

BOARD PROTOCOL

1) Purpose

The Board is accountable for governance and internal control in the organisation.

In summary, the Board:

- Sets the strategic direction of the organisation within the overall policies and priorities of the Welsh Government and the NHS in Wales;
- Establishes and maintains high standards of Corporate Governance;
- Sets the risk appetite for the organisation and provides oversight of strategic risks;
- Receives assurance on the delivery of the aims and objectives of the organisation through effective challenge and scrutiny of performance across all areas of responsibility;
- Receives assurance on the progress against the delivery of strategic and annual objectives; and
- Ensures effective financial stewardship by receiving assurance on the effective administration and economic use of resources.

This Protocol sets out the behaviours and conduct expected of all Board members and attendees, as the Board/Committees enact their stewardship role and take the lead in promoting the values and standards of conduct for the organisation and its staff.

2) General Principles

- Embody Betsi Cadwaladr University Health Board values of working together with trust and respect to make a difference;
- Adhere to the Nolan Principles of Public Life, and relevant Codes of Conduct (contained within the Standards of Business Conduct Policy);
- Declare any potential conflicts of interest at the beginning of a meeting (or when these arise if it becomes evident part way through);
- Be respectful of, and courteous to others, recognising that all contributions have value;
- Listen actively and challenge constructively;
- Turn mobile phones to silent, focus on the agenda and discussions in hand, and refrain from undertaking other work. If you have to take an urgent call, speak to the Chair in advance and make arrangements to leave;
- Manage conflict objectively, explore differences fully and look for resolutions. Respect any ultimate divergence of view;
- Show support and loyalty to other Board members;
- Commit to, and demonstrate throughout openness, transparency and candour;
- Demonstrate in decision making a clear commitment to improving the health and well-being of the people of North Wales and in especially to service users; and
- Encourage discussion and action in terms of continually improving diversity and inclusion.

3) Managing Board and Committee meetings

- Board meetings and development sessions should be held in person to strengthen learning, working relationships and stimulate discussion (unless there are exceptional or unforeseen circumstances).
- Committee meetings should be held in person wherever possible: attendance online should be permitted in exceptional circumstances with the agreement of the Chair of the Committee.

4) Pre Board/Committee meetings

The Chair/Committee Chair (with support from the Director of Corporate Governance) should:

- Agree annual work plans for final Board approval, and meeting agendas, decision tracking arrangements and sources of assurance; and
- Build in continuous review of meetings, looking back, and then forward, to plan and adjust future meetings accordingly, as a means of regular evaluation.

The Lead Executive should:

- Ensure that the papers are prepared in a timely way and in accordance with agreed standards/template. Note that Chairs are entitled to reject papers received too late for proper preparation and scrutiny.

All Members should:

- Read all papers prior to the meeting and request any clarification/ additional information in good time, to ensure that debate on the day is as informed as possible;
- Prioritise Committee meetings in the same way as Board meeting are prioritised ensuring attendance or appropriate deputising arrangements, with these latter being agreed in advance with the Chair/Committee Chair;
- Discuss with the Chair any potential problems regarding attendance at a meeting; and
- When requesting a change to a timeline or specific action, attend the relevant Committee meeting to provide a rationale and give assurance around delivery.
- Arrive to the meeting on time refreshed and rested.

5) At Board/Committee meetings

All Members (including those in attendance) should:

- Act in accordance with the general principles set out above;
- Identify the communications to staff, stakeholders and the public that need to follow the meeting, and the means of communicating;
- Adopt a solution-focussed approach to decision making, taking culture and values into account;
- Be alert throughout to the issues of diversity and inclusion and opportunities for improvement; and

- Flag up in advance with the Chair if you will need to leave the Board meeting at any point.

6) Speaking Through The Chair

When speaking through the Chair in meetings, you should:

- Put your hand up if you want to speak, and wait for the chair to say it's your turn.
- Never interrupt other people.
- Give the speaker your full attention.
- Stick to the item on the meeting agenda.
- Respect other people's views - don't use negative body language, for example shaking your head or rolling your eyes, etc

7) Post-Board/Committee meetings

All Members (including those in attendance) should:

- Engage in the agreed evaluation mechanisms, to ensure continuous learning and improvement;
- Ensure follow through on the actions agreed, either through delivery (Lead Executive) or assurance/scrutiny (Independent Members); and
- Review regularly the connections between the Board/Committees and Betsi Cadwaladr University Health Board staff.