delegation of Powers and Standing Financial Instructions – incorporating NHS Wales Shared Services Partnership Committee (NWSSP) arrangements:

See separate Schedule 4.1

SCHEDULE 5: ADVISORY GROUPS

Terms of Reference and Operating Arrangements

Betsi Cadwaladr University Health Board Terms of Reference and Operating Arrangements

The Stakeholder Reference Group (SRG)

INTRODUCTION

The Board has a statutory duty to take account of representations made by persons who represent the interests of the communities it serves. To help discharge this duty the Board has appointed Advisory Groups to provide advice to the Board in the exercise of its functions. The Board Advisory Groups includes the Stakeholder Reference Group.

PURPOSE

The purpose of the Stakeholder Reference Group, hereafter referred to as “SRG”, is to provide:

- Continuous engagement and involvement in the determination of the LHB overall strategic direction;
- Provision of advice on specific service proposals prior to formal consultation; as well as
- Feedback on the impact of the LHB operations on the communities it serves.

DELEGATED POWERS AND AUTHORITY

The SRG will, in respect of its provision of advice to the Board:

- Provide a forum to facilitate continuous engagement and activate debate amongst stakeholders from across the communities served by the LHB, with the aim of reaching and presenting a cohesive and balanced stakeholder perspective to inform the LHB’s decision making.
- The SRG shall represent those stakeholders who have an interest in, and whose own role and activities may be impacted by the decisions of the LHB. The SRG’s role is distinctive from that of Community Health Councils (CHCs), who have a statutory role in representing the interests of patients and the public in their areas.

Authority

The SRG may offer advice specifically requested by the LHB on any aspect of its business, and the SRG may also offer advice and feedback even if not specifically requested by the LHB. The SRG may provide advice to the Board:

- at Board meetings, through the SRG Chair's participation as Associate Member;
- in written advice; and
- in any other form specified by the Board

Sub Committees

The Board may determine that the SRG should be supported by sub groups to assist it in the conduct of its work, or the SRG may itself determine such arrangements, provided that the Board approves such action.

MEMBERSHIP

Chair nominated from within the membership of the SRG by its members and approved by the Board

Vice Chair nominated from within the membership of the SRG by its members and approved by the Board.

Members The membership is drawn from within the area served by the LHB, and ensures involvement from a range of bodies and groups operating within the communities serviced by the LHB.

SRG Members can agree 'nominated/named deputies' to attend in exceptional circumstances such as a prolonged period of absence. These nominations must be notified in writing to the Board Secretary and approved by the Health Board.

The membership will be made up of representatives from the following sectors:

| Sector/organisation | Number of places available |
|-------------------------|----------------------------|
| Third sector | 6 |
| Independent sector | 1 |
| Town/Community Councils | 1 |
| Housing Associations | 1 |
| Carers | 3 |

| | |
|---------------------------------------|-----------|
| Local Authorities | 6 |
| Disability equality | 1 |
| North Wales Regional Equality Network | 1 |
| Total | 20 |

This membership will be reviewed by the Chair and Lead HB Officer on an annual basis

Representatives can be 'co-opted' to advise on specific issues as appropriate by agreement with the Chair.

Lead HB Officer executive Director of Strategy

Secretary As determined by the Board Secretary

In attendance The Board may determine that designated board members or LHB staff should be in attendance at Advisory Group meetings. The SRG's Chair may also request the attendance of Board members or LHB staff, subject to the agreement of the LHB Chair.

By invitation The SRG shall make arrangements to ensure designated CHC members receive the SRGs papers and are invited to attend SRG meetings.

Member Appointments

Appointments to the SRG shall be made by the Board, based upon nominations received from stakeholder bodies/groupings. The Board may seek independent expressions of interest to represent a key stakeholder group where it has determined that formal bodies or groups are not already established or operating within the area who may represent the interests of these stakeholders on the SRG.

The nomination and appointment process shall be open and transparent, and in accordance with any specific requirements or directions made by the Assembly Government. The appointments process shall be designed in a manner that meets the communication and involvement needs of all stakeholders eligible for appointment.

Members shall be appointed for a period of no longer than 4 years in any one term. Those members can be reappointed but may not serve a total period of more than 8 years consecutively. The Board may, where it considers it appropriate, make interim or short term appointments to the SRG to fulfil a particular purpose or need.

The **Chair** shall be nominated from within the membership of the SRG, by its

members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration by the LHB Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. The appointment as Chair shall be made by the Minister, but it shall not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.

The **Chair's** term of office shall be for a period of up to two (2) years, with the ability to stand as Chair for an additional one (1) year, in line with that individual's term of office as a member of the SRG. That individual may remain in office for the remainder of their term as a member of the SRG after their term of appointment as Chair has ended.

The **Vice Chair** shall be nominated from within the membership of the SRG, by its members by the same process as that adopted for the Chair, subject to the condition that they be appointed from a different sector/organisation from that of the Chair.

The Vice Chair's term of office will be as described for the Chair.

A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform the SRG Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The SRG Chair will advise the Board in writing of any such cases immediately.

Support to SRG Members

The LHB's Board Secretary, on behalf of the Chair, will ensure that the SRG is properly equipped to carry out its role by:

- ensuring the provision of governance advice and support to the SRG Chair on the conduct of its business and its relationship with the LHB and others;
- ensuring that the SRG receives the information it needs on a timely basis;
- ensuring strong links to communities/groups; and
- facilitating effective reporting to the Board

enabling the Board to gain assurance that the conduct of business within the SRG accords with the governance and operating framework it has set.

SRG MEETINGS

Quorum

At least one third of the members must be present to ensure the quorum of the SRG.

Frequency of Meetings

Meetings shall be held bi-monthly or otherwise as the Chair of the SRG deems necessary – consistent with the LHB's annual plan of Board Business.

Openness and transparency

The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others to advise it in the conduct of its business. The Board therefore requires, wherever possible, the Forum to hold meetings in public unless there are specific, valid reasons for not doing so.

REPORTING AND ASSURANCE ARRANGEMENTS

The SRG Chair is responsible for the effective operation of the SRG:

- chairing Group meetings;
- establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all Group business is conducted in accordance with its agreed operating arrangements; and
- developing positive and professional relationships amongst the Group's membership and between the Group and the LHB's Board and its Chair and Chief Executive.
- The Chair shall work in close harmony with the Chairs of the LHB's other advisory groups, and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Group in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.
- As Chair of the SRG, they will be appointed as an Associate Member of the LHB Board. The Chair is accountable for the conduct of their role as Associate Member on the LHB Board to the Minister, through the LHB Chair. They are also accountable to the LHB Board for the conduct of business in accordance with the governance and operating framework set by the LHB.

RELATIONSHIP WITH THE BOARD AND ITS COMMITTEES/GROUPS

The SRG's main link with the Board is through the SRG Chair's membership of the Board as an Associate Member.

The SRG shall embed the Corporate goals and priorities through the conduct of its business and in so doing and transacting its business shall ensure that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the Well-Being of Future Generations Act.

The Board may determine that designated board members or LHB staff should be in attendance at Advisory Group meetings. The SRG's Chair may also request the attendance of Board members or LHB staff, subject to the agreement of the LHB Chair.

The Board should determine the arrangements for any joint meetings between the LHB Board and the Stakeholder Reference Group.

The Board's Chair should put in place arrangements to meet with the SRG Chair on a regular basis to discuss the SRG's activities and operation.

APPLICABILITY OF STANDING ORDERS TO SRG BUSINESS

The requirements for the conduct of business as set out in the LHB's Standing Orders are equally applicable to the operation of the SRG, except in the following areas:

- Quorum

REVIEW

These terms of reference and operating arrangements shall be reviewed annually by the SRG with reference to the Board.

DATE OF ACCEPTING THE TERMS OF REFERENCE AND APPROVAL

Date:

Chair of Stakeholder Reference Group signature

Vice Chair of Stakeholder Reference Group signature

V3.02

Betsi Cadwaladr University Health Board

Terms of Reference and Operating Arrangements

The Healthcare Professionals Forum

INTRODUCTION

The Healthcare Professionals Forum's role is to provide a balanced, multi disciplinary view of professional issues to advise the Board on local strategy and delivery. Its role does not include consideration of professional terms and conditions of service.

PURPOSE

The purpose of the Healthcare Professionals Forum, hereafter referred to as "the Forum", is to:

- facilitate engagement and debate amongst the wide range of clinical interests within the LHB's area of activity, with the aim of reaching and presenting a cohesive and balanced professional perspective to inform the LHB's decision making.

DELEGATED POWERS AND AUTHORITY

The Forum will, in respect of its provision of advice to the Board:

- offer advice to the LHB when specifically requested on any aspect of its business
- offer advice and feedback even if not specifically requested by the LHB.

Authority

The LHB may specifically request advice and feedback from the Forum on any aspect of its business, and the Forum may also offer advice and feedback even if not specifically requested by the LHB. The Forum may provide advice to the Board:

- at Board meetings, through the Forum Chair's participation as Associate Member;
- in written advice; and
- in any other form specified by the Board.

Sub Committees

The Board may determine that the Forum should be supported by a range of sub fora to assist it in the conduct of its work, e.g., special interest groups, or the Forum may itself determine such arrangements, provided that the Board approves such action.

MEMBERSHIP

Chair nominated from within the membership of the Forum by its members and approved by the Board

Vice Chair nominated from within the membership of the Forum by its members and approved by the Board

Members The membership of the Forum reflects the structure of the seven health Statutory Professional Advisory Committees set up in accordance with Section 190 of the NHS (Wales) Act 2006. Membership of the Forum shall therefore comprise the following eleven (11) members:

- Welsh Medical Committee
 - Primary and Community Care Medical representative
 - Mental Health Medical representative
 - Specialist and Tertiary Care medical representative
- Welsh Nursing and Midwifery Committee
 - Community Nursing and Midwifery representative
 - Hospital Nursing and Midwifery representative
- Welsh Therapies Advisory Committee
 - Therapies representative
- Welsh Scientific Advisory Committee
 - Scientific representative
- Welsh Optometric Committee
 - Optometry representative
- Welsh Dental Committee
 - Dental representative
- Welsh Pharmaceutical Committee
 - Hospital and Primary Care representative

- o Community Pharmacists representative

Lead Health Board Officer Executive Director of Therapies and Health Sciences

Secretary As determined by the Board Secretary

In attendance The Board may determine that designated Board members or LHB staff should be in attendance at Advisory Group meetings. The Forums Chair may also request the attendance of Board members or LHB staff, subject to the agreement of the LHB Chair.

Member Appointments

Appointments to the Forum shall be made by the Board, based upon nominations received from the relevant professional group, and in accordance with any specific requirements or directions made by the Welsh Government. Members shall be appointed for a period of no longer than 4 years in any one term. Those members can be reappointed but may not serve a total period of more than 8 years consecutively.

The **Chair** will be nominated from within the membership of the Forum, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Government. The nomination will be subject to consideration by the Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. Their appointment as Chair will be made by the Minister, but it will not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.

The Chair's term of office will be for a period of up to two (2) years, with the ability to stand as Chair for an additional one (1) year, in line with that individual's term of office as a member of the Forum. That individual may remain in office for the remainder of their term as a member of the Forum after their term of appointment as Chair has ended.

The **Vice Chair** shall be nominated from within the membership of the Forum, by its members by the same process as that adopted for the Chair, subject to the condition that they be appointed from a different clinical discipline from that of the Chair.

The Vice Chair's term of office will be as described for the Chair.

A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member

must inform the Forum Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The Forum Chair will advise the Board in writing of any such cases immediately. The LHB will require Forum members to confirm in writing their continued eligibility on an annual basis. Where a member is unable to attend for 3 consecutive meetings, except in exceptional circumstances, the Chair would request that the member consider their continued membership on the Forum.

Support to Committee Members

The Board Secretary, on behalf of the Chair, will ensure that the Forum is properly equipped to carry out its role by:

- ensuring the provision of governance advice and support to the Forum Chair on the conduct of its business and its relationship with the LHB and others;
- ensuring that the Forum receives the information it needs on a timely basis; and
- facilitating effective reporting to the Board

enabling the Board to gain assurance that the conduct of business within the Forum accords with the governance and operating framework it has set.

COMMITTEE MEETINGS

Quorum

Quorum agreed as 6 members or more and to include Chair or Vice Chair

Frequency of Meetings

Meetings to take place every other month consistent with Betsi Cadwaladr University Health Board annual plan of Board Business.

Additional meetings can be called at the Chair and 2 other members discretion.

The Lead Executive may also request additional meetings via the Chair.

Meetings to be arranged prior to the Full Board meetings so that effective reporting can take place.

Openness and transparency

The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others to advise it in the conduct of its business. The Board therefore requires, wherever possible, the Forum to hold meetings in public unless there are specific, valid reasons for not doing so.

REPORTING AND ASSURANCE ARRANGEMENTS

The Chair is responsible for the effective operation of the Forum:

- chairing meetings;
- establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all business is conducted in accordance with its agreed operating arrangements; and
- developing positive and professional relationships amongst the Forum's membership and between the Forum and Betsi Cadwaladr University Health Board, and in particular its Chair, Chief Executive and Directors.

The Chair shall work in close harmony with the Chairs of Betsi Cadwaladr University Health Board other advisory groups, and, supported by the Lead Executive, shall ensure that key and appropriate issues are discussed by the Forum in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions. Where appropriate and within their area of responsibility, the Forum may be requested by the Health Board to review and comment on draft documents prior to formal approval by the Board.

As Chair of the Forum, they will be appointed as an Associate Member of the LHB Board on an ex officio basis. The Chair is accountable for the conduct of their role as Associate Member on the Betsi Cadwaladr University Health Board to the Minister, through the Health Board Chair. They are also accountable to the Betsi Cadwaladr University Health Board for the conduct of business in accordance with the governance and operating framework set by the Health Board.

RELATIONSHIP WITH THE BOARD AND ITS COMMITTEES/GROUPS

The Forum's main link with the Board is through the Forum Chair's membership of the Board as an Associate Member.

The Board should determine the arrangements for any joint meetings between the Betsi Cadwaladr University Health Board and the Forum.

The Health Board's Chair should put in place arrangements to meet with the Forum Chair on a regular basis to discuss the Forum's activities and operation.

The forum shall embed the corporate goals and priorities through the conduct of its business and in so doing and transacting its business shall ensure that adequate consideration has been given to the sustainable development principle

and in meeting the requirements of the Well-being of Future Generations Act.

The Health Board Chair, on the advice of the Chief Executive and/or Board Secretary, may recommend that the Board afford direct right of access to any professional group, in the following, exceptional circumstances:

- where the Forum recommends that a matter should be presented to the Board by a particular professional grouping, e.g., due to the specialist nature of the issues concerned; or
- where a professional group has demonstrated that the Forum has not afforded it due consideration in the determination of its advice to the Board on a particular issue, or

The Board may itself determine that it wishes to seek the views of a particular professional grouping on a specific matter.

Members of the Forum may be invited to attend other Board Committees / Groups at the discretion of the Health Board Chair.

RELATIONSHIP WITH THE NATIONAL PROFESSIONAL ADVISORY GROUP

The Forum Chair will be a member of the National Professional Advisory Group. The Forum may be asked to provide NJPAC with comments on national documents and the NJPAC meeting minutes will be shared with Forum Members.

APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the Health Boards Standing Orders are equally applicable to the operation of the Forum, except in the following areas:

- Quorum

REVIEW

These terms of reference and operating arrangements shall be reviewed annually by the Forum with reference to the Board.

DATE OF ACCEPTING THE TERMS OF REFERENCE AND APPROVAL

Date:

Chair of Healthcare Professionals Forum signature:

.....

Vice Chair of Healthcare Professionals Forum signature:

.....

Betsi Cadwaladr University Health Board

Terms of Reference and Operating Arrangements

The Local Partnership Forum

INTRODUCTION

- The BCULHB Local Partnership Forum (LPF) is the formal mechanism through which management and trade unions and professional bodies (hereafter referred to as staff organisations) work together to improve health services for the people of Wales. It is the forum where key stakeholders will engage with each other to inform, debate and seek to agree local priorities on workforce and health service issues.
- All members are full and equal members of the forum and collectively share responsibility for the decisions made. Should any party be in disagreement with decisions taken, a note will be included within the minutes of the meeting.
- The BCU will provide the formal mechanism for consultation, negotiation and communication between the staff organisations and management. The TUC principles of partnership will apply. These principles are attached at Appendix 1.

PURPOSE

The purpose of the Local Partnership Forum, hereafter referred to as “the LPF”, is to:

- Consider national developments in NHS Wales workforce and organisational strategy and their implications for the board
- Negotiate on matters subject to local determination
- Ensure staff organisation representatives time off and facilities agreement provides reasonable paid time off to undertake their duties and that they are afforded appropriate facilities using A4C facilities agreement as a minimum standard
- Establish a regular and formal dialogue between the Board’s executive and the trade unions on matters relating to workforce and service issues
- In addition the LPF can establish Local Partnership Forum sub groups to establish ongoing dialogue, communication and consultation on service and operational management issues. Where these sub-groups are developed they must report to the LHB PF as per the cycle of business

GENERAL PRINCIPLES

All members must:

- be prepared to engage with and contribute fully to the Forum's activities and in a manner that upholds the standards of good governance set for the NHS in Wales;
- comply with their terms and conditions of appointment;
- equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
- promote the work of the LPF within the professional discipline he/she represents.

A Code of Conduct is attached as Appendix 2.

DELEGATED POWERS AND AUTHORITY

The Forum will, in respect of its provision of advice to the Board:

- offer advice to the LHB when specifically requested on any aspect of its business
- offer advice and feedback even if not specifically requested by the LHB.

Authority

The LHB may specifically request advice and feedback from the Forum on any aspect of its business, and the Forum may also offer advice and feedback even if not specifically requested by the LHB. The Forum may provide advice to the Board:

- in written advice; and
- in any other form specified by the Board.

Sub Groups

When it is considered appropriate, the Forum can decide to appoint a sub-group, to hold detailed discussion on a particular issue(s). Nominated representatives to sub groups will communicate and report regularly to the LPF.

The subgroups agreed by LPF are:

- Organisational Change and Terms of Service Group (OCTS)
- Working Longer Group
- Job Evaluation Programme Team (JEP)
- Policies Group

MEMBERSHIP

- All members of the LPF are full and equal members and share responsibility for the decisions of the LPF.
- Management Representation shall consist of the following postholders:
 - Chief Executive
 - Executive Director of Workforce and OD
 - Executive Director of Nursing and Midwifery
 - Chief Operating Officer (Executive)
 - Secondary Care Director
 - Area Director
 - Assistant Director of Workforce & OD – Employment Strategies and Practices
 - Assistant Director – OD
 - Director of Estates and Facilities
 - Director of Mental Health
 - Operational Managers x 5 – 3 from areas, 1 Secondary Care and 1 Estates
- Other Board Level Directors will regularly receive LPF papers and will be required to attend meetings as required, depending upon the nature of business being considered on the agenda.
- All Staff Organisations (Trade Unions and Professional bodies) recognised for the purposes of collective bargaining and representation will be eligible for a seat on the LPF. These are detailed at Appendix 3. The LHB Trade Union Independent Member will be expected to attend the LPF in an ex – officio capacity.

- The formula for determining the number of representatives for each staff organisation will be one representative for up to 500 members, with further representatives for every 500 members thereafter or part thereof.
- The number of representatives from each organisation will be confirmed by the Executive Director of Workforce and OD on the production of membership numbers by the staff organisation involved. Such information should specify the a) one of the following - role, job title, registered status – registered or unregistered b) work location and c) number of persons.
- Information provided in response to 3.5 above will be held securely by the office of the Executive Director of Workforce and OD and will not be disclosed to other parties.
- In the event of membership numbers not being disclosed as set out in 3.5 above, the staff organisation concerned will be limited to one representative only at meetings of the LPF.
- In the event of any business being concluded by the use of a vote, those present will have proxy voting rights for those not present.
- Staff representatives must be employed by the organisation and accredited by their respective organisations for the purposes of bargaining. If a representative ceases to be employed by the Board or ceases to be a member of a nominating organisation then he/she will automatically cease to be a member of the LPF.
- Members of the Forum who are unable to attend a meeting may send a deputy, providing such deputies are eligible for appointment to the Forum.
- Trade unions will determine through their own mechanisms which reps will attend and reserve the right to change the representative as necessary.
- Full time officers of the Trade Unions may attend meetings subject to prior notification and agreement with the Executive Director of Workforce and OD.

Chair, Vice Chair and Officers

- Representatives of Staff organisations elect a secretariat of Chair, Vice-Chair, Secretary and Assistant Secretary annually. No more than two of these positions will be filled by representatives from a single Trade Union or Professional Organisation.
- The Management, and Staff Organisation Chair will chair the LPF. This will be done on a rotational basis.

- In the absence of the Chair(s) the Vice Chair(s) will act as Chair. The Chairs shall work in partnership with each other and, as appropriate, with the Chairs of the Board's other advisory groups.
- Supported by the Board Secretary, Chairs shall ensure that key and appropriate issues are discussed by the Forum in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

Secretary

- Each side of the LPF should appoint/elect its own Joint Secretary. The Management, Trade Union Secretary will be responsible for the preparation of the agendas and minutes of the meetings held, and for obtaining the agreement of the Management and Trade Union Chairs.
- The Executive Director of Workforce & OD will ensure the maintenance of the constitution of the membership, the circulation of agenda and minutes and notification of meetings.

In attendance

- The Board may determine that designated Board members or LHB staff should be in attendance at Advisory Group meetings. The Forum's Chairs may also request the attendance of Board members or LHB staff, subject to the agreement of the LHB Chair.

Support to Committee Members

The Board Secretary, on behalf of the Chairs, will ensure that the Forum is properly equipped to carry out its role by:

- ensuring the provision of governance advice and support to the Forum Chairs on the conduct of its business and its relationship with the LHB and others;
- ensuring that the Forum receives the information it needs on a timely basis; and
- facilitating effective reporting to the Board enabling the Board to gain assurance that the conduct of business within the Forum accords with the governance and operating framework it has set.

| |
|---------------------------|
| COMMITTEE MEETINGS |
|---------------------------|

Quorum

- Every effort will be made by all parties to maintain a stable membership.
- There should be a minimum of 8 management representatives and 8 Trade Union representatives at a meeting for it to be quorate.
- If a meeting is not quorate no decisions can be made but information may be exchanged.
- Where joint chairs agree, an extraordinary meeting may be scheduled within 7 calendar days' notice.
- Consistent attendance and commitment to participate in discussions is essential. Where a member of the Forum does not attend on 3 consecutive occasions, the Joint Secretaries will write to the member and bring the response to the next meeting for further consideration and possible removal.

Meeting frequency and arrangements

- Meetings will be held bi-monthly but this may be changed to reflect the need of either Trade Unions or management.
- The business of the meeting shall be restricted to matters pertaining to Board Wide strategic issues. Local operational issues should be raised at the Sub Local Partnership Forums and will not be considered unless it is agreed that such issues have LHB wide implication.
- The minutes shall normally be distributed 15 working days after the meeting and no later than 7 days prior to meeting. Items for the agenda and supporting papers should be notified to the Management Secretary as early as possible, and in the event at least two weeks in advance of the meeting.
- A summary of actions will be sent out 14 days after the meeting.
- The LPF has the capacity to co-opt others onto the forum or its sub groups as deemed necessary by agreement.

Openness and transparency

The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others to advise it in the conduct of its business. The Board therefore requires, wherever possible, the Forum to hold meetings in public unless there are specific, valid reasons for not doing so.

REPORTING AND ASSURANCE ARRANGEMENTS

The Chairs are responsible for the effective operation of the Forum:

- Chairing meetings;
- Establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all business is conducted in accordance with its agreed operating arrangements; and
- Developing positive and professional relationships amongst the Forum's membership and between the Forum and Betsi Cadwaladr University Health Board, and in particular its Chair, Chief Executive and Directors.

The Chair shall work in close harmony with the Chairs of Betsi Cadwaladr University Health Board other advisory groups, and, supported by the Lead Executive, shall ensure that key and appropriate issues are discussed by the Forum in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions. Where appropriate and within their area of responsibility, the Forum may be requested by the Health Board to review and comment on draft documents prior to formal approval by the Board.

As Chair of the Forum, they are accountable to the Betsi Cadwaladr University Health Board for the conduct of business in accordance with the governance and operating framework set by the Health Board.

RELATIONSHIP WITH THE BOARD AND ITS COMMITTEES/GROUPS

The Forum's main link with the Board is through the Forum Management Chair's membership of the Board.

The forum shall embed the corporate goals and priorities through the conduct of its business and in so doing and transacting its business shall ensure that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the Wellbeing of Future Generation Act.

The Board should determine the arrangements for any joint meetings between the Betsi Cadwaladr University Health Board and the Forum.

The Health Board's Chair should put in place arrangements to meet with the Forum Chairs on a regular basis to discuss the Forum's activities and operation.

Members of the Forum may be invited to attend other Board Committees / Groups at the discretion of the Health Board Chair.

APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the Health Boards

Standing Orders are equally applicable to the operation of the Forum, except in the following areas:

- Quorum

REVIEW

These terms of reference and operating arrangements shall be reviewed annually by the Forum with reference to the Board.

DATE OF ACCEPTING THE TERMS OF REFERENCE AND APPROVAL

Date of approval:

Audit Committee 9.2.18

Health Board 5.4.18

V6.0

Appendix 1 - Six Principles of Partnership Working

- a shared commitment to the success of the organisation
- a focus on the quality of working life
- recognition of the legitimate roles of the employer and the trade union
- a commitment by the employer to employment security
- openness on both sides and a willingness by the employer to share information and
- discuss the future plans for the organisation

adding value – a shared understanding that the partnership is delivering measurable improvements for the employer, the union and employees

Appendix 2 - Code of Conduct

A code of conduct for meetings sets ground rules for all participants:

- Respect the meeting start time and arrive punctually
- Attend the meeting well-prepared, willing to contribute and with a positive attitude
- Listen actively. Allow others to explain or clarify when necessary
- Observe the requirement that only one person speaks at a time
- Avoid 'put downs' of views or points made by colleagues
- Respect a colleague's point of view
- Avoid using negative behaviours e.g. sarcasm, point-scoring, personalisation
- Try not to react negatively to criticism or take as a personal slight
- Put forward criticism in a positive way
- Be mindful that decisions have to be made and it is not possible to accommodate all individual views
- No 'side-meetings' to take place
- Respect the Chair
- Failure to adhere to the Code of Conduct may result in the suspension or removal of the member

Appendix 3

The following Staff Organisations (Trade Union and Professional Organisations) are recognised as staff organisations for the purposes of the Local Partnership Forum.

- Britain's General Union (GMB)
- British Association of Occupations Therapists
- British Dental Association
- British Dietetic Association
- British Medical Association
- British Orthoptic Society
- Chartered Society of Physiotherapy
- Federation of Clinical Scientists
- Royal College of Midwives
- Royal College of Nursing
- Society of Chiropodists & Podiatrists

- Society of Radiographers
- Unison
- Unite

Appendix 1

Six Principles of Partnership Working

- a shared commitment to the success of the organisation
- a focus on the quality of working life
- recognition of the legitimate roles of the employer and the trade union
- a commitment by the employer to employment security
- openness on both sides and a willingness by the employer to share information and
- discuss the future plans for the organisation

adding value – a shared understanding that the partnership is delivering measurable improvements for the employer, the union and employees

Appendix 2

Code of Conduct

A code of conduct for meetings sets ground rules for all participants:

- Respect the meeting start time and arrive punctually
- Attend the meeting well-prepared, willing to contribute and with a positive attitude
- Listen actively. Allow others to explain or clarify when necessary
- Observe the requirement that only one person speaks at a time
- Avoid 'put downs' of views or points made by colleagues
- Respect a colleague's point of view
- Avoid using negative behaviours e.g. sarcasm, point-scoring, personalisation
- Try not to react negatively to criticism or take as a personal slight
- Put forward criticism in a positive way
- Be mindful that decisions have to be made and it is not possible to accommodate all individual views
- No 'side-meetings' to take place
- Respect the Chair
- Failure to adhere to the Code of Conduct may result in the suspension or removal of the member

Appendix 3

The following Staff Organisations (Trade Union and Professional Organisations) are recognised as staff organisations for the purposes of the Local Partnership Forum.

- Britain's General Union (GMB)
- British Association of Occupations Therapists
- British Dental Association
- British Dietetic Association
- British Medical Association
- British Orthoptic Society
- Chartered Society of Physiotherapy
- Federation of Clinical Scientists
- Royal College of Midwives

- Royal College of Nursing
- Society of Chiropodists & Podiatrists
- Society of Radiographers
- Unison
- Unite

SCHEDULE 6:

ANNUAL PLAN OF BOARD BUSINESS

BOARD CYCLE OF ANNUAL BUSINESS AND FORWARD PLANNER

Part 1 – Annual Recurring Business

| Agenda Items | Notes | Cttee | Jan (L) | Feb | Mar (L) | Apr | May (L) | Jun | Jul (L) | AGM | Aug | Sep (L) | Oct | Nov (L) | Dec |
|--------------------------------|--|-------|---------|-----|---------|-----|-----------------|-----|---------|-----|-----|---------|-----|---------|-----|
| Annual Accounts | <i>WG requirement – deadline for submission normally early June (Board gives delegated authority to Audit to sign off) then presented to annual meeting as part of Annual report</i> | A | | | | | | | | ✓ | | | | | |
| Annual Consultations Summary | <i>Procedural</i> | | | | | | | | ✓ | | | | | | |
| Annual Cycle of Business | <i>WG requirement (contained in SOs)</i> | | | ✓ | | | | | | | | | | | |
| Annual General Meeting minutes | | | | | | | | | | | | ✓ | | | |
| Annual Governance | <i>WG requirement (detailed within</i> | A | | | | | Dele- gation | | | ✓ | | | | | |

| Agenda Items | Notes | Cttee | Jan (L) | Feb | Mar (L) | Apr | May (L) | Jun | Jul (L) | AGM | Aug | Sep (L) | Oct | Nov (L) | Dec |
|---|---|----------------|---------|-----|---------|-----|--------------|-----|---------|-----|-----|---------|-----|---------|-----|
| Statement | <i>MFA) submission deadline normally early June in line with Account timetable – see above)</i> | | | | | | to Audit Com | | | | | | | | |
| Annual Quality Statement | <i>WG requirement (detailed within MFA)</i> | QSE/A | | | | | | | ✓ | | | | | | |
| Annual Report of the Health Board | <i>WG requirement – has to be presented by end Sept each year</i> | A | | | | | | | | ✓ | | | | | |
| Annual Reports of Board Committees | <i>WG requirement as detailed within Standing Orders</i> | Relevant Cttee | | | | | | | ✓ | | | | | | |
| Approved Clinicians and Section 12(2) Doctors | <i>WG requirement *every other meeting</i> | MHAC | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Business Cases/Capital Developments(as appropriate) | <i>Compliance with SFIs and WG requirements</i> | F&P | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Chair’s Assurance Reports from Committees | <i>Good practice</i> | Relevant Cttee | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ |

| Agenda Items | Notes | Cttee | Jan (L) | Feb | Mar (L) | Apr | May (L) | Jun | Jul (L) | AGM | Aug | Sep (L) | Oct | Nov (L) | Dec |
|--|---|------------|----------------------------|-----|---------|-----|---------|-----|--------------------|-----|-----|---------|-----|---------|-----|
| Charitable funds audited accounts and annual report | <i>Requirement under Charities Act</i> | CFC | ✓ <i>Via Ch Ass Rep</i> | | | | | | | | | | | | |
| Civil contingency and business continuity update (via SPPH Chair's report) | <i>WG requirement</i> | SPPH | | | | | | | ✓ | | | | | | |
| Corporate Risk & Assurance Framework | <i>WG requirement</i> | A | ✓ | | | | | | ✓ | | | | | | |
| Director of Public Health Annual Report | <i>WG requirement</i> | SPPH | | | | | | | | | | | | ✓ | |
| Documents signed under seal | <i>WG requirement as set out in SOs</i> | - | ✓ | | | | | | ✓ | | | | | | |
| Engagement Strategy (via SPPH Chair's Report) | <i>WG requirement</i> | SPPH | | | | | | | | | | ✓ | | | |
| Equality & HR Annual report inc Strategic Equality Plan progress | <i>WG requirement</i> | QSE / SPPH | | | | | | | ✓ IoS from SPPH | | | | | | |

| Agenda Items | Notes | Cttee | Jan (L) | Feb | Mar (L) | Apr | May (L) | Jun | Jul (L) | AGM | Aug | Sep (L) | Oct | Nov (L) | Dec |
|---|--|-------------|---------|-----|---------|-----|---------|-----|---------|-----|-----|---------|-----|---------|-----|
| Finance report | <i>Monthly report in view of deficit</i> | F&P | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Finance Strategy/budget and financial framework | <i>WG requirement</i> | F&P | | | ✓ | | | | | | | | | | |
| Health & Care Standards scrutiny | <i>WG requirement</i> | QSE | | | | | | | ✓ | | | | | | |
| Health and Safety Annual Report | <i>Statutory requirement (HSE regulations)</i> | QSE | | | | | | | ✓ | | | | | | |
| Health Care Inspectorate Wales reports (as appropriate) | <i>WG requirement</i> | QSE | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Infection Prevention and Control reports | <i>WG requirement</i> | QSE | ✓ | | | | | | ✓ | | | | | | |
| IQPR | <i>WG requirements</i> | QSE/ F&P | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Joint Committees (EASC and WHSCC) Key Matters and Minutes | <i>As required</i> | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Medicines Management | <i>Requirement of national WAO</i> | QSE | ✓ | | | | | | | | | | | | |

| Agenda Items | Notes | Cttee | Jan (L) | Feb | Mar (L) | Apr | May (L) | Jun | Jul (L) | AGM | Aug | Sep (L) | Oct | Nov (L) | Dec |
|--|---|------------------------|---------|-----|---------|-----|---------|-----|---------|-----|-----|---------|-----|---------|-----|
| | <i>Audit into medicines management</i> | | | | | | | | | | | | | | |
| Mental Health Assurance Reports | <i>WG requirement and linked to Special Measures</i> | QSE | | | | | ✓ | | | | | ✓ | | | |
| Mental Health Strategy | <i>WG requirement</i> | SPPH | | | | ✓ | | | | | | | | | |
| Mental Health – Tawel Fan Updates | | QSE | ✓ | | | | ✓ | | ✓ | | | | | ✓ | |
| Primary Care Contracts (new awards) | <i>Compliance with Sos (as required)</i> | | | | | | | | | | | | | | |
| Primary Care Updates | <i>Advice from All Wales Board Secretaries and WG</i> | | ✓ | | | | | | ✓ | | | | | ✓ | |
| Prison Health | | SPPH QSE | | | ✓ | | | | | | | | | ✓ | |
| Putting Things Right Annual Report (incorporating link to Ombudsman Annual Report) | <i>WG/Ombudsman requirement</i> | QSE | | | | | | | ✓ | | | | | | |
| Research & | | SPPH | | | | | ✓ | | | | | | | | |

| Agenda Items | Notes | Cttee | Jan (L) | Feb | Mar (L) | Apr | May (L) | Jun | Jul (L) | AGM | Aug | Sep (L) | Oct | Nov (L) | Dec |
|--|---|-----------------------------|---------|-----|---------|-----|---------|-----|---------|-----|-----|---------|-----|---------|-----|
| Development | | | | | | | | | | | | | | | |
| Risk Management Strategy | <i>WG requirement</i> | A | | | | | | | | | | | | ✓ | |
| Review of SOs/SFIs and Scheme of Delegation | <i>WG requirement</i> | A | | | | | | | | | | ✓ | | | |
| Strategy Development | <i>WG requirement</i> <i>To include primary / community care</i> | SPPH (monitoring of AOP) | | | | | ✓ | | | | | | | ✓ | |
| Safeguarding Updates | <i>WG requirement</i> | QSE | | | | | ✓ | | | | | | | | |
| Seasonal Plan | <i>WG requirement</i> | SPPH | | | | | | | | | | ✓ | | | |
| Social Services and Well-being Act/Partnership Governance | <i>WG requirement</i> | SPPH | | ✓ | | | | | | | | | | | |
| Special Measures Progress Reports *themed focus reports | <i>WG requirements</i> | | ✓ | ✓* | ✓ | ✓* | ✓ | ✓* | ✓ | | ✓* | ✓ | ✓* | ✓ | ✓* |
| Staff Engagement Tripartite Group | | F&P | ✓ | | | | | | | | ✓ | | | | |
| Tissue and Organ | | QSE | | | | | | | | | | | | ✓ | |

| Agenda Items | Notes | Cttee | Jan (L) | Feb | Mar (L) | Apr | May (L) | Jun | Jul (L) | AGM | Aug | Sep (L) | Oct | Nov (L) | Dec |
|---|-------------------------------------|-------|---------|-----|---------|-----|---------|-----|---------|-----|-----|---------|-----|----------------|-----|
| Donation annual report | | | | | | | | | | | | | | Via Chair Rnep | |
| University status of the Health Board | <i>WG requirement</i> | | | | | | | | | | | | | ✓ | |
| Wales Audit Office Annual Audit Report | <i>WG/WAO requirement</i> | A | | | ✓ | | | | | | | | | | |
| Wales Audit Office Structured Assessment | <i>WG/WAO requirement</i> | A | ✓ | | | | | | | | | | | | |
| Well-being of Future Generations Act | <i>WG requirement</i> | SPPH | | | ✓ | | | | | | | | | | |
| Welsh Language strategic/annual report(s) | <i>WL Commissioner requirements</i> | SPPH | | | | | | ✓ | | | | | | | |

Key:

| | |
|------|---|
| A | Audit Committee |
| CFC | Charitable Funds Committee |
| F&P | Finance and Performance Committee |
| MHAC | Mental Health Act Committee |
| PoD | Power of Discharge Sub-Committee |
| R&TS | Remuneration and Terms of Service Committee |

| | |
|------|--|
| SPPH | Strategy, Partnerships and Population Health Committee |
| QSE | Quality, Safety and Experience Committee |