

RAPID REVIEW OF THE OFFICE OF THE BOARD SECRETARY

CHAPTER 1 – APPROACH AND DESIGN OF THE RAPID REVIEW OF THE OFFICE OF THE BOARD SECRETARY

The Rapid Review of Office of the Board Secretary has been commissioned in the context of concerns that have been raised regarding the:

- Quality of Board papers, which have a consequent impact on the Board's ability to make informed decisions (*Audit Wales Review of Board Effectiveness*)
- Quality of drafting for corporate responses
- Lack of forward look for future Board agendas
- Lack of engagement with, and/or induction of Independent Members
- Lack of clarity regarding what committees are required, and timescales for said committees to meet
- Scope and responsibilities of the Office of the Board Secretary

Discussions with the Chair and Chief Executive Officer (CEO) of Betsi Cadwaladr University Health Board (BCUHB) were undertaken by the Review Team at the outset, to gain both their thoughts on, and their insight into, the current arrangements in place within the Office of the Board Secretary.

Although not originally planned into the Review's approach and design, discussions with individual members of the Office of the Board Secretary - including those who have left the team, those currently seconded out to other Directorates within BCUHB and other Health Boards, as well as interim members of staff - were also held. This was at the request of the members of staff who wanted to explain their roles and responsibilities directly to the Review Team which was seen as added value.

The Review Team ensured that the Terms of Reference for the Review had been shared with individual members in order that its purpose was clearly understood. The Review Team also assured the members that the Review was to be undertaken 'with them and not to them', that the information obtained would not be attributed to individual members of staff; and that the Review was not about imposing a structure from another Health Board onto BCUHB's Office of the Board Secretary recognising that the individuality and distinctiveness of each would make this inappropriate.

Evidence that the Review Team considered would be pertinent was requested at the start of the Review and subsequently provided; as the Review proceeded, any further evidence that was felt to be of value was then sourced (see Annex 1).

This Review has hopefully served to give those interviewed licence to express their views on the current Office of the Board Secretary and, for those longer-term members of staff particularly to reflect upon and compare this experience to the Office of the Board Secretary prior to the current capacity constraints, where interim leadership arrangements to manage gaps in the structure, together with a discontinuity in the substantive Board Secretary role, now feature.

From conversations held, there is recognition that this Review of the Office of the Board Secretary is one of 11 separate independent/external reviews which are currently ongoing in BCUHB, the number being both a considerable ask, and a risk of potentially overwhelming or not enabling the organisation to fully develop, deploy and embed the key actions required against the 90 day Special Measures deliverables.

However, this Review is intended, and designed, to provide a variety of opportunities, through its findings and recommendations, to make improvements to both the structure and the governance within the Office of the Board Secretary, and to ensure there is a clarity of roles and responsibilities in place.

CHAPTER 2 - AIMS OF THE RAPID REVIEW OF THE OFFICE OF THE BOARD SECRETARY

The aim of this Review is to consider whether the current Office of the Board Secretary has the required a) structure; b) governance; and c) clarity of roles and responsibilities in place to effectively support the Executive Team and Independent Members and ensure the Board is compliant.

To consider whether the current Office of the Board Secretary (OBS) has the required:

a) Structure

Initial Findings:

Over the past 18 months, significant change has been a constant feature within the Office of Board Secretary, which has left a number of important gaps within the structure and a number of core roles unfilled. [REDACTED]

[REDACTED] The Assistant Director Corporate Governance Chair and CEO Office role remains vacant, as well as the Statutory Compliance Governance and Policy Manager and Receptionist posts, with the Deputy Board Secretary and Head of Corporate Affairs posts being managed through an interim appointment arrangement.

There has also been a wholesale change of Independent Members with none of the previous cohort left in place, and it is recognised that many of those within the Office of the Board Secretary would have built up a good working relationship with them. The Review noted that the team had only become aware of these changes through the national media, which has also impacted on individuals within the team.

Through the Review's discussions, it was reported repeatedly that the structure of the Office of the Board Secretary is not fit for purpose. In terms of the Office of the Board Secretary itself, it was variously reported that it is disjointed; fragmented; haphazard; lacking in cohesion; and lacking in a consistent approach.

However, it is the Office of the Board Secretary that should be setting the tone for the Health Board in terms of the professionalism in place, leading from the front and affording it the entitlement to demonstrate how things should be done and then sharing this expertise with other areas of the organisation. Instead, the lack of processes and procedures currently in place is leading to an acceptance of a last minute culture, a view which has been reinforced by many of those interviewed. It was also recognised that this culture is leading to fundamental governance errors being made.

The current structure is clearly not working, and decisions will need to be made on how it should operate going forward. It is essential that professionalism and the basics of governance are implemented as quickly as possible. However, there are 'quick wins' to be gained by concentrating on the fundamentals i.e. ensuring

standard operating procedures with a Board and Committee schedule are in place to demonstrate how the Office of the Board Secretary should function, together with clear expectations on those required to comply with these. A re-consideration of the title 'Office of the Board Secretary' could also be contemplated, given that Board Secretaries across Wales have opted for alternative and more meaningful titles e.g. Directors of Corporate Governance.

The Review has considered the resources involved for the Office of the Board Secretary, which appear well resourced when compared to the resources in place in other Health Boards core governance structures. This is particularly evident in terms of support for the Chair's and Chief Executive's (CEO's) Office although the support for the governance arm, the arm that will keep the organisation 'safe', appears light for the functions it might be expected to cover.

The governance arm of the Office of the Board Secretary is low in current numbers due to the amount of secondments out, seemingly offered with no consideration for the gaps that these may leave behind given the lack of succession planning or backfill arrangements in place. This practice has left the organisation vulnerable. Very senior vacant positions are covered by interim appointments, which may have been viewed as a temporary solution to managing these gaps, however these appointees are rarely present on site and cannot be expected to be vested either in the organisation or the area. Other vacant positions have not been filled at all, creating capacity issues across a number of functions and ultimately increasing the governance risks within the organisation.

There appears to be confusion in, and a duplication of, certain roles, which is not only limited to the Chair's and CEO's Office arm of the Office of the Board Secretary. There also appears to be some functions that are inappropriate to be undertaken at certain of the banding levels of particular staff, together with examples of different banding levels of staff undertaking similar roles, for example, committee servicing, which can vary from a Band 5 to a Band 8D.

Whilst the two arms of the Office of the Board Secretary represent one Directorate, cohesive working is not necessarily evident across each, leading to poor communication, or even a lack of it. This has had a negative effect on working practices over the past 18 months, however it would appear that communication is now being addressed with the appointment of the new interim Board Secretary.

The culture of the Office of the Board Secretary has also been an issue over the past 18 months, and before any changes are suggested to the structure, the culture will need to be addressed and development/OD work undertaken to ensure its successful implementation.

Whilst it is evident that the right resources are not in the right place, with the current amount of resource available to the Office of the Board Secretary, BCUHB could be at the leading edge of governance with the funded capacity it has at its disposal, once the agreed structure is implemented.

Further detail on the structure of the Office of the Board Secretary, together with recommendations against the objectives set for this Review can be found in

CHAPTER 3 – OBJECTIVES OF THE RAPID REVIEW OF THE OFFICE OF THE BOARD SECRETARY under Objectives 3 and 6

To consider whether the current Office of the Board Secretary (OBS) has the required:

b) Governance

Initial Findings:

Through the Review's discussions, it was acknowledged that the governance is not fit for purpose, rather it is fractured and allowing poor governance practices to operate within the Office of the Board Secretary, however it is the Office of the Board Secretary that would be expected to set the standards of governance for the organisation. Professionalism and overall tone are missing, replaced by an acceptance of poor standards due to capacity constraints, stemming from how the team has operated over the past 18 months.

It would also appear that the Office of the Board Secretary has not got the basics right in terms of the governance flow which then cascades throughout the organisation, leading to poor habits with, potentially, behavioural and cultural issues to address.

In terms of the new Independent Members of the Board, these are still not up to full complement in BCUHB. Those who have been appointed are direct appointments through the Public Appointments Unit as opposed to through recognised appointment processes, and are currently in office for only one year. This cohort of Independent Members will need to be offered a positive experience as they gain a more detailed understanding of their role, in order to equip them with both the skills and the knowledge to become more permanent appointees, should they wish to apply for these posts.

Unfortunately, this lack of Independent Members is impeding the re-establishment of the full range of Board level Committees, given that formal membership of Committees can only be drawn from the Independent Members of the Health Board in order not to conflict with their role of holding the Executive leadership to account. It is also potentially reflected in the low numbers of Independent Members currently assigned to Committees leading to issues of quoracy for meetings.

As a number of the Board's Committees are not yet up and running - currently only four out of the seven i.e. Audit Committee, Quality, Safety and Experience Committee, Remuneration and Terms of Service Committee, and Performance, Finance and Information Governance Committee have been re-established - this means that the Committees are not able to support the Board in its scrutiny role. This is leading to gaps in onward assurance resulting in considerable Board agendas as the Board has, necessarily, to undertake further scrutiny of reports which could be undertaken within committees.

The Review has examined the Terms of Reference for each Board level Committee and Advisory Group and found numerous examples where there is a lack of clarity as to their version, and sometimes even their role. There is also a need to consider how Special Measures fits in to BCUHB's assurance processes, acknowledging that Special Measures needs to be 'hard wired' into the governance arrangements in place.

Even with the Committees that are running, their meetings are often out of sequence with the Board with limited agenda items being discussed, which again leads to gaps in onward assurance. This has not been assisted by the delay in producing the Annual Schedule of Meetings (Corporate Calendar) for 2023/24, with the latest iteration of this schedule only in place until September 2023.

This has also led to concerns regarding the timeliness and also the quality of Board and Committee papers, which will have a consequent impact on the Board's ability to undertake its role.

Further detail on the governance arrangements in place, together with recommendations against the objectives set for this Review can be found in **CHAPTER 3 – OBJECTIVES OF THE RAPID REVIEW OF THE OFFICE OF THE BOARD SECRETARY** under Objectives 1 and 2

To consider whether the current Office of the Board Secretary (OBS) has the required:

c) Clarity of roles and responsibilities in place to effectively support the Executive Team and Independent Members and ensure the Board is compliant

Initial Findings:

Overall, the Review Team found no real clarity of roles and responsibilities within the Office of the Board Secretary, due in no small part to the gaps within the structure and the lack of knowledge of NHS Wales and BCUHB of the very senior interim appointed members of the team currently supporting the Chair and CEO.

Through the Review Team's discussions, it is understood that the Board Secretary's job description approved at Remuneration and Terms of Service Committee in December 2022 has not been enacted; it is also understood that a number of concerns were raised at Committee regarding the expanded role included within the job description at the potential expense of its focus on core Board Secretary functions. Furthermore, there also appears to be some duplication with the Associate Director of Governance job description, with Board level accountability being evident in both posts.

There will be a need to determine clear roles and responsibilities for the Office of the Board Secretary in general, and the role and responsibilities of the Board Secretary and the Associate Director of Governance in particular, as the Health Board looks to stabilise and then re-set the governance of the organisation.

It is clear from this Review that compliance of the Board against the responsibilities set for the role of Board Secretary within WG Standing Orders cannot currently be assured. It may also be appropriate to review the wider Board member complement to ensure compliance with The Local Health Boards (Constitution, Membership and Procedures (Wales) Regulations 2009.

There is therefore a necessity to ensure the minimum requirements at least are in place, together with the right team within the Office of the Board Secretary to support this, to ensure that the organisation is compliant, stable and 'safe'.

Further detail on the roles and responsibilities to effectively support the Executive Team and Independent Members and ensure the Board is compliant, together with recommendations against the objectives set for this Review can be found in **CHAPTER 3 – OBJECTIVES OF THE RAPID REVIEW OF THE OFFICE OF THE BOARD SECRETARY** under Objectives 4, 5, 7 and 8

CHAPTER 3 - OBJECTIVES OF THE RAPID REVIEW OF THE OFFICE OF THE BOARD SECRETARY

Recommendations Against the List of Objectives:

Objective 1) Recommendations around the appropriate number of committees required to operate effectively, the composition of these and proposed themes to be addressed

Welsh Government's model Standing Orders require Health Boards to establish, as a minimum, Committees which cover the following aspects of Board business:

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

In 2020/21, a new Integrated Governance Framework was introduced into BCUHB, with the following Board level Committees established:

- Audit Committee
- Quality, Safety and Experience Committee
- Performance, Finance and Information Governance Committee
- Partnerships, People and Population Health Committee
- Mental Health Compliance and Capacity Committee
- Remuneration and Terms of Service Committee
- Charitable Funds Committee

As BCUHB's current Board level Committee structure is designed to cover those minimum aspects of Board business required by Welsh Government, with one additional Committee established – the Partnerships People and Population Health Committee - BCUHB remains 'compliant' with Standing Orders requirements.

However, a review of each individual Committee's Terms of Reference has been undertaken to test their 'appropriateness' - see below for the Review's detailed findings and recommendations, together with more general findings and recommendations on their standard elements.

- **Audit Committee**

The Delegated Powers identified for the Audit Committee, as required by the Board, appear appropriate in terms of the remit to be covered i.e. the effectiveness of the arrangements in place to achieve the Board's objectives, its assurance framework, risk management and internal and external control – albeit somewhat lacking in detail. For example, paragraph 3.3.4 states that the Committee will *'review the policies for ensuring compliance with relevant regulatory, legal and code of conduct and accountability requirements, including declarations of interest and gifts and*

hospitality.’ however does not include the requirement to report to the Board on the adequacy of the arrangements in place on an annual basis which is a requirement of model Standing Orders. Similarly, paragraph 3.2.2.5 states that the Committee will *‘review financial conformance and the Schedule of Losses and Compensation’* however it does not include the authority to approve the writing off of losses or the making of special payments within delegated limits. This lack of detail within these Terms of Reference makes it challenging to identify the types of agenda items required to cover off the Committee’s remit and to develop a comprehensive Committee Work Plan, although a basic version is in place.

A ‘Sub-Committee’ is identified for the Audit Committee to receive assurance and exceptions reports from - the Risk Management Group. It is not clear whether this group forms part of the assurance arm or the management arm of the organisation and clarity will need to be provided in respect of this.

Recommendations:

- **Review the Audit Committee Terms of Reference against WG issued model Terms of Reference, other Health Board’s Audit Committee Terms of Reference and the NHS Wales Audit Committee Handbook for any further detail necessary to incorporate and to ensure there are no gaps**
- **Compile an annual Audit Committee Work Plan based on the enhanced Audit Committee Terms of Reference**

It was reported to the Review Team that Audit Committee is currently only undertaking oversight of internal and external audit rather than other sources of assurance such as Healthcare Inspectorate Wales (HIW), however provision is made for this in the Committee’s delegated powers as set out in paragraph 3.4 where it states *‘... the (Audit) Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions’*. Whilst recognising that HIW and other regulatory reports recommendations fall within the remit of the Quality, Safety and Experience Committee in BCUHB, Audit Committee will need oversight of these and other external sources of assurance to ensure the organisation’s compliance against the full range of external regulatory requirements. It should also be noted that due to the [REDACTED] the audit tracker is currently not being maintained with no proactive work being undertaken. This places the Audit Committee in a challenging position as it will not be able to seek assurance on the implementation of recommendations in accordance with agreed timescales.

- **Healthcare Inspectorate Wales (HIW) and other regulatory body requirements to be explicitly included within Audit Committee’s Terms of Reference and annual Work Plan**

It was also reported to the Review Team that the Audit Committee approves BCUHB’s Committee Terms of Reference although Standing Orders require formal approval for committees Terms of Reference through the Board. However, there is no direct reference to this approval in the Audit Committee’s Terms of Reference

other than indirectly under paragraph 3.2.2 *Ensure the provision of effective governance by reviewing*; paragraph 3.2.2.1 *the Board's Standing Orders and Standing Financial Instructions (including associated framework documents as appropriate)*; and paragraph 3.2.2.2 *the effectiveness of the Board's Committees.*'

- **To ensure that all Board level Committees Terms of Reference are reviewed and presented to the Board annually for approval, rather than through Audit Committee**

Officer membership on Audit Committee appears 'atypical' compared to other Health Boards Audit Committees. Alongside the Board Secretary and the Executive Director of Finance who would routinely be expected to feature in the membership, the Chief Executive and the Deputy Chief Executive/Executive Director of Nursing and Midwifery make up the remaining Executive Director membership of BCUHB's Audit Committee. The Chair of BCUHB also has right of attendance to Audit Committee meetings (as well as all other Committee meetings) however this attendance is seen to be in conflict with guidance contained within the NHS Wales Audit Committee Handbook, other than for the annual review of Committee effectiveness purposes.

- **Consider removing the requirement for a third Officer Member on Audit Committee i.e. the Deputy Chief Executive/Executive Director of Nursing and Midwifery, or identifying them in those 'invited to attend' within the Terms of Reference**
- **Consider removing the specific right of attendance to Audit Committee meetings for the Chair of BCUHB, in light of conflicting guidance within the NHS Wales Audit Committee Handbook**

Frequency of meetings is only set as quarterly with the ability to convene others at short notice, if required. This means that twice a year, no assurance can be provided to the Board as no Audit Committee will have taken place between Board meetings. Inevitably it will also result in very heavy Audit Committee agendas, particularly at year end when the Annual Accounts and Report will be presented for discussion and approval and when any outstanding Audit reports are likely to be competing for discussion time with other, more routine, items.

- **Consider increasing Audit Committee meetings to a bi-monthly frequency to align with the Board's cycle of business and to avoid any gaps in assurance**
- **Quality, Safety and Experience Committee**

The Delegated Powers identified for the Quality, Safety and Experience Committee, as required by the Board, appear light in terms of detail on the remit to be covered, although the main themes in respect of quality of services including clinical effectiveness, patient safety and patient and carer experience are all referenced.

As well as quality and safety, health and safety is also covered by the remit of this Committee, however, only one broad reference is made to this in paragraph 3.2.6 *‘Seek assurance on the robustness and appropriateness of Health and Safety arrangements across the Health Board including aspects affecting patient care, quality and safety and experience.’* As scrutiny of health and safety could add significant additionality to the quality and safety agenda, consideration could be given to establishing a separate Health and Safety Committee of the Board. The Review noted that emergency preparedness currently sits with the Partnership, People and Population Health Committee, however should a separate Health and Safety Committee be established, consideration could be given to placing emergency preparedness within this Committee’s remit given its natural alignment with health and safety.

The lack of detail within these Terms of Reference makes it challenging to identify the types of agenda items required to cover off the Committee’s remit and to develop a comprehensive Committee Work Plan, although a basic version is in place.

- **Review the Quality, Safety and Experience Committee Terms of Reference against WG issued model Terms of Reference, other Health Board’s Quality and Safety Committee Terms of Reference and the NHS Wales Quality and Safety Committee Handbook for any further detail necessary to incorporate and to ensure there are no gaps (the review will need to take account of assurances required in respect of the new Duties of Quality and Candour)**
- **Compile an annual Quality, Safety and Experience Committee Work Plan based on the enhanced Quality, Safety and Experience Committee Terms of Reference**
- **In light of any current risks or concerns with health and safety issues across BCUHB, determine whether scrutiny of health and safety can be properly undertaken through a Committee with an already significant quality and safety agenda, and if it is considered that this would make the remit of the Quality, Safety and Experience Committee un-manageable, consider the establishment of a separate Health & Safety Committee for BCUHB**
- **Should a separate Health and Safety Committee be established, to consider placing emergency preparedness within this Committee’s remit given its natural alignment with health and safety**

6 ‘Sub-Committees’ are identified for the Quality, Safety and Experience Committee to receive assurance and exceptions reports from - the Executive Delivery Group for Quality Improvement, Clinical Effectiveness Group; Patient and Carer Experience Group; Patient Safety and Quality Group; Strategic Occupational Health and Safety Group; and the Infection Prevention Steering Group. It is not clear whether these form part of the assurance arm or the management arm of the organisation and clarity will need to be provided in respect of this.

Officer membership on Quality, Safety and Experience Committee appears disproportionate in terms of Executive Directors (6), together with a further Executive Director (the Executive Director of Planning and Performance) ‘invited to attend’. Overall, however, the membership is balanced, with clinical representation drawn

from medical; nursing and midwifery; and therapies and health sciences, recognising that quality is everyone's business.

- **Consider rationalising the number of Executive Directors in the formal membership of the Quality, Safety and Experience Committee, and identifying them instead for those 'invited to attend' within the Terms of Reference, taking into account the matters under consideration at each meeting**

Frequency of meetings is set as bi-monthly which should serve to provide regular assurance to the Board provided their Committee cycle of business aligns.

- **Performance, Finance and Information Governance Committee**

The Delegated Powers identified for the Performance, Finance and Information Governance Committee, as required by the Board, appear appropriate in terms of the remit to be covered with the main themes of assuring the Board in regard to its current and forecast financial position, performance and delivery, and information governance/digital all referenced

6 'Sub-Committees' are identified for the Performance, Finance and Information Governance Committee to receive assurance and exceptions reports from – the Executive Delivery Group Transformation and Finance; Executive Delivery Group People and Culture; Capital Investment Group; Estates Group; Information Governance Group; and Caldicott Guardian. It is not clear whether these form part of the assurance arm or the management arm of the organisation and clarity will need to be provided in respect of this.

There are, however, two delegated powers which the Review considers more appropriate to be reserved for the Board - paragraph 3.2.6 *'To determine any new awards in respect of Primary Care contracts.'* and paragraph 3.4.2 where the Committee is authorised to *'consider and determine any proposals from the Primary Care Panel (via the Executive Team) in relation to whether the Health Board should take on responsibility for certain GP Practices.'*; The Review Team has cross referenced this to BCUHB's Scheme of Reservation and Delegation of Powers however no reference could be found.

- **Consider removing the two delegated powers, paragraphs 3.2.6 'To determine any new awards in respect of Primary Care contracts.' and 3.4.2 '....to consider and determine any proposals from the Primary Care Panel, on whether the Health Board should take on responsibility for certain GP Practices.', and reserve these to the Board**

In addition, the Terms of Reference specifically authorise the Committee to approve, on the Board's behalf, business cases up to £1,000,000 (paragraph 3.6 *'Approval on the Board's behalf of business cases up to £1,000,000'*) The Review Team has cross-referenced this to BCUHB's Scheme of Reservation and Delegation of Powers

where it makes provision for the Performance, Finance and Information Governance Committee to approve values up to £1,000,000 in respect of Revenue and Capital (Business Case and Contractual Commitments). This may therefore be a case of conflating two issues in the Committee's Terms of Reference as business case approval would routinely be reserved for the Board. Committees charged with business case scrutiny would routinely review business cases prior to their submission to the Board, and where capital is concerned, consider proposals on the allocation of capital and agree these in line with the organisation's financial Scheme of Delegation.

- **Remove paragraph 3.6 in the Terms of Reference 'Approval on the Board's behalf of business cases up to £1,000,000.'**

Given the requirement for these changes, it would be appropriate to review the Performance, Finance and Information Governance Committee's Terms of Reference to assist with identifying the types of agenda items required to cover off the Committee's remit and to develop a comprehensive Committee Work Plan, although a basic version is in place.

- **Review the Performance, Finance and Information Governance Committee's Terms of Reference against other Health Board's Committees with a similar remit for any further detail necessary to incorporate and to ensure there are no gaps**
- **Compile an annual Performance, Finance and Information Governance Committee Work Plan based on the enhanced Performance, Finance and Information Governance Committee Terms of Reference**

Officer membership appears heavy in terms of Executive Directors (6), although one of these, the Executive Medical Director, is a member due to their role as Caldicott Guardian, and also presumably due to the Committees delegated powers to consider and determine any proposals from the Primary Care Panel on whether the Health Board should take on responsibility for certain GP Practices, and to determine any new awards in respect of Primary Care contracts. The Chair of BCUHB's Stakeholder Reference Group is also invited to attend Committee meetings which is seen as a positive addition to the membership.

- **Consider rationalising the number of Executive Directors in the formal membership of the Performance, Finance and Information Governance Committee, and identifying them instead to those 'invited to attend' within the Terms of Reference, taking into account the matters under consideration at each meeting**

Frequency of meetings is set as bi-monthly which should serve to provide regular assurance to the Board provided their cycle of business aligns.

- **Partnerships, People and Population Health Committee**

The Delegated Powers identified for the Partnerships, People and Population Health Committee, as required by the Board, appear light in terms of detail on the remit to be covered, although the main themes in terms of ensuring workforce strategy alignment together with strategic collaboration and effective partnership arrangements to improve population health and reduce health inequalities are referenced.

6 'Sub-Committees' are identified for the Partnerships, People and Population Health Committee to receive assurance and exceptions reports from – Executive Delivery Group People and Culture; Executive Delivery Group Transformation and Finance; Population Health Group; Strategic Equalities Forum; and the Risk Management Group. It is not clear whether these form part of the assurance arm or the management arm of the organisation and clarity will need to be provided in respect of this.

The Partnerships, People and Population Health Committee also includes Welsh language, civil contingencies and emergency preparedness within its remit although only one broad reference is made in paragraph 3.2.6 of the Committee's Terms of Reference to *'Ensure that the Health Board meets its duties in relation to Welsh language, civil contingencies legislation and emergency preparedness.'*

There is also no reference in the delegated powers within the Terms of Reference to 'culture'; the only reference made is in paragraph 8.5 *'Receive assurance and exception reports from the Executive Delivery Group People and Culture'*, despite this being the Committee covering the 'People' agenda.

This lack of detail within these Terms of Reference makes it challenging to identify the types of agenda items required to cover off the Committee's remit and to develop a comprehensive Committee Work Plan, although a basic version is in place.

- **Review the Partnerships, People and Population Health Terms of Reference against other Health Board's Committees with a similar remit for any further detail necessary to incorporate and to ensure there are no gaps**
- **Compile an annual Partnerships, People and Population Health Committee Work Plan based on the enhanced Partnerships, People and Population Health Committee Terms of Reference**

Having found no reference to the Committee having the delegated authority from the Board to approve appointments made by the Advisory Appointments Committee (AAC) within the Terms of Reference, the Review Team has cross referenced this to BCUHB's Scheme of Reservation and Delegation of Powers and the matter is not delegated. This could be re-considered in order to extend Committee support for the Board by undertaking an increased scrutiny role.

- **Consider delegating approval of appointments made by the Advisory Appointments Committee from the Board to the Partnerships, People and Population Health Committee**

Officer membership appears heavy in terms of Executive Directors (6) which could be due to the expanded nature of the Committee. Again, the Chair of the Stakeholder Reference Group is invited to attend this Committee's meetings which is seen as a positive addition to the membership.

- **Consider rationalising the number of Executive Directors in the formal membership of the Partnerships, People and Population Health Committee, and identifying them instead to those 'invited to attend' within the Terms of Reference, taking into account the matters under consideration at each meeting**

Frequency of meetings is set as bi-monthly which should serve to provide regular assurance to the Board provided their cycle of business aligns.

- **Mental Health Compliance and Capacity Committee**

The Delegated Powers identified for the Mental Health Compliance and Capacity Committee, as required by the Board, appear confused in terms of the remit to be covered, as well as lacking in detail. For example, the only reference to Hospital Managers is made in paragraph 3.2.4 where it states '*Consider matters arising from the Hospital Managers' Power of Discharge Group*', no mention is made of the need to seek assurance that the Board's delegated functions as Hospital Managers are exercised reasonably, fairly and lawfully.

The addition of the term 'Act' in respect of Mental Health is often absent throughout the Terms of Reference, not least within the title of the Committee, and caution must be exercised not to bring into the Committee's remit the wider issues of mental health.

Furthermore, the additionality of mental capacity in the Mental Health Compliance and Capacity Committee Terms of Reference is not reflected in any separate delegated powers from the Board aside from a reference to the Committee receiving and reviewing Deprivation of Liberty reports; otherwise reference to mental capacity is always linked to references to mental health legislation.

This lack of detail within these Terms of Reference makes it challenging to identify the types of agenda items required to cover off the Committee's remit and to develop a comprehensive Committee Work Plan, however a basic version is in place.

- **Review the Mental Health Compliance and Capacity Committee Terms of Reference against the Terms of Reference of other Health Boards that cover the Mental Health Act requirements for any further detail necessary to incorporate and to ensure there are no gaps**
- **Compile an annual Mental Health Compliance and Capacity Committee Work Plan based on the enhanced Mental Health Compliance and Capacity Committee Terms of Reference**
- **Consideration to be given to including the term 'Act' in the title of the Mental Health and Compliance Committee, and elsewhere within the Terms of Reference, where relevant**

The Committee is also authorised to approve the appointment of Associate Hospital Managers which is an unusual function for a committee; the term Hospital Managers and Associate Hospital Managers also appear to be used interchangeably within the Terms of Reference. The Review Team has cross referenced this to BCUHB's Scheme of Reservation and Delegation of Powers however no reference could be found.

- **Remove paragraph 3.2.13 Approve the appointment of Associate Hospital Managers from the Mental Health Capacity and Compliance Committee's Terms of Reference if this is not a role for the Committee**

Whilst recognising that Healthcare Inspectorate Wales (HIW) report recommendations fall within the remit of the Quality, Safety and Experience Committee in BCUHB, provision is made for the Mental Health Compliance and Capacity Committee to consider any specific HIW recommendations relating to mental health and the Mental Capacity Act.

Officer membership appears appropriate in terms of Executive Directors (3), however there are 16 further officer members identified for this Committee which seems disproportionate, four of whom represent the Child and Adolescent Mental Health Service.

- **Consider rationalising the membership of the Mental Health and Capacity Compliance Committee to ensure the most appropriate representation required, identifying any not considered to be core officer members for those 'invited to attend', taking into account the matters under consideration at each meeting**

In terms of Sub-Committee reporting, Discharge Panel(s) are identified as required to provide regular reports to the Mental Health Compliance and Capacity Committee. However, given their function to consider the possible discharge or continued detention under the Mental Health Act of unrestricted patients and those subject to Supervised Community Treatment Orders, this will be challenging to report on other than in an In Committee session of the meeting. There is also no mention of a Hospital Managers' Power of Discharge Group under the 'Sub-Committee' section of the Terms of Reference although reference is made to them under paragraph 3.2.4 of the Delegated Powers *'Consider matters arising from the Hospital Manager's Power of Discharge Group'*

- **Include the Hospital Manager's Power of Discharge Group as a formal Sub-Committee of the Mental Health and Capacity Compliance Committee to allow freer discussion on more sensitive areas away from the public domain**

Frequency of meetings is set as quarterly with the ability to convene others at short notice if required. Whilst this means that twice a year, no assurance can be provided to the Board as no Mental Health Compliance and Capacity Committee will have taken place between Board meetings, this is standard practice within other Health

Boards committees that cover the Mental Health Act, and there is provision within the Terms of Reference to convene additional meetings if requested by the Chair. It should be noted that there is no-one specifically nominated within the Office of the Board Secretary to service the Mental Health and Capacity Compliance Committee, instead cover is shared out amongst the team.

Other more minor findings on the Mental Health Compliance and Capacity Committee, together with their recommendations, are as follows:

- A typographical error needs to be corrected under paragraph 3.2.10.
 - **Amend ‘Depravation of Liberty reports’ to ‘Deprivation of Liberty reports’**
- There is also confusion in paragraph 4.3 where reference is made to approving policies on behalf of the Board within the remit of the Committee’s business concerning ‘workforce, partnerships and population’ matters.
 - **Amend this sentence to read ... ‘concerning mental health compliance and capacity matters.’**
- **Remuneration and Terms of Service Committee**

The Delegated Powers identified for the Remuneration and Terms of Service Committee as required by the Board in the Terms of Reference presented to the May 2023 Health Board meeting (v9), are significantly broader than other Health Boards and deviate from the model issued by Welsh Government. Concerns on these were raised by the Review Team prior to the Board meeting, with the resolution made at the meeting unclear; these will need to come back to a subsequent Board for approval. The Terms of Reference include the authority to consider reports where exclusion in respect of Upholding Professional Standards in Wales (UPSW) has lasted more than 6 months; to consider reports on the progress of performers list regulatory cases; and to consider reports on the position in regard to whistleblowing and Speaking Out Safely.

- **Consider removing the Committee’s two delegated powers to ‘consider reports where exclusion in respect of Upholding Professional Standards in Wales (UPSW) has lasted more than 6 months’; and to ‘consider reports on the progress of performers list regulatory cases’, and attribute these to the (In Committee) Board.**
- **In light of the above, remove reference to UPSW as a delegated matter to the Remuneration and Terms of Service Committee in BCUHB’s Scheme of Reservation and Delegation of Power**
- **Consider removing the Committee’s delegated powers to consider reports on the position in regard to whistleblowing; and Speaking Out Safely, and attribute these to a more appropriate Committee**

The Terms of Reference also include under paragraph 3.2 in relation to Board appointments *‘To identify Officer vacancies and to take steps to identify a preferred candidate for the Board’s approval’*. This is not Remuneration and Terms of Service Committee business as the Committee would not become operationally involved with

a recruitment campaign. In addition, the Terms of Reference do not specifically state that the purpose of the Remuneration and Terms of Service Committee is to 'approve' these appointments on behalf of the Board. Without this, any decision on an appointment, etc, would need to be ratified by the Board and could serve to slow down the process.

- **Amend paragraph 3.2 to reflect WG issued model Remuneration and Terms of Service Committee Terms of Reference i.e. approve, on behalf of the Board, the remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by Welsh Government**

There is also a contradiction between paragraph 2.2 which states '*The Committee shall have no powers to develop or modify existing pay schemes.*' and paragraph 4.3 where it states '*Approval of interim appointments at Band 9 or above where the proposed pay point exceeds 20% of the top of the established banding.*' However, the Board does not have the authority to approve this under Agenda for Change terms and conditions. For Very Senior Managers, anything proposed over their bandings has to be approved by Welsh Government. Inclusion of this paragraph could also be seen as legitimising the use of interims and agency staff at rates which are significant and could result in higher salaries paid than those of Executive Directors.

- **Remove paragraph 4.3 'Approval of interim appointments at Band 9 or above where the proposed pay point exceeds 20% of the top of the established banding.'**
- **Reference to the 'Approval of acting up salaries for interim Executive Directors to be retained by Remuneration and Terms of Service Committee' will also need to be removed from BCUHB's Scheme of Reservation and Delegation of Powers (under 10f - Personnel and Pay)**

Given the requirement for these changes, it would be appropriate to review the Remuneration and Terms of Service Committee's Terms of Reference to assist with identifying the types of agenda items required to cover off the Committee's remit and to develop a comprehensive Committee Work Plan although a basic version is in place.

- **Review the Remuneration and Terms of Service Committee's Terms of Reference against other Health Board's Committees with a similar remit for any further detail necessary to incorporate and to ensure there are no gaps**
- **Compile an annual Remuneration and Terms of Service Committee Work Plan based on the enhanced Remuneration and Terms of Service Committee Terms of Reference**

Whilst Officer membership appears appropriate in terms of Executive Directors (3) for the current remit of the Committee, should UPSW, performers list regulatory cases and Speaking Out Safely be removed from the Terms of Reference, then the

requirement for the Executive Medical Director could be removed, thereby reducing the Officer membership to two.

- **Consider reducing the Officer membership to two, dependent on whether removal of the delegated powers in respect of UPSW and performers list regulatory cases from the Committee's Terms of Reference is agreed**

Frequency of meetings is set as quarterly with the ability to convene others at short notice if required. However, it was reported to the Review that monthly meeting slots are now being held in diaries as it has been necessary recently for the Committee to meet more frequently.

Other more minor findings on the Remuneration and Terms of Service Committee Terms of Reference together with their recommendations, are as follows:

- A typographical error needs to be corrected under the first bullet point of paragraph 2.1 in the Committee's Terms of Reference.
 - **Remove reference to 'Assembly' in the term Welsh Assembly Government in the first bullet point of paragraph 2.1**
- There is also confusion in paragraph 9.1 (third bullet point) where inappropriate reference is made to the NHS Wales Quality and Safety Committee Handbook.
 - **Remove reference to the NHS Wales Quality and Safety Committee Handbook in the third bullet point of paragraph 9.1**

- **Charitable Funds Committee**

The Delegated Powers identified for the Charitable Funds Committee, as required by the Board, appear sufficient in detail for the remit to be covered, and make reference to *'the Health Board's appointment as the corporate trustee of the charitable funds by virtue of Statutory Instrument, and that its Board (acting as the Board of Trustees) serves as its agent in the administration of the charitable funds held by the Health Board.'* in paragraph 2.1.

However, paragraph 3.8 states that the frequency for *'receiving reports for ratification from the Executive Director of Finance, and to make and enact investment decisions taken through delegated powers upon the advice of BCUHB's investment adviser, should be at least 4 times a year.'* As the Committee only meets quarterly this will need to be a standing agenda item, or consideration could be given to reducing the frequency in line with other Health Boards Charitable Funds Committees.

- **Consider reducing the frequency for 'receiving reports for ratification from the Executive Director of Finance, and to make and enact investment decisions taken' to twice a year, in line with other Health Boards Charitable Funds Committees**

Officer membership appears appropriate in terms of Executive Directors (3) balanced against 4 Independent Members, and this balance is a specific requirement in the Terms of Reference as Independent Members must hold the majority of votes at a meeting. This represents a deviation from WG issued model Charitable Funds Committee Terms of Reference and is not evident in other Health Boards Charitable Funds Committee Terms of Reference.

- **Consideration to be given to removing the requirement for Independent Members to hold the majority of votes at a meeting if it is not a necessary requirement**

Frequency of meetings is set as quarterly with the ability to convene others at short notice if required. This means that twice a year, no assurance can be provided to the Board as no Charitable Funds Committee will have taken place between meetings. However, this is standard practice within other Health Boards Charitable Funds Committees and there is provision within the Terms of Reference to convene additional meetings if requested by the Chair.

One 'Sub-Committee' has been identified for the Charitable Funds Committee to receive assurance and exceptions reports from – the Charitable Funds Advisory Group.

It should be noted that the Charitable Funds Committee is the only Board level Committee not serviced by the Office of the Board Secretary, instead it is covered by the PA to the Executive Director of Finance.

Other more minor findings on the Charitable Funds Committee Terms of Service Committee Terms of Reference are as follows, together with their recommendations:

- There is confusion between paragraph 3.1.6 which states one of the delegated powers is to *'Receive, scrutinise and approve the Charity's Annual Report and Accounts on behalf of the Board'* which conflicts with paragraph 3.2.6 which states *'Prepare reports to the BCUHB Board including the Annual Accounts and Annual Report'*. Paragraph 3.2.6 is considered to be correct
 - **Remove the term 'approve' from paragraph 3.1.6 to read 'Receive and scrutinise the Charity's Annual Report and Accounts on behalf of the Board'**
- There are a number of terminology and typographical errors to address in the Charitable Funds Committee Terms of Reference.
 - **Replace reference to the Charities Act 1993 and 2006 with the 'Charities Act 2011'**
 - **Replace reference to the Charity Commissioner with the 'Charity Commission'**
 - **Re-word paragraph 4.1.3 along the lines of '... banking arrangements for charitable funds should be kept entirely distinct from BCUHB's NHS funds'**
 - **Re-word paragraph 4.1.4 along the lines of 'Ensure that arrangements are in place to maintain current account balances at**

minimum operational levels consistent with meeting expenditure obligations, the balance of funds being invested in interest bearing deposit accounts'

- There is also confusion in paragraph 9.1.3 where inappropriate reference is made to the NHS Wales Quality and Safety Committee Handbook
 - **Remove reference to the NHS Wales Quality and Safety Committee Handbook**

Given the requirement for this number of changes, it would be appropriate to review the Charitable Funds Committee's Terms of Reference to assist with identifying the types of agenda items required to cover off the Committee's remit and to develop a comprehensive Committee Work Plan, although a basic version is in place.

- **Review the Charitable Funds Committee's Terms of Reference against other Health Board's Committees with a similar remit for any further detail necessary to incorporate and to ensure there are no gaps**
- **Compile an annual Charitable Funds Committee Work Plan based on the enhanced Charitable Funds Committee Terms of Reference**

In terms of the more general findings and recommendations in respect of BCUHB's Committees Terms of Reference, there will be a need to ensure the breadth of the organisation features within Board and Committee agendas and the review of each Committees Terms of Reference must take this into account. In terms of specific recommendations across all Committees Terms of Reference:

- No explicit version control is identified within the Committees Terms of Reference indicating their history of review and approval (routinely through the Board) to ensure latest version.
 - **Version control should be explicit in each Committees' Terms of Reference on either the front or last page and in the footer to ensure latest version**
- There is no structural diagram included within the Committees Terms of Reference identifying the Committees' reporting arrangements to the Board, and any formal (reporting) Sub-Committees.
 - **Consider inclusion of a structural diagram in each Committees Terms of Reference to aid understanding of the hierarchical flow of information and assurance**
- The Review found a lack of clarity in respect of the 'Sub-Committees' identified as reporting to the Committees, not least in terms of their function. Each committees Terms of Reference state that they will 'receive assurance and exception reports from ...' and lists a variety of Executive Delivery Groups (to deliver Strategy), and Executive Management Groups (to deliver operational performance), which in turn are supported by Tactical Delivery Groups providing assurance reports to, and undertaking some of the detailed

work for, the Committees; some of these also report to more than one Committee. However, the Committees Terms of Reference do not state how often these assurance reports should be received although the Committee Work Plans suggest these are standing agenda items, nor is it clear whether these Groups align with the Committee cycle they report to; clarity of assurance and purpose would be needed for, and from, these Groups.

- **Ensure the Executive Delivery Groups, Executive Management Groups and Tactical Delivery Groups that support each Committee are clearly identified within their Terms of Reference and structural diagram, and ensure timing of their meetings coincide with an appropriate flow of assurance to their nominated Committee**
- None of the Committees Terms of Reference specifically state the authority to hold private (In Committee) meetings.
 - **Include the authority to hold private (In Committee) meetings in the Committees Terms of Reference**
- The minimum number of Independent Members needed for each Committee appears low at 3 (4 for Audit Committee and up to 4 for Charitable Funds Committee), particularly when compared to the quoracy requirement of 2 Independent Members.
 - **Consider increasing the number of Independent Members on each Committee, once BCUHB's Independent Member cohort is up to full complement**

The Chair of the Board, Chair of the Audit Committee and the Board Secretary have the right to attend any of the Board level Committees as an observer upon giving notice to the Committee Chair (the Board Secretary being the lead Director for Audit Committee)

- **Re-consideration to be given to the Chair of the Board attending all Board level Committees to maintain their independence**
- **Re-consideration also to be given to the Audit Chair attending all Board level Committees to maintain their independence**
- **The Board Secretary to consider attending all Board level Committees for any governance advice and support that may be required, and to maintain oversight of the governance of the Board and the Committee arrangements, enabling a strategic view of corporate governance to be held**
- Trade Union Partners are welcome to attend the public session of each Committee
 - **The routine attendance of Trade Union partners at Board level Committees could be reviewed for appropriateness, although this may not be necessary if all Committee meetings are to be live-streamed going forward**
- There is only an 'expectation' that 2 Executive Directors will attend Committee meetings for quoracy purposes. Committees could therefore technically run with only 2 Independent Members if Executive Directors are only 'expected' to attend, which would bring into question the merit of holding meetings at all.

- **Consider increasing the quoracy of Independent Members and include a third or a half of the Officer membership in quoracy requirements**
- A time limit has been introduced on the Independent Members holding office on Committees (for a period up to 4 years, re-appointments up to a maximum of 8 years) which is the same as the time limit for tenure of Independent Member office.
 - **Consider removing the time limit on Independent Members serving on Board Committees if it is not necessary**
- A standard delegated power has been included upfront in each Committees Terms of Reference to assure the Board that there is compliance with the Equalities Act 2010, the Public Sector Equality Duty and the Socio-Economic Duty. It is unclear why these have been specifically called out for compliance, other than a historical legacy, when Health Boards have to comply with many acts and duties.
 - **Consider generalising the delegated power to assure the Board that there is compliance with the Equalities Act 2010, the Public Sector Equality Duty and the Socio-Economic Duty**
- Further standard delegated powers have been included in each Committees Terms of Reference requiring the provision of evidence based assurance that BCUHB policies are compliant with relevant legislation; the provision of evidence based and timely advice to the Board on developing strategies and on the delivery of strategies; the receipt of results of relevant audits (clinical and non-clinical), etc; and the need to review risks from the Board Assurance Framework and Corporate Risk Registers that are assigned to the Committee by the Board and to advise the Board on the appropriateness of the scoring and mitigating actions in place. These delegated powers are not always relevant for all Committees, particularly for Audit and Remuneration and Terms of Service Committee
 - **Consider removing those standard delegated powers from Committee Terms of Reference which are not relevant, and where these are relevant, ensure they feature on the Committees annual Work Plans**
- The terms 'Health Board's' and 'Board's' are used interchangeably in the Committee Terms of Reference, although they can mean two different things.
 - **Review the Committee Terms of Reference to attribute the terms 'Health Board's' and 'Boards' more appropriately**
- Other specific terminology needs to be addressed in certain Committee Terms of Reference:
 - **Remove reference to the Annual Quality Statement and the Annual Governance Statement and replace with the accountability report in paragraph 3.2.1 of the Audit Committee Terms of Reference and paragraph 3.2.8 of the Quality, Safety and Experience Terms of Reference**

- All Committees Terms of Reference state ‘The requirement for the conduct of business as set out in the Standing Orders are equally applicable to the Committee except in the following areas – Quorum’. It is unclear how quoracy in the Committees Terms of Reference differs from Standing Orders when the Model Standing Orders only refer to quoracy in relation to the Board.
- **Consider truncating the statement ‘The requirement for the conduct of business as set out in the Standing Orders are equally applicable to the Committee except in the following areas – Quorum’ to read ‘The requirement for the conduct of business as set out in the Standing Orders are equally applicable to the Committee.’**

In terms of Advisory Groups to the Board:

- **Local Partnership Forum**

The Local Partnership Forum is serviced by one of the Corporate Governance Officers (Band 5) within the Office of the Board Secretary and meets quarterly. A Chair’s Assurance Report is prepared following each meeting and reported to the subsequent Board.

Whilst no Local Partnership Forum Terms of Reference or Work Plan have been provided to the Review, the version of the Terms of Reference active on BCUHB’s website (V7.0) were approved by the Board in July 2019 i.e. 4 years out of date.

- **Review the Local Partnership Forum’s Terms of Reference to ensure their compliance against WG issued model Terms of Reference for Advisory Groups and to ensure their continued authority to meet**

- **Stakeholder Reference Group**

The Stakeholder Reference Group is serviced by the Corporate Governance Manager (Band 7) within the Office of the Board Secretary; bilingual meetings are held which it is felt by the team adds to the complexity of arrangements. A Chair’s Assurance Report is prepared following each meeting and reported to the subsequent Board.

Whilst no Stakeholder Reference Group Terms of Reference or Work Plan have been provided to the Review, the version of the Terms of Reference active on BCUHB’s website (V6.0) were approved by the Board in July 2019 i.e. 4 years out of date, and indicate a bi-monthly frequency of meetings.

- **Review the Stakeholder Reference Group’s Terms of Reference to ensure their compliance against WG issued model Terms of Reference for Advisory Groups and to ensure their continued authority to meet.**

- **Healthcare Professionals Forum**

The Healthcare Professionals Forum is the only Advisory Group not serviced by the Office of the Board Secretary, instead it is covered by the PA to the Acting Executive Director for Therapies.

Whilst no Healthcare Professionals Forum Terms of Reference or Work Plan have been provided to the Review, the version of the Terms of Reference active on BCUHB's website (V5.0) were approved by the Board in September 2018 i.e. 5 years out of date, when they were updated solely to reflect the move from a bi-monthly to a quarterly frequency of meetings.

- **Review the Healthcare Professionals Forum's Terms of Reference to ensure their compliance against WG issued model Terms of Reference for Advisory Groups and to ensure their continued authority to meet.**

In terms of other Board and Committee meetings:

- **Board Briefings and Board Workshops**

In addition to formal bi-monthly Board meetings, Board Briefings and Board Workshops (again the terms appear to be used interchangeably) are held, with provision made for 4 meetings per annum and as required. Currently Board Briefings and Board Workshops are 'managed' by the Assistant Director/Deputy Board Secretary and serviced by the interim Head of Corporate Affairs. These briefings and workshops cover areas such as Special Measures and the BCUHB Annual Plan, and in some cases, lead to the need to convene an Extra-Ordinary Board meeting e.g. to approve the Annual Plan.

- **Board Development**

Also in addition to formal bi-monthly Board meetings, Board Development sessions are held with provision made for 4 meetings per annum and as required. Again, Board Development sessions are 'managed' by the Assistant Director/Deputy Board Secretary and serviced by the interim Head of Corporate Affairs. Attendance records for Board Development sessions are maintained.

It is expected that there will be a comprehensive Forward Work Programme put in place for Board Briefings, Board Workshops, and a Board Development Programme that is 'owned' by the Board and sits alongside a local induction programme for Independent Members.

- **Cabinet Meetings**

Cabinet meetings were initially established in response to Covid-19 to deal quickly with any issues or decisions that were needed between Board meetings and also to

progress improvements at Glan Clwyd. Membership was drawn from the Chairs of Committees, the CEO and Executive Directors, however these meetings came to an end in December 2022 due to other competing priorities. A Chair's Assurance Report from each Cabinet meeting would subsequently be presented to the Board to cover off any decision making. As these decision-making meetings are outside of the expected governance framework, it would not be considered appropriate to re-establish these arrangements.

- **Committee Business Management Group**

Whilst not currently operating, the Committee Business Management Group had been a regular quarterly meeting involving the Chairs and Leads of each Committee which considered their individual Committee Terms of Reference, and discussed any commonalities, duplication, etc

In terms of a few general themes around Committee arrangements, the Review Team found that use of Chair's Actions is acknowledged to be high, and whilst it could be considered reflective of an unplanned way of working, it can avoid the need to hold unnecessary extra-ordinary meetings. It does also appear that due process in terms of the recording of Chair's Action, the updating of the Chair's Action register and appropriate onward reporting to the Board, is now being put in place.

The Review Team had been made aware of previous instances where Chair's Action had not been undertaken in accordance with model Standing Orders, for example where the required 2 Independent Members had only been called to participate at short notice.

However, only minimal use should be made of Chair's Action to ensure openness and transparency in Board and Committee decision making, and steps should be taken to ensure this.

- **Items requiring approval and/or decision should be identified within Board and Committee Work Plans and care should be taken to align these items with Board and Committee meeting timescales to ensure only minimal use is made of Chair's Action**

Finally, as far as Special Measures reporting arrangements to the Board are concerned, acknowledging the need for Special Measures to be 'hard wired' into the governance arrangements in place, it is understood that a Special Measures report is to be prepared for all Committees, nuanced specifically for reporting to Committees such as the Quality, Safety and Experience Committee and the Performance, Finance and Information Governance Committee. The intention is to keep things 'simple' and high level i.e. several slides produced on PowerPoint as opposed to producing fuller reports, outlining particularly for Independent Members what is being progressed. This is intended to ensure Independent Members can seek the appropriate level of assurance required.

As far as Special Measures governance is concerned, there will be a need to seek assurance on the arrangements in place. There would therefore be a requirement for the Audit Committee to be linked into these.

- **Consideration to be given to the CEO providing a briefing to the Audit Committee on a regular basis on the progress made with Special Measures**

Objective 2) Recommendations on the timescale for the establishment/re-instatement of key committees, given the recent appointment of the new interim chair and Independent Members and key decisions to be made

At the time of the Review, only four out of the seven Board level Committees i.e. the Audit Committee, the Quality, Safety and Experience Committee, the Remuneration and Terms of Service Committee and the Performance, Finance and Information Governance Committee, are currently operational.

Consideration should now be given to the appropriate timeframe for re-instating the remaining three Board level Committees i.e. the Partnerships, People and Population Health Committee, the Mental Health and Capacity Compliance Committee, and the Charitable Funds Committee. Whilst all Committees Terms of Reference and associated Work Plans require review, a risk based approach could be adopted to understand the consequences, particularly on the Board, if it was considered more prudent to ensure a focus on the Committees that are currently operational and to re-instate the remaining three Board level Committees at a future date. The latter approach would afford the Health Board the opportunity to undertake a full review of the Terms of Reference and associated Work Plans, and to ensure the Committees are operating effectively.

Either way, to aid the reinstatement of the remaining three Committees, inaugural 'business' meetings of each Committee could be convened to confirm Terms of Reference, appropriate membership, an annual Work Plan for the Committee, and agreement on the agenda items required to cover off the Work Plan, etc.

- **Consider convening inaugural 'business' meetings for the Partnerships, People and Population Health Committee, the Mental Health and Capacity Compliance Committee, and the Charitable Funds Committee, to aid their reinstatement and ensure appropriate governance is in place**

Care will need to be taken when reinstating the full range of Board level Committees to ensure the appropriate scheduling of their meetings, as all need to be convened to ensure there is sufficient time to provide onward assurance to the subsequent Board. This generally means all Committee meetings need to be held on alternate months to the Board, sufficiently spaced out to avoid Committee overload for both Officer and Independent Members.

It was reported to the Review Team that the annual schedule of Board and Committee meetings (known in BCUHB as the Corporate Calendar), an Excel sheet identifying dates of meetings, submission dates, etc, is the responsibility of the post of Head of Corporate Affairs, accountable for its initial creation, consultation, publication and updating. The Corporate Calendar is a fundamental of governance and the starting point for diary management for both Officer and Independent Members serving on Committees. Ultimately, if the 'flow' is not right, assurances cannot be provided to the Board.

However, only the Corporate Calendar up until September 2023 has been crafted so far although it is understood that the interim Head of Corporate Affairs is actively

crafting the next version to run up until the end of March 2024 with the assistance of one of the Corporate Governance Officers.

The challenges for all those involved when the Corporate Calendar is issued late are recognised, not least because of the number of changes to existing diary commitments that may then need to be made. The impact of the delay in issuing the Corporate Calendar this year has been significant in terms of the constant diary amendments required to be made by those staff responsible for putting meetings into Officer and Independent Members calendars.

Ideally, the Corporate Calendar should be issued mid-way (i.e. August) through the preceding financial year, in order that other cycles of business e.g. financial and performance reporting schedules, can align.

- **Issue, with immediate effect, the Corporate Calendar up until March 2024 and ensure each subsequent annual version is prepared 6 months in advance**

This should also serve to improve both the timeliness and quality of Board and Committee papers which have been widely acknowledged as a concern with a consequent impact on the Board's ability to make informed decisions.

Audit Wales commented as follows in their Review of Board Effectiveness (February 2023).

'Independent Members have publicly and repeatedly expressed frustrations about the quality of papers and the fact that the Executive has not been able to rectify this. Through our work we have seen that papers are often too long, sometimes not well summarised, do not always highlight issues clearly enough or what needs to change as a result. The Health Board has now introduced a standard operating procedure to strengthen arrangements but needs to ensure that the necessary improvements are properly implemented and sustained'.

The Review Team has been provided with the Standard Operating Procedure that has been introduced in BCUHB for Board and Committee paper assurance and publication. However, this is very limited in content and restricted to the time intervals expected for agenda setting (2 days post the previous meeting), the call for papers (1 day post agenda setting) and the papers due date (2 days prior to publication).

Whilst agenda setting and the call for papers are considered timely, if not ambitious, at 2 – 3 days post the previous meeting, it is unlikely that the draft minutes of the previous meeting would be made available to support any actions and subsequent reports that may have been identified for the following meeting, resulting in potential gaps on the next agenda.

The papers due date, set at 2 days prior to publication, is however a concern as it will allow for only a very basic administrative check on the reports that are submitted, assuming these are to time. It was also reported to the Review Team that the checking and quality assuring of Board and Committee papers, whether administratively through the Office of the Board Secretary, or even more strategically

through the Chair, is not viewed as being particularly supportive, and described as the equivalent to 'correcting homework'.

This suggests a lack of understanding of the role of the Office of the Board Secretary in terms of its governance advice and support, and a lack of understanding in the required arrangements for the management of Board and Committee papers, both in terms of those charged with designing and implementing the standards required i.e. the governance arm of the Office of the Board Secretary, and those charged with meeting them i.e. those required to produce the relevant papers and reports.

It was noted that Welsh Language translation appears to be an added layer of concern in terms of Board and Committee papers as many of these are required to be produced simultaneously in Welsh and uploaded to the BCUHB website a week prior to each meeting. Whilst sometimes a pragmatic approach is undertaken with the English version only of papers uploaded to this timescale, it is acknowledged that there are Welsh Language Act and Standards obligations to fulfil.

- **A conversation to be held with the Executive lead for Welsh Language in regard to the extent of Welsh translation required according to BCUHB's Welsh Language Standards, and compared to the rest of Wales**

It is clear that a more comprehensive Standard Operating Procedure for the Management of Board and Committees should be introduced, setting out appropriate timescales for agenda-setting and receipt of papers, identifying where responsibilities lie for the timely flow of Board and Committee papers, and to ensure, through quality assurance, the presentation of high-quality information to the Board and its Committees, which are consistent in content and format to add professionalism to the work involved.

This Standard Operating Procedure could be developed based on a 'toolkit' approach, to include other supporting documentation such as a flowchart for Board and Committee preparation, guidance and etiquette for virtual meetings, guidance for minute taking, etc, particularly as the Review Team was made aware of certain 'inherited' processes and procedures in BCUHB, such as the numbering of all paragraphs within minutes, which adds little to the governance but is proving difficult to relinquish.

Guidance for writing reports for Board and Committees to ensure reporting officers and their Executive Directors understand what 'good looks like' could also be included. It was confirmed to the Review that Board and Committee agendas are taken through Executive Team, therefore there is the facility for Executive Directors to receive notice of the requirements to produce reports in a timely manner. If notes are also taken of Committee agenda setting meetings, it may be helpful to provide these to those Executive Directors charged with producing the reports to understand any specific requirements and in order to 'nuance' their reports accordingly.

- **Provide any Board and Committee agenda setting notes that are captured to Executive Team to ensure that reports to be produced are fully understood and meet the expectations required**

The 'toolkit' approach could also incorporate links to additional governance documentation such as the Board and Committee templates (front sheet templates, table of actions templates, minutes templates, presentation templates), the Committees Terms of Reference, and the schedule of Board and Committee meetings), in order that all the documents required to support Board and Committee working can be located in one place.

It would be helpful for this Standard Operating Procedure to receive approval at a high level e.g. Executive Team or Board, to assist with reinforcing the standards required and to facilitate its implementation.

Examples of such Standard Operating Procedures can be found on other Health Boards websites such as the following:

hduhb.nhs.wales/about-us/governance-arrangements/policies-and-written-control-documents/policies/management-of-board-and-committees-standard-operating-procedure-toolkit/

- **Develop and implement a comprehensive Standard Operating Procedure for the Management of Board and Committees**

Building on this, a broader Standard Operating Procedure for Governance Arrangements at BCUHB could be introduced, setting out the standards of what is expected from those charged with governance, and those who are required to comply. This could include procedures relating to Declarations of Interests, Gifts and Hospitality, Chair's Action, Application of the Common Seal, etc.

- **Consider the introduction of a Standard Operating Procedure for Governance Arrangements at BCUHB to set out the standards of what is expected from those charged with governance, and those who are required to comply**

The Review Team was also made aware that there is a lack of clarity regarding 'who can receive what' both in terms of Board and Committee papers and other types of reports, with individual judgements often being made on what is and what is not appropriate to share.

Previously the post of [REDACTED] maintained definitive e-mail distribution lists for Board, Committees, Advisory Groups and Executive Team/Executive Management Group, thereby 'holding the ring' on all Board and Committee distribution lists. This function no longer appears to be undertaken with a subsequent lack of confidence in the various distribution lists that are in existence. The Review Team was provided with a very recent example of this when Remuneration and Terms of Service Committee papers were needed to be shared for an external review and out of date distribution lists were used for communications and other documents which were of a potentially sensitive nature.

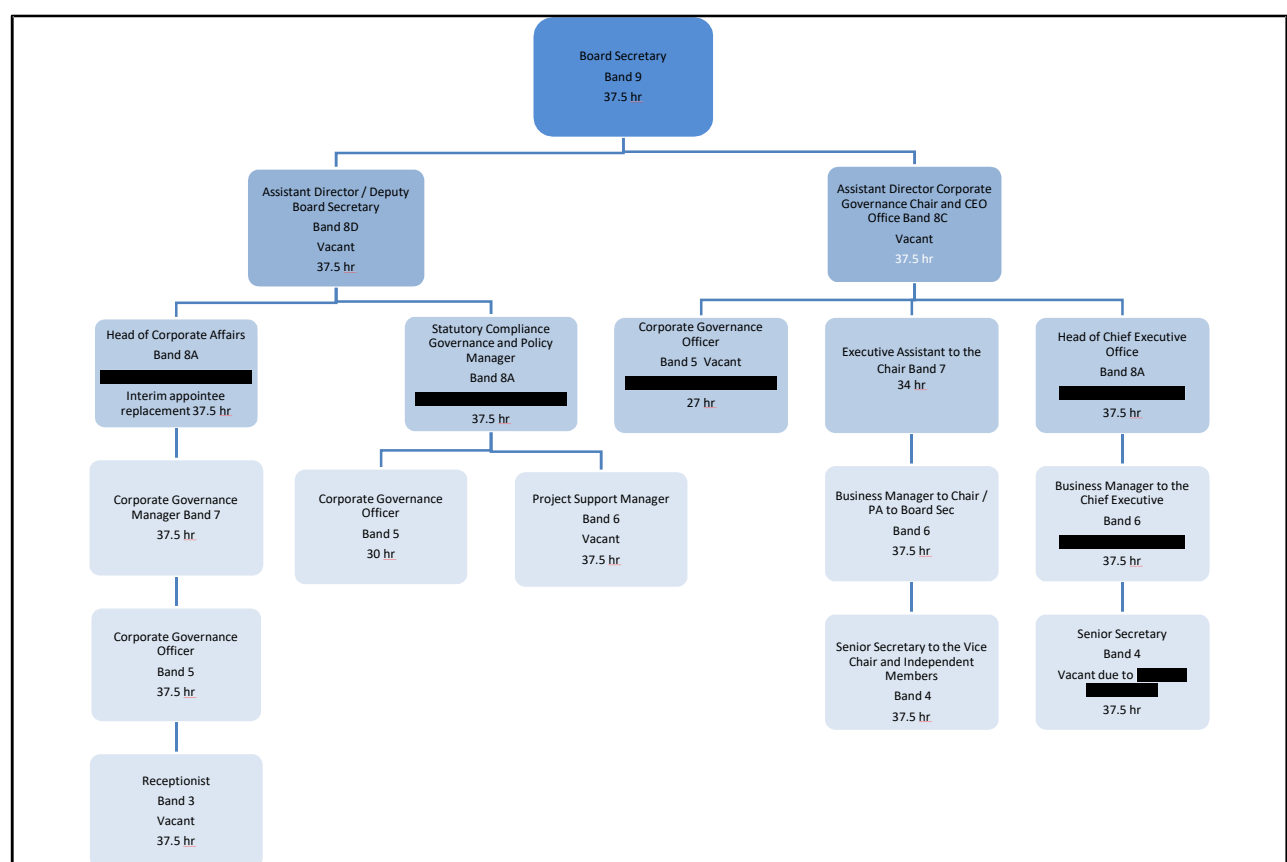
- **To re-introduce the discipline of Corporate Distribution Lists that are centrally updated and that all can have a confidence in**

A lack of understanding of the role and authority of the 'Special Advisors' in place that was also reported to the Review Team is adding to the absence of clarity on what is appropriate to share. It is believed that these are the Independent Advisors appointed by Welsh Government under Special Measures, however, there remains confusion amongst the Office of the Board Secretary as to their role, their authority, their access, and the overall governance around them.

- **A definitive list of Special Advisors to be shared across the Office of Board Secretary with the information that they receive to be limited to the purposes of their appointment**

Objective 3) To what extent is there clarity of boundaries between the work of the Office of the Board Secretary versus the Office of the Chief Executive? Are there any roles that are duplicated in both teams, that could benefit from creating one role, or any gaps which require assigning to one or other of these teams?

An organigram setting out the hierarchical structure of the Office of the Board Secretary (see below) was shared with the Review Team, together with an outline of the duties and responsibilities of each individual member of staff, at the start of the review. As the review progressed, it became apparent that this outline of duties and responsibilities was not representative of the current situation given the number of gaps, secondments out and interim replacements in place. Annex 2 of this report provides for an updated outline of duties and responsibilities for each individual member of the Office of the Board Secretary.



These duties and responsibilities have been corroborated in discussion with each individual member, both to understand their roles in further detail, and to understand where, and how, these duties and responsibilities have changed in light of the current gaps and consequent capacity constraints within the Office of the Board Secretary.

The Office of the Board Secretary comprises two distinct arms under the Board Secretary role – the Governance arm and the Chair's/CEO's Office arm.

Taking each of these in turn:

Governance Arm

The governance arm of the Office of Board Secretary comprises the following posts under the Board Secretary (the Board Secretary post itself is considered under Objective 7 of this report):

- **Band 8D – Assistant Director/Deputy Board Secretary (37.5 hrs)**

The post of Assistant Director/Deputy Board Secretary (Band 8D), reporting on the structure directly to the interim Board Secretary, is vacant and currently being undertaken by an interim appointee sourced through an external agency, with no contract end point indicated. Whilst the post is part time, this interim appointee had previously been working only one day a week, however this has now been extended to three days a week until the end of July 2023. As well as the full servicing of BCUHB's Audit Committee to include minute taking, the interim appointee serviced the March 2023 Board meeting (servicing of the Board had previously been undertaken by the substantive Head of Corporate Affairs). These duties are undertaken remotely due to the residency location of the interim appointee. The substantive post of Assistant Director/Deputy Board Secretary would previously have covered the Remuneration and Terms of Service Committee, and also the Committee Business Management Group which is now no longer operational. The substantive post would also have covered other duties and responsibilities that are not within the remit of the current interim appointee and are either not currently being undertaken e.g. co-ordination of the Board Assurance Framework (BAF), or are being undertaken elsewhere e.g. Declarations of Interests, Gifts & Hospitality, currently undertaken by the interim Head of Corporate Affairs (see Annex 2 for a full outline of duties and responsibilities for this post).

Band 8A – Head of Corporate Affairs (37.5 hrs)

The post of Head of Corporate Affairs (Band 8A) is vacant and currently being undertaken by an interim appointment, sourced through an external agency. [REDACTED]

[REDACTED]
[REDACTED] this has subsequently left BCUHB with capacity issues. The interim appointee works full time, however given their [REDACTED] they have had limited presence in BCUHB since their contract commenced on 28th March 2023, on each occasion to observe or cover Board meetings. Whilst the current contract in place is due to end on 20th July 2023, this is likely to be extended until the substantive post-holder returns on 1st September 2023.

The interim appointee covering the post of Head of Corporate Affairs currently covers the whole administration of the Board (including Board Workshops and Board Development), together with the servicing of the Quality, Safety and Experience Committee.

This interim appointee has just commenced looking at the Declarations of Interests, Gifts & Hospitality accountability from the substantive Assistant Director/Deputy

Board Secretary role. The Review Team was informed that whilst a new electronic system has recently been procured to manage declarations, there is no capacity to undertake any proactive chasing of these declarations and, given the decision that has recently been made to extend those required to complete a declaration of interest from the previous Band 8C posts and above, to all within BCUHB, the resources required to chase for these declarations would be significant. The feasibility of extending the requirement to complete declarations of interests to all staff is questionable, as well as challenging, given that this requirement has not been widely communicated. This has left the organisation exposed as a policy was approved without a clear, resourced implementation plan being put in place. It is also unclear why a new electronic system was procured for BCUHB given an all Wales solution is currently being explored; nor is it clear the robustness of the procurement process in place.

- **To review the decision to extend the requirement to complete a declaration of interest to all staff within BCUHB in light of best practice elsewhere**

There are also other elements of the role that are not currently within the remit of the interim appointee and are either left uncovered e.g. maintenance of Corporate Distribution Lists for the Board and Committees, or undertaken elsewhere e.g. management of Chair's Actions which is undertaken by the interim Board Secretary (see Annex 2 for a full outline of duties and responsibilities for this post).

Band 8A – Statutory Compliance Governance and Policy Manager (37.5 hrs)

The post of Statutory Compliance Governance and Policy Manager (Band 8A) is vacant as [REDACTED]

[REDACTED] No interim appointee or backfill provision has been put in place to cover the role, other than for a Band 5 cross-cover arrangement to assist with policy management administration. This means that large elements of the post are left uncovered such as policy compliance for BCUHB; Internal and External Audit management in terms of reporting and support; the Audit Tracker; and the Legislation Assurance Framework (see Annex 2 for a full outline of duties and responsibilities).

Whilst this [REDACTED] has left the organisation with significant risk in relation to policy management and audit tracking, as part of the terms agreed and as a goodwill gesture, the post holder made a commitment to undertake the basic audit tracker whilst [REDACTED] (see Annex 2 for a full outline of duties and responsibilities for this post).

Band 7 – Corporate Governance Manager (37.5 hrs)

The role of Corporate Governance Manager (Band 7), [REDACTED]
[REDACTED]
[REDACTED]. The post covers the servicing of the Performance, Finance and Information Governance Committee; the Partnerships, People and Population Health Committee; and the Stakeholder Reference Group. The post-holder previously serviced the Committee

Business Management Group until it was recently stood down. The post-holder also undertakes a number of associated duties to support the Office of Board Secretary including the updating of relevant sections of the BCUHB website and the provision of ad hoc governance advice (see Annex 2 for a full outline of duties and responsibilities for this post).

Band 6 – Project Support Manager (37.5 hrs)

The post of Project Support Manager (Band 6) is currently vacant. No outline of the post's duties and responsibilities has been provided to the Review Team.

Band 5 – Corporate Governance Officer (37.5 hrs)

The role of the full time Corporate Governance Officer (Band 5), reporting on the structure to the Corporate Governance Manager (Band 7), is being undertaken substantively. The post covers the servicing of one of the Board's Advisory Groups - the Local Partnership Forum; the post also co-ordinates responses to all Consultations, and to all Welsh Health Circulars (WHCs), forwarding these on for action to the relevant Executive Director (see Annex 2 for a full outline of duties and responsibilities for this post).

However, in terms of 'managing' these WHCs, whilst an annual summary of the log maintained is produced at year end and fed into the 'system', it would appear that WHCs are not tracked through the Committees of BCUHB in terms of the compliance achieved and in order to provide onward assurance to the Board.

- **Review the management of WHCs and Ministerial Directions to ensure these are tracked through Committees in terms of the compliance achieved against each for onward assurance to the Board**

The postholder also maintains the Gold (Executive on Call) rota, aiming to prepare this for the 6 months ahead, and, in the absence of the Band 3 Receptionist post (see below), the post holder also manages the BCU information in-box 'bcu.info@wales.nhs.uk'. The Review Team found that this is signposted on BCUHB's website, and between 40 - 50 e-mailed queries a day are routinely received, which require forwarding on to those most appropriate to respond, with a daily time value of approximately two hours attributed to these.

On reviewing the webpage where reference to 'bcu.info@wales.nhs.uk' is made, if this e-mail address was to be moved further down the page, below, for example, reference to the PALS e-mail address/contact details or below the Health Board's Communications Team e-mail address/contact details, the BCUHB Information e-mail address would not represent the default e-mail address for the Health Board and may reduce the number of inappropriate enquiries received through this route.

In addition, consideration could be given to transferring the management of the BCU information in-box to either the BCUHB Communications Team, or the Information Governance Team given its links with Freedom of Information (Fol) requests.

- Consider moving reference to the BCU information e-mail address 'bcu.info@wales.nhs.uk' further down the current webpage to reduce the number of inappropriate enquiries received through this route
- In addition, to consider transferring the management of the BCU information in-box to either the BCUHB Communications Team, or the Information Governance Team given its links with FoI requests

Band 5 – Corporate Governance Officer (30 hrs)

The role of the part time (30 hours) Corporate Governance Officer (Band 5), reporting on the structure to the vacant Statutory Compliance Governance and Policy Manager (Band 8A), [REDACTED]

[REDACTED] moved across to support BCUHB's policy function in the Statutory Compliance Governance and Policy Manager's absence.

The post-holder undertakes the administrative checking of BCUHB's policies i.e. ensuring compliance with the Health Board's Policy for the Management of Health Board Wide Policies, Procedures and other Written Control Documents (WCDs), recognising this policy is significantly out of date, co-ordinating WCD consultations, managing the Policy BCUHB in-box and providing ad hoc training, support and advice.

The post-holder also provides cover and support to the full time Corporate Governance Officer, particularly in relation to WHCs and Consultation management, as well as administrative support to the Assistant Director/Deputy Board Secretary and the core governance arm of the Office of the Board Secretary, as and when required (see Annex 2 for a full outline of duties and responsibilities for this post).

Band 5 – Corporate Governance Officer (27 hrs)

The part time (27 hours) post of Corporate Governance Officer (Band 5) reporting on the structure to the vacant post of Assistant Director Corporate Governance Chair and CEO Office (Band 8C) is currently vacant as the [REDACTED]

Part of the substantive role had been to service the Stakeholder Reference Group (this has now transferred to the Corporate Governance Manager - Band 7); the post-holder also previously supported the Targeted Intervention programme and is currently supporting the various teams involved in delivering Special Measures requirements.

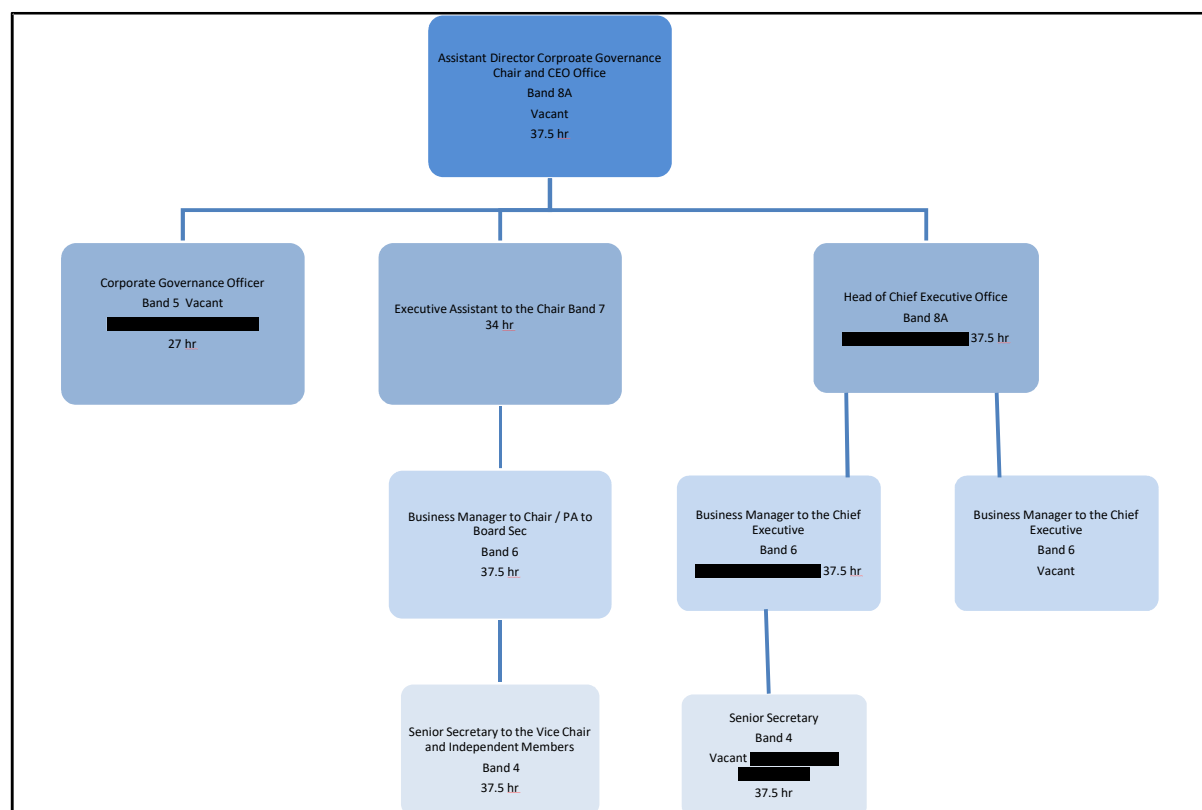
Band 3 – Receptionist (37.5 hrs)

The post of Receptionist (Band 3) is vacant with cover currently being sought from elsewhere within the team. Whilst the post has been actively promoted, it is proving to be difficult to recruit. Although a good candidate had recently been sourced, delays in their appointment and on-boarding resulted in them being 'lost' to an alternative post.

The role covers routine receptionist duties i.e. welcoming visitors, maintaining meeting room calendars, assisting with meeting room arrangements, etc, as well as the management of the BCU Information in-box which has now transferred to the full time Corporate Governance Officer (Band 5) post. (See Annex 2 for a full outline of duties and responsibilities for this post).

Chair's/CEO's Office

The Chair's/CEO's Office arm of the Office of Board Secretary comprises the following posts under the Board Secretary (updated to reflect the additional Business Manager to the Chief Executive Band 6 post on the funded establishment):



Band 8C – Assistant Director Corporate Governance Chair and CEO Office (37.5 hrs)

The post of Assistant Director Corporate Governance Chair and CEO Office (Band 8C), reporting on the structure directly to the interim Board Secretary, is vacant. No interim appointee or formal backfill provision has been put in place to cover this critical role which includes responsibility for production of the Accountability Report at year end. Certain elements have therefore been transferred to others within the team e.g. servicing of the Remuneration and Terms of Service Committee is undertaken by the interim appointee covering the Assistant Director/Deputy Board Secretary role, and servicing of Board Workshops/Board Development is undertaken by the interim Head of Corporate Affairs who also holds oversight/line management for the CEO's and Chair's Offices (see Annex 2 for a full outline of duties and responsibilities for this post).

Other elements, for example, the production/maintenance of the Office of Board Secretary Business Continuity Plan, maintenance of Standing Orders and the master Scheme of Delegation, as well as Honours nominations/co-ordination/research, and co-ordination of international health partnerships/International Health Group secretariat and chairing, remain uncovered.

In respect of these latter two, consideration could be given to transferring the functions outside of the Office of the Board Secretary to more appropriate departments – the Honours nominations/co-ordination/research to BCUHB's Communications Team, and the operational co-ordination of international health partnerships/International Health Group secretariat and chairing, to the Partnerships Directorate, leaving only the advice on the process and the governance around partnerships with the Office of the Board Secretary.

- **Consider transferring out from the Office of Board Secretary to a more appropriate department, the functions of the Honours nominations/co-ordination/research to BCUHB's Communications Team, and the operational co-ordination of international health partnerships/ International Health Group secretariat and chairing, to the Partnerships Directorate**

Chair's Office

Band 7 – Executive Assistant to the Chair - Band 7 (34 hrs [REDACTED])

[REDACTED]
[REDACTED]
[REDACTED] Whilst reporting on the structure shows this post is line managed by the vacant Assistant Director Corporate Governance, Chair and CEO Office post, line management is currently undertaken through the interim Head of Corporate Affairs.

The post-holder provides high level advice, briefings, speeches and support to the Chair and Independent Board Members; collates the information required to support Chair's Appraisal, all Wales meetings, etc; and acts as the first point of contact for WG, Ministers, MSs/MPs, senior officials and members of the public in dealings with the Chair's Office. The post-holder also supports the interim Board Secretary in relation to Independent Member induction, having responsibility for the processes involved which includes the preparation of role descriptions, advertisements, liaison with stakeholders, interviews, etc, and maintaining the electronic Independent Member Induction Pack on BCUHB's SharePoint site (see Annex 2 for a full outline of duties and responsibilities for this post).

Band 6 – Business Manager to Chair/PA to Board Secretary (37.5 hrs)

The post of Business Manager to Chair/PA to Board Secretary (Band 6), is being undertaken substantively, and provides the full range of PA duties to both the Chair and Board Secretary. The post-holder also assists with the preparation of briefings and speeches; composes responses and initiates correspondence on behalf of the Chair and the Board Secretary; and acts as the contact point for visits and site visits by VIPs, outside agencies, MSs and MPs. In-built into this role is the provision of cover for the Executive Assistant to the Chair and also the provision of cover and support to the Senior Secretary to the Vice Chair and Independent Members (see Annex 2 for a full outline of duties and responsibilities for this post).

Band 4 – Senior Secretary to the Vice Chair and Independent Members (37.5 hrs)

The post of Senior Secretary to the Vice Chair and Independent Members (Band 4), is being undertaken substantively, and manages and maintains the Vice-Chair's and Independent Members' individual diaries; organises briefings, site visits, support for AAC Consultant Interview Panels and walkarounds for the Vice Chair and Independent Members. In-built into this role is the provision of cover for the Business Manager to the Chair/PA to the Board Secretary Executive, and also cover for the MS/MP correspondence team (i.e. logging, sending for response and updating Datix) (see Annex 2 for a full outline of duties and responsibilities for this post)

CEO's Office

Band 8A – Head of Chief Executive Office (37.5 hrs)

The role of Head of Chief Executive Office (Band 8A) is being undertaken on an interim [REDACTED] basis by one of the [REDACTED]

[REDACTED] Whilst reporting on the structure shows this post is line managed by the Assistant Director Corporate Governance, Chair and CEO Office (Band 8C - vacant), line management is currently undertaken through the interim Head of Corporate Affairs (Band 8A). Previously, the role had responsibility for Executive Directors PAs, however line management of PAs now sits with each Executive Director. Although no outline of the post's duties and responsibilities was provided to the Review Team, the post covers the management of the CEO's Office, acting as the strategic eyes and ears for the CEO, however, the interim [REDACTED] post-holder is still carrying responsibilities from their substantive [REDACTED] role e.g. providing secretariat cover for both the Executive Team and Health Board Leadership Team meetings on alternate weeks.

The Review Team understands that successful recruitment has taken place to the substantive Head of Chief Executive Office post, therefore the interim [REDACTED]

[REDACTED] not identified on the original structure, appears to be vacant).

Band 6 Business Manager to the Chief Executive (37.5 hrs) X 2

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Although no outline of the post's duties and responsibilities was provided to the Review Team, the post supports the CEO in terms of covering the CEO's in box, acting and responding to emails; arranging meetings, managing meeting invites, and

preparing the CEO for the week ahead. The post also assists the interim Head of Chief Executive Office in their day to day objectives.

Support is also provided to the interim Board Secretary in respect of the Common Seal i.e. preparing the Seal Register, arranging for relevant signatures to be applied and for the documentation to be sealed. It was reported to the Review that the interim Board Secretary would then undertake any necessary checks e.g. ensuring that appropriate legal scrutiny of the documentation has been undertaken, that appropriate financial limits, etc, are complied with. To ensure that only those documents that are applicable receive the application of the Common Seal, and to ensure that all documentation required is correct, consideration should be given to reversing the current process with the checks to be undertaken by the interim Board Secretary first, prior to any register preparation, signature sourcing and sealing applied.

- **To consider reversing the current process in place for the management of the Common Seal in order that checks to ensure that all required documentation is appropriate to be undertaken prior to any register preparation, signature sourcing and sealing applied**

[REDACTED]

[REDACTED]

Band 4 Senior Secretary (Band 4)

The post of Senior Secretary (Band 4) is currently vacant following the post-holder's interim [REDACTED] No outline of the post's duties and responsibilities was provided to the Review Team.

Whilst the resources involved for the Office of the Board Secretary appear above average compared with the resources involved in other Health Boards, there is an imbalance between the higher level of support for the Chair's and CEO's Office for the functions it undertakes (9 headcount) and the lower level of support for the governance arm and the functions it would routinely be expected to undertake (8 headcount).

Funding, therefore, does not appear to be an issue, with mid point costings for the Office of Board Secretary staff identifying a total funded establishment of £0.8m (£803,564).

Capacity, however, is an issue, specifically in the governance arm of the Office of Board Secretary, driven in no small part to the history of secondments offered out of the directorate, either to other departments within BCUHB or to other Health Boards in Wales. This has seemingly been at the expense of the governance arm of the Office of Board Secretary with little consideration for the gaps this has created and the subsequent stress this has placed on those who remain.

Very senior vacant positions (Bands 8D and 8A) are covered currently by interim appointments, which may have represented a temporary solution to managing the gaps at the time these became vacant, however these interim appointees could not be expected to be vested in the organisation or the BCUHB area, and indeed are rarely present on site. Through the Review, it was reported that authority for these interim appointments is requested via the completion of a Microsoft form, necessitating the demonstration of requirement. This form then proceeds through a process for approval. Agencies are utilised to appoint the appropriate calibre of staff in post, and these appointments are approved by the Chief Executive and Finance Director. Care must be taken to ensure the appropriate level of transparency and lines of separation within this process as the Review Team noted previous examples where those potentially identified for such roles had been known to those responsible for appointment and, in some cases, were able to provide input to the job description.

The Review has examined the financial limits for external consultancy support as set out in BCUHB's Financial Scheme of Delegation. The financial control in place generally mirrors those of other Health Board in Wales, other than for the financial limits for individual Executive Directors, Directors, Associate Directors and the Board Secretary who can commit up to £100k on external consultants in BCUHB, whereas the financial limit for spend on external consultancy by individual Executive Directors in other Health Boards is routinely set at £25k. This relaxation of control in BCUHB could go some way to explaining the expanse of external consultants within the organisation. A recent Internal Audit has been conducted into the appointment of external consultants at BCUHB, whose findings appear to bear this out i.e. that there are too many external consultants, they are too costly and there is insufficient governance around them.

- **Review the financial limits for spend on external consultancy within BCUHB's Scheme of Financial Delegation to ensure it mirrors other Health Boards and complies with any limit set out in Standing Financial Instructions**

One of the current senior interim appointments is covering the vacant post of Assistant Director/Deputy Board Secretary (Band 8D), presumably until the purpose and responsibilities of the role, assisted by this Review, is agreed.

[REDACTED] Careful consideration will therefore need to be given as to how the responsibilities and accountabilities within this key role are to be covered, given that a like for like replacement cannot be made.

- **Careful consideration to be given to the responsibilities and accountabilities within the vacant Deputy Board Secretary role,** [REDACTED]

The other senior interim appointment has been made [REDACTED]
[REDACTED]
[REDACTED] leaving BCUHB with a similar gap and also an enhanced agency cost and financial pressure for covering it. It was noted through the Review, this particular interim appointee has line management responsibility for both the Governance arm and, in the absence of the Assistant Director Corporate Governance Chair and CEO Office, the CEO's and Chair's Office, which would be challenging to undertake being remote from the organisation.

The Review Team found no evidence to suggest other options had been considered, both to manage these very senior gaps and to aid succession planning - for example, to provide an opportunity to an existing employee to act up into the role on an interim basis with support in place, and then to backfill their substantive post.

It would also appear that certain functions within the governance arm of the Office of Board Secretary are more 'challenged' in terms of capacity i.e. compliance, assurance, policies, etc, due in the main to the gap left behind [REDACTED]
[REDACTED]
[REDACTED]

'Cover' is provided by a [REDACTED]
[REDACTED]

[REDACTED] This has led to an acknowledged lack of control with BCUHB's policies although this may not be immediately apparent to senior management due to the goodwill in place of the acting across [REDACTED] and the oversight maintained by [REDACTED] working over and above, and often outside, their contracted hours.

Whilst capacity issues are a feature of the governance arm of the Office of the Board Secretary, this is not replicated in the Chair's and CEO's Office arm, where there appears to be a well-resourced team i.e. 7 individual full time posts, compared to other Health Boards in Wales where two or three members of staff may be expected to support the Chair/CEO/Board Secretary Office. However, the Review Team noted a number of examples of duplicated roles, as well as functions that might be expected to be, or could be, managed elsewhere.

Also in BCUHB, a clear distinction has been made between the Chair's/Board Secretary's Office and the CEO's Office, ostensibly to protect the 'independence' of the CEO's Office, which is not as evident elsewhere in Wales. The benefits of the Board Secretary being more closely aligned to the CEO's Office than is currently the case in BCUHB would, in all likelihood, outweigh any perceived risks, provided there is an awareness and an understanding of what is appropriate to share and when.

The confusion in, and duplication of, roles is not limited to the Chair's and CEO's Office. The document provided to the Review Team identifying 'Who Does What' (Annex 2) is not representative of the current situation, with a number of the functions covered appearing to be historical rather than governance related in nature.

Job Descriptions for certain groups of staff, for example the Corporate Governance Officer (Band 5), are standard across the Office of the Board Secretary, whereas in reality, roles and responsibilities, including levels of responsibility, differ widely. Only one of the Corporate Governance Officers undertakes a core corporate governance role; of the remaining two, one is currently providing cross-cover support for policy management and the other has been transferred out to BCUHB's Risk Team.

- **To review Job Descriptions, particularly where standard versions are in place, to ensure these are matched to defined roles**

In addition, some of those who have moved out of their current roles and are acting up into different posts are still asked to offer administrative support and capacity to their substantive teams, particularly where the gaps have led to a lack of skill set; the Review Team found this to be most evident within the governance arm of the Office of the Board Secretary. This needs to be reviewed as this is impacting on the well-being of individuals and also the ability to take annual leave.

There also appears to be variation in bandings for a number of the functions undertaken. In general, the Office of the Board Secretary appears to be well remunerated for the roles they undertake compared to other Health Boards in Wales. There are some very senior posts within the team i.e. Band 8D and Band 8A, where minute taking, for example, would not be expected at this level, and where more strategic working e.g. on the Board Assurance Framework, on culture, etc, would routinely be expected to feature. However, BCUHB has a particularly hierarchical culture, where individuals are talked about in terms of their banding rather than their role.

There are also examples of different levels of staff servicing the various Committees despite there being no difference in the work required to support these, and a notable disparity with other Health Boards in terms of banding for Committee servicing, which is routinely confined to a Band 5, occasionally a Band 6 level across Wales.

There is a need for clarity regarding the roles and responsibilities of each member of the team to ensure all functions and elements of work are covered. The Office of the Board Secretary represents one Directorate and therefore needs to be seen to be acting as one. Certain arms of the Office of Board Secretary, notably the Chair's

Office where there has been stability within the team, the members of staff work very cohesively together, however this is not evident across all arms.

Poor communication has also been ‘universally’ reported to the Review Team. As previously outlined, the two arms of the Office of Board Secretary appear not to be working as one Directorate and instead operating as two distinct teams. Whilst there used to be closer team working, the amount of change experienced over the previous 18 months has served to negate this with none of the regular team meetings now in place. It was reported to the Review that on numerous occasions, information had been sourced through those outside of the team, for example, staff departures including the recent resignations of the previous Independent Member cohort of the Board; interim appointments have also been made with no announcements to the team. Whilst it was acknowledged that some parts of the team may be privy to certain information that does not routinely get shared more widely, this in itself can be divisive and lead to the emergence of factions.

This lack of communication also has a negative effect on working practices as responsibility for covering certain functions is not always made clear in advance, leading to questions being raised about specific areas of work, and also raising doubt about cover for other areas of work.

Whilst it became clear to the Review Team that until 18 months to 2 years ago communication appeared to be working well, since then it is reported to have deteriorated. This lack of communication could have been due to either a particular leadership style, or to the number of senior role gaps in the structure filled by interims appointed to cover functions, albeit with no expectation of the need to communicate anything other than what is professionally necessary.

It is acknowledged that this was a particularly challenging time for the Office of the Board Secretary, given the amount of ill health and the bereavements within the team. The fundamental need to check on the welfare of the team and put wraparound support in place should have been paramount.

It would appear, however, that communication is now being addressed with the new interim Board Secretary’s appointment; one team meeting has already been held with further fortnightly team meetings planned to ensure staff are kept apprised and updated. The fact that use is made of ‘Teams’ should not be a barrier to this acknowledging that hybrid working remains a feature of the workplace post Covid-19, as ‘connection’ through conversation can still be made over the Teams environment. The Team, however, would benefit from some ‘in person’ team days and supported organisational development (OD) interventions.

In terms of the culture in place within the Office of the Board Secretary, numerous examples of ‘promises’ made were reported to the Review Team, either in terms of promotions; new roles; or course funding - with no evidence of due process followed or indeed the promotions or new posts materialising, together with inequity of development opportunities. Individuals have also been asked to write their own job descriptions for new roles which had the potential to impact on other roles within the team. This has had a divisive effect on the team and significantly affected certain individuals (advice has been given, through this Review, that this does not represent

good governance). Despite this, the staff involved still display their loyalty to the organisation. There are some very valuable and dependable members of the team who would relish further opportunities to explore new opportunities and expand their governance knowledge. However, if these staff are not nurtured, there is a danger that they may leave the Office of the Board Secretary for opportunities elsewhere.

It is clear that the current situation cannot continue and that there needs to be some significant changes to the structure. However, before any suggestions can be made, the culture within the team has to be addressed to enable successful implementation, with an attendant need to go back to basics before any organisational development work can be undertaken.

- **To programme in a piece of work to address the culture of the Office of the Board Secretary, to address any current/previous tensions, and to build the team going forward**

It is also clear that the Office of Board Secretary needs some pastoral support. Certain members of the team appear to not have been treated in accordance with the values of the organisation. The Office of the Board Secretary [REDACTED] and [REDACTED] when key members of staff left, including the CEO and Independent Members, certain team members [REDACTED]. No tangible support was put in place for these individuals and it is recognised that support should have been provided. The Review Team apologised to the team for this and offered advice on the support available and how this could be accessed.

- **To consider referring appropriate members of the Office of the Board Secretary to staff wellbeing/occupational health, or to support staff to self-refer to these services**

In terms of succession planning, the Review Team noted that there are a number of [REDACTED] within the Office of the Board Secretary, either current or signalled, however, these do need to be in the service's interest and a clear succession plan needs to be put in place.

Unfortunately, many of the more senior members of the Office of Board Secretary who had the governance and organisational knowledge have now left, replaced by interim appointees with no previous experience or corporate memory to rely upon. However, some more junior members within the team - particularly those who are local and understand the area, the local politics and Welsh Government regulations - are considered lynchpins of the organisation and overtly demonstrate their loyalty to BCUHB.

Whilst there appears to be no evidence of succession planning inherent within the Office of Board Secretary, the importance of growing your own skills, and demonstrating a career path/development for the team, is clear and cannot be under-estimated.

The need therefore to have staff with the right skills set for the job they undertake is paramount. Minute-taking appears to be an area that is under-developed, with the majority of this function falling to the interim appointees. Others within the team need to be trained up for this, if only for succession planning purposes, in order that they can step into the role with confidence.

- **To offer minute-taking training to those members of the team who may need to undertake this function going forward**

Overall, the Review Team found no real clarity of roles and responsibilities in either arm of the Office of the Board Secretary, nor clarity of boundaries between them. Whilst this needs to be addressed, it is recognised that this will be more about the roles and responsibilities that are actually needed and less about those roles and responsibilities that staff may find more comfortable to undertake, which may lead to some support to enact.

Objective 4) To what extent have the new arrangements for the Office of the Board Secretary, agreed at the RATS Committee in December 2022, been implemented?

In December 2022, the Remuneration and Terms of Service Committee received a report proposing a new structure for the Office of the Board Secretary. A revised job description for a substantive new role of Director of Governance, Risk and Compliance//Board Secretary was also presented, together with associated structures.

The proposal presented a merger of the existing Office of the Board Secretary function into a Governance and Assurance Directorate, and created two arms to the Director of Governance, Risk and Compliance/Board Secretary portfolio:

- **Corporate Governance** – to include the Board secretariat, good governance of the Board, development of corporate governance arrangements, the standing orders and scheme of delegation, Board and Committee administration and support to the Board members
- **Operational Governance, Risk, and Compliance** – to include oversight of external reviews, policy management, oversight of statutory and regulatory compliance, oversight of legal instructions, development of operational governance and assurance arrangements, corporate risk management and risk business partnering to services, and oversight of Targeted Intervention (*now Special Measures*).

The changes described within the proposal were to be achieved by:

- The transfer of the risk and governance portfolio and function from the Deputy CEO to the Office of the Board Secretary/Governance and Assurance Directorate
- The transfer of certain risk staff from the Quality Directorate to the Governance and Assurance Directorate.

It was acknowledged that a formal Organisational Change Process (OCP) would be needed to fully review the Office of the Board Secretary/Governance and Assurance Directorate structure.

The proposal also presented a strengthened clinician-led approach to quality, underpinned by strengthened quality governance (previously clinical governance), separating the operational delivery of quality functions, from the governance of quality.

Under the over-arching quality portfolio, the following was proposed:

- Quality - including quality governance and assurance, quality regulation (such as PSOW, HIW, CIW, Coroner, WRP, MHA, COP), quality information (such reporting, Datix, Civica), quality management system (including the Quality Strategy), learning, and the hosting of the quality business partnering to clinical services – to be led a Deputy Director of Quality

The proposal anticipated that, in practice, the overarching quality portfolio would work closely with the new Board Secretary/Governance and Assurance Directorate, with the latter providing third line of defence oversight and assurance of key issues including regulatory compliance.

Included in the revised job description for the Director of Governance, Risk and Compliance/Board Secretary however, was a new focus on quality governance, and on overseeing relationships with principal health care regulators. Within the job description, quality and safety governance was quantified as including quality assurance, legal services (including claims, inquests, Mental Health Act (MHA) and Court of Protection (CoP)), quality and safety regulation (including HIW, CIW, HTA, HSE), Ombudsman, Putting Things Right compliance, Datix management, and quality surveillance.

There does, therefore, appear to be an inconsistency between the proposal presented to the Remuneration and Terms of Service Committee, and the revised job description for the Director of Governance, Risk and Compliance/Board Secretary, with the job description more suggestive of an 'executive function' for this role.

The outcome of the proposal to the Remuneration and Terms of Service Committee was to approve the recommendations in the report, subject to a review after six months of operation.

Through the Review's discussions, it was understood that approval of the recommendations in the proposal was made with some hesitation and were not fully supported by Remuneration and Terms of Service Committee members.

However, the changes proposed to the Office of the Board Secretary and the Board Secretary job description were not articulated anywhere amongst team members prior to its submission to the Remuneration & Terms of Service Committee, nor was it communicated to the team, following the Committee's meeting, that the proposed changes to the structure and the job description had been approved.

The Review Team found that whilst it was understood by some that the interim Board Secretary's predecessor had been acting into a role similar to that proposed, this is no longer the case, 'formally' at least; however the interim Board Secretary is still currently 'maintaining' their substantive Associate Director Governance (Risk) role.

The Review Team recognises that it could be helpful to have risk and assurance formally within the Office of Board Secretary portfolio to provide the Board Secretary with oversight of risk across the organisation (as opposed to the management of risk), to support the teams involved with writing Internal Audit responses, etc, and to understand what is needed to be scrutinised at the various Committees of the Board.

However, whilst the current interim arrangement in respect of the Board Secretary role is in place, the 'additionality' of risk would need to be carefully considered, especially as the risk function appears to be based on risk managers in BCUHB

rather than advising on the management of risks as elsewhere in other Health Boards.

How this could be structured more permanently within the Office of the Board Secretary would need careful consideration and, in all likelihood, an OCP would need to be enacted, not only for the role of the Board Secretary, but more widely across the Office of the Board Secretary in its entirety.

The Review Team considers this would be appropriate to undertake in conjunction with the crafting of a Board paper along the lines of 'Achieving Good Governance/Re-setting of Governance' (the 'Betsi Way') ideally in time for the September 2023 Board meeting. to also include:

- revised Terms of Reference for all Committees and Workplans
- an annual Schedule of Meetings (Corporate Calendar) up until March 2024
- reviewed Standing Orders, Standing Financial Instructions, Scheme of Delegation

Recommendations:

- **To craft a Board paper – 'Achieving Good Governance/Re-setting of Governance' (the 'Betsi Way') in time for the September 2023 Board meeting to include:**
 - revised Terms of Reference for all Committees and Workplans
 - an annual Schedule of Meetings (Corporate Calendar) up until March 2024
 - reviewed Standing Orders, Standing Financial Instructions, Scheme of Delegation
 - a proposed structure for the Office of the Board Secretary

Objective 5) Is this proposal still viable and will it deliver the requirements of the integrated board?

In terms of risk, informally at least, the interim Board Secretary is still currently 'maintaining' their substantive Associate Director Governance (Risk) role, however due to the capacity issues within the team, it is not clear how much time and resource is available to undertake this role.

The proposal to formally transfer the risk and governance portfolio to the Office of the Board Secretary could be considered of value as it would provide the Board Secretary with oversight of risk across the organisation, including the Board Assurance Framework (BAF) and Corporate and Directorate risks.

However, the proposal to include within the revised job description for the Director of Governance, Risk and Compliance/Board Secretary, a new focus on quality (and safety) governance, and on overseeing relationships with principal health care regulators, suggests an 'executive function' for the role. These should not be included in a Board Secretary portfolio as it would be challenging to maintain independence when taking accountability for a function.

There will be a need to determine clear roles and responsibilities for the Board Secretary as the Health Board looks to stabilise and re-set the governance of the organisation.

At the outset, this may need to be a Board Secretary role that is 'purer' on Board business and governance, and focused on some key fundamental objectives for the Board in order to ensure that the basics are in place.

Recommendations

- **To establish 7 or 8 key/fundamental objectives for the Board Secretary focused on governance which will need to align with their 90 Day Special Measures Deliverables i.e.**
 - **Refresh Committee Terms of Reference**
 - **Embed Special Measures into all Committees**
 - **Complete recruitment into Independent Member roles (temporary)**
 - **Implement phase 1 induction for all Board members**
 - **Develop Phase 1 Board Development Programme**
 - **Establish Board Committees**
 - **Complete Committee Induction**
 - **Development of Committee Work Plans**

Once the more governance related objectives have been addressed, focus can move to the remaining 90 Day Special Measures Deliverables i.e.

- **Commence review and revision of risk appetite and approach**
- **Commence plan for the recruitment of a permanent Board Secretary**

- **Including progressing the recruitment of the permanent Chief Executive**
- **Develop and commence implementation of an assurance approach for the Special Measures response including the implementation of an organisational Maturity Matrix**



Objective 6) What workforce/contingency planning is in place to ensure there is continuity in the support for the Executive Team and Independent Members in light of vacancies, interim arrangements, and upcoming departures from the team?

The Review Team has found there to be a number of functions within the Office of the Board Secretary where capacity is a particular issue. This has largely been brought about by the history of secondments offered out, with little or no backfill arrangements in place, particularly in the following areas:

Policy Management

There is a lack of capacity within policy management due to the [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Policy management itself is vested in this one individual and therefore represents a potential single point of failure. It was reported to the Review Team that due to the capacity issues involved, policy revision has become only a desktop review, often without the necessary consultation, etc, in place.

It was also reported to the Review Team that out of just over 900 policies, procedures, guidelines, etc (including Welsh translated documents and standalone appendices/forms), over half (480) are out of date, with no system or capacity in place to proactively follow these up.

A system and a structure is required underneath the management of policies; policy review and scrutiny is undertaken through just one individual, supported currently by an interim cross cover arrangement. The Review Team understands that BCUHB had a structure in place previously to manage the review of clinical policies which had appropriate senior representation in place and reported into the Quality, Safety and Experience Committee. However, this was stood down when the new operating model was introduced into the Health Board.

BCUHB's Policy for the Management of Health Board Wide Policies, Procedures and other Written Control Documents, which in itself is out of date (date of next review due September 2021), currently states that policies have to be signed off at Board or Committee level which will serve to add significantly to Committee agendas. The Review understands that it is the approval levels within the policy that are holding up approval of the Policy for the Management of Health Board Wide Policies, Procedures and other Written Control Documents, however it is clear that a root and branch review of this policy is now needed.

Recommendations

- **Review the Policy for the Management of Health Board Wide Policies, Procedures and other Written Control Documents with a view to getting this approved as soon as possible**
- **Review the policy management arrangements, establishing/re-establishing a structure underneath the management of policies (rather than a role) particularly in terms of the review of clinical policies, workforce policies, etc, with only 'corporate' policies requiring approval through Board level Committees (ideally Sub-Committees)**
- **Consider moving approval levels to an appendix within the Policy for the Management of Health Board Wide Policies, Procedures and other Written Control Documents to enable the policy to be updated more easily should approval levels need to change**

Risk Management and Assurance

The Review Team found the risk management and assurance function to be under-resourced, with this function vested in one individual, [REDACTED] and therefore represents a potential single point of failure. [REDACTED] there is no support in place for this function from within the Office of the Board Secretary in their absence.

The Review Team also considered the recent risk paper to Board to be too large for scrutiny, suggesting there is more work to do regarding risk appetite and risk tolerance within BCUHB, once the governance of the organisation has been addressed.

The audit tracker is also a concern in the absence of the Statutory Compliance Governance and Policy Manager. Since Team Mate had been put in place, which served to provide much better levels of assurance than previously, the Statutory Compliance Governance and Policy Manager would drive the process and check for compliance, routinely running off the audits to discuss these with the relevant Executive Directors a month prior to their required reporting. This is a process that worked well, however is no longer in place. Therefore, at the present time, the organisation is relying on a system that is no longer being maintained to prompt officers to review and update progress against recommendation. The audit tracker only shows a partial picture to the Audit Committee, as this does not include reports from other bodies including HSE, peer reviews, etc.

- **Prioritise work on the audit tracker to ensure it is maintained and captures the organisation's compliance against the full range of external regulatory requirements to provide an appropriate level of assurance to Audit Committee on the progress of recommendations in accordance with agreed timescales**

The Legislation Assurance Framework (LAF) is also likely to represent a gap as there is no-one currently in a substantive role with the knowledge to refine it. The LAF will now require a full review as work on it ceased approximately 3 years ago.

In terms of the monitoring of Regulation 28s (DoH, MHRA, etc), the Review learned that there is an acceptance that the loop is not necessarily closed on these with no database to complete and therefore an acknowledgement that there could be gaps.

Correspondence Management

Management of correspondence has developed over the years within BCUHB. Correspondence previously used to sit within the Corporate Team and report up to the Assistant Director Corporate Governance Chair and CEO Office, supported by a Band 7 and a Band 5 (Public Affairs Manager). Recently these two posts have moved to the Director of Partnerships, Communication and Engagement, however clarity still needs to be provided on where both responsibility and the governance oversight sits for year end documentation, including the Annual Report of the Board and this was unclear from the Review Team's discussions.

MSs and MPs emails/correspondence is dealt with by the Communications Team. Resources involved include a Band 7 and a Band 4, and more recently another newly appointed Band 7. It is understood that the Communications Team routinely receives approximately 25 letters a week, with the service required to respond to these.

- **Consider a review of the resource in place (2 x Band 7, 1 x Band 4) within the Communications Team to deal with MSs and MPs emails/correspondence i.e. 25 letters a week**

Covid-19 Public Inquiry

No provision had previously been made within the Office of the Board Secretary to support the requirements on BCUHB for the Covid-19 Public Inquiry. Given that 'asks' are now coming through to the Health Board with the first two Rule 9s having been received, discussion was held recently at Executive Team to consider the resource that would need to be put in place to respond to these. Given the tight time factor involved, ruling out recruitment through normal channels, a decision has made to deploy an existing member of staff with previous experience of logging Covid-19 information to a Covid-19 specific role on a secondment basis.

Although not a perfect solution, given the current circumstances this approach is supported in order not to over-complicate the Office of the Board Secretary structure at this point in time and to determine where this role will fit once the review of the Office of the Board Secretary has been completed. There would then be open competition for anyone eligible to apply for this post.

- **Determine where the substantive Covid-19 support for the Public Inquiry will fit within the organisation and whether this will be within the Office of the Board Secretary going forward**



Objective 7) What is the minimum requirement of the role of Board Secretary to ensure the Board is compliant?

‘The Office of the Board Secretary has a key role to play in helping the Executive Team and Independent Members navigate their way through the challenges outlined in the (Audit Wales Review of Board Effectiveness)’

The role of the Board Secretary is set out in WG model Standing Orders and is crucial to the development and maintenance of a strong governance framework within the Health Board. The role of the Board Secretary is also a key source of advice and support to the Chair and other Board members.

Independent of the Board, the Board Secretary acts as the guardian of good governance within the Health Board, whose responsibilities cover:

- Providing advice to the Board as a whole and to individual Board members on all aspects of governance;
- Facilitating the effective conduct of Health Board business through meetings of the Board, its Committees and Advisory Groups and Committees;
- 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 the Standing Order;
- 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 Health Board’s compliance with the law, Standing Orders and the governance and accountability framework set by the Welsh Ministers.

It is clear from this Review that compliance of the Board against the responsibilities set for the role of Board Secretary within WG model Standing Orders cannot currently be assured.

Nor can an assurance be taken from a number of the associated governance procedures currently in place, for example, Chair’s Action, Common Seal and Declarations of Interests (particularly with the new requirement to declare the appropriate interests required to occupy office for both Executive Directors and Independent Members).

It may also be appropriate to review the wider Board Member complement to ensure compliance with The Local Health Boards (Constitution, Membership and Procedures (Wales) Regulations 2009.

There is therefore a need to invest some strong governance into BCUHB to make the organisation stable and to ensure that the organisation is ‘safe’.

The minimum requirement of the role of Board Secretary and the team around this role would be in accordance with the duties listed within the model Board Secretary job description issued by WG.

Additionality would include risk management and assurance, and support for the Covid-19 public inquiry.

Recommendations

- **To consider proposals for what should or could be included within the role of the Board Secretary**
- **To ensure the organisation's compliance with model Standing Orders in respect of, for example, Chair's Action, Common Seal, etc through the introduction of prescribed processes and procedures**
- **To ensure Executive Directors and Independent Members who necessarily need to comply with professional requirements in order to occupy their office have this explicitly documented within their Declarations of Interests**
- **To review the wider Board Member complement to ensure compliance with The Local Health Boards (Constitution, Membership and Procedures (Wales) Regulations 2009**

Objective 8) What additional support (i.e. capacity, skillset, etc) would be required if a potential temporary measure were to be considered until a substantive Board Secretary is appointed?

The interim Board Secretary that has been appointed to the Office of the Board Secretary has been sourced from within BCUHB from their substantive role of Associate Director Governance (Risk). In terms of current support for this interim Board Secretary post, the Review understands that two very experienced Board Secretaries from within NHS Wales are undertaking this role.

The appointment of an interim who is internal to the organisation is considered far better practice than an external interim appointment for this pivotal role of Board Secretary, given that external interim appointments are routinely less 'vested' in the organisation and also less likely to understand the area, the politics and Welsh Government regulations.

Aside from the technical knowledge needed for the post, a strong governance background underpinned by an appropriate company secretary qualification, good team leadership and good communication skills are also required.

What would be crucial going forward is having the right team in place, around any temporary, or even permanent arrangement, with both middle and senior management within the Office of the Board Secretary taking more accountability for their individual functions to even out the load.

What would also be crucial, is an understanding of the expectations on others, including Executive Director colleagues as the Board Secretary is not 'responsible' for every paper that goes through the Board and Committees, for example. This may require a conversation with the CEO regarding expectancies around Executive Directors and holding them to account for their role within governance. However, the current instability amongst the Executive Directors, with many having only been appointed on an interim basis themselves, is acknowledged by the Review Team.

- **To facilitate a conversation with the CEO regarding expectancies around Executive Directors and holding them to account for their role within governance**

Annex 1

Main Evidence Sourced

- Organogram/structure diagram with grades of:
 - a) The Office of the Board Secretary, including:
 - b) The Office of the Chair
 - c) The Office of the CEO
- List of Duties of the Members of the Office of the Board Secretary
- Clarity provided on where responsibility lies/who is responsible for:
 - a) Committee Services
 - b) Legal Services
 - c) Correspondence/FOI
 - d) Covid-19 Public Inquiry
 - e) Risk management/risk registers and assurance to Board/Committees
 - f) Assurance team (audit tracking)
 - g) PA and Headquarters support.
 - h) Internal audit link, HIW, Audit Wales
 - i) Board Assurance Framework
 - j) Policy Management
 - k) Standards of Behaviour
 - l) Gifts, hospitality and honorarium
 - m) Common Seal
- Job Description Corporate Governance Officer
- Executive Director Structure
- Independent Member structure (as at 9th May 2023)
- Links to Independent Members Induction Pack
- Standing Orders, Standing Financial Instructions and Scheme of Reservation and Delegation (including Financial Scheme of Delegation)
- Standard Operating Procedure for Board and Committees
- Current Committee Structure and list of Committees currently operating
- Current TORS for all Board level Committees
- Annual Work Plans for Committees
- Committee Chair's Report template
- 'Stronger Together' – BCUHB Operating Model (updated May 2023)
- Special Measures reporting framework and governance arrangements including Special Measures Review Group ToRs
- OBS Outcomes – 90 Day Special Measures Deliverables
- Proposed Integrated Governance Framework 2020 (Simon Evans-Evans report approved at July 2021 Board)
- Policy for the Management of Health Board Wide Policies, Procedures and other Written Control Documents
- Audit Wales – Review of Board Effectiveness at BCUHB
- RTSC paper (October 2022) Integrated Assurance Proposal and Director of Integrated Governance and Assurance Job Description
- RTSC paper (December 2022) and minutes proposing new arrangements for the Office of the Board Secretary

Annex 2

Outline of the Duties and Responsibilities within the Office of Board Secretary

CORPORATE TEAM	
<p>Assistant Director/Deputy Board Secretary (Band 8D) (p/t currently 22.5 hours) Role undertaken by interim appointee</p>	<ul style="list-style-type: none"> • Audit Committee • R&TS Committee secretariat • BAF coordination and update not currently undertaken • Declarations of Interests, Gifts and Hospitality system covered by Head of Corporate Affairs • Oversight of statutory compliance governance and policy management not currently undertaken • Line management of OBS Team covered by Head of Corporate Affairs • Oversight of corporate affairs • Deputise for Board Secretary
<p>Assistant Director Corporate Governance Chair and CEO Office (Band 8C) Post currently vacant</p>	<ul style="list-style-type: none"> • Honours nominations coordination/research not currently undertaken • Coordination of submissions to the HSCS/Public Accounts Committee not currently undertaken/undertaken by interim Board Secretary • Cover Executive Team minutes/action logging covered by the [REDACTED] Corporate Governance Officer • Coordination of international health partnerships – International Health Group secretariat and chairing etc suggestion to transfer to Director of Partnerships is supported by the Review • Board briefing notes covered by interim Head of Corporate Affairs • Board workshops notes/action logging covered by interim Head of Corporate Affairs • Miscellaneous meeting cover not currently undertaken • Coordination of OBS SMT not currently undertaken • Coordination of Admin Team meetings– mentor/training/developing staff not currently undertaken • Support with the recruitment of Executive PAs not currently undertaken • Writing Board/committee papers – documents signed under seal, targeted intervention updates,

	<p>re-setting governance not currently undertaken/undertaken by interim Board Secretary</p> <ul style="list-style-type: none"> • Provision of governance advice not currently undertaken/undertaken by interim Board Secretary • Assisting with oversight of OBS budget; liaising with Finance Dept to resolve queries/issues not currently undertaken/undertaken by interim Board Secretary • Development of audit tracker not currently undertaken [REDACTED] [REDACTED] [REDACTED] • Deputise for Board Secretary – acting up, attending All Wales Board Secretaries meetings etc not currently undertaken/undertaken by interim Board Secretary • Ad hoc/miscellaneous and special projects – MHAC improvements, training, plans investigations, management of specific vexatious complainants, liaise with Police, job descriptions drafting/liaison with JE team, staff survey action plan, update corporate record, data trawls, drafting process flowcharts, ToRs, procedures, AOP/IMTP corporate governance elements; action plans e.g. Cwm Taf, draft sections for AQS (now accountability report) – to check, draft letters for Chair/CEO etc. not currently undertaken/undertaken by interim Board Secretary • Special Measures/TI Coordination – Steering Group, Sub Groups, evidence collation, liaison with SROs and teams not currently undertaken/undertaken by interim Board Secretary • Produce/maintain OBS business continuity plan and business impact assessment not currently undertaken/undertaken by interim Board Secretary • Oversight of CEO's and Chair's offices undertaken by interim Head of Corporate Affairs • Production of the AGS (now accountability report) undertaken by interim Board Secretary • Maintain SOs/master SoRD/coordinate operational SoRDs not currently undertaken/undertaken by interim Board Secretary
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	<ul style="list-style-type: none"> • Approve Oracle orders not currently undertaken/undertaken by interim Board Secretary • Line management undertaken by interim Head of Corporate Affairs • iBabs Administrator
<p>Head of Corporate Affairs (Band 8A)</p> <p>Role undertaken by interim appointee</p>	<ul style="list-style-type: none"> • Circulation to Board and maintain record in "circulation" folder not currently undertaken • Maintain corporate email groups for board, committees, ET/EMG and advisory groups not currently undertaken • Update range of documents upon every board member change • Mura user for updating website • Oracle approver • iBabs / Admin control high level user/administrator • ESR proxy for Dawn not currently undertaken • Corporate calendar – initial creation, consultation, publication and updating undertaken latterly, created up until September 2023 • Training for report writing, admin control users not currently undertaken • Maintain records for Chair's Action, and ensure appropriate reporting uplicated role with • Oversee records management / filing systems within shared drives • OBS rep on Welsh Language Standards Monitoring Group • Attend Deputy Board Secretaries Group • Board – whole administration - agenda setting, building agenda, QA of papers, collation of agenda, publication, attend meeting for minutes, produce formal minutes and action log • Quality, Safety and Experience Committee – whole administration - agenda setting, building agenda, QA of papers, collation of agenda, publication, attend meeting for minutes, produce formal minutes and action log • Board Workshops – manage the forward plan, agree with Chair, create agendas and publish • Board Development – work both internally and externally (with provider where appropriate) to ensure agenda is published and attendance record maintained
Corporate Governance Manager (Band 7)	<ul style="list-style-type: none"> • Performance, Finance and Information Governance Committee Secretariat

<p>([REDACTED] [REDACTED]</p>	<ul style="list-style-type: none"> • Partnerships, People and Public Health Committee Secretariat not currently re-established • Stakeholder Reference Group Secretariat not currently re-established • Committee Business Management Committee Secretariat no longer operating • Line manage Corporate Governance Officers x 2 1 is now providing cross-cover to the policy function • Cover Head of Corporate Affairs every Friday • Back up to Head of Corporate Affairs for Board minutes/preparation • Update organisation's management structure as advised • Prepare and design any diagrams requiring Visio • Update BCUHB website with OBS information • Provide ad hoc advice re Corporate Governance within the organisation
<p>Corporate Governance Officer Band 5 (f/t)</p>	<ul style="list-style-type: none"> • Local Partnership Forum Secretariat not currently re-established • Currently providing interim secretariat cover for Executive Team meetings • Coordinate responses to all Welsh Health Circulars and Consultations and maintain the Corporate Log accordingly • Line manage Receptionist – not currently in post • Site Manager for Carlton Court • First Aid & Fire Safety lead • Oracle User • iBabs Administrator • Visio user • MURA user – to upload information onto external website, as required • Maintain the Gold (Executive) on Call rota • Until new Receptionist in situ, responsible for all Reception duties
<p>Statutory Compliance, Governance & Policy Manager (Band 8A) [REDACTED] [REDACTED]</p>	<ul style="list-style-type: none"> • Legislation Assurance Framework: Data validation (legislation applicability/requirements), assurance level management and reporting, system build and database management not currently undertaken • Internal/External Audit: System management/reporting, staff training and support not currently undertaken • Policy: Compliance with Policy on Policies, database/intranet management, staff training

	<p>and support covered administratively by the [REDACTED] Corporate Governance Officer</p> <ul style="list-style-type: none"> • Directorate H&S/Business Continuity/Equalities, Socio-economic & Human Rights/Risk lead not currently undertaken • General horizon scanning and comms to relevant department on legislative, national guidance, policy developments. • Management of health board music licence compliance covered by the [REDACTED] Corporate Governance Officer • Staff management of CEO Office currently undertaken by the interim Head of Corporate Affairs
Corporate Governance Officer (Band 5) (p/t 30 hours)	<ul style="list-style-type: none"> • Manage the Pan BCU Intranet Policy Management System. (Initial Approval Forms/uploads/swop outs/removals). • Quality and compliance checks of Pan BCUHB Written Control Documentation (WCD) - prior to upload to the Intranet, to ensure compliance with Policy on Policies. • Manage the Policy BCUHB inbox. • Staff support and advice in relation to creation/update of pan BCU Written Control Documentation. • Monthly Audits of departmental locally managed Intranet pages. • Coordinating Written Control Document consultations – (Intranet page and Corporate Communications). • Coordinating and submitting the 'New and Updated WCDs' submission for the Corporate Bulletin. • Monitor the Music and Video Licence email inbox and manage associated BCUHB log. • Provide help and advice/signpost where applicable re Music / Video Licence queries. • Update the BCU OBS Intranet pages as and when asked/required (OBS Department page and Policy on Policies). • Live Streaming of Health Board Meetings via the Welsh Stream on YouTube, as required • Oracle user – produce purchase orders in relation to the iBabs and admin control software; also receipt and collate invoices on behalf of OBS where necessary. • iBabs/AdminControl Administrator – setting up of meetings, creating new user accounts and supporting users where necessary

	<ul style="list-style-type: none"> • Visio – a Visio software user, currently learning how to use the software • MURA (Internet uploading) – upload documentation to the external website as required. • ESR – log sickness on behalf of the OBS team when necessary. • Cover and support the Welsh Health Circulars process in the absence of the Corporate Governance Officer. • Cover and support the consultations process in the absence of the Corporate Governance Officer • Provide administrative support to the Assistant Board Secretary and the Team when necessary
Receptionist (Band 3) Currently vacant	<ul style="list-style-type: none"> • Maintain the Meeting Room calendars • Welcome visitors • Raise orders on Oracle • Police the Classified ads section on the intranet. • Help others where necessary. • Manage BCU Information Inbox, signposting queries to relevant people/ departments currently undertaken by the [REDACTED] Corporate Governance Officer • WPAS user • Help set up VC / presentations in Board room when requested. • Keep Boardroom tidy • Helping when requested to set up Board Room or any other room with refreshments for visitors / interviews. • Print off and supply signing in sheets for visitors • Keep the Fire Board up to date for Carlton Court • Acting Fire Officer for ground floor Carlton Court. • Manage upstairs and downstairs photocopiers, arranging maintenance and ordering supplies when required.
Corporate Governance Officer Band 5 (p/t 27 hours)	[REDACTED]

CHAIR'S OFFICE

Executive Assistant to the Chair's Office (Band7) (p/t 34 hours, [REDACTED])	<ul style="list-style-type: none"> • Provide advice and support to the Chair and Independent Board Members (IMs) • Ensure that the Chairman is briefed appropriately on organisational issues, highlighting issues as appropriate • Prepare high level briefings for the Chair, Chief Executive and IMs
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	<ul style="list-style-type: none"> • Collation of information to support Chair's Appraisal, All Wales meetings, etc • First point of contact for WG, Minister, MSs/MPs and senior officials in dealings with Chair's office • Prepare speeches for Chair and IMs as required for opening of events, attendance at AGMs, meetings with third sector organisations, etc • Ensure all actions allocated to the Chairman from various Board and Committee meetings, and All Wales meetings, are completed • Committee Secretariat for Cabinet Meetings no longer operational • Arrange and support for the monthly IM meetings • Review information received and circulate as appropriate to IMs • Draft letters for the Chair and IMs in response to correspondence • Contact point for members of the public wishing to speak to Chairman re concerns • Responsible for the process of all IM appointments in conjunction with the WG Public Appointment Office. Preparing role descriptions, advertisements, liaising with stakeholders, interviews and all follow up actions following appointment • Support the Deputy Board Secretary for IM / Associate Member induction • Maintenance of the electronic IM Induction Pack on the SharePoint site • Ensure relevant paperwork is completed for new IMs and that they have access to the necessary equipment, software and systems for them to undertake their role, including iBabs, ESR, E-Expenses, etc • Ensure good working arrangements between office of the Chair and Chief Executive • Responsible for ensuring that all MS/MP correspondence is actioned and responses prepared • Support the roll-out of virtual meeting platforms for Chair and IMs • Authorise bookings through Travel Bureau for travel and accommodation • Line Manager for Business Manager to Chair/PA to Board Secretary, and Senior Secretary to the Vice Chair and IMs
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	<ul style="list-style-type: none"> • Provide cover for the Business Manager to Chair/PA to Board Secretary, and Senior Secretary to the Vice Chair and IMs, as and when required. • ESR Supervisor for annual leave, sickness absence, PADR • Authoriser for E-Expenses • Delegate for Chair, and IMs for submitting e-expenses • iBabs User • Datix User
Business Manager to Chair/PA to the Board Secretary (Band 6)	<ul style="list-style-type: none"> • PA Chairman, Diaries, emails, travel, meetings, visits, briefings, liaisons, one to ones, correspondence etc • PA Board Secretary • Assist on preparing briefings and speeches • Liaise with 3rd Sector for official openings, events and fundraisers and arranging Health Board representation by either IMs or Executives at events • Compose responses and initiate correspondence on behalf of the Chair / Board Secretary • Take concerns for Chair's Office • Compose and respond to all thank you letters incoming to the Chair • Contact point for visits and site visits by VIPs, outside agencies, MSs and MPs • Responsible for room bookings at Ysbyty Gwynedd • Act as Delegate for Chair, Board Secretary and IMs for processing travel and subsistence claims • ESR Supervisor for annual leave, sickness absence etc • Oracle User • iBabs User • Authoriser for Board Member Travel Bookings – flights trains and hotels • Line Manager for the Senior Secretary to the Vice Chair and IMs • Provide cover for Executive Assistant to the Chair • Provide cover and act as support for Senior Secretary to the Vice Chair and IMs
Senior Secretary to the Vice Chair and IMs (Band 4)	<ul style="list-style-type: none"> • Manage and maintain all diaries x 11 • Update all diaries with Board and Committee meetings x 11

	<ul style="list-style-type: none"> • Full access to email inboxes for IMs and Vice Chair x 11 and monitor these • Organise briefings for Vice Chair and IMs ahead of local and national meetings / events • Arrange meetings when requested and on own initiative including 1:1's, liaising regularly with corporate PAs, and outside agencies • Organise site visits for the Vice Chair, IMs and arrange for timely briefs for Vice Chair • Responsible for regular Executive and Board leadership walkarounds, including liaising with staff, suggesting and selecting locations and details including any collate briefs • Maintain iBabs library for IMs • First point of contact for IMs to resolve IT issues • Arrange all travel/hotel for Vice Chair and IMs • Support AAC Consultant Interview Panel process – identifying IMs to Chair Panel, arranging cover if required and ensuring documentation is available in a timely manner • As and when required, cover Reception at Carlton Court as part of corporate arrangements • Access to e-expenses as delegate to Vice Chair and IMs • Oracle User • iBabs user, upload meeting papers, IM Library, Personal Folders and print when necessary • Provide cover for MS/MP correspondence team, logging, sending for response and updating Datix • Provide cover for Business Manager to Chair/PA to Board Secretary
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Annex 3

Guide to the Report of the Rapid Review of the Office of the Board Secretary and Summary of Findings and Recommendations

Chapter 1 – Approach and Design of the Rapid Review of the Office of the Board Secretary

Chapter 1 sets out the concerns that have been raised that have led to the review; the approach that has been taken and the design of the review, together with the evidence that has been sourced to inform the review (see Annex 1).

Chapter 2 – Aims of the Rapid Review of the Office of the Board Secretary

Chapter 2 sets out the 3 aims of the review as described by WG which are to consider whether the current Office of the Board Secretary has the required:

- a) **Structure** – initial findings include evidence of recent change within the Office of the Board Secretary, some of which have led to gaps in the structure that either remain unfilled or managed through temporary interim appointments, and some of which have led to confusion in, and a duplication of, certain roles. The structure has been variously described to the Review Team as disjointed; fragmented; haphazard; lacking in cohesion; and lacking in a consistent approach. Currently, the structure is not fit for purpose

This section of Chapter 2 provides a summary of the issues examined in relation to the structure i.e. the resources; the capacity; the disparity in posts bandings for certain functions; communication issues; succession planning; and culture; which are then examined in more detail in **Chapter 3 – Objectives of the Rapid Review of the Office of the Board Secretary** under Objectives 3 and 6.

- b) **Governance** – initial findings include evidence of a lack of standards, tone and professionalism in place. Governance flow is also compromised, not least because all Board level Committees are yet to be re-established, leading to a lack of assurance to the Board. It was also evident to the Review Team that this poor governance flow has cascaded throughout the organisation leading to poor governance habits and practices to develop. Currently, the governance arrangements in place are not fit for purpose.

This section of Chapter 2 provides a summary of the issues examined in relation to governance i.e. the reduced Independent Member cohort currently in place; the Terms of Reference for the Committees of the Board including their lack of meetings sequencing and forward planning, and the subsequent impact on the quality and timeliness of Board and Committee papers; which are then examined in more detail in **Chapter 3 – Objectives of the Rapid Review of the Office of the Board Secretary** under Objectives 1 and 2.

- c) **Clarity of roles and responsibilities in place to effectively support the Executive Team and Independent Members and ensure the Board is compliant** – initial findings include evidence of a lack of knowledge of NHS Wales and BCUHB of the very senior interim appointees of the Office of the Board Secretary that are currently supporting the Chair and CEO. In addition, assurances cannot always be taken from a number of the associated governance processes currently in place that are a requirement of model Standing Orders. Concerns reported to the Review that the organisation does not feel ‘safe’.

This section of Chapter 2 provides a summary of the issues examined in relation to the clarity of roles and responsibilities to support the Executive Team and Independent Members and to ensure the Board is compliant i.e. the responsibilities of the Board Secretary, both current and proposed; the compliance of the Board against the responsibilities set; and the arrangements that will be required to ensure that the organisation is made stable and safe; which are then examined in more detail in **Chapter 3 – Objectives of the Rapid Review of Office of the Board Secretary** under Objectives 4, 5, 7 and 8.

Chapter 3 – Objectives of the Rapid Review of Office of the Board Secretary

Chapter 3 sets out the 8 objectives of the review as described by WG which are:

- 1) **Recommendations around the appropriate number of committees required to operate effectively, the composition of these and proposed themes to be addressed:**

Sets out WG’s requirements, as prescribed in model Standing Orders, of the minimum number of Committees to be established, and BCUHB’s compliance with these requirements.

Following a review of each individual Committee’s Terms of Reference to test their appropriateness the following recommendations are made:

Audit Committee:

- **Review the Audit Committee Terms of Reference against WG issued model Terms of Reference, other Health Board’s Audit Committee Terms of Reference and the NHS Wales Audit Committee Handbook for any further necessary detail to incorporate and to ensure there are no gaps**
- **Compile an annual Audit Committee Work Plan based on the enhanced Audit Committee Terms of Reference**
- **Healthcare Inspectorate Wales (HIW) and other regulatory body requirements to be explicitly included within Audit Committee’s Terms of Reference and annual Work Plan**
- **To ensure that all Board level Committees Terms of Reference are reviewed and presented to the Board annually for approval, rather than through Audit Committee**

- Consider removing the requirement for a third Officer Member on Audit Committee i.e. the Deputy Chief Executive/Executive Director of Nursing and Midwifery, or identifying them in those 'invited to attend' within the Terms of Reference.
- Consider removing the specific right of attendance to Audit Committee meetings for the Chair of BCUHB, in light of conflicting guidance within the NHS Wales Audit Committee Handbook
- Consider increasing Audit Committee meetings to a bi-monthly frequency to align with the Board's cycle of business and to avoid any gaps in assurance

Quality, Safety and Experience Committee:

- Review the Quality, Safety and Experience Terms of Reference against WG issued model Terms of Reference, other Health Board's Quality and Safety Committee Terms of Reference and the NHS Wales Quality and Safety Committee Handbook for any further necessary detail to incorporate and to ensure there are no gaps (the review will need to take account of assurances required in respect of the new Duties of Quality and Candour)
- Compile an annual Quality, Safety and Experience Committee Work Plan based on the enhanced Quality, Safety and Experience Committee Terms of Reference
- In light of any current risks or concerns with health and safety issues across BCUHB, determine whether scrutiny of health and safety can be properly undertaken through a Committee with an already significant quality and safety agenda, and if it is considered that this would make the remit of the Quality, Safety and Experience Committee un-manageable, consider the establishment of a separate Health & Safety Committee for BCUHB
- Should a separate Health and Safety Committee be established, to consider placing emergency preparedness within this Committee's remit given its natural alignment with health and safety
- Consider rationalising the number of Executive Directors in the formal membership of the Quality, Safety and Experience Committee, and identifying them instead for those 'invited to attend' within the Terms of Reference, taking into account the matters under consideration at each meeting.

Performance, Finance and Information Governance Committee

- Consider removing the two delegated powers, paragraphs 3.2.6 'To determine any new awards in respect of Primary Care contracts.' and 3.4.2 '....to consider and determine any proposals from the Primary Care Panel on whether the Health Board should take on responsibility for certain GP Practices.', and reserve these to the Board

- Remove paragraph 3.6 in the Terms of Reference ‘Approval on the Board’s behalf of business cases up to £1,000,000.’
- Review the Performance, Finance and Information Governance Committee’s Terms of Reference against other Health Board’s Committees with a similar remit for any further detail necessary to incorporate and to ensure there are no gaps
- Compile an annual Performance, Finance and Information Governance Committee Work Plan based on the enhanced Performance, Finance and Information Governance Committee Terms of Reference
- Consider rationalising the number of Executive Directors in the formal membership of the Performance, Finance and Information Governance Committee, and identifying them instead to those ‘invited to attend’ within the Terms of Reference, taking into account the matters under consideration at each meeting.

Partnerships, People and Population Health Committee

- Review the Partnerships, People and Population Health Committee Terms of Reference against other Health Board’s Committees with a similar remit for any further detail to incorporate and to ensure there are no gaps
- Compile an annual Partnerships, People and Population Health Committee Work Plan based on the enhanced Partnerships, People and Population Health Committee Terms of Reference
- Consider delegating approval of appointments made by the Advisory Appointments Committee from the Board to the Partnerships, People and Population Health Committee
- Consider rationalising the number of Executive Directors in the formal membership of the Partnerships, People and Population Health Committee, and identifying them instead to those ‘invited to attend’ within the Terms of Reference, when taking into account the matters under consideration at each meeting

Mental Health Compliance and Capacity Committee

- Review the Mental Health Capacity and Compliance Committee Terms of Reference against the Terms of Reference of other Health Boards that cover the Mental Health Act requirements for any further necessary detail to incorporate and to ensure there are no gaps
- Compile an annual Mental Health Compliance and Capacity Committee Work Plan based on the enhanced Mental Health Compliance and Capacity Committee Terms of Reference
- Consideration to be given to including the term ‘Act’ in the title of the Mental Health and Compliance Committee, and elsewhere within the Terms of Reference, where relevant

- **Remove paragraph 3.2.13 Approve the appointment of Associate Hospital Managers from the Mental Health Capacity and Compliance Committee's Terms of Reference if this is not a role for the Committee**
- **Consider rationalising the membership of the Mental Health and Capacity Compliance Committee to ensure the most appropriate representation required, identifying any not considered to be core officer members for those 'invited to attend', taking into account the matters under consideration at each meeting**
- **Include the Hospital Manager's Power of Discharge Group as a formal Sub-Committee of the Mental Health and Capacity Compliance Committee to allow freer discussion on more sensitive areas away from the public domain**
- **Amend the term 'Deprivation of Liberty reports' to 'Deprivation of Liberty reports'**
- **Amend paragraph 4.3 where reference is made to approving policies on behalf of the Board within the remit of the Committee's business concerning 'workforce, partnerships and population' to 'mental health compliance and capacity matters'**

Remuneration and Terms of Service Committee

- **Consider removing the Committee's two delegated powers to consider reports where exclusion in respect of Upholding Professional Standards in Wales (UPSW) has lasted more than 6 months'; and to 'consider reports on the progress of performers list regulatory cases', and attribute these to the (In Committee) Board.**
- **In light of the above, remove reference to UPSW as a delegated matter to the Remuneration and Terms of Service Committee in BCUHB's Scheme of Reservation and Delegation of Power**
- **Consider removing the Committee's delegated powers to consider reports on the position in regard to whistleblowing; and Speaking Out Safely, and attribute these to a more appropriate Committee**
- **Amend paragraph 3.2 to reflect WG issued model Remuneration and Terms of Service Committee Terms of Reference i.e. approve, on behalf of the Board, the remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by Welsh Government**
- **Remove paragraph 4.3 'Approval of interim appointments at Band 9 or above where the proposed pay point exceeds 20% of the top of the established banding.'**
- **Reference to the 'Approval of acting up salaries for interim Executive Directors to be retained by Remuneration and Terms of Service Committee' will also need to be removed from BCUHB's Scheme of Reservation and Delegation of Powers (under 10f - Personnel and Pay)**
- **Review the Remuneration and Terms of Service Committee's Terms of Reference against other Health Board's Committees with a similar**

remit for any further detail necessary to incorporate and to ensure there are no gaps

- **Compile an annual Remuneration and Terms of Service Committee Work Plan based on the enhanced Remuneration and Terms of Service Committee Terms of Reference**
- **Consider reducing the Officer membership to two, dependent on whether removal of the delegated powers in respect of UPSW and performers list regulatory cases from the Committee's Terms of Reference is agreed**
- **Remove reference to 'Assembly' in the term Welsh Assembly Government in the first bullet point of paragraph 2.1.**
- **Remove reference to the NHS Wales Quality and Safety Committee Handbook in the third bullet point of paragraph 9.1**

Charitable Funds Committee

- **Consider reducing the frequency for 'receiving reports for ratification from the Executive Director of Finance, and to make and enact investment decisions taken' to twice a year, in line with other Health Boards Charitable Funds Committees**
- **Consideration to be given to removing the requirement for Independent Members to hold the majority of votes at a meeting if it is not a necessary requirement**
- **Remove the term 'approve' from paragraph 3.1.6 to read 'Receive and scrutinise the Charity's Annual Report and Accounts on behalf of the Board'**
- **Replace reference to the Charities Act 1993 and 2006 with the 'Charities Act 2011'**
- **Replace reference to the Charity Commissioner with the 'Charity Commission'**
- **Re-word paragraph 4.1.3 along the lines of '... banking arrangements for charitable funds should be kept entirely distinct from BCUHB's NHS funds'**
- **Re-word paragraph 4.1.4 along the lines of 'Ensure that arrangements are in place to maintain current account balances at minimum operational levels consistent with meeting expenditure obligations, the balance of funds being invested in interest bearing deposit accounts'**
- **Remove reference to the NHS Wales Quality and Safety Committee Handbook in paragraph 9.1.3**
- **Review the Charitable Funds Committee's Terms of Reference against other Health Board's Committees with a similar remit for any further detail necessary to incorporate and to ensure there are no gaps**
- **Compile an annual Charitable Funds Committee Work Plan based on the enhanced Charitable Funds Committee Terms of Reference**

In terms of the more general recommendations in respect of BCUHB's Committees Terms of Reference:

- **Version control should be explicit in each Committees' Terms of Reference on either the front or last page and in the footer to ensure latest version**
- **Consider inclusion of a structural diagram in each Committees Terms of Reference to aid understanding of the hierarchical flow of information and assurance**
- **Ensure the Executive Delivery Groups, Executive Management Groups and Tactical Delivery Groups that support each Committee are clearly identified within their Terms of Reference and structural diagram, and ensure timing of their meetings coincide with an appropriate flow of assurance to their nominated Committee**
- **Include the authority to hold private (In Committee) meetings in the Committee Terms of Reference**
- **Consider increasing the number of Independent Members on each Committee, once BCUHB's Independent Member cohort is up to full complement**
- **Re-consideration to be given to the Chair of the Board attending all Board level Committees to maintain their independence**
- **Re-consideration also to be given to the Audit Chair attending all Board level Committees to maintain their independence**
- **The Board Secretary to consider attending all Board level Committees for any governance advice and support that may be required, and to maintain oversight of the governance of the Board and the Committee arrangements, enabling a strategic view of corporate governance to be held**
- **The routine attendance of Trade Union partners at Board level Committees could be reviewed for appropriateness, although this may not be necessary if all Committee meetings are to be live-streamed going forward**
- **Consider increasing the quoracy of Independent Members and include a third or a half of the Officer membership in quoracy requirements**
- **Consider removing the time limit on Independent Members serving on Board Committees if it is not necessary**
- **Consider generalising the delegated power to assure the Board that there is compliance with the Equalities Act 2010, the Public Sector Equality Duty and the Socio-Economic Duty**
- **Consider removing those standard delegated powers from Committee Terms of Reference which are not relevant, and where these are relevant, ensure they feature on the Committees annual Work Plans**
- **Review the Committee Terms of Reference to attribute the terms 'Health Board's' and 'Boards' more appropriately**
- **Remove reference to the Annual Quality Statement and the Annual Governance Statement and replace with the accountability report in paragraph 3.2.1 of the Audit Committee Terms of Reference and**

paragraph 3.2.8 of the Quality, Safety and Experience Terms of Reference

- **Consider truncating the statement ‘The requirement for the conduct of business as set out in the Standing Orders are equally applicable to the Committee except in the following areas – Quorum’ to read ‘The requirement for the conduct of business as set out in the Standing Orders are equally applicable to the Committee.’**

In terms of the recommendations in respect of BCUHB’s Advisory Groups:

- **Review the Local Partnership Forum’s Terms of Reference to ensure their compliance against WG issued model Terms of Reference for Advisory Groups and to ensure their continued authority to meet**
- **Review the Stakeholder Reference Group’s Terms of Reference to ensure their compliance against WG issued model Terms of Reference for Advisory Groups and to ensure their continued authority to meet**
- **Review the Healthcare Professionals Forum’s Terms of Reference to ensure their compliance against WG issued model Terms of Reference for Advisory Groups and to ensure their continued authority to meet**

In terms of the recommendations in respect of Chair’s Actions:

- **Items requiring approval and/or decision should be identified within Board and Committee Work Plans and care should be taken to line up these items with Board and Committee meeting timescales to ensure only minimal use is made of Chair’s Action**

In terms of the recommendations in respect of Special Measures governance:

- **Consideration to be given to the CEO providing a briefing to the Audit Committee on a regular basis on the progress made with Special Measures**

2) Recommendations on the timescale for the establishment/re-instatement of key committees, given the recent appointment of the new interim chair and Independent Members and key decisions to be made

Sets out the current situation in terms of the number of Board level Committees that are currently operational in BCUHB, the considerations that will need to be taken into account when re-establishing the full complement, for example, scheduling in order to achieve an appropriate governance 'flow', together with other suggestions to address issues of quality and timeliness of Board and Committee papers.

In terms of the recommendations:

- **Consider convening inaugural 'business' meetings for the Partnerships, People and Population Health Committee, the Mental Health and Capacity Compliance Committee, and the Charitable Funds Committee to aid their reinstatement and ensure appropriate governance is in place**
- **Issue, with immediate effect, the Corporate Calendar up until March 2024 and ensure each subsequent annual version is prepared 6 months in advance**
- **A conversation to be held with the Executive lead for Welsh Language in regard to the extent of Welsh translation required according to BCUHB's Welsh Language Standards, and compared to the rest of Wales**
- **Provide any Board and Committee agenda setting notes that are captured to Executive Team to ensure that reports to be produced are fully understood and meet the expectations required**
- **Develop and implement a comprehensive Standard Operating Procedure for the Management of Board and Committees**
- **Consider the introduction of a Standard Operating Procedure for Governance Arrangements at BCUHB to set out the standards of what is expected from those charged with governance, and those who are required to comply**
- **To re-introduce the discipline of Corporate Distribution Lists that are centrally updated and that all can have a confidence in**
- **A definitive list of Special Advisors to be shared across the Office of Board Secretary with the information that they receive to be limited to the purposes of their appointment**

- 3) **To what extent is there clarity of boundaries between the work of the Office of the Board Secretary versus the Office of the Chief Executive? Are there any roles that are duplicated in both teams, that could benefit from creating one role, or any gaps which require assigning to one or other of these teams?**

Sets out the current structure within the Office of the Board Secretary across its two arms, the Governance arm and the Chair's/CEO's Office arm, and examines the individual roles and responsibilities within each (see Annex 2). Consideration is also given here to the resources involved; the balance and capacity across the two arms; duplication of, and disparity in, roles; communication issues; succession planning; and culture; with suggestions made to address these.

In terms of the recommendations:

- **To review the decision to extend the requirement to complete a declaration of interest to all staff within BCUHB in light of best practice elsewhere**
- **Review the management of WHCs and Ministerial Directions to ensure these are tracked through Committees in terms of the compliance achieved against each for onward assurance to the Board**
- **Consider moving reference to the BCU information e-mail address 'bcu.info@wales.nhs.uk' further down the current webpage to reduce the number of inappropriate enquiries received through this route.**
- **In addition, to consider transferring the management of the BCU information in-box to either the BCUHB Communications Team, or the Information Governance Team given its links with FoI requests.**
- **Consider transferring out from the Office of Board Secretary to a more appropriate department, the functions of the Honours nominations/co-ordination/research to BCUHB's Communications Team, and the operational co-ordination of international health partnerships/ International Health Group secretariat and chairing, to the Partnerships Directorate**
- **To consider reversing the current process in place for the management of the Common Seal in order that checks to ensure that all required documentation is appropriate to be undertaken prior to any register preparation, signature sourcing and sealing applied**
- **Review the financial limits for spend on external consultancy within BCUHB's Scheme of Financial Delegation to ensure it mirrors other Health Boards and complies with any limit set out in Standing Financial Instructions**
- **Careful consideration to be given to the responsibilities and accountabilities within the vacant Deputy Board Secretary role, given the previous post-holder's departure on [REDACTED]**
- **To review Job Descriptions, particularly where standard versions are in place, to ensure these are matched to defined roles**

- To programme in a piece of work to address the culture of the Office of the Board Secretary; to address any current/previous tensions, and to build the team going forward
 - To consider referring appropriate members of the Office of the Board Secretary to staff wellbeing/occupational health, or to support staff to self-refer to these services
 - To offer minute-taking training to those members of the team who may need to undertake this function going forward
- 4) **To what extent have the new arrangements for the Office of the Board Secretary, agreed at the RATS Committee in December 2022, been implemented?**

Sets out a summary of the report received at Remuneration and Terms of Service Committee in December 2022 proposing a new structure for the Office of the Board Secretary and presenting a revised job description for a substantive Director of Governance, Risk and Compliance/Board Secretary role. It also sets out the outcome of the proposal to the Remuneration and Terms of Service Committee and suggests the considerations that should be taken into account before the arrangements proposed are progressed.

In terms of the recommendations:

- **To craft a Board paper – ‘Achieving Good Governance/Re-setting of Governance’ (the ‘Betsi Way’) in time for the September 2023 Board meeting to include:**
 - revised Terms of Reference for all Committees and Workplans
 - an annual Schedule of Meetings (Corporate Calendar) up until March 2024
 - reviewed Standing Orders, Standing Financial Instructions (last reviewed at Board in May 2021), Scheme of Delegation (last reviewed in August 2022)
 - a proposed structure for the Office of the Board Secretary
- 5) **Is this proposal still viable and will it deliver the requirements of the integrated board?**

Sets out a consideration of the value the inclusion of risk would add to the Board Secretary function, and the caution that may need to be exercised when considering the inclusion of quality governance in terms of whether this could be suggestive of an ‘executive function’ for the role.

In terms of the recommendations:

- **To establish 7 or 8 key/fundamental objectives for the Board Secretary which will need to align with their 90 Day Special Measures Outcomes/Deliverables i.e.**
 - Refresh Committee Terms of Reference

- **Embed Special Measures into all Committees**
- **Complete recruitment into Independent Member roles (temporary)**
- **Implement phase 1 induction for all Board members**
- **Develop Phase 1 Board Development Programme**
- **Establish Board Committees**
- **Complete Committee Induction**
- **Development of Committee Work Plans**

Once the more governance related objectives have been addressed, focus can move to the remaining 90 Day Special Measures Deliverables i.e.

- **Commence review and revision of risk appetite and approach**
- **Commence plan for the recruitment of a permanent Board Secretary**
- **Including progressing the recruitment of the permanent Chief Executive**
- **Develop and commence implementation of an assurance approach for the Special Measures response including the implementation of an organisational Maturity Matrix**

6) What workforce/contingency planning is in place to ensure there is continuity in the support for the Executive Team and Independent Members in light of vacancies, interim arrangements, and upcoming departures from the team?

Sets out the Review's findings on where capacity is considered to be an issue within the Office of the Board Secretary due to the gaps inherent within the current structure i.e. policy management; risk management and assurance; correspondence management; and the Covid-19 Public Inquiry.

In terms of the recommendations:

- **Review the Policy for the Management of Health Board Wide Policies, Procedures and other Written Control Documents with a view to getting this approved as soon as possible**
- **Review the policy management arrangements, establishing/re-establishing a structure underneath the management of policies (rather than a role) particularly in terms of the review of clinical policies, workforce policies, etc, with only 'corporate' policies requiring approval through Board level Committees (ideally Sub-Committees)**
- **Consider moving approval levels to an appendix within the Policy for the Management of Health Board Wide Policies, Procedures and other Written Control Documents to enable the policy to be updated more easily should approval levels need to change**
- **Prioritise work on the audit tracker to ensure it is maintained and captures the organisation's compliance against the full range of external regulatory requirements to provide an appropriate level of**

assurance to Audit Committee on the progress of recommendations in accordance with agreed timescales

- **Consider a review of the resource in place (2 x Band 7, 1 x Band 4) within the Communications Team to deal with MSs and MPs emails/correspondence i.e. 25 letters a week**
- **Determine where the substantive Covid-19 support for the Public Inquiry will fit within the organisation and whether this will be within the Office of the Board Secretary going forward**

7) What is the minimum requirement for the role of Board Secretary to ensure the Board is compliant?

Describes the minimum requirement for the role of a Board Secretary as set out in WG model Standing Orders, and considers how far compliance of the Board against the responsibilities set for the Board Secretary, and against a number of associated governance processes, can be assured, or otherwise.

In terms of the recommendations:

- **To consider proposals for what should or could be included within the role of the Board Secretary**
- **To ensure the organisation's compliance with model Standing Orders in respect of, for example, Chair's Action, Common Seal, etc through the introduction of prescribed processes and procedures**
- **To ensure Executive Directors and Independent Members who necessarily need to comply with professional requirements in order to occupy their office have this explicitly documented within their Declarations of Interests**
- **To review the wider Board member complement to ensure compliance with The Local Health Boards (Constitution, Membership and Procedures (Wales) Regulations 2009**

8) What additional support (i.e. capacity, skillset, etc) would be required if a potential temporary measure were to be considered until a substantive Board Secretary is appointed?

Sets out the arrangements in place to support the current interim Board Secretary, and what could be considered to strengthen these should a temporary arrangement continue to be required until a substantive appointment is made.

In terms of the recommendations:

- **To facilitate a conversation with the CEO regarding expectancies around Executive Directors and holding them to account for their role within governance**