

Bundle Audit, Risk and Assurance Committee (Open) 1 May 2025

Agenda attachments

- ITEM 01 ARAC Open agenda 1 May 2025
- 0 09:30 – OPENING ITEMS
- 1 Chair's Welcome, Apols and Quorum
- 2 Declarations of Interest
 - ITEM 02 Board Member Register of Interests – Updated 26 March 2025
- 3 Minutes of the Last Meeting: 6 March 2025
 - ITEM 03 2025–03–06 Draft ARAC OPEN Minutes 1
- 4 Action Log & Matters Arising:
 - 4.1 *Action Log*
 - 4.2 *Committee AAA Report*
 - ITEM 04.1 Action Log
 - ITEM 04.2 Audit Committee AAA Report March 2025
- 4.1 FOR APPROVAL, ASSURANCE AND DISCUSSION
- 5 09:35 – Annual Board and Committee Effectiveness Reviews 2024/25 (All Committees)
 - 5.1 – *Annex 1 – ARAC annual report 2024/25*
 - 5.2 – *Annex 2 – ARAC terms of reference 2025/26*
 - 5.3 – *Annex 3 – ARAC cycle of business 2025/26 (marked up changes in version in Ibabs reading room)*
 - 5.4 – *Annex 4 – Committee remits delegated by Board*
 - 5.5 – *Annex 5 – Academic Partnership Committee 2024/25 annual report*
 - 5.6 – *Annex 6a and 6b – Charity Committee 2024/25 annual report and amended terms of reference*
 - 5.7 – *Annex 7a and 7b – Finance and Performance Committee 2024/25 annual report and amended terms of reference*
 - 5.8 – *Annex 8a and 8b – People and Culture Committee 2024/25 annual report and amended terms of reference*
 - 5.9 – *Annex 9a and 9b – Quality, Patient Experience and Safety Committee 2024/25 annual report and amended terms of reference*
 - 5.10 – *Annex 10a and 10b – Remuneration Committee 2024/25 annual report and amended terms of reference*
 - 5.11 – *Annex 11 – Proposed changes to operating arrangements in 2025/26*
 - 5.12 *Annex 12 – Progress report on changes to operating arrangements completed in 2024/25*
 - ITEM 05 SBAR to May 2025 ARAC on Committee Effectiveness Reviews 24–25
 - ITEM 05.1 Annex 01 Final ARAC Annual Report 2024–25 for approval by Committee
 - ITEM 05.2 Annex 02 Final ARAC Terms of Reference 2025–26 for approval by Committee – clean
 - ITEM 05.3 Final ARAC Cycle of Business 2025–26
 - ITEM 05.3a cycle notes
 - ITEM 05.4 Annex 04 – Committee remits delegated by Board 25–26
 - ITEM 05.5 Annex 05 Academic Partnership Committee Annual Report 2024–25 approved by APC on 240425 by Chairs Action
 - ITEM 05.6a Annex 06a Charity Committee Annual Report 2024–25 approved by CC 2 April 2025
 - ITEM 05.6b Annex 06b Charity Committee Terms of Reference 2025–26 approved by CC on 2 April 2025
 - ITEM 05.7a Annex 07a Finance and Performance Committee Annual Report 2024–25 approved by FPC 240425 by Chairs Action
 - ITEM 05.7b Annex 07b Finance and Performance Committee Terms of Reference 2025–26 approved by FPC on 240425 via Chairs Action
 - ITEM 05.8a Annex 08a People and Culture Committee Annual Report 2024–25 approved by PCC 240425 by Chairs Action
 - ITEM 05.8b Annex 08b PCC Committee Terms of Reference 2025–26 approved by PCC 240425 by Chairs Action
 - ITEM 05.9a Annex 09a QUEST Annual Report 2024–25 approved by QUEST 240425 by Chairs Action
 - ITEM 05.9b Annex 09b QUEST Committee Terms of Reference 2025–26 approved by QuEST 240425 by Chairs Action
 - ITEM 05.10a Annex 10a Remuneration Committee Annual Report 2024–25 approved by RemCom on 23042025 by Chairs Action

ITEM 05.10b Annex 10b Remuneration Committee Terms of Reference 2025–26 approved by RemCom on 23/04/2025 by Chairs Action

ITEM 05.11 Annex 11 – changes to board and committee operating arrangements 2025–26

ITEM 05.12 Annex 12 – progress report on changes to operating arrangements completed in 2024–25

6 10:35 – Internal Audit Progress Report

Internal Audit Reports:

6.1 Risk Management and Board Assurance Framework (Trish Mills)

6.2 Occupational Health and Wellbeing Support (Carl Kneeshaw)

6.3 Speaking Up Safely (Angie Lewis)

ITEM 06 WAST_2425_Internal Audit Progress Report_March 25_Final

ITEM 06.1 WAST_2425-01_Risk Management_Final Audit Report

ITEM 06.2 WAS-2425-17-OH & Wellbeing_Final Internal Audit Report

ITEM 06.3 WAS-2425-18 Speaking Up Safely_Final Internal Audit Report

6.1 11:05 – COMFORT BREAK

7 11:20 – Audit Wales Reports

7.1 Update Report

7.2 Detailed Plan 25/26

ITEM 07.1 WAST ARAC Update 01/05/2025

ITEM 07.2 WAST Detailed Audit Plan 2024–25 (Final)

8 11:50 – Self-Assessment against the Corporate Governance Code for Central Government Departments 2017 – 2025 Review

ITEM 08 2025 Review – WAST Self Assessment against Code of Governance 2017 – SBAR for ARAC 01 May 2025

ITEM 08.1 2025 Review – WAST Self Assessment against Code of Governance 2017 clean

9 12:00 – Register of Interests and Register of Gifts, Hospitality and Sponsorship

9.1 Annual Report on Board Member Register of Interests 2024/25

9.2 Gifts, Hospitality & Sponsorship Register 2024/25

ITEM 09 24–25 Register of Interests and Register of Gifts Hospitality Sponsorship to ARAC

ITEM 09.1 Register of Interests

ITEM 09.2 Gifts, Hospitality and Sponsorship

10 12:10 – Risk Reporting Schedule 2025/26

ITEM 10 Approval of risk reporting schedule

ITEM 10.1 Risk reporting schedule

10.1 12:15 – CLOSING ITEMS

11 Reflections and Summary of Decisions/Actions

12 Any Other Business

13 Date & Time of the Next Meeting: 24 June 2025

Length of Meeting: 02:55		Agenda Status: [OPEN] AUDIT, RISK AND ASSURANCE COMMITTEE - 1 MAY 2025						Deadline for Papers: 22 April 2025	
Time	Mins allotted	Agendum	Title	Format	Item for	Item requested by	Paper prepared by	Item presented by	Colleagues to cc
OPENING ITEMS									
		1	Chair's Welcome, Apols and Quorum	Verbal	Information	Standing	n/a	Chair	n/a
		2	Declarations of Interest	Verbal	To State Conflicts	Standing	n/a	Chair	n/a
09:30	00:05	3	Minutes of the Last Meeting: 6 March 2025	Paper	Approval	Standing	n/a	Chair	n/a
		4	Action Log & Matters Arising: 4.1 Action Log 4.2 Committee AAA Report	Paper	Discussion	Standing	n/a	Chair	n/a
FOR APPROVAL, ASSURANCE AND DISCUSSION									
09:35	01:00	5	Annual Board and Committee Effectiveness Reviews 2024/25 (All Committees) Internal Audit Progress Report	Paper	Assurance	CoB	CorGov	Trish Mills	Julie Boalch Alex Payne
10:35	00:30	6	Internal Audit Reports: 6.1 Risk Management and Board Assurance Framework (Trish Mills) 6.2 Occupational Health and Wellbeing Support (Carl Kneeshaw) 6.3 Speaking Up Safely (Angie Lewis)	Paper	Assurance	CoB	Internal Audit	Osian Lloyd	Felicity Quance
11:05	00:15	COMFORT BREAK							
11:20	00:30	7	Audit Wales Reports: 7.1 Update Report 7.2 Detailed Plan 25/26	Paper	Assurance	CoB	External Audit	Fflur Jones	n/a
11:50	00:10	8	Self-Assessment against the Corporate Governance Code for Central Government Departments 2017 - 2025 Review	Paper	Assurance	CoB	CorGov	Trish Mills	Julie Boalch Alex Payne
12:00	00:10	9	Registers: Annual Report on Board Member Register of Interests 2024/25 Gifts, Hospitality & Sponsorship Register 2024/25	Paper	Assurance	CoB	CorGov	Trish Mills	Lisa Trounce
12:10	00:05	10	Risk Reporting Schedule - 2025/26	Paper	Approval	CoB	CorGov	Julie Boalch	
CONSENT ITEMS (None)									
CLOSING ITEMS									
		11	Reflections and Summary of Decisions/Actions	Verbal	Discussion	Standing	n/a	Chair	n/a
12:15	00:10	12	Any Other Business	Verbal	Discussion	Standing	n/a	Chair	n/a
		13	Date & Time of the Next Meeting: 24 June 2025	Verbal	Information	Standing	n/a	Chair	n/a
12:25	02:55	CLOSE							

LEAD PRESENTERS

Name	Position
Peter Curran	Non-Executive Director and Committee Chair
Osian Lloyd	Head of Internal Audit
Trish Mills	Director of Corporate Governance/Board Secretary
Fflur Jones	Audit Wales

Name	Position	Declaration	Interest Type	Date Interest Started	Date Interest Ended	Left Trust
BEAUMONT-WOOD, Rhiannon	Non-Executive Director * Member of the Remuneration Committee * Member of the the Audit, Risk and Assurance Committee * Member of the Quality, Patient Experience and Safety Committee	Dorset Integrated Care Board (NHS Dorset), Non-Executive Director	Financial Interest	May 2023		
		Nursing and Midwifery Council (NMC), Designated Council Member for Wales	Financial Interest	June 2024		
		RBW Executive and Professional Coaching Ltd, Company Director (Company No 14938585) and Shareholder	Financial Interest	June 2023		
		Currently on coaching framework with Health Education and Improvement Wales	Financial Interest	June 2024		
		Registered Nurse (NMC)	Non-Financial Professional	January 1995		
		Registered Specialist Community Public Health Nurse	Non-Financial Professional	September 1996		
		Member of the Royal College of Nursing	Non-Financial Professional	2007		
BEESLEE, Jayne	Non-Executive Director * Chair of the Finance and Performance Committee * Member of the Remuneration Committee * Member of the Academic Partnership Committee	Employment for interim assignments via Public Sector Resourcing (an agency) regarding the review of major UK government programmes (remunerated net of tax via an Umbrella Company - Danbro Employment Umbrella Ltd)	Financial Interest	01 October 2023		
		Member Representative on the UK Civil Service Pension Board	Non-Financial Personal	01 October 2019		
		Governor on the Finance & General Purposes Committee of Cardiff and Vale Further Education College	Non-Financial Personal	01 February 2024		
		Fellow Chartered Institute of Personnel & Development	Non-Financial Personal	01 April 2006		
BROOKS, Lee	Executive Director of Operations	Partner employed by Welsh Ambulance Services NHS Trust	Any Other Interest	July 2019		
		Member of the Order of St John	Any Other Interest	01 March 2023		
		Volunteer – St John's Ambulance Cymru	Any Other Interest	06 April 2023		
		Council Member – St John's Ambulance Cymru Gwent Council	Any Other Interest	06 April 2023		
		Trustee of Action for Children [1097940]	Position in Charity or Voluntary Organisation	01 February 2021		
CURRAN, Peter	Non-Executive Director * Chair of the Audit, Risk and Assurance Committee * Chair of the Charity Committee * Member of the Finance and Performance Committee * Member of the Remuneration Committee	Company Director - Action for Children [04764232]	Directorships	01 February 2021		
		Company Director - Action for Children (Wales) Ltd [10011497]	Directorships	05 April 2022		
		Trustee of National Youth Arts Wales [1170643]	Position in Charity or Voluntary Organisation	06 May 2021		
		Company Director - National Youth Arts Wales [10449512]	Directorships	06 May 2021		
		Non-Executive Director for Taff Housing	Position in Charity or Voluntary Organisation	01 May 2022		
		Company Director - Team Police Ltd [12518812]	Directorships	01 January 2022	31 October 2024	
		Independent Board Member of the Project Board – National Contemporary Art Gallery for Wales	Any Other Interest	01 January 2024		
		Interim Finance Director for Torfaen Leisure Trust	Directorships	01 September 2023	29 February 2024	
		Interim Independent Member – Kaplan International Colleges UK Ltd [05268303]	Directorships	01 March 2024		
		Independent Member – Kaplan Open Learning (inc member of the Audit & Risk Committee)	Directorships	21 March 2024		
		DENNIS, Colin	Chair of Trust Board and Non-Executive Director * Chair of Remuneration Committee	Chair – Citizen Housing (Charity) (previously WM Housing Group)	Position in Charity or Voluntary Organisation	01 January 2015
Company Director - Citizen Treasury PLC (previously WM Housing Treasury Ltd)	Directorships			29 August 2017		
Company Director - Citizen Treasury Vehicle Ltd	Directorships			04 September 2017		
Chair - North Devon Homes	Position in Charity or Voluntary Organisation			01 October 2021		
Company Director - North Devon Homes	Directorships			01 April 2022		
Chair - Green Square Accord (Housing Association)	Position in Charity or Voluntary Organisation			26 March 2024		
Company Director - LowCarbonLiving Homes Ltd [04207671]	Directorships			26 March 2024		
Company Director - Green Square Estates Ltd [8719365]	Directorships			26 March 2024		
Managing Director (Employed) at My Choice Healthcare Limited.	Any Other Interest			01 June 2019		
Non-Executive Board Member at RHA (Social Housing Organisation – Community Benefit Society)	Position in Charity or Voluntary Organisation			01 November 2019		
EVANS, Bethan	Non-Executive Director * Chair of Quality, Patient Experience & Safety Committee * Member of Finance & Performance Committee * Member of People & Culture Committee * Member of Remuneration Committee	Company Director - My Choice Healthcare South Wales Limited	Directorships	11 March 2020		
		Company Director - Moorlands Rehabilitation (Staffordshire) Limited.	Directorships	20 December 2019		
		Company Director - Springfield (Bargoed) Limited.	Directorships	12 March 2020		
		Company Director - Homes of Excellence Limited	Directorships	19 March 2021		
		Company Director - Victoria House Care Property Limited	Directorships	05 March 2020		
		Company Director - My Choice Healthcare (Four) Limited	Directorships	27 April 2022		
		Company Director - Luk Ros Property Limited	Directorships	12 March 2020		
		<i>[Previously called Homes of Excellence Healthcare Limited, Company name changed 12.08.2022 - #12513139]</i>	Directorships	12 March 2020		
		Company Director - Hawthorn Court Property Limited	Directorships	27 April 2022		
		<i>[Previously called My Choice Healthcare (Three) Limited, Company name changed 12.08.2022 - #13371375]</i>	Directorships	27 April 2022		
		Company Director - Ocean Living Property Limited	Directorships	22 July 2022		
		Company Director - Hawthorn Court Care Limited	Directorships	22 July 2022		
		Company Director - Glyncomel Property Limited	Directorships	01 July 2022		
		Company Director - My Choice Healthcare (Two) Limited	Directorships	01 July 2022		
		Company Director - Carmarthen Care Limited	Directorships	02 January 2024		
		Company Director - Towy Castle Property Limited	Directorships	01 September 2023		
HUTCHINGS, Hayley	Non-Executive Director * Member of the Remuneration Committee * Member of the Academic Partnership Committee * Member of the People and Culture Committee	Employed at Swansea University, Professor of Health Services Research	Financial Interest	17 June 1995		
HITCHON, Estelle	Director of Partnerships and Engagement	Member of Academi Wales Expert Panel	Position in Charity or Voluntary Organisation	15 July 2024		
		Independent Governor (Non-Executive Director), Coleg Sir Gar/Coleg Ceredigion	Non-Financial Personal	01 January 2025		

Name	Position	Declaration	Interest Type	Date Interest Started	Date Interest Ended	Left Trust
JACKSON, Ceri	Non-Executive Director & Vice Chair of the Trust Board * Chair of the People and Culture Committee * Member of the Charity Committee * Member of Audit Committee * Member of Quality, Patient Experience & Safety Committee * Member of Remuneration Committee	Management Consultant primarily working in third sector	Interest in Companies and Securities	01 May 2019		
		Associate Director of SamKat Consulting Ltd in my capacity as self-employed management consultant	Directorships	01 June 2021		
		Charity Trustee - Stroke Association Trustee, Chair Wales Advisory Group.	Position in Charity or Voluntary Organisation	08 October 2020		
		Charitable Company - Stroke Association - Company Director	Directorships	08 October 2020		
KILLENS, Jason	Chief Executive	Honorary Professor - Swansea University	Personal or Departmental Sponsorship	2019		
		Chairperson – Association of Ambulance Chief Executives (AACE)	Non-Financial Professional	September 2024		
		Company Director of the Association of Ambulance Chief Executives (AACE), Co No. (07761209)	Directorships	September 2024		
		Officer of the Order of St John	Any Other Interest	January 2024		
		Member of the Order of St John	Any Other Interest	2009	2024	
KNEESHAW, Carl	Director of People	Chartered Fellow of Chartered Institute of Personnel and Development	Personal or Departmental Sponsorship	April 2020		
		Fellow of Institute of Leadership	Personal or Departmental Sponsorship	October 2020		
		Safeguarding Lead for local outreach charity, Brunstad Christian Church – Huntworth, Bridgwater, Somerset	Position in Charity or Voluntary Organisation	September 2018		
		Nil Declaration				
LEWIS, Angela	Director of Culture Change	Nil Declaration				
MARSH, Rachel	Executive Director of Strategy, Planning and Performance	Nil Declaration				
MILLS, Patricia (Trish)	Director of Corporate Governance/ Board Secretary	Nil Declaration				
PARRY, Hugh	Trade Union Partner	Nil Declaration				
ROWAN, Hannah	Non-Executive Director * Chair of Academic Partnership Committee * Member of Charity Committee * Member of People & Culture Committee * Member of Remuneration Committee	Director, St Martin's Associates (Business consulting and coaching)	Directorships	04 April 2022		
		Non -Executive Director Qualifications Wales (regulator for all non degree qualifications in Wales)	Any Other Interest	01 April 2021		
		Trustee MAE Cymru (Christian charity which champions gender equality in church of Wales)	Position in Charity or Voluntary Organisation	13 November 2021	November 2023	
		Elected member, The governing body of the church in Wales (Parliament of church in Wales - voting member)	Any Other Interest	01 April 2021		
		Relative (Parent) is a Non-Executive Director for Social Care Wales	Any Other Interest	01 April 2017		
SAMMUT, Jonathan (Jonny)	Director of Digital Services [appointed 26.09.2023]	Fellow of the British Computer Society – FBCS	Any Other Interest	04 March 2024		
		Panel Member of the UK CIO Advisory Panel – Digital Health	Any Other Interest	05 July 2023		
		Federation of Informatics Professionals - Leading Practitioner	Any Other Interest	25 April 2024		
		Strategic Advisor to College of Paramedics	Any Other Interest	01 January 2020		
SWINBURN, Andrew (Andy)	Executive Director of Paramedicine	Strategic Advisor to College of Paramedics	Any Other Interest	01 January 2020		
TURLEY, Christopher	Executive Director of Finance and Corporate Resources	Treasurer of Royal Gwent Hospital League of Friends.	Position in Charity or Voluntary Organisation	01 February 2022	05 November 2024	
TURNER, Damon	Trade Union Partner	Nil Declaration				
WILLIAMS, Liam	Executive Director of Quality and Nursing [from 01 August 2022]	Chair/Director - Thornbury Carnival Community Interest Company Voluntary	Position in Charity or Voluntary Organisation	01 August 2019		
		Member Royal College Nursing	Any Other Interest	01 August 2022		
		Committee member - Royal College Nursing, Nurses in Management and Leadership Forum Steering Committee	Position in Charity or Voluntary Organisation	01 August 2022		



GIG
CYMRU
NHS
WALES

Ymddiriedolaeth Brifysgol GIG
Gwasanaethau Ambiwylans Cymru
Welsh Ambulance Services
University NHS Trust

WELSH AMBULANCE SERVICES UNIVERSITY NHS TRUST

MINUTES OF THE OPEN MEETING OF THE AUDIT, RISK AND ASSURANCE COMMITTEE OF THE WELSH AMBULANCE SERVICES UNIVERSITY NHS TRUST HELD ON THURSDAY 6 MARCH 2025 IN CARDIFF MRD AND VIA TEAMS

Meeting Commenced at 09:30

PRESENT:

Peter Curran	Non-Executive Director and Committee Chair
Ceri Jackson	Non-Executive Director and Vice Chair of the Trust Board

IN ATTENDANCE:

Julie Boalch	Assistant Director of Corporate Governance and Risk
Judith Bryce	Assistant Director of Operations (Left after Item 08/25)
David Butler	Audit Wales (Left during Item 03/25)
Jonathan Chippendale	Assistant Director of Clinical Development (Item 03/25 only)
Christian Fox	Trade Union Partner
Fflur Jones	Audit Wales
Wendy Herbert	Assistant Director of Quality and Nursing
Osian Lloyd	Head of Internal Audit, NWSSP
Trish Mills	Director of Corporate Governance/Board Secretary
Carl Kneeshaw	Director of People
Steve Owen	Corporate Governance Officer
Alex Payne	Corporate Governance Manager
Jessica Price	Head of Financial Accounting
Felicity Quance	Internal Audit
Ed Roberts	Interim Deputy Director of Finance
Yvonne Thomas	Audit Wales (Left after Item 08/25)
Aled Williams	Assistant Director of Digital (Item 03/25 only)
Carl Window	Local Counter Fraud Manager

APOLOGIES:

Rhiannon Beaumont-Wood	Non-Executive Director
Chris Turley	Executive Director of Finance and Corporate Resources
Damon Turner	Trade Union Partner
Liam Williams	Executive Director of Quality and Nursing

01/25 PROCEDURAL MATTERS

The Chair welcomed all to the meeting noting the apologies of Rhiannon Beaumont-Wood, Chris Turley, Damon Turner, and Liam Williams.

Minutes: The Minutes of the Audit, Risk and Assurance Committee (ARAC) meeting held on 21 November 2024 were approved.

Action Log: Action 55/24: *The Committee sought an indicative timeline regarding the completion of the Digital Systems report. It was agreed this would be followed up and communicated to the Committee.* Fflur Jones advised it was likely the Digital Systems report will be presented to ARAC in June. Action Closed.

Action 59/24: *The Committee will adopt the policy by way of a Chair's Action post-meeting as it was not available on Ibabs. All-Wales Procedure for the Recovery of Overpayments - Chairs Action on 2 December 2024.* This action was agreed for closure.

Action 56/24b *In the Overtime Controls Internal Audit report, objective 2.18 reflects the workforce as being EMT Band 4 Paramedics, this needs to state EMT Band 5 and it was asked that this will be updated to reflect the change.* The Business Management Team have been tasked with engaging with Audit Colleagues with the request to amend the report narrative to reflect the correct wording. This action was agreed for closure.

Declarations of Interest: No other declarations of interest were added to those already on the register.

Chair's Action: The Committee was asked to Ratify the decision made by Chair's Action to adopt the All-Wales Procedure for the Recovery of Overpayments on the 02 December 2024. Trish Mills provided an explanation in terms of the timing of the Chair's action. Alex Payne further advised that one of the documents was omitted from iBabs in error and subsequently required a Chair's action in order to formalise the matter.

Committee AAA Report: November 2024: The Committee AAA report dated 21 November was received.

RESOLVED: The Committee:

- (1) **Noted the apologies of Rhiannon Beaumont-Wood, Chris Turley, Damon Turner, and Liam Williams.**
- (2) **Approved the Minutes of 21 November 2024.**
- (3) **Noted there were no further declarations of interests recorded other than those listed on the Register of Interests.**
- (4) **Noted the update on the actions as described.**

(5) Ratified the decision made by Chair's Action to adopt the All-Wales Procedure for the Recovery of Overpayments on the 02 December 2024.

02/25 COMMITTEE EFFECTIVENESS REVIEW AND REVIEW OF ANNUAL COMMITTEE PRIORITIES

Trish Mills thanked the team for their hard work on the committee effectiveness review. The approach this year involved assessing effectiveness throughout the year rather than waiting for an end-of-year review.

The review included input from auditors to ensure comprehensive feedback. The National Audit Office (NAO) questionnaire was completed, highlighting three major themes and four or five recommendations for the committee to consider. The committee was asked to provide feedback on the NAO questionnaire responses and to identify priorities for the upcoming year.

Trish emphasised the need to consider changes to the terms of reference, reporting, and overall operation of the committee.

Trish discussed the process of committee referrals, noting that while there was a provision for escalations from other committees, it was not frequently utilised. She stressed the importance of making committee chairs and Non-Executive Directors aware of the opportunity to refer items to the ARAC. This could include issues related to audit recommendations that were off track. Trish suggested that more awareness and discussion in committees about what might be escalated to ARAC could be beneficial.

Trish asked the Committee to consider potential changes to the terms of reference, report formats, and the overall operation of the committee. Specific focus areas included the skill mix, induction processes, and the length and volume of meeting papers.

The Committee was encouraged to provide feedback on what worked well and what could be improved, either during the meeting or via the chat function.

The Committee discussed the importance of all members and attendees making valuable contributions. It was noted that the culture of the meeting allowed for open and respectful discussion, with members feeling comfortable to contribute. There was a suggestion to use iBabs for pre- and post-meeting comments to enhance engagement.

Peter Curran raised the issue of internal audit reports sometimes being reviewed by other committees before ARAC due to timing. He questioned whether ARAC should review both the original report and the feedback from the other committee to ensure thorough scrutiny. Trish agreed that if a report has been to another committee, it should come to ARAC with the committee's comments for additional scrutiny. There was a consensus that ARAC should challenge both positive and negative audit outcomes.

The Committee discussed the length of meetings, noting that while the current length was generally sufficient, it was important to ensure meetings do not become too long, which could impact the quality of discussion. There was a suggestion to consider splitting longer meetings over two mornings if necessary.

The Committee briefly touched on the need for a comprehensive induction process for new members, especially given the technical nature of the committee's work.

Ceri Jackson mentioned she did not have an induction when she joined the committee. She emphasised the importance of continuous learning, especially regarding regulations or changes, to ensure that committee members who were not professionals in the area have the necessary knowledge and skills for effective scrutiny.

Following Ceri Jackson's comments on the lack of induction, Trish acknowledged that no committee-specific induction had been provided and highlighted the identified gap. Trish mentioned that a paper on this topic would be discussed later and agreed with the need for a comprehensive induction programme. Trish also noted that the induction should cover various areas such as finance, audit, and structured assessment, and should be available to all prescribed attendees to ensure full contribution. Trish invited members to suggest specific areas for development to be included in the induction programme.

Christian Fox shared his experience as a relatively new senior team representative, mentioning that he initially found the content overwhelming. He appreciated the support from Trish, Julie, and Alex, which helped clarify what he needed to read and understand. Christian also expressed concern about the amount of time he should dedicate to reading and understanding the materials but noted that the support received made it easier.

Carl Kneeshaw mentioned attending the NHS Wales board development programme alongside two newly appointed NEDs. They found the program insightful, covering governance, board structure, financial sustainability, and organisational operations within NHS Wales. Carl appreciated the remote format but felt it was a missed opportunity for building networks.

Overall, the discussion focused on the need for a structured induction programme, continuous learning opportunities, and fostering a supportive culture for committee members.

Ceri Jackson mentioned that the committee has a good balance of skills, especially with the presence of internal and external auditors. She also raised a concern about the significant challenge around diversity when considering skill mix and committee membership, emphasising the importance of addressing this issue.

RESOLVED:

- (1) **Members assessed whether the committee's remit, as outlined in its terms of reference, remained appropriate for 2025/26. Consideration was given to any necessary amendments, additions, or removals, areas that might be better addressed by another committee, or changes to membership.**
- (2) **Members evaluated the cycle of business included in this pack. Reflecting on the hallmarks of effective assurance reporting, members were asked to propose potential improvements to enhance the strength and efficiency of assurance processes for the committee.**
- (3) **Members considered the responses to the NAO questionnaire and advised of any alterations.**
- (4) **Members reviewed the draft Annual Report and provided comments ahead of it being finalised for the May committee meeting.**

03/25 INTERNAL AUDIT REPORTS

Osian Lloyd gave an update on the Internal Audit Progress Report and on the 2024/25 Internal Audit Plan, with the Committee noting that the plan remained on track. Osian added there were no proposed changes in respect of the Plan.

He added that in respect of Key Performance Indicator returns these had improved in terms of compliance, but there was still room for improvement. Trish Mills added that she and Osian have worked extensively to clarify the start of the 15-day period for report submissions, incorporating this into the handbook. Osian and his team have been instrumental in providing draft orders and setting clear deadlines. They escalate any issues as deadlines approach. Trish added that her and Osian met monthly to review reports, track progress, and address issues with directors.

The Committee also recognised that some actions required coordination among multiple executives, making them more complex than those with a single executive lead.

Trish Mills added that the current escalation process involved direct conversations with the relevant director. Should issues persist, a more structured escalation process with specific timelines would be implemented.

Several Internal Audit reports being presented:

Vehicle Accident Management – Limited Assurance

The purpose of this audit was to assess the management of accidents relating to Trust vehicles, and the mitigating actions being taken to reduce the rate of occurrence. Two of the five objectives (policies were in place and drivers undertake appropriate driver training courses) received reasonable assurance, three received limited assurance.

The audit assessed the management of vehicle accidents and the mitigation actions in place. Key areas for improvement include developing formal guidance and checklists for consistent investigations, maintaining a central repository for driver assessments and training, and ensuring evidence of third-party damage was collected.

Significant discrepancies were found between incidents recorded in Datix (63) and Fleetwave (796), highlighting the need for better alignment and reporting practices. The audit emphasised the importance of using Fleetwave's reporting functionality to identify themes and trends.

Management accepted the findings and provided reasonable responses to address the issues. The committee were advised that a task and finish group will be set up to implement the recommendations with a focus on improving processes. Assurances were provided that that group will have oversight from the Senior Operations Team. The audit highlighted the financial impact of vehicle accidents and the importance of timely reporting to access CCTV footage and contest legal claims.

Judith Bryce welcomed the audit which has been a valuable opportunity to improve processes and foster a culture of learning from vehicle accidents. The audit highlighted discrepancies between Fleetwave and Datix, and it was important to recognise that not all discrepancies were intentional. Some may be due to staff being unaware of vehicle damage, and Fleetwave's detailed reporting can document every minor incident, which might not always be detected or reported by the crew.

Exposure to fumes – Reasonable Assurance

The purpose of this audit was to evaluate the actions being taken by the Trust to ensure the health and wellbeing of staff exposed to fumes as a result of delays in handovers of care at hospital. The Quality, Patient Experience and Safety Committee (QuEST) reviewed this audit at their February meeting. The three objectives were all assessed as being reasonable assurance.

There was a noted decrease in reported incidents from 47 to 29 during the audit period. Improvements required included refining guidance on using shorelines, ensuring compliance with workplace exposure limits, and updating risk assessments for high-risk Emergency Departments (ED).

Management has accepted the recommendations and provided responses to address the issues. Wendy Herbert added that significant work has already been done to mitigate the actions identified, with many actions completed.

Ceri Jackson added that the report was discussed at the People and Culture Committee (PCC), highlighting compliance issues and the importance of ongoing work to address them. The discussion at PCC also highlighted the importance of ongoing efforts to ensure staff safety and the positive steps already taken to address the audit findings.

Patient Experience and Community Involvement – Reasonable Assurance

The purpose of this audit was to provide assurance on compliance with the Health and Social Care Quality Engagement Act and alignment with the Trust's Integrated Medium Term Plan (IMTP). QUEST reviewed this audit at their February meeting. Many actions have already been completed or were on track, except for the complex data protection impact assessment related to SMS text messaging for 999.

Ceri Jackson stressed it was important that the Board were mindful of feedback from the public particularly that which was relevant to the Trust's long-term strategy.

Rollout of Pentrox – Reasonable Assurance

The purpose of this audit was to assess the impact of the rollout of Pentrox on patients and staff, following the recent announcement that it can be administered by ambulance crews and Community First Responders. Of the four objectives of this audit, one was assessed as being substantial, two as reasonable and one as limited assurance. QUEST will receive a medicines management report in May 2025 dealing with some of the actions.

Management accepted the recommendations and provided responses to address the issues. Jonathan Chippendale outlined there was a balance between security and accessibility for Pentrox, adding there were plans to revisit training modules and access protocols.

Judith Bryce added there were significant benefits this initiative has brought to volunteers. By addressing the issue of prolonged waiting times and the inability to provide pain relief, this has made a real difference in their ability to perform their duties effectively. Judith added that the Trust was the first UK ambulance Trust to roll out this solution to volunteers. Additionally, the environmental impact of reducing Entonox use was an important benefit. Pentrox's rollout not only supported volunteers but also contributed positively to the Trust's environmental goals by minimising greenhouse gas emissions.

Ceri Jackson queried if the carbon footprint impact was being captured and were there any indicators being taken to the Finance and Performance Committee (FPC). It was agreed that in terms of reporting medical gases, Ed Roberts advised this was reported through the Decarbonisation Action Plan. In terms of the metrics being reported to FPC he agreed to investigate further and provide an update for the next ARAC meeting.

111 Digital Operations – Substantial Assurance

The purpose of this audit was to assess whether the digital operation of 111 is safe and effective, with mitigation plans in place for any weaknesses identified and tracked to resolution. The Finance and Performance Committee reviewed this audit and reported it to the board in its January 2025 AAA report. Members commended the team on the audit which provided substantial assurance across all objectives.

The audit assessed the safety and effectiveness of the digital operations of the 111 system, which replaced the previous Salus system. Despite the rapid implementation, the system's performance and security were maintained. Regular review meetings between the Trust and the supplier were noted, ensuring appropriate performance and issue resolution.

Aled Williams added that the collaborative effort between digital, 111, and operations teams was as a key factor in the successful rollout. Ed Roberts added that the new system was implemented at a significantly lower cost compared to the Salus system, resulting in considerable financial savings for the Welsh Government and the Trust.

Energy Management – Substantial Assurance

The purpose of this audit was to determine the adequacy of, and operational compliance with, the established systems for the management and control of energy consumption within the Trust and considered other supporting regulatory and procedural requirements. Five of the eight objectives were assessed as substantial and the remaining three as reasonable. The Finance and Performance Committee will review this audit at its March meeting.

The Committee noted that detailed monitoring reports were used to inform decisions, and renewable energy schemes have been implemented to improve energy efficiency. Three medium-priority findings were raised, including the need for enhanced automation of approvals, reducing estimated reads, and removing non-A-rated small appliances. The audit concluded with substantial assurance, noting that energy use is well monitored and controlled. The Trust's active management of key issues and the implementation of renewable energy schemes were highlighted as positive steps.

The Committee noted that the Trust was the only UK ambulance service to have ISO accreditation in this area, reflecting the significant work done by the Estates team.

2025/26 Internal Audit Plan

Osian Lloyd presented the 2025/26 Internal Audit Plan for approval. The Committee was assured the plan aligned to the principal risks facing the Trust. The schedule of audits was listed as follows:

- Risk Management & Assurance
- Welsh language standards
- Follow Up Action Tracker
- Budget setting
- Clinical equipment
- Clinical Model Transformation (CMT) programme management
- Integrated Medium Term Plan (IMTP) Development process
- Remote clinical support
- Cymru High Acuity Response Unit (CHARU)

- Manchester Arena Inquiry (MAI)
- Capacity management plan (Ambulance Care)
- High risk records policy
- Data management practices/devolved data
- Emerging technology adoption
- Business continuity
- Organisational change policy
- Mandatory in-service training (MIST)
- Job evaluation
- Capital Provision: scope(s) to be confirmed.
- Estates assurance: fire safety

Judith Bryce added there had been significant progress in addressing the recommendations from the Manchester Arena inquiry. Governance arrangements had been set up and 46 out of 50 internal recommendations had been completed.

The Committee approved the 2025/26 Internal Audit Plan.

RESOLVED: The Committee:

- (1) **Noted the following Internal Audit reports: Vehicle Accident Management, Exposure to Fumes, Patient Experience and Community Involvement, Roll out of Pentrox , 111 Digital Operations and Energy Management.**
- (2) **Approved the 2025/26 Internal Audit Plan.**

04/25 AUDIT WALES REPORTS

Annual Audit Wales Report 2024/25

The Annual Audit Wales Report for 2024/25 was received. Fflur Jones added that the annual audit report summarised all the pieces of work completed throughout the year, including accounts work, the Cost Savings Arrangements review, Quality Governance Follow Up audit, and the Structured Assessment. All these pieces of work have been through clearance and considered by the Committee in year. The Committee were assured that the remaining pieces of work would be completed in year as planned.

Outline Audit Plan 2025/26.

The Committee were advised that the schedule of audits included:

- Audit of financial statements work.
- Structured assessment, incorporating a deeper dive into estates management.
- Ambulance Care local project work.

Yvonne Thomas added that the fee for the audit work has increased by 1.7% on average to cover inflationary costs. The detailed audit plan will be worked on between now and the end of April and presented to the May committee. The opinion on the accounts will be

issued by the end of June and a meeting was scheduled with the Auditor General to sign off the accounts on 27 June 2025.

Audit Wales Quality Governance Follow-up Report

The Committee acknowledged that the report was received by the Quality, Safety, and Patient Experience Committee (QUEST) at their February meeting and was included in its AAA report. Fflur Jones added that three of the previous eight recommendations from the 2022 review had been fully implemented. These included monitoring clinical audits, improving the process around board member visits, and implementing the Joint Investigations Framework. However, four recommendations were not considered as complete (which had been marked as on the tracker), including reaching targets for Personal Appraisal Development Review (PADR), addressing the mortality review backlog, and reporting to QUEST. In addition, further recommendations were made to ensure the Quality Strategy was achievable within available resources and to detail the necessary funding. The management responses to the new recommendations were considered positive and comprehensive, and the approach to revised actions for the previously closed recommendations was commended.

Trish Mills commented that significant strides have been taken in tracking audit recommendations, with a stronger focus on ensuring closure. Over the last 18 months, you've shifted to a more assurance-focused approach for closing audit recommendations, which was previously limited by capacity. Moving forward, the areas addressed in the current report should close properly, and internal audits will help ensure this.

Wendy Herbert added that the COVID-19 pandemic significantly impacted the completion of certain actions, as priorities shifted to address the immediate crisis.

RESOLVED: The Committee Received the Audit Wales update report.

05/25 RISK MANAGEMENT REPORT

Julie Boalch presented the report and provided assurance against the Risk Management Transformation Programme noting the progress made to date with the Board in the development of a suite of risk appetite statements aligned to the Trust's six strategic objectives. Members moted that an update on the programme's direction of travel and timelines will be presented at the next meeting, acknowledging this was a two to three-year project.

Julie gave further specific updates against the principal risk management activity in Quarter including the increase in score of Risk 260 (cyber security) to 20. This risk will be considered in a closed session of the Finance & Performance Committee due to the sensitive nature of the mitigating actions which impact on the achievement of target score.

Julie further added that work continued on the 'manage and monitor' approach to Risks 223 (*the Trust's inability to reach patients in the community causing patient harm and death*) and Risk 224 (*Significant handover of care delays outside accident and emergency departments impacts on access to definitive care being delayed and affects the Trust's ability to provide a safe & effective service for patients*) to streamline the internal and external factors of both risks, through a Workshop Approach.

Judith Bryce added that the Workshop Approach aimed to make the risks related to handover delays and patient safety more meaningful and actionable was a positive step forward.

Following a query in terms of engagement in addressing these system-wide risks. Julie Boalch commented that colleagues were committed to viewing these risks from a system-wide perspective, these risks were now the highest scoring on the Joint Commissioning Committee (JCC) register, which helps in gaining system-wide engagement and attention. There was a strong willingness to collaborate, raise the profile of these risks, and work on mitigations to minimise harm.

RESOLVED: Members considered and discussed the contents of the report and:

- (1) Noted the progress of the Risk Management Transformation Programme: specifically, the development of risk appetite statements.**
- (2) Noted the update on the 2024/25 Risk Management Internal Audit Review.**
- (3) Noted the next steps in relation to a digital risk management solution.**
- (4) Noted the ongoing repositioning of Risks 223 and 224.**
- (5) Noted the increase in score for Risk 260 from 15 (3x5) 20 (4x5). The detail will be discussed in Closed Session of Finance & Performance Committee.**
- (6) Received assurance on the review and attention to the principal risks, including their review at ADLT, ELT and at relevant Committees.**
- (7) Noted the ratings and mitigating actions for each principal risk.**

06/25 AUDIT TRACKER 2.0 – DECEMBER 2024 (Q3)

Trish Mills updated the Committee on the revised Audit Tracker from the Q3 2024/25 reporting period, including the current position with respect to closure of actions on their third and final date that were reported to the committee in Q2, with all on track for closure in Q4 as expected. The Committee noted the significant number (68) of actions which were due for closure in Q4.

There continues to be good engagement with Directorates on the revised Tracker 2.0 for Quarter 3 that has resulted in 31 of a total 113 (27%) open internal audit actions being closed in quarter, this figure is down from the 37% reported in Quarter 4.

Two actions from the 2022/23 'Quality Governance Review' Internal Audit remain partially complete and will remain on the tracker until replaced by more up-to-date actions, as agreed with Audit Wales. In addition, an action from the 2023/24 Workforce Planning Arrangements Internal Audit has been marked part-complete, with a revised date of March 2025.

Trish Mills ensured that committees were effectively tracking and closing off actions within the quarter. The revised risk reporting schedule aligned with board and committee cycles, providing up-to-date information. However, the tracker can be cumbersome, especially for committees with many actions. The focus was on changing behaviours to improve tracking and closure of actions. Older actions were being addressed, and there was support from internal audit to set realistic timelines. The new format should make the process easier and more effective.

Members discussed the reporting headlines agreed in September 2023, with a focus on using Power BI to provide more accessible and informative reports. They also considered moving from three revised dates to two, with the aim of improving accountability and ensuring realistic timelines were set from the outset. This proposal will be taken back to the Executive Leadership Team for further discussion by Trish Mills.

RESOLVED: The Committee:

- (1) Received assurance that the management actions for the audits within the purview of this Committee and overall were being effectively and appropriately managed, closed off in quarter or clarity provided on dates which have moved and rationale.**
- (2) Noted that the actions against the Cyber-Security and Technical Resilience internal audit will be received in closed session.**

07/25 2024/25 ANNUAL ACCOUNTS REPORT

Ed Roberts provided an update with respect to arrangements and timetables for the 2024/25 audited accounts and annual report. Key headlines were:

1. Audit Wales (AW) proposed an average fee increase of 1.7% for 2025/26 due to unavoidable inflationary pressures.
2. At the time of writing, Welsh Government (WG) were yet to provide the final year-end timetable, but the draft year-end timetable proposes audit certification deadline of 30th June 2025 compared to 15th July 2024 certification for 2023/24.

3. At the time of writing, AW have provided the draft Outline Audit Plan 2025 and have advised the Detailed Audit Plan 2025 will be provided in readiness for the May ARAC meeting.
4. *'Audit enquiries of those charged with governance and management'* was yet to be received from AW and will therefore be circulated later.

RESOLVED: The update was noted.

08/25 2024/25 ANNUAL FILINGS SCHEDULE

Alex Payne presented the reported and noted that the Annual Filings timetable has been drafted based on the draft Manual for Accounts (MfA), therefore the schedule was subject to change as the final MfA was yet to be received. The Committee should note that the deadline / certification date for the 2024-25 filing was 30 June 2025; which was earlier than the 2022-23 and 2023-24 filing. The Finance Team will maintain a work programme for the production of the accounts.

RESOLVED: The Committee:

- (1) Approved the Annual Filings 2024-25 schedule; and**
- (2) Noted that circulation of the draft reports for review and comment by email will be completed as set out in the table in paragraph 13.**

09/25 INTEGRATED GOVERNANCE PROGRAMME: THE DYNAMIC INTEGRATED SYSTEM OF GOVERNANCE AND OVERSIGHT

The committee were introduced to the Integrated Governance Programme by Trish Mills. The aim was to replicate good governance principles from the board and committee level throughout the entire organisation, ensuring a flow of assurance from floor to board.

The committee noted the mapping of governance structures, which would serve as the 'single source of truth' for the Trust, and a baseline for the Quality and Performance Management Framework. The programme included tiering principles setting out the rules of establishment and operating arrangements to streamline processes.

Trish added that the programme was a two to three-year initiative, with the next steps including the development of a handbook and further refinement of the governance structures. The programme will form a priority for the committee in 2025/26 and the details of the year's deliverables and desired outcomes will be discussed in May.

Ceri Jackson suggested emphasising the strategic and operational governance context in the summary paper and questioned whether the Trust could further streamline meetings and groups. Trish Mills acknowledged these points and mentioned ongoing efforts to

ensure efficiency and effectiveness, including an effectiveness review of the Clinical Quality Governance Group. Members expressed support for the programme, highlighting its potential to improve clarity, consistency, and confidence in governance processes.

RESOLVED: The Committee:

- (1) Received assurance on the integrated mapping of governance forums at Annex 1 and Annexures 1a to 1e.**
- (2) Considered the tiering principles at Annex 2**
- (3) Noted the next steps for the programme.**

10/25 POLICY REPORT

Lisa Trounce provided an update on the progress made in policy compliance, noting an increase from 14% in July 2023 to 46% currently. She noted that a meeting with the Assistant Director's Leadership Team was scheduled to reprioritise the remaining policies, which will enable more robust performance reporting from Q1 onwards. It was noted that going forward a biannual report would be presented to the committee.

Ceri Jackson raised a question about the decision-making process for determining whether a document should be a policy or a standard operating procedure (SOP). Lisa explained that the policy group ensures these discussions were held with Trade Union partners and other stakeholders before deciding. The goal was to ensure that procedural documents were appropriately categorised.

Trish Mills noted that the next piece of work being undertaken would focus on ensuring that policies drive audit and monitoring processes effectively. This includes embedding policies within directorate groups and ensuring that they are part of everyday governance. Trish suggested that this work would likely start in 2026-2027.

RESOLVED: The Committee:

- (1) Received assurance on the progress to bring the Trust's policies up to date.**
- (2) Endorsed the future work plans for the remained of the work.**

11/25 QUEST COMMITTEE HIGHLIGHT REPORT: CLINICAL AUDIT PLAN 2025/26

Trish Mills provided noted that Clinical Audit Plan for 2025/26 had been approved at the last Quality, Patient Experience and Safety Committee meeting, and was presented to the Audit, Risk and Assurance Committee for assurance, in line with its terms of reference.

RESOLVED: The report was received for assurance and the update was noted.

12/25 LOSSES AND SPECIAL PAYMENTS – 1 APRIL 2024 to 31 JANUARY 2025

Ed Roberts presented the losses and special payments report which covered the period 1 April to 31 January 2025. The total amount of special payments and losses was just over £500K after reimbursements from the Welsh Risk Pool. The damages figure in this period amounted to £126K.

RESOLVED: The Losses and Special Payments Report for the period 1 April 2024 to 31 January 2025 was received.

13/25 COMMITTEE INDUCTION

The proposed induction programme was set out, with the template committee induction document which will be adapted for each committee ahead of implementation. The committee was asked to provide feedback on the proposed framework, endorse the ARAC-specific arrangements, and support its implementation by the Corporate Governance Team.

Peter Curran found the PowerPoint pack comprehensive and helpful, with no additional comments. Ceri Jackson praised the clarity and excellence of the work, emphasising the importance of a supportive environment for continuous learning and clarity on roles and responsibilities.

The discussion concluded with an acknowledgment of the need for continuous improvement and support for committee members.

RESOLVED: The Committee received the proposed committee induction programme, endorsed the ARAC specific induction arrangements, and noted that the Corporate Governance Team will implement the arrangements as proposed.

14/25 AMENDMENTS TO STANDING ORDERS AND STANDING ORDERS NON-COMPLIANCE REPORT

Trish Mills explained that the changes to the standing orders, were minor and mostly involved updates to titles with no material impact on the Trust.

The committee reviewed and endorsed the amendments to the Standing Orders Main Document and the Scheme of Reservation and Delegation of Powers for approval by the Trust Board in March and noted the position with the non-compliance issues.

RESOLVED: The Committee:

(1) Reviewed and endorsed the amendments to the Standing Orders Main Document and the Scheme of Reservation and Delegation of Powers for approval by the Trust Board in March; and

(2) Noted the position with non-compliance against Standing Orders and mitigating actions taken regarding the non-compliance of Standing Orders reported to the Board in February 2025 regarding the approval of a contract award.

15/25 ALL WALES AUDIT COMMITTEE CHAIRS MEETING HELD ON 10 DECEMBER 2024

The committee heard that the All-Wales Audit Committee Chairs met in December at which three focus areas were discussed. They were the management of audit actions via audit trackers, supporting systems used for risk management activity and counter fraud measures. The Chair reflected that the Trust was performing well in these areas.

RESOLVED: The update was noted.

16/25 COMMITTEE PRIORITIES & CYCLE MONITORING REPORT

Trish Mills added there were no matters to escalate to ARAC from the Cycle of Business.

RESOLVED: The Committee Noted the update on the Cycle of Business Monitoring Report for the Committee.

17/25 IMPACT ASSESSMENTS

The report was presented for information.

RESOLVED: The report was received for information.

18/25 REFLECTIONS AND SUMMARY OF ACTIONS

Peter Curran highlighted the extensive ground covered during the meeting and the high quality of both written and verbal presentations. He recognised the constructive challenge and support among participants, ensuring inclusivity and understanding of roles.

Ceri Jackson noted the effectiveness of the hybrid meeting format and the high standard of papers, which facilitated appropriate scrutiny and assurance.

Trish Mills reflected on the broader remit of the committee around assurance and the importance of the integrated governance program. Trish appreciated the time given to discuss broader assurance pieces and the contributions from her team. She encouraged attendees to provide any additional feedback via chat or e mail.

Meeting concluded at 13:52

Date of next meeting: 1 May 2025

ACTION LOG
WELSH AMBULANCE SERVICES UNIVERSITY NHS TRUST - AUDIT, RISK AND ASSURANCE COMMITTEE

Ref	Date	Agenda Item	Action Note	Responsible	Due Date	Progress/Comment	Status
3/25	6 March 2025	Internal Audit Reports	Internal Audit Report: Roll out of Pentrox. The environmental benefits of reducing Entonox use were discussed, with Pentrox contributing to a lower carbon footprint. Ceri Jackson queried if the carbon footprint impact was being captured and were there any indicators being taken to the Finance and Performance Committee (FPC). It was agreed that in terms of reporting medical gases, Ed Roberts advised this was reported through the Decarbonisation Action Plan. In terms of the metrics being reported to FPC he agreed to investigate further and provide an update for the next ARAC meeting.	Ed Roberts	1 May 2025	<u>Update for 1 May 2025</u> This was part of the decarbonisation report, which is reported through FP&C and the use of Entonox has reduced following the introduction of Pentrox	Complete
03/25a	6 March 2025	Internal Audit Reports	Trish Mills suggested that it would be helpful to lift out specific sections of the triple-A reports from committees like Finance and Performance (F&P) and share them with the Audit, Risk, and Assurance Committee (ARAC) to ensure that discussions on internal audit reports are transparent and integrated across committees. This approach would also involve informing other committees, such as Quest, about discussions that took place in ARAC. This suggestion was agreed upon as a way to enhance the flow of information and ensure comprehensive oversight.	Trish Mills	1 May 2025	<u>Update for 1 May 2025</u> Update from CGT 230425: This will be taken forward by the Corporate Governance Team where reports have already been received by a committee, to ensure that the discussion/outcome is fed into subsequent committees. As this is in the work programme it's proposed for closure.	Complete
06/25	6 March 2025	Audit Tracker	Revised Audit Dates: Trish Mills agreed to discuss with the Executive Leadership Team whether to remain with three revised dates, reduce them to two, and then report back to the Audit and Risk Assurance Committee (ARAC).	Trish Mills	1 May 2025	<u>Update for 1 May 2025</u> Update from TM 020425: The preference from the ELT is that the maximum permitted revised dates should be two, as opposed to three. The Audit Tracker format will be adjusted from 2025/26 onwards. Given the position has been reached, subject to the ARAC being content with the position, this action is proposed for closure.	Complete



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AUDIT, RISK AND ASSURANCE COMMITTEE HIGHLIGHT REPORT TO BOARD

This report provides the Board with key escalation and discussion points at the last Committee meeting. A full list of items discussed appears at the end of the report to enable members to raise any questions to the Chair which have not been drawn out in the report. The papers for these meetings can be found by following this [link](#) to the Committee page on the Trust website.

Trust Board Meeting Date	27 March 2025
Committee Meeting Date	6 March 2025
Chair	Peter Curran

KEY ESCALATION AND DISCUSSION POINTS

ALERT

(Alert the Board to areas of attention)

1. Amendments were endorsed to the **Standing Orders and Scheme of Reservation and Delegation to Officers**. These amendments are before the board for approval at their March meeting. A notice of non-compliance with Standing Orders was reported that related to a contract award and the publication of minutes from the AGM in 2023/24. Both have been reported to the board, and the committee was assured as the actions to ensure this does not occur again.
2. Whilst engagement with Internal Audit is good, **management responses to internal audits** within 15 days is reported as 'red'. The remaining ten audits will need to be returned within the timeframe for this to be reported as green by the end of the financial year and to bring the full audit programme to this committee by June 2025. Reasons include the need for multi-directorate action plans, capacity and competing priorities.
3. Whilst not a matter of escalation, the committee commended the teams on two **substantial assurance Internal Audit reports**.

ADVISE

(Detail any areas of on-going monitoring, approvals, or new developments to be communicated)

4. A **pre-meet** was held with Audit Wales, Internal Audit and the committee Chair ahead of the meeting.
5. The **2025/26 Internal Audit Plan was approved**. The committee was assured the plan aligned to the principal risks facing the trust. The schedule of audits are:
 - Risk Management & Assurance
 - Welsh language standards
 - Follow Up Action Tracker



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- Budget setting
 - Clinical equipment
 - CMT programme management
 - IMTP Development process
 - Remote clinical support
 - CHARU
 - MAI
 - Capacity management plan (Ambulance Care)
 - High risk records policy
 - Data management practices/devolved data
 - Emerging technology adoption
 - Business continuity
 - Organisational change policy
 - Mandatory in-service training (MIST)
 - Job evaluation
 - Capital Provision: scope(s) to be confirmed
 - Estates assurance: fire safety
6. The **2025/26 Audit Wales Plan was approved**. The schedule of audits include:
- Audit of financial statements work
 - Structured assessment, incorporating a deeper dive into estates management
 - Ambulance Care local project work
7. The committee heard that the **All-Wales Audit Committee Chairs** met in December at which there were three focus areas discussed. They were the management of audit actions via audit trackers, supporting systems used for risk management activity and counter fraud measures. The Chair reflected that the Trust is performing well in these areas.
8. Members **reflected** that extensive ground had been covered during the meeting and the high quality of the reports was commended. There was robust and constructive challenge and support from internal and external audit colleagues, which aids the committee's effectiveness and provides the necessary assurances. The significant contributions and reports prepared from various colleagues were noted. Additionally, members felt that the hybrid format worked well.

ASSURE

(Detail here any areas of assurance the Committee has received)

9. The **Annual Audit Wales Report** for 2024/25 was received. Audit Wales advised that the annual audit report summarises all the pieces of work completed throughout during the year, including accounts work, the Cost Savings Arrangements review, Quality Governance Follow Up audit, and the Structured Assessment. All these pieces of work have been through clearance and considered by the committee in year. The committee were assured that the remaining pieces of work would be completed in year as planned.
10. **Audit Wales Follow Up Review of Quality Governance Arrangements** was received by the Quality, Safety, and Patient Experience Committee (QUEST) at their February meeting and is included in its AAA report. Three of the previous eight recommendations from the 2022 review had been fully



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implemented. These include monitoring clinical audits, improving the process around board member visits, and implementing the Joint Investigations Framework. However, four recommendations were not considered as complete (which they had been marked as on the tracker), including reaching targets for PADRS, addressing the mortality review backlog, and reporting to QUEST. In addition, further recommendations were made to ensure the quality strategy is achievable within available resources and to detail the necessary funding. The management responses to the new recommendations were considered positive and comprehensive, and the approach to revised actions for the previously closed recommendations was commended.

11. Progress against the **2024/25 Internal Audit Plan** was received, and it was noted that the plan remains on track.
12. The following Internal Audits reviews were completed during the quarter and presented to the Committee. Members reviewed the action plans that accompanied the audits and were assured they were appropriate and timely:
 - **Vehicle Accident Management – Limited Assurance.** The audit assessed the management of vehicle accidents and the mitigation actions in place. Key areas for improvement include developing formal guidance and checklists for consistent investigations, maintaining a central repository for driver assessments and training, and ensuring evidence of third-party damage is collected. A task and finish group will be set up to implement the recommendations with a focus on improving processes. Assurances were provided that that group will have oversight from the Senior Operations Team.
 - **Exposure to fume – Reasonable Assurance.** The audit evaluated actions to ensure the health and well-being of staff exposed to diesel fumes due to delays in handover at emergency departments. Improvements needed include refining guidance on using shorelines, ensuring compliance with workplace exposure limits, and updating risk assessments for high-risk emergency departments. Significant work has already been done to mitigate the actions identified, with many actions completed. The report was discussed at the People and Culture Committee, highlighting compliance issues and the importance of ongoing work to address them. The discussion highlighted the importance of ongoing efforts to ensure staff safety and the positive steps already taken to address the audit findings.
 - **Patient Experience and Community Involvement – Reasonable Assurance.** The audit assessed compliance with the Health and Social Care (Quality and Engagement) (Wales) Act 2022 and alignment with the Trust's IMTP. Improvements needed include better-defined and coordinated activities, enhanced survey content integrity, and completing the feedback loop. QUEST reviewed this audit and reported to the board in its February 2025 AAA report. Many actions have already been completed or are on track, except for the complex data protection impact assessment related to SMS text messaging for 999 service user feedback. The engagement framework and delivery plan have evolved to support the clinical model transformation program. The discussion underscored the importance of effective public engagement, the need for improved reporting and coordination, and the alignment of feedback with the Trust's strategic goals.
 - **Rollout of Pentrox – Reasonable Assurance.** The audit assessed the impact of the Pentrox



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rollout on patients and staff, noting its introduction in May 2023. The project received recognition for its effective care, but improvements are needed in training compliance, storage access, and reporting on benefits realisation. The balance between security and accessibility for Pentrox was highlighted, with plans to revisit training modules and access protocols. The environmental benefits of reducing Entonox use were discussed, with Pentrox contributing to a lower carbon footprint. The discussion highlighted the positive impact of Pentrox on patient care and volunteer support.

- **111 Digital Operations – Substantial Assurance.** The purpose of this audit was to assess whether the digital operation of 111 is safe and effective, with mitigation plans in place for any weaknesses identified and tracked to resolution. The Finance and Performance Committee reviewed this audit and reported to the board in its January 2025 AAA report. Members commended the team on the audit which provided substantial assurance across all objectives. Processes for monitoring system performance and preventing incidents were found to be effective. Regular review meetings between the Trust and the supplier were noted, ensuring appropriate performance and issue resolution. The system was implemented rapidly within four months, requiring decisions to be made on the day due to external pressures. Despite the rapid implementation, the system's performance and security were maintained.
 - **Energy Management – Substantial Assurance.** The audit reviewed the risk mitigations and management of energy costs, including the implementation of a new national energy contract. The Trust's impact from the new contract was less significant compared to other organisations. Detailed monitoring reports are used to inform decisions, and renewable energy schemes have been implemented to improve energy efficiency. Three medium-priority findings were raised, including the need for enhanced automation of approvals, reducing estimated reads, and removing non-A-rated small appliances. The Trust is the only ambulance service to have ISO accreditation in this area, reflecting the significant work done by the Estates team.
13. The Committee has oversight of the **Trust's Policy** work plans and was assured that 46% of policies identified as a priority for review are now within their review date which is a significant improvement on the 14% reported post pandemic in July 2023. A re-evaluation of the policy priorities has been undertaken with the Executive Leadership Team and a new work program established for 2025/26. Given the positive progress this report will now be received bi-annually.
 14. The **losses and special payments** made during the period 01 April to 31 January 2025 were presented. The total amount of special payments and losses was just over £500K after reimbursements from the Welsh Risk Pool. The damages figure in this period amounted to £126K.
 15. The committee's terms of reference require it to receive assurance on the **arrangements for clinical audit** at the Trust. Assurances were received by way of a report from the Chair of QUEST to this effect.
 16. In private session the Committee received the counter fraud update 01 October 2024 to 31 December 2024 well as the report on **tenders and single tender waiver requests**, noting there were no single tender waivers in the last two periods. The **Local Counter Fraud Service (LCFS)** provided an update on its work in tackling fraud, bribery and corruption in the Trust. The report provided detail of ongoing



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- and future Counter Fraud work against the approved work plan. The Committee noted that there are currently 24 recorded ongoing investigations (33 in last reporting period), with 11 new referrals (10 in the last reporting period) having been received. 19 cases have been closed in the quarter.
17. The committee's **2024/25 effectiveness review** was conducted and any changes to the terms of reference and operating arrangements will come to the May meeting.
 18. The **Integrated Governance Programme** was introduced to the committee. The aim is to replicate good governance principles from the board and committee level throughout the entire organisation, ensuring a flow of assurance from floor to board. The mapping of governance structures was received, and this serves as the 'single source of truth' for the Trust, and a baseline for the Quality and Performance Management Framework. The programme includes tiering principles setting out the rules of establishment and operating arrangements to streamline processes. The programme is a two to three-year initiative, with the next steps including the development of a handbook and further refinement of the governance structures. The programme will form a priority for the committee in 2025/26 and the details of the year's deliverables and desired outcomes will be discussed in May.
 19. An update was provided with respect to arrangements **and timetables for the 2024/25 audited accounts and annual report**.
 20. An update was received on the revised **Audit Tracker** from the Q3 2024/25 reporting period, including the current position with respect to closure of actions on their third and final date that were reported to the committee in Q2, with all on track for closure in Q4 as expected. The committee noted the significant number (68) of actions are due for closure in Q4. The committee reaffirmed the reporting headlines agreed in September 2023, with a focus on using Power BI to provide more accessible and informative reports. The committee considered moving from three revised dates to two, with the aim of improving accountability and ensuring realistic timelines are set from the outset. This proposal will be taken back to the Executive Leadership Team for further discussion.
 21. The **impact assessment signpost document** was received for information. This document will be linked to the new front covers to ensure decisions are made following the appropriate impact assessment process.
 22. The **Committee's cycle of business** monitoring report was reviewed with no matters to escalate. Its priorities are on track and a report on the committee specific induction was well received.

RISK MANAGEMENT

The committee received assurance against the Risk Management Transformation Programme and noted the progress made to date with the board in the development of a suite of risk appetite statements aligned to the Trust's six strategic objectives. An update on the programme's direction of travel and timelines will be presented at the next meeting, acknowledging this is a two to three-year project.

Specific updates were noted against the principal risk management activity in Quarter including the increase in score of Risk 260 (cyber security) to 20. This risk will be considered in a closed session of the Finance & Performance Committee due to the sensitive nature of the mitigating actions which impact on



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the achievement of target score.

Work continues on the 'manage and monitor' approach to Risks 223 and 224 to streamline the internal and external factors of both risks.

Members approved the 2025/26 risk reporting schedule which had been aligned to the board and committee cycle.

COMMITTEE AGENDA FOR MEETING IN JUNE

Committee effectiveness review for 2024/25	Internal Audit Progress Report and following audit reports: - Vehicle accident management - Exposure to fumes - PECCI - Rollout of Pentrox - 111 digital operations - Energy management	2025/26 Internal Audit Plan
Risk management and board assurance Risk Transformation Programme	Audit Tracker	Policy Report All Wales Recovery of Overpayments Procedure
Near Miss Report	Losses and Special Payments	Cycle of business and monitoring report

COMMITTEE ATTENDANCE

Name	30 April 2024	7 June 2024 ¹	10 July 2024 ²	12 Sep 2024 ³	21 Nov 2024 ⁴	6 Mar 2025
Peter Curran						
Kevin Davies						
Joga Singh						
Ceri Jackson						
Rhiannon Beaumont-Wood						
Chris Turley						Ed Roberts
Audit Wales	Fflur Jones ⁵	Fflur Jones	Yvonne Thomas	Fflur Jones ⁶	Fflur Jones	
Julie Boalch						
Judith Bryce					Jon Sweet	
Christian Fox						
Angie Lewis						
Carl Kneeshaw						
Osian Lloyd					From Item 7	
Trish Mills						
Liam Williams					J Turnball-Ross	Wendy Herbert

¹ Jason Killens and Jonny Sammut joined this meeting

² Jason Killens and Rachel Marsh joined this meeting

³ Jason Killens and Rachel Marsh joined this meeting

⁴ Bethan Evans, Non-Executive Director joined this meeting to ensure quoracy as new NED membership is implemented

⁵ Darren Griffiths and Amy Lord also attended

⁶ Gareth Lucy also attended



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COMMITTEE ATTENDANCE

Name	30 April 2024	7 June 2024¹	10 July 2024²	12 Sep 2024³	21 Nov 2024⁴	6 Mar 2025
Carl Window						
Damon Turner					Until Item 10	

	Attended
	Deputy attended
	Apologies received
	No longer member

AGENDA ITEM No	5
OPEN or CLOSED	N/A
No of ANNEXES ATTACHED	12

**AUDIT, RISK AND ASSURANCE COMMITTEE AND BOARD COMMITTEE
EFFECTIVENESS REVIEWS 2024/25**

MEETING	Audit, Risk and Assurance Committee
DATE	1 May 2025
EXECUTIVE	Trish Mills, Director of Corporate Governance/Board Secretary
AUTHOR	Trish Mills, Director of Corporate Governance/Board Secretary
CONTACT	Trish.mills@wales.nhs.uk

EXECUTIVE SUMMARY

- Part I of this paper includes the finalised 2024/25 annual report for the Audit, Risk and Assurance Committee (ARAC), and its amended terms of reference and cycle of business for 2025/26** following a review of these at the 06 March 2025 meeting. Updates to these documents following that meeting include discussions on its effectiveness in the meeting and changes to terms of reference and operating arrangements as a result. These documents are for the committee’s approval and presentation to the board on 29 May 2025. Members are asked to consider priorities for the committee for 2025/26.
- Part II of the paper provides an overview of the effectiveness of the other Committees.** This is in line with the ARAC’s purpose which is to advise and assure the Board and the Accountable Officer on whether effective arrangements are in place to support them in their decision taking, and in discharging their accountabilities for securing the achievement of the Trust’s objectives, in accordance with the standards of good governance determined for the NHS in Wales.
- Each committee reviewed its terms of reference and assurance reporting arrangements, alongside benchmarking against committee structures in other UK ambulance services. Following this comprehensive review it has been concluded that the areas of oversight and scrutiny delegated by the board (see Annex 4) are appropriate for an organisation of WAST’s size and complexity.
- While new tools and guidance will be introduced in 2025/26 (see Annex 11), it is proposed that further work is undertaken in Q1 and Q2 (and overseen by ARAC) in

an attempt to streamline the committee structure to address a number of concerns raised during reviews this year and previous years. Drivers for this include a number of issues raised relating to length and frequency of meetings, committee quoracy requirements, and the opportunities posed in reviewing the remit of the Academic Partnerships Committee.

5. Whilst transformational change to committee structures may potentially lead to rationalising meeting time and frequency, this must be coupled with a reduction in the volume of papers and an improvement in the clarity of information presented. Delivering more efficient and impactful governance ultimately depends on the collective responsibility of report writers and committee members to do this. This includes encouraging constructive input from Non-Executive Directors (NEDs) and other members, responding openly to feedback, and considering how each individual can contribute to more focused, streamlined, and purposeful governance.
6. While there remains a desire to further streamline the Board's committee structure and to continuously pursue more effective operating arrangements, it is important to recognise the substantial support the committees have provided throughout 2024/25. They have enabled board meetings to focus on key strategic issues by progressing a significant volume of work. All committees have met as scheduled, have been quorate, and have shown excellent levels of engagement. They have heard lived experiences and demonstrated a strong commitment to their role. Their diligence and contribution to effective governance should be commended.

RECOMMENDATION

7. Members are requested to:
 - (a) Review and approve changes to ARAC's terms of reference at Annex 2 and its operating arrangements as set out in its annual report
 - (b) Discuss and agree the committee's priorities for 2025/26
 - (c) Approve the committee's annual report at Annex 1
 - (d) Approve the committee's cycle of business at Annex 3
 - (e) Note the future work to be carried out on streamlining committees in Q1 and Q2
 - (f) Note the changes to the operating arrangements at Annex 11 and terms of reference at Annexes 5 to 10 for:
 - Charity Committee
 - Finance and Performance Committee
 - People and Culture Committee

- Quality, Patient Experience and Safety Committee
- Remuneration Committee

and endorse these and the annual reports for onward approval by the Trust Board and Corporate Trustee (for Charity Committee).

- (g) Note the progress against the changes to operating arrangements agreed following the 2023/24 effectiveness reviews and further work on conducting board visits pan-Wales.

NEXT STEPS

8. The Trust Board will receive the attached annual reports and amended terms of reference at its 29 May 2025 meeting with an endorsement from this committee for their approval.
9. The annual report and amended terms of reference for the Charity Committee will be presented to the Corporate Trustee at its 29 May 2025 meeting with an endorsement from this committee for their approval.

[NB: This paper is accompanied by a significant pack, however some of it has been reviewed by members of ARAC through their attendance at specific committees. Where possible the chairs of committees will attend ARAC to confirm the outcomes.]

REPORT APPROVAL ROUTE

All committees have received their annual reports and terms of reference where appropriate and, other than for the Welsh Ambulance Service Partnership Team (WASPT) they have approved the relevant documents. For all except ARAC and Charity Committee, this was done by way of Chair's Action as the timing of meetings did not allow for another approach.

REPORT APPENDICES

1. Annex 1 – ARAC annual report 2024/25
2. Annex 2 – ARAC terms of reference 2025/26
3. Annex 3 – ARAC cycle of business 2025/26 (marked up changes in version in Ibabs reading room)
4. Annex 4 – Committee remits delegated by Board
5. Annex 5 – Academic Partnership Committee 2024/25 annual report
6. Annex 6a and 6b – Charity Committee 2024/25 annual report and amended terms of reference
7. Annex 7a and 7b – Finance and Performance Committee 2024/25 annual report and amended terms of reference

8. Annex 8a and 8b – People and Culture Committee 2024/25 annual report and amended terms of reference
9. Annex 9a and 9b – Quality, Patient Experience and Safety Committee 2024/25 annual report and amended terms of reference
10. Annex 10a and 10b – Remuneration Committee 2024/25 annual report and amended terms of reference
11. Annex 11 – Proposed changes to operating arrangements in 2025/26
12. Annex 12 – Progress report on changes to operating arrangements completed in 2024/25

REPORT CHECKLIST

Confirm that the issues below have been considered and addressed		Confirm that the issues below have been considered and addressed	
EQIA (Inc. Welsh language)	N/A	Financial Implications	N/A
Environmental/Sustainability	N/A	Legal Implications	Yes
Estate	N/A	Patient Safety/Safeguarding	N/A
Ethical Matters	N/A	Risks (Inc. Reputational)	N/A
Health Improvement	N/A	Socio Economic Duty	N/A
Health and Safety	N/A	TU Partner Consultation	N/A

COMMITTEE EFFECTIVENESS 2024/25

SITUATION

10. The Trust's Standing Orders, Committee terms of reference, and codes of governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the board's committees form an integral part. Each committee must submit an annual report to the board through the Chair setting out its activities during the year and including the review of its performance.
11. Annual effectiveness reviews are designed to evaluate the effectiveness of the board and its committees, review its operating arrangements, and propose changes to improve its support, challenge, scrutiny, and oversight responsibilities. Whilst we adopt a continuous improvement methodology throughout the year, annual effectiveness reviews are an opportunity to formally review membership, look back at the work of the committees during the year, and set priorities for the coming year.
12. Part I of this report follows the evaluation of ARAC's effectiveness during the 2024/25 year at its meeting on 06 March 2025. The output of those discussions is now included in the annual report and terms of reference accordingly. Those documents and the ARAC cycle of business are for approval today.
13. Part II of this report provides ARAC with oversight of the operating arrangements for the other six committees of the board. This is in line with ARAC's purpose to advise and assure the board and the Accountable Officer on whether effective arrangements are in place to support them in their decision taking, and in discharging their accountabilities for securing the achievement of the Trust's objectives, in accordance with the standards of good governance determined for the NHS in Wales.
14. The advisory group of the board, Welsh Ambulance Service Partnership Team (WASPT) reports into the People and Culture Committee. WASPT conducted their effectiveness review on 29 March 2025 and their annual report and terms of reference will be approved at their May meeting and presented thereafter to the People and Culture Committee and onward to the board. The review was positive with minimal changes made to the terms of reference and operating arrangements.

BACKGROUND

15. In April 2024 ARAC agreed a different approach to these reviews for the 2024/25 year to garner further engagement of members, given that long surveys were not well responded to.

16. For committees other than ARAC and WASPT, the new approach focused on in-meeting discussion around the committee's delegated remit and assurance reporting. The pre-submitted questionnaire was replaced with a few simple, interactive questions to prompt discussion on best practice and potential improvements. These sessions generated helpful dialogue, and the use of Mentimeter provided valuable feedback from members.
17. Although the approach was intended to be more efficient, it resulted in a considerable workload falling on the Corporate Governance Team during Q4 and into Q1 of 2025/26. This level of effort has not been balanced by meaningful shifts in committee remits or changes to operating arrangements. As such, this report proposes that further work is carried out to see where there are other opportunities to streamline committee business and that thereafter ARAC adopt a more proportionate 'effectiveness review lite' approach for 2025/26.
18. All committees have proposed changes to their terms of reference following the reviews, with some more material than others. These, and changes to operating arrangements are set out further in Part II of this paper.

ASSESSMENT

Part 1: Audit Committee Effectiveness Review

19. On 06 March 2025 ARAC reviewed its terms of reference, and the responses to the 180 questions in the National Audit Office Effectiveness Toolkit, with changes to operating arrangements agreed as a result of this. A more focused discussion took place on three areas of the committee's arrangements i.e. length of meetings; skills mix; and committee induction.
20. The draft annual report that was presented to that meeting has now been populated with the outputs of that discussion and are at **Annex 1** for ARAC's approval and onward submission to the board.
21. The changes to the terms of reference that were agreed on 06 March have been made and a clean version of that document is at **Annex 2** for ARAC's approval and onward submission to the board.
22. To streamline meeting materials, a 'reading room' has been established in Ibabs. This digital space hosts documents for additional information, not essential for scrutiny or decision-making. The marked up version of the terms of reference referred to in the previous paragraph is available there. Access to the reading room is through the documents/shared folder in Ibabs' main menu. Documents in the reading room will not

be posted on the Trust's website with committee papers; however, copies can be provided upon request.

23. Progress against ARAC's priorities for 2024/25 has been good and is set out in the annual report. The committee will wish to consider the priorities it sets for 2025/26 at its May 2025 meeting. A consideration for members may be a focus on the further work to streamline the committee structure during 2025/26.
24. The cycle of business for the committee has been amended in line with the adjusted terms of reference and is at **Annex 3** for the committee's approval. This will then be distributed to report writers together with the committee meeting and deadline dates to enable the year's work to be planned.

Part II: Other Board Committees

Committee Delegations, Membership and Frequency

25. **Annex 4** sets out at a glance the remit of Committees (reflecting proposed 2025/26 amendments as at this date) as delegated by the Board.
26. The effectiveness review methodology this year included taking members through the delegated responsibilities for their committee and the reporting received for each area. This was done in presentation style in the meeting and was sent to members ahead of the meeting with a short covering video message explaining the process. This provided an opportunity for members to consider ahead of the meeting what could be removed, added or amended on their terms of reference, and what changes might be proposed to assurance and other reporting, particularly the number of subject specific annual reports received by committees.
27. Following this comprehensive review of the terms of reference, assurance reporting and operating arrangements, alongside benchmarking against committee structures in other UK ambulance services, it has been concluded that **the areas of oversight and scrutiny delegated by the board in Annex 4 are appropriate for an organisation of WAST's size and complexity.**
28. Having said that, it is proposed that further work is undertaken in Q1 and Q2 (and overseen by ARAC) in an attempt to streamline the committee structure to address a number of concerns raised during reviews. Drivers for this include:

NED Committee Membership and Quorum

- (a) The Trust's Standing Order provides that Non-Executive Directors (NEDs) are designated as 'members' of committees. This ensures there is independent scrutiny, support and challenge, and is a relevant for quorum and - where necessary - for

voting. Notwithstanding this, the 'members' and 'prescribed attendees' are often referred to collectively as members or membership¹.

(b) Board committees (other than People and Culture Committee) was set at three NEDs members in 2024/25 with a quorum of two. The rationale for this included:

- NEDs (excluding the Chair and Vice Chair) are contracted for no more than four days per month.
- WAST's meeting schedule includes at least seven board meetings, six board development sessions, and at least 27 committee meetings with membership of those divided amongst the Vice Chair and six NEDs². Many of those meetings are held over a full day.
- In addition to meetings and development sessions, NEDs also have preparation time, and attend site visits, roadshows, and long service award events where possible.
- In 2024 four new NEDs were appointed to the Board, two of whom were given responsibility for chairing high profile committees. There was a desire to avoid overloading new NEDs with too many commitments because of this.

(c) Whilst the rationale for setting the quorum was sound, there were occasions during 2024/25 when only two NEDs were available to attend committee meetings. Feedback following such meetings highlighted the significant burden placed on those two NEDs, particularly when one was also chairing.

(d) An increase in the quorum to three NEDs was considered for 2025/26, along with a proposal to raise committee membership to four NEDs to provide resilience. However, due to the number and frequency of meetings, and the contractual availability of NEDs, this was not considered practical based on the current committee structure and commitments.

(e) Consideration was also given to maintaining a membership of three NEDs whilst but increasing the quorum to three, but this time carries the risk that meetings will be cancelled at short notice.

(f) Instead, terms of reference have been updated to reflect the expectation that three NEDs will attend wherever possible. The quorum will remain at two for the time being, to minimise the risk of having to cancel meetings due to insufficient attendance.

¹ Terms of reference of board committees have been amended this year to clarify this position.

² Other than the Remuneration Committee, the Trust Board Chair has a standing invitation to committee meetings but is not a member.

- (g) The People and Culture Committee has a membership of four NEDs, but this is a historical position other than the need for increased membership and will be reviewed in the next phase set out below.

Academic Partnerships Committee

- (h) Following the successful achievement of University Trust Status, this committee (originally established to support that ambition) has naturally reached a point where its purpose requires refocus and revitalisation. While the committee has continued to provide oversight of research, its broader direction has lacked clarity.
- (i) This provides an opportunity to consider whether oversight of the Trust's strategic objective to "be at the forefront of innovation and technology" justifies retaining this committee - with a revised name and focus - or whether this work, along with research and our University Trust ambitions, can be pursued through alternative opportunities elsewhere.
- (j) To allow time for this to be considered the committee reduced its meeting schedule to three meetings in 2025/26, with a further discussion planned for July 2025. Accordingly, the terms of reference and cycle of business of this committee have not been amended or refreshed for 2025/26 as yet.

Frequency of Meetings

- (k) Discussions took place during effectiveness reviews on the merits of changing the frequency of the quarterly meetings in particular. This included moving some to bi-monthly, or to be held over two half days. Most felt however that given the breadth of delegated responsibility for some of the committees, meeting for what is often a full day a quarter – particularly for QUEST and the People and Culture Committee – is not onerous and is often appropriate.
- (l) In addition to the time considerations for NEDs outlined above, the time commitment required from Directors and their teams must also be considered. While preparation for and attendance at committee meetings is a key part of a Director's role, it can place considerable demands on their time if meetings are not run efficiently and effectively.
- (m) There is an opportunity to consider meeting frequency as we take a more detailed look at the delegated responsibilities. The Trust Standing Orders requires that the board holds at least six ordinary meetings a year, therefore coordinating committees around these will be key

29. **Further considerations will be brought to ARAC in Q2, with the aim of reflecting the factors outlined above and ensuring that delegated responsibilities are distributed across the committees in an equitable and manageable way.**

Effectiveness of Committees in 2024/25

30. Notwithstanding the further work to be carried out above, ARAC is asked to review whether the outputs of the committees provide assurance as to their effectiveness for 2024/25. Each annual report sets out the committee’s views on its effectiveness based on feedback from members, reflections throughout the year, the extent to which it has delivered its work programme and met as schedule.

31. The annual reports of each committee are attached as follows:

- **Annex 5** – Academic Partnership Committee
- **Annex 6a** – Charity Committee
- **Annex 7a** – Finance and Performance Committee
- **Annex 8a** – People and Culture Committee
- **Annex 9a** – Quality, Patient Experience and Safety Committee
- **Annex 10a** – Remuneration Committee

Feedback

32. The individual annual reports reflect the position of that particular committee, however the feedback from all can be summarised below:

Theme	Summarised Comments
Enhancing Report Writing and Assurance	<p>Clarity and Structure Required</p> <ul style="list-style-type: none"> • Standardised templates and formats • Use of clear and simple language • Clear executive summaries • Writing guidance giving clear expectations on breadth, depth, and purpose of reports • Reference alignment to strategic plans and key strategic objective including long term wellbeing objectives • Concise, outcome-focused reports with actionable recommendations • Clear work programme to make report writing predictable • Better understanding of the role of committees and the board in the MIQPR <p>Brevity and Alternative Formats</p> <ul style="list-style-type: none"> • Alternative to the SBAR • Shorter, more succinct reports • Use of presentations, short videos, or visuals to reduce paper load • Deep dives and fewer reports per meeting to allow for quality discussions • Clear identification of key stats and data points

Theme	Summarised Comments
	<p>Improving Assurance Processes</p> <ul style="list-style-type: none"> • Triangulation of assurance metrics across reports • Avoidance of duplication with other committees • Consideration of workload and competing priorities of report writers • Clarity of outcomes and expected benefits both qualitative and quantitative • Better data flows to drive dashboard reporting <p>Enhanced Engagement and Discussion</p> <ul style="list-style-type: none"> • Take papers as read and give more time for questions • Continued feedback for improvements to papers from NEDs and other members • Encouraging interactive discussions over lengthy papers • Pre-meeting questions to tailor reports and discussions effectively • Reflection on long-term impact and improvements based on past experiences • Review frequency with the aim of shortening meetings
<p>Strengths of Committees</p>	<p>Chairing and Governance</p> <ul style="list-style-type: none"> • Reports of excellent and inclusive chairing across committees • Well-structured and manageable agendas • Clear high-level reporting that identifies key risks and milestones • Strategic rather than operational focus <p>Engagement and Discussion</p> <ul style="list-style-type: none"> • Open and free-flowing discussions • Respectful and constructive challenge • Strong participation and commitment from members • Balanced approach between compliance and creativity <p>Use of Data and Stories</p> <ul style="list-style-type: none"> • Effective use of patient/staff stories for context • Good mix of data-driven and experience-based discussions • Strong focus on governance and compliance without losing sight of impact • Opportunity for reflection and sharing best practices
<p>Areas for Improvement</p>	<p>Refining Focus and Scope</p> <ul style="list-style-type: none"> • More strategic focus, reducing operational deep dives • Clearer links between committee discussions and strategic priorities • Focusing on "so what" rather than just reviewing data • Ensure alignment with innovation, digital, and transformation goals <p>Agenda and Meeting Efficiency</p> <ul style="list-style-type: none"> • More manageable agendas with fewer reports per session • Prioritisation of key topics, with themed meetings for deeper exploration • Shorter meetings or consideration of splitting long meetings across multiple days • Reduce duplication and unnecessary rehashing of reports <p>Enhancing Assurance and Impact</p> <ul style="list-style-type: none"> • Better understanding of how reports translate into decision-making • Stronger linkage between assurance processes and long-term impact

Theme	Summarised Comments
	<ul style="list-style-type: none"> • Continued learning from external sources <p>Membership and Representation</p> <ul style="list-style-type: none"> • Review membership to ensure appropriate representation • Ensure diversity of voices and perspectives, including corporate teams • Encourage participation from all members while avoiding information overload <p>Use of Reports and Presentations</p> <ul style="list-style-type: none"> • Allow reports to be "taken as read" with more time for discussion • Mandate shorter, more concise reports • Ensure clarity on report expectations and standard formats • Use of dashboards and better data visualisation tools

33. ARAC will note some contradictions in the feedback, which is to be expected given the varied roles and perspectives of survey participants. Nonetheless, recurring themes in the effectiveness reviews each year include the need for a more strategic focus, shorter and more concise papers, more efficient meetings, and greater brevity in reports and presentations.

34. A number of changes to operating arrangements are proposed following the above feedback and they are set out at **Annex 11**. These changes will be incorporated into the Corporate Governance Local Directorate Plan, and it is proposed that ARAC monitor the progress against these actions bi-annually. Additionally, we recognise the need for a revised approach to minute-taking, and a new, more consistent approach will be introduced across all committees and the board, with minutes reduced in volume and focused on capturing key points of challenge, actions, and decisions. Minutes will be produced in a timely manner for review by the Chair and Executive Leads.

35. While the changes set out in Annex 11 will have an impact, delivering meaningful improvement on the recurring themes identified in effectiveness reviews ultimately relies on the collective efforts of report writers and committee members. Everyone involved has a role to play particularly in welcoming constructive input from NEDs and other committee members where reports may not fully meet expectations and in responding to the feedback. This is a shared endeavour, and colleagues are encouraged to reflect on how they can contribute to more efficient and impactful governance.

36. A progress report against the changes ARAC and the board agreed to following the 2023/24 effectiveness reviews is attached at **Annex 12** for completeness and for onward assurance to the board. One area which has not been progressed as expected in 2024/25 is the board holding meetings in other locations through the year. Whilst there have been other opportunities for board members to undertake visits and triangulate assurance such as CEO roadshows and long service awards, the physical board meetings have remained static in Cardiff this year. Further work will be done in

Q1 for consideration by the board taking account of opportunities to combine meetings with other events and structured visit schedules.

Work Programmes

37. Each committee's cycle of business dictates a large portion of the agenda, together with the action log and a forward planner. Agenda setting meetings are held with the Committee Chair, Executive Lead(s) and Director of Corporate Governance/Board Secretary around ten days after a meeting. This ensures the agenda is commissioned to a high standard, that the potential for a themed meeting can be considered, novel or one-off reports can be discussed and focus honed, timing and mode of presentation agreed.
38. At each meeting, a monitoring report is presented to highlight any items in the work programme that have been deferred. Where deferrals occurred during the year, these are agreed at agenda-setting meetings and/or brought to the committee's attention. Despite occasional adjustments, it is important to recognise the significant volume of work progressed by all committees during 2024/25. As reflected in their annual reports, this represents a considerable achievement and is testament to the commitment and diligence of those involved in supporting effective governance.
39. At each of the People and Culture Committee and QUEST Committee meetings a staff or patient story is presented, alongside an update on any learning or actions from the story at the previous meeting. The Charity Committee and Academic Partnership Committee have also heard lived experiences this year. Those who attend to present their stories are sent a letter of thanks from the Chair of the committee, including one to a deaf service user following the February QUEST meeting which was translated into British Sign Language for that individual.

Reporting

40. Each committee reports to the board by way of a AAA (alert, advise, assure) report which is circulated to the board and the committee as soon as possible after the meeting. The AAAs form part of the next board and committee meeting pack of papers and are uploaded to the Trust website within 14 days of the meeting. The items raised in these reports are drawn through the board discussions by Committee Chairs. WASPT reports to the People and Culture Committee on a AAA with that committee reflecting the work of WASPT in its own report to the board.
41. Committees that have sub-committees (Charity Committee and People and Culture Committee) are receiving regular AAA reports. Reviews of the operating arrangements for the Bids Panel and Bursary Panel will be conducted in 2025/26.

Changes to Terms of Reference

42. Each committee reviewed its terms of reference and are proposing changes - some being more material than others. Committee terms of reference are attached as follows (noting the marked up versions are in the reading room, and the Academic Partnership Committee review will take place as explained above):

- **Annex 6b** – Charity Committee
- **Annex 7b** – Finance and Performance Committee
- **Annex 8b** – People and Culture Committee
- **Annex 9b** – Quality, Patient Experience and Safety Committee
- **Annex 10b** – Remuneration Committee

43. Changes include the following:

Theme	Summarised Comments
Changes made to all terms of reference	<ul style="list-style-type: none"> • Inclusion of a strategic development and delivery section where appropriate, intended to foster a focus on ‘what good looks like’ for the strategic objectives within the remit of the committee • Consideration of our duties under the Wellbeing of Future Generations (Wales) Act 2015 and in particular the WAST wellbeing objectives • Further explanation of the membership requirements under Standing Orders as set out above and some changes to how this is reflected in the membership section • Changes to placement and slight adjustment of wording of standard elements • Retention of a quorum of two NEDs, but inclusion of the recommendation that all meetings are attended by three NEDs for robust discussion and effective oversight
Charity Committee	<ul style="list-style-type: none"> • Inclusion of distinction of charitable funds and exchequer monies • Strengthening of the strategy and fundraising sections given the maturity of the committee • No changes to membership proposed
Finance and Performance Committee	<ul style="list-style-type: none"> • Inclusion of the commercial development plan and framework, and wellbeing objectives • Introduction of an infrastructure section and movement of some of the elements of estates and fleet • Movement in the document of some of the digital systems and strategy section to avoid duplication • Clarity on the endorsement of business cases and contract awards over the delegated limit of £500K, and consideration of post-implementation reviews of those for key learning. This will be factored in as a prompt at agenda setting where appropriate

Theme	Summarised Comments
	<ul style="list-style-type: none"> No changes to membership proposed, other than the Head of Commercial to be a prescribed attendee on appointment
People and Culture Committee	<ul style="list-style-type: none"> Re-ordered to reflect the three Cs of the People and Culture Plan – culture, capability and capacity Specific reference to assurance on: <ul style="list-style-type: none"> Volunteers Right resources and skills mix Leadership development and succession planning Commissioning intentions for training and education No changes to membership proposed
QUEST	<ul style="list-style-type: none"> Re-ordered to reflect the Health and Care Quality Standards Assurance on the Trust’s quality management system Clarification on a number of areas Specific authority to approve the annual clinical audit plan No changes to membership proposed
Remuneration Committee	<ul style="list-style-type: none"> Clarity on the consideration of the CEO’s objectives and cascading to the Executive Leadership Team No changes to membership proposed
WASPT (not yet approved but discussed in the March 2025 meeting)	<ul style="list-style-type: none"> Inclusion of duties under the Social Partnership and Procurement (Wales) Act 2023 Inclusion of the authority to use Chair’s Action where appropriate Clarity on publication of papers for the meeting and pre-meet for Trade Union Partners No change to membership proposed

Cycles of Business

44. Cycles of business for committees have been updated with the revisions to the terms of reference and approved. These have been shared with the report writers alongside the deadline of dates for each committee

2024 Audit Wales Structured Assessment

45. The Audit Wales Structured Assessment 2024 noted the following with respect to the board and its committees:

“The Trust continues to have an integrated and well-functioning committee structure”.

“We found that Board and committee meetings continue to be conducted appropriately and effectively with good coverage of key issues and risks.”

"The Board and its committees continue to receive generally good quality information to support effective scrutiny, support, and challenge."

"Our observations of Board and committees found that meetings run well. The Board and committees follow agreed processes...."

"The Board places an increasing reliance on the assurances provided by the committees, which has led to shorter public Board meetings. The Trust recognises it must remain mindful of clearly demonstrating to the public that sufficient scrutiny has taken place during committee meetings".

46. With respect to Committee Chairs and NED members, the Structured Assessment noted:

"Meetings are well-chaired and there is good discussion with an appropriate level of challenge around operational risks and issues."

"We are aware that Non-Executive Directors did not meet regularly as a group in the first half of 2024, but positively, we note that these have recently resumed."

Committee Priorities

47. Most committees set priorities for 2024/25 other than the Remuneration Committee and WASPT. Progress against priorities is reported at each meeting and those priorities inform the agenda setting also. Good progress has been made on committee priorities as set out in their individual annual reports.

48. Where appropriate committees will set their priorities for 2025/26 during their May meetings, and these will be reported to the board in due course. These are monitored at each meeting by the committee.

RECOMMENDATION

49. The recommendation is set out above in the executive summary.



AUDIT, RISK AND ASSURANCE COMMITTEE ANNUAL REPORT 2024/25

INTRODUCTION

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, Committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The committee met on 06 March 2025 and through a facilitated discussion reviewed its effectiveness, its terms of reference, and its operating arrangements. This Annual Report reflects on the effectiveness of the committee in 2024/25 and proposes changes to terms of reference.

PURPOSE OF THE COMMITTEE

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

MEMBERSHIP AND ATTENDANCE

6. The committee met six times in public and four times in private session as scheduled in 2024/25 and was quorate on each occasion. Pre-meets were held with the Chair and Auditors.
7. In 2024/25 the Committee was supported by the Chair and three Non-Executive Directors (NEDs) as members, and several prescribed attendees with good attendance. In year the NED composition of the committee changed, to reflect the changed composition of the Trust Board. Professor Kevin Davies and Joga Singh left the Trust Board and therefore the committee.
8. Following her appointment in late 2024 as a NED, Rhiannon Beaumont-Wood was appointed to the committee as a member effective 01 January 2025. As at year end of the committee membership is Peter Curran, Ceri Jackson and Rhiannon Beaumont-Wood.
9. The chart below illustrates attendance of members and prescribed attendees as listed in the terms of reference for 2024/25. Audit Wales and Internal Audit were in attendance and the committee welcomed non prescribed attendees at various meetings. The Chief Executive Officer attended three meetings in 2024/25.

COMMITTEE ATTENDANCE						
Name	30 April 2024	7 June 2024 ¹	10 July 2024 ²	12 Sep 2024 ³	21 Nov 2024 ⁴	6 Mar 2025
Peter Curran						
Kevin Davies						
Joga Singh						
Ceri Jackson						
Rhiannon Beaumont-Wood						
Chris Turley						Ed Roberts
Audit Wales	Fflur Jones ⁵	Fflur Jones	Yvonne Thomas	Fflur Jones ⁶	Fflur Jones	
Julie Boalch						
Judith Bryce					Jon Sweet	
Christian Fox						
Angie Lewis						
Carl Kneeshaw						
Osian Lloyd					From Item 7	
Trish Mills						
Liam Williams					J Turnball-Ross	Wendy Herbert

¹ Jason Killens and Jonny Sammut joined this meeting

² Jason Killens and Rachel Marsh joined this meeting

³ Jason Killens and Rachel Marsh joined this meeting

⁴ Bethan Evans, Non-Executive Director joined this meeting to ensure quoracy as new NED membership is implemented

⁵ Darren Griffiths and Amy Lord also attended

⁶ Gareth Lucy also attended

COMMITTEE VIEWS ON EFFECTIVENESS

Feedback from membership

10. In previous years, members of the committee were asked to complete the extensive NAO Audit and Risk Assurance Committee Effectiveness Toolkit questionnaire. Recognising the need for a more engaging and efficient process, the committee adopted a new approach for the current effectiveness review, commencing in April 2024.
11. This year, a smaller subgroup of ARAC members met throughout the year to proactively address the 180 questions in the toolkit by identifying and addressing any gaps in advance. This preliminary work aims to streamline the effectiveness review by allowing the committee to focus on key areas of improvement and maintain continuous oversight of their responsibilities.
12. At its 06 March 2025 meeting the responses to that questionnaire were reviewed. Members agreed that the responses to the questions were appropriate and spent time reviewing the three areas below in more detail.

A. Does the length of the meetings – and the volume of papers – feel onerous, or does it feel pitched correctly for the business of ARAC?

Members agreed that the Chair is consistently recognised for enabling inclusive, respectful, and well-engaged discussions, allowing all members and attendees time to raise issues. Meetings are considered appropriately timed, supported by evidence from monitoring reports and annual reviews. There is also a strong focus on scrutiny, particularly around internal audit findings and follow-up on recommended actions.

B. On ARAC specific committee induction for new members, what would you like to see included?

Committee-specific induction for new ARAC members is recognised as a current priority. While NED and Trade Union members have already received general board induction and drop-in governance sessions, there is consensus on the need for a more tailored ARAC induction, and more widely for that to be offered on all committees. It was felt the ARAC induction should focus on:

- Governance and risk, reflecting ARAC's ongoing priorities.
- Insight into audit tracker outcomes and the risk transformation programme, as part of a culture of continuous improvement.
- Use of materials like the Audit Wales update reports, which offer useful NHS-specific horizon scanning and sector insights.

- Opportunities for learning through 1:1s with the Chair and the Executive Director of Finance, both qualified accountants, to deepen understanding of financial and governance matters.

C. Do we have the right mix of skills on ARAC?

Members felt overall that the right mix of skills was present on the committee. The board has a skills matrix for members, but not individual committees. However prescribed attendees who are not part of that skills mix are selected for their skills and experience including that of governance, risk and control. It was felt that more development on the three lines of defence model and how it applies in WAST would be welcomed.

13. Changes to operating arrangements as a result of the above and further discussions as part of this review include:
 - 13.1. Discussions ensued on the timing of internal audit reports coming to committees before ARAC, however it was agreed that this was appropriate given the frequency of meetings. The Corporate Governance Team will ensure that ARAC is aware of the discussion on these internal audit reports from the committee and vice versa when they come to ARAC first.
 - 13.2. Trending on risk scores will be added to the risk management report. ARAC continues its oversight of the risk management transformation programme into 2025/26 and the introduction of risk appetite statements and the strategic BAF.
 - 13.3. The changes overall in committee arrangements (both for ARAC and other committees) would be tracked in ARAC bi-annually, rather than annually to ensure they are on track.
 - 13.4. The committee discussed the length of meetings, noting that while the current length is generally sufficient, it is important to ensure meetings do not become too long, which could impact the quality of discussion.
 - 13.5. A paper setting out a more focused understanding of where the three lines of defence sit within the organisation and their importance will be cycled in to the work programme
 - 13.6. The committee induction programme for ARAC and other committees will be rolled out as new members join.

- 13.7. Members were encouraged to use Ibabs pre-committee to add comments/feedback.

Management of the committee's work programme

14. The Committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the Committee and in this respect, it has discharged its responsibilities in providing assurance to the Board aligned to its terms of reference
15. The Committee's business in 2024/25 included the following, full details of which are in the Committee's AAA reports and minutes provided to the Board:
 - 15.1. In July 2024 the Committee **endorsed the 2023/24 Annual Accounts and the Annual Report and Duty of Quality Annual Report 2023/24** which were shortly after approved by the Board. The Audit Report (ISA 260) was also reviewed at that meeting as was the final Head of Internal Audit Annual Report and Opinion.
 - 15.2. The plan for development of the 2024/25 annual filings was received in March 2025 and endorsed.
 - 15.3. At each meeting other than in April, which is a meeting dedicated to the review of Committee effectiveness, members received an **update from Audit Wales and from Internal Audit** on their programmes of work and performance indicators (Internal Audit only).
 - 15.4. In April 2024 the committee received the **Audit Wales Annual Report** for the 2023/24 financial year. The report summarised the findings from the 2023 audit activity which included the audit of the 2022/23 annual report and accounts, the 2023 Structured Assessment, the national workforce review and the Trust's workforce planning arrangements. The 2024 Audit Wales Audit Plan was received in April as well.
 - 15.5. At its meeting in March the committee received the **Annual Audit Wales Report for 2024/25**, which summarised all of the pieces of work completed during the year, including the accounts audit, the Cost Savings Arrangement report, the Quality Governance Follow Up Review, and the 2024 Structured Assessment.
 - 15.6. The following **Internal Audit Reports** were presented by Internal Auditors and discussed by this committee. They were also reviewed by the committees with specific remits over the subject area. The list below

includes a mix of 2023/24 and 2024/25 Internal Audits, as the 2023/24 internal audit programme reporting was completed in year:

- Risk Management and Assurance
- Seatbelt Action Plan
- ICT Contract Management
- Volunteers Governance
- Disciplinary Case Management: Compassionate Practices
- Follow Up Action Tracker Review
- Clinical Audit
- Resourcing Policy
- Integrated Quality and Performance Management Framework
- Overtime Controls
- Data Quality
- Vehicle Accident Management
- Exposure to Fumes
- Patient Experience and Community Involvement
- Rollout of Pentrox
- 111 Digital Operations
- Energy Management

15.7. The **2025/26 Internal Audit Plan was approved** by the committee in March 2025, as was the Internal Audit Charter and fee.

15.8. In November 2024 the Audit Wales Update presented the **WAST 2024 Structured Assessment**, along with the **Review of Cost Savings** audit report. Both of these reports were positive, and members received significant assurance from the opinions given. The committee commended the Trust on the positive nature of the reports

15.9. In March the committee received the **Audit Wales Follow Review of Quality Governance Arrangements**, completed in year. The management responses to the new recommendations were considered positive and comprehensive, and the approach to revised actions for the previously closed recommendations was commended.

15.10. Two areas of **non-compliance with the standing orders** were discussed and escalated to the Board in Spring 2025. The Committee was assured that both areas were being appropriately addressed in a timely way:

- The first related to the approval of the minutes from the 2023 Annual General Meeting (AGM). Standing Order 7.2.7 requires that "A record of the meeting shall be submitted to the next ordinary meeting of the

Board for agreement". It was identified in Autumn 2024 that this had not been the case for the 2023 AGM minutes (which were taken to the 2024 AGM for approval). This oversight was corrected for the 2024 AGM, and the minutes were approved by the board in November 2024.

- The second related to non-compliance with the standing orders in regard to a procurement contract award having been made without the required sign-off by the board, as the financial limit exceeded the Chief Executive's delegated financial limit. This matter was brought to the attention of the board via the request for Chair's Action in early 2025 and the mitigating actions for strengthening internal processes to ensure future compliance with standing orders were provided.

- 15.11. Amendments to **Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation** were reviewed and endorsed for the Board.
- 15.12. The committee has oversight of the **Trust's Policy work plan** and in year received updates on the progress against the work programme to clear the backlog of outdated policies. In November the committee heard that a re-evaluation of the policy priorities has been undertaken with the Executive Leadership Team and a revised work programme will be established or 2025/26. In March the committee heard that 46% of the policies identified as a priority for review were now within their review date; which was a significant improvement on the 14% reported in July 2023.
- 15.13. The committee approved the **All-Wales Procedure for Recovery of Overpayments** via Chair's Action.
- 15.14. In April 2024 the committee reviewed the **self-assessment against 2017 Governance Code** and noted that there were no areas where the Trust did not comply. The committee reviewed the self-assessment against the code and were assured that the Trust complies with all elements.
- 15.15. The committee terms of reference require it to receive assurance on the **arrangements for whistleblowing** at the Trust, and it received an update in September. Assurances were received by way of a report from the Chair of the People and Culture Committee on the Speaking up Safely arrangements at the Trust.
- 15.16. The committee's terms of reference require it to receive assurance on the **arrangements for near miss reporting** at the Trust. Assurances were

received in November by way of a report from the Chair of the Quality, Patient Experience and Safety Committee on the near miss arrangements which noted that it will committee will continue to monitor this maturing area by way of the Putting Things Right Report.

- 15.17. At each meeting of the committee a report against the organisational **Audit Tracker** was received – Tracker 2.0. The committee received updates regarding development of Tracker 3.0 and improved reporting, which will continue into 2025/26. Directors whose actions were on the third and final date have appeared at the committee to provide assurances on closure plans.
- 15.18. In March 2025 the committee received an update regarding the work on the **committee specific induction programme**.
- 15.19. In November an update was received regarding the **implementation of the Quality and Performance Management Framework (QPMF)**, with the related internal audit report. The committee agreed that it was sufficiently assured of the progress of implementation of the Framework to transfer oversight of continual effectiveness to the Finance and Performance Committee.
- 15.20. Other than in April, the **losses and special payments** report is received at each meeting of the Committee. Likewise, **the Local Counter Fraud** update report and **tender and single tender waiver** reports are taken in private session.
- 15.21. In March 2025 the committee received assurance from the Chair of the Quality, Experience and Patient Safety Committee that the **2025/26 Clinical Audit Plan** had been approved and was being monitored quarterly by that committee.
- 15.22. The **Register of Interests and the Register of Gifts and Hospitality** was received in April 2024. The committee noted the next stage for the development of the Trust's register which is for the cohort of decision-makers to be held centrally and published throughout 2024, which has now been completed.
- 15.23. A **risk management and Board Assurance Framework (BAF)** report was provided to each meeting. In year the committee received detailed reports and presentations on the development of the Risk Transformation Programme, in partnership with BDO. This work is considering the development of a strategic BAF, the development of a series of strategic risks, the development of risk appetite statements, and the options

available to reposition the Trust's highest scoring risks, risks 223 and 224. The final key area of this work is the implementation of a digital solution that is needed to underpin the enterprise risk and strategic risk management arrangements. The committee heard that in December and February 2025 the Board met with partners BDO to further this work.

- 15.24. In March the committee were introduced to the **Integrated Governance Programme**. The committee heard that the aim is to replicate good governance principles from the board and committee level, throughout the entire organisation, ensuring a flow of assurance from floor to board. The mapping of governance structures was received, and this serves as the 'single source of truth' for the Trust, and a baseline for the Quality and Performance Management Framework. The programme includes tiering principles setting out the rules of establishment and operating arrangements to streamline processes. The programme is a two to three-year initiative, with the next steps including the development of a handbook and further refinement of the governance structures.
- 15.25. In March the committee received the **Impact Assessment** Signpost document for information. This document will be linked to the new front covers to ensure decisions are made following the appropriate impact assessment process.
- 15.26. Member **reflections** after each meeting were as follows:
- In June, the committee reflected that despite capacity limitations, the future goals regarding scrutiny and assurance are optimistic and supported. They appreciated the pre-meetings with the Chair and auditors, as well as the display of quality improvement during the pre-meetings involving the committee Chair and Non-Executive Director;
 - In July, the committee reflected that the spirit of collaborative with which the Trust, Audit Wales, and Internal Audit work to on the end of year reports, providing additional confidence and assurance for all parties;
 - In April, the committee reflected that the reports were succinct and recognised the collective effort of all members of the teams that supported the chairs in their review of the effectiveness of their committees. The hybrid nature of the meeting was not as effective for those in the room given the configuration of the IT, however an action was agreed to review instructions for their use in all meeting rooms. The meeting was well chaired;
 - In September, the committee reflected that the partnership working between the Trust and Internal Audit and Audit Wales was

evident. They welcomed the maturing journey with respect to risk and the lens on all areas of audit, of risk and of assurance for this meeting in line with the Committee's name change;

- In November, the committee reflected that the hybrid meeting worked well again, with chat kept to a minimum which was appreciated. Directors attending for assurance on third revised dates and their candid comments was seen as positive, and a good discipline for the committee to receive assurance. Members felt the meeting focused on key areas and that papers and presentations were of good quality. Audit reports were positive; however, members recognise resource and capacity issues will continue to be challenging, particularly over the coming months.
- In February, the committee reflected that extensive ground had been covered during the meeting and the high quality of the reports was commended. There was robust and constructive challenge and support from internal and external audit colleagues, which aids the committee's effectiveness and provides the necessary assurances. The significant contributions and reports prepared from various colleagues were noted. Additionally, members felt that the hybrid format worked well.

15.27. The 2024/25 Committee **cycle of business** was approved.

15.28. In year, the Chair took a different approach to **committee effectiveness** and conducted quarterly discussions regarding committee effectiveness, in line with the structure of the National Audit Office Toolkit, rather than waiting under year end to hold the discussion. The output of these discussions of continual effectiveness reviews were consolidated and received at the March 2025 meeting. At the May 2025 meeting committee also reviewed the **annual reports and endorsed changes to terms of reference** for all Board Committee and Advisory Groups.

15.29. The **Committee's priorities for 2024/25** are reviewed at each meeting and a more detailed update appears later in this report. The Committee also reviews progress against its cycle of business at each meeting.

15.30. The Chair gave regular updates regarding the activity of **the All Wales Audit Committee Chairs Network**. At the September meeting the terms of reference for this group were received.

16. The Board received a highlight (AAA) report from this Committee by email circulation following each meeting which included alerts, advice, and areas of assurance. This AAA report included reporting at a high level of matters taken in private session.

17. The Committee is not serviced by any Sub-Committees or task and finish groups that this time.

PROPOSED CHANGES TO THE TERMS OF REFERENCE

18. The proposed changes to terms of reference for this committee for 2024/25 are marked up in **Annex 1** and include:

- 18.1. The purpose section has been amended to include a responsibility to take account of the Trust's wellbeing objectives.
- 18.2. The integrated governance programme has been incorporated into the terms of reference.
- 18.3. Removal of the need to approve the Annual Quality Report, which will be endorsed by the Quality, Patient Experience and Safety Committee ahead of approval by the board.
- 18.4. The ability for the committee to meet in private without management has been clarified.
- 18.5. Clarification on membership nomenclature
- 18.6. Emphasis on the need for three Non-Executive Directors over and above the quoracy requirements

COMMITTEE PRIORITIES

Priorities for 2024/25

19. The Committee received an update on progress against its priorities at each meeting. The 2023/24 priorities were:

Priority	Progress
Monitor the development of the Committee specific induction programme.	This priority has been delivered. A substantive update was received on this at the March 2025 meeting of the committee and the approach agreed. Additionally, a joint board and committee Chairs and Trade Union retrospective induction took place on 12 June and a committee

Priority	Progress
	member governance overview drop took place in August and September 2024.
Carry-over from 2023/24: Oversight of the development and implementation of the Quality & Performance Management Framework	This priority has been delivered. At the November 2024 meeting of the committee, it received a position update on the progress against the Quality and Performance Management Framework (QPMF), with the related internal audit report. The committee confirmed its assurance on the implementation of the QPMF and noted that oversight of the ongoing effectiveness of the Framework will be overseen by the Finance and Performance Committee (FPC)

Priorities for 2025/26

20. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. The committee will do so at its May 2025 meeting, and these will be provided to the board at its May meeting.
21. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.



AUDIT, RISK AND ASSURANCE COMMITTEE

TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2025/26

1. INTRODUCTION

- 1.2 The Trust's Standing Orders provide that *"The board may and, where directed by the Welsh Government must, appoint committees of the Trust either to undertake specific functions on the board's behalf or to provide advice and assurance to the board in the exercise of its functions. The board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees"*.
- 1.2 In line with Standing Orders, the board shall nominate annually a committee to be known as the **Audit, Risk and Assurance Committee**. The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.
- 1.3 The board committees play an important role in supporting the board in fulfilling its responsibilities by:
- providing advice on strategic development and performance within the terms of reference;
 - undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Trust's strategic goals;
 - carrying out specific responsibilities on the board's behalf; and
 - providing a forum where ideas can be explored in greater detail than board meetings are able to allow, providing time and space to consider issues in greater depth.

Regular and timely reporting and escalations to the board on the issues within the committee's remit allow for more focused discussions.



2. INTRODUCTION

- 2.2 The purpose of the committee is to advise and assure the board and the Accountable Officer on whether effective arrangements are in place - through the design and operation of the Trust's system of assurance - to support them in their decision taking, and in discharging their accountabilities for securing the achievement of the Trust's objectives, in accordance with the standards of good governance determined for the NHS in Wales.
- 2.3 Where appropriate, the committee will advise the board and the Accountable Officer on where, and how, its system of assurance may be strengthened and developed further.
- 2.4 The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.
- 2.5 The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.
- 2.6 In alignment with the Wellbeing of Future Generations (Wales) Act 2015, this committee will adopt a long-term perspective in its deliberations and decisions. The committee will consider the broader implications of its actions, particularly in relation to the three wellbeing objectives established by the



trust in order to contribute positively to the wellbeing of future generations. These objectives are: 1) being a socially responsible and inclusive employer, 2) fostering an innovative and sustainable organization, and 3) ensuring we are a proactive, accessible, and equitable care provider.

3. DELEGATED RESPONSIBILITIES

- 3.1 With regard to its role in providing advice to the board, the committee will comment specifically upon:
- (a) the adequacy of the Trust's strategic governance and assurance arrangements and processes for the maintenance of an effective system of good governance, risk management and internal control across the whole of the organisation's activities (both clinical and non-clinical) designed to support the public disclosure statements that flow from the assurance process, including the Annual Governance Statement, providing reasonable assurance on:
 - (i) the organisation's ability to achieve its objectives.
 - (ii) compliance with relevant regulatory requirements, standards, quality and service delivery requirements and other directions and requirements set by the Welsh Government and others.
 - (iii) the efficiency, effectiveness, and economic use of resources; and
 - (iv) the extent to which the organisation safeguards and protects all its assets, including its people,and to ensure the provision of high quality, safe healthcare for its citizens:
 - (b) the board's Standing Orders and Standing Financial Instructions (including associated framework documents, as appropriate) and receive a report from the Director of Corporate Governance/Board Secretary on any non-compliance.
 - (c) the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, the ISA 260 Report 'Communication with those charged with Governance' and managements'



letter of representation to the external auditors; the committee shall approve all financial procedures.

- (d) the Schedule of Losses and Special Payments.
- (e) the register of Single Tender Actions.
- (f) the planned activity and results of internal audit, external audit and the Local Counter Fraud Specialist (including strategies, annual work plans and annual reports).
- (g) the adequacy of executive and management's response to issues identified by audit, inspection, and other assurance activity.
- (h) proposals for accessing Internal Audit services via Shared Services arrangements (where appropriate).
- (i) anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.
- (j) any particular matter or issue upon which the board or the Accountable Officer may seek advice.
- (k) the adequacy of the arrangements for Declarations of Interests, providing an annual report to the board to this effect.
- (l) arrangements for the discharge of the Trust's responsibility as bailee for patients' property.

3.2 The committee will support the board with regard to its responsibilities for governance (including risk and control) by reviewing:

- (a) all risk and control related disclosure statements (in particular the Annual Governance Statement) together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the board.
- (b) the underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- (c) the policies for ensuring compliance with relevant regulatory, legal and code of conduct and accountability requirements.
- (d) the policies and procedures for all work related to fraud and corruption as



set out in the Welsh Government Directions and as required by the Counter Fraud and Security Management Service.

- 3.3 In carrying out this work the committee will primarily utilise the work of Internal Audit, External Audit, and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of good governance, risk management and internal control, together with indicators of their effectiveness. The committee will receive assurance on the integration and effectiveness of governance structures that span the entirety of the organisation from floor to board.
- 3.4 This will be evidenced through the committee's use of effective governance and assurance arrangements to guide its work and that of the audit and assurance functions that report to it, and enable the committee to review and form an opinion on:
- (a) the comprehensiveness of assurances in meeting the board and the Accountable Officers assurance needs across the whole of the Trust's activities, both clinical and non-clinical; and
 - (b) the reliability and integrity of these assurances.
- 3.5 To achieve this, the committee's programme of work will be designed to provide assurance that:
- (a) there is an effective internal audit function that meets the standards set for the provision of internal audit in the NHS in Wales and provides appropriate independent assurance to the board and the Accountable Officer through the committee;
 - (b) there is an effective counter fraud service that meets the standards set for the provision of counter fraud in the NHS in Wales and provides appropriate assurance to the board and the Accountable Officer through the committee and ensure all reported fraud concerns and ongoing investigations are notified to the committee.
 - (c) there are effective arrangements in place to secure active, ongoing



assurance from management with regard to their responsibilities and accountabilities, whether directly to the board and the Accountable Officer or through the work of the board's committees.

- (d) the work carried out by key sources of external assurance, in particular, but not limited to the Trust's external auditors, is appropriately planned and co-ordinated and that the results of external assurance activity complements and informs (but does not replace) internal assurance activity.
- (e) the work carried out by the whole range of external review bodies is brought to the attention of the board, and that the organisation is aware of the need to comply with related standards and recommendations of these review bodies, and the risks of failing to comply.
- (f) the systems for financial reporting to the board, including those of budgetary control, are effective.
- (g) the results of audit and assurance work specific to the Trust, and the implications of the findings of wider audit and assurance activity relevant to the Trust's operations, are appropriately considered and acted upon to secure the ongoing development and improvement of the organisations' governance arrangements.
- (h) monitor progress against the requirement of the Auditors' Management Letter.
- (i) receive and review key Trust Annual Reports e.g., Trust Annual Report (including the Annual Governance Statement) and make recommendations to the board for their adoption.
- (j) review the content of the Corporate Risk Register and obtain assurance that control measures are in place to mitigate all identified risks.

Risks and Audit

- 3.6 The committee has overall responsibility for ensuring that corporate risks are identified and are being properly managed within the Trust and that there are processes in place to address and take forward audit recommendations. Nevertheless, each risk from the corporate risk register and Board Assurance



Framework and each recommendation from the audit tracker, will be presented to an appropriate board committee who will be responsible for ensuring that the Trust is managing and progressing each item as planned. In addition, these committees will follow due process to escalate any issues to Audit, Risk and Assurance Committee for oversight, scrutiny and assurance. Regular reports will be provided to individual committees on those items for which they have responsibility for oversight and overall Trust-wide progress reports will be presented to each Audit, Risk and Assurance Committee.

- 3.7 The committee will receive assurance that management actions to address recommendations are in place via the audit tracker and receive appropriate reporting as agreed by the Audit, Risk and Assurance Committee. This committee will, where appropriate, scrutinise the impact of actions in response to audit recommendations

4 DELEGATED RESPONSIBILITIES

- 4.1 The committee is authorised by the Trust Board to investigate, or have investigated, any activity within its terms of reference. In doing so, it will have the right to seek any information it requires from any employee or inspect any books, records or documents relevant to its remit, ensuring patient/client and staff confidentiality as appropriate. All employees are directed to cooperate with any reasonable request made by the committee.
- 4.2 The committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the board's procurement, budgetary and other requirements
- 4.3 The committee is authorised to approve Trust wide policies in accordance with the policy for the Review, Development and Approval of Policies.



Chair's Action

- 4.4 There may, occasionally, be circumstances where decisions which would normally be made by the committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the committee. This is most likely, but not exclusively, to arise with respect to approval of policies.
- 4.5 In these circumstances, the Chair and the Lead Executive, supported by the Director of Corporate Governance/Board Secretary as appropriate, may deal with the matter on behalf of the committee after first consulting with at least two other Members (Non-Executive Directors).
- 4.6 The Director of Corporate Governance/Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the committee for consideration and ratification.

Access

- 4.7 The Head of Internal Audit and the Engagement Leads/Audit Manager of External Audit shall have unrestricted and confidential access to the Chair of the committee.
- 4.8 The committee will meet with Internal and External Auditors and the nominated Local Counter Fraud Specialist without the presence of officials on at least one occasion each year.
- 4.9 The Chair of committee shall have reasonable access to Directors and other relevant senior staff.



Sub Committees

- 4.10 The committee may establish sub- committees or task and finish groups to carry out on its behalf specific aspects of committee business. Formal sub-committees may only be established with the agreement of the board.

5. MEMBERSHIP AND QUORUM

- 5.1 The Trust's Standing Orders at 3.3.5 and 3.3.6 provide the rules around committee membership. That includes that the designation of Chair, definition of member roles and powers and terms and conditions of appointment are determined by the board, based on the recommendation of the Trust Chair. Executive Directors and other Trust officers cannot be appointed as committee Chairs, nor should they be appointed to serve as 'members' on any Committee set up to review the exercise of functions delegated to them. They may however be 'in attendance' as appropriate.
- 5.2 The application of these provisions means that the designation of 'members' in NHS Wales committees is applied to Non-Executive Directors. This ensures there is independent scrutiny, support and challenge, and is a relevant for quorum (see below) and – where it is required – for voting.
- 5.3 Notwithstanding the above, the 'members' and 'prescribed attendees' listed below are often referred to collectively as members or membership.

Committee Membership

- 5.4 The committee will comprise three Non-Executive Directors, one of whom will be designated as Chair, and the following prescribed attendees:
- Executive Director of Finance and Corporate Resources (Committee Lead)
 - Director of People
 - Executive Director of Quality and Nursing
 - Assistant Director of Operations, National Operations & Support
 - Director of Corporate Governance/Board Secretary



- Assistant Director of Corporate Governance and Risk
- Head of Internal Audit
- Local Counter Fraud Specialist
- Representative of the Auditor General
- Trade Union Partners (x2)
- Other Directors will attend as required by the committee Chair

- 5.5 In the absence of the committee Chair, one of those in attendance must be designated as Chair of the meeting.
- 5.6 The Chair of the Trust Board shall not be a member of the committee but may be invited to attend meetings.
- 5.7 The Chief Executive (Accountable Officer) will be invited to attend meetings of the committee and will attend to discuss the process for assurance that supports the Annual Governance Statement.
- 5.8 The committee Chair may extend invitations to attend committee meetings to other Directors and/or Senior Managers, and to officials from within or outside the organisation to attend all or part of the meeting to assist with its discussions on any particular matter.
- 5.9 The committee may also co-opt additional independent external members from outside the organisation to provide specialist skills, knowledge and expertise e.g. Wales Audit Office, Internal Audit
- 5.10 Members may send deputies in their absence who will act with their full authority. To instigate a substitution arrangement, the member of the Committee must notify the Director of Corporate Governance/Board Secretary before the day of the meeting that they are unable to attend and the name of the member who will attend as the substitute.



Quorum

- 5.11 The quorum for meetings of the committee shall be two Non-Executive Directors.
- 5.12 While only two Non-Executive Directors are required for quorum, it is strongly recommended that all three Non-Executive Director members be present at each meeting to ensure robust discussion and effective oversight. The presence of all Non-Executive Directors is crucial for fostering diverse perspectives and maintaining rigorous challenge and scrutiny. Therefore, other Non-Executive Directors of the board may be co-opted to meetings where it is not possible for all three Non-Executive Directors to attend

Member Appointments

- 5.13 The membership of the committee shall be determined by the board, based on the recommendation of the Trust Chair, taking account of the balance of skills and expertise necessary to deliver the committee's remit, and, subject to any specific requirements or directions made by the Welsh Government.
- 5.14 Non-Executive Directors shall be appointed to hold office for a period of one year at a time, (membership being reviewed by the Chairman of the board on an annual basis) up to a maximum of their term of office. During this time a member may resign or be removed by the board.
- 5.15 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the board, based upon the recommendation of the Trust Chair and, where appropriate, on the basis of advice from the Trust's Remuneration committee.

6. COMMITTEE MEETINGS

Secretariat and Support to Committee Members



- 6.1 The Director of Corporate Governance/Board Secretary, on behalf of the committee Chair, shall:
- (a) arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
 - (b) ensure the provision of a programme of organisational development for committee members, as part of the Trust's overall board development programme developed by the Director of People and Culture.

Frequency of Meetings

- 6.2 Meetings shall be held no less than quarterly and otherwise as the Chair of the committee deems necessary, consistent with the Trust's annual plan of board business and calendar of meetings. Meeting agendas, papers and minutes shall be circulated no less seven days prior to each meeting.
- 6.3 The Chair of committee, External Auditor or Head of Internal Audit may request a private meeting if they consider that one is necessary.

Withdrawal of individuals in attendance

- 6.4 The committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of particular matters.
- 6.5 The committee may meet in private – without the presence of management – where necessary.

7. RELATIONSHIPS AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 7.1 Although the board has delegated authority to the committee for the exercise of certain functions as set out within these terms of reference, the board



retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

- 7.2 The committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference.
- 7.3 The committee, through its Chair and members, shall work closely with the board's other committees, including where appropriate joint (sub) committees and groups to provide advice and assurance to the board through the:
- (a) joint planning and co-ordination of board and committee business; and
 - (b) sharing of information;

in so doing, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the board's overall risk and assurance arrangements.

- 7.4 The committee will consider the assurance provided through the work of the board's other committees and sub-groups to meet its responsibilities for advising the board on the adequacy of the Trust's overall framework of assurance.
- 7.5 The committee shall embed the Trust's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

- 8.1 The committee Chair shall:
- (a) report formally, regularly and on a timely basis to the board and the Chief Executive (Accountable Officer) on the committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports where appropriate throughout the year;



(b) bring to the board and the Chief Executive (Accountable Officer's) specific attention any significant matter under consideration by the committee; and

(c) ensure appropriate escalation arrangements are in place to alert the Trust Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Trust.

8.2 The committee shall provide a written, Annual Report to the board and the Chief Executive (Accountable Officer) on its work in support of the Annual Governance Statement, specifically commenting on the adequacy of the assurance arrangements, the extent to which risk management is comprehensively embedded throughout the organisation, the integration of governance arrangements and the appropriateness of self-assessment activity against relevant standards. The report will also record the results of the committee's self-assessment and evaluation.

8.3 The board may also require the committee Chair to report upon the committee's activities at public meetings or to community partners and other stakeholders, where this is considered appropriate, e.g., where the committee's assurance role relates to a joint or shared responsibility.

8.4 The Director of Corporate Governance/Board Secretary, on behalf of the board, shall oversee a process of regular and rigorous self-assessment and evaluation of the committee's performance and operation including that of any sub-committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Audit Committee Handbook.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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



- Quorum (as set out in section 5)

10. REVIEW

These terms of reference and operating arrangements shall be reviewed at least annually but more frequently if required.

PAPER	PRE or POST C'EE FORUM	FREQUENCY	Q1a	Q1b	Q2	Q3	Q4	LEAD	PURPOSE	COMMENT
AUDIT, RISK AND ASSURANCE COMMITTEE - CYCLE OF BUSINESS 2025/26										
For the rationale for this Committee's cycle see Note 8										
Annual filings										
Annual accounts planning and emerging issues report	ELT	Annually						EDOF	Assurance	
Annual report timetable	ELT	Annually						BS	Assurance	
Audited accounts	ELT and Board	Annually						EDOF	Endorsement	
Annual report	ELT and Board	Annually						BS	Endorsement	
Head of internal audit report and opinion	ELT and Board	Annually						Internal Audit	Assurance	
Audit report on accounts	ELT and Board	Annually						Audit Wales	Assurance	
Self-assessment against Governance Code 2017	ELT	Annually						BS	Assurance	Review of self-assessment by AC ahead of declaration of same in annual report in Q1b
Internal Audit										
Audit Plan	ELT	Annually						Internal Audit	Approval	
Internal audit reports	ELT and C'ees	Quarterly						Internal Audit	Assurance	Relevant directors to be in attendance for limited assurance reviews
Audit Wales										
Audit Plan	ELT and Board	Annually						Audit Wales	Review	SFI 3.4.1 AC must ensure cost efficient external audit service is delivered; SFI 3.4.3 AC to review plan and associated costs. Noted to Board
Update report	N/A	Quarterly						Audit Wales	Assurance	
Annual Audit Report	ELT and Board	Annually						Audit Wales	Assurance	Audit report for calendar year. Copy to Board in AAA
Structured Assessment	ELT and Board	Annually						Audit Wales	Assurance	May also be presented at other times depending upon audit plan
Other Non-Core Reports	ELT and Board	Various						Audit Wales	Assurance	Non-core reports are those outside of the Structured Assessment work and are included in the Audit Plan
Losses & Special Payments/Single Tender Waivers										
Quarterly lossess and special payments report	N/A	Quarterly						EDOF	Approval	See Note 1
Tender update report and single tender waiver request	N/A	Quarterly						EDOF	Assurance	Closed session
Counter fraud										
Counter fraud update report	N/A	Quarterly						EDOF	Assurance	Closed session. See Note 6
Counter fraud annual report	ELT	Annually						EDOF	Assurance	Closed session. See Note 6 Not to go to Board - only ARAC
Counter fraud update work plan	ELT	Annually						EDOF	Approval	Closed session. See Note 6
Standing Orders & Standing Financial Instructions										
Standing Orders & Standing Financial Instructions	ELT and Board	Annually						BS	Endorsement	Amendments to standing orders, standing financial instructions, scheme of reservation and delegation and associated schedules
Breach of Standing Orders & Standing Fin. Instructions	ELT	Ad Hoc						BS	Discussion/Assurance	
Governance Practice Notes	ELT	Annually						BS	Approval	Annual review of practice notes related to SOs and SFIs
Whistleblower, Declarations, Gifts & Hospitality										
Annual report on declarations of interest	ELT	Annually						BS	Assurance	Audit committee to provide report to Board on adequacy of arrangements for DOI annually
Report on gifts and hospitality	ELT	Annually						BS	Assurance	
Whistleblower (speaking up safely) report	TBC	TBC						BS	TBC	See Note 2
Other										
Near Miss Report	QUEST	Annually						BS	Assurance	See Note 3
Policy										
Policy report	ELT	Quarterly						BS	Assurance	Position on policies including those outstanding for review etc. See Note 4
Policies	Policy Group	Ad Hoc						BS	Approval	Policies within the purview of this Committee - see Note 5
Financial procedures	TBC	Ad Hoc						EDOF	Approval	SFI 1.1.3 all financial procedures must be approved by the EDof and Audit Committee
Risk Management										
Review of risk related elements in IMTP	STB	Annually						BS	Assurance	
Board Assurance Framework	ELT	Each meeting						BS	Assurance	
Corporate Risk Register	ELT	Each meeting						BS	Assurance	
Audit Recommendation Tracker	ELT	Each meeting						BS	Assurance	
GOVERNANCE										
Escalations from Board Committees	Board Committee	Ad Hoc						Committee Chair	Various	
Committee effectiveness reviews and annual reports	All Committees	Annually						BS	Approval	This includes the annual report and amendments to TORs for all Board Committees and WASPT
Audit Committee effectiveness review annual report	Audit/Board	Annually						BS	Approval	
Audit Committee Review of Terms of Reference	Audit/Board	Annually						BS	Approval	
Audit Committee Cycle of Business annual refresh	Audit/Board	Annually						BS	Approval	
Audit Committee Review of Annual Priorities	None	Quarterly						Chair	Review	
All Wales Audit Committee Chair's Meeting Report	AWACC	Bi-annually						Chair	Review	
Mid-year review of committee operating arrangements	n/a	Annually						BS	Review	
PROMPTS										
External Reports	n/a	As required						TBC	TBC	

Two Q1 meetings. Q1a is a governance meeting to take the Committee annual reports and other items as noted
EDOF - Executive Director of Finance and Corporate Resources
BS - Board Secretary

Cycled for each meeting
 Ad hoc item - prompt for agenda setting
 Reporting developing

1	Losses and special payments	Whilst SFIs provide for approval of these, the payments are in effect already made when they are presented to the AC. All payments are made within SFI delegated limits. Further work with DOFs and Finance Academy at the next version of the SFIs to look at whether ACs should retrospectively approve such payments.
2	Whistleblowing (SUS)	Staff can currently raise concerns through the traditional routes of line management and escalation set out in the All Wales Procedure for Raising Concerns, and through the sensitive issues function in Datix. The Speaking Up Safely framework is overseen on behalf of the board by the People and Culture Committee. Assurance on the whistleblowing (or speaking up safely) process and arrangements for special investigations to come to Audit Committee via a AAA from the Chair of the People and Culture Committee. See pages 39 and 40 of Audit Committee Handbook
3	Near Miss Report	NAO effectiveness review outcomes recommends AC reviews information on 'near misses' to help determine whether the systems in place are sufficiently robust to mitigate future risk events. Assurance to ARAC via AAA from chair of QUEST annually. Audit Committee 25 July agreed that near misses would be monitored by QUEST. It noted that QUEST receives patient safety reporting which is predominantly based on the significant and catastrophic harm with moderate harm and near misses incorporated into thematic content. A more explicit near miss reporting will be developed, however there is limited capacity in the team to do so this year given the need to deal with the core requirements of national reportable incidents, Coroner requests and the Duty of Candour. Discussions in H&S Board Development 220224 on near misses. In Datix a report of no harm is categorised as a near miss so can start looking at developing that reporting. Cycled in for once per year to revisit.
4	Policy report	Each Committee has included in their cycles of business a report on the policies in their remit and their currency. An overarching report is being developed for this Committee's oversight.
5	TOR 3.2 (a) The Committee will support the Board with regard to its responsibilities for governance by reviewing: the policies for ensuring compliance with relevant regulatory, legal and code of conduct and accountability requirements.	Key corporate policies include - Counter Fraud Policy - Charitable Funds Investment Policy - Standards of Business Conduct - Whistleblowing Policy - Public Sector Payment Policy (All Wales) - Risk Policy - Data Protection Policy - Health & Safety Policy - Information Governance Policy - Information Risk Policy - Information Security Policy
6	Local Counter Fraud	Local Counter Fraud Specialists (LCFSs) are responsible for developing the anti-fraud, bribery and corruption culture within their respective health service areas and for investigating fraud cases within their own local health trusts and boards. The Welsh ministers and the NHS Counter Fraud Authority (NHSCFA) have entered into a service agreement under section 83 of the Government of Wales Act 2006, to ensure that appropriate provision is in place to tackle all matters connected to Fraud, Bribery and Corruption. It is the role of the LCFS to ensure regular engagement and reporting to senior members surrounding the work completed within this field, with the audit committee being recognised as an appropriate recipient to the status and developments of the service. Service strands of hold to account, prevent and deter, inform and involve, and strategic governance The cycle has been developed to align with the dates for the committee set out in the terms of reference. Of note, paragraph 5.2 of the terms of reference requires the Committee's programme of work to be designed to provide assurance that:
8	Cycle of Business	a. there is an effective internal audit function that meets the standards set for the provision of internal audit in the NHS in Wales and provides appropriate independent assurance to the Board and the Accountable Officer through the Committee; b. there is an effective counter fraud service that meets the standards set for the provision of counter fraud in the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer through the Committee and ensure all reported fraud concerns and ongoing investigations are notified to the Committee; c. there are effective arrangements in place to secure active, ongoing assurance from management with regard to their responsibilities and accountabilities, whether directly to the Board and the Accountable Officer or through the work of the Board's committees; d. the work carried out by key sources of external assurance, in particular, but not limited to the Trust's external auditors, is appropriately planned and co-ordinated and that the results of external assurance activity complements and informs (but does not replace) internal assurance activity; e. the work carried out by the whole range of external review bodies is brought to the attention of the Board, and that the organisation is aware of the need to comply with related standards and recommendations of these review bodies, and the risks of failing to comply; f. the systems for financial reporting to the Board, including those of budgetary control, are effective; g. the results of audit and assurance work specific to the Trust, and the implications of the findings of wider audit and assurance activity relevant to the Trust's operations, are appropriately considered and acted upon to secure the ongoing development and improvement of the organisations' governance arrangements; h. progress is monitored against the requirement of the Auditors' Management Letter; i. the Committee receives and reviews key Trust Annual Reports e.g., Trust Annual Report, Infection Control Annual Quality Statement; Annual Governance Statement and make recommendations to the Board for their adoption; and j. the Committee reviews the content of the Corporate Risk Register and obtain assurance that control measures are in place to mitigate all identified risks.

WAST BOARD COMMITTEE REMITS – 2025/26

Quality, Patient Experience and Safety Committee

- Duty of Quality and Duty of Candour
- KPIs in remit
- Clinical & quality plans
- Health and Care Quality Standards
- Quality Impact Assessment
- Mental health and dementia standards
- Infection prevention and control
- Safeguarding
- Continual quality improvements
- Learning
- Mortality reviews
- Putting Things Right
- Clinical negligence & personal injury
- Clinical effectiveness
- Clinical audit
- Citizens voice & patient experience
- Clinical and quality governance
- Risks, audits, policies in remit

People and Culture Committee

- People & Culture plan and metrics
 - KPIs in remit
 - Trust Behaviours
 - Health and wellbeing
 - Staff & volunteer experience
 - Speaking up safely
 - Equality, diversity, and inclusion
 - Recruitment and retention
 - Trade Union relationships and partnership agreements
 - Leadership & development
 - Commissioning intentions for training and education through HEIW
 - Succession plans
 - Welsh language
 - Health and safety
 - Health and Care Standards in remit
 - Registration and revalidation
 - Partnerships and engagement
 - Risks, audits, policies in remit
- Advisory Group (WASPT) reports to this Committee

Finance and Performance Committee

- Long term strategic direction
- Long term financial direction
- Capital and revenue monitoring
- Financial sustainability
- Commercial development
- Wellbeing objectives
- Business cases and PIRs
- Compliance with statutory duties
- IMTP endorsement and delivery
- Value based healthcare
- Performance against targets set by Commissioners and Welsh Gov.
- Quality & Performance Management Framework
- Trust wide KPIs (MIQPR)
- Recovery plans for performance
- Demand and capacity
- Estates
- Fleet
- Environment and sustainability
- Digital systems
- Digital plan direction
- Information governance
- Information security
- Major Incident Plan and Business Continuity Plan
- Cyber resilience & security

Audit, Risk and Assurance Committee

- Governance and assurance
- Effective systems of good governance, risk management and internal control (including the Integrated Governance Programme)
- Board Assurance Framework
- Annual Report
- Audited financial accounts
- Standing Orders and SFIs
- Accounting policies
- Assurance processes
- Policies for reg. compliance
- Schedule of losses & special payments
- Single tender actions
- Internal audit (inc annual plan; reports; HOIA Opinion)
- Audit Wales (inc annual plan; ISA260; structured assessment; reports;
- QPMF implementation
- Audit management responses tracking and scrutiny
- Local Counter Fraud Service
- Standards of business conduct

Remuneration Committee

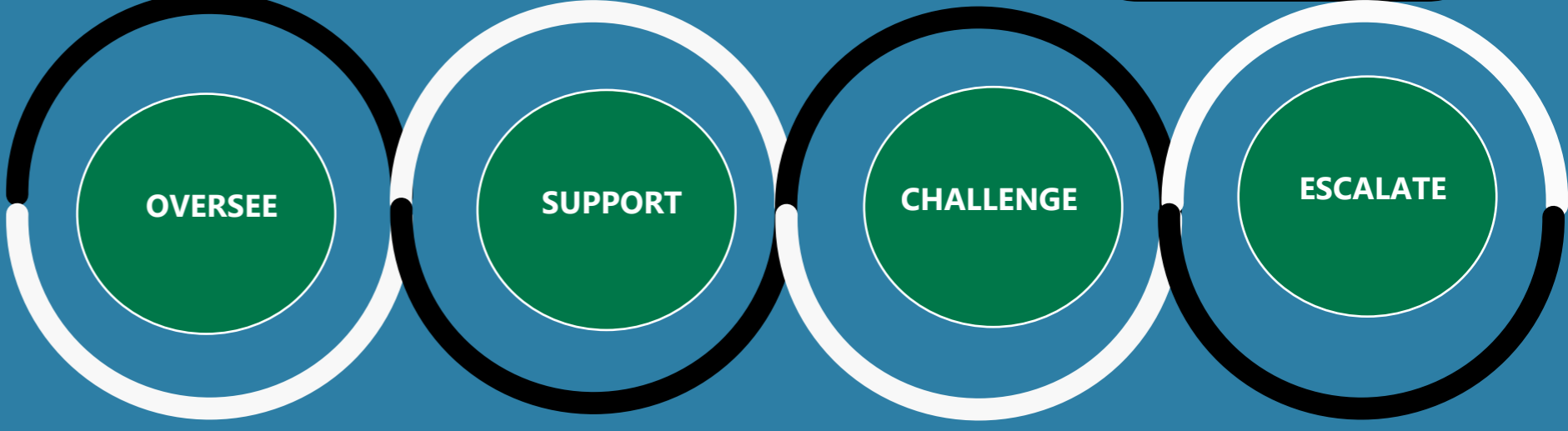
- Contractual arrangements for staff
- Appointment, termination, remuneration, terms of service and appraisal for Chief Executive; Executive Directors (including interim); Very Senior Managers
- Redundancy, VERs, Settlement settlements

Academic Partnerships Committee

- Strategic collaboration with education providers and commercial partners
- Collaboration with partners in health, social care, local authority and third sector
- University Trust Status
- Research governance framework
- Risks, audits, policies in remit

Charity Committee (Corporate Trustees)

- Charity strategic direction and development, for approval by the Corporate Trustee
- Charitable funds monitoring including systems and processes
- Review by Audit Wales of accounts
- Promote the charity
- Annual Report and Financial Accounts
- Approve expenditure over £5,000





ACADEMIC PARTNERSHIP COMMITTEE ANNUAL REPORT 2024/25

INTRODUCTION

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, committee terms of reference, and codes of governance provide that boards should routinely assess the effectiveness of their governance arrangements, of which the board's committees form an integral part.
4. The committee met on 23 January 2025 and through a facilitated discussion reviewed its effectiveness, its terms of reference, and its operating arrangements. This Annual Report reflects on the effectiveness of the committee in 2024/25 and proposes changes to terms of reference.

PURPOSE OF THE COMMITTEE

5. The purpose of the Committee set out in its terms of reference reflects the maturing University Trust Status (UTS) journey. The committee that its remit with a mixture of *scrutiny* (particularly with respect to refreshed UTS priorities, obtaining and maintaining UTS status), *partnering* (ensuring the right partners are on the Committee, that appropriate arrangements are in place with partners), *connecting* (existing and new partners to research/programmes of work in WAST), and *inquisitorial* (drilling down into elements of the priorities and other programmes where we are partnering with academic and industry to foster and promote).

MEMBERSHIP AND ATTENDANCE

6. The committee met four times as scheduled in 2024/25 and was quorate on each occasion. The Committee met in private session on three occasions in July and November 2024.
7. The committee has been supported by the Chair and three Non-Executive Directors as members, and a number of prescribed attendees. The chart below illustrates attendance of members and attendees as listed in the terms of reference for 2024/25.

COMMITTEE ATTENDANCE				
Name	23 April 2024	July 2024	18 November 2024	23 January 2025
Hannah Rowan				
Prof Kevin Davies				
Ceri Jackson				
Prof Hayley Hutchings				
Jayne Beeslee				
Estelle Hitchon				
Angela Lewis				
Carl Kneeshaw				
Andy Swinburn				
Jonny Sammut	Aled Williams			Aasha Cowey
Jonathan Turnbull-Ross				
Duncan Robertson				
Jonathan Chippendale			Kerry Robertshaw	
Prof Nigel Rees				
James Houston				Alex Crawford
Jo Kelso				
Trish Mills		Julie Boalch		
Mark Marsden				
Keith Rogers				

	Attended
	Deputy attended
	Apologies received
	No longer member

8. The membership of the committee was revised effective quarter four of 2024/25 in response to changes to the Non-Executive Director membership of the Trust Board. This includes the academic Non-Executive Director Hayley Hutchings, appointed in November 2024. Hayley attended the meeting of the committee in November 2024.

COMMITTEE'S VIEWS ON EFFECTIVENESS

Feedback from membership

9. The Committee's effectiveness was assessed through a facilitated discussion held at the meeting on the 23 January 2025, which included a review of its terms of reference and cycle of business.

Enhancing Report Writing and Assurance

- A common theme is the desire for greater use of presentations - including visuals and even short videos - as alternatives to written papers. This approach is seen as more engaging, interactive, and less burdensome for report authors, especially given current workload pressures.
- Respondents also called for brevity and clarity, with succinct summaries that clearly outline what is required from the committee. Enhancements could include a clearer purpose for each paper, better alignment with strategic frameworks (e.g., HCRW and other plans), and focused, action-oriented content.
- Other suggestions included:
 - Making the cycle of business more predictable to aid planning
 - Reassessing the SBAR format, which some find repetitive
 - Including key metrics or statistics (e.g. research participation numbers) to support decision-making.
 - Clarifying the expected breadth and depth of content, so authors can better meet the committee's needs.

Strengths of the Committee

- Feedback highlights the committee's strong and inclusive leadership, with particular praise for the Chair's ability to encourage open, respectful, and productive discussions. The Chair is commended for creating space for all voices, especially new members and observers, and for maintaining focus while allowing conversations to flow naturally.
- The committee is described as a welcoming and safe space, fostering high engagement, open dialogue, and creative thinking. Members feel motivated to attend and contribute, with the use of chat features further supporting inclusive participation.

Areas for Improvement

- Suggestions for improvement reflect a desire to refine the committee's remit, focus, and ways of working as it continues to mature. Several comments highlight the need to reassess the scope, particularly regarding innovation, digital, and cyber assurance - areas that align with strategic priorities but may not be fully embedded in other committees.
 - With a refocus on the remit, key issues to consider include revisiting membership to ensure appropriate representation; enhance education and training discussions and alignment with academic partners (particularly around undergraduate and postgraduate development); name change of the committee to follow.
10. Following the successful achievement of University Trust Status, the committee originally established to support that ambition has naturally reached a point where its purpose requires refocus and revitalisation. While the committee has continued to provide oversight of research, its broader direction has lacked clarity. Looking ahead, it is proposed to align the committee more explicitly with the Trust's strategic objective to "be at the forefront of innovation and technology". This would see the committee's remit refocused around three core pillars: research, innovation, and technology/digital.
11. This change reflects a wider board ambition to define "what good looks like" in the delivery of long-term strategic goals. For this particular objective, the emphasis for 2025/26 is expected to be primarily digital. Enabling a more coherent and integrated approach may mean transferring digital, including information governance, information security, and cyber, from the Finance and Performance Committee to this committee. The committee will also play a key role in assuring the Board that relevant frameworks - such as the HCRW research governance framework - are being effectively implemented and meet organisational requirements. Recognising existing resource constraints within the Research and Innovation Team, the potential for developing meaningful KPIs will be explored while remaining mindful of capacity.
12. To support this transitional work, the committee has endorsed a revised meeting schedule of three sessions in 2025/26, allowing time for the Executive Leadership Team to shape the refreshed remit, with a further discussion on effectiveness planned for July 2025. This was agreed by the board in January 2025.
13. Because of the above, the terms of reference and cycle of business of this committee have not been amended or refreshed for 2025/26 as yet but will be once the discussions above take place.

Management of the committee's work programme

14. The committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the committee. The committee's business in 2024/25 included:

- (a) Following the Trust's application for **University Trust Status** (UTS) this was approved effective 01 April 2024. The committee oversaw the introduction of this designation and the change of the Trust's name to the Welsh Ambulance Services University NHS Trust. Throughout the year the Committee discussed the benefits which could be borne from having UTS, and this work will continue into 2025/26. Discussions regarding benefits include how well positioned the Trust is as a learning organisation of excellence, and the importance of realising benefits which relate to quality and evidence-based practices.
- (b) The **UTS priorities** for inclusion in the Trust's Integrated Medium-Term Plan (IMTP) 2025-28 were discussed and endorsed. These included a commitment to learning, enhancing academic and industry partnerships, and establishing a centre of excellence (by 2028); all of which align to the Trust's long-term strategy 'Delivering Excellence' and the Trust's commitment to the Duty of Quality.
- (c) Hannah Rowan, Committee Chair, provided updates to the Committee in her capacity as the Trust's **Research Champion Non-Executive Director**. Additionally, in January 2025, Jayne Beeslee, Non-Executive Director who joined the Trust Board in August observed the meeting as part of her induction.
- (d) In January the committee received a lived experience from **Hayley Stevens, Advanced Paramedic Practitioner**, who attended to share her experience of undertaking the MSc in Advanced Clinical Practice and an overview of the dissertation on comparing independent prescribing to Patient Group Direction use in a general practitioner out-of-hours service: a retrospective cross-sectional service evaluation. Members commended Hayley for the significant work undertaken to translate a dissertation into a published paper.
- (e) The Committee received updates from colleagues regarding the implementation of the **Health and Care Research Wales (HCRW) Research and Development Framework**. The way in which WAST implements the ten pillars of this framework has showcased the significant amount of research and innovation underway at the Trust, however the committee recognise there is more to do on this framework to identify further opportunities to strengthen and support it at WAST.

- (f) The development of **research and innovation Key Performance Indicators** (KPIs) was discussed, and work will continue on the development of these in 2025/26.
 - (g) The Trust's approach to **Research and Innovation** was discussed, with the next steps for enhancing our capabilities considered. There was a commitment to support the integration of research strategies and objectives across all areas of the Trust to ensure that they become fully embedded into our culture and operations. The need to prioritise development of the structures and processes to support this approach were acknowledged.
 - (h) The committee continued to oversee and support the campaign for the recruitment of the **academic Non-Executive Director** on the Trust Board. As indicated above, Hayley Hutchings was appointed in Autumn 2024 effective 11 November 2024. The membership of the committee has changed to reflect this appointment as well as the planned turnover of non-executive directors on the Board.
 - (i) A spotlight session on the **innovation and the use of drone technology** was received. This discussed how the Trust is exploring the use of drone technology within its operations to enhance emergency response capabilities.
 - (j) The Committee **cycle of business** was approved.
 - (k) There are no formal **risks** on the corporate risk register for this committee, however the risks related to capacity to take forward the research and innovation agenda were discussed
 - (l) The **annual effectiveness review** was conducted in the January 2025 meeting. At this meeting the committee endorsed the proposal to meet three times in 2025/26 as opposed to four, to afford time for the Executive Leadership Team to undertake the necessary work on the remit of the committee, with a further discussion on effectiveness planned for July 2025.
15. The committee is required to promote and support the exploration of opportunities with higher and further education providers, commercial partners, and wider community partners for collaboration. The purpose of these sections 3.1 to 3.3 in the terms of reference and the way in which the committee discharges these were explored in the January meeting. A wider discussion will take place at the July 2025 meeting as part of the continued review of the terms of reference.]. The Chair of the committee, Hannah Rowan, is the Non-Executive Director Research Champion for the Trust. Additionally, Nigel Rees, the Assistant Director of Research and Innovation, is active in the research community. The

promotion of WAST is brought through to committee by the Chair's updates on the champion community and the research governance framework by Nigel Rees.

16. The board received a highlight report from this committee by email circulation following each meeting which included alerts, advice, and areas of assurance. This was also presented to the next public board meeting by the Chair of the committee.

SUB-COMMITTEES AND TASK AND FINISH GROUPS

17. The committee is not currently serviced by a sub-committee.

COMMITTEE PRIORITIES

Priorities for 2024/25

18. The Committee received an update on progress against its 2024/25 priorities at each meeting and as can be seen below progress on agreed priorities has been good: It is noted that the Committee revised its priorities mid-year from those which were agreed by the Trust Board in May 2024, and the revised priorities are included in the below table:

Priority	Progress
Clarity on the purpose and focus of the Committee to be communicated to the wider organisation.	The discussions regarding this priority will continue into 2025/26 now that the academic Non-Executive Director, Hayley Hutchings, is in post. See above regarding changes to the remit of the committee overall.
Articulating the benefits realisation of University Trust Status (UTS).	The Committee discussed the benefits realisation from UTS at its meeting on the 19 July 2024 and a follow up item was received at the Committee meeting on 18 November 2024. An update on the work to date was presented to the Committee in January 2025, and this work will continue into 2025/26.

Priorities for 2025/26

19. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. However, at this stage given the discussions due to take place in Q2 on the overall remit of the committee, it may not be appropriate to do so in 2025/26 given that the main priority will be in ensuring the scope of work, membership and programme is appropriate.



ELUSEN
Gwasanaeth Ambiwylans Cymru
Welsh Ambulance Service
CHARITY

CHARITY COMMITTEE ANNUAL REPORT 2024/25

INTRODUCTION

1. The Trust's Standing Orders and this committee's terms of reference requires that board committees evaluate their effectiveness annually and present an annual report to the Trust Board/Corporate Trustee.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of committees ensure governance remains fit for purpose.
3. Standing Orders, committee terms of reference, and codes of governance provide that boards should routinely assess the effectiveness of their governance arrangements, of which this committee forms an integral part.
4. The committee met on 14 January 2025 and through a facilitated discussion reviewed its effectiveness, its terms of reference, and its operating arrangements. This report reflects on the effectiveness of the committee in 2024/25 and proposes changes to terms of reference.

PURPOSE OF THE COMMITTEE

5. The purpose of the committee as set out in its terms of reference is to:
 - Contribute to the development of the charity's strategy and monitor its implementation.

- Assure the Corporate Trustee that charitable funds are accounted for, deployed, and invested in line with legal and statutory requirements, taking account of the public benefit guidance.
- Consider and endorse the annual report and accounts for approval by the Corporate Trustees; and
- Raise the profile and reputation of the charity within the Trust.

MEMBERSHIP AND ATTENDANCE

- The Committee met four times as scheduled in 2024/25, was well attended and quorate on each occasion.
- The Committee is supported by the Chair and two Non-Executive Directors. The Director of Partnerships and Engagement is the executive lead, and the Executive Director of Finance and Corporate Resources is the charity Treasurer. Attendance in 2024/25 was excellent as is illustrated below, and in addition the Committee welcomed guests and observers at various meetings.

COMMITTEE ATTENDANCE				
Name	4 April 2024	22 August 2024	08 October 2024	14 January 2024
Ceri Jackson				
Peter Curran				
Bethan Evans				
Hannah Rowan				
Estelle Hitchon				
Chris Turley				
Lee Brooks				
Andy Swinburn				
Liz Rogers				
Trish Mills			Julie Boalch	
Hugh Parry				
Damon Turner				
Marcus Viggers				
Julie Boalch				
Jo Kelso				

	Attended
	Deputy attended
	Apologies received
	No longer member/not member

- The membership of the committee was revised effective quarter four of 2024/25 in response to changes to the Non-Executive Director membership of the Trust Board. Peter Curran will chair the committee from April 2025/26. Additionally, the Head of Charity was in post from early October 2024 and was therefore added as a prescribed attendee from quarter three. The Fundraising Officer and the Head of Commercial, once appointed, will

also be prescribed attendees for the committee. Additions to membership for 2025/26 include the Assistant Director of Corporate Governance and Risk, and a member of the Volunteer Steering Group. It was felt the latter will help the charity realise its strategic objective to build community resilience throughout Wales, and is the first time a volunteer member has been added to a board committee.

COMMITTEE'S VIEWS ON EFFECTIVENESS

Feedback from membership

9. The committee's effectiveness was assessed through a facilitated discussion held at the 14 January 2025 meeting, which included a review of its terms of reference and cycle of business. The key views from the committee on its effectiveness were as follows: -

Enhancing Report Writing and Assurance

- To improve reporting, clear and concise papers with strong executive summaries are essential. Consistency in format should be maintained, with only annual adjustments to avoid unnecessary tweaks. Reports should clearly align with strategic plans and include evaluations of expected outcomes.
- Reports should use simple language, state clear objectives and outcomes, and highlight expected and unexpected benefits transparently. Assurance processes should reflect both patient care improvements and staff wellness initiatives while considering long-term impacts, such as the Wellbeing of Future Generations Act.

Strengths of the Committee

- The committee is well chaired, allowing for open discussions and an opportunity to share views in a safe, respectful space.
- The committee effectively balances strategic direction and governance, with robust discussions, focused agendas, and realistic meeting durations. Progress on the strategic direction has been evident in discussions and approach, with executive commitment and strong support for charity work.
- Succinct, high-level reporting provides clear risk identification, milestone tracking, and key approvals. The committee's evolution aligns with the charity's growth, ensuring engagement remains flexible and impactful. The committee has a manageable scope.

Areas for Improvement

- The committee should showcase a broader range of charitable impacts beyond staff benefits, incorporating lived experiences. A continued focus on strategy is needed, building on recent discussions.
- Equality, diversity and inclusion considerations should be embedded in decision-making and our strategic direction.
- More hybrid and in-person discussions could enhance engagement. Consideration of volunteer and commercial team membership to enhance discussion in 2025.
- Reporting should include tangible examples of how funds have benefited patients and staff. Meetings should stay strategic and avoid unnecessary detail, with task-and-finish groups handling specific deep dives.

Management of the committee's work programme

10. The Committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the committee and in this respect, it has discharged its responsibilities in providing assurance to the board and also to the corporate trustee. To ensure real-time effectiveness at each meeting the committee receives a monitoring report against the cycle of business which escalates matters for the attention of the Committee. The Committee's business in 2024/25 included:

- (a) Following the commitment to resourcing the Charity given in 2023/24 the committee received regular updates regarding the **recruitment for the Head of Charity** position. This appointment was made in Summer 2024 and David Hopkins started in post on the 07 October 2024 and attended his first meeting of the committee in October
- (b) At its meeting on 14 January 2025 an update was update was provided on achievements in the **first 100 days for the Head of Charity** and members commended the excellent progress, including the new visual identify for the charity and focused fundraising. The key priorities of the charity team over the next 15 months were endorsed, including the following key priorities for 2025/26:
 - Defining our purpose
 - Demonstrating our impact
 - Improving staff engagement
 - Making it easier to donate
 - Reviewing our Governance
- (c) **Lived experiences** from those who have benefited from charitable funds were received in year, a change implemented in 2023/24 as a result of the 2022/23 effectiveness review. The committee heard from two colleagues regarding their experiences:

- Carolyn Lewis, a well-being practitioner from the Trust's Well-being Team spoke to the committee regarding funds used to **provide holistic therapy** for Clinical Contact Centre colleagues based in Vantage Point House. The therapy chosen was a 'gong bath' (otherwise known as 'sound baths'), which is a form of meditation using sound vibrations. The feedback received from colleagues who benefitted from this therapy was overwhelmingly positive.
 - Gill Pleming, Head of Service for EMSC, shared her experience of funds used for **Zen Rooms** for colleagues based in Vantage Point House, Ty Elwy, Snowdon House, Thanet House, Llangunnor and Llanfairfechan. The Zen Rooms were used by colleagues to decompress and take time for themselves, particularly in response to difficult or stressful incidents at work. Again, the feedback from colleagues who benefitted was very positive. With this story, the committee heard about the process for applying for funds, which was understood to be straight forward.
- (d) A **financial report and a separate Charity performance report** was received at each meeting setting out fund balances and investment units, and the position with grants received and related expenditure, respectively. The performance report included updates against the NHS Charities Together grants, which included the Development Grant, Stage 3 Recovery Grant, and Ambulance Grant.
- (e) There were additional **NHS Charities Together grants** that were pursued by the Charity throughout the year and the importance of aligning charitable funding opportunities with the Trust's strategic priorities was acknowledged. The Committee noted that legal advice was received by the Trust regarding issues of liability for the charity's support of sporting events through charitable funds.
- (f) Throughout 2024/25 the committee discussed and developed **the visual identity for the Charity** for consideration by the corporate trustee. After the meeting of the committee in October, members attended a workshop with the appointed design agency Savage and Grey, where the options for the visual identity were discussed. The preferred option for the Charity's branding was presented to and approved by the corporate trustee in November 2024.
- (g) In January the committee held a discussion on the charity's strategic direction using the **theory of change** model. The theory of change will be socialised more widely and brought back to the committee later in 2025. The charity's strategy is focused on the following outcomes:
- Patients benefit through more resilient local communities, able to support each other during medical emergencies.
 - Patients benefit through a healthier, happier and more experienced workforce.
 - Patients benefit by receiving tailored care personalised to their needs.

- (h) The **Bids Panel** and the **Bursary Panel** reported on the applications it reviewed and approved. Each of these were reported to the corporate trustee by way of the committee AAA report after each meeting. The committee approved one request for charitable funds over £5K in year for Christmas dinners which was approved by Chair's Action.
- (i) A **Charity Risk Register** was developed, the first iteration of which was received in April 2024. The Charity governance risk full risk assessment, which included controls, assurances, gaps and mitigations was received for consideration in August. At the August meeting the committee were assured on the work undertaken to articulate and finalise the risks.
- (j) In line with the approach to the examination of the Charity accounts undertaken for the 2022/23 financial year, it was confirmed that for the **2023/24 financial year an Independent Examination** would be appropriate. The Committee acknowledged that in 2024/25 the Charity income would likely require a full audit for 2024/25. This revenue boost for 2024/25 was attributed to the receipt of three substantial NHS Charities Together grants.
- (k) Development of the **2023/24 Annual Report and Accounts** was steered by a Charity Annual Filings Task and Finish Group, which reported to the Assistant Directors' Leadership Team. The unamended and unqualified independent examination of the Annual Report and Accounts for 2023/24 were presented to the committee in January 2025. Both were recommended to the corporate trustee for approval, ahead of their submission to the Charity Commission at the end of January 2025.
- (l) Each meeting included a **reflections** session which was included a range of views on items before the members. These included:

From the April meeting:

- the maturation of the Charity with the receipt of standalone Performance Reports and a dedicated Risk Register;
- the welcome receipt of the lived experience;

From the August meeting:

- that it would be helpful to have a lived experience form template to inform the presentations given by colleagues and that the updates given at the meeting were clear and the assurances given from management were robust;

From the October meeting:

- that the Charity had matured over the last year, particularly with the appointment of the Head of Charity.

- there was a sense of optimism and enthusiasm for the future and that the lived experiences would be received at every other meeting of the committee.

From the January meeting:

- It was noted that this was the last meeting of the committee with Ceri Jackson as Chair of the committee and it was noted that this would be moving to Peter Curran. Regrettably, time constraints prevented members from expressing their gratitude to Ceri for guiding the Charity through challenging times and offering the clarity of thought that has enabled the Charity to make great strides in its strategic direction.

(m) The Committee **cycle of business** was approved.

(n) The **annual effectiveness review** was conducted on 14 January 2025 meeting with a revised approach taken across all committees. A discussion was facilitated to consider what changes and improvements could be made to the Committee's operations. The draft annual report was reviewed, however the final Report for submission to Corporate Trustee and the revised terms of reference for 2025/26 will be discussed at the April 2025 committee meeting.

11. The board/Corporate Trustee received a AAA highlight report from this Committee by email circulation following each meeting which included alerts, advice, and areas of assurance. This was also presented to the next public meeting by the Chair of the committee.

SUB-COMMITTEES AND TASK AND FINISH GROUPS

12. The Bids Panel and Bursary Panel are the established sub-committees of the committee. As set out above, they report to the committee by way of a AAA report and the committee in turn reports to the corporate trustee on their work. The Bids Panel has an authority level of £5k and Bursary Panel of £3K.

13. The Bids Panel and Bursary Panel demonstrate the application of the Healthcare Financial Management Association (HFMA) guidance on the use of NHS Charitable Funds.

14. The Bids Panel has held 7 meetings in 2024/25. The Bursary Panel usually meets twice a year, however due to uncertainty as to funding of bursaries they only met once in 2024/25.

15. The terms of reference of both panels are out of date and they will be reviewed in 2025.

PROPOSED CHANGES TO THE TERMS OF REFERENCE

16. The proposed changes to terms of reference for this committee for 2025/26 are in **Annex 1** and include:
- 16.1. The purpose section has been amended to include a responsibility to take account of the Trust's wellbeing objectives.
 - 16.2. Given the fact that there is now executive leadership of the charity and a Head of Charity in post, it was agreed to remove 3.2: *Ensure there is clear, consistent strategic direction, strong leadership, and transparent lines of accountability*. This was a committee priority in 2024/25.
 - 16.3. Removal of 3.3 to *promote the charity within the Trust* as this was not a committee responsibility, however it was agreed that members and Corporate Trustees would individually and collectively support the charity. This includes by way of lived experiences at the committee, and focus at CEO roadshows etc. The requirement to 'raise the profile and reputation of the charity' is set out in the purpose section of the terms of reference in any event.
 - 16.4. The fundraising section has been moved to just after strategy development and delivery given the close connection to the charity's strategic approach.
 - 16.5. No change has been made to the policy section of the terms of reference, however the priorities presented by the Head of Charity in January outlined those in the pipeline.
 - 16.6. The committee previously had the authority to 'approve' strategies and plans, however in keeping with other board committees, this has been amended to 'endorse' for approval by the Corporate Trustee.
 - 16.7. An additional responsibility has been added to enable the committee to endorse the annual income targets and expenditure budgets before they are approved by the Corporate Trustee.
 - 16.8. Approval of applications for grants has been delegated to the Executive Leadership Team. This will ensure they are done in a timely way and outcomes and performance against successful grant bids will be reported to the committee.

17. The cycle of business for the committee has been amended in line with the adjustments to the terms of reference. Reporting frequency was discussed in the January meeting and has been reflected in the cycle of business for 2025/26 which was approved at the April 2025 meeting.

PROPOSED CHANGES TO THE OPERATING ARRANGEMENTS

18. Proposed changes to operating arrangements for this committee are set out below. Some are relevant to arrangements across other committees also and they include:

- 18.1. Lived experience to demonstrate on new proforma the charitable impacts beyond staff benefits.
- 18.2. Committee to maintain a strong focus on equality, diversity and inclusion in its strategic direction.
- 18.3. Where possible in 2025/26 the introduction of more hybrid meetings.
- 18.4. A reduction in the reporting against the audit tracker is being considered by ARAC in an attempt to reduce volume for committees and increase assurance. More detail on this will come back to the committee in due course.
- 18.5. New report front covers and SBAR templates have been developed. They include a short form report which includes a requirement to set out purpose of report and alignment to strategic objectives, wellbeing objectives and health and care quality standards. This will be accompanied by writing guidance and presentation guidance.
- 18.6. Writing guidance will set out the purpose of executive summaries in an attempt to ensure they are reflective of the comments received by members of this and other committees.
- 18.7. Feedback following meetings on reports – both positive and where there are areas of improvement – are encouraged from committee membership. This will ensure we are working towards a continuous improvement in paper length and assurance.
- 18.8. A 'reading room' will be established in Ibabs for documents that members may wish to review for further information, but which are not vital for scrutiny and oversight.

18.9. A further development session to be considered for Corporate Trustees in 2025/26 on trustee responsibilities.

COMMITTEE PRIORITIES

Priorities for 2024/25

19. The Committee received an update on progress against its 2024/25 priorities at each meeting and as can be seen below, progress on agreed priorities has been good:

- (a) Priority 1: Monitoring the recruitment of the Head of Charity and the charity's strategic objectives and outcomes.
 - The Head of Charity started in post in early October 2024 and the recruitment for the Fundraising Officer will commence in 2025. The charity's strategy and associated strategic objectives will develop throughout 2025, with the Committee having received a substantive update at its meeting in January 2025.
- (b) Priority 2: Ensure a development session is held at an agreed time with respective to duties and responsibilities of the Corporate Trustee.
 - The progress of this session was dependent on the appointment of the Head of Charity and will be progressed throughout 2025.
- (c) Priority 3: Ensure that the work of the Charity and its governance arrangements and those involved in the Charity's leadership and decision-making, are more visible internally and externally.
 - The progress of this priority was somewhat dependent on the appointment of the Head of Charity. The Head of Charity did facilitate 'carousels' at the October 2024 Chief Executive Roadshows, however the more detailed approach requires further discussion.

Priorities for 2025/26

20. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. The committee will do so at its April 2025 meeting, and these will be provided to the board at its May meeting.

21. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.



CHARITY COMMITTEE

TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2025/26

1. INTRODUCTION

1.1. The Trust's Standing Orders provide that *"The Board may and, where directed by the Welsh Government must, appoint Committees of the Trust either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees"*.

1.2. In accordance with Standing Orders, the Board shall nominate annually a committee which covers charitable funds and that is known as the **Charity Committee** "the Committee". The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

1.3. The Committee plays an important role in supporting the Corporate Trustee in fulfilling its responsibilities by:

- providing advice on strategic development and performance within the terms of reference;
- undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Charity's objectives;
- carrying out specific responsibilities on the Corporate Trustee's behalf; and
- providing a forum where ideas can be explored in greater detail than Corporate Trustee meetings are able to allow, providing time and space to consider issues in greater depth.

Regular and timely reporting and escalations to the Board and Corporate Trustee on the issues within the Committee's remit allow for more focused discussions.



2. PURPOSE

- 2.1 The Welsh Ambulance Services NHS Trust Charity (registration number 1050084) is registered as a charity with the Charity Commission for England and Wales.
- 2.2 The governing body of NHS bodies act as the corporate trustee in administration of charitable funds. The members of the governing body are not themselves individual trustees, therefore, for the WAST Charity the Welsh Ambulance Services University NHS Trust is the corporate trustee. The Trust's Standing Orders at section A (iii) state that all business shall be conducted in the name of Welsh Ambulance Services National Health Service Trust, and all funds received in trust shall be held in the name of the Trust as a corporate Trustee.
- 2.3 When acting as Corporate Trustee the board must recognise that the charitable funds they are managing are distinct from exchequer monies and they have distinct responsibilities for their administration. This extends to this Committee.
- 2.4 The purpose of the Committee is to:
 - (a) Contribute to the development of the charity's strategy and monitor its implementation.
 - (b) Assure the Corporate Trustee that charitable funds are accounted for, deployed, and invested in line with legal and statutory requirements, taking account of the public benefit guidance.
 - (c) Consider and endorse the annual report and accounts for approval by the Corporate Trustees.
 - (d) Raise the profile and reputation of the charity within the Trust.
- 2.5 The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.



- 2.6 The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement.
- 2.7 In alignment with the Wellbeing of Future Generations (Wales) Act 2015, this committee will adopt a long-term perspective in its deliberations and decisions. The committee will consider the broader implications of its actions, particularly in relation to the three wellbeing objectives established by the Trust in order to contribute positively to the wellbeing of future generations. These objectives are: 1) being a socially responsible and inclusive employer, 2) fostering an innovative and sustainable organisation, and 3) ensuring we are a proactive, accessible, and equitable care provider.

3. DELEGATED RESPONSIBILITY

Strategic Development and Delivery

- 3.1 Oversee and contribute to the development of the Charity's long term strategy
- 3.2 Receive assurance on the implementation of the strategy.

Fundraising

- 3.3 Approve and regularly review the fundraising plan for the charity, ensuring its compliance with Charity Commission legislation and guidance, and all other relevant regulatory requirements.
- 3.4 Receive assurance on the implementation of the fundraising plan.
- 3.5 Ensure systems, processes and communication are in place around fundraising, staff engagement and funding commitments.



Charitable Funds

- 3.6 Ensure the management of charitable funds is carried out within the terms of its Declaration of Trust and relevant legislation, including any Charity Commission regulations.
- 3.7 Be aware of and have regard to the guidance on public benefit (see 4.3 below).
- 3.8 Endorse income targets and expenditure budgets for approval by the Corporate Trustee.
- 3.9 Ensure systems and processes are in place to receive, account for, deploy and invest charitable funds, and review periodic income and expenditure statements.
- 3.10 Receive assurance from any panels or sub-committees established by the Committee on the use of charitable funds in accordance with their terms of reference to ensure that any such use is in accordance with the aims and purposes of the charitable fund or donation.
- 3.11 Consider and authorise expenditure with a value above £5,000, subject to a recommendation from the Executive Leadership Team. Any recommendation should have the support of the Director of Partnerships and Engagement as Executive lead and the Executive Director of Finance and Corporate Resources as Treasurer.
- 3.12 Receive and endorse the annual report, annual return and financial accounts, and consider the annual report from the auditors before submission to the Corporate Trustee for approval.

Investment

- 3.13 Consider and agree an investment strategy for the safe and secure investment of funds not immediately required for use, taking into account any appropriate ethical considerations.
- 3.14 Consider the appointment of external investment advisors and operational fund managers.



- 3.15 Review the performance of investments on a regular basis (with the external investments advisors where appointed) to ensure the optimum return from surplus funds.

Policy

- 3.16 Approve the policies for the utilisation and investment of charitable funds, including but not limited to the Reserves Policy and Charitable Funds Investment Policy.

Corporate Risks and Audits

- 3.17 The Committee will monitor the principal risks relevant to its remit and consider the controls and mitigations of related risks and provide assurance to the Board that such risks are being effectively controlled and managed.
- 3.18 The Committee will receive and gain assurance from internal and external audits in their remit. It will receive assurance that management actions to address recommendations are in place via the audit tracker receive appropriate reporting as agreed by the Audit, Risk and Assurance Committee. This committee will, where appropriate, scrutinise the impact of actions in response to audit recommendations.

4. AUTHORITY

- 4.1 Grant applications will be approved by the Executive Leadership Team, or by any other mechanism they determine. The outcomes of those applications will be reported to this committee for information, and the assurance on the monitoring thereof will be reported through the performance report.
- 4.2 The Committee is authorised by the Corporate Trustee to:
- (a) Approve charitable expenditure over £3,000 for Bursary Panel and £5,000 for the Bids Panel;
 - (b) Endorse the charity strategy and related plans, including those related to fundraising (for approval by the Corporate Trustee);
 - (c) Approve policies within its remit;



- (d) Investigate or have investigated any activity within its terms of reference and in performing these duties shall have the right, at all reasonable times, to inspect any books, records or documents of the Trust relevant to the committee's remit. It can seek any relevant information it requires from any employee and all employees are directed to co-operate with any reasonable request made by the committee;
- (e) obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to budgetary and other requirements;
- (f) by giving reasonable notice, require the attendance of any of the officers or employees and auditors at any meeting of the Committee; and
- (g) establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business. (Formal sub-committees may only be established with the agreement of the Board or Corporate Trustee.)

4.3 When making decisions about charitable expenditure members and the Corporate Trustee must have regard to the guidance on public benefit and should:

- (a) Act within its powers
- (b) Act honestly and with good intentions, and only in the charity's interest
- (c) Be sufficiently informed, taking any necessary advice
- (d) Take account of all relevant factors
- (e) Ignore irrelevant factors
- (f) Manage conflicts of interest
- (g) Make a decision that is within a range of decisions that a reasonable trustee could make

Chair's Action

4.4 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. This is most likely, but not exclusively, to arise with respect to approval of grants or bids.



4.5 In these circumstances, the Chair, and the Lead Executive, supported by the Director of Corporate Governance/Board Secretary as appropriate, may deal with the matter on behalf of the Committee after first consulting with at least two other Members (Non-Executive Directors).

4.6 The Director of Corporate Governance/Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

5. MEMBERSHIP AND QUORUM

5.1 The Trust's Standing Orders at 3.3.5 and 3.3.6 provide the rules around committee membership. That includes that the designation of Chair, definition of member roles and powers and terms and conditions of appointment are determined by the board, based on the recommendation of the Trust Chair. Executive Directors and other Trust officers cannot be appointed as committee Chairs, nor should they be appointed to serve as 'members' on any Committee set up to review the exercise of functions delegated to them. They may however be 'in attendance' as appropriate.

5.2 The application of these provisions means that the designation of 'members' in NHS Wales committees is applied to Non-Executive Directors. This ensures there is independent scrutiny, support and challenge, and is a relevant for quorum (see below) and – where it is required – for voting.

5.3 Notwithstanding the above, the 'members' and 'prescribed attendees' listed below are often referred to collectively as members or membership.

Committee Membership

5.4 The membership of the Committee will comprise:

Members:

- Three Non-Executive Directors (and Trustees), one of whom will be designated as Chair



Prescribed attendees:

- Executive Director of Finance and Corporate Resources (Treasurer)
- Director of Partnerships and Engagement (Executive Lead)
- Deputy Director of People and Culture
- Executive Director of Operations
- Executive Director of Paramedicine
- Director of Corporate Governance/Board Secretary
- Trade Union Partners (x3)
- Assistant Director of Corporate Governance and Risk
- Chairs of the Sub-Committees
- Head of Charity
- Member of the Volunteer Steering Group
- Fundraising Officer (when appointed)
- Head of Commercial (when appointed)

5.5 In the absence of the committee Chair, one of those in attendance must be designated as Chair of the meeting.

5.6 Members may send deputies in their absence who will act with their full authority. To instigate a substitution arrangement, the member of the Committee must notify the Director of Corporate Governance/Board Secretary before the day of the meeting that they are unable to attend and the name of the member who will attend as the substitute.

5.7 The committee may also co-opt additional independent external members from outside the organisation to provide specialist skills, knowledge, and expertise.

5.8 The Chair of the Trust Board/Corporate Trustee and the Chief Executive have a standing invitation to attend meetings. In addition, the committee Chair may invite the others (either Trust staff or persons outside the Trust) to attend all or part of a meeting to assist it with its discussions on any particular matter.

Member Appointments

5.9 The membership of the Committee shall be determined by the Corporate Trustee, based on the recommendation of the Trust Chair, taking account of the balance of skills and



expertise necessary to deliver the committee's remit and subject to any specific requirements or directions made by the Welsh Government.

5.10 Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board. The Board should consider rotating a proportion of the Committee's membership after three or four years' service so as to ensure the Committee is continuously refreshed whilst maintaining continuity.

5.11 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of any co-opted independent external members are determined by the Board, based upon the recommendation of the Trust Chair (and, where appropriate, on the basis of advice from the Trust's Remuneration Committee).

Secretariat and Support to Committee Members

5.12 The Director of Corporate Governance/Board Secretary, on behalf of the Committee Chair, shall:

- (a) arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- (b) ensure the provision of a programme of organisational development for committee members, as part of the Trust's overall board development programme.

6. COMMITTEE MEETINGS

Quorum

6.1 The quorum for meetings of the committee shall be two Non-Executive Directors.

6.2 While only two Non-Executive Directors are required for quorum, it is strongly recommended that all three Non-Executive Director members be present at each meeting to ensure robust discussion and effective oversight. The presence of all Non-Executive Directors is crucial for fostering diverse perspectives and maintaining rigorous challenge and scrutiny. Therefore,



other Non-Executive Directors of the board may be co-opted to meetings where it is not possible for all three Non-Executive Directors to attend.

Frequency of meetings

- 6.3 Meetings shall be held quarterly and otherwise as the Committee Chair deems necessary - consistent with the Trust's annual schedule of Board Business.

Withdrawal of individuals in attendance

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

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

- 7.1 The Committee is directly accountable to the Board and Corporate Trustee for its performance in exercising the functions set out in these terms of reference.

- 7.2 The Committee, through its Chair and members, shall work closely with the Trust Board's other Committees and groups to provide advice and assurance to the Board and Corporate Trustee through the:

- (a) joint planning and co-ordination of Board and Committee business; and
- (b) appropriate sharing of information

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

- 7.3 The Committee will consider the assurance provided through the work of the Board's other Committees and sub-groups to meet its responsibilities for advising the Board on the adequacy of the Trust's overall framework of assurance.



- 7.4 The Committee shall embed the Trust's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

- 8.1 The Committee Chair shall agree arrangements with the Trust's Chair to report on the Committee's work. This may include, where appropriate, a separate meeting with the Corporate Trustee, however reporting to the Board in the absence of a Corporate Trustee meeting will be sufficient.
- 8.2 The Director of Corporate Governance/Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 9.1 The requirements for the conduct of business as set out in the Trust's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum – as set out in section 6.

10. REVIEW

- 10.1 These terms of reference and operating arrangements shall be reviewed at least annually but more frequently if required.



FINANCE AND PERFORMANCE COMMITTEE ANNUAL REPORT 2024/25

INTRODUCTION

1. The Trust's Standing Orders and committee terms of reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, Committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The committee met on 18 March 2025 and through a facilitated discussion reviewed its effectiveness, its terms of reference, and its operating arrangements. This Annual Report reflects on the effectiveness of the committee in 2024/25 and proposes changes to terms of reference.

PURPOSE OF THE COMMITTEE

5. The committee is established to enable scrutiny and review of the Trust's arrangements in respect of the:
 - overall financial position (both capital and revenue) of the Trust and its compliance with statutory financial duties.

- ability of the Trust to deliver on its core objectives as set out in the Integrated Medium Term Plan (IMTP).
- monitoring of the IMTP and ensuring achievement of key milestones.
- robustness of any cost improvement measures and delivery of key strategies and plans.
- ensure development of the long term strategy and delivery of the Trust's strategic aims in relation to value and efficiency, including an increased focus on benchmarking.
- scrutinise business cases for capital and other investment.
- oversight of the development and implementation of the digital, estates, fleet, and environmental strategies.
- business continuity including emergency preparedness, resilience and response, cyber security, and cyber resilience.

MEMBERSHIP AND ATTENDANCE

6. The committee met six times in private and in public as scheduled in 2024/25 and was quorate on each occasion.
7. The committee is supported by the chair and three non-executive directors as members, and several prescribed attendees with good attendance. This year the new Joint Commissioning Committee meetings clashed with this committee's meetings, therefore the Executive Director of Strategy, Planning and Performance was deputised with full authority at a number of meetings.
8. The chart below illustrates attendance of members and prescribed attendees as listed in the terms of reference for 2024/25. The committee welcomed non prescribed attendees at various meetings as well as external guests.
9. The membership of the committee changed in year, as did the committee chair. Jayne Beeslee became Chair of the Committee effective 01 September 2024. The number of non-executive directors was reduced in year from four to three, with these changes.

COMMITTEE ATTENDANCE						
Name	14 MAY 2024	16 JULY 2024	17 SEPT 2024	19 NOV 2024	16 JAN 2025	18 MAR 2025
Joga Singh (Chair)						
Jayne Beeslee (Chair)						
Kevin Davies		Chair				
Bethan Evans						
Peter Curran			Chair			
Chris Turley						
Rachel Marsh	Hugh Bennett	Hugh Bennett	Hugh Bennett	Hugh Bennett		Hugh Bennett ¹
Lee Brooks						Mark Harris
Liam Williams				From Item 7	Penny Durrant	Wendy Herbert
Angie Lewis						
Carl Kneeshaw						
Jonny Sammut						
Trish Mills	Julie Boalch					
Hugh Parry						
Damon Turner						

	Attended
	Deputy attended
	Apologies received
	No longer member

10. The only change to membership proposed for 2025/26 is the addition of the head of commercial when they are appointed.

COMMITTEE'S VIEWS ON EFFECTIVENESS

Feedback from membership

11. The committee's effectiveness was assessed through a facilitated discussion held at the meeting on the 18 March 2025, which included a review of its terms of reference and cycle of business.

Enhanced Report Writing and Assurance

- Respondents emphasised that reports should draw out key messages quickly and clearly by the use of concise executive summaries.
- There is a strong appetite for less volume overall, with a preference for quality over quantity. This would help the committee spend more time in meaningful discussion and debate, rather than navigating lengthy documents. Brevity in presentations was also suggested
- There was a call for a simpler and consistent format for presenting information—particularly in relation to key metrics. Members also stressed the

value of aligning on a small, agreed set of core metrics to improve consistency and reduce confusion.

- When reports fall short of providing adequate assurance or insight, feedback should be shared to improve future submissions.

Strengths of the Committee

- The committee is seen to operate efficiently, with positive feedback on its structure, governance support, and the hybrid meeting setup.
- Meetings are generally well-paced and well-chaired, with a good balance of engagement and participation.
- Members felt that the agenda is usually well-connected and that a significant amount of business is covered in a relatively short amount of time.
- Good quality reporting and discussions were also highlighted as current strengths.

Areas for Improvement

- Despite general satisfaction, several areas for improvement were identified. These include reducing duplication—particularly between the committee and board—and providing greater clarity on what business should come to the committee.
- A modular or more prioritised agenda could help focus attention on the most critical items, possibly supported by occasional deep dives into key issues and more time on risk.
- Some respondents questioned the current frequency of meetings and suggested reviewing it alongside quorum requirements.
- There was also a call for clearer boundaries around performance metrics and scrutiny functions to avoid ambiguity and overlap.

12. Changes to operating arrangements as a result of the above are set out at paragraph 19. Some areas not drawn through to changes include:

- The frequency of meetings was raised and the potential to duplicate matters coming to this committee and the board. This does occur, particularly in relation to the financial reporting and IMTP progress report. Whilst there is some reporting which must go to the board in any event, particularly related to finance, there is perhaps an opportunity during 2025/26 as the long term

strategy metrics of 'what good looks like' develops to take that to the board and report on IMTP progress less frequently from this committee to the board. However, given the focus on performance externally, it is not recommended to move this committee to a quarterly cadence whilst the board meets bi-monthly.

- The aim of the new templates, writing and presentation guidance is to reduce the volume of papers and ensure more succinct presentations which will go some way to reducing overall length of meetings. A new short form paper will be offered where a fuller SBAR report is not needed.

Management of the committee's work programme

13. The committee has a cycle of business that is aligned to its terms of reference.

All matters scheduled for oversight and review have been brought to the Committee other than the second Value Based Healthcare report (details below). The committee's business in 2024/25 included the following, full details of which are in the committee's AAA reports and minutes provided to the Board:

- 13.1. **Operational updates** are received at each meeting and often generate a good deal of discussion, particularly related to system pressures. In September the committee were assured that the **EMS Operational Transformation Programme** purpose had been delivered, closed and evaluated. The committee noted that this was a significant initiative driven by the 2019 Demand and Capacity Review.
- 13.2. The proposed **Board and Committee Level Key Performance Indicators for 2024/25** were presented to the Committee and endorsed at their July meeting. Additionally, the **MIQPR** is monitored at each meeting, with a particular focus on handover delays, lost hours and system pressures and the effect of this on performance. Notwithstanding this, good performance was noted throughout the year on ROSC (return of spontaneous circulation), Ambulance Care, and 111 performance.
- 13.3. Following the meeting in September the board were made aware that that certain **Key Performance Indicators** were missing from the July/August 2024 Monthly Integrated Quality and Performance Report (MIQPR). These metrics include 111 clinical triage callback times (P1), National Reportable Incidents, timely responses to concerns within 30 days, implementation of the Duty of Candour, successful consult and close outcomes, NHS 111

dental calls, and consult and close volumes for NHS 111. This was due to data quality issues which had been identified within the 111 system, Advanced Practice Paramedics, and other quality indicators which were being addressed.

- 13.4. In May the committee were assured that the **commissioning intention arrangements for EMS and NEPTS** are built into the planning cycles, quarterly assurance cycles and support the work towards our strategic ambitions and transformational plans and monitoring of that will be included in the IMTP delivery reports.
- 13.5. **Financial performance** was monitored at each meeting, including budget position on revenue and capital. In addition to reviewing risk 139 (*the failure to deliver our statutory financial duties in accordance with legislation*) at each meeting. In September the committee noted that the EMT Band 5 business case had been submitted to the board. The risks relating to this were highlighted in the financial presentation and the Welsh Government monitoring return. The non-recurrent nature of this was stressed and the fact that this would not be sustainable going into 2025/26.
- 13.6. The risks in relation to the **EMT band 5 business case** continued to be highlighted to the committee throughout 2024/25 and were discussed in detail in January. The challenges that this poses for planning as part of the 2025/28 IMTP were stressed, including the fact that the allocation does not fully cover EMT band 5 costs, and there is no indication that these will be separately funded this year.
- 13.7. In January the committee discussed the **financial allocation for 2025/26**, noting an uplift to Health Boards of 1.77% compared to 3.67% this year. It is expected that this uplift will be passed through to providers, as has been the case in previous years. The only other funding assumed within the financial planning principles is for pay awards and the impact of the increase to employers National Insurance. The allocation letter also prescribes a savings target of at least 2%, which amounts to about £6.5 million for WAST. The Initial **2025/26 Revenue Budget** was received and endorsed by the Committee in March 2025.
- 13.8. The final 2023/24 **financial performance report for Month 12** was presented at the May 2024 meeting with a small surplus of £85k and the

capital expenditure of £22m being fully spent. Gross savings of £6.546m have been achieved against a target of £6.000m and the Public Sector Payment Policy was on track with performance, against a target of 95%, of 96.4% for the number, and 98.5% of the value of non-NHS invoices paid within 30 days. The committee congratulated all directorates for achieving this year end position.

- 13.9. An Audit Wales report, '**Review of Cost Savings Arrangements**' was received in November. This assessment was carried out across all NHS Wales bodies, and it looked at our approach to identifying, delivering, and monitoring sustainable cost savings opportunities. Overall, Audit Wales found that the Trust exceeded its overall 2023-24 savings target and continues to enhance its arrangements for identifying, delivering, and monitoring efficiencies and sustainable cost savings. The committee commended the teams on a positive report and noted that opportunities exist to reduce reliance on non-recurrent savings, strengthen financial capabilities across the organisation, and refine savings reporting to the board.
- 13.10. The committee received regular reporting on the **financial sustainability programme** and the identified initiatives including the support services review; service review; recruitment control panel; operations savings group; and income generation group.
- 13.11. The committee received an update on the delivery of the **Integrated Medium Term Plan** (IMTP) 2024-27 at each meeting with issues of delivery escalated where necessary. In May 2024 it reviewed the end of year position with respect to the 2023-26 IMTP and congratulated the team for the significant amount of work that was achieved. Updates on the development of the IMTP 2025-28 were received, as was the final version for endorsement to the Board in March 2025. Reports in year focused on the clinical model transformation and provided updates on the changes to the governance structures for the **Strategic Transformation Board** and its programmes, regarding the IMTP delivery structures. The committee took assurance from the detail regarding the revised structures, which consolidate the existing programme structures into a broader programme, framed around the revised clinical transformation model.

- 13.12. In March the committee received the proposed **IMTP 2025/28, which included the financial plan for 2025/26**. At this meeting the committee also received the draft Wellbeing Objectives for the Trust, which were under consultation. The Initial **Revenue Budget for 2025/26** was including with these reports at the March meeting.
- 13.13. In March the committee received an update/refresh to **the Quality and Performance Management Framework** for consideration, which was endorsed for onward approval by the board. Related to this in November the committee received the internal audit on the **Quality and Performance Management Framework which** returned an overall reasonable assurance rating, and one high priority recommendation related to the work programme and local frameworks.
- 13.14. The Committee received a number of reports on **Emergency Preparedness, Resilience and Response (EPRR)** and were assured as to EPRR arrangements and leadership. The **Welsh Government Annual Emergency Planning Report for 2023/24** was also reviewed regarding the Trust's compliance and readiness to meet its obligations under the Civil Contingencies Act 2004. This report highlighted capability gaps found through the Manchester Arena Inquiry work, a detailed series of papers on which were taken by the committee in closed session. Later in the year risk 594 (the Trust's inability to provide a civil contingency response in the event of a major incident and maintain business continuity causing patient harm and death) increased in score from 15 to 20 and was escalated to the Board.
- 13.15. The Trust's **Incident Response Plan** was presented in July 2024 which sets out the framework for the Trust to respond to a range of incidents including mass casualty incidents and those requiring a specialist response. The committee had reviewed a significant re-write of the plan in October which took account of Manchester Arena Inquiry recommendations.
- 13.16. The **Business Continuity Annual Report 2023/24** was received in July 2024 and also presented at Board. The Committee were assured that the necessary plans and business continuity arrangements are in place for the most significant risks. A revised business continuity structure is in place to provide for senior management overview.

- 13.17. An update on the Decarbonisation Action Plan (DAP) was received by way of the **Environment, Decarbonisation and Sustainability Update** for May 2024 and September 2024 and January 2025. The committee noted the continuing progress of the Trust's Decarbonisation Action Plan (DAP) in response to the Welsh Government NHS Wales Decarbonisation Strategic Delivery Plan (NHSW- DSDP) which is overseen by the Decarbonisation Programme Board. The DAP has a range of actions which frame the Trust's decarbonisation response. Members were assured that an escalation plan is in development to ensure the Trust is undertaking all possible actions against identified risks and wider environmental considerations. In September the committee heard that the Trust has been successful in securing a proportionately higher share of government funding for decarbonisation projects, demonstrating efficient use of funds and delivery capabilities. Additionally, the service has been re-accredited with ISO 14001, marking it as the only ambulance service in the UK to hold this accreditation, reflecting its commitment to environmental management standards.
- 13.18. In September the committee received an update against the **2023/24 Estates Backlog Maintenance Update**, which demonstrated a significant reduction in backlog maintenance from over £15 million several years ago to the current levels, with a focus on reducing high and significant risk areas.
- 13.19. In September the committee received the annual **Waste Management Update for 2023/24**, which included compliance with changes to waste legislation in Wales (April 2024) require the Trust to recycle into four segregated waste streams, a move from two previously. Challenges with the requirements of the new Act were noted, including issues experienced with the contractor in the roll-out.
- 13.20. The annual **Fire Safety Compliance** report was received by the Committee in January 2025 with no issues to escalate to the Board.
- 13.21. **A value based healthcare update** was received in September 2024 which set out the progress of the key workstreams within its portfolio. A further update was not provided in the year as work was underway with external partners to develop this further. The work programme includes the following seven workstreams – Patient Recorded Outcome Measures

(PROMS), Patient Data Linkage, Patient Recorded Experience Measures (PREMS), Patient Level Information and Costing System (PLICS), Revenue Business Case Process, Evaluation Framework & Methodology, and Benchmarking. The portfolio for value based healthcare moved to the Executive Director of Quality and Nursing in year.

- 13.22. In September 2024 the committee received a deep dive overview of the **Cymru High Acuity Response Unit (CHARU)**, highlighting its evolution, purpose, and current measurement. The committee found the presentation highly informative and particularly impactful, particularly with respect to utilisation and the cross-over to the clinical indicators being reported in the MIQPR.
- 13.23. In September a report was received on the activities undertaken by the Trust's **Hazardous Area Response Team (HART) and Special Operations Response Team (SORT)**, a report against which is submitted to Welsh Government every quarter under the HART/SORT Service Level Agreement. The committee reviewed the annual report at this meeting.
- 13.24. In November the committee received an update on the **Mobile Data Vehicle Solution Project** following a survey that was delivered in summer 2024 with operational colleagues to gather feedback on the solution. Feedback highlighted key issues such as routing, graphical user interface design, mapping, incident management, and voice notifications and was not overall positive of the solution. These were shared and whilst many of these were already on their long-term plan as being common issues across all Trusts.
- 13.25. The committee reviewed the following internal audit reports in year:
- Data Quality (reasonable assurance);
 - Quality and Performance Management Framework (reasonable assurance);
 - Overtime Controls (reasonable assurance);
 - 111 Digital Operations (substantial assurance);
 - Vehicle Accident Management (limited assurance).
- 13.26. In May 2024 the committee received the draft **Digital Plan 2024-29**, which considered options to address essential resource gaps in our day to day digital services provision, and advancement of key digital

transformation initiatives supporting our IMTP and broader strategy. The final Plan was received for endorsement by the committee in July 2024, with the supporting Equality Impact Assessment.

- 13.27. Members received regular updates on the Trust's **Information Governance Toolkit**, which was undertaken to test the secure handling of patient data and compliance against legal and regulatory requirements. An improvement plan was in place, progress against which was reported to the committee throughout the year. Additionally regular **information governance reports** were received.
- 13.28. Updates were given in year regarding the implementation of the **Clinical Assessment Software** replacement, which went live on the 30 April 2024.
- 13.29. Regular updates were received on the **Digital KPIs** relating to data and analytics, ICT systems, service provision and projects within the IMTP.
- 13.30. Members **reflections** after each meeting included:
- In May the committee thanked colleagues and their respective teams for the effort in preparing well written papers and supporting good opportunities for scrutiny, challenge and support.
 - In July the committee noted that it was the last meeting for the outgoing chair Joga Singh, who was thanked for his support and commitment to the Trust. Additionally, members agreed that the papers were of a high quality and there was feedback regarding how the agenda could be adjusted to better support meeting flow.
 - In September the committee reflected that papers and presentations demonstrated transparency and good teamwork and integration across all areas, and the good progress being made.
 - In November members reflected that the hybrid meeting worked well with a different room configuration and limiting use of the chat function. The papers were noted to be of a good quality and provided a good level of assurance.
 - In January members reflected that the hybrid meeting approach worked well, and the papers were well presented and clear. However, there is a desire to ensure that sufficient time is allocated to items so that the meeting runs to time. Members commended the assurance received from directors and noted that 2025/26 will be a more challenging year, stressing there was a need to be clear on what was in,

and outside of, our control. The committee welcomed observers who commented that they felt welcomed and enjoyed the discussion.

- In March members reflected that the agenda and business was managed well, with sufficient time for each item which ensured comprehensive discussions. There was a focus on quality of information which provides good assurance. Additionally, members acknowledged the need to focus the committee's attention on relevant risks and minimising duplication where business is received at other committees.

- 13.31. As suite of **policies** were presented and approved in year. These were: Purchase Card Policy, the Waste Management Policy, Data Quality Policy, Records Management and the NHS Wales Procedure for Recovery of Overpayments (Salary and Expenses)
- 13.32. The committee **cycle of business** was approved.
- 13.33. **Risks** relevant to this Committee are reviewed at each meeting and the agenda is driven by these risks. The highest rated risks, 139 (failure to deliver our statutory financial duties in accordance with legislation) and 594 (the Trust's inability to provide a civil contingency response in the event of a major incident and maintain business continuity causing patient harm and death), were the focus and drive agenda setting. Other risks related to cyber security, loss of critical IT systems, and recurrent funding from commissioners were reviewed regularly. A new risk was added to the corporate risk register in year and was presented to the board at its meeting in January. This is Risk 641 related to the **Manchester Arena Inquiry** with a score of 20. Members noted that a significant number of Inquiry recommendations had been implemented without additional investment, which has allowed for a reduction in the initial risk score.
- 13.34. The **annual effectiveness review** was conducted in the March 2025 meeting.
- 13.35. The **Audit tracker** was reviewed at each meeting, and good progress is being made to close management recommendations.
- 13.36. The **committee's priorities for 2024/25** are reviewed at each meeting and a more detailed update appears later in this report. The committee also reviews progress against its cycle of business at each meeting.

14. In private session the Committee took matters that were commercially sensitive and confidential. Most matters made their way to the Trust Board private session and where appropriate were reported in open session in accordance with the Standing Orders. Other matters taken in private session included updates on the Manchester Arena Inquiry recommendations, as well as cyber key performance indicators and closed business cases.
15. The board received a highlight (AAA) report from this committee by email circulation following each meeting which included alerts, advice, and areas of assurance. Where there was a shorter proximity of the meeting of this committee and the Board meeting, that report was provided verbally by the Chair and captured in the Trust Board minutes.
16. The committee is not serviced by any sub-committees or task and finish groups that this time.

PROPOSED CHANGES TO THE TERMS OF REFERENCE

17. The proposed changes to terms of reference for this committee for 2024/25 are marked up in Annex 1 and include:
 - 17.1. The purpose section has been amended to include a responsibility to take account of the Trust's wellbeing objectives. Assurance on progress of these will be by this committee, noting that these are long-term objectives and therefore regular reporting of these will not be appropriate.
 - 17.2. Wording has been amended to avoid duplication and provide clarity, including:
 - The strategy development and delivery heading has been added and a delineation made between the long term strategy and complementary long term plans.
 - Removal of the need to receive assurance that a post-implementation review process was in place, as this was provided in 2023/24 via the Project Pathway Framework. Consideration of a post-implementation review trigger has been included following review of business cases/contracts over £500K and a note will be added to this effect on the cycle of business.

- The finance section has been revised to provide clarity around the revenue and capital approvals, including a specific section on endorsement of business cases/contract awards over £500K.
- A commercial section has been included, noting that the head of commercial will be appointed in 2025. They will join the membership of the committee on appointment.
- Clarity has been provided in the performance and planning sections, and a new infrastructure section added which deals with various estates and environmental issues. Previously reference to the estates plan and the fleet plan were included here but have now been moved to the long term plans section.
- The digital systems and strategy section has been removed and incorporated in the strategy and performance sections. Removal of the review of major projects does not mean they will not be reviewed, but that review will be triggered by the new section on post-implementation reviews and may also be driven by value and risk.
- The risk and audit section has been updated in line with the other committee terms of reference.
- Clarification on membership nomenclature
- Emphasis on the need for three Non-Executive Directors over and above the quoracy requirements

18. There are separate discussions taking place with the Executive Leadership Team on the appropriate leadership and committee oversight for the strategic objective 'being at the forefront of innovation and technology'. This may mean a refocus of the remit of the Academic Partnership Committee and that could lead to the digital elements of the Finance and Performance Committee being adjusted in year. This should be clearer in Q2.

19. The cycle of business for the committee has been amended in line with the adjustments to the terms of reference. Reporting frequency was discussed in the March meeting and has been reflected in the cycle of business for 2025/26 which was approved by Chair's Action.

PROPOSED CHANGES TO THE OPERATING ARRANGEMENTS

20. Proposed changes to operating arrangements for this committee are set out below. Some are relevant to arrangements across other committees also and they include:
- 20.1. A board development session on the use of the MIQPR will be held on 24 April 2025, and the annual review of all MIQPR metrics will come through committees in May.
 - 20.2. A new finance dashboard is in development and will be considered by the committee in 2025/26.
 - 20.3. New report front covers and SBAR templates have been developed. They include a short form report which includes a requirement to set out purpose of report and alignment to strategic objectives, wellbeing objectives and health and care quality standards. This will be accompanied by writing guidance and presentation guidance.
 - 20.4. Writing guidance will set out the purpose of executive summaries in an attempt to ensure they are reflective of the comments received by members of this and other committees, particularly as they relate to a greater focus on outcomes.
 - 20.5. Feedback following meetings on reports – both positive and where there are areas of improvement – are encouraged from committee membership. This will ensure we are working towards a continuous improvement in paper length and assurance.
 - 20.6. A 'reading room' will be established in Ibabs for documents that members may wish to review for further information, but which are not vital for scrutiny and oversight.
 - 20.7. Continue with agenda setting meetings and encourage themes for meetings to aid in the flow and triangulation. Members are encouraged

to review the agenda both when it is commissioned and closer to the meeting and alert the secretariat if insufficient time has been allocated. Likewise, presenters should ensure they are cognisant of the time allocated which includes time to present and for discussion.

COMMITTEE PRIORITIES

Priorities for 2024/25

21. The Committee received an update on progress against its priorities at each meeting. The 2024/25 priorities were:

Priority	Progress
<p>The development and approval of the Digital Plan.</p>	<p>This priority has been delivered.</p> <p>At its meeting on in May 2024 the Committee received the Digital Plan Refresh 2024-29 and considered the options presented. The Committee noted that the funding for this Plan was included in the digital revenue allocation approved by the Executive Finance Group and included in the 2024/25 IMTP submission.</p> <p>At its meeting in July 2024 the Committee received final Digital Plan 2024-29 which was endorsement, and it was approved by the Trust Board on the 25 July 2024. This priority has been fulfilled by the Committee.</p>
<p>Oversight of the potential commercialisation streams in the Financial Sustainability Programme.</p>	<p>Whilst there was reporting on the financial sustainability programme in 2024/25, the head of commercial was not in post. That role has been re-advertised as at the end of the financial year and therefore the committee may wish to hold over this objective until 2026/27 when that programme has had an opportunity to get some traction. Progress more generally on the programme was reported in 2024/25.</p>

Priority	Progress
<p>Focus on the new elements of its terms of reference relating to Information Governance and Information Security.</p>	<p>This priority has been delivered.</p> <p>Receipt of the Information Governance Toolkit and Information Governance (IG) Reports have been included on the Committee's Cycle of Business for 2024/25. The information governance and information security assurance updates have been received at each meeting of the committee. The Data Quality Internal Audit Report was also received.</p> <p>The committee received a deep-dive item on cyber-security risks in closed session at its meeting in July 2024 and received cyber reporting throughout the year as cycled.</p>

Priorities for 2025/26

22. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. The committee will do so at its May 2025 meeting, and these will be provided to the board at its May meeting.
23. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.



FINANCE AND PERFORMANCE COMMITTEE

TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2025/26

1. INTRODUCTION

- 1.1. The Trust's Standing Orders provide that *"The board may and, where directed by the Welsh Government must, appoint committees of the Trust either to undertake specific functions on the board's behalf or to provide advice and assurance to the board in the exercise of its functions. The board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees"*.
- 1.2. In line with Standing Orders the board shall nominate annually a committee to be known as the **Finance and Performance Committee** (the 'committee'). The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.
- 1.3. committees play an important role in supporting the board in fulfilling its responsibilities by:
- providing advice on strategic development and performance within the terms of reference;
 - undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Trust's strategic goals;
 - carrying out specific responsibilities on the board's behalf; and
 - providing a forum where ideas can be explored in greater detail than board meetings are able to allow, providing time and space to consider issues in greater depth.

Regular and timely reporting and escalations to the board on the issues within the committee's remit allow for more focused discussions by the board.



2. PURPOSE

The purpose of the Finance and Performance committee is to enable scrutiny and review of the Trust's arrangements in respect of the:

- 2.1 overall financial position (both capital and revenue) of the Trust and its compliance with statutory financial duties;
- 2.2 ability of the Trust to deliver on its core objectives as set out in the Integrated Medium Term Plan (IMTP);
- 2.3 monitoring of the IMTP and ensuring achievement of key milestones;
- 2.4 robustness of any cost improvement measures and delivery of key strategies and plans;
- 2.5 ensure development of the long term strategy and delivery of the Trust's strategic aims in relation to value and efficiency, including an increased focus on benchmarking;
- 2.6 scrutinise business cases for capital and other investment;
- 2.7 oversight of the development and implementation of the digital, estates, fleet, and environmental strategies; information governance and information security; and business continuity including emergency preparedness, resilience and response, cyber security, and cyber resilience.
- 2.8 The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.
- 2.9 The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health



and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.

- 2.10 In alignment with the Wellbeing of Future Generations (Wales) Act 2015, this committee will adopt a long-term perspective in its deliberations and decisions. The committee will consider the broader implications of its actions, particularly in relation to the three wellbeing objectives established by the trust in order to contribute positively to the wellbeing of future generations. These objectives are: 1) being a socially responsible and inclusive employer, 2) fostering an innovative and sustainable organization, and 3) ensuring we are a proactive, accessible, and equitable care provider

3. DELEGATED RESPONSIBILITY

With regard to its role in providing advice and assurance to the board, the committee will specifically:

Strategic Development and Delivery

Long Term Strategy

- 3.1 Oversee and contribute to the development of the Trust's long term strategic direction and make recommendations to the board for its approval, including any adjustments to the Trust's current long term strategy, Delivering Excellence: Our Vision for 2030.
- 3.2 Oversee and contribute to the development of the Trust's Integrated Medium Term Plan (IMTP) and ensure alignment of that plan to deliver the long-term strategy.
- 3.3 Monitor and review progress against the IMTP.

Long Term Plans

- 3.4 Oversee and contribute to the development of the long term plans associated with Delivering Excellence: Our Vision for 2030, including but not limited to:
- Estates plan
 - Fleet plan
 - Digital plan



- Environmental plan
- Commercial development plan
- Wellbeing objectives

3.5 Hold a central overview of all long term plans that align to the long term strategy. These plans will be reviewed for alignment by the relevant committee first and their implementation will be guided by the IMTP or relevant local directorate plans.

Finance

3.6 Oversee and contribute to the financial strategy, in relation to both revenue and capital.

3.7 Monitor the Trust's in-year and forecast revenue financial position against budget and review and make appropriate recommendations for corrective action where required.

3.8 Monitor progress against the Trust's capital programmes including for estates, fleet and digital

3.9 Receive, review and ensure mitigation of financial risks of delivery of plans;

3.10 Review progress against the Trust's annual operating framework and make recommendations to the board in relation to development of the annual financial plan and budget setting and financial strategy, financial sustainability programmes, efficiency review implementation and required savings targets.

3.11 Review performance against the relevant Welsh Government financial requirements.

3.12 In accordance with the Scheme of Reservation and Delegation:

- Review all business cases and contract awards for approval by the board and
- Consider whether post implementation evaluations of the above will return for key learning points.

Commercial

3.13 Receive assurance on the Trust's commercial framework when developed.



Value Based Healthcare

- 3.14 Receive assurance on delivery of core aims in relation to delivering value and development of value based health care in an out of hospital setting.

Performance

- 3.15 Review performance against targets and standards set by Commissioners and/or Welsh Government for the Trust and, where appropriate, against national ambulance quality indicators.
- 3.16 Review the effectiveness of the Trust's Quality and Performance Management Framework and receive assurance on the value of outcomes produced by the framework.
- 3.17 Endorse (and recommend to the board) and monitor progress and ensure the development of robust intelligent targets against:
- Board level key performance indicators (KPIs) in the Monthly Integrated Quality and Performance Report (MIQPR).
 - KPIs reporting outside of the MIQPR including digital systems and information governance and information security
- 3.18 Monitor and review plans to recover areas of underperformance, reviewing where appropriate associated KPIs as part of any deep dives, and providing assurance to the board and escalating to the board or a relevant committee as required.

Planning

- 3.19 Monitor the effectiveness of commissioning arrangements.
- 3.20 Review and consider matters relating to demand and capacity including proposals for reviews in this area and recommendations arising from such reviews.

Infrastructure

- 3.21 Review proposals for acquisition, disposal, and change of use of land/buildings.



- 3.22 Receive assurance on compliance with environmental regulations and national targets in relation to the environment and sustainability.
- 3.23 Receive assurance on compliance with fire safety and waste regulations.

Business Continuity and Cyber

- 3.24 Oversight and scrutiny of the Major Incident Plan and Business Continuity Plan and receive assurance that such plans are effective.
- 3.25 Oversight and scrutiny of cyber resilience including assurance on awareness and training of WAST staff and volunteers; maintenance of upgrades/updates of systems, and replacement of legacy/high-risk systems.
- 3.26 Oversight and scrutiny of cyber security including assurance of regular monitoring of risks and threats, business continuity planning and engagement with national cyber centres and stakeholders.

Information Governance and Information Security

- 3.27 Receive assurance the information governance and information security arrangements are appropriately designed and operating effectively to ensure the reliability, integrity, safety, and security of information to support the delivery of high quality, safe healthcare across the organisation.
- 3.28 Review progress of measures to improve information security and adherence to Caldicott principles against the Information Governance Toolkit, Network and Information Systems (NIS) Directive (2018), Data Protection Act (2018), and receive assurance on compliance with relevant standards, legislation and regulations.
- 3.29 Receive assurance on, and review effectiveness of the Trust's information security protocols.
- 3.30 Review performance of the Trust in relation to statutory and mandatory information requests and reporting requirements including but not limited to freedom of information requests, data breaches, police requests and subject access requests.

Policies

- 3.31 Approval of policies within the remit of the committee



Risk and Audit

- 3.32 Oversee the effective management of strategic and principal risks, as set out within the Board Assurance Framework (BAF), as appropriate to the purpose of the committee.
- 3.33 Receive and gain assurance from internal and external audits in their remit. The committee will receive assurance that management actions to address recommendations are in place via the audit tracker and receive appropriate reporting as agreed by the Audit, Risk and Assurance committee. This committee will, where appropriate, scrutinise the impact of actions in response to audit recommendations.

4. AUTHORITY

- 4.1 The committee is authorised by the Trust Board to investigate, or have investigated, any activity within its terms of reference. In doing so, it will have the right to seek any information it requires from any employee or inspect any books, records, or documents relevant to its remit, ensuring patient/client and staff confidentiality as appropriate. All employees are directed to cooperate with any reasonable request made by the committee.
- 4.2 The committee is authorised by the board to obtain outside legal advice or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Trust's procurement, budgetary and other requirements.
- 4.3 The committee is authorised to approve Trust wide policies in accordance with the policy for the Review, Development and Approval of Policies.

Chair's Action

- 4.4 There may, occasionally, be circumstances where decisions which would normally be made by the committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the committee. This is most likely, but not exclusively, to arise with respect to approval of policies particularly given the current backlog.



- 4.5 In these circumstances, the Chair, and the Lead Executive, supported by the Director of Corporate Governance/Board Secretary as appropriate, may deal with the matter on behalf of the committee after first consulting with at least two other Members (Non-Executive Directors).
- 4.6 The Director of Corporate Governance/Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the committee for consideration and ratification.
- 4.7 **Sub-committees**
The committee may establish sub-committees or task and finish groups to carry out on its behalf specific aspects of committee business. Formal sub-committees may only be established with the agreement of the board.

5. MEMBERSHIP AND QUORUM

- 5.1 The Trust's Standing Orders at 3.3.5 and 3.3.6 provide the rules around committee membership. That includes that the designation of Chair, definition of member roles and powers and terms and conditions of appointment are determined by the board, based on the recommendation of the Trust Chair. Executive Directors and other Trust officers cannot be appointed as committee Chairs, nor should they be appointed to serve as 'members' on any Committee set up to review the exercise of functions delegated to them. They may however be 'in attendance' as appropriate.
- 5.2 The application of these provisions means that the designation of 'members' in NHS Wales committees is applied to Non-Executive Directors. This ensures there is independent scrutiny, support and challenge, and is a relevant for quorum (see below) and – where it is required – for voting
- 5.3 Notwithstanding the above, the 'members' and 'prescribed attendees' listed below are often referred to collectively as members or membership.

Committee Membership



- 5.4 The will comprise three Non-Executive Directors, one of whom will be designated as Chair, and the following prescribed attendees :
- Executive Director of Finance and Corporate Resources (Joint committee Lead)
 - Executive Director of Strategy, Planning and Performance (Joint committee Lead)
 - Executive Director of Operations
 - Executive Director of Quality and Nursing
 - Director of People
 - Director of Digital
 - Trade Union Partners (x 2)
 - Director of Corporate Governance/Board Secretary
 - Head of Commercial (when appointed)
 - Chairs of Sub-committees (if any)
- 5.5 In the absence of the committee Chair, one of those in attendance must be designated as Chair of the meeting.
- 5.6 Members may send deputies in their absence who will act with their full authority. To instigate a substitution arrangement, the member of the Committee must notify the Director of Corporate Governance/Board Secretary before the day of the meeting that he/she is unable to attend and the name of the member who will attend as the substitute.
- 5.7 The Chair of the Trust Board and the Chief Executive have a standing invitation to attend meetings. In addition, the Committee Chair may invite others (either Trust staff or persons outside the Trust) attend all or part of the meeting to assist with its discussions on any particular matter. The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge, and expertise

Quorum



- 5.8 The quorum for meetings of the committee shall be two Non-Executive Directors.
- 5.9 While only two Non-Executive Directors are required for quorum, it is strongly recommended that all three Non-Executive Director members be present at each meeting to ensure robust discussion and effective oversight. The presence of all Non-Executive Directors is crucial for fostering diverse perspectives and maintaining rigorous challenge and scrutiny. Therefore, other Non-Executive Directors of the board may be co-opted to meetings where it is not possible for all three Non-Executive Directors to attend.

Member Appointments

- 5.10 The membership of the committee shall be determined by the board, based on the recommendation of the Trust Chair, taking account of the balance of skills and expertise necessary to deliver the committee's remit, and, subject to any specific requirements or directions made by the Welsh Government.
- 5.11 Non-Executive Members shall be appointed to hold office for a period of one year at a time, (Membership being reviewed by the Chairman of the board on an annual basis) up to a maximum of their term of office. During this time a member may resign or be removed by the board.
- 5.12 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the board, based upon the recommendation of the Trust Chair and, where appropriate, on the basis of advice from the Trust's Remuneration committee.

6. COMMITTEE MEETINGS

Secretariat and Support to committee Members

- 6.1 The Director of Corporate Governance/Board Secretary, on behalf of the committee Chair, shall:



- (a) arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- (b) ensure the provision of a programme of organisational development for committee members, as part of the Trust's overall board development programme developed by the Director of People and Culture.

Frequency of Meetings

- 6.2 Meetings shall be held bi-monthly or otherwise as the Chair of the committee deems necessary, consistent with the Trust's annual plan of board business. Meeting agendas, papers and minutes shall be circulated no less than seven days prior to each meeting.

Withdrawal of individuals in attendance

- 6.3 The committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of any particular matter.

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

- 7.1 The committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference.
- 7.2 The committee, through its Chair and members, shall work closely with the board's other committees and groups to provide advice and assurance to the board through the:
- joint planning and co-ordination of board and committee business; and
 - sharing of appropriate information;

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the board's overall assurance framework.



- 7.3 The committee will consider the assurance provided through the work of the board's other committees and sub-groups to meet its responsibilities for advising the board on the adequacy of the Trust's overall framework of assurance.
- 7.4 The committee shall embed the Trust's corporate standards, priorities, and requirements, e.g. equality and human rights through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

- 8.1 The committee Chair shall:
- (a) report formally, regularly and on a timely basis to the board and the Chief Executive (Accountable Officer) on the committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports where appropriate throughout the year;
 - (b) bring to the board and the Chief Executive (Accountable Officer's) specific attention any significant matter under consideration by the committee; and
 - (c) ensure appropriate escalation arrangements are in place to alert the Trust Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Trust.
- 8.2 The Director of Corporate Governance/Board Secretary, on behalf of the board, shall oversee a process of regular and rigorous self-assessment and evaluation of the committee's performance and operation including that of any sub committees established.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS



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

- Quorum (as set out in section 5)

10. REVIEW

10.1 These terms of reference and operating arrangements shall be reviewed at least annually but more frequently if required.



PEOPLE AND CULTURE COMMITTEE ANNUAL REPORT 2024/25

INTRODUCTION

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, Committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The committee met on 18 February 2025 and through a facilitated discussion reviewed its effectiveness, its terms of reference, and its operating arrangements. This Annual Report reflects on the effectiveness of the committee in 2024/25 and proposes changes to terms of reference.

PURPOSE OF THE COMMITTEE

5. The committee is established to enable scrutiny and review of the Trust's arrangements for all matters pertaining to its workforce, both paid and volunteer, and organisational culture and behaviour to a level of depth and detail not possible in Board meetings. The committee will provide assurance to the Board of the Trust's leadership arrangements; behaviours and culture; training, education and development; equality, diversity and inclusion; health, safety and welfare; people and culture related partnerships and engagement; the Welsh Ambulance Services Partnership Team (advisory group); and Welsh Language, in accordance with its stated objectives and the requirements and standards determined by the Welsh Government, the NHS in Wales and other regulatory bodies.

MEMBERSHIP AND ATTENDANCE

6. The committee met four times as scheduled in 2024/25 and was quorate on each occasion.
7. The committee is supported by the Chair and three Non-Executive Directors (NED) as members, and several core attendees with good attendance. The membership of the committee changed in year following changes to the NED composition. Joga Singh left the Trust Board on the 31 August 2024 and following her appointment as a NED in Autumn 2024, Hayley Hutchings is now a member of the committee. The meeting of the committee in February 2025 was her meeting.
8. During the year the leadership structure within the People and Culture Directorate changed and the role of the Director of People and Culture was separated to provide for a Director of People and a Director of Culture Change. Angela Lewis begun in the role of Director of Culture Change in Autumn 2024. Carl Kneeshaw was appointed to role of Director of People, with November being his first meeting of the committee.
9. The chart below illustrates attendance of members and prescribed attendees as listed in the terms of reference for 2024/25. The Committee welcomed non prescribed attendees at various meetings as well as external guests.

COMMITTEE ATTENDANCE				
Name	9 MAY 2024	8 AUGUST 2023	16 NOVEMBER 2023	20 FEBRUARY 2024
Ceri Jackson				
Bethan Evans				
Joga Singh				
Hayley Hutchings				
Hannah Rowan				
Angela Lewis				
Carl Kneeshaw				
Chris Turley		Left at end of item 13		
Lee Brooks	Sonia Thompson			
Liam Williams	Jonathan Turnbull-Ross			
Estelle Hitchon				
Andy Swinburn				
Alex Crawford				
Trish Mills	Julie Boalch			
Damon Turner				
Marcus Viggers				
Christian Fox	Hugh Parry			
Tim Cahalane				

	Attended
	Deputy attended
	Apologies received
	No longer member

10. The Chair of the Committee until 31 March 2024 Paul Hollard, completed his eight year tenure on the Board at the end of the 2023/24 financial year. Ceri Jackson became the Chair from 1 April 2024. Due to the aforementioned changes to the committee composition in year there are no changes to membership proposed at this time.

COMMITTEE'S VIEWS ON EFFECTIVENESS

Feedback from membership

11. The committee's effectiveness was assessed through a facilitated discussion held at the meeting on the 18 February 2025, which included a review of its terms of reference and cycle of business.

Enhancing Report Writing and Assurance

- Respondents strongly emphasised the need for clarity and precision in both the committee's requests and the submitted reports. They suggested implementing a standard pro-forma to minimise duplication and enhance focus. Additionally, the importance of having a clear objective for each report was highlighted, along with the suggestion to provide questions in advance to tailor presentations more effectively.
- Suggestions included shorter, less verbose papers, and fewer but more in-depth reports to allow for quality discussions. The use of visual aids and succinct presentations were also recommended to improve understanding and engagement.
- Participants expressed a desire for a shift towards a more strategic focus. They recommended linking reports together to provide a cohesive understanding of issues and employing thematic focuses to enhance the relevance of discussions.
- There is a call for a more manageable meeting agenda that allows ample time for discussions and deeper dives into significant topics. This includes taking papers as read to maximise discussion time and ensuring that reports are concise with a clear ask directed at the committee.

Strengths of the Committee

- The committee benefits from strong leadership. Responses praised the chairing style for being inclusive and keeping meetings on schedule. This effective governance helps maintain focus and ensures productive discussions.
- Members appreciate the high level of engagement and the quality of discussions during meetings. Features such as the hybrid meeting format were highlighted as particularly effective, allowing for broad participation. The respectful and open environment fosters good debates and challenging discussions, which are viewed positively.
- Good secretariat support and the responsiveness of the People and Culture team are crucial elements that contribute to the committee's success. The development of specific metrics and continuous feedback are also valued, enhancing the committee's effectiveness.
- The use of staff stories is a powerful tool for making real-life impacts tangible. Having the right people in the room, including supportive challenges from Non-Executive Directors enhances the richness of discussions and the committee's ability to reflect on and address key issues.

Areas for Improvement

- Respondents expressed a strong desire for a more strategic focus and a streamlined approach to meetings. Suggestions included reducing the number of reports and papers to allow for more in-depth discussions on fewer, more significant topics. There is a call for shorter agendas and clearer, more concise presentations to ensure that time is used effectively.
- The issue of overlapping content with other committees (MIQPR in particular) was mentioned. Recommendations included better coordination and consideration of overlaps, as well as potentially eliminating the SBAR format to simplify the documentation process.
- Providing questions before meetings and allowing more time for questioning during sessions were suggested to enhance engagement. Additionally, a focus on practical implications ('the so what') and actionable outcomes from discussions is encouraged.
- There is a need to focus meetings more on issues that directly impact the committee's objectives and less on operational details that could be managed at a different level. Respondents want themes for meetings that allow for

deeper exploration of specific issues and connecting the dots across various topics.

- The workload associated with preparing for committee meetings is a concern, with too much falling on too few people. Improving the diversity of the committee and ensuring presenters are concise and focused on outcomes are also highlighted as areas for improvement.

12. Changes to operating arrangements as a result of the above are set out at paragraph 20. Areas not drawn through to changes include:

- The length of the meetings arose frequently in feedback. All attempts will of course be made to reducing length of the meetings where that is appropriate. This is however a quarterly meeting with a large remit. The agenda will continue to be set with the chair and executive leads shortly after the last meeting with a strong focus on the flow, timing, and specifics for particular reports. This will be done with the above feedback in mind.
- An integral aspect of our annual effectiveness reviews is to ensure the committee focuses on the appropriate matters at the optimal times. Adjustments to the terms of reference and cycles of business have now been made to reflect this. Consequently, directors have considerable influence over the content of papers presented to the committee. We encourage report writers to consider this and reflect on the feedback regarding the volume and focus of papers, as well as approaches to presentations, when preparing submissions.
- The aim of the new templates, writing and presentation guidance is to reduce the volume of papers and ensure more succinct presentations which will go some way to reducing overall length of meetings. A new short form paper will be offered where a fuller SBAR report is not needed.

Management of the committee's work programme

13. The committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the committee and in this respect, it has discharged its responsibilities in providing assurance to the Board. The committee's business in 2024/25 included:

13.1. **The lived experiences of our people** were shared at the meetings:

- In May the Committee heard from a member of staff on the front line – **Matthew T Jones, a Locality Manager** in Pembrokeshire who attended the committee to share his learning on the work he has undertaken on the attendance and sickness within his locality. Matt’s reflections included: having a safe space to learn from mistakes in the beginning of the project, linking into the People & Culture Plan, an excellent example of how a whole team in the Emergency Medical Service has been involved in supporting staff back into work following a period of absence, the work that has been done to support staff in complex cases and the innovation and creative thinking within his team.
- In August, **Kayleigh Wheeler, Operations Manager Ambulance Care**, shared her journey to her current leadership role at WAST. Despite facing homophobia, misogyny, and bullying, Kayleigh received support from colleagues and became active in the WAST Voices network. She aims to amplify quieter voices and address bullying and harassment through various campaigns and sessions. Her presentation highlighted her resilience and commitment to positive change at WAST. While challenges remain, Kayleigh believes the organisation is progressing with improved accessibility and transparency of senior leaders.
- In November, **Ela Lewis**, with a background in nursing (registered nurse) and currently a Senior Project Manager for the Connected Support Cymru project, shared her inspiring journey as a change champion. Ela highlighted the crucial role of creating a supportive environment where colleagues can express their emotions and collaborate effectively on the change journey. Ela's contributions, especially in volunteer coordination and the implementation of remote clinical devices, have been notably impactful, earning her widespread gratitude within WAST.
- In February the committee heard from **Mark Churchill**, a colleague from Ambulance Care spoke to the committee of his role. In his current role, Mark transports vulnerable and older patients within Ambulance Care. Mark emphasised the importance of building relationships, providing social support, and ensuring patient safety and comfort. He highlighted the dedication of his colleagues and their commitment to treating patients with dignity and respect.

- 13.2. The **2024-2030 Strategic Workforce Plan** was received in August. This was reviewed and endorsed by the committee before approval by the Trust Board. This Plan directly aligned to the focus of the IMTP and the Trust's long-term vision.
- 13.3. At the August meeting the committee received a suite of **annual reports in respect of 2023/24** for consideration which required approval by the Trust Board. These were the **Strategic Equality Plan Annual Report 2023/24**, the **Workforce Equality Monitoring Report 2023/24**, the **Gender Pay Gap Report 2023/24**, the **Welsh Language Annual Report 2023/24**. The latter report was presented bi-lingually, and the breadth and depth of the report was appreciated by members.
- 13.4. The committee began receiving a **Cultural Themes and Trends** report at every other meeting. In August data relating to employee relations cases, sickness and training and the impact on the culture at WAST, was received. It was noted that there had been an increase in employee relations cases, but as of August 2024 over 200 individuals had received training in compassionate practices, and 70 had attended investigating officer training. In February the committee received an introduction to the 'WAST Way', which will launch in Q1/Q2 2025/26. The framework sets out clear leadership behaviours based on three core principles of 'care', 'valuing everyone', and 'connecting'.
- 13.5. Related to this at its meeting in February 2025 an update was received on the work around **compassionate practices** and the related actions in the compassionate practices action plan.
- 13.6. The committee noted the significant amount of change taking place across WAST which brings pressure on our people, both with respect to change itself, but also the pace of change. This was the primary focus for the meeting of the committee in November, at which a session was delivered on **change management**. The aim is for change management to become a natural part of every process, whilst having oversight of the impact of change on our people. d. Angela Lewis confirmed her commitment to ensuring that change management principles and techniques are embedded in the leadership work within the Trust, particularly through our 'The WAST Way'. This will ensure that change management is at the heart of leadership development. This following progress related to this work was noted:

- 12.6.1 **Change Community:** The Trust has established a change community focused on creating a culture of collaboration, trust, and growth. This community aims to build a supportive, non-judgmental environment where colleagues can practice new skills, test their thinking, build confidence and competence, and share experiences to learn from each other.
- 12.6.2 **Structured Approach:** The Trust has developed and implemented a structured approach to change management centred around the ADKAR model, which focuses on individual change to achieve organisational results. This model breaks change down into clear stages and is action and outcome focused.
- 12.6.3 **Embedding Change Management:** The approach is being embedded within the clinical model transformation programme, with dedicated change leads from the change community supporting program workstreams. The goal is to ensure a consistent approach to change management across the programme.
- 13.7. The committee received an update on the Trust's **Speaking Up Safely** arrangements at its meeting in February 2025, and it was noted at the November meeting that the Audit, Risk and Assurance Committee were assured on our speaking up arrangements. Additionally, the CEO roadshows in Autumn 2024 included a focus on speaking up, with board members pledging their support.
- 13.8. The **Partnerships and Engagement report** related to the remit of the committee was received in August. This focused on regional Partnership Boards and the Wellbeing of Future Generations Act. The report signifies a move towards more strategic engagement and partnership working, aligning with broader organizational and national priorities.
- 13.9. The committee received insights from the **NHS Staff Survey** which focused on stress and burnout in the workplace and the links between addressing these issues with our overarching People and Culture ambitions and Health and Wellbeing Plan.

- 13.10. The **Staff Development Outline Plan** was received in May. It was noted that this is a deliverable in the People and Culture Plan, which aims to provide equity in development opportunities for our people to undertake their roles and benefit from progression opportunities.
- 13.11. Related to this activity, the committee acknowledged the significant volume of **learning and development** taking place at all levels of the Trust. The committee was introduced to the '**WAST Way**' in year, a behavioural approach which intends to enable a culture of compassionate, inclusive and collaborative leadership includes leadership behaviours which are drafted and engagement on these is underway.
- 13.12. **Health and Safety updates** were received with a focus on RIDDOR compliance, risk assessment compliance, manual handling, the effects of diesel fumes on our people (which was also the subject of the advisory group WASPT discussions), and violence and aggression. These updates included several positive aspects such as high compliance rates for RIDDOR reporting which demonstrates a grip of control and flows of work in the Trust. Additionally in August, the committee received the **2023/24 Health and Safety Annual Report** which was approved. Members noted the maturing culture of health and safety in WAST and the focused attention the team had throughout the year.
- 13.13. The **Health and Well-being Plan 2025-2029** was received in February 2024 for comment and subsequently received in November 2024. The committee endorsed the Plan for submission to the Trust Board for approval. The plan showed the high-level outcomes, with local action plans sitting behind them focusing on meeting the basic needs of staff, promoting well-being, providing preventative and reactive support, all while maintaining service quality.
- 13.14. A follow up report on the **Seasonal Influenza Campaign 2023/24** report was received. The Trust's final uptake of staff vaccinated for the **Seasonal Influenza Campaign 2023/24** was 36.5%, which is a decrease of 8% from last year's campaign. Lessons learnt from this campaign have informed an extensive list of areas that require continued development for future flu campaigns.

- 13.15. The Committee received assurance on the processes in place for 2024 **registration and revalidation** with respect to the Nursing and Midwifery Council and noted 100% compliance.
- 13.16. **Updates are received from the Director of People and Culture** at each Committee, and these were changed in year to reflect a new look and a balanced view on both successes and challenges. Following the change to the structure of the People and Culture Directorate in year and the separation of the people and culture elements of the Director's remit, the committee began receiving updates from the Director of People and the Director of Culture Change as of November 2024.
- 13.17. **Operational updates** are received at each meeting and often generate a good deal of discussion, particularly related to system pressures.
- 13.18. The **MIQPR** and **People and Culture Plan metrics** were received at each meeting, with a particular focus on sickness absence levels, recruitment, PADRs, statutory and mandatory training, moving on interviews, and shift overruns. At the May meeting a deep dive was received on the **disciplinary processes and compassionate practices** approach in the Trust.
- 13.19. In private session in August, the committee received the **2023/24 Workforce Race Equality Standards Report** for 2024. The report and proposed action plan were endorsed and subsequently submitted to the Trust Board for approval.
- 13.20. The committee approved the following **policies** in year:
- Homeworking Policy
 - Professional Regulation Policy
 - NHS Wales Respect and Resolution Policy
 - Welsh Language Policy
 - Driving At Work Policy
 - Occupational Health Policy
 - Recruitment and Selection Policy
 - Occupational Immunisation Policy
 - Equality Impact Assessment Policy
 - Bank Worker Policy

- 13.21. In private session the Committee looks at **suspensions** over four months and **Employment Tribunal** cases.
- 13.22. **Reflections** are taken at the end of meetings and included:
- In May, it was noted that the first hybrid meeting post-Pandemic worked well, but that there are procedural considerations which must be considered given this approach. Additionally, it is important to ensure there are sufficient breaks included.
 - In August it was noted that the meeting was well Chaired and there were many positive items being discussed, including the staff story and the progress shown within the Health and Safety Annual Report.
 - In November, the committee felt that the discussions were less transactional and future focused, The importance of taking a holistic view of people and culture activities was noted.
- 13.23. The Committee **cycle of business** was approved in May 2024.
- 13.24. **Risks** relevant to this Committee are reviewed at each meeting and the agenda is driven by these risks. The highest rated risks, sickness absence (160), reputation (201) and latterly Trade Union relationships (163) were the focus and drive agenda setting. Risk 163 was presented in detail to the WASPT for the first time in May 2024, in recognition that this risk is dynamic.
- 13.25. The **annual effectiveness review** was conducted in the February 2025 meeting. As detailed earlier in this Return the approach to the 2024/25 review was different to previous years.
- 13.26. The **Audit tracker** and actions assigned to the committee were reviewed at each meeting. Good progress is being made to close management recommendations.
- 13.27. The reasonable assurance **Retention of Staff** Internal audit report was received, Key matters arising from included finalisation and ratification of the 'moving on interview' process. The purpose of this audit was to evaluate and determine the adequacy of the systems and controls in place within the Trust in relation to staff retention.

- 13.28. The **Seatbelt Action Plan** Internal Audit was received, which gave a reasonable assurance opinion. The purpose of this audit was to review the deployment of the seatbelt action plan, to ensure the safety of crews and patients on board Trust vehicles, and to assess compliance.
- 13.29. The reasonable assurance Internal Audit on **Disciplinary Case Management** was received. The purpose of this audit was to assess the adequacy of the arrangements in place for the management of the disciplinary process, and to focus on the demonstration of compassionate leadership principles, in addition to compliance with the Trust's defined disciplinary processes.
- 13.30. The reasonable assurance Internal Audit report on **Volunteers Governance** was received. The purpose of the audit was to review the adequacy and effectiveness of the Trust's governance and operational management of volunteer activities.
- 13.31. The **Exposure to Fumes** internal audit report was received, with a reasonable assurance opinion. The purpose of this audit was to evaluate the actions being taken by the Trust to ensure the health and wellbeing of staff exposed to fumes as a result of delays in handovers of care at hospital.
- 13.32. The **Resourcing Policy** internal audit was received, with a limited assurance opinion. The purpose of this audit was to review the Trust's Resourcing Policy, its compliance with national terms and conditions, and to assess its application as an enabler for effective resource production.
14. The Board received a highlight (AAA) report from this Committee by email circulation following each meeting which included alerts, advice, and areas of assurance. In November that report was provided verbally due to the proximity of the meeting and the Board meeting.
15. The **Committee's priorities for 2024/25** are reviewed at each meeting and a more detailed update appears later in this report. The Committee also reviews progress against its cycle of business at each meeting.
16. The Committee is serviced by one Sub-Committees, which is the Welsh Ambulance Service Partnership Team (WASPT). WASPT held its first meeting in April 2023 and the AAA Highlight Reports provided to each meeting set out the work of this advisory forum in the year.

17. The operational and corporate sub-structures that feed into WASPT, including local partnership forums were formed in 2023. These forums provide opportunities for resolution and escalation at a more local level, focusing WASPT on strategic issues.

PROPOSED CHANGES TO THE TERMS OF REFERENCE

18. The proposed changes to terms of reference for this committee for 2024/25 are marked up in **Annex 1** and include:

18.1. The purpose section has been amended to include a responsibility to take account of the Trust's wellbeing objectives.

18.2. The delegated responsibilities have been re-ordered to align to the People and Culture Plan.

18.3. Wording has been amended to avoid duplication and provide clarity.

18.4. Additions include:

- Assurance that workforce and resourcing plans are fit for purpose and ensure the right skills mix (noting that there is a desire to avoid duplication with other committees, particularly the Quality, Experience and Patient Safety Committee).
- Enhanced assurance reporting on leadership development and succession planning
- Inclusion of HEIW commissioning intentions
- Clarification on membership nomenclature
- Emphasis on the need for three Non-Executive Directors over and above the quoracy requirements

19. The cycle of business for the committee has been amended in line with the adjustments to the terms of reference. Reporting frequency was discussed in the February meeting and has been reflected in the cycle of business for 2025/26 which was approved by Chair's Action.

PROPOSED CHANGES TO THE OPERATING ARRANGEMENTS

20. Proposed changes to operating arrangements for this committee are set out below. Some are relevant to arrangements across other committees also and they include:

- 20.1. Members were encouraged to pose questions to report writers before meetings and allowing more time for questioning during sessions were suggested to enhance engagement. There is functionality in Ibabs to do this.
- 20.2. Bringing into the committee the progress reports on 'what good looks like' for the strategic objective of 'enabling our people to be the best they can be' will support the call for more of a strategic focus.
- 20.3. A reduction in the reporting against the audit tracker is being considered by ARAC in an attempt to reduce volume for committees and increase assurance. More detail on this will come back to the committee in due course.
- 20.4. New report front covers and SBAR templates have been developed. They include a short form report which includes a requirement to set out purpose of report and alignment to strategic objectives, wellbeing objectives and health and care quality standards. This will be accompanied by writing guidance and presentation guidance.
- 20.5. Writing guidance will set out the purpose of executive summaries in an attempt to ensure they are reflective of the comments received by members of this and other committees, particularly as they relate to a greater focus on outcomes.
- 20.6. Feedback following meetings on reports – both positive and where there are areas of improvement – are encouraged from committee membership. This will ensure we are working towards a continuous improvement in paper length and assurance.

20.7. A 'reading room' will be established in Ibabs for documents that members may wish to review for further information, but which are not vital for scrutiny and oversight.

20.8. Continue with agenda setting meetings and encourage themes for meetings to aid in the flow and triangulation. Members are encouraged to review the agenda both when it is commissioned and closer to the meeting and alert the secretariat if insufficient time has been allocated. Likewise, presenters should ensure they are cognisant of the time allocated which includes time to present and for discussion.

COMMITTEE PRIORITIES

Priorities for 2024/25

21. The Committee received an update on progress against its priorities at each meeting. The 2024/25 priorities were:

Priority	Progress
Impact of wellbeing initiatives on our people.	<ul style="list-style-type: none"> • The upcoming Cultural Themes and Trends Report (to be received at the February 2025 meeting) will include consideration of the employment relations cases, sickness absence and compassionate practices. There will also be a focus session (as part of the Cultural Themes and Trends item) on sickness absence received at the February 2025. • The Health and Wellbeing Plan which was received by the Committee in November 2024 - includes commentary on the Trust's approach to understanding the impact of wellbeing initiatives on our people. This Plan was subsequently approved by the Trust Board at its meeting in November 2024. • The Committee regularly receives the People and Culture Plan Metrics, the Workforce Scorecard, and the MIQPR, through which it will understand the impact of various wellbeing initiatives on our people. Additionally, the Committee receives the output of 'Pulse Surveys' and annual NHS Staff

Priority	Progress
	<p>Survey, with the associated actions plans – both of which are programmed in the Committee’s Cycle of Business.</p>
<p>Culture of conversations with a focus on communication and conversations with managers and their people.</p>	<ul style="list-style-type: none"> • The Trust’s focus on a ‘Culture of Conversation’ continues. A significant aspect of our improvement strategy is moving beyond simply focusing on the completion rates of PADRs. We are working towards making every PADR conversation meaningful, ensuring that these discussions reflect our values of compassion, inclusivity, and collaboration. • This shift aligns with the development of <i>Our WAST Way</i>, a new behaviours and development framework for leaders and managers that outlines their responsibilities in creating a positive and supportive work environment. The Committee will receive updates regarding the development of <i>Our WAST Way</i> at its meeting in February 2025. The ‘<i>Our WAST Way</i>’ intends to incorporate the importance of change management skills for our people. It is noted that the Committee received an update on development on change management initiatives in the Trust at its meeting in November 2024. • Additionally, the Committee continues to have a focus on the organisational culture, with ‘Cultural Themes and Trends’ reports being brought forward regularly. The Committee received this report at its meeting in August 2024. The next ‘Cultural Theme and Trends Report’ will be received by the Committee in February 2025, in line with the Cycle of Business.

Priority	Progress
<p>A continued focus on equality, diversity and inclusion and the implementation of the strategic equality objectives.</p>	<ul style="list-style-type: none"> • The Committee has an ongoing focus on equality, diversity and inclusion – with the relevant business having been incorporated into its annual Cycle of Business. The Director of Culture will provide updates to the Committee regarding the work of the Equality, Diversity and Inclusion Steering Group (EDISG), as required. The EDISG will be supporting the implementation of the Strategic Equality Objectives from which the Director of Culture will provide assurance to the Committee. • The Trust is committed to ensuring that equality, diversity and inclusion are integral to all we do within People and Culture. Rather than viewing EDI as a separate initiative, we strive to make it a continuous golden thread that connects every workstream. By doing so, we help colleagues see and embrace EDI as foundational to our work, creating a space where decisions are influenced by our commitment to inclusion and equity. • Alongside embedding EDI into our everyday practices (through delivery of our Strategic Equality Objectives), we are committed to driving forward the successful delivery of our Statutory Action Plans. Specific initiatives will also include partnering with Higher Education Institutions to increase student diversity and launching targeted campaigns to attract candidates from a wide variety of backgrounds for the full range of career opportunities within WAST. • At the August 2024 meeting the Committee received the Strategic Equality Plan Annual Report for 2023/24, the Annual Workforce Equality Monitoring Report for 2023/24, the Annual Gender Pay Gap Report for 2023/24, and the Workforce Race Equality Standards Report for 2023/24, and the Welsh Language Annual Report for 2023/24. These are the key matters of annual

Priority	Progress
	reporting regarding equality, diversity and inclusion.
The Trust's approach to development of our people.	<ul style="list-style-type: none"> • At its meeting in May 2024 the Committee received the 'Staff Development Outline Plan' which is a deliverable of the People & Culture Plan. The aim of this is to provide equity in development opportunities for our people to undertake their roles and benefit from progression opportunities. • At the May meeting the Committee were assured that mapping was underway on professions and roles, which will define skills and competencies. An update will be given to the Committee at a future date. It is noted that the 'Learning and Development' reporting is still in development. • The People and Culture Plan metrics – which the Committee receives at every meeting – includes metrics regarding the statutory and mandatory training (giving organisational compliance figures) in addition to the MIST compliance. • The People and Culture Plan metrics provided to the Committee also include qualitative feedback regarding the Trust's learning and development initiatives, which enables us to take a continuous improvement approach to the development of our people.

Priorities for 2025/26

22. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. The committee will do so at its May 2025 meeting, and these will be provided to the board at its May meeting.

23. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.



PEOPLE AND CULTURE COMMITTEE

TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2025/26

1. INTRODUCTION

- 1.1. The Trust's Standing Orders provide that *"The board may and, where directed by the Welsh Government must, appoint Committees of the Trust either to undertake specific functions on the board's behalf or to provide advice and assurance to the board in the exercise of its functions. The board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees"*.
- 1.2. In line with Standing Orders, the board shall nominate annually a committee to be known as the People and Culture Committee. The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.
- 1.3. The committee plays an important role in supporting the Board in fulfilling its responsibilities by:
 - providing advice on strategic development and performance within the terms of reference;
 - undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Trust's strategic goals;
 - carrying out specific responsibilities on the board's behalf; and
 - providing a forum where ideas can be explored in greater detail than board meetings are able to allow, providing time and space to consider issues in greater depth.

Regular and timely reporting and escalations to the board on the issues within the committee's remit allow for more focused discussions.



2. PURPOSE

- 2.1. The purpose of the People and Culture Committee ('the committee') is to enable scrutiny and review of the Trust's arrangements for all matters pertaining to its workforce, both paid and volunteer, and organisational culture and behaviour to a level of depth and detail not possible in Board meetings. The Committee will provide assurance to the Board of the Trust's leadership arrangements; behaviours and culture; training, education and development; equality, diversity and inclusion; health, safety and welfare; people and culture related partnerships and engagement; the Welsh Ambulance Services Partnership Team (advisory group); and Welsh Language, in accordance with its stated objectives and the requirements and standards determined by the Welsh Government, the NHS in Wales and other regulatory bodies.
- 2.2. The Committee will provide evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to all matters relating to staff and staffing of the Trust.
- 2.3. The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.
- 2.4. The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.
- 2.5. In alignment with the Wellbeing of Future Generations (Wales) Act 2015, this committee will adopt a long-term perspective in its deliberations and decisions. The committee will consider the broader implications of its actions,



particularly in relation to the three wellbeing objectives established by the trust in order to contribute positively to the wellbeing of future generations. These objectives are: 1) being a socially responsible and inclusive employer, 2) fostering an innovative and sustainable organization, and 3) ensuring we are a proactive, accessible, and equitable care provider.

3. DELEGATED RESPONSIBILITY

The Committee will, in respect of its role in providing advice and assurance to the Board:

Strategic Development and Delivery

- 3.1. Oversee and contribute to the development of the Trust's strategies and plans as they relate to people and culture and ensure they are aligned to the 2030 Delivering Excellence Long Term Plan.
- 3.2. Receive assurance on the implementation of strategies and plans within the remit of the committee, with a particular focus on the impact of desired outcomes in those strategies and plans.
- 3.3. Receive and consider projects of major strategic organisational change where there is a significant impact on our people's health and wellbeing, and cultural change.

Culture

- 3.4. Receive assurance that the Trust's behaviours are embedded, ensuring a continued journey of positive culture change.
- 3.5. Consider the experience of our people, including volunteers, and seek assurance of the effectiveness of mechanisms used for measuring, and for hearing and acting upon their experiences.
- 3.6. Receive assurance that there is a robust plan in place for the health and wellbeing of our people and monitor the effectiveness of arrangements in place to support and protect the mental, physical, and financial wellbeing of staff.
- 3.7. Receive assurance that Trust management and Trade Union Partners continue to develop and build a shared understanding and common purpose through formal and informal consultative partnership working to ensure the efficiency



and success of the Trust for the benefit of all. Review any partnership agreements with Trade Union Partners.

- 3.8. With respect to equality, diversity and inclusion the committee will:
- (a) Oversee and contribute to the development of the Trust's equality, diversity and inclusion plan
 - (b) Receive assurance on its implementation and desired outcomes
 - (c) champion and support the plan and the work of the equality, diversity, and inclusion networks
 - (d) Receive assurance that there are effective arrangements are in place to meet the Welsh Language Standards and that the culture of Wales and the Welsh language is promoted within the Trust.
- 3.9. With respect to speaking up safely the committee will:
- (a) Receive assurance that arrangements are in place to allow staff to raise concerns in confidence
 - (b) Ensure that those processes allow any such concerns to be investigated proportionately and independently
 - (c) Receive assurance that the learning from such concerns is considered and applied.
- 3.10. Receive assurance that the Trust has in place appropriate policies and procedures for its people and approve people and culture policies.

Capacity

- 3.11. Receive assurance on the development and implementation of the Trust's recruitment and retention plans, including those for volunteers.
- 3.12. Receive assurance that workforce and resourcing plans are fit for purpose and ensures the right resources and skills mix in the right place at the right time (both clinical and non-clinical)

Capability

- 3.13. Ensure that the Trust has comprehensive leadership development and succession planning programmes in place to support leaders at all levels of the organisation and which is designed to reinforce the culture the Trust is



seeking to achieve.

- 3.14. Receive and endorse the commissioning intentions for training and education through HEIW and others
- 3.15. Receive assurance that professional standards of registration and revalidation are maintained.
- 3.16. Advise the board on a set of key performance indicators (KPIs) for the responsibilities in its remit and monitor performance. These KPIs may include but not be limited to sickness absence, performance appraisal reviews, statutory and mandatory training, incidents of violence and aggression, disciplinaries and suspensions, turnover and recruitment; enabling deep dives to take place into specific areas of concern.
- 3.17. Ensure the Trust is discharging its statutory responsibilities, including but not limited to health and safety; equality, diversity, and inclusion; relevant Health and Care Quality Standards requirements; and that professional standards of registration and revalidation are maintained.

Risk and Audit

- 3.18. oversee the effective management of strategic and principal risks, as set out within the Board Assurance Framework (BAF), as appropriate to the purpose of the committee.
- 3.19. Receive and gain assurance from internal and external audits in their remit. The committee will receive assurance that management actions to address recommendations are in place via the audit tracker and receive appropriate reporting as agreed by the Audit, Risk and Assurance Committee. This committee will, where appropriate, scrutinise the impact of actions in response to audit recommendations.

4. AUTHORITY

- 4.1. The committee is authorised by the Trust Board to investigate, or have investigated, any activity within its terms of reference. In doing so, it will have the right to seek any information it requires from any employee or inspect any



books, records, or documents relevant to its remit, ensuring patient/client and staff confidentiality as appropriate. All employees are directed to cooperate with any reasonable request made by the committee.

- 4.2. The committee is authorised by the board to obtain outside legal advice or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Trust's procurement, budgetary and other requirements.
- 4.3. The committee is authorised to approve Trust wide policies in accordance with the policy for the Review, Development and Approval of Policies.

Chair's Action

- 4.4. There may, occasionally, be circumstances where decisions which would normally be made by the committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the committee. This is most likely, but not exclusively, to arise with respect to approval of policies particularly given the current backlog.
- 4.5. In these circumstances, the Chair and the Lead Executive, supported by the Director of Corporate Governance/Board Secretary as appropriate, may deal with the matter on behalf of the Committee after first consulting with at least two other Members (Non-Executive Directors).
- 4.6. The Director of Corporate Governance/Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

Sub-Committees

- 4.7. The Committee may establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business. Formal sub-committees may only be established with the agreement of the board.
- 4.8. The Welsh Ambulance Services Partnership Team (WASPT) is an advisory group of the Board and was re-constituted in November 2022 following the pandemic. The Board has agreed that WASPT is a sub-committee of this Committee and as such reports regularly by way of a AAA highlight report. Similarly, issues raised are reported, and where necessary escalated, to the Board by way of this Committee's AAA highlight report.



5. MEMBERSHIP AND QUORUM

- 5.1. The Trust's Standing Orders at 3.3.5 and 3.3.6 provide the rules around committee membership. That includes that the designation of Chair, definition of member roles and powers and terms and conditions of appointment are determined by the board, based on the recommendation of the Trust Chair. Executive Directors and other Trust officers cannot be appointed as committee Chairs, nor should they be appointed to serve as 'members' on any Committee set up to review the exercise of functions delegated to them. They may however be 'in attendance' as appropriate.
- 5.2. The application of these provisions means that the designation of 'members' in NHS Wales committees is applied to Non-Executive Directors. This ensures there is independent scrutiny, support and challenge, and is a relevant for quorum (see below) and – where it is required – for voting
- 5.3. Notwithstanding the above, the 'members' and 'prescribed attendees' listed below are often referred to collectively as members or membership

Committee Membership

- 5.4. The committee will comprise four Non-Executive Directors, one of whom will be designated as Chair, and the following prescribed attendees:
 - Director of People (Joint Executive Lead)
 - Director of Cultural Change (Joint Executive Lead)
 - Executive Director of Finance and Corporate Resources
 - Executive Director of Operations
 - Director of Partnerships and Engagement
 - Executive Director of Paramedicine
 - Deputy Director of Nursing, Quality and Governance
 - Assistant Director of Planning and Transformation
 - Freedom to Speak Up Guardian
 - Trade Union Partners (x4)
 - Chairs of Sub-Committees (or their nominee)
 - Director of Corporate Governance/Board Secretary



- 5.5. In the absence of the committee Chair, one of those in attendance must be designated as Chair of the meeting.
- 5.6. Members may send deputies in their absence who will act with their full authority. To instigate a substitution arrangement, the member of the Committee must notify the Director of Corporate Governance/Board Secretary before the day of the meeting that he/she is unable to attend and the name of the member who will attend as the substitute.
- 5.7. The Chair of the Trust Board and the Chief Executive have a standing invitation to attend meetings. In addition, the Committee Chair may invite others (either Trust staff or persons outside the Trust) to attend all or part of the meeting to assist with its discussions on any particular matter. The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge, and expertise

Quorum

- 5.8. The quorum for meetings of the committee shall be two Non-Executive Directors.
- 5.9. While only two Non-Executive Directors are required for quorum, it is strongly recommended that all three Non-Executive Director members be present at each meeting to ensure robust discussion and effective oversight. The presence of all Non-Executive Directors is crucial for fostering diverse perspectives and maintaining rigorous challenge and scrutiny. Therefore, other Non-Executive Directors of the board may be co-opted to meetings where it is not possible for all three Non-Executive Directors to attend

Member Appointments

- 5.10. The membership of the Committee shall be determined by the board, based on the recommendation of the Trust Chair, taking account of the balance of skills and expertise necessary to deliver the committee's remit, and, subject to any specific requirements or directions made by the Welsh Government.
- 5.11. Non-Executive Directors shall be appointed to hold office for a period of one year at a time, (membership being reviewed by the Chairman of the board on an annual basis) up to a maximum of their term of office. During this time a member may resign or be removed by the board.



- 5.12. Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the board, based upon the recommendation of the Trust Chair and, where appropriate, on the basis of advice from the Trust's Remuneration Committee.

6. COMMITTEE MEETINGS

Secretariat and Support to Committee Members

- 6.1. The Director of Corporate Governance/Board Secretary, on behalf of the Committee Chair, shall:
- (a) arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
 - (b) ensure the provision of a programme of organisational development for committee members, as part of the Trust's overall board development programme.

Frequency of Meetings

- 6.2. Meetings shall be held no less than quarterly or otherwise as the Chair of the Committee deems necessary, consistent with the Trust's annual plan of board Business. Meeting agendas, papers and minutes shall be circulated no less seven days prior to each meeting.

Withdrawal of individuals in attendance

- 6.3. The Committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of any particular matter.

7. RELATIONSHIPS AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 7.1. The Committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference.



- 7.2. The Committee, through its Chair and members, shall work closely with the board's other committees and groups to provide advice and assurance to the board through the:
- (a) joint planning and co-ordination of board and Committee business; and
 - (b) sharing of appropriate information;
- in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the board's overall assurance framework.
- 7.3. The Committee will consider the assurance provided through the work of the board's other committees and sub-groups to meet its responsibilities for advising the board on the adequacy of the Trust's overall framework of assurance.
- 7.4. The Committee shall embed the Trust's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

- 8.1. The Committee Chair shall:
- (a) report formally, regularly and on a timely basis to the board and the Chief Executive (Accountable Officer) on the Committee's activities. This includes a written highlight report, the submission of Committee minutes and written reports where appropriate throughout the year;
 - (b) bring to the board and the Chief Executive (Accountable Officer's) specific attention any significant matter under consideration by the Committee; and
 - (c) ensure appropriate escalation arrangements are in place to alert the Trust Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Trust.
- 8.2. The Director of Corporate Governance/Board Secretary, on behalf of the board, shall oversee a process of regular and rigorous self-assessment and



evaluation of the Committee's performance and operation including that of any sub committees established.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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

- Quorum (as set out in section 6)

10. REVIEW

10.1. These terms of reference and operating arrangements shall be reviewed at least annually but more frequently if required.



QUALITY, PATIENT EXPERIENCE AND SAFETY COMMITTEE (QUEST) ANNUAL REPORT 2024/25

INTRODUCTION

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, committee terms of reference, and codes of governance provide that boards should routinely assess the effectiveness of their governance arrangements, of which the board's committees form an integral part.
4. The committee met on 04 February 2025 and through a facilitated discussion reviewed its effectiveness, its terms of reference, and its operating arrangements. This Annual Report reflects on the effectiveness of the committee in 2024/25 and proposes changes to terms of reference.

PURPOSE OF THE COMMITTEE

5. The committee is established to scrutinise improvements in outcomes in quality, patient experience, effectiveness, and safety to reduce incidences of avoidable harm. It provides oversight of and seeks assurance on statutory and regulatory compliance, including but not limited to the Duty of Quality and the Duty of Candour as set out in the Health and Social Care (Quality and Engagement) (Wales) Act 2020.

MEMBERSHIP AND ATTENDANCE

- The committee met four times as scheduled in 2024/25 and was quorate on each occasion.
- The committee is supported by the Chair and three Non-Executive Directors as members, and a number of core attendees. The number of Non-Executive Directors was reduced in year to three, as of the 01 January 2025. The chart below illustrates attendance of members and attendees as listed in the terms of reference for 2024/25. The committee welcomed non prescribed attendees at various meetings as well as external guests.

COMMITTEE ATTENDANCE				
NAME	07 MAY 2024	13 AUGUST 2024	05 NOVEMBER 2024	04 FEBRUARY 2024
Bethan Evans (Chair)				
Kevin Davies				
Ceri Jackson	Chair			
Liam Williams				
Andy Swinburn		From 1100 ¹		
Lee Brooks	Jonathan Edwards	Pete Brown (open)		
Rachel Marsh	Hugh Bennett	From 1120 ²	Hugh Bennett until 2pm	
Jonny Sammut				
Trish Mills	Julie Boalch			
Mark Marsden				
Hugh Parry				
Henry Garrard				

	Attended
	Deputy attended
	Apologies received
	No longer member

- The membership of the committee was revised effective quarter four of 2024/25 in response to changes to the Non-Executive Director membership of the Trust Board, as indicated above. This includes Rhiannon Beaumont-Wood as a member of the committee. The February 2025 meeting of the committee was her first meeting.
- No changes to membership are proposed at this stage.

COMMITTEE'S VIEWS ON EFFECTIVENESS

[Feedback from membership](#)

10. The committee's effectiveness was assessed through a facilitated discussion held at the meeting on the 04 February 2025, which included a review of its terms of reference and cycle of business.

Enhancing Report Writing and Assurance

- Feedback highlights a strong preference for enhanced clarity and structure in the processes of report writing. Key points include the need for standardised templates and clear work programmes to streamline reporting and reduce redundancies. Tools such as AI writing aids and succinct executive summaries are also seen as valuable additions to support these goals, as well as a limited word count in papers.
- Respondents also advocate for better data flows to drive dashboard reporting and clarity on the role of the committee with respect to the MIQPR.
- There is a desire to better triangulate reports on the agenda, and alignment reports with strategic priorities, and to ensure they are outcome-focused and actionable.

Strengths of the Committee

- The effectiveness of the chairperson and the balanced dynamic of challenge and support within the committee were frequently praised.
- The leadership is noted for promoting an inclusive atmosphere and ensuring patient stories are central to discussions, which enhances the patient-centred focus. The integration of lived experiences and maintaining a consistent quality focus are seen as pivotal to the committee's success.
- The committee's strengths include strong engagement, regular attendance, a culture of openness and transparency, and robust reporting to the board with escalations where appropriate.

Areas for Improvement

- There is a consensus on the need for more efficient and effective meeting management. Suggestions include shorter meetings or splitting lengthy sessions over two days to maintain engagement and reduce fatigue.
- Respondents call for more concise agendas and reports, and effective executive summaries, which would allow better preparation and more strategic discussions. Presenters should assume the paper has been read and give over more time to questions. More clarity on the flow of papers through the internal governance routes may help to shorten the detail.

- There's also an emphasis on aligning meeting materials more closely with the organisation's strategic objectives and improving the timing of paper distribution.
- Additionally, a shift towards a greater focus on outcomes (the 'so what') and continuous improvement is recommended to enhance the dynamism and impact of committee sessions.

11. Changes to operating arrangements as a result of the above are set out at paragraph 17. Some areas not drawn through to changes include:

- The length of the meetings arose frequently in feedback with some suggestions to move them to bi-monthly or split the quarterly meeting over two days. It was felt that at this stage this would not be appropriate, especially given that the remit of the committee was deemed to be appropriate. There is a regular 45 minute agenda setting meeting with the chair and executive leads shortly after the last meeting which discusses in detailed the flow, timing, and specifics for particular reports where appropriate.
- An integral aspect of our annual effectiveness reviews is to ensure the committee focuses on the appropriate matters at the optimal times. Adjustments to the terms of reference and cycles of business have now been made to reflect this. Consequently, directors have considerable influence over the content of papers presented to the committee. We encourage report writers to consider this and reflect on the feedback regarding the volume and focus of papers, as well as approaches to presentations, when preparing submissions.
- The aim of the new templates, writing and presentation guidance is to reduce the volume of papers and ensure more succinct presentations which will go some way to reducing overall length of meetings. A new short form paper will be offered where a fuller SBAR report is not needed.
- There was feedback on the availability of papers, however the majority of papers are uploaded to Ibabs and the Trust's website seven days before the meeting. For this meeting however there was an issue with availability on the day of the meeting as some adjustments to the papers were made.

Management of the committee's work programme

12. The committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the

committee and in this respect, it has discharged its responsibilities in providing assurance to the Board. The committee's business in 2024/25 included:

- 12.1. In 2024/25 the Trust continued to review and evolve its clinical model, and the committee heard updates on the progress of this work through the **Clinical Model Transformation Programme (CMT)** in the context of wider system pressures. Assurance was given to the committee on the internal governance arrangements for the programme through the CMT Programme Board that reports to the Strategic Transformation Board demonstrating a commitment from the Trust to work towards safer care and continual improvements for patient safety. particular the committee received the following information and assurances on the CMT:
 - 12.1.1. The committee heard of the introduction of the new **Clinical Navigator role**, which will allow clinicians to use their expertise to quickly assess patients and determine whether they require immediate emergency ambulance dispatch or are suitable for remote clinical management.
 - 12.1.2. The **Clinical Advisory Group (CAG)** was established in year to provide clinical oversight and strategic support to the CMT. The committee heard that the CAG reports to the already established Clinical Quality Governance Group and the CMT Programme Board.
 - 12.1.3. The committee received the **Quality Impact Assessment (QIA)** for the CMT in private session in November and a revised QIA in February 2025 in open session. Members gained assurance on the processes around, and the quality of the work associated with, this programme. The committee commended the Trust on its approach to this development and the challenge of successfully implementing service changes during a very busy period.
- 12.2. **The Putting Things Right (PTR)** (previously the Patient Safety Highlight Report) and **MIQPR reports** are received at each meeting. These include a range of metrics, some of which the board sees through the MIQPR and others that are specific to the committee. The outputs of discussions are reported to the board and escalations made where required. The MIQPR includes reporting on safeguarding measures, which is supported by receipt of the annual Safeguarding Report.

- 12.3. An update on the **Putting Things Right Recovery Plan** was received in May, which linked with the Joint Investigation Framework Internal Audit and outlined key improvement actions for the Trust over the following 12 months to aid the Trust meet its targets and ensure that patients and families receive the best service.
- 12.4. The **Datix 'Once for Wales' Concerns Management System** contains incident reporting data for patient, staff, and contractor safety concerns, as well as other bespoke modules. Challenges have been identified, and a recovery and improvement plan was reviewed which address the key issues and risks. The plan was noted in February, with concerns raised as to deliverability timescales and the resource to implement the plan. The committee will receive updates by way of exception reporting where there are significant risks posed to matters in the remit of this committee.
- 12.5. A '**no and low harm incident**' report was received by the committee. Members noted the large volume grade 1 and 2 complaints (none or low harm categories), which after investigation, are assessed as not having resulted in harm and are near miss opportunities for learning. Assurance that this committee was monitoring this was provided to the Audit, Risk and Assurance Committee (ARAC) by the Chair.
- 12.6. The **Learning From Deaths** bi-annual reports were received. These reports highlighted themes and trends that largely relate to delays attending in the community. The committee recognised that there is more to do to understand the differential impact of skill mix on patient outcomes and use of electronic patient clinical record (ePCR) records to identify patterns in death related to or following care.
- 12.7. The committee continued its quarterly **focus on clinical indicators** taking deeper dives into the indicators of **fractured neck of femur**; **hypoglycaemia** including a presentation on the care bundle criterion which is completed ePCR; **ST segment elevation myocardial infarction (STEMI) (heart attack)** including a presentation on criteria measurement, data quality, reporting, improvements, and next steps; and **stroke**. These have proved invaluable for the committee to understand these indicators more widely.
- 12.8. At the May meeting the committee received a position update on the **changes to the stroke categorisation** and assurance was given that there is no evidence that these changes have impacted the Amber 1 response times. The Trust continues to work with the Welsh Stroke Network in line with the UK guidelines and recommendations made by Health

Inspectorate Wales. Placement of the specialist hyper acute stroke units is still being determined which will influence the Trust's modelling in the future. A deep dive on the clinical indicator for stroke was held at the February 2025 meeting.

12.9. A theme which ran through a number of items at the February meeting included the importance of **data as intelligence** to drive continuous improvements for patient safety, as well as digital to support technology advancements/innovation. The need to prioritise digital projects, including the integration of Datix and other systems, to ensure alignment with organisational needs and available resources was emphasised. This is currently underway as part of the development of the IMTP 2025-2028.

12.10. Each meeting heard a **patient story** (and received an update on the previous meeting's patient story):

- In May the committee heard from **Fiona Maclean**, a Patient Experience and Community Involvement Manager, and **Julie Starling**, from Save A Life Cymru, who spoke about their efforts to actively promote the learning of life saving skills throughout the year. Through this work it has become clear that not everyone can perform CPR and for those who do, some were left with symptoms of Post Traumatic Stress Disorder. The Trust is working with Save A Life Cymru to improve the support available to the public.
- In August the committee heard from **Linda Erro Castillo**, who shared the experience of her family after calling an ambulance for her son Guy, who was in distress and unable to breathe. Guy has learning difficulties, and Linda's concerns included the need to ensure that call handlers bear in mind the experience of vulnerable people who may not be able to answer questions in response to a 999 call. Guy's situation worsened and Linda was fearful that Guy was going to die and could not access the help he needed. Members sought to understand the pace of the work being done to improve the experiences of patients with learning difficulties and their families given similar issues have been raised in patient stories.
- In November the committee heard from **Sian Davies-Kumar**, a Palliative Care Paramedic who shared her experience supporting patients with end of life care. Sian described how she co-ordinated with the palliative care team, GP, district nurses, to set up the required support for the patient she attended. Her story exemplifies the aspiration to provide the best possible death in the place of choice,

with adequate support for the family. The committee noted the need for more consistent and comprehensive end-of-life care for more patients from the wider NHS system. It was heard that the future WAST clinical model aims to involve enhanced support from Advanced Paramedic Practitioners and the remote integrated care service to assist frontline clinicians and ensure appropriate escalation when needed.

- In February the committee heard from **Gemma** following her experience with the NHS Wales 111 Service where she made a formal complaint to the Trust about her experience as a deaf service user. Gemma's experience has highlighted the improvements needed to ensure equity of access and the Trusts' ability to respond to Deaf service users.

- 12.11. The Patient Experience and Community Involvement (**PECI**) bi-annual reports were received providing positive assurance we are meeting with and consulting with the public and out stakeholders, including with Llais (the Citizens Voice Body). The level of ambition and commitment was recognised, drawing through focus on continuous improvement and the value of patient experience reporting.
- 12.12. A report was given on various initiatives in **maternity and neonatal care**, which included improvements in neonatal and thermoregulation care and the use of the maternity red phone service, which offers a single point of access from the Trust to Maternity Units and has been implemented across four Health Boards.
- 12.13. An assurance report was received regarding infection, prevention and control **preparedness and emerging health risks with MPOX** and the Trust's preparedness for an outbreak of a highly contagious infectious disease as set out by NHS Wales Executive.
- 12.14. Members received a presentation on the revision to the **Clinical Plan**, previously known as the 'Delivering Clinical Excellence in Wales Clinical Strategy'. The content was significantly revised with a changing emphasis on how clinical data is used in terms of our ambitions, transforming our service and how patients are managed differently to prevent avoidable harm.
- 12.15. The Trust's **annual Clinical Audit Plan for 2024/25**, which allows the planning and prioritisation of clinical audits across the financial year, was approved. It is not always possible to predict all of the topics that

require evaluation and therefore this is a dynamic document which is updated quarterly with oversight by this Committee. This supports recommendations in the Audit Wales Clinical Governance Review 2022. An update on the progress against the Clinical Audit Plan through the audit tracker was received at each meeting and assurance provided to ARAC by the Chair that this plan was in place.

12.16. Various **Trust policies** have been received for approval throughout the year, following the update regarding the backlog of policies for review in 2023/24. These policies were noted as:

- Consent to Examination and Treatment
- Management of Controlled Drugs
- Non-Medical Prescribing
- Premises and Vehicle Cleaning
- Clinical Supervision
- Dispatch Cross Reference Table Policy
- Management of Medical Devices Policy
- Airway Policy
- Safeguarding Children and Adults at Risk of Harm Policy
- Violence Against Women, Domestic Abuse and Sexual Violence Policy

12.17. **Operational updates** are received at each meeting and often generate a good deal of discussion, particularly related to system pressures. A focus on the updates throughout 2024/25 included the recommendations related to the Manchester Arena Inquiry and ongoing challenges to recruit to the 111 Wales call handler roles. The Quality Impact Assessment for the Manchester Arena Inquiry Project was received in closed session which was approved by the committee.

12.18. **Reflections** are taken at the end of each meeting and included:

- In May: Members reflected that good assurance had been received and an appropriate level of discussion had taken place on each of the reports. An appreciation of the staff story was highlighted as an important element of the meeting along with recognition of the social responsibility on the action plan. Members thanked the Chair for stepping in at short notice and for excellent chairing.
- In August: Members reflected that the papers were of a good quality, as were the presentations. Members noted that there are challenges across the system in terms of patient journey and patient outcome,

and that the Trust is involved in the discussions about pathways and outcomes as a key partner. Additionally, contributions from wider attendees of the committee are always welcome.

- In November: Members reflected on the challenge of balancing detailed information with the need for concise reporting, thanked colleagues for the quality of presentations and reports, and that the level of challenge from members was considered to be robust. The need to consider how best to focus business to ensure concise reporting.
- In February: Members reflected that time allocations for items throughout the meeting were challenging, however the difficulty of managing such a comprehensive agenda was acknowledged. The Chair was commended for effectively conducting the meeting. Related to this point, there was consideration of how the meeting arrangements could be adjusted to allow for a more comfortable flow, including where it could be helpful to have pre-meeting discussions on more technical matters.

- 12.19. The Health and Care Standards (2015) have now changed to the **Health and Care Quality Standards (2023)** with six domains and six enablers. The domains are Safe, Effective, Timely, Efficient, Equitable and Person Centred. The enablers include Leadership, Culture, Information, Learning Improvement & Research, and Whole System Approach. An update on the work in developing a self-assessment against the Health and Care Quality Standards was received in February 2025.
- 12.20. The first **Duty of Quality Annual Report for 2023/24**, following the introduction of the Health and Social Care (Quality and Engagement) (Wales) Act 2020 was received prior to approval by the Trust Board. The final iteration of the report was received in August after approval.
- 12.21. An update was received on the **Quality Strategy 2021-2024 implementation plan**, as well as the development of its successor, the Quality Plan 2025-2028. A key focus for the **Quality Plan 2025-2028** is co-production include understanding the voices of our citizens and service users as well as those of our people. The Committee approved the approach to the plan and an extension of the current strategy to 1 April 2025 to allow for its development.
- 12.22. The committee noted that the **111 Clinical Assessment Software Replacement Project** went live on the 30 April 2024, as planned. In closed

session the committee received assurance that there have been no reported clinical incidents, and no serious adverse incidence and no patient experience complaints related to the use of the system. The committee heard that whilst it was introduced as a replacement to the former system, however within the emerging Trust Clinical Model Transformation Programme there were significant opportunities for enhancing patient experience, reducing inequity in patients accessing services, and build more efficient Trust services and processes.

12.23. The Committee **cycle of business** was approved at its May meeting. Focus was given to including the Trust's compliance against the Health and Care Quality Standards throughout 2024/25.

12.24. The following **annual reports** were received for assurance and discussion:

- Mental Health and Dementia Annual Report 2023/24
- Annual Safeguarding Report 2023/24
- Annual Infection, Prevention and Control Report 2023/24

12.25. **Risks** relevant to this Committee – 223 and 224 – are reviewed at each meeting and the agenda is driven by these risks. Risks to the committee heard that lost hours due to handover delays remained significant throughout the year. This presents patient safety risks and extended waits in the community, with deteriorating Red performance being outside of what is acceptable to deliver a safe emergency service. Members were assured that with reference to these risks, whilst not moving in score, the position is dynamically reviewed regularly and closely monitored at many of the Board's Committees as well as at internal forums. Furthermore, the approach to these risks was considered in year by the Trust Board, given that their score has remained catastrophic for a significant period. This thinking will develop throughout 2025/26.

12.26. The **annual effectiveness review** was conducted in the February 2025 meeting of the committee.

12.27. The revised **Audit** tracker and process was reviewed and good progress has been made to close down management recommendations throughout the year.

12.28. The follow up **Review of Quality Governance Arrangements** audit report from Audit Wales was received in February 2025. This report found that the Trust has made some improvements to its quality governance

structures, including responding to the duties of quality and candour, but that there is scope for future improvements in some areas to strengthen assurance relating to the quality and safety of its services.

- 12.29. Members received a presentation on **cancelled calls potential impact analysis** and were assured that the CMT and ongoing improvements in data analysis and reporting could help address challenges in providing timely ambulance responses affected by high demand and ongoing hospital handover delays.
- 12.30. The committee received a suite of **internal audit** reports:
- 12.30.1. **Serious Adverse Incidents** (reasonable assurance). The matters which required management attention included areas of non-compliance with Section 4 (Joint Investigation Process) of the NHS Wales National Policy and noted that a review of the National Policy should be undertaken;
 - 12.30.2. **Electronic Patient Clinical Record: Clinical Compliance** (reasonable assurance). Management attention was required in respect of oversight of training completion, on the limitations of reporting and associated data quality;
 - 12.30.3. **Seatbelt Action Plan** (reasonable assurance). The matters for management attention included the limited number of internal quality assurance inspections completed, improvements required around reporting of results and monitoring of related health and safety inspections;
 - 12.30.4. **Clinical Audit** (reasonable assurance). The report actions included where (a) the Clinical Strategy lacks sufficient reference to clinical audit and its role within the Trust; and (b) the Clinical Audit Plan could be strengthened to demonstrate alignment between individual audits and the Trust risk register and priorities.
 - 12.30.5. **Patient Experience and Community Involvement (PECI)** (reasonable assurance). The matters that required management attention included enhancement of the expected activity to be undertaken by the PEGI team and enhancement of reporting on the impact and outcomes of the engagement activities.

- 12.31. The **Committee's priorities for 2024/25** are reviewed at each meeting and a more detailed update appears later in this report. The Committee also reviews progress against its cycle of business at each meeting.
13. The Board received a highlight (AAA) report from this Committee by email circulation following each meeting which included alerts, advice, and areas of assurance. This was also presented to the next public Board meeting by the Chair of the Committee. Each of the AAA report escalated the issue of handover delays and the impact of this on our patients and our people; the highest rated risks 223 and 224.
14. The committee is not currently serviced by any Sub-Committees.

PROPOSED CHANGES TO THE TERMS OF REFERENCE

15. The proposed changes to terms of reference for this committee for 2025/26 are in **Annex 1** and include:
- 15.1. The purpose section has been amended to include a responsibility to take account of the Trust's wellbeing objectives.
- 15.2. The delegated responsibilities have been re-ordered to align to the Health and Care Quality Standards.
- 15.3. Wording has been amended to avoid duplication and provide clarity.
- 15.4. Additions include:
- Assurance that there is a quality management system in place
 - Assurance that our services are evidence-based
 - Specific assurance on medicines management
 - Specific authority to approve the clinical audit plan
 - Clarification on membership nomenclature
 - Emphasis on the need for three Non-Executive Directors over and above the quoracy requirements
16. The cycle of business for the committee has been amended in line with the adjustments to the terms of reference. Reporting frequency was discussed in the February meeting and has been reflected in the cycle of business for 2025/26 which was approved by Chair's Action.

PROPOSED CHANGES TO THE OPERATING ARRANGEMENTS

17. Proposed changes to operating arrangements for this committee are set out below. Some are relevant to arrangements across other committees also and they include:
 - 17.1. Committee to maintain a strong focus on equality, diversity and inclusion in its strategic direction.
 - 17.2. Where possible in 2025/26 the introduction of more hybrid meetings.
 - 17.3. A reduction in the reporting against the audit tracker is being considered by ARAC in an attempt to reduce volume for committees and increase assurance. More detail on this will come back to the committee in due course.
 - 17.4. New report front covers and SBAR templates have been developed. They include a short form report which includes a requirement to set out purpose of report and alignment to strategic objectives, wellbeing objectives and health and care quality standards. This will be accompanied by writing guidance and presentation guidance.
 - 17.5. Writing guidance will set out the purpose of executive summaries in an attempt to ensure they are reflective of the comments received by members of this and other committees, particularly as they relate to a greater focus on outcomes.
 - 17.6. Feedback following meetings on reports – both positive and where there are areas of improvement – are encouraged from committee membership. This will ensure we are working towards a continuous improvement in paper length and assurance.
 - 17.7. A 'reading room' will be established in Ibabs for documents that members may wish to review for further information, but which are not vital for scrutiny and oversight.

17.8. Continue with agenda setting meetings and encourage themes for meetings to aid in the flow and triangulation. Members are encouraged to review the agenda both when it is commissioned and closer to the meeting and alert the secretariat if insufficient time has been allocated. Likewise, presenters should ensure they are cognisant of the time allocated which includes time to present and for discussion.

COMMITTEE PRIORITIES

Priorities for 2024/25

18. The Committee received an update on progress against its priorities at each meeting. The 2024/25 priorities were:

Priority	Progress
<p>Continue to monitor the duty of quality and duty of candour i.e. Committee will monitor implementation of the Duty of Quality and Duty of Candour following the Health and Social Care (Quality and Engagement) (Wales) Act.</p>	<ul style="list-style-type: none"> • An update on the Duty of Quality Implementation Plan was received by the committee in February 2025. With this report an update will be provided on the progress on developing self-assessments against the Health and Care Quality Standards. • The Duty of Quality Annual Report for 2023/24 was received by the Committee at its meeting in May 2024 and approved by the Trust Board in July 2024 for publication.
<p>Monitor the delivery of the Quality Strategy (Plan)</p>	<ul style="list-style-type: none"> • At the Committee in August 2024 the revised approach to the development of the Quality Plan for 2025-28 was approved, as was an extension of the current strategy until the 01 April 2025 to allow for the development of a robust Quality Strategic Plan for 2025-28. • Additionally, at the August 2024 meeting a general update on the delivery against the extant Quality Plan was received. This area of business is included on the Cycle of Business which will inform each agenda setting meeting.

Priority	Progress
Monitor the organisation's compliance with the Health and Care Quality Standards 2024	<ul style="list-style-type: none"> • At the November 2024 meeting of the Committee members noted that the Trust intended to prepare a position paper on the implementation of / compliance against the Health and Care Quality Standards 2024 for the meeting of the Committee in February 2025. This was received at the February 2025 committee. • The final Duty of Quality Annual Report for 2023/24 and the associated self-assessment against the Health and Care Standards was received by the Committee at its meeting in August 2024.

Priorities for 2025/26

19. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. The committee will do so at its May 2025 meeting, and these will be provided to the board at its May meeting.
20. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.



QUALITY, PATIENT EXPERIENCE AND SAFETY COMMITTEE

TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2025/26

1. INTRODUCTION

- 1.1. The Trust's Standing Orders provide that *"The board may and, where directed by the Welsh Government must, appoint Committees of the Trust either to undertake specific functions on the board's behalf or to provide advice and assurance to the board in the exercise of its functions. The board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees"*.
- 1.2. In line with Standing Orders, the board shall nominate annually a committee to be known as the Quality, Patient Experience and Safety Committee. This committee has a key assurance role on behalf of the board in relation to the Trust compliance with the Commissioning Core Quality Requirements, the NHS Wales Health & Care Quality Standards 2023 and the Health and Social Care (Quality and Engagement) (Wales) Act 2020. The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.
- 1.3. The committee plays an important role in supporting the Board in fulfilling its responsibilities by:
 - providing advice on strategic development and performance within the terms of reference;
 - undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Trust's strategic goals;
 - carrying out specific responsibilities on the board's behalf; and
 - providing a forum where ideas can be explored in greater detail than board meetings are able to allow, providing time and space to consider issues in greater depth.



Regular and timely reporting and escalations to the board on the issues within the committee's remit allow for more focused discussions.

2. PURPOSE

- 2.1. The committee is responsible for scrutinising improvements in outcomes in quality, patient experience, effectiveness, and safety to reduce incidences of avoidable harm.
- 2.2. The committee will provide oversight of, and seek assurance on, statutory and regulatory compliance on areas within its remit.
- 2.3. The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.
- 2.4. The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.
- 2.5. In alignment with the Wellbeing of Future Generations (Wales) Act 2015, this committee will adopt a long-term perspective in its deliberations and decisions. The committee will consider the broader implications of its actions, particularly in relation to the three wellbeing objectives established by the trust in order to contribute positively to the wellbeing of future generations. These objectives are: 1) being a socially responsible and inclusive employer, 2) fostering an innovative and sustainable organization, and 3) ensuring we are a proactive, accessible, and equitable care provider.



3. DELEGATED RESPONSIBILITY

The committee will:

Strategic Development and Delivery

- 3.1. Oversee and contribute to the development of the Trust's strategies and plans for the delivery of high quality and safe services, consistent with the board's overall strategic direction and any requirements and standards set for NHS bodies in Wales.
- 3.2. Consider the implications for quality, safety and equitable care in strategies and aligned plans.
- 3.3. Receive assurance on the implementation of strategies and plans within the remit of the committee, with a particular focus on the impact of desired outcomes in those strategies and plans.

Safe Care, Equitable Care

- 3.4. Receive assurance on compliance with the Duty of Quality and the Duty of Candour as set out in the Health and Social Care (Quality and Engagement) (Wales) Act 2020 to improve the quality of healthcare provided by the Trust and to support the delivery of an open and honest reporting and continuous learning culture.
- 3.5. Receive assurance that the Health and Care Quality Standards 2023 are embedded Trust wide with actions taken in relation to any identified non-compliance.
- 3.6. Receive assurance that there is a quality management system in place that ensures compliance with relevant standards and regulations, facilitates continuous improvements and processes, and enhances patient safety and patient experience.
- 3.7. Receive assurance that there is a process in place for quality impact assessments. Consider the implications for quality and safety and equitable care arising from the development of the Trust's corporate strategies and plans, or those of its stakeholders and partners, including those arising from any committees of the board.



- 3.8. Receive reports on significant concerns or adverse findings highlighted by external bodies in relation to clinical quality safety, effectiveness and patient experience and seek assurance of the actions being taken by management to address these.
- 3.9. Receive assurance that the Trust is compliant with the Dementia Standards, Mental Health Act 1983, Code of Practice, and the Mental Capacity Act 2005.
- 3.10. Review the annual infection prevention and control plan and receive assurance on its implementation and the systems in place to ensure compliance with statutory and regulatory requirements for infection prevention and control.
- 3.11. Receive assurance that the Trust is meeting its obligations with respect to safeguarding of children and vulnerable adults.
- 3.12. Review the impact of professional standards and staffing issues on patient care, noting the People and Culture Committee has oversight of the selection, training, registration, and revalidation for staff.
- 3.13. Ensure that robust arrangements are in place for the review of patient safety incidents (to include near misses) to identify similarities or trends and areas for focused or organisation-wide learning.
- 3.14. Review and recommend to the board the Trust's annual Duty of Candor and Quality Report(s) and quality improvement priorities for the coming year, monitoring progress against these priorities and their impact on patient safety.
- 3.15. Review policies in its remit and endorse policies for board approval that relate to complaints and incidents in line with Putting Things Right.

Effective, Timely

- 3.16. Receive assurance that the care planned and provided across the breadth of the organisation's functions is evidence-based, clinically effective and quality driven and where this falls beneath expected standards, the impact is reviewed to support continuous improvement.
- 3.17. Approve the Trust's clinical audit plan that meets the standards set for the NHS in Wales; review the outcomes of clinical audits in line with the clinical audit plan and provide assurance to the Audit, Risk and Assurance Committee in this respect.



- 3.18. Advise the board on a set of key indicators for quality, patient experience and clinical safety, and monitor performance against those indicators.
- 3.19. Receive assurance that there is an ethos of continual quality improvement and regular methods of updating the workforce in the skills needed to demonstrate quality improvement throughout the organisation.

Patient Centred

- 3.20. Oversight of patient experience feedback, including themes, trends and learning, and approve the Patient Experience Plan on behalf of the Board.
- 3.21. Receive assurance that the organisation has a patient centred approach, putting patients, patient safety, quality of care and safeguarding above all other considerations.
- 3.22. Receive assurance that the Patient Experience & Community Involvement (PECI) continuous engagement model is taken into account in the design and delivery of services, ensuring the full implementation of lessons learnt.
- 3.23. Receive assurance that that lessons are learned from patient experience information and patient safety and workforce related incidents, complaints, and claims, and that learning from reports and incidents is embedded in the Trust's practices, policies and procedures.
- 3.24. Receive assurance that there is good collaborative team and partnership working to provide the best possible outcomes for its citizens.
- 3.25. Ensure any matters raised by the Executive Director of Quality & Nursing (including in their role as Caldicott Guardian), Executive Director of Paramedicine, or other Directors in relation to patient safety and clinical risk are considered and addressed promptly and fully.

Risk and Audit

- 3.26. Oversee the effective management of strategic and principal risks, as set out within the Board Assurance Framework (BAF), as appropriate to the purpose of the committee.
- 3.27. Seek assurance that governance arrangements are appropriately designed and operating effectively to ensure the provision of high quality, safe healthcare and services across the whole of the Trust's activities, and that these are compliant with relevant legislation.



- 3.28. Receive and gain assurance from internal and external audits in their remit. The committee will receive assurance that management actions to address recommendations are in place via the audit tracker and receive appropriate reporting as agreed by the Audit, Risk and Assurance Committee. This committee will, where appropriate, scrutinise the impact of actions in response to audit recommendations.

4. AUTHORITY

- 4.1. The committee is authorised by the Trust Board to investigate, or have investigated, any activity within its terms of reference. In doing so, it will have the right to seek any information it requires from any employee or inspect any books, records, or documents relevant to its remit, ensuring patient/client and staff confidentiality as appropriate. All employees are directed to cooperate with any reasonable request made by the committee.
- 4.2. The committee is authorised by the board to obtain outside legal advice or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Trust's procurement, budgetary and other requirements.
- 4.3. The committee is authorised to approve Trust wide policies in accordance with the policy for the Review, Development and Approval of Policies.
- 4.4. The committee is authorised to approve the annual clinical audit plan.

Chair's Action

- 4.5. There may, occasionally, be circumstances where decisions which would normally be made by the committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the committee. This is most likely, but not exclusively, to arise with respect to approval of policies particularly given the current backlog.
- 4.6. In these circumstances, the Chair and the Lead Executive, supported by the Director of Corporate Governance/Board Secretary as appropriate, may deal with the matter on behalf of the Committee after first consulting with at least two other Members (Non-Executive Directors).



- 4.7. The Director of Corporate Governance/Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

Sub-Committees

- 4.8. The Committee may establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business. Formal sub-committees may only be established with the agreement of the board.

5. MEMBERSHIP AND QUORUM

- 5.1. The Trust's Standing Orders at 3.3.5 and 3.3.6 provide the rules around committee membership. That includes that the designation of Chair, definition of member roles and powers and terms and conditions of appointment are determined by the board, based on the recommendation of the Trust Chair. Executive Directors and other Trust officers cannot be appointed as committee Chairs, nor should they be appointed to serve as 'members' on any Committee set up to review the exercise of functions delegated to them. They may however be 'in attendance' as appropriate.
- 5.2. The application of these provisions means that the designation of 'members' in NHS Wales committees is applied to Non-Executive Directors. This ensures there is independent scrutiny, support and challenge, and is a relevant for quorum (see below) and – where it is required – for voting
- 5.3. Notwithstanding the above, the 'members' and 'prescribed attendees' listed below are often referred to collectively as members or membership.

Committee Membership

- 5.4. The committee will comprise three Non-Executive Directors, one of whom will be designated as Chair, and the following prescribed attendees:
 - Executive Director of Quality and Nursing (Committee Lead)
 - Executive Director of Paramedicine
 - Executive Director of Operations
 - Executive Director of Strategy, Planning and Performance



- Director of Digital Services
- Trade Union Partners (x 3)
- Chairs of Sub-committees (where established)
- Director of Corporate Governance/Board Secretary

- 5.5. In the absence of the committee Chair, one of those in attendance must be designated as Chair of the meeting.
- 5.6. Members may send deputies in their absence who will act with their full authority. To instigate a substitution arrangement, the member of the Committee must notify the Director of Corporate Governance/Board Secretary before the day of the meeting that he/she is unable to attend and the name of the member who will attend as the substitute.
- 5.7. The Chair of the Trust Board and the Chief Executive have a standing invitation to attend meetings. In addition, the Committee Chair may invite others (either Trust staff or persons outside the Trust) attend all or part of the meeting to assist with its discussions on any particular matter. The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge, and expertise

Quorum

- 5.8. The quorum for meetings of the committee shall be two Non-Executive Directors.
- 5.9. While only two Non-Executive Directors are required for quorum, it is strongly recommended that all three Non-Executive Director members be present at each meeting to ensure robust discussion and effective oversight. The presence of all Non-Executive Directors is crucial for fostering diverse perspectives and maintaining rigorous challenge and scrutiny. Therefore, other Non-Executive Directors of the board may be co-opted to meetings where it is not possible for all three Non-Executive Directors to attend

Member Appointments

- 5.10. The membership of the Committee shall be determined by the board, based on the recommendation of the Trust Chair, taking account of the balance of skills and expertise necessary to deliver the committee's remit, and, subject to any specific requirements or directions made by the Welsh Government.



- 5.11. Non-Executive Directors shall be appointed to hold office for a period of one year at a time, (membership being reviewed by the Chairman of the board on an annual basis) up to a maximum of their term of office. During this time a member may resign or be removed by the board.
- 5.12. Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the board, based upon the recommendation of the Trust Chair and, where appropriate, on the basis of advice from the Trust's Remuneration Committee.

6. COMMITTEE MEETINGS

Secretariat and Support to Committee Members

- 6.1. The Director of Corporate Governance/Board Secretary, on behalf of the Committee Chair, shall:
 - (a) arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
 - (b) ensure the provision of a programme of organisational development for committee members, as part of the Trust's overall board development programme.

Frequency of Meetings

- 6.2. Meetings shall be held no less than quarterly or otherwise as the Chair of the Committee deems necessary, consistent with the Trust's annual plan of board Business. Meeting agendas, papers and minutes shall be circulated no less seven days prior to each meeting.

Withdrawal of individuals in attendance

- 6.3. The Committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of any particular matter.



7. RELATIONSHIPS AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 7.1. The Committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference.
- 7.2. The Committee, through its Chair and members, shall work closely with the board's other committees and groups to provide advice and assurance to the board through the:
 - (a) joint planning and co-ordination of board and Committee business; and
 - (b) sharing of appropriate information;in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the board's overall assurance framework.
- 7.3. The Committee will consider the assurance provided through the work of the board's other committees and sub groups to meet its responsibilities for advising the board on the adequacy of the Trust's overall framework of assurance.
- 7.4. The Committee shall embed the Trust's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

- 8.1. The Committee Chair shall:
 - (a) report formally, regularly and on a timely basis to the board and the Chief Executive (Accountable Officer) on the Committee's activities. This includes a written highlight report, the submission of Committee minutes and written reports where appropriate throughout the year;
 - (b) bring to the board and the Chief Executive (Accountable Officer's) specific attention any significant matter under consideration by the Committee; and



(c) ensure appropriate escalation arrangements are in place to alert the Trust Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Trust.

8.2. The Director of Corporate Governance/Board Secretary, on behalf of the board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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

- Quorum (as set out in section 6)

10. REVIEW

10.1. These terms of reference and operating arrangements shall be reviewed at least annually but more frequently if required.



REMUNERATION COMMITTEE ANNUAL REPORT 2024/25

INTRODUCTION

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The committee met on 13 March 2025 and through a facilitated discussion reviewed its effectiveness, its terms of reference, and its operating arrangements. This Annual Report reflects on the effectiveness of the committee in 2024/25 and proposes changes to terms of reference.

PURPOSE OF THE COMMITTEE

5. The Purpose of the Committee is to:
 - (a) Approve on behalf of the Board matters relating to the appointment, termination, remuneration, terms of service and appraisal for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government and in accordance with the Standing Orders; and

- (b) Approve proposals regarding termination arrangements, including those under the Voluntary Early Release Scheme, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.
- (c) Provide assurance to the Board in relation to the Trust’s arrangements for the remuneration and terms of service, including contractual arrangements, for all staff, in accordance with the requirements and standards determined for the NHS in Wales.

MEMBERSHIP AND ATTENDANCE

- 6. The committee has meetings scheduled four times a year, however given the nature of the work of this committee, they can sometimes be moved because there are limited issues to review. At other times additional meetings are required depending on demand.
- 7. The committee met in closed session four times in 2024/25 and was quorate on each occasion. The committee has been supported by the Chair and all of the Non-Executive Directors as members, as with several prescribed attendees.
- 8. The chart below illustrates attendance of members and attendees as listed in the terms of reference for 2024/25.

COMMITTEE ATTENDANCE				
Name	21 May 2024	29 August 2024	5 December 2024	13 March 2025
Colin Dennis	Attended	Attended	Attended	Attended
Rhiannon Beaumont Wood	No longer a member.	No longer a member.	Apologies	Attended
Peter Curran	Attended	Attended	Apologies	Attended
Prof. Kevin Davies	Attended	Apologies	No longer a member.	No longer a member.
Bethan Evans	Apologies	Apologies	Apologies	Attended
Prof. Hayley Hutchings	No longer a member.	Attended	Attended	Attended
Ceri Jackson	Attended	Attended	Attended	Attended
Hannah Rowan	Apologies	Apologies	Attended	Apologies
Joga Singh	Apologies	Apologies	No longer a member.	No longer a member.
Jayne Beeslee	No longer a member.	Attended	Attended	Apologies
Jason Killens	Attended	Attended	Attended	Attended
Angie Lewis (until 01.11.2024)	Apologies	Attended	No longer a member.	No longer a member.
Carl Kneeshaw	No longer a member.	Attended	Attended	Attended
Trish Mills	Attended	Attended	Attended	Attended
Hugh Parry	Attended	Attended	Apologies	Attended
Damon Turner	Attended	Damon Turner	Henry Garrard	Attended

Attended
Sent Deputy
Apologies
No longer a member.

COMMITTEE'S VIEWS ON EFFECTIVENESS

Feedback from membership

9. The Committee's effectiveness was assessed through a facilitated discussion held at the meeting on the 13 March 2025, which included a review of its terms of reference and cycle of business.

Enhanced Report Writing and Assurance

- Committee members are generally satisfied with current report writing and assurance processes. Respondents highlighted the effectiveness of concise papers, clear executive summaries, and well-structured reports that focus on key issues and risks.
- Suggestions for improvement included ensuring recommendations remain succinct and avoiding overly wordy summaries, while continuing to provide clear rationale and assurance - particularly where decisions involve significant changes.

Committee Strengths

- Excellent and consistent chairing was a standout theme, frequently mentioned as contributing to effective meetings.
- The committee is praised for fostering open and transparent discussions, including high-quality debates on high-stakes issues.
- Meetings are described as well-structured, efficient, and appropriately timed - neither overly long nor burdensome.
- Flexibility and agility were also noted as important assets, with the committee able to accommodate both planned and ad hoc meetings as needed.
- Remote working and a predictable flow of business further support the committee's overall effectiveness.

Areas for Improvement

- The majority of respondents indicated satisfaction with current committee processes, with many stating that no improvements are necessary.
- The only specific suggestion was to maintain focus on high-level Remuneration Committee issues and delegate more detailed matters to other committees where appropriate.

10. No specific changes to operating arrangements are proposed following the above positive comments, other than those that are relevant for all committees such as report writing guidance etc.

Management of the committee's work programme

11. The Committee has a cycle of business that is aligned to its terms of reference, albeit there are limited opportunities to proactively plan the work of this committee. All matters scheduled for oversight and review have been brought to the committee. The Committee's business in 2024/25 included:

- 11.1. Approval of **settlement agreements** (three 2024/25). Additionally, in August, the first **annual settlement agreement report** was received by the committee who noted that for 2023/24 there was one settlement agreement which related to an exit package under the Voluntary Early Release Scheme approved.
- 11.2. Approved a proposal **to temporarily change the portfolio in the People and Culture Directorate**, which would enable focused attention on both the people/education responsibilities and the newer, critical aspects of cultural transformation and employee engagement. This proposal included a split in the portfolio with effect from 01 October 2024, with a Director of Culture Change and a Director of People role being created, with the former being in place for a period of two years.
- 11.3. Carl Kneeshaw joined the Trust and was welcomed to the committee as the Director of People from 1 November 2024. The meeting of the committee in December 2024 was his first meeting.
- 11.4. Following on from discussions throughout 2023/24, updates were provided throughout the year regarding the Very Senior Managers (VSM) banding disparities, and the Independent Review which has been commissioned by the Welsh Government. These issues include the timeliness of the JESP and pay award processes, inconsistencies in the application of salary ranges, comparability of the rates of pay across NHS Wales with similar roles in NHS England, anomalies of spinal points and the relationship between the top bands in Agenda for Change and the lower bandings of VSM pay.
- 11.5. In August the committee received an update on the **2024/25 NHS pay award**. It was noted that discussions are continuing at a national level with Trade Unions and the Welsh Government due to meet in early September regarding the award, which was announced by the Chancellor

in July 2024. Welsh Government commissioned a targeted review on all aspects of **executive pay** with a particular emphasis on the job evaluation and recruitment processes. In March the committee heard that there is not yet a substantive update available and it will be progressed into 2025/26.

- 11.6. The committee reviewed the **CEO's outturn position for 2023/24 and his objectives for 2024/25** noting they had been cascaded to his direct reports and appraisals for all Directors for 2023/24 have now being completed. The committee noted the outturn position for 2023/24 was consistent with discussions throughout the year and showed significant progress despite the challenges throughout the year.
- 11.7. The annual eligibility checks for board members were received in August 2024 (having previously been circulated by email). Eligibility self-declarations were completed by board members in April 2024 with no adverse findings. Similarly, due diligence checks and disqualified director and trustee, insolvency and bankruptcy searches were carried out with no adverse findings.
- 11.8. The Committee cycle of business for 2024/25 was approved.
- 11.9. The annual **effectiveness review** was conducted in March 2025.
12. The Board received a highlight report from this Committee following each meeting which included alerts, advice, and areas of assurance. This was also presented to the next public Board meeting by the Chair of the Committee.

PROPOSED CHANGES TO THE TERMS OF REFERENCE

13. The proposed changes to terms of reference for this committee for 2024/25 are marked up in **Annex 1** and include:
 - 13.1. The purpose section has been amended to include a responsibility to take account of the Trust's wellbeing objectives.
 - 13.2. Clarity on the objectives and outturn position of the CEO and cascading to the Executive Leadership Team.
 - 13.3. Clarification on membership nomenclature.
14. Given the somewhat reactive nature of the committee, it does not set annual priorities.



REMUNERATION COMMITTEE

TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2025/26

1. INTRODUCTION

- 1.1. The Trust's Standing Orders provide that *"The board may and, where directed by the Welsh Government must, appoint committees of the Trust either to undertake specific functions on the board's behalf or to provide advice and assurance to the board in the exercise of its functions. The board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees"*.
- 1.2. In line with Standing Orders, the board shall nominate annually a committee to be known as the **Remuneration Committee**. The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.
- 1.3. The board committees play an important role in supporting the board in fulfilling its responsibilities by:
 - providing advice on strategic development and performance within the terms of reference;
 - undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Trust's strategic goals;
 - carrying out specific responsibilities on the board's behalf; and
 - providing a forum where ideas can be explored in greater detail than board meetings are able to allow, providing time and space to consider issues in greater depth.

Regular and timely reporting and escalations to the board on the issues within the committee's remit allow for more focused discussions.

2. PURPOSE

Page 1 of 9

Model Standing Orders – Schedule 3.7: Remuneration Committee TORs

Approved by Trust Board [29 May 2025]



The purpose of the Remuneration Committee (the committee) is to:

- 2.1. Approve on behalf of the board matters relating to the appointment, termination, remuneration, terms of service and appraisal for the Chief Executive, Executive Directors, and other senior staff (including Interim Director roles) within the framework set by the Welsh Government and in accordance with the Standing Orders; and
- 2.2. Approve proposals regarding termination arrangements, including those under the Voluntary Early Release Scheme, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.
- 2.3. Provide assurance to the board in relation to the Trust's arrangements for the remuneration and terms of service, including contractual arrangements, for all staff, in accordance with the requirements and standards determined for the NHS in Wales.
- 2.4. The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.
- 2.5. The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.
- 2.6. In alignment with the Wellbeing of Future Generations (Wales) Act 2015, this committee will adopt a long-term perspective in its deliberations and decisions. The committee will consider the broader implications of its actions, particularly in relation to the three wellbeing objectives established by the trust in order to contribute positively to the wellbeing of future generations.



These objectives are: 1) being a socially responsible and inclusive employer, 2) fostering an innovative and sustainable organization, and 3) ensuring we are a proactive, accessible, and equitable care provider.

3. DELEGATED POWERS AND AUTHORITY

The committee will support the board with regard to its responsibilities for remuneration and terms of service and will:

- 3.1. Provide assurance to the board in relation to the Trust's arrangements for the remuneration and terms of service, including contractual arrangements, for all staff, in accordance with the requirements and standards determined for the NHS in Wales. The committee will review the annual Remuneration Report and approve its contents, by way of email circulation where necessary.
- 3.2. Approve the remuneration and terms of service for the Chief Executive, Executive Directors, and other Very Senior Managers (VSMs) not covered by Agenda for Change, ensuring that the policies on remuneration and terms of service as determined from time to time by the Welsh Government, are applied consistently.
- 3.3. Approve the appointment of the Chief Executive and Executive Directors (officer members of the board) and where applicable, interim appointments to those roles.
- 3.4. Terminate appointments and suspend officer members in accordance with the provision of regulations.
- 3.5. Consider the annual objectives and outturn position for the Chief Executive Officer and receive assurance on cascading of those objectives to the Executive Leadership Team.
- 3.6. Approve the appointment, appraisal, discipline and dismissal of any other board level appointments (including where applicable, interim appointments to these roles) and other senior employees, in accordance with Welsh Government Ministerial instructions, e.g., the Director of Corporate Governance/Board Secretary.



- 3.7. Consider and approve redundancy and Voluntary Early Release (VERs) applications, noting that where the settlement is £50,000 or above subsequent agreement of Welsh Government is required.
- 3.8. Approve proposals for novel employment and pay cases, such as settlement agreements, overtime payments, and non-disclosure agreements, ensuring Welsh Government advice has been sought and considered.

Risk and Audit

- 3.9. The committee will monitor the principal risks relevant to its remit and consider the control and mitigation of high level related risks and provide assurance to the board that such risks are being effectively controlled and managed. It will also review any audits relevant to its remit.

4. AUTHORITY

- 4.1. The committee is authorised to approve those matters listed above.
- 4.2. The committee is authorised by the Trust Board to investigate, or have investigated, any activity within its terms of reference. In doing so, it will have the right to seek any information it requires from any employee or inspect any books, records, or documents relevant to its remit, ensuring patient/client and staff confidentiality as appropriate. All employees are directed to cooperate with any reasonable request made by the committee.
- 4.3. The committee is authorised by the board to obtain outside legal advice or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Trust's procurement, budgetary and other requirements.

Chair's Action

- 4.4. There may, occasionally, be circumstances where decisions which would normally be made by the committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the committee. This is most likely, but not exclusively, to arise with respect to approval of policies particularly given the current backlog.



- 4.5. In these circumstances, the Chair, and the Lead Executive (Director of People and Culture), supported by the Director of Corporate Governance/Board Secretary as appropriate, may deal with the matter on behalf of the committee after first consulting with at least two other Members (Non-Executive Directors).
- 4.6. The Director of Corporate Governance/Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the committee for consideration and ratification.

Sub-Committees

- 4.7. The committee may establish sub-committees or task and finish groups to carry out on its behalf specific aspects of committee business. Formal sub-committees may only be established with the agreement of the board.

5. MEMBERSHIP AND QUORUM

- 5.1. The Trust's Standing Orders at 3.3.5 and 3.3.6 provide the rules around committee membership. That includes that the designation of Chair, definition of member roles and powers and terms and conditions of appointment are determined by the board, based on the recommendation of the Trust Chair. Executive Directors and other Trust officers cannot be appointed as committee Chairs, nor should they be appointed to serve as 'members' on any Committee set up to review the exercise of functions delegated to them. They may however be 'in attendance' as appropriate.
- 5.2. The application of these provisions means that the designation of 'members' in NHS Wales committees is applied to Non-Executive Directors. This ensures there is independent scrutiny, support and challenge, and is a relevant for quorum (see below) and – where it is required – for voting
- 5.3. Notwithstanding the above, the 'members' and 'prescribed attendees' listed below are often referred to collectively as members or membership.

Committee Membership

- 5.4. The committee will comprise of the Trust Board Chair and all Non-Executive Directors including the Audit, Risk and Assurance Committee Chair, and the following prescribed attendees



- Chief Executive
- Director of People (Committee Lead)
- Director of Corporate Governance/Board Secretary
- Trade Union Partner (x2)

Depending upon the sensitivities being discussed, the Chair may request that core attendees are not in attendance.

- 5.5. The committee Chair may extend invitations to attend committee meetings to other Directors and/or Senior Managers, and to officials from within or outside the organisation to attend all or part of the meeting to assist with its discussions on any particular matter. In particular, the Executive Director of Finance and Corporate Resources may be asked to attend where VERS or other settlement applications are being considered.
- 5.6. Members may send deputies in their absence who will act with their full authority. To instigate a substitution arrangement, the member of the committee must notify the Director of Corporate Governance/Board Secretary before the day of the meeting that he/she is unable to attend and the name of the member who will attend as the substitute.

Quorum

- 5.7. At least three members of the committee must be present to achieve a quorum. In the absence of the committee Chair, one of those in attendance must be designated as Chair of the meeting.

Member Appointments

- 5.8. The membership of the committee shall be determined by the board, based on the recommendation of the Trust Chair, taking account of the balance of skills and expertise necessary to deliver the committee's remit, and, subject to any specific requirements or directions made by the Welsh Government.
- 5.9. Non-Executive Directors shall be appointed to hold office for a period of one year at a time, (Membership being reviewed by the Chairman of the board on an annual basis) up to a maximum of their term of office. During this time a member may resign or be removed by the board.



- 5.10. Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the board, based upon the recommendation of the Trust Chair and, where appropriate, on the basis of advice from the Trust's Remuneration Committee.

6. COMMITTEE MEETINGS

Secretariat and Support to Committee Members

- 6.1. The Director of Corporate Governance/Board Secretary, on behalf of the committee Chair, shall:
- (a) arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
 - (b) ensure the provision of a programme of organisational development for committee members, as part of the Trust's overall board development programme.

Frequency of Meetings

- 6.2. Meetings shall be held no less than quarterly or otherwise as the Chair of the committee deems necessary, consistent with the Trust's annual plan of board Business. Meeting agendas, papers and minutes shall be circulated no less seven days prior to each meeting.

Withdrawal of individuals in attendance

- 6.3. The committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of any particular matter.

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

- 7.1. The committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference.



7.2. The committee, through its Chair and members, shall work closely with the board's other committees and groups to provide advice and assurance to the board through the:

- (a) Joint planning and co-ordination of board and committee business; and
- (b) Sharing of appropriate information;

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the board's overall assurance framework.

7.3. The committee will consider the assurance provided through the work of the board's other committees and subgroups to meet its responsibilities for advising the board on the adequacy of the Trust's overall framework of assurance.

7.4. The committee shall embed the Trust's corporate standards, priorities, and requirements, e.g., equality and human rights through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

8.1. The committee Chair shall:

- (a) report formally, regularly and on a timely basis to the board and the Chief Executive (Accountable Officer) on the committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports where appropriate throughout the year;
- (b) bring to the board and the Chief Executive (Accountable Officer's) specific attention any significant matter under consideration by the committee; and
- (c) ensure appropriate escalation arrangements are in place to alert the Trust Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Trust.

8.2. The Director of Corporate Governance/Board Secretary, on behalf of the board, shall oversee a process of regular and rigorous self-assessment and evaluation of the committee's performance and operation including that of any sub committees established.



9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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

- Quorum (as set out in section 5)
- The committee meets in private due to the sensitivity of its deliberations.

10. REVIEW

10.1. These terms of reference and operating arrangements shall be reviewed at least annually but more frequently if required.

ANNEX 11

CHANGES TO OPERATING ARRANGEMENTS 2025/26

Committee	Changes to operating arrangements
Board and all committees	<ul style="list-style-type: none"> • Further consideration to holding board meetings at venues other than Cardiff in 2025/26. • Introduce progress reports on 'what good looks like' for the strategic objective within committee remits will support the call for more of a strategic focus. • Revised approach to minutes for the board and committees. • Updated board skills mix and align to committees. • Where possible in 2025/26 the introduction of more hybrid meetings. • A reduction in the reporting against the audit tracker will be considered by ARAC in an attempt to reduce volume for committees and increase assurance. • New report front covers and SBAR templates. This includes a short form report which includes a requirement to set out purpose of report and alignment to strategic objectives, wellbeing objectives and health and care quality standards. This will support the desire to use more presentations over SBAR where appropriate • Writing guidance will set out the purpose of executive summaries in an attempt to ensure they are reflective of the comments received by members of this and other committees. • Presentation guidance and support will be provided. • Feedback following meetings on reports – both positive and where there are areas of improvement – are encouraged from committee members. This will ensure we are working towards a continuous improvement in paper length and assurance. • A 'reading room' will be established in Ibabs for documents that members may wish to review for further information, but which are not vital for scrutiny and oversight. • Members were encouraged to pose questions to report writers before meetings and allowing more time for questioning during sessions were suggested to enhance engagement. There is functionality in Ibabs to do this, or directly by email. • Continue with agenda setting meetings and encourage themes for meetings to aid in the flow and triangulation. Members are encouraged to review the agenda both when it is commissioned and closer to the meeting and alert the secretariat if insufficient time has been allocated. Likewise, presenters should ensure they are cognisant of the time allocated which includes time to present and for discussion.

ANNEX 11

CHANGES TO OPERATING ARRANGEMENTS 2025/26

Committee	Changes to operating arrangements
Academic Partnership Committee	<ul style="list-style-type: none"> • Consideration for greater use of presentations within meetings to reduce the number of papers received. This was specifically in reference to Academic Partnership Committee will be considered for all committees.
Audit, Risk and Assurance Committee	<ul style="list-style-type: none"> • The Corporate Governance Team will ensure that ARAC is aware of the discussion on internal audit reports from committees if they review them ahead of ARAC, and vice versa when they come to ARAC first. • Trending on risk scores will be added to the risk management report. • A paper setting out a more focused understanding of where the three lines of defence sit within the organisation and their importance will be cycled into the work programme. • The committee induction programme for ARAC and other committees will be rolled out as new members join.
Charity Committee (included for completeness but reporting separately to the Corporate Trustee on 29 May 2025)	<ul style="list-style-type: none"> • A further development session to be considered for Corporate Trustees in 2025/26 on trustee responsibilities. • Lived experience to demonstrate on new proforma the charitable impacts beyond staff benefits. • Committee to maintain a strong focus on equality, diversity and inclusion in its strategic direction.
Finance and Performance Committee	<ul style="list-style-type: none"> • A board development session on the use of the MIQPR will be held on 24 April 2025, and the annual review of all MIQPR metrics will come through committees in May. • A new finance dashboard is in development and will be considered by the committee in 2025/26.
People and Culture Committee	<ul style="list-style-type: none"> • Many of the issues raised are incorporated into the first section applicable to all committees and the board.
Quality, Patient Experience and Safety Committee	<ul style="list-style-type: none"> • Many of the issues raised are incorporated into the first section applicable to all committees and the board.
Remuneration Committee	<ul style="list-style-type: none"> • No changes proposed

ANNEX 11

CHANGES TO OPERATING ARRANGEMENTS 2025/26

Committee	Changes to operating arrangements
WASPT	<ul style="list-style-type: none"> • Continue with agenda setting meetings with the co-chairs and encourage themes for meetings to aid in the flow and triangulation as well as timing of individual items. Members are encouraged to review the agenda both when it is commissioned and closer to the meeting and alert the secretariat if insufficient time has been allocated. This will ensure there is sufficient time for solution focused discussions and airing of issues. • The terms of reference provide that papers are available seven days before the meeting, however this does not always align with the Trade Union Partners pre-meeting timetable. Best endeavours are made to ensure papers are available for that pre-meet and likewise Trade Union Partners will endeavour to timetable that meeting within the seven days to allow for a full pack to be available. • Partnership working will continue in 2025/26 to ensure that there is continuous effort to maintain trust and openness, the details of which will be discussed in the group. Workshops are an opportunity to focus on this. • The sessions on how to run effective meetings and on financial reporting will be carried over into 2025/26. • There are opportunities to learn more about legislative changes, as well as policy issues through workshops post WASPT meetings, as well as taking advantage of employment-related sessions with the People Services Team which will be explored in 2025.

**PROGRESS UPDATE ON CHANGES TO OPERATING ARRANGEMENTS
FOR BOARD AND COMMITTEES FOLLOWING 2023/24 EFFECTIVENESS REVIEWS (updates in red)**

Changes to operating arrangements	
Board and all committees	<ul style="list-style-type: none"> • Committee Chairs will receive the Board Chair and CEO’s Brief which will include prompts for relevant parts of the agenda where the AAA report is relevant. Complete and business as usual • Where appropriate board meetings will be held in different WAST locations to enable more accessibility to the board. The same will be done where appropriate for hybrid committee meetings. This has not been taken forward in 2024/25. The Audit, Risk and Assurance Committee to discuss this further at its 1 May meeting. • Board development sessions to be factored into the schedule for finance pressure points; MIQPR orientation refresher (interpretation and triangulation); roles and responsibilities of members of the board; psychological safety; monitoring strategy. A finance session was held in 2023, there have been a number of discussions on ‘what good looks like’ and the monitoring of strategy with the board, and the MIQPR session will take place in April 2025. Two governance sessions were held in 2024 on the roles and responsibilities of the board, and a number of culture-related and psychological safety discussions at People and Culture Committee. • Development of scope and engagement of external facilitator for long term board development This could not be provided by Academi Wales in 2024 due to changes in personnel and priorities, however a scope has been developed and will go to tender in Q1. • Guidance on report writing and presentation to board and committees. This has been developed and socialised with NEDs. The next stage is to finalise the guidance and take it to ADLT and ELT for approval. This will happen in Q1. • Trade Union Partner and Committee Chair induction session to be held. Complete. • Reflections targeted more on what went well/not so well rather than what was discussed during the meeting. There is a good mix of reflections at the end of each committee. • Revised monitoring report for the cycle of business. Complete
Academic Partnerships Committee	<ul style="list-style-type: none"> • Drawing out the reporting and assurance with more particularity where possible, including elements of external reporting This continues to be a work in progress and will come through in the revised remit of the committee • Clarity of reporting of key metrics for Research and Innovation, and legislative compliance As above

**PROGRESS UPDATE ON CHANGES TO OPERATING ARRANGEMENTS
FOR BOARD AND COMMITTEES FOLLOWING 2023/24 EFFECTIVENESS REVIEWS (updates in red)**

	Changes to operating arrangements
	<ul style="list-style-type: none"> • Risk reporting where appropriate (an action carried over from the 2022/23 review) As above • University Trust Status remit of the committee clarified once granted Complete – benefits realisation presented • Arrange meetings to take place at education and training facilitates to develop understanding & improve visibility This has not been possible in 2024/25 but is planned for 2025/26 • Report from chair following research champion events Complete and business as usual • Continue work on research governance framework with a focus on its implementation at WAST Complete and business as usual • Clarity on the purpose and focus of the committee to be communicated to the wider organisation (an action carried over from the 2022/23 review) This continues to be a work in progress and will come through in the revised remit of the committee
Audit Committee	<ul style="list-style-type: none"> • The CEO will attend more frequent meetings in 2024/25 Complete and business as usual • Committee will cycle in a private meeting with Internal Audit and Audit Wales without any non-members present Complete and business as usual • Audit Committee Chair will establish quarterly meetings with Audit Committee NED members Complete and business as usual • Revised approach to effectiveness review surveys in 2024/25. This will see the committees receiving the simplified three questions of ‘what does the committee do well’, ‘what could it improve on’, and ‘what are the development needs’, and the board receiving the more comprehensive 27 question survey. The Audit Committee will continue to use the National Audit Office Effectiveness Toolkit. Complete
Charity Committee (included for completeness but reporting separately to the Corporate Trustee on 30 May)	<ul style="list-style-type: none"> • Ensure that all actions are closed off appropriately in meeting and on actions and decisions logs Complete and business as usual • Committee and Corporate Trustee development session to be arranged in 2024/25 when Head of Charity in post This has been carried over to 2025/26 as Head of Charity in post in mid 2024 • The effectiveness survey questions for 2024/25 to be tailored to the Charity and relationship with Corporate Trustee Complete

**PROGRESS UPDATE ON CHANGES TO OPERATING ARRANGEMENTS
FOR BOARD AND COMMITTEES FOLLOWING 2023/24 EFFECTIVENESS REVIEWS (updates in red)**

Changes to operating arrangements	
	<ul style="list-style-type: none"> • Separate Corporate Trustee meetings will be held at least twice a year, and the Charity Committee AAA report will be listed separately on board agenda in between these meetings Complete and business as usual • Consideration for member visibility to be increased through a bespoke list of areas/teams to visit and bringing back a short report on that in addition to the lived experience, as well as consideration for a spotlight on the Charity at future roadshows. This is an ongoing discussion with members and any visits are relayed at the committee and for the wider board at development sessions. The charity has been showcased at roadshows in 2024 and 2025, increasing its exposure
People and Culture Committee	<ul style="list-style-type: none"> • WASPT approved minutes to be included in meeting bundle as well as the AAA report Complete and business as usual • Next iteration of the cycle of business would need to reflect any attempts to combine assurance reporting, particularly as it relates to the MIQPR and people and culture metrics which respondents felt were duplicative and needed to be more concise for the remit of the committee A MIQPR session will be held at board development in April 2025 and the revised quarterly metrics on the people and culture plan were agreed by the committee in January
WASPT	<ul style="list-style-type: none"> • Encouraging trade union partner members and management members to disburse themselves around the table during in person meetings Complete and business as usual • Provision of the minutes of WASPT as well as the AAA report to the People and Culture Committee in open session Complete and business as usual • In addition to the AAA report from WASPT being circulated to members, consideration will be given to a 'hot topics' newsflash that could be circulated by email and included on Siren. This will draw from the AAA and include a link Complete and business as usual • In addition to retaining the two hour bi-monthly in person meeting, an additional one hour slot will be included for a workshop on a single issue of importance. This will include a lunch break which will be a good opportunity for members to get to know each other better. This will be scheduled in as soon as possible in diaries Complete and business as usual

**PROGRESS UPDATE ON CHANGES TO OPERATING ARRANGEMENTS
FOR BOARD AND COMMITTEES FOLLOWING 2023/24 EFFECTIVENESS REVIEWS (updates in red)**

	Changes to operating arrangements
	<ul style="list-style-type: none">• Issues raised in the survey such as the desire to walk in each other's shoes, strengthen links between Trade union partner and management members, and working on personal relationships will be addressed in different operating arrangements, but also from the partnership working development sessions that have taken place and are planned as part of the ACAS action plan Complete• Where it is identified that the agenda may restrict timing of an item, whether that be in the agenda setting meeting with the joint chairs or the trade union partners pre-meet, the Board Secretary will review the overall timing and adjust where appropriate and with the agreement of the Joint Chairs Complete and business as usual• Specific sessions to include how to run effective meetings and financial reporting Complete• Introduction for individual trade union partners and staff who wish to observe board and committee meetings Complete and business as usual

Internal Audit Progress Report

Audit, Risk and Assurance Committee

May 2025

Welsh Ambulance Services University NHS Trust

NWSSP Audit and Assurance Services



Partneriaeth
Cydwasaethau
Gwasanaethau Archwilio a Sicrwydd
Shared Services
Partnership
Audit and Assurance Services



GIG
CYMRU
NHS
WALES

Ymddiriedolaeth Brifysgol GIG
Gwasanaethau Ambiwllans Cymru
Welsh Ambulance Services
University NHS Trust



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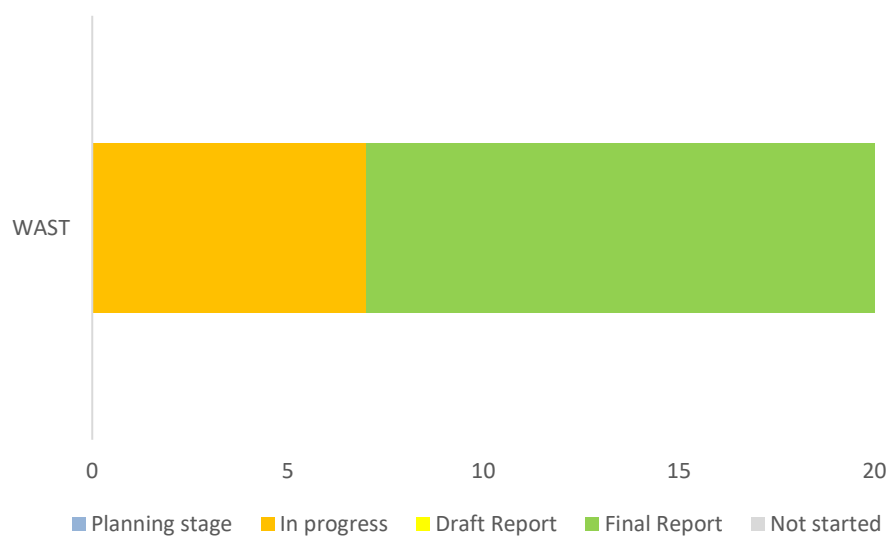
1. Introduction

The purpose of this report is to:

- highlight progress of the 2024/25 Internal Audit Plan to the Audit, Risk and Assurance Committee; and
- provide an overview of other activity undertaken since the previous meeting.

2. Progress against the 2024/25 Internal Audit Plan

There are 20 reviews in the 2024/25 Internal Audit Plan, and overall progress is shown below.



Detailed progress in respect of each of the reviews in the 2024/25 Internal Audit Plan is summarised in Appendix A.

3. Proposed changes to approved plan

No further changes are proposed in respect of the 2024/25 Internal Audit Plan.






4. Engagement

The following meetings have been held/attended during the reporting period:




- observation of Board and Committee meetings;
- audit scoping and debrief meetings;
- liaison with senior management; and
- liaison with external regulators.

5. Key Performance Indicators

Correct on 31 March 2025

Indicator	Status	Actual	Target
Operational Audit Plan agreed for 2023/24		March	By 30 June
Audits reported over planned		13	14
Work in progress		7	
Report turnaround: time from fieldwork completion to draft reporting [10 days]		9 out of 13	80%
Report turnaround: time taken for management response to draft report [15 days]		8 out of 13	80%
Report turnaround: time from management response to issue of final report [10 days]		13 out of 13	80%

Key:

-  v > 20%
-  10% < v < 20%
-  v < 10%

6. Recommendation

The Audit, Risk and Assurance Committee is invited to note the above.

Appendix A: Progress against 2024/25 Internal Audit Plan

Review	Status	Rating	Key matters arising	Anticipated Audit Committee ¹
Risk Management and Board Assurance Framework	Final Report	Reasonable	Given that the known areas of weakness (the BAF and Risk Appetite) are the subject of documented plans, we have not raised findings in these areas. The only matter requiring management attention, over and above the detailed work with BDO, is the need to ensure risk management documentation is updated to reflect the changes in approach that are envisaged over the coming months.	May 2025
Follow Up	In progress			June 2025
Contract Management	In progress			June 2025
Vehicle Accident Management	Final Report	Limited	There is no guidance in place to support line managers undertaking investigations into vehicle accidents; A central listing of those drivers requiring additional training, post investigation, is not maintained; The Datix system is not being used as intended for the reporting and investigation of vehicle accidents; There is a high number of accidents/damage not reported to Fleet Services through the Traffic Accident Report Form; Evidence of third-party damage is not routinely obtained which would assist with claims received; There is a lack of reporting and analysis on the number of vehicle accidents and the associated costs and themes.	March 2025
Integrated Quality and Performance Management Framework	Final report	Reasonable	Review of the Communication Plan and the Quality & Performance Management Framework's work programme to ensure that actions are clearly defined and achievable; Review of the governance structure to ensure there is	November 2024

¹ May be subject to change

Review	Status	Rating	Key matters arising	Anticipated Audit Committee ¹
			sufficient oversight over the Framework and its implementation.	
Seasonal Forecasting and Modelling	In progress			June 2025
Exposure to Fumes	Final report	Reasonable	Guidance needs to be updated to inform employees that the shoreline can be re-started once it cuts off; There is no work programme in place for the cyclical completion of Risk Assessments at Emergency Departments, which are expected to be undertaken in partnership with Trade Unions; Unannounced spot checks identified that staff are not complying with guidance set to prevent their exposure to fumes; Work is ongoing to enhance data collation in respect of fume exposure; Health & Safety Committee meetings have been cancelled due to timeliness of papers being issued.	March 2025
Patient Experience and Community Involvement	Final report	Reasonable	Enhancement of expected activity to be undertaken by the PECI Team; Regular review of survey questions posed to ensure relevancy and provision of meaningful feedback for service providers; Enhancement of the detail included in the log of public engagements; Enhancement to reporting on the impact and outcomes that engagement activities has had on service delivery.	March 2025
Rollout of Pentrox	Final Report	Reasonable	CFRs have not undertaken Omnicell cabinet training, which they are required to complete to gain access Pentrox. There are also issues for CFRs and Trust employees accessing the 'Pentrox safes' in North Wales, due to coding issues with the Abloy keys; Pentrox training compliance levels have not been updated in the Medicines Management Assurance Reports since April 2024; Instances identified where	March 2025

Review	Status	Rating	Key matters arising	Anticipated Audit Committee ¹
			Penthrox was not administered to the patient in accordance with Protocol; A lack of reporting on the use of Penthrox and its effectiveness, and on exceptions relating to its administration; No analysis has been undertaken on the impact of Penthrox since its introduction, to confirm whether the expected benefits as set out in the business case have been realised.	
Overtime Controls	Final report	Reasonable	The reporting of amendments to overtime allocations should be strengthened and supported by a documented audit trail of the rationale applied; Consideration of an automated process in the payment of overtime.	November 2024
Start of Shift Procedure	In progress			June 2025
Emergency Nurse Communications System Implementation	In progress			June 2025
111 Wales Website	In progress			June 2025
111 Digital Operations	Final Report	Substantial	We have identified no matters for reporting in our review.	March 2025
Data Quality	Final report	Reasonable	<p>The focus within the Trust, due to capacity, has been on the EMS CAD system, which is the main driver of national reporting, however, there is recognition that there is a need to strengthen data quality processes and controls across the other data sets and systems.</p> <p>The following matters are aimed at strengthening current position: Out-of-date policies and guidance; Lack of assessment of staff digital literacy skills, and data quality specific training; Incomplete Information Asset Register; Improvements required in respect of data quality assurance reporting.</p>	November 2024

Review	Status	Rating	Key matters arising	Anticipated Audit Committee ¹
Resourcing Policy	Final report	Limited	The Resourcing Policy to be reviewed and updated; Ongoing significant process mapping exercise to be completed to inform the development of functional Standard Operating Procedures. The different approaches being applied between services and local arrangements across Wales result in an inconsistent application of the Resourcing Policy; Working Time Directive breaches are not reviewed or reported on; The process for Time Off In Lieu requires clarity; Whilst Outside Resource Authorisations decisions are recorded on GRS, there is currently no reason code assigned to them; There are timeframes for actions for both the Resource Team and staff included in the Resourcing Policy, however there is currently no Key Performance Indicator reporting.	November 2024
Occupational Health and Wellbeing Support	Final Report	Reasonable	The means by which achievement of the objectives of the Health & Wellbeing Plan will be measured and monitored were not identified; Whilst the All-Wales key performance indicators are monitored, further information is available that could be analysed to enhance performance reporting; The Occupational Health team do not routinely run reports to identify services with high absence rates or referral themes that could be used to focus resources proactively; The need to improve reporting to assess the quality, effectiveness and impact of the various initiatives the Trust offers, and to demonstrate value from the investments made.	May 2025
Speaking Up Safely	Final progress	Reasonable	The development of an action plan to effectively manage and implement the gaps identified in the Trust's self-assessment of the Framework, and the monitoring of such; Consistent issue of feedback surveys post closure of cases;	May 2025

Review	Status	Rating	Key matters arising	Anticipated Audit Committee ¹
			Enhancement of the training provision available to equip staff to embed the Frameworks requirements; Triangulation of concerns data from all sources and the strengthening of the analysis and reporting on concerns received; There has been no formal annual reporting in relation to SUS as per expectation.	
Capital Systems	In progress			June 2025
Energy Management	Final Report	Substantial	Approvals did not make use of the Oracle approval hierarchy but instead were completed manually by email; In sampled months, 35% of meter readings were estimates, albeit 71% of these were then subsequently manually read within a month; Educational media created by the WAST to encourage behaviours conducive to good energy management, were not displayed in estate premises sampled.	March 2025

¹ May be subject to change

Risk Management & Board Assurance Framework

Internal Audit Report

2024/25

Welsh Ambulance Services University NHS Trust



Reasonable Assurance

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Review Reference

Fieldwork

Executive Sign Off

Audit Committee

Executive Lead

Audit Team

WAST-2425-01

March 2025

04 April 2025

May 2025

Trish Mills, Director of Corporate Governance

Osian Lloyd, Head of Internal Audit

Felicity Quance, Deputy Head of Internal Audit



Executive Summary

Purpose

The purpose of this review was to assess the effectiveness of the procedures for identification, management and reporting of strategic and key operational risk through the Board Assurance Framework and the Corporate Risk Register.

Overview

The Board Assurance Framework (BAF) is designed to provide a structure and process that enables Welsh Ambulance Services University NHS Trust (the 'Trust') to focus on the risks that might compromise it achieving its strategic goals, which are set out in its Long-Term Strategy 'Delivering Excellence', and as part of its Integrated Medium-Term Plan (IMTP).

The Trust's principal risks are set out in its Corporate Risk Register (CRR). These are reviewed and monitored by the Board, its Committees, the Executive Leadership Team and the Assistant Directors Leadership Team. The Trust also operates directorate and local registers where risks are managed locally and, where necessary, are considered for escalation through the risk reporting structure for inclusion on the CRR. The Audit, Risk and Assurance Committee retains oversight of the risk management process.

The Trust's Risk Management Transformation Programme has been designed to strengthen and positively impact the development of its future strategic ambitions. With the help of external consultants (BDO), the Trust is focused on ensuring that the BAF is redesigned to more closely align with its strategic objectives and to provide greater assurance over the effectiveness of its key controls; to articulate a series of risk appetite statements; and to consider how principal risks on ambulance response times and delays in handover of patients can be better managed. It was anticipated that a revised BAF, hosted on a digital software platform, would be further advanced by this stage but thus far a viable automated solution has not been identified. Going forward the recruitment of a dedicated Risk Manager should hopefully free up resource to enable this initiative to be further investigated and progressed.

The key finding from our review is that the BAF is essentially the Corporate Risk Register, but in more detail. The Trust are well aware of this and are working with BDO to develop a new BAF that will focus more explicitly on its strategic objectives. Notwithstanding this concern, the reporting of the current key risks through the Board and its Committees is working effectively. Given that the known areas of weakness (the BAF and Risk Appetite) are the subject of documented plans, we have not raised findings in these areas, and we have concluded reasonable assurance overall. The only matter requiring management attention, over and above the detailed work with BDO, is the need to ensure risk management documentation is updated to reflect the changes in approach that are envisaged over the coming months.

Full details of matters arising are detailed within the Findings & Agreed Action Plan.

Scope & Assurance Summary

Objectives	The objectives and associated assurance ratings are not necessarily given equal weighting when formulating the overall audit opinion.	Related Findings	Assurance
1	Management and Assurance arrangements are defined within an up-to-date Strategy and Framework and associated procedures, aligned to the Trust's objectives and strategic direction.	1	Reasonable
2	Processes are in place to support the monitoring and review of key risks and assurance mechanisms, including the BAF and CRR, across the Trust, including at Committee and Board level.	-	Reasonable
3	The BAF aligns to the Trust's strategic objectives, and both the BAF and CRR have considered risk appetite.	-	Reasonable

4	Strategic and corporate risks are regularly reviewed, and processes are in place to support, and evidence changes in risk scores.	-	Reasonable
5	Where gaps in control and assurance are identified, action plans that are regularly monitored are in place setting out the work required to close those gaps.	-	Reasonable
6	The audit will identify the progress of implementing the internal audit recommendations raised in the 2023/24 audit of Risk Management (WAST-2324-01).	-	Reasonable

Management Actions



High Priority



Medium Priority

Themes



■ Policies & Procedures

Risk Types

Legal & Regulatory Non-Compliance

Choose an item.

Choose an item.

Choose an item.

Findings & Agreed Action Plan

Objective 1: Risk Management and Assurance arrangements are defined within an up-to-date Strategy and Framework and associated procedures, aligned to the Trust’s objectives and strategic direction.

Reasonable

Overview / Summary of Observations

The Risk Management Policy was last updated and approved by the Trust Board in March 2024. The supporting Risk Management Guidelines document was last updated in October 2023. There is additionally a document entitled "Guidance on Interpreting the Board Assurance Framework". This is a very brief document that is dated April 2023 and largely repeats information contained in the two former documents. A reminder of the existence and content of these documents was issued to all staff via a SIREN notice in November 2024.

Existing documentation sufficiently covers the current procedures for risk management within the Trust but as the Trust develops its approach, particularly to the Board Assurance Framework and Risk Appetite, and explores the option of a new digital risk management solution, the procedures are likely to need to be revised and will need to be reapproved.

Key Findings	Risk & Impact	Agreed Management Action
<p>1 Risk Management Documentation</p> <p>The current documented guidance is sufficient to cover the existing approach to risk management across the Trust but in the light of the planned developments for the BAF, risk appetite, and the potential procurement of a digital solution, the procedures will need to be revised, updated and appropriately approved.</p>	<p>The documented guidance may become out of date as procedures change, leading to risks not being managed as intended.</p>	<p>Once new ways of working are finalised and introduced the risk management documentation - Risk Management Policy; Risk Management Guidelines; and the Guidance on Interpreting the Board Assurance Framework will need to be updated and reapproved.</p>
<p>Theme: Policies & Procedures</p>	<p>Medium Priority</p> <p>Control Operation</p>	<p>Expected Evidence of Implementation:</p> <p>Updated suite of Risk Management documentation.</p> <p>Officer: Julie Boalch</p> <p>Target Implementation Date: 31 March 2026</p>

Objective 2: Processes are in place to support the monitoring and review of key risks and assurance mechanisms, including the BAF and CRR, across the Trust, including at Committee and Board level.

Reasonable

Overview / Summary of Observations

At present, the BAF and the CRR are reporting the same risks, and the Trust has an action to develop a BAF which has a more explicit link to its strategic risks, and to provide assurance over the effectiveness of key controls. This is part of the Risk Transformation Programme which is reported and monitored through the Corporate Governance Directorate's Local Directorate Plan and is overseen by the Audit, Risk and Assurance Committee. The direction of travel and next steps for the programme were presented in detail to, and supported by, the Executive Leadership Team and the Committee in September 2024 and reinforced by the recommendations made by the Trust's external consultants, BDO LLP. The Trust engaged BDO to provide guidance across three main areas – a Strategic Board Assurance Framework, Risk Appetite, and repositioning of two principal risks. Since presentation of their report in September 2024, BDO have been further engaged to support two workshops with the Trust Board held in December 2024 and February 2025 covering development of risk appetite statements and also reviewing and restating the two principal risks to focus more explicitly on the actions that can be taken which are within the Trust's control.

It was hoped that the Trust would have made progress on a revised BAF, CRR and the enterprise-wide risk management approach housed on a new digital platform by this stage, but the Trust have been unable to find a viable digital platform to take the approach forward. The current software provider, Datix, have developed an updated product and work was being taken forward on an all-Wales basis to implement a global risk management solution. However, this would not have included an automated BAF, and the revised product has not generally been considered fit for purpose for enterprise risk with only one NHS Wales organisation still currently exploring how it might be used. Delays in recruiting a dedicated Risk Manager which would have freed up more senior resource to actively investigate potential solutions has not helped. Following a recruitment campaign in late 2024 a suitable candidate was offered and accepted the position but unfortunately, they subsequently changed their mind. The Trust has therefore had to go back out in order to recruit to this position which is currently on-going.

Information on the key corporate risks is presented in a standard format to all Trust Board meetings, and either in full (for the Audit, Risk and Assurance Committee) or an appropriate extract for each and every meeting of the Board Committees. The Executive Leadership Team and Assistant Director Leadership Team also review these risks on a regular basis. Work is on-going with the support of BDO to develop a BAF and the template for this has already been agreed.

Although we have raised no findings for this objective, we have assessed the overall rating as reasonable due to the need for the Trust to take forward the planned work on developing a BAF which is more explicitly aligned to the strategic objectives of the Trust, and which will provide greater assurance over the effectiveness of controls to help mitigate the Trust's strategic risks.

Objective 3: The BAF aligns to the Trust’s strategic objectives, and both the BAF and CRR have considered risk appetite.

Reasonable

Overview / Summary of Observations

At present, the BAF is not explicitly linked to the Trust’s strategic objectives, although it is linked to the actions in the IMTP that are intended to deliver the strategic objectives. As previously stated, work is on-going to address this with external support. Similarly, whilst there is currently a global risk appetite statement for the Trust, there is a recognition that this needs to be further developed so that there are separate risk appetite statements for each of the Trust’s six strategic objectives. The development of the Risk Appetite Statements is also underway with external support commissioned in December 2024. Once finalised and approved the next steps are:

- Setting risk appetite thresholds and tolerances;
- Developing a suite of strategic risks against the strategic objectives;
- Designing risk appetite monitoring metrics; and
- Setting up a reporting mechanism to monitor compliance against the risk appetite limits.

As before we have assessed this objective as reasonable but are not raising a finding due to the Trust having plans in place to address the issues raised.

Objective 4: Strategic and corporate risks are regularly reviewed, and processes are in place to support, and evidence changes in risk scores.

Reasonable

Overview / Summary of Observations

Notwithstanding the need to develop a BAF, there is ample evidence of key corporate risks being reviewed, and risk scores evaluated at the Trust Board, the Audit, Risk & Assurance Committee and the other Board Committees. A standard Risk Management and Board Assurance Framework report, in a consistent format, is taken to every one of these meetings and includes a brief update on each of the corporate risks. The Corporate Risk Register dashboard, and a more detailed BAF (albeit containing the same risks as in the Corporate Risk Register) is tailored for each meeting. The Board Committee highlight reports to the Trust Board also evidence the discussion of risk. The Trust has also recently revised its Risk Reporting Schedule for the Committees to provide better and more timely co-ordination of risk papers between the Board and its Committees, and to avoid duplication.

Although we have not raised a finding for this objective, we have attributed Reasonable Assurance due to the need to develop the BAF and to undertake further work on the Trust’s principal risks (see also objective 5).

Objective 5: Where gaps in control and assurance are identified, action plans that are regularly monitored are in place setting out the work required to close those gaps.

Reasonable

Overview / Summary of Observations

There is clear evidence of action plans being updated that relate to the risks reported as part of the BAF and this information is being reported, as previously stated, to every meeting of the Trust Board and its Committees.

Review of the 13 corporate risks reported to the Audit, Risk and Assurance Committee in March 2025 highlighted that:

- 12 (92%) had been updated in terms of their commentary by the Risk Owner
- There were 85 actions associated with these risks;
- 50 (59%) of the actions had been updated for this meeting;
- 16 (19%) of the actions were closed;
- 58 (68%) of the actions were not yet due;
- 11 (13%) of the actions were overdue.

Seven of the overdue actions relate to the Trust's two principal risks. These cover *Risk 223: The Trust's inability to reach patients in the community causing patient harm and death* and *Risk 224: Significant Handover of Care Delays Outside Accident and Emergency Departments Impacts on Access to Definitive Care Being Delayed and Affects the Trust's Ability to Provide a Safe & Effective Service for Patients*

One of the three main objectives of the initial work with BDO was to consider how these two risks could be repositioned as it was considered that there were a large number of external factors beyond the Trust's control that were impacting the management of both risks. BDO advised the Trust to focus on managing the factors that were within its control and to monitor those outside of its direct control. Work is on-going with senior staff in operational teams to take this forward. The overdue actions will therefore be reconsidered as part of this work, and given the recognition that the BAF was in urgent need of updating to more explicitly reference strategic objectives and to provide assurance on the effectiveness of key controls, the degree of update and the number of overdue actions is considered reasonable. We have therefore not raised a finding for this objective.

Objective 6: The audit will identify the progress of implementing the internal audit recommendations raised in the 2023/24 audit of Risk Management.

Reasonable

Overview / Summary of Observations

Detail with progress on the recommendations made following last year's review of Risk Management is provided at Appendix A. This records that good progress has been made with three recommendations, and for the rest action is on-going. However, full completion of these actions is linked to the acquisition of a new risk management software package which is currently being progressed.

Appendix A Progress with Prior Year Recommendations

Ref	Recommendation	Management Response	Audit Update (March 2025)
1	The Trust should consider amending the risk assessment form to capture the strategic and directorate objectives and priorities impacted by each risk. MEDIUM RISK	The RAF and BAF already have sections to capture the strategic objectives, however there was a timing issue with the new IMTP to facilitate the inclusion of such. These will be included going forward. 30 August 2024	The Risk Assessment Form has been updated to encompass the priorities. COMPLETE
2.1	Risk assessment forms should be completed for all risks. MEDIUM RISK	It may be that risk assessment forms do not need to be completed for all risks if they are developed directly on Datix. However, a siren notice will be issued to remind colleagues of the correct templates to use, support available and direct them to the risk management framework; and the narrative included in the Risk Management Guidelines will be updated accordingly too. 30 August 2024	SIREN notice issued 03/11/24 to direct colleagues to risk templates and support when developing or updating risks. COMPLETE (Risk Management Guidelines to be updated in accordance with Finding 1)
2.2	User/training requirements needed to support managers / risk owners through this transition should be considered to ensure that individuals feel competent to complete risk assessment forms and upload the information onto Datix. MEDIUM RISK	Resourcing for the risk team is currently limited, therefore the full programme of training and education will be in line with the risk transformation programme. However, the Corporate Governance Directorate will develop a virtual roadshow to senior directorate meetings and ADLT to provide information and signposting on risk management. 31 March 2025	This has been delayed by the delay in appointing a Risk Manager. Basic training is being loaded onto SharePoint and will be available from the end of March. COMPLETE
3.1	All risks should be uploaded and managed on Datix. MEDIUM RISK	Datix is not currently fit for purpose. Therefore, agreeing that all risks should be uploaded and managed on Datix is not possible at this time. What is accepted is that there should be an agreed approach within local and directorate risk registers i.e. either all on Datix and managed there with appropriate reporting, or outside of Datix with an audit trail of identification, development, review, escalation, and closure. 31 January 2025	Progress on procurement of a new Risk Management system is underway in consultation with the Director of Digital. ONGOING
4.1	We recommend the Trust consider arrangements to support the consistency and monitor the completeness of directorate registers. MEDIUM RISK	The risk team will work with the clinical and operations team and either develop a plan to manage these risks externally to Datix but with an appropriate audit trail whilst an electronic risk management system is procured, or to use Datix for the capture of the operations and clinical risks. 31 October 2024	As stated above, not everyone uses Datix, but there is evidence that risks are being reviewed on a regular basis. The acquisition of the risk management software referred to above should provide a complete and consistent platform for all risks to be recorded. ONGOING
5	A summary risk report, similar to the format presented at Trust Board and Committees, should be developed and reported at directorate and service level. MEDIUM RISK	It is accepted that an appropriate overarching risk report is beneficial for local and directorate risks, however the risk team will look at what reporting can be drawn from Datix. 31 October 2024	Operations Directorate are producing reports for discussion at Business Meetings. Instructions on how to draw reports from Datix have been issued to support this. COMPLETE

Appendix B Assurance Opinion & Prioritisation of Findings

Assurance Opinion

	Substantial	Few matters require attention and are compliance or advisory in nature. Low impact on residual risk exposure.
	Reasonable	Some matters require management attention in control design or compliance. Low to moderate impact on residual risk exposure until resolved.
	Limited	More significant matters require management attention. Moderate impact on residual risk exposure until resolved.
	Unsatisfactory	Action is required to address the whole control framework in this area. High impact on residual risk exposure until resolved.
	Advisory	Given to reviews and support provided to management which form part of the internal audit plan, to which the assurance definitions are not appropriate. These reviews are still relevant to the evidence base upon which the overall opinion is formed.

Prioritisation of Findings

Priority	Explanation
High	Significant risk to achievement of a system objective OR evidence present of material loss, error, or misstatement. Poor system design OR widespread non-compliance.
Medium	Some risk to achievement of a system objective. Minor weakness in system design OR limited non-compliance.

Website: [Audit & Assurance Services - NHS Wales Shared Services Partnership](#)

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Audit reports are prepared by the staff of the NHS Wales Audit and Assurance Services and addressed to Independent Members or officers including those designated as Accountable Officer. They are prepared for the sole use of the Welsh Ambulance Services University NHS Trust and no responsibility is taken by the Audit and Assurance Services Internal Auditors to any director or officer in their individual capacity, or to any third party.

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Occupational Health & Wellbeing

Final Internal Audit Report

2024/25

Welsh Ambulance Services University NHS Trust



Reasonable Assurance

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Carl Kneeshaw, Director of People
Osian Lloyd, Head of Internal Audit; Felicity Quance, Deputy Head of Internal Audit



Executive Summary

Purpose

To evaluate the programmes in place at the Welsh Ambulance Services University NHS Trust (the Trust) to improve the Occupational Health and Wellbeing services and promote staff wellbeing, and the arrangements in place to monitor effectiveness.

Overview

Sickness absence at the Trust has been, and continues to be a long-standing challenge, with it recording the highest percentage of sickness absence rates in Wales. The Trust continues to work to achieve its 6% target and there has been a sustained improvement on absence rates from 12.1% in January 2022. However, the Trust's sickness rates are higher than NHS England Ambulance Services which, in September 2024 (most recent published figures), had an average sickness rate of 6.5%, compared to the Trust's figure of 8%. We note that there have been monthly increases in sickness absence with 8.69% being recorded for December 2024 compared to the lowest percentage in September 2024 at 7.46%. The highest reasons for absence in November included anxiety/stress/depression; other musculoskeletal problems; gastrointestinal problems; injury/fracture; and cold/cough/ flu/influenza. Absence due to mental health conditions increased from 2.49% in October 2024 to 2.58% in November.

Noting these sickness levels, there has historically been a low uptake of support services including management of referrals to Occupational Health and Wellbeing provision. The Trust recognises it is important to understand what the health and wellbeing needs are of employees to ensure the right type of support is being provided in the right places and that it is accessible to all. The implementation of the occupational health and wellbeing referral system, permitting both self-referrals and manager referrals, aims to improve the timeliness of the support provided. The organisation has also recently invested to strengthen the team and its structure.

The Trust has also sought to embed a culture of positive attendance management through targeted intervention, supporting colleagues to remain in the workforce, and actively implementing its *Health and Wellbeing Plan* which includes coverage for areas such as musculoskeletal issues, manual handling and mental health.

We have concluded reasonable assurance on this area. The matters requiring management attention include:

1. The Health & Wellbeing Plan for 2025-29 includes detail of deliverables; however, the means by which achievement of the objectives will be measured and monitored were not identified. We understand that local action plans are being developed.
2. Whilst the All Wales key performance indicators are monitored, further information is available within the occupational health referral system that could be analysed to enhance performance reporting.
3. Whilst we were able to identify that structured support has recently been provided to the 111 Service, the Occupational Health team do not routinely run reports to identify services with high absence rates or referral themes that could be used to focus resources proactively.
4. The need to improve reporting to assess the quality, effectiveness and impact of the various initiatives the Trust offers, and to demonstrate value from the investments made.

Full details of matters arising are detailed within the Findings & Agreed Action Plan.

The following opportunity for enhancement, in relation to the Managing Attendance at Work training, has been identified and does not impact the overall opinion rather highlighted for management information. Whilst there are regular sessions providing managers with training on the policy, feedback from attendees is not obtained and consideration should be given to such to ensure it is meeting the needs of the managers.

Scope & Assurance Summary

Objectives The objectives and associated assurance ratings are not necessarily given equal weighting when formulating the overall audit opinion.

		Related Findings	Assurance
1	There are relevant strategies, policies and plans in place to outline the approach and priorities for the Occupational Health and Wellbeing services, which have been communicated appropriately.	1	Reasonable
2	Initiatives/programmes are in place that align to agree strategies and plans, and outcomes (including timeliness of access, next steps to be taken by managers etc) are reviewed.	4	Reasonable
3	An appropriate performance framework is in place for the occupational health service, which is effectively monitored and reported; and themes/trends are analysed to allow proactive provision to be established for Trust employees.	2,3,4	Reasonable
4	Evaluation measures are in place for the wellbeing interventions.	4	Reasonable

Management Actions

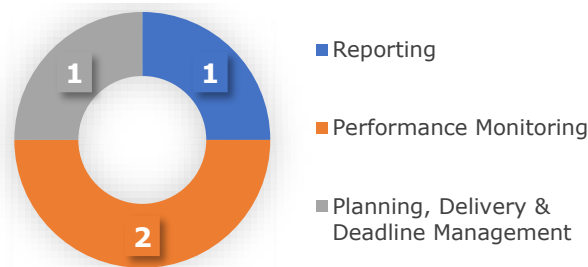


High Priority



Medium Priority

Themes








Risk Types

Quality or Safety Issues

Occupational Health Key Performance Indicators (KPIs)

The Trust's performance against the All Wales KPIs for occupational health in June and November 2024 is set out below. Whilst all targets have been achieved, there has been a slight decline in some areas, and we have been advised that this was due to staff sickness and vacancies.

All Wales KPIs	June 2024	November 2024	Trend
The first offered appointment date will be within 29 calendar days of the date referral received. KPI that this is achieved 80% of the time.	98%	85%	
Where consent is agreed during consultation, the report will be sent to the manager on the same day of the appointment. KPI that this is achieved 80% of the time.	100%	100%	
When an individual self-refers, an appointment with the relevant OH staff member will be provided within 29 calendar days. KPI that this is achieved 80% of the time.	100%	100%	
Completion of the health assessment will enable clearance for 'standard clearances' within 7 calendar days. KPI that this is achieved 80% of the time.	100%	86%	
Where required, individuals will be offered an appointment for Health Surveillance within 29 calendar days of receipt of questionnaire. KPI that this is achieved 80% of the time.	100%	86%	

Findings & Agreed Action Plan

Objective 1: There are relevant strategies, policies and plans in place to outline the approach and priorities for the Occupational Health and Wellbeing services, which have been communicated appropriately.

Reasonable

Overview / Summary of Observations

The current Wellbeing Strategy was published in 2020 for the period 2020-2024. This outlined that, as an organisation, the Trust needed to take action to address its current level of absence due to mental health and musculoskeletal conditions with this being seen as a key measure of the success of this strategy. The Strategy outlines its approach under five objectives:

- *Assess and understand the health and wellbeing of our workforce.*
- *Proactively promote protective health and wellbeing offers at all levels within WAST for our people and their families and ensure they are available to all.*
- *Provide comprehensive preventative and reactive health and wellbeing services and training for everyone at each stage of their WAST career path.*
- *Succeed in achieving high level Health and Wellbeing standards that are robust and recognised for excellence by external organisations.*
- *Strengthen our health and wellbeing partnerships within WAST and the communities we serve.*

The new Health and Wellbeing Plan for 2025-2029 was endorsed at the November 2024 People and Culture Committee meeting, and subsequently approved by the Board during the same month. The objectives are consistent with those outlined above in the previous Strategy therefore indicating that further work is required in these areas. From review of the document, the means by which achievement of such will be measured and monitored were not identified; however we understand that local action plans are being developed to underpin the high-level outcomes set out within the Plan. (see **Key Finding 1**).

We note that the Strategy is supported by a range of Standard Operating Procedures, including procedures for hearing checks, delivering vaccines and employment screening; all of which are accessible to on Siren. Occupational Health and Wellbeing has its own section within Siren, which includes a Manager's Occupational Health & Wellbeing Toolkit, a direct link to the online referral system, and wellbeing advice. All the above is supported by a Wellbeing Newsletter which is published four times a year.

The Trust has also adopted the All Wales Managing Attendance at Work (MAAW) policy, for which training has been provided to Trust employees (three training events between April and December 2024 and a further four planned for 2025), although feedback from the training was not obtained.

Key Findings	Risk & Impact	Agreed Management Action
<p>1 Delivery of Wellbeing Strategy</p> <p>The Health & Wellbeing Plan for 2025-29 was approved by Board in November 2024. It includes detail of deliverables, such as the development of a Trust’s Health and Wellbeing Assessment Framework and outcomes.</p> <p>We note that the objectives remain the same as the previous plan and it is unclear the extent to which these have been achieved to date.</p> <p>From review of the document, the means by which the achievement of objectives will be measured and monitored were not identified, however we understand that local action plans are being developed to underpin the high-level outcomes set out within the Plan.</p>	<p>Objectives of the Wellbeing Plan are not achieved.</p>	<p>Agreed Action:</p> <p>Full implementation and measurement plan to be finalised and agreed locally, reporting to the People and Culture Committee. The plan includes key deliverables, how they will be promoted and how effectiveness will be measured.</p> <p>This will consist of work programmes that are delivered by the Occupational Health & Wellbeing service alongside broader work programmes that are not exclusively delivered by the service.</p> <p>Expected Evidence of Implementation:</p> <p>Delivery plan – to be completed and approved end of Q4 2024/25</p>
<p>Theme: Planning, Delivery & Deadline Management</p>	<p>Medium Priority</p> <p>Control Design</p>	<p>Officer: Dr Adam Cann, Head of Workplace Wellbeing</p> <p>Date: 31 March 2025</p>

Objective 2: Initiatives/programmes are in place that align to agreed strategies and plans, and outcomes (including timeliness of access, next steps to be taken by managers etc.) are reviewed.

Reasonable

Overview / Summary of Observations

The Trust has a number of programmes in place to support staff and managers, including TRIM (Trauma Risk Management) and providing REACT (Recognise, Engage, Actively listen, Check risk, Talk about actions) training to help staff identify when colleagues are suffering from mental health conditions, such as anxiety, stress and depression. Employees are sign posted to these through the Siren website and such is also reflected in the objectives of the Wellbeing Strategy.

The Employee Assistance Programme (EAP) is provided by an external provider (Health Assured), and is designed to help employees deal with personal and professional problems that could be affecting their work or personal life, health and general wellbeing. Services available include, legal information, bereavement support, medical information and online Cognitive Behavioural Therapy (CBT).

In-house provided services include occupational health clearance for new starters, promotion of health and education programmes, appointments with an occupational nurse. As well as undertaking management of sickness referrals, the Wellbeing team provides services such as hearing and vision tests, physiotherapy referrals, health promotion and education programmes as well as general support and advice.

Whilst we were able to identify that there has been focus on areas with high sickness absence rates, e.g. the 111 Service, where outcomes are being reviewed, reporting generally to assess the quality and effectiveness of the initiatives introduced could be strengthened (see objective 4 and **Key Finding 4**).

Objective 3: An appropriate performance framework is in place for the occupational health service, which is effectively monitored and reported; and themes/trends are analysed to allow proactive provision to be established for Trust employees.

Reasonable

Overview / Summary of Observations

Monthly performance reports are produced which focus on the five All Wales KPIs (refer to page 3), where it is noted that the Trust is meeting performance targets although there has been a recent dip due to staff absences. These are reported to the People & Culture Committee (PCC) and Finance & Performance Committee (F&PC). In addition, there are further national dashboards which are available to the Heads of Occupational Health & Wellbeing. They include data on the number of referrals received, the activities that have taken place; and completed clinic appointments; the detail of which we understand is shared with the team.

Whilst the Trust reports against the All Wales KPIs, there is further information that could be extracted from the occupational health referral system (OPAS G2) specific to Trust staff, including vaccine take up for example (see **Key Finding 2**). Further, the KPIs are limited in that they are typically focussed on measuring the timeliness of services, there is a lack of metrics on their quality and impact in preventing and reducing absences (see **Key Finding 4**)

The 111 Service has the highest sickness absence rates within the Trust at 12.34%. We understand that absences are particularly high between Friday to Monday, therefore the Occupational Health and Wellbeing Service, working with managers, has put a structured support system in place, including immediate support from occupational health professionals. However, areas with high sickness levels are not systematically highlighted for Occupational Health intervention (see **Key Finding 3**).

Key Findings	Risk & Impact	Agreed Management Action
<p>2 Enhance Occupational Health Performance Data</p> <p>Whilst the All Wales KPIs are monitored, further information is available within the occupational health referral system that could be analysed to enhance performance reporting.</p>	<p>Programmes do not achieve their goals.</p>	<p>Agreed Action:</p> <p>Occupational Health will conduct a comprehensive review of available data within OPAS G2 to identify additional performance indicators that can enrich our reporting processes, alongside the All Wales KPIs. This will include monitoring areas such as needlestick injuries, immunisation reviews; and other relevant clinical activities. A robust process will be established to regularly analyse and report on these indicators to support service improvement and trend identification.</p> <hr/> <p>Expected Evidence of Implementation:</p> <p>Enhanced performance reports, and evidence of actions taken or discussed based on the findings.</p>

Key Findings	Risk & Impact	Agreed Management Action
		<p>Review quarterly to ensure that insights gained are translated into tangible improvements and meaningful change.</p> <p>First enhanced report to be available by May 2025; and to be reported within People and Culture directorate business meeting on 22/05/2025</p>
<p>Theme: Performance Monitoring</p>	<p>Medium Priority</p> <p>Control Design</p>	<p>Officer: Kim Crichton, Occupational Health Manager</p> <p>Date: 22 May 2025</p>

Key Findings	Risk & Impact	Agreed Management Action
<p>3 Trend Analysis to Focus Service Provision and Resources</p> <p>Occupational Health do not run routine reports to identify services with high absence rates or referral themes that could be used to focus resources proactively.</p>	<p>Proactive activity to manage / mitigate absences not undertaken</p>	<p>Agreed Action:</p> <p>Occupational Health will develop and implement additional internal reporting process within the Occupational Health system OPAS G2; to identify key themes and trends from referrals, such as common reasons for referral, health conditions or patterns linked to specific service areas or staff groups. These reports will be used to highlight emerging issues and identify areas where proactive support or targeted interventions may be required.</p> <p>Occupational Health will work with People Services and the wider People and Culture directorate to agree how key information can be shared at an organisational level to support wider workforce planning and potential wellbeing initiatives.</p> <p>Expected Evidence of Implementation:</p> <p>The initial action involves setting up live dashboards and configuring reports within the Occupational Health system, OPAS G2, to track key data points such as referral reasons, health conditions and patterns related to service areas or staff groups.</p> <p>Once these dashboards and reports are established, monthly meetings will be scheduled with the Head of People Services / leads within People and Culture as required, starting in April 2025; to review both trends and discuss any necessary interventions.</p> <p>A formal quarterly review will follow to assess the effectiveness of the dashboards, reports and interventions; with adjustments made as needed.</p>
<p>Theme: Reporting</p>	<p>Medium Priority</p> <p>Control Design</p>	<p>Officer: Kim Crichton, Occupational Health Manager</p> <p>Date: 31 July 2025</p>

Overview / Summary of Observations

At present, the main cause of sickness absence within the Trust remains Mental Health and Musculoskeletal issues; which has led the Wellbeing Service to focus on mental health awareness by TRiM (Trauma Risk Management) and REACT Mental Health training as key preventative interventions. Funding from Welsh Government has enabled the Trust to train more than 30 colleagues as TRiM Practitioners, and nine of those as TRiM Managers. We also note that the Employee Assistance Programme (EAP) includes access to fast-track physiotherapy for employees to assist with MSK issues.

The current Wellbeing Strategy outlines that its success would include measurement of the uptake of services, use of the portal, usage of apps, mental health sickness absence rates and staff survey results. It also stated that high priority should be given to ensuring that managers have the skills and tools to support staff with mental health problems. There is a need to develop metrics on the quality of the service and outcome measures (see objective 3 and **Key Finding 4**), to demonstrate the value of the interventions the Trust has invested in. We understand that the Wellbeing Service is in the process of developing an enhancing the metrics it has in place, based on referrals to the service to allow it to better assess the success of the programmes of interventions, such as TRiM, which should address our findings going forward.

Key Findings	Risk & Impact	Agreed Management Action
<p>4 Evaluation of Service Quality and Outcome Measures</p> <p>Although we note that a range of early interventions have been implemented within the Trust, there has been limited evaluation data. The Service is working hard to be proactive and is reaching out to managers. However, there is a need to improve the arrangements in place, to demonstrate the quality of the service and outcome measures, to demonstrate the value of the interventions the Trust has invested in. This could include deep dive exercises into those introduced to support the main causes of sickness absence, to further inform and tailor the development of the same.</p>	<p>The value of interventions is not maximised.</p>	<p>Agreed Action:</p> <p>The Occupational Health & Wellbeing service will establish routine reporting systems to track the effectiveness of the programmes implemented.</p> <p>Wellbeing practitioner support, TRiM, REACT, EAP, Physio, Manager consultation outcomes will be routinely reported via both patient-reported experience measures (PREMs) and patient-reported outcome measures (PROMs) to ensure that they are delivering for our staff. It is noted that the effectiveness of these interventions will vary and therefore routine reporting is necessary to assess these trends.</p> <p>For example, TRiM will report access rates, number of staff engaging in follow-up, number of staff requiring further support and the destination of support (e.g. EAP). Furthermore, the user experience of TRiM will be routinely reported.</p> <p>Expected Evidence of Implementation:</p>

Key Findings	Risk & Impact	Agreed Management Action
		Routine reporting of qualitative and quantitative outcome measures.
Theme: Performance Monitoring	Control Design	Officer: Dr Adam Cann, Head of Workplace Wellbeing Date: 31 March 2025

Appendix A

Assurance Opinion

	Substantial	Few matters require attention and are compliance or advisory in nature. Low impact on residual risk exposure.
	Reasonable	Some matters require management attention in control design or compliance. Low to moderate impact on residual risk exposure until resolved.
	Limited	More significant matters require management attention. Moderate impact on residual risk exposure until resolved.
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Speaking Up Safely

Final Internal Audit Report

2024/25

Welsh Ambulance Service University NHS Trust



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1 May 2025
Angela Lewis, Director of Culture Change
Osian Lloyd, Head of Internal Audit; Felicity Quance, Deputy Head of Internal Audit



Executive Summary

Purpose

To review the implementation of the framework and assess its impact in promoting a culture that enables staff to raise concerns.

Overview

The NHS Wales Speaking Up Safely Framework (WHC/2023/036) states that *'this is the Framework that organisations, departments and teams are required to follow in order to establish and sustain a culture where no individual will suffer victimisation or detrimental treatment as a result of speaking up, and where organisations learn and improve as a result of listening and responding to concerns raised'*.

Having effective arrangements which enable staff to speak up (also referred to as 'raising a concern') helps to protect patients, the public and the NHS workforce, as well as helping to improve the population's experience of healthcare. The Welsh Ambulance Services University NHS Trust (the Trust) is committed to ensuring concerns raised are dealt with seriously and effectively. The Trust also recognises that the traditional route of raising a concern, such as through line management structure, may not always be an option for staff; therefore, Speaking Up Safely (SUS) Guardians are available to support and to ensure the staff voice is heard in a confidential and safe space. Such concerns are recorded on the Work in Confidence (WIC) platform and managed by Trust staff, which is in line with the approach at some other NHS Wales bodies. The Trust has also further invested with the appointment of a lead Guardian in June 2024 and the positive impact of this post has already been noted in terms of the management of those conversations which are logged on the WIC platform (refer to page 3) as well as the number directly raised with this individual (42 cases in quarter 3 of which 18 were via the Guardian and 13 via WIC).

This is further emphasised through the Association of Ambulance Chief Executive's Consensus Statement (October 2023) – *Reducing misogyny and improving sexual safety in the ambulance service*. This statement sets out the shared commitment to lead meaningful reduction of misogyny and improvement of sexual safety across the ambulance sector, focusing on reducing harm caused by themes of misogyny through a learning approach to change, removing barriers to speaking up, accessing support and embedding a culture of respect, understanding and safety. A statement to which the Trust is fully committed with the work it is doing.

Following a number of high-profile cases, in August 2023, the Welsh Government set out the expectation for NHS organisations to undertake a self-assessment against the organisational requirements detailed in section 6 of the Framework, and develop an action plan to address any gaps between current practice and expectations. The Trust completed and submitted its completed self-assessment in October 2023; with a revisit and refresh of the detail undertaken in November 2024.

We have concluded reasonable assurance on this area. The matters requiring management attention include:

1. The development of an action plan to effectively manage and implement the gaps identified in the Trust's self-assessment of the Framework; and the monitoring of such.
2. Consistent issue of surveys post closure of SUS cases, to ensure feedback and lessons learnt are enabled appropriately.
3. Enhancement of the training provision available to equip staff to embed the requirements of the SUS Framework.
4. Triangulation of concerns data from all sources available and the strengthening of the reporting on concerns received to provide effective oversight, including outcomes, themes, trends and timeliness of action etc.
5. Whilst updates from reporting at People & Culture Committee are received by the Audit, Risk & Assurance Committee, there has been no formal annual reporting in relation to SUS as per expectation.

Full details of matters arising are detailed within the Findings & Agreed Action Plan.

Scope & Assurance Summary

Objectives The objectives and associated assurance ratings are not necessarily given equal weighting when formulating the overall audit opinion.

Related Findings

Assurance

	Objectives	Related Findings	Assurance
1	The process for staff to raise concerns is clearly documented and subject to regular review.	1	Reasonable
2	Staff are aware of the process for raising a concern and can do so with confidence that they will be fully supported and not suffer detriment as a result.	2	Reasonable
3	Designated contacts responsible for the handling of staff concerns are aware of their responsibilities and have received adequate training to deal with the concerns appropriately.	3	Reasonable
4	Concerns raised by staff are monitored, reviewed and analysed to identify recurring themes or trends, with issues escalated as appropriate.	4, 5, 6	Limited

Management Actions



High Priority



Medium Priority

Themes

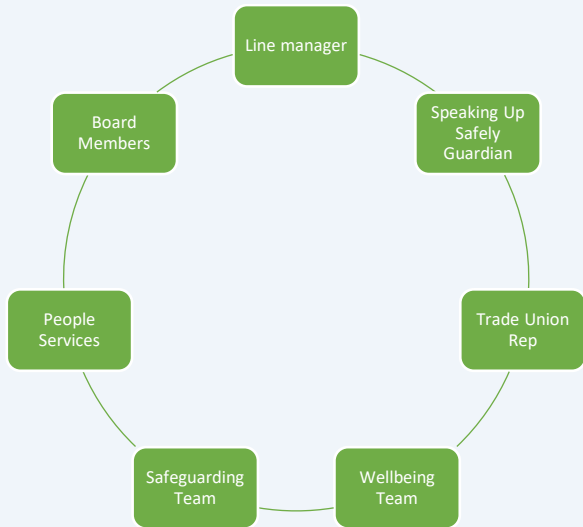


- Reporting
- Training & Development
- Lessons Learnt
- Planning, Delivery & Deadline Management
- Information, Data Quality & Data Accuracy

Risk Types

- Quality or Safety Issues
- Legal & Regulatory Non-Compliance
- Public Perception & Reputational Risk

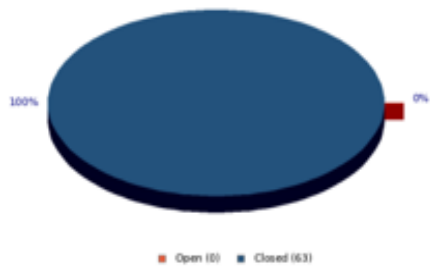
At A Glance: Routes by which to Speak Up Safely



At A Glance: Reporting from the Work in Confidence Platform

**Conversations held 1 October 2023 to 2 June 2024
(post implementation of Framework and prior to Lead Guardian)**

Between 01/10/2023 to 02/06/2024 you had 63 conversations started. This is the current status of those.



Average time to first response

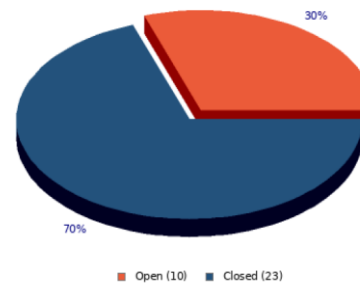
6 days

Average time to close

80 days

**Conversations held 3 June 2024 to 20 February 2025
(post appointment of Lead Guardian)**

Between 03/06/2024 to 20/02/2025 you had 33 conversations started. This is the current status of those.



Average time to first response

23 hours

Average time to close

49 days

Findings & Agreed Action Plan

Objective 1: Raising Concerns Process

Reasonable

National guidance documents which outline requirements for staff to raise concerns include:

- Speaking Up Safely: a Framework for the NHS in Wales (2023);
- Putting Things Right Guidance (updated 2023).

The Health and Social Care (Quality and Engagement) (Wales) Act 2020 and the Public Interest Disclosure Act 1998 are also applicable to the process of raising concerns.

The Duty of Candour (the requirement to be honest and transparent with patients and families who use NHS services) closely aligns to Putting Things Right. We acknowledge that Speaking Up Safely is wider than the duty of candour, but there may be situations where it is necessary to exercise both to effectively provide patient care in the future.

In addition, there are a number of policies and procedures in place which outline the process for staff to raise concerns, the details of which are signposted on Siren (see *objective 2*), including:

- Procedure for NHS Staff to Raise Concerns – to be read in conjunction with the Speaking Up Safely Framework (adopted following approval by the Welsh Partnership Forum Business Committee);
- Respect and Resolution Policy (adopted following approval by the Welsh Partnership Forum Business Committee);
- NHS Wales Policy: Disciplinary Procedure; and
- Safeguarding policies (including the extant Management of Allegations Policy).

In respect of the Framework, the Director General Health and Social Services / NHS Wales Chief Executive requested the following information by 30 October 2023: *'As part of your reflection on the operation of your current quality and safety governance arrangements, the Welsh Government expects all NHS Boards, Trusts and Special Health Authorities to undertake a self-assessment against the organisational requirements detailed in section 6 of the Framework and develop an action plan to address any gaps between your current practice and the expectations of the Framework.'*

The self-assessment is based on a total of 13 areas within Section 6 of the Framework from which it can be seen the Trust identified a number of actions following its initial review in October 2023; however no formal implementation plan was developed to support these actions.. The self-assessment was further reviewed by the Trust in November 2024 – our review of this updated position notes that the actions to address four of the areas had been completed, with good progress having been made on the initial actions identified for the remaining nine but with some further work required to be fully addressed. Recognising that work is still required to address some of the actions, and that new actions have been identified post this review, the development of an action plan would be a useful tool to set out ownership, and target dates to take the actions forward (see **Key Finding 1**).

Key Findings	Risk & Impact	Agreed Management Action
<p>1 Completion of Action Plan</p> <p>Although we can evidence that progress against the requirements of the Framework has been made there are still areas, from both the October 2023 and, more latterly, the November 2024 self-assessments which require development. There will also be some actions for consideration from the findings at this Internal Audit report.</p> <p>However, there is no action plan in place to support the detail of the work, assigned responsibility and expected timeline.</p> <p>Regular reporting of the actions, to an appropriate forum, would facilitate monitoring of progress of implementation.</p>	<p>Reduced accountability and evaluation of goals which may lead to missed deadlines.</p>	<p>We responded in detail to the request from Welsh Government to assess ourselves against the requirements of the framework in October 2023 and November 2024 and used this to plan our actions including the introduction of the lead Guardian.</p> <p>Agreed Action:</p> <p>We will transfer outstanding actions into an action plan format.</p> <p>Expected Evidence of Implementation:</p> <p>Action plan and governance route.</p>
<p>Theme: Planning, Delivery & Deadline Management</p>	<p>Medium Priority</p> <p>Control Design</p>	<p>Officer: Speak Up Safely Lead Guardian</p> <p>Date: 30 September 2025</p>

There are several routes through which Trust staff can speak up (see page 3). There is also a network of Culture Champions across the Trust (circa 160 members with a strong Operations representation), from whom staff can access support. We note that the Trust has made the distinction between SUS cases and wider concerns received. Concerns raised via these 'traditional routes' would be dealt with via the Procedure for NHS Staff to Raise Concerns, and recorded on Datix. As confirmed in a report to the Audit, Risk and Assurance Committee (September 2024) it considers SUS cases to be the 'alternative' route to reporting concerns and would only apply to those raised via the dedicated Work in Confidence (WIC) platform that allows individuals the ability to raise a concern informally and anonymously with a dedicated responder, known as a Guardian. The platform allows for a two-way anonymous discussion to take place to resolve raised concerns.

Individuals can also raise concerns directly to a Guardian. The Trust currently has two Guardians: one being the Lead, full time Guardian; and the second being the Assistant Director Inclusion, Culture and Wellbeing who has a percentage of their time allocated to this role.

There is a Speaking Up Safely page on the Trust's Siren intranet site. This provides resources for staff on how to raise a concern, including links to policies and procedures (including the Framework which includes a flowchart outlining the process to raise a concern), Frequently Asked Questions, the WIC system, and the Guardian's email address is also provided should individuals wish to email any concerns directly. The Guardians and the WIC System are also promoted across the Trust via several means, including but not limited to, Chief Executive Officer Roadshows, visits to students, attendance at senior operational meetings, via WAST Live and through the Culture Champions. Individuals have the ability to maintain anonymity when raising a case via the SUS route, unless there are extenuating circumstances, for example a serious issue has been raised that may result in patient harm in which case the Guardian would have to report accordingly.

Data confirms that '*reluctance to speak up*' is an area for improvement at the Trust. The results of the NHS Wales Staff Survey (2023 – noting the 2024 results have yet to be shared), for which a 23% response rate was recorded for the organisation, stated that 31% of respondents indicated that they did not feel safe to speak up; 35% indicated that they were not confident that the Trust would address their concerns if they did speak up; and 29% of respondents confirmed that they had not reported previous incidents of harassment / bullying.

The Lead Guardian acknowledges that the feedback loop needs to be stronger in WAST. The quarter 2 (2024/25) report to the Chief Executive, Non-Executive Director Champion and Director of Culture Change, prepared by the Lead Guardian mirrors this concern, and states that the '*follow up process [is] not fully embedded or recognised by all*'. We note that a survey is issued post closure of cases raised via WIC to determine how satisfied the individual was with the SUS process. However, the Guardian confirmed that there is no certainty this occurs for every case noting that it is issued manually (see **Key Finding 2**). As noted in the most recent Cultural Themes and Trends report to the February 2025 People and Culture Committee: '*Feedback from those engaging is wide ranging from feeling heard and validated to 'I will never speak up again'. These comments will be driven by a range of reasons including the individual's perception of the outcomes to the issues raised*'. In addition, a Lessons Learnt Group was established in January 2025 which considers actions from across the organisation.

The Trust has arrangements in place to ensure that staff do not suffer detriment, including a Highly Confidential Datix Group (for highly confidential concerns) and also via the Speaking Up Safely route (where concerns may be raised anonymously via WIC or the Guardian directly). However, we are aware of recent instances where this has not been managed appropriately. Such falls outside the scope of this audit review but we do acknowledge that these instances have led the team to review the process to mitigate the risk of recurrence.

Key Findings		Risk & Impact	Agreed Management Action
2	<p>Feedback</p> <p>Surveys are not consistently being issued following closure of SUS cases on the WIC platform thereby reducing the ability to obtain meaningful feedback into the management and outcome of the case.</p> <p>There is also further work required regarding lessons learnt and feedback loops to demonstrate actions taken by the Trust post 'speaking up', and also how detriment is managed.</p>	<p>Reduced opportunities to learn from lessons.</p>	<p>Progress continues to be made, and surveys have been routinely sent automatically from WIC since its introduction on closure of a conversation. The Guardian also sends a questionnaire on closure of all other cases that are reported to the Guardian via email, call or in person.</p> <p>The Director of Culture Change flagged that we were exploring how to address detriment and as such it falls outside the remit of this audit. However, we have carried out initial research and put support in place for those who have experienced detriment.</p> <p>Agreed Action:</p> <p>Lessons learned meetings regularly scheduled to review cases across key professions.</p> <p>Develop risk assessment framework to mitigate potential detriment.</p> <hr/> <p>Expected Evidence of Implementation:</p> <p>Routine recording that questionnaires have been sent.</p> <p>Meetings scheduled and lessons learned collated and shared in an appropriate forum.</p> <p>Risk Assessment framework.</p> <hr/> <p>Officer: Speak Up Safely Lead Guardian</p> <p>Date:</p> <ul style="list-style-type: none"> • Surveys and lessons learned meetings in place: 30 September 2025. • Sharing of lessons learned process: 31 March 2026
	<p>Theme: Lessons Learnt</p>	<p>Medium Priority</p>	<p>Control Operation</p>

Objective 3: Management of Concerns Raised

Reasonable

The Executive Lead for Speaking Up Safely is the Director of Culture Change; and the Non-Executive Director Champion is the Vice Chair of the Board as well as Chair of the People and Culture Committee.

At the 'Listening to Workers, A Speak Up Review of Ambulance Trusts in England' (February 2023) it was recommended that '*ambulance trusts need to invest in at least three whole time equivalent Freedom to Speak Up guardians to meet the needs of their workers in this challenging environment*'. As noted in *objective 2*, the Trust currently has two Guardians in post (one full time), which are supported by the Culture Champions.

The Guardians details are included for selection on the WIC database should individuals wish for them specifically to consider their case, although the Assistant Director Inclusion, Culture and Wellbeing only has capacity to take on one SUS case per month. Guardians are required to undertake training to execute their roles, utilise the WIC platform and working towards building a SUS culture. This has been completed by both Guardians in place at the Trust.

It is the responsibility of line managers and directorates to manage and investigate those concerns raised outside of the WIC platform; and appropriate resources have been put in place to provide guidance. An 'Induction for Leaders' presentation has been rolled out across the Trust to ensure that managers effectively deal with individuals that raise concerns outside of the SUS process (via the traditional routes). Non mandatory training modules are also available on ESR, including the National Guardian's Office 'Speak Up, Listen Up and Follow Up', however, more work is needed to embed the requirements of the national Speaking Up Safely Framework within the training offerings (see **Key Finding 3**). Such has also been recognised in the Trust's completion of the self-assessment (see *objective 1*) which notes that an All-Wales approach would be welcomed. We note that whilst these aren't mandatory training courses, completion rates are not currently monitored.

The Framework outlines the process for dealing with concerns raised in a flowchart for line managers / others to whom a concern has been raised. However, the Q2 2024/25 report (see *objective 2*) highlights that in some instances, leaders may not be aware of the process for escalating concerns and refer to individuals to the SUS process by default. Accordingly, further training may be required to embed this ethos. Similarly, it was noted that there '*Needs to be clarity in the People and Culture Directorate of roles and responsibilities*' (see **Key Finding 3**).

Key Findings	Risk & Impact	Agreed Management Action
<p>3 Training and Development</p> <p>As has already been recognised, more work is required to embed the requirements of the national SUS Framework within the training offerings.</p> <p>The need for further training on the internal processes available has been identified to ensure the correct and timely direction for the concern/issue raised at the Trust; in addition to clarity in the People and Culture Directorate of roles and responsibilities as well as those of the line managers.</p>	<p>Increased risk of errors and delays to the process, which may result in poor staff experience.</p>	<p>The people and culture plan aspires to cultivate a culture of psychological safety and while training on the speak up process is helpful, dialogue and awareness raising is our preferred medium.</p> <p>Agreed Action:</p> <p>Formal plan to raise awareness of Speaking Up Safely process that encourages reporting through appropriate channels.</p> <p>Signposting to SUS training included in Manager's Essentials.</p> <p>Collaboration across People and Culture directorate to work more closely and understand each other's roles.</p> <p>Continued culture work to increase psychological safety.</p>

Key Findings	Risk & Impact	Agreed Management Action
<p>There is a need to manage the broader education, at a local level, of the positive nature of Speaking Up in the workplace and to minimise the feat of alienation / retribution.</p>		<p>Expected Evidence of Implementation:</p> <p>Record of numbers of people completing training.</p> <p>Awareness raising and engagement plan.</p> <p>Support for those who speak up including clinical psychology support in line with recommendations from NGO.</p> <p>People and Culture Plan milestones.</p> <p>Weekly meetings with deputy head of people services and Guardian (in place).</p>
<p>Theme: Training & Development</p>	<p>Medium Priority</p> <p>Control Operation</p>	<p>Officer: Speak Up Safely Lead Guardian</p> <p>Date: 31 March 2026</p>

Recording and Monitoring of Concerns

SUS cases are recorded on WIC and we note that a separate log is also maintained by the Guardian for those which are received directly. A total of 197 SUS cases have been raised since the inception of the WIC platform in October 2023 – 96 via WIC and, therefore, the majority of remaining cases have been direct via the Guardian. Details of each case are held including the day the concern was raised, the date of response, whether they're confidential, open or anonymous, area / directorate where they work, who or what they're speaking up about, what action has been taken, and the survey functionality from WIC. A WIC Conversation Report can be generated which confirms high level information including total conversations raised per month, average times to first response and closure of conversations, and themes (categories). At the time of audit, 10 cases currently remain open on WIC (see page 3).

The SUS Framework includes toolkits for recording and monitoring of concerns. Toolkit 3 outlines the Line Managers Process for SUS and outlines the timescales for dealing with concerns i.e. *'Acknowledge receipt of concern within 7 days; Follow up on concern within 14 days; [and] Communicate outcome within 28 days.'* At a recent WIC Conversation Report, average first response times were reported as 23 hours, with the time to close concerns averaging 49 days (see page 3). We note that this is in line with other NHS Wales organisations who use the same platform; and we note an improvement in the response times since the Lead Guardian has been in post.

These performance reports were produced at the request of audit rather than being routinely reported on. The same applies to wider concerns outside of the SUS process. Whilst the Guardian records the date that the concern was received and its status, until recently there has been a lack of recording across all available fields, including key elements of the framework such as to capture key timescales (date received, date acknowledged, followed up every 14 days, date outcome communicated), outcome of concern, and where applicable, to better understand the reason for raising via the WIC platform. Review of the most recent quarterly report (Q3 2024/25) report (see objective 2) noted that whilst timelines have been reported, such is limited to the most serious ongoing cases (Q3: 3 cases, two of which having been raised with management prior to Speaking Up Safely); and with statuses only reported for the given quarter rather than on a cumulative basis (see **Key Finding 4**).

The SUS Framework defines data points for recording and monitoring individual concerns. This guide recommends that when concerns are closed, learning is triangulated and the outcome communicated with the Workforce team. There are several ways of raising a concern (formally and informally) and currently different types of concerns and categories are not aggregated to form an overall view of concerns across the Trust. This hinders monitoring and reporting of trends or themes, and the feeding back of lessons learned to services (see **Key Finding 5**). There is recognition within national guidance that most disagreements can be resolved quickly and informally through discussion with colleagues or a line manager. Due to their nature, a formal audit trail won't typically be maintained to capture themes and trends as a result.

Reporting

Formal reports on SUS data including numbers of cases, themes and trends are presented by the Lead Guardian to the Chief Executive, Non-Executive Director (SUS Champion), Director of Culture Change on a quarterly basis (which we note is continuously evolving and developing), to the People and Culture Committee every six months and to the Board annually. However, as noted above, timescales within which cases are dealt with are not reported (see **Key Finding 4**). Details (i.e. numbers / themes) of wider concerns are also not reported (see **Key Finding 5**).

We are advised that enhancements to lower-level concerns have been identified in terms of reporting to inform the Organisational Development work as well as SUS work that feeds into the existing Cultural Themes and Trends Report.

The People and Culture Committee (PCC) has oversight of SUS having assumed responsibility from the former task and finish group in November 2023. It is required to report annually to the Audit and Risk Assurance Committee (ARAC); however, at the date of fieldwork an annual report had yet to be submitted (see **Key Finding 6**).

Key Findings	Risk & Impact	Agreed Management Action
<p>4 Recording, monitoring and reporting of concerns</p> <p>The functionality and capability of the WIC platform is currently not being maximised by the Trust. There is a lack of recording across all available fields, including key elements of the framework, such as to capture key timescales (date received, date acknowledged, followed up every 14 days, date outcome communicated), outcome of concern, and to better understand the reason for raising via the WIC platform. All of which would improve the triangulation of data in relation to SUS.</p> <p>The same is applicable to the records that are maintained by the Guardian for those cases received directly.</p> <p>We note that the Q3 report to the Chief Executive, Non-Executive Director (SUS Champion), Director of Culture Change has been updated to incorporate reporting on timelines but such is limited to the most serious ongoing cases from that quarter (3 cases).</p> <p>Further, whilst the report provides a status update of cases, it is only in relation to those raised within that given period rather than a cumulative position.</p> <p>There is a lack of reporting and analysis of the above, including compliance with timescales, both locally and to Board-level committee.</p>	<p>Limited assurances in respect of wider concerns and Speaking Up Safely cases.</p> <p>Timelines for dealing with cases may be protracted leading to detriment.</p>	<p>The lead guardian maintains an excel database that includes all cases reported to the Guardian via the four routes in scope – email, call, in person, WIC. All the information outlined in the findings (4) is recorded there and has been since the start of Q4. WIC routinely records the data outlined for all conversations raised via that platform. We are working with WIC to include the additional information the Guardian holds on their database to streamline and automate reporting, this relates to demographic data that will be reported once there is sufficient to ensure those who have spoken up are not identifiable.</p> <p>Agreed Action:</p> <p>Work with WIC so that their product can replicate the Guardian’s database to reduce data management time in producing reports.</p> <p>Routine reporting of timescales in quarterly reports.</p> <p>Expected Evidence of Implementation:</p> <p>Reports at appropriate meetings on time with robust confidential data.</p>
<p>Theme: Reporting</p>	<p>Medium Priority</p> <p>Control Operation</p>	<p>Officer: Speak Up Safely Lead Guardian</p> <p>Date: 31 October 2025 <small>subject to engagement from WIC</small></p>

Key Findings	Risk & Impact	Agreed Management Action
<p>5 Triangulation of Concerns Data</p> <p>The SUS Framework defines data points for recording and monitoring individual concerns through the triangulation of lessons learned from closed concerns and the communication of outcomes. However, currently information on all concerns raised through various sources is not collated or reported into a collective document or report for management therefore making it difficult to identify themes or trends and feed learning back to directorates.</p>	<p>Limited assurances in respect of wider concerns and Speaking Up Safely cases.</p>	<p>The remit of the Speaking Up Safely Guardian is limited to those cases that are reported via email, call, in person or WIC directly to the Guardian. It would not be practical to incorporate concerns that are raised along other routes such as the patient safety team, safeguarding, clinical concerns, people services, the EDI team, or highly confidential Datix in our reporting. However we meet with these teams in lessons learned forums to discuss and notice themes.</p> <p>We also feel it's important to highlight that it is important not to lose sight of the individuals accessing our services and the culture we wish to create, in the pursuit of data for reporting purposes.</p> <p>Given the relatively small numbers of SUS concerns in relation to numbers of people in directorates we are cautious about committing to reporting back directorate themes given increasing any fear of identification; inadvertently silencing people. Detriment is something we are trying to mitigate against and this is one area that can support that mitigation. This is certainly something that we could review once we have more years of data to share.</p> <p>Agreed Action:</p> <p>Share themes in reporting to CEO, Board champion and Directors of Culture Change and People (in place).</p> <p>Share themes in lessons learned forums and in discussion of people and culture themes and trends paper (in place).</p> <p>Expected Evidence of Implementation:</p> <p>Discussion at lessons learned forums and in reporting to CEO.</p>
<p>Theme: Information, Data Quality & Data Accuracy</p>	<p>High Priority</p> <p>Control Operation</p>	<p>Officer: Speak Up Safely Lead Guardian</p> <p>Date: 31 May 2025</p>
<p>6 Completion of an Annual Report</p> <p>Whilst high level analysis of SUS cases is reported to PCC, and incorporated into the AAA report to ARAC as appropriate, there</p>	<p>Limited assurances in respect of Speaking Up Safely cases.</p>	<p>The lead Guardian has been in post less than a year and the annual report is due to go to ARAC in June 2025. The Trust Board has received a six-monthly report at its meeting on 27 March 2025.</p>

Key Findings	Risk & Impact	Agreed Management Action
<p>has been no annual report submitted to ARAC in line with expectation.</p>		<p>Agreed Action: Annual report to ARAC.</p> <p>Expected Evidence of Implementation: Report at ARAC.</p>
<p>Theme: Reporting</p>	<p>Medium Priority</p> <p>Control Design</p>	<p>Officer: Speak Up Safely Lead Guardian</p> <p>Date: Report due to go to ARAC in June 2025.</p>

Appendix A

Assurance Opinion

	Substantial	Few matters require attention and are compliance or advisory in nature. Low impact on residual risk exposure.
	Reasonable	Some matters require management attention in control design or compliance. Low to moderate impact on residual risk exposure until resolved.
	Limited	More significant matters require management attention. Moderate impact on residual risk exposure until resolved.
	Unsatisfactory	Action is required to address the whole control framework in this area. High impact on residual risk exposure until resolved.
	Advisory	Given to reviews and support provided to management which form part of the internal audit plan, to which the assurance definitions are not appropriate. These reviews are still relevant to the evidence base upon which the overall opinion is formed.

Prioritisation of Findings

Priority	Explanation
High	Significant risk to achievement of a system objective OR evidence present of material loss, error, or misstatement. Poor system design OR widespread non-compliance.
Medium	Some risk to achievement of a system objective. Minor weakness in system design OR limited non-compliance.

Website: [Audit & Assurance Services - NHS Wales Shared Services Partnership](#)

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Audit work undertaken by NHS Wales Audit and Assurance Services conforms with the International Standards for the Professional Practice of Internal Auditing and associated Public Sector Internal Audit Standards as validated through the external quality assessment undertaken by the Chartered Institute of Public Finance & Accountancy in April 2023.



Audit, Risk and Assurance Committee Update – Welsh Ambulance Services University NHS Trust

Date issued: April 2025

Document reference: 4584A2024

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About this document

- 1 This document provides the Audit Committee with an update on our current and planned accounts and performance audit work at the Welsh Ambulance Services University NHS Trust. We presented an outline Audit Plan 2025 at the meeting on 6 March and are presenting our detailed 2025 Audit Plan to the committee today.
- 2 We also provide additional information on:
 - Other relevant examinations and studies published by the Audit General.
 - Relevant corporate documents published by Audit Wales (e.g. fee schemes, annual plans, annual reports), as well as details of any consultations underway.
- 3 Details of future and past Good Practice Exchange (GPX) events are available on our [website](#).

Accounts audit update

4 **Exhibit 1** summarises the status of our current and planned accounts audit work.

Exhibit 1 – Accounts audit work

Area of work	Executive Lead	Current status
2023-24 Independent Examination of the Charitable Funds' Financial Statements	Executive Director of Finance and Corporate Resources	The Independent Examination of the Charity's annual report and accounts has been completed, and the Auditor General certified the accounts on 30 January, prior to the statutory deadline of 31 January for filing the accounts with the Charity Commission.
Audit of the Trust's 2024-25 Financial Statements	Executive Director of Finance and Corporate Resources	The audit certification deadline for the 2024-25 accounts is 30 June 2025 which is two 2 weeks earlier than last year. We presented our outline Audit Plan at the meeting on 6 March 2025 and are presenting our detailed Audit Plan to the 1 May 2025 committee which

Area of work	Executive Lead	Current status
		<p>outlines the risks we've identified during planning, the timetable and audit fee.</p> <p>Audit fieldwork will commence on the 6 May 2025.</p>

Performance audit update

5 **Exhibit 2** summarises the status of our current and planned performance audit work.

Exhibit 2 – Performance audit work

Area of work	Executive Lead	Focus of the work	Current status	Planned date for consideration
Review of Unscheduled Care	Executive Director of Operations	This work examines different aspects of the urgent and emergency care system in three parts:	Part Two: Complete	May 2025

Area of work	Executive Lead	Focus of the work	Current status	Planned date for consideration
		<ul style="list-style-type: none"> • Part One: Flow out of hospital (not applicable to the Trust). • Part Two: accessing urgent and emergency care. • Part Three: national arrangements and leadership structures. 	Part Three: Scoping	
Structured Assessment - deep dive review of investment in digital systems to support service resilience and transformation	Director of Digital Services	<p>This audit will examine digital arrangements, with a particular focus on how NHS bodies are investing in digital technologies, solutions, and capabilities to support the workforce, transform patient care, meet demand, and improve productivity and efficiency.</p>	<p>Project Brief issued.</p> <p>Fieldwork due to begin May 2025</p>	September 2025
Structured Assessment 2025 - core	Board Secretary / Director of Corporate Governance	<p>The 2025 structured assessment work will review the following areas:</p> <ul style="list-style-type: none"> • Board and committee cohesion and effectiveness; 	Not yet started	November 2025

Area of work	Executive Lead	Focus of the work	Current status	Planned date for consideration
		<ul style="list-style-type: none"> • Corporate systems of assurance; • Corporate planning arrangements; and • Corporate financial planning and management arrangements. <p>This year's work will also include a review the Trust's arrangements for setting its wellbeing objectives.</p>		
Structured Assessment 2025 – review of the arrangements to manage estates	Executive Director of Finance and Corporate Resources	This review will examine the effectiveness of the Trust's corporate arrangements to manage its estate with a particular focus on how NHS bodies are prioritising resources to meet strategic priorities whilst also ensuring the current estate remains fit for purpose.	Not yet started	November 2025
Review of Non-Emergency Patient Transport Service	Executive Director of Operations	This review of the Trust's Non-Emergency Patient Transport Service will examine the effectiveness and efficiency of the service, with a particular focus on arrangements for the transfer and discharge service within	Scoping	March 2026

Area of work	Executive Lead	Focus of the work	Current status	Planned date for consideration
		<p>this area of the organisation. The specific scope of this work will be determined and discussed with officers in the Trust over the coming months.</p>		

Audit Committee Update

Other relevant publications

- 6 **Exhibit 3** provides information on other relevant examinations and studies published by the Auditor General in the last six months. The links to the reports on our website are provided.

Exhibit 3 – Relevant examinations and studies published by the Auditor General

Title	Publication Date
Addressing workforce challenges in NHS Wales	February 2025
Cancer services in Wales	January 2025

Additional information

- 7 **Exhibit 4** provides information on corporate documents published by Audit Wales since the last committee update. Links to the documents on our website are provided. There are no relevant Audit Wales consultations currently underway.

Exhibit 4 – Audit Wales corporate documents

Title	Publication Date
Annual Plan 2025-26	April 2025
Fee Scheme	January 2025
Audit Quality Report 2024: Strengthening trust in audit	January 2025



Audit Wales

1 Capital Quarter

Tyndall Street Cardiff, CF10 4BZ

Tel: 029 2032 0500

Fax: 029 2032 0600

Textphone: 029 2032 0660

E-mail: info@audit.wales

Website: www.audit.wales

We welcome correspondence and telephone calls in Welsh and English.
Rydym yn croesawu gohebiaeth a galwadau ffôn yn Gymraeg a Saesneg.

Welsh Ambulance Services University NHS Trust – Detailed Audit Plan 2025

Audit year: 2024-25

Date issued: April 2025

Document reference: **4819A2025**



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For further information, or if you require any of our publications in an alternative format and/or language, please contact us by telephone on 029 2032 0500, or email info@audit.wales.

We welcome correspondence and telephone calls in Welsh and English. Corresponding in Welsh will not lead to delay. Rydym yn croesawu gohebiaeth a galwadau ffôn yn Gymraeg a Saesneg. Ni fydd gohebu yn Gymraeg yn arwain at oedi.

Introduction



Adrian Crompton

Auditor General for
Wales

I am pleased to share my 2025 Audit Plan. The Plan sets out how I will undertake your audit.

My audit team has developed the Plan following a structured and risk-based planning process, which will remain ongoing throughout the audit. My [Code of Audit Practice](#) provides further detail on how my audit and certain other functions are to be carried out by my auditors.

At the core of all our work is our commitment to maintaining the highest standards of professional integrity, objectivity, independence and audit quality. Our three

lines of assurance model (page 22) sets out how we will ensure those standards of quality are met. Our latest annual quality report, [Audit Quality Report 2024](#), provides more information about our audit quality arrangements.


My audit team will work constructively with your staff to understand the issues you are facing, ensure the audit process operates as smoothly as possible, and provide valuable insights about any areas for improvement.

My local performance audit work programme, as outlined in this Plan, sits alongside other [national audit work](#) that may include coverage of your organisation. Local performance audit work may also inform wider national reporting.


Should you have any questions about your audit my audit team will be happy to discuss them with you. They will also keep you regularly updated as work progresses.

Our aims and ambitions


Our purpose



Assure people that public money is being managed well




Explain how that money is being spent




Inspire the public sector to improve


Our vision




Fully exploiting our unique perspective, expertise and depth of insight



Strengthening our position as an authoritative, trusted and independent voice




Increasing our visibility, influence, and relevance




Being a model organisation for the public sector in Wales and beyond


Our areas of focus



A strategic, dynamic, and high-quality audit programme



A targeted and impactful approach to communications and influencing



A culture and operating model that enables us to thrive

You can find out more about Audit Wales in our [Annual Plan 2024-25](#) and [Our Strategy 2022-27](#).

Financial audit work

Audit of financial statements

I am required to issue a report on your financial statements which includes an opinion on their 'truth and fairness', their proper preparation in accordance with accounting and legal requirements, and the regularity of income and expenditure and the proper preparation of key elements of your Accountability and Performance Report. I lay them before the Senedd together with any report that I make on them.

I will also report by exception on a number of matters which are set out in more detail in our [Statement of Responsibilities](#).

I am also required to certify a return to the Welsh Government which provides information about the Trust to support preparation of the Whole of Government Accounts.

There have been no limitations imposed on me in planning the scope of this audit.

Financial statements materiality

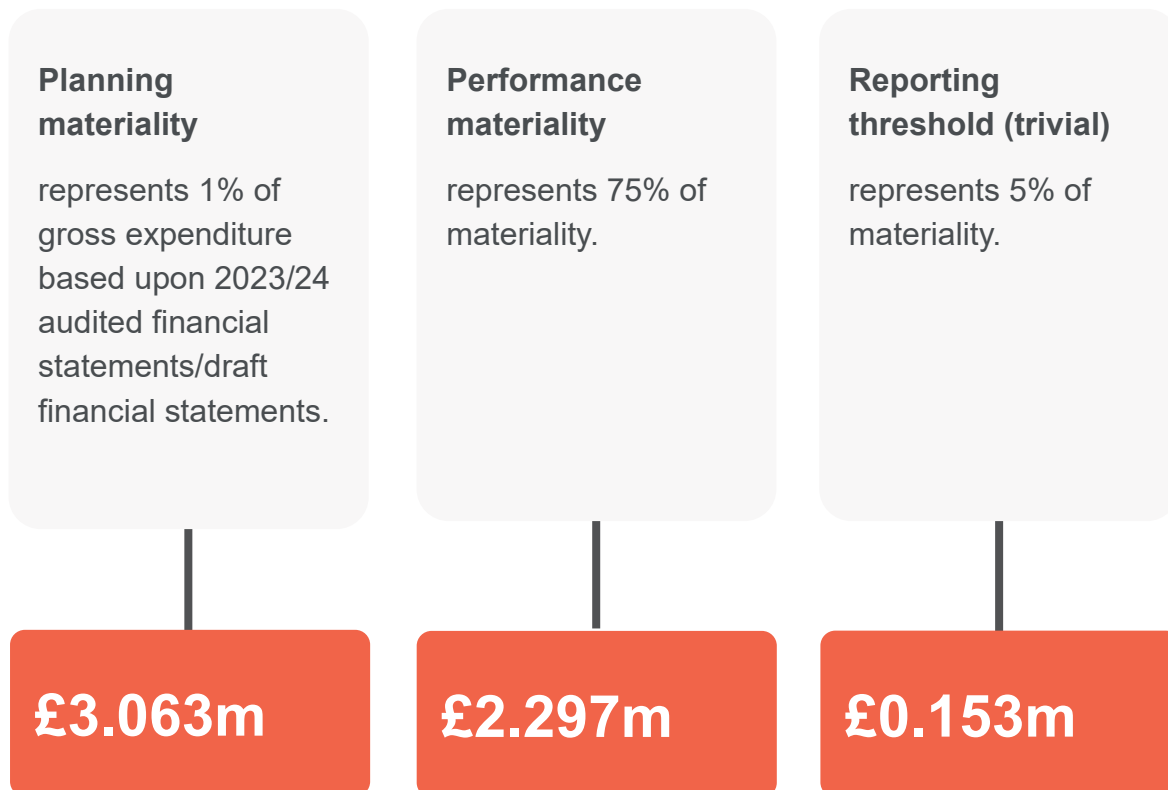
I do not seek to obtain absolute assurance on the truth and fairness of the financial statements and related notes but adopt a concept of materiality. My aim is to identify material and correct misstatements, that is, those that might result in a reader of the accounts being misled. Materiality applies not only to financial misstatements, but also to disclosure requirements and adherence to the applicable accounting framework and law.

I set planning and performance materiality to:

- Determine the level of misstatement that could cause the user of the accounts to be misled;
- Assist in the scoping of our audit approach and resultant audit tests;
- Determine sample sizes;
- Assess the effect of known and likely misstatements in the financial statements; and

- Report to those charged with governance any unadjusted misstatements above a trivial level, our reporting threshold.

The levels at which I judge such misstatements to be material is set out below.



Performance materiality is used to minimise the likelihood, to an acceptably low level, that cumulative undetected and uncorrected misstatements will surpass materiality for the financial statements as a whole.

There are some areas of the accounts that may be of more importance to the user of the accounts, and we have set a lower materiality level for these:

Remuneration report

The remuneration of senior officers and non-executive directors per the banding category (excluding technically calculated pension entries which are not material by nature) £5,000

Related party disclosures

Related party disclosures with senior officers and non-executive directors £10,000

My audit team will assess materiality levels throughout the audit.

Significant financial statements risks

Significant risks are identified risks of material misstatement for which the assessment of inherent risk is close to the upper end of the spectrum of inherent risk or those which are to be treated as a significant risk in accordance with the requirements of other International Standard on Auditing (ISAs). The ISAs require us to focus more attention on these significant risks.

Risk of management override

The risk of management override of controls is present in all entities. Due to the unpredictable way in which such override could occur, it is viewed as a significant risk [ISA 240.32-33].

Our planned response

My audit team will:

- test the appropriateness of journal entries and other adjustments made in preparing the financial statements;
- review accounting estimates for bias; and

- evaluate the rationale for any significant transactions outside the normal course of business.

Risk of fraud in expenditure recognition

There is a risk of material misstatement due to fraud in expenditure recognition and as such is treated as a significant risk [Practice Note 10].

There is a risk that you will fail to meet your first financial duty to break even over a three-year period. The position at month 11 shows a year-to-date surplus of £42,000 and a forecast year-end surplus/deficit of £nil. This, combined with the outturns for 2022-23 and 2023-24, predicts a three-year surplus of £147,000. Where you fail this financial duty, we will place a substantive report on the financial statements highlighting the failure.

The current financial pressures increase the risk that management judgements and estimates could be biased to achieve the agreed year end outturn and its financial duty.

There is a risk that cut off will not be correctly applied to expenditure incurred around the year end to ensure successful delivery of the year-end target.

Our planned response

- test the appropriateness of journal entries and other adjustments made in preparing the financial statements;
- review accounting estimates for bias, in particular manual accruals;
- perform detailed testing on a sample of key transactions before and after year end to ensure they are accounted for in the correct accounting period; and
- perform detailed testing on a sample of key year end balances to ensure they are appropriate and complete.

Other areas of focus

I set out below other identified risks of material misstatement which, although not determined to be significant risks as above, I would like to bring to your attention.

Remuneration report disclosures

There have been several new permanent and interim appointments to senior officer and board member posts during 2024-25 which need to be captured in the remuneration report.

There is a risk that these are not appropriately disclosed in the remuneration report as remuneration paid to senior officers and board members continues to be of high interest and is material by nature.

Our planned response

My audit team will:

- understand the movements in the senior management team during 2024-25;
- ensure that remuneration disclosed is consistent with supporting evidence;
- ensure that amounts paid are consistent with those approved by the Board and are in accordance with Welsh Government pay rates;
- ensure that pay is in line with regulatory requirements to support our regularity opinion; and
- ensure that disclosures are complete based on the team's knowledge and are prepared in accordance with requirements.

Valuation of property assets

The value of property assets reflected in the balance sheet and notes to the accounts are material estimates.

Property assets are required to be held on a valuation basis which is dependent on the nature and use of the assets. This estimate is subject to a high degree of subjectivity, depending on the specialist and management assumptions, and changes in these can result in material changes to valuations.

Assets are required to be formally revalued every five years as a minimum, with indexation applied in interim years, but values may also change year on year, particularly where there are ongoing refurbishment projects resulting in subsequent expenditure being capitalised.

There is a risk that the carrying value of assets recognised in the accounts could be materially different to the current value of assets as at 31 March 2025.

Our planned response

My audit team will:

- review the indices used by management for reasonableness;
- evaluate the competence, capabilities and objectivity of the professional valuer who provide indices to management and undertake valuations as necessary;
- confirm that indexation has been appropriately applied and has been correctly reflected in the financial statements; and
- test the reconciliation between the financial ledger and the asset register.

Property, Plant and Equipment and Intangible Assets

Our 2023-24 audit identified numerous misstatements to the figures reported in the Property, Plant and Equipment (PPE) and Intangible Assets (IA) notes. There is therefore an inherent risk that we could uncover similar misstatements in our 2024-25 audit which could be material in value and required amendments.

Our planned response

My audit team will:

- Ensure disclosures are complete, accurate, consistent with evidence and are in accordance with requirements;
- Perform detailed testing on a sample of disposals to ensure that they are no longer operational;
- Perform detailed testing on the classification of assets categorised as PPE and IA, particularly Assets Under Construction;

- Perform detailed testing on the classification of impairments in Note 15 Impairments; and
- We will perform detailed testing on the adjustments made to the opening balances in Note 13 PPE and Note 14 Intangible Assets relating to the classification of impairments following clarification of the treatment within the Manual for Accounts for 2024-25.

Capital investment

There is significant investment in capital projects and a risk that capital classified as Assets Under Construction is materially mis-stated:

- Capital expenditure up to month 11 was reported at £8m, with a forecast of £20m at year end.
- There is an element of judgement needed when determining the amount of costs to be capitalised on each project and the valuation of these assets at the end of the year.

Our planned response

My audit team will:

- understand the reasons for the peak in capital expenditure predicted in month 12 and assess impact on audit approach;
- perform detailed testing on a sample of additions and capital accruals; and
- review and challenge whether any assets under construction require impairment.

Related party disclosures

The financial statements must disclose any related party relationships along with the transactions and balances between the Trust and the other body/party.

The Trust has many relationships that could be considered a related party. Many are well known for example, Welsh Government as funder.

However, where related party relationships arise via individual officer or member relationships, there is likely to be less transparency regarding these relationships. These transactions are of high interest and are considered to be material by their nature.

There is a risk of material misstatement due to incomplete or inaccurate disclosures, even where these are of relatively low value.

Our planned response

My audit team will:

- review management's process for identifying related party relationships and associated transactions and balances;
- undertake procedures to confirm the completeness of related party relationships; and
- ensure disclosures are complete, accurate, consistent with evidence and are in accordance with requirements.

Provisions

The financial statements include provisions for legal obligations, particularly in relation to clinical negligence.

There is a significant degree of subjectivity and uncertainty in the measurement and valuation of these provisions.

This subjectivity and uncertainty increases the risk of material misstatement.

Our planned response

My audit team will:

- Review management's estimation process for the valuation of provisions;
- Consider the competence, capability and objectivity of the management experts who are preparing the estimates; and
- Ensure that disclosures are in accordance with the FReM and Welsh Government's Manual for Accounts.

Financial statements audit timetable

Below is a timetable showing the key stages of the audit and our key audit deliverables that we will provide to you.

Exhibit 1: Financial statements audit timetable

Planning January to April 2025	<ul style="list-style-type: none">Planning meetingHigh level risk assessment proceduresFraud risk assessmentAccounting estimates planningIT environment risk assessmentIndicative audit feeOutline PlanDetailed Audit Plan
Fieldwork May to June 2025	<ul style="list-style-type: none">Complete detailed risk assessment procedures and confirm testing strategy.Audit of financial statements to include narrative report and annual governance statementComplete audit testingEvaluate audit findingsAudit closure meeting
Reporting June 2025	<ul style="list-style-type: none">Audit of Accounts ReportRecommendations for improvementPresent findings to those charged with governanceAuditor General certificationSubmission of accounts to Welsh GovernmentLaying of accounts with Senedd Cymru








Performance audit work

Proper arrangements

As set out in the Code of Audit Practice, I must satisfy myself that the Trust has made proper arrangements for securing economy, efficiency and effectiveness in its use of resources ('value for money'), and conclude accordingly.

I do this by undertaking an appropriate programme of performance audit work each year. I base my work programme on an assessment of risks of the Trust and the wider NHS in Wales not having the proper arrangements in place, with the work typically focusing on the areas of greatest risk.

In designing the programme, my auditors must have considered corporate and service level arrangements, including:

-  Strategic planning
-  Financial planning
-  Performance and risk management
-  Workforce planning
-  Asset management
-  Collaborative working
-  Overall governance.

My auditors will also have taken account of relevant work that is being undertaken or planned by other audit, regulatory and inspection bodies at the Trust.

I conduct my performance audit work using the ISSAI 3000 standard developed by the International Organisation of Supreme Audit Institutions (INTOSAI). INTOSAI is a global umbrella organisation for the performance audit community. It is a non-governmental organisation with special consultative status with the Economic and Social Council (ECOSOC) of the United Nations.

Well-being of future generations

Section 15 of the Well-being of Future Generations (Wales) Act 2015 (the Act) requires me to carry out examinations of public bodies for the purposes of assessing the extent to which a body has acted in accordance with the sustainable development principle when setting well-being objectives and taking steps to meet those objectives.

The **Sustainable development principle** is defined as acting in a manner...

...which seeks to ensure that the needs of the present are met without compromising the ability of future generations to meet their own needs.'

To do this, they must take account of the '**five ways of working**'.



Long-term



Prevention



Intergration



Collaboration



Involvement

I must carry out these examinations at each public body covered by the Act at least once during a specified period.

These could be stand-alone examinations as part of my performance audit programme. However, where relevant and appropriate to do so, my auditors will integrate the work required into other planned performance audit work for the Trust. My auditors will continue to engage closely with the Office of the Future Generations Commissioner for Wales to help coordinate our respective activities.

Planned performance audit work

I set out below details of my performance audit work.

Structured Assessment – core

Scope of the work

Structured assessment will continue to form a key part of the work my audit teams do at each NHS body to examine the existence of proper arrangements for the efficient, effective, and economical use of resources.

My core 2025 structured assessment work will review the following areas:

- Board and committee cohesion and effectiveness.
- Corporate systems of assurance.
- Corporate planning arrangements; and
- Corporate financial planning and management arrangements.

My structured assessment work will also include a review of the arrangements that are in place to track progress against previous audit recommendations. This allows the audit team to obtain assurance that the necessary progress is being made in addressing areas for improvement identified in previous audit work. It also enables us to more explicitly measure the impact our work is having.

Indicative timescales

Fieldwork to commence between June and August 2025 and reporting by the end of December 2025.

Structured Assessment – review of the arrangements to manage estates

Scope of the work

In addition to the core structured assessment work described above, my audit teams will also review certain arrangements at NHS bodies in more depth. This year, my audit teams will examine the effectiveness of corporate arrangements to manage the Trust's estate with a particular focus on how NHS bodies are prioritising resources to meet strategic priorities whilst also ensuring the current estate remains fit for purpose.

Indicative timescales

Fieldwork to commence between June and August 2025 and reporting by the end of December 2025.

Local project work – Review of Non-Emergency Patient Transport Service

Scope of the work

Where appropriate, my audit team will also undertake performance audit work that reflects issues specific to the Trust. We intend to review the Trust's Non-Emergency Patient Transport Service to examine the effectiveness and efficiency of the service, with a particular focus on arrangements for the transfer and discharge service within this area of the organisation. The specific scope of this work will be determined and discussed with officers in the Trust over the coming months.

Indicative timescales

Fieldwork to commence between November 2025 and January 2026 and reporting by the end of March 2026.

Timing of Performance Audit Work

My team will work with officers in the Trust to arrange exact timescales for the individual projects and will be communicated regularly through our quarterly Audit, Risk and Assurance Committee update. My auditors aim to substantially complete the performance audit work set out in this plan by the end of March 2026.

Audit fee

In January 2025 we published our [2025-26 Fee Scheme](#) following approval by the Senedd Finance Committee which details the average increase to fee rates of 1.7%.

The actual fee that any individual audited body will pay depends not just on our fee rates but on the quantum of work and the skill mix required.

A fee increase of 1.7% has been applied to both the audit of financial statements and performance audit work. However, an additional uplift of 1.9% has been applied to the audit of financial statements following our risk assessment and the additional risks identified from last year's audit which led to an additional fee being charged. However, the fees we charge may not exceed the full cost of undertaking the audit.

Your estimated total audit fee: £206,018

Planning will be ongoing, and changes to my programme of audit work, and therefore my fee, may be required if any key new risks emerge. I shall make no changes without my auditors first discussing them with the Executive Director of Finance and Corporate Resources. **Exhibit 2** sets out a further breakdown of your estimated audit fee.

I base my audit fee on the following assumptions:

- The agreed audit deliverables set out the expected working paper requirements to support the financial statements and include timescales and responsibilities.
- The audit requirements of my individual performance audit projects are met by the audited body, or suitable alternative arrangements are put in place that satisfy the needs of my audit team.
- No matters of significance, other than as summarised in this plan, are identified during the audit.

Exhibit 2: Breakdown of my estimated audit fee for 2025 (and 2024 for comparison)

Estimated fee for 2025 (£)¹

Actual fee for 2024 (£)

Estimated fee for 2025 (£) ¹		Actual fee for 2024 (£)	
Audit of financial statements	Performance audit work	Audit of financial statements ²	Performance audit work
£118,595	£87,423	£124,496	£85,987
Total fee: £206,018		Total fee: £210,483	

¹ The fees shown in this document are exclusive of VAT.

² Includes an additional fee of £10,000 in respect of additional unplanned work.

Audit team

The main members of my team, together with their contact details, are summarised in **Exhibit 3**.

Exhibit 3: My local audit team

Engagement Director	Dave Thomas dave.thomas@audit.wales	
	Financial Audit	Performance Audit
Engagement Lead	Gareth Lucey Gareth.lucey@audit.wales	Dave Thomas dave.thomas@audit.wales
Audit Manager	Yvonne Thomas yvonne.thomas@audit.wales	Darren Griffiths darren.griffiths@audit.wales
Audit Lead	Amy Lord amy.lord@audit.wales	Fflur Jones fllur.jones@audit.wales

I can confirm that my team members are all independent of the Trust and your officers.

Audit quality

Our commitment to audit quality in Audit Wales is absolute. We believe that audit quality is about getting things right first time.

We use a three lines of assurance model to demonstrate how we achieve this. We have established an Audit Quality Committee to co-ordinate and oversee those arrangements. We subject our work to independent scrutiny by the Institute of Chartered Accountants in England and Wales and our Chair of the Board, acts as a link to our Board on audit quality. For more information see our [Audit Quality Report 2024](#).



Our People

- Selection of right team
- Use of specialists
- Supervisions and review



Arrangements for achieving audit quality

Selection of right team

- Audit platform
- Ethics
- Guidance
- Culture
- Learning and development
- Leadership
- Technical support



Independent assurance

- EQRs
- Themed reviews
- Cold reviews
- Root cause analysis
- Peer review
- Audit Quality Committee
- External monitoring

Supporting you

Audit Wales has a range of resources to support the scrutiny of Welsh public bodies, and to support them in continuing to improve the services they provide to the people of Wales.

Visit our [website](#) to find:



Our [publications](#) which cover our audit work at public bodies.



Information on our upcoming work and forward work programme for [performance audit](#).



[Data tools](#) to help you better understand public spending trends



Details of our [Good Practice](#) work and events including the sharing of emerging practice and insights from our audit work.



Our [newsletter](#) which provides you with regular updates on our public service audit work, good practice, and events.



Audit Wales

Tel: 029 2032 0500

Fax: 029 2032 0600

Textphone: 029 2032 0660

E-mail: info@audit.wales

Website: www.audit.wales

We welcome correspondence and telephone calls in Welsh and English.

Rydym yn croesawu gohebiaeth a galwadau ffôn yn Gymraeg a Saesneg.

AGENDA ITEM No	8
OPEN or CLOSED	OPEN
No of ANNEXES ATTACHED	1

SELF ASSESSMENT AGAINST THE CORPORATE GOVERNANCE CODE FOR CENTRAL GOVERNMENT DEPARTMENTS 2017 – 2025 REVIEW

MEETING	Audit Risk & Assurance Committee
DATE	01 May 2025
EXECUTIVE	Trish Mills, Director of Corporate Governance/Board Secretary
AUTHOR	Julie Boalch, Assistant Director of Corporate Governance & Risk
CONTACT	Trish.mills@wales.nhs.uk

EXECUTIVE SUMMARY

1. The Welsh Government Manual for Accounts requires the Trust to provide the Board’s assessment of its compliance with the Corporate Governance Code, with any explanations of departures, as part of the Governance Statement in the Annual Report. This self-assessment activity also informs the annual effectiveness review which is undertaken by the Trust Board.
2. The relevant Corporate Governance Code is The Corporate Governance Code for Central Government Departments (2017). NHS Wales organisations are not required to comply with all elements of the Code; however, the main principles of the Code stand as they are relevant to all public sector bodies.
3. The Code operates on a “comply or explain” basis, whereby any deviation from the Code’s requirements must be explained as within the Governance Statement in the Accountability Report.
4. The 2024/25 self-assessment against the Code is set out at Annex 1 and the Committee will note there are no elements currently showing an ‘explain’ rating. The Annex sets out the changes to the self-assessment against the 2023/24 self-assessment of the Code.

RECOMMENDATION:

5. Members are asked to:

a) Review the 2024/25 self-assessment against the Corporate Governance Code for Central Government Departments 2017, ahead of confirming compliance with the Code in the 2024/25 Accountability Report.

KEY ISSUES/IMPLICATIONS

6. The key issues and implications are set out in the Executive Summary above.

REPORT APPROVAL ROUTE

7. Audit Risk & Assurance Committee (01 May 2025)

REPORT ANNEXES

8. Annex 1 – Corporate Governance Code 2017 Self-Assessment for 2024/25

REPORT CHECKLIST

Confirm that the issues below have been considered and addressed		Confirm that the issues below have been considered and addressed	
EQIA (Inc. Welsh language)	N/A	Financial Implications	N/A
Environmental/Sustainability	N/A	Legal Implications	N/A
Estate	N/A	Patient Safety/Safeguarding	N/A
Ethical Matters	N/A	Risks (Inc. Reputational)	N/A
Health Improvement	N/A	Socio Economic Duty	N/A
Health and Safety	N/A	TU Partner Consultation	N/A



GIG
CYMRU
NHS
WALES
Ymddiriedolaeth GIG
Gwasanaethau Ambiwylans Cymru
Welsh Ambulance Services
NHS Trust

2024/25 SELF-ASSESSMENT AGAINST THE CORPORATE GOVERNANCE IN CENTRAL GOVERNMENT DEPARTMENTS – CODE OF PRACTICE 2017¹

[HTTPS://WWW.GOV.UK/GOVERNMENT/PUBLICATIONS/CORPORATE-GOVERNANCE-CODE-FOR-CENTRAL-GOVERNMENT-DEPARTMENTS-2017](https://www.gov.uk/government/publications/corporate-governance-code-for-central-government-departments-2017)

¹ The Code refers to central government nomenclature. This text has not been altered for NHS Wales organisations. NHS Wales organisations are not required to comply with all elements of the Code; however, the main principles of the Code stand as they are relevant to all public sector bodies.



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
1	<p>Each organisation should have an effective board, which provides leadership for the business, helping it to operate in a business-like manner. The board should operate collectively, concentrating on advising on strategic and operational issues affecting the Trust's performance, as well as scrutinising and challenging departmental policies and performance, with a view to the long-term health and success of the Trust. (Code reference 2.1 and 2.2)</p>	<ul style="list-style-type: none"> The Board meets in person bi-monthly, and Committees meet quarterly, other than the Finance and Performance Committee which meets bi-monthly aligned to Board meetings and the Audit Risk & Assurance Committee which meets 5 times per annum. The Board routinely receives information on strategic activity, risk and performance as set agenda items. The Integrated Medium-Term Plan (IMTP) is approved by the Board and performance is scrutinised by the Board and the Finance and Performance Committee. The IMTP is developed with engagement from staff and stakeholders. Joint Executive Team (JET) meetings are held with Welsh Government colleagues. The Board collaborates with partners and key stakeholders as described in the IMTP. 	Comply	<ul style="list-style-type: none"> Board and Committee Minutes – demonstrate scrutiny and support. Board and Committee meeting schedule. IMTP delivery reports to Board and Committees. Audit Wales Structured Assessment 2024.
2	<p>The Board does not decide policy or exercise the powers of the ministers. The department's policy is decided by ministers alone on advice from officials. The board advises on the operational implications and effectiveness of policy proposals. The Board will operate according to recognised precepts of good corporate governance in business:</p> <ul style="list-style-type: none"> Leadership – articulating a clear vision for the department and giving clarity about how policy activities contribute to achieving this vision, including setting risk appetite and managing risk Effectiveness – bringing a wide range of relevant experience to bear, including through offering rigorous challenge and scrutinising performance 	<ul style="list-style-type: none"> The Trust had its IMTP covering the period 2024-2027 approved by the Welsh Government and met its statutory duty to break even in 2024-25, with a small surplus. The Board approved the IMTP for 2025-28 in March 2025 which is pending Welsh Government approval alongside the balanced financial plan in support of its delivery. This demonstrates to stakeholders that the organisation possesses the requisite level of maturity to plan and deliver our services with confidence over a three year period. The Trust adopted the revised Model Standing Orders in March 2025. The Standing Orders translate the statutory requirements set out in the National Health Service Trusts (Membership and Procedure) Regulations 1990 (S.I.1990/2024) (as 	Comply	<ul style="list-style-type: none"> Standing Orders, Scheme of Reservation and Delegation, and Standing Financial Instructions. IMTP. Quality and Performance Management Framework. Board minutes of meetings. Committee annual reports. Annual appraisals. Engagement Framework Delivery Plan. Audit Wales Structured Assessment 2024. Decarbonisation action plan. Chair/Vice Chair board reports.



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
	<ul style="list-style-type: none"> Accountability – promoting transparency through clear and fair reporting. Sustainability – taking a long-term view about what the department is trying to achieve and what it is doing to get there. (Code reference 2.3) 	<p>amended) into day to day operating practice, and, together with the adoption of a Schedule of Reservation and Delegation and Standing Financial Instructions, they provide the regulatory framework for the business conduct of the Trust. These documents form the basis upon which the Trust's governance and accountability framework is developed and, together with the Trust's Standards of Business Conduct Policy, is designed to ensure the achievement of the standards of good governance set for the NHS in Wales.</p> <ul style="list-style-type: none"> The Trust refreshed the Quality and Performance Management Framework in 2025 which continues to promote transparency and accountability. Committee effectiveness is reviewed annually and Non-Executive and Executive Directors receive annual appraisals. Sustainability is viewed through the lens of financial sustainability, value based healthcare, and the environmental and decarbonisation agenda, the latter being aligned to the Welsh Government decarbonisation action plan. The Trust refreshed its Engagement Framework Delivery Plan in 2025 to ensure our approach to discussing ideas with partners is robust. 		<ul style="list-style-type: none"> A Llais representative present at board meetings and engagement with RPBs.
3	<p>The Board should meet on at least a quarterly basis; however, best practice is that boards should meet more frequently. The Board advises on five main areas:</p> <ul style="list-style-type: none"> Strategic Clarity Commercial Sense Talented People Results focus 	<ul style="list-style-type: none"> The Board meets bi-monthly, and Committees meet quarterly, other than the Finance and Performance Committee which meets bi-monthly aligned to Board meetings and the Audit, Risk & Assurance Committee which 5 times per year. The Board routinely receives information on strategic activity, risk and performance, workforce planning matters as set agenda items. 	Comply	<ul style="list-style-type: none"> Standing Orders, Scheme of Reservation and Delegation, and Standing Financial Instructions. Board and Committee agenda and minutes. Board and Committee meeting schedule. Committee terms of reference.



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
	<ul style="list-style-type: none"> Management information (Code reference 2.4 and 3.10) 	<ul style="list-style-type: none"> Committees include these items in their terms of reference and appropriately scrutinise them at committee meetings, reporting to the Board by way of highlight reports and minutes. Highlight reports, known as 'AAA' reports (alert, advise, assure) are distributed to Board members following a committee meeting, allowing for timely escalations and are uploaded to the Trust's website within 14 days of the meeting. The IMTP is approved and scrutinised by the Board. 		<ul style="list-style-type: none"> Committee AAA reports. Upload of AAA reports to website.
4	The Board also supports the accounting officer in the discharge of obligations set out in <i>Managing Public Money1</i> for the proper conduct of business and maintenance of ethical standards. (Code reference 2.7)	<ul style="list-style-type: none"> The Board approves the Accountability Report on an annual basis which includes the Statement by the Accountable Officer assuring the Board on the System of Internal Control. 	Comply	<ul style="list-style-type: none"> Accountability Report.
5	Where Board members have concerns, which cannot be resolved, about the running of the department or a proposed action, they should ensure that their concerns are recorded in the minutes. (Code reference 2.12)	<ul style="list-style-type: none"> Any concerns raised at board and committee meetings are formally recorded in the minutes. The Chair and Director of Corporate Governance / Board Secretary are responsible for ensuring these matters are effectively managed, recorded and resolved where possible. 	Comply	<ul style="list-style-type: none"> Board and Committee minutes.
6	The Board should have a balance of skills and experience appropriate to fulfilling its responsibilities. The membership of the board should be balanced, diverse and manageable in size. (Code reference 3.1, 3.11, 3.12 and 3.13)	<ul style="list-style-type: none"> The Trust Establishment Order sets out the Board composition and the Trust abides by this composition. The Standing Orders also captures the Composition of the Board. Executive Director Skill mix is considered prior to recruitment to align with strategic objectives and this is considered prior to new appointments. A Board skills matrix is maintained and used with all new Non-Executive Director appointments. This will be updated in 2025/26 as one of the recommendations from the effectiveness reviews. 	Comply	<ul style="list-style-type: none"> Establishment Order and Standing Orders. Membership matrix. Board skills mix. Audit Wales Structured Assessment 2024 noted the changes to Board Membership have been managed well with an analysis of member skill mix implemented to support recruitment.



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
		<ul style="list-style-type: none"> Welsh Government Public Appointments Unit supports the process for recruitment of Non-Executive Directors with a standard role profile and person specification. Non-Executive Director Membership on Board Committees are rotated at appropriate times to ensure there is mix and balance of experience across all meetings. 		
7	The roles and responsibilities of all board members should be defined clearly in the department's board operating framework. (Code reference 3.2)	<ul style="list-style-type: none"> These are included in the Establishment Order and Standing Orders, and Non-Executive Director appointment letters. The Board Member Induction Programme sets out roles and responsibilities of all members of the Board as well as attendees. Director Board members have individual job descriptions. Responsibilities for individuals captured where appropriate in annual appraisals. The Chair has annual objectives set and agreed by the Cabinet Secretary and cascades these to Non-Executive Directors as appropriate 	Comply	<ul style="list-style-type: none"> Establishment Order and Standing Orders. Non-Executive Director appointment letters, and director job descriptions. Objectives and appraisals (Non-Executive Director), and PADR for Directors.
8	The Finance Director should be professionally qualified. (Code reference 3.3)	<ul style="list-style-type: none"> Executive Director of Finance and Corporate Resources is professionally qualified. 	Comply	<ul style="list-style-type: none"> Human Resources personnel file.
9	Independent Members will exercise their role through influence and advice, supporting as well as challenging the executive. (Code reference 3.5)	<ul style="list-style-type: none"> Annual Committee Effectiveness Reviews address the effectiveness of Committee operating arrangements. Welsh Government Non-Executive Director training captures effective challenge and scrutiny role on the Board. Board visits SOP and heatmap captures members visits to staff. 	Comply	<ul style="list-style-type: none"> Committee annual reports. Welsh Government Induction Training materials. Annual NED Objectives and appraisals. Structured Assessment 2024. Board Visits SOP and heatmap.



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Gwasanaethau Ambiwylans Cymru
Welsh Ambulance Services
NHS Trust

REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
10	The board should agree and document in its board operating framework a <i>de minimis</i> threshold and mechanism for board advice on the operation and delivery of policy proposals. (Code reference 3.15)	<ul style="list-style-type: none">The Terms of Reference Operating Arrangements for the Board Committees articulate the remit and each cycle of business sets out the information that should be received.The Scheme of Reservation outlines the information that should flow through to Board and its Committees as appropriate including policies.	Comply	<ul style="list-style-type: none">Terms of Reference and Operating Arrangements.Cycles of business.Standing Orders and Scheme of Reservation.

FORMATTING ERROR – PLEASE KEEP SCROLLING DOWN



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
11	<p>The Board Should ensure that arrangements are in place to enable it to discharge its responsibilities effectively, including:</p> <ul style="list-style-type: none"> formal procedures for the appointment of new board members, tenure and succession planning for both board members and senior officials allowing sufficient time for the board to discharge its collective responsibilities effectively induction on joining the board, supplemented by regular updates to keep board members' skills and knowledge up-to-date timely provision of information in a form and of a quality that enables the board to discharge its duties effectively a mechanism for learning from past successes and failures within the departmental family and relevant external organisations a formal and rigorous annual evaluation of the board's performance and that of its committees, and of individual board members a dedicated secretariat with appropriate skills and experience <p>(Code reference 4.1)</p>	<ul style="list-style-type: none"> Non-Executive Director terms of office are monitored by the Chair and Director of Corporate Governance / Board Secretary to ensure succession planning is timely and managed in conjunction with the Public Appointments Unit in Welsh Government. Standing Orders and Committee terms of reference provide for papers to be available to members in a timely manner, and a calendar incorporating these dates is maintained by the secretariat and communicated to members and report writers, together with the deadlines for such reports. The Trust has an induction programme for new Board members. This programme consists of the following areas to ensure that a robust and supportive induction plan is in place for all new Board appointments: <ul style="list-style-type: none"> Attendance at the Mandatory Welsh Government Induction Training. Finance training for Board members. Provision of a detailed induction pack which includes information about the role of each Board Committee, their role as a Trustee as well a Non-Executive Director. Core Induction Programme – planned within the first three months. This includes meeting with Executives, partners, and site visits. Completion of the Trust's Welcome Day induction for all new Trust Staff. The Chair undertakes annual appraisals of Non-Executive Directors and the CEO of Directors. Annual Committee Effectiveness Reviews address the effectiveness of Committee operating arrangements. The Trust has a schedule of Board Development Sessions throughout the year to discuss topical 	Comply	<ul style="list-style-type: none"> Membership matrix for Board. Skills matrix for Board. Standing Orders and Committee and Board paper deadline schedule. Induction programme and associated documentation. Appraisals. Board development calendar and outcomes. Committee terms of reference, agenda, minutes and cycles of business. Audit Wales Structured Assessment 2024 noted the changes to Board Membership have been managed well with an analysis of member skill mix implemented to support recruitment.



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
		<p>issues.</p> <ul style="list-style-type: none">• Committee terms of reference and reporting to Committees and the Board embeds learning from events and post-implementation reviews.• Committees have cycles of business which are monitored at each meeting.• There is a dedicated secretariat for the Board and its Committees.		

FORMATTING ERROR – PLEASE KEEP SCROLLING DOWN



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
12	<p>The terms of reference for the nominations committee will include at least the following three central elements:</p> <ul style="list-style-type: none"> • scrutinising systems for identifying and developing leadership and high potential • scrutinising plans for orderly succession of appointments to the board and of senior management, in order to maintain an appropriate balance of skills and experience • scrutinising incentives and rewards for executive board members and senior officials, and advising on the extent to which these arrangements are effective at improving performance (Code reference 4.5) 	<ul style="list-style-type: none"> • The Terms of Reference and Operating arrangements for the Trust's Remuneration Committee are based on the model Standing Orders and the Scheme of Reservation as approved by the Welsh Government. • Scrutinising systems for identifying and developing leadership and high potential is within the remit of the People and Culture Committee which reports to the Board. • The Remuneration Committee approves the appointment of all Directors, including those with voting rights. Non-Executive Director appointments are managed by the Welsh Government Public Appointments Unit, with members of the Remuneration Committee and Board taking part in stakeholder panels. Appointments of Non-Executive Directors are made by Welsh Government. • Scrutiny of rewards and incentives, as well as performance of executive Board members are included in the terms of reference of the Remuneration Committee. 	Comply	<ul style="list-style-type: none"> • Remuneration Committee Terms of Reference and minutes. • Standing Orders and Scheme of Reservation. • People and Culture Committee Terms of Reference. • Welsh Government Non-Executive Director appointment process.
13	<p>The attendance record of individual board members should be disclosed in the governance statement and cover meetings of the board and its committees held in the period to which the resource accounts relate. (Code reference 4.6)</p>	<ul style="list-style-type: none"> • Board Members attendance record for Trust Board is captured in the Accountability Report on annual basis and in each Committee AAA report. 	Comply	<ul style="list-style-type: none"> • Accountability Report. • Committee AAA reports.
14	<p>Where necessary, board members should seek clarification or amplification on board issues or board papers through the board secretary. The board secretary will consider how officials can best support the work of board members; this may</p>	<ul style="list-style-type: none"> • The role of the Director of Corporate Governance / Board Secretary is to act as principal advisor to the Board and the organisation as a whole on all aspects of governance and ensure that it meets the standards of good governance set for the NHS in Wales. The Director of Corporate Governance / 	Comply	<ul style="list-style-type: none"> • Director of Corporate Governance / Board Secretary job description. • Standing Orders.



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
	include providing board members with direct access to officials where appropriate. (Code reference 4.10)	Board Secretary attends each board and committee meeting to ensure this support is in place.		
15	<p>An effective board secretary is essential for an effective board. Under the direction of the permanent secretary, the board secretary's responsibilities should include:</p> <ul style="list-style-type: none"> • developing and agreeing the agenda for board meetings with the chair and lead non-executive board member, ensuring all relevant items are brought to the board's attention • ensuring good information flows within the board and its committees and between senior management and non-executive board members, including: <ul style="list-style-type: none"> • challenging and ensuring the quality of board papers and board information • ensuring board papers are received by board members according to a timetable agreed by the board • providing advice and support on governance matters and helping to implement improvements in the governance structure and arrangements • ensuring the board follows due process • providing assurance to the board that the department: <ul style="list-style-type: none"> • complies with government policy, as set out in the code • adheres to the code's principles and supporting provisions on a comply or explain basis (which should form part of 	<ul style="list-style-type: none"> • The Director of Corporate Governance / Board Secretary undertakes these roles for the Trust • The Director of Corporate Governance / Board Secretary meets with the Chair and executive lead of each committee to develop the agenda for the upcoming meeting, ensuring that it is driven by the principal risks for that committee. • The Director of Corporate Governance / Board Secretary drafts the AAA report for the review of the committee Chair and executive lead following each meeting and ensures any actions for other committees are transferred to their work programme appropriately. • The Director of Corporate Governance / Board Secretary attends each Committee meeting. 	Comply	<ul style="list-style-type: none"> • Director of Corporate Governance / Board Secretary job description. • Standing Orders. • Committee Terms of Reference.



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
	<p>the report accompanying the resource accounts)</p> <ul style="list-style-type: none"> • acting as the focal point for interaction between non-executive board members and the department, including arranging detailed briefing for non-executive board members and meetings between non-executive board members and officials, as requested or appropriate • recording board decisions accurately and ensuring action points are followed up • arranging induction and professional development of board members (including ministers) <p>(Code reference 4.11)</p>			
16	<p>Evaluations of the performance of individual board members should show whether each continues to contribute effectively and corporately and demonstrates commitment to the role (including commitment of time for board and committee meetings and other duties). (Code reference 4.14)</p>	<ul style="list-style-type: none"> • Individual appraisals are conducted for Non-Executive Directors by the Chair, and Directors by the Chief Executive. • Committee Effectiveness surveys indicate performance elements for the Chair. • The Director of Corporate Governance / Board Secretary meets annually with the Chair to review Committee attendance and membership. • Attendance record reported in Accountability Report and Committee AAA highlight reports. 	Comply	<ul style="list-style-type: none"> • Committee annual reports. • Committee AAA highlight reports. • Accountability Report. • Appraisal Documentation and Process.



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
17	<p>All potential conflicts of interest for non-executive board members should be considered on a case by case basis. Where necessary, measures should be put in place to manage or resolve potential conflicts. The board should agree and document an appropriate system to record and manage conflicts and potential conflicts of interest of board members. The board should publish, in its governance statement, all relevant interests of individual board members and how any identified conflicts, and potential conflicts, of interest of board members have been managed. (Code reference 4.15)</p>	<ul style="list-style-type: none"> • The Trust has an agreed process in place for managing Declarations of Interest. • All Board Members are asked to formally declare on an annual basis and are advised of their responsibility to notify of any changes in year. • Declarations of interest are captured on a register which is available on the Trust website and is linked in the agenda of each board and committee meeting. • Declarations of Interest are captured at the start of each meeting. • The Standards of Business Conduct Policy and the Standing Orders detail the responsibility to declare interests. 	Comply	<ul style="list-style-type: none"> • Standards of Business Conduct Policy. • Standing Orders. • Declarations of Interest Register and Accountability Report. • Agenda and minutes of each board and committee meeting.
18	<p>The board should ensure that there are effective arrangements for governance, risk management and internal control for the Trust. Advice about and scrutiny of key risks is a matter for the board, not a committee. The board should be supported by:</p> <ul style="list-style-type: none"> • an audit and risk assurance committee, chaired by a suitably experienced non-executive board member • an internal audit service operating to <i>Public Sector Internal Audit Standards</i>¹ • sponsor teams of the department's key ALBs <p>(Code reference 5.1 and 5.8)</p>	<ul style="list-style-type: none"> • The Audit, Risk & Assurance Committee is chaired by a Non-Executive Director. • NWSSP Internal Audit Services are appointed as the Trust Internal Auditors. • The Board receives the key risks at each meeting, as does the Audit, Risk & Assurance Committee and all other relevant committees. 	Comply	<ul style="list-style-type: none"> • Terms of Reference & Operating Arrangements for the Trust Audit, Risk & Assurance Committee. • Accountability Report. • Board and Audit, Risk & Assurance Committee minutes. • Internal Audit Annual Plan 2024/25.



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
19	<p>The board should take the lead on, and oversee the preparation of, the department's governance statement for publication with its resource accounts each year.</p> <p>The annual governance statement (which includes areas formerly covered by the statement on internal control) is published with the resource accounts each year. In preparing it, the board should assess the risks facing the Trust and ensure that the department's risk management and internal control systems are effective. The audit and risk assurance committee should normally lead this assessment for the board (Code reference 5.2 and 5.13)</p>	<ul style="list-style-type: none"> The Annual Governance Statement is included within the Accountability Report which is received by the Audit, Risk & Assurance Committee to endorse approval formally by the Trust Board each year. 	Comply	<ul style="list-style-type: none"> Accountability Report. Board and committee minutes. Annual Report Timetable.
20	<p>The board's regular agenda should include scrutinising and advising on risk management (Code reference 5.3 and 5.10)</p>	<ul style="list-style-type: none"> The Risk Register and Board Assurance Framework is a standing agenda item for scrutiny and assurance on the Trust Board Agenda. The Audit, Risk & Assurance Committee provide assurance to the Board that there is a robust Risk Framework in place. 	Comply	<ul style="list-style-type: none"> Trust Board Agenda and minutes. Audit, Risk & Assurance Committee agenda and minutes and Terms of Reference. Audit Wales Structured Assessment 2024 Internal Audit Risk Management Review 2024/25.
21	<p>The key responsibilities of non-executive board members include forming an audit and risk assurance committee.</p> <p>The board and accounting officer should be supported by an audit and risk assurance committee, comprising at least three members.</p>	<ul style="list-style-type: none"> The Standing Orders are explicit that the Trust as a minimum must establish committees that cover certain aspects, one of which is Audit. The Audit, Risk & Assurance Committee is established. The Terms of Reference and Operating Arrangements in respect of the Audit, Risk & Assurance Committee are clear in relation to its 	Comply	<ul style="list-style-type: none"> Standing Orders. Terms of Reference and cycle of business for the Audit, Risk & Assurance Committee Board Assurance Framework reported to Board and Audit, Risk & Assurance Committee throughout 2024/25



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
	<p>An audit and risk assurance committee should not have any executive responsibilities or be charged with making or endorsing any decisions. It should take care to maintain its independence. The audit and risk assurance committee should be established and function in accordance with the <i>Audit and risk assurance committee handbook</i>.</p> <p>The board should ensure that there is adequate support for the audit and risk assurance committee, including a secretariat function.</p> <p>The terms of reference of the audit and risk assurance committee, including its role and the authority delegated to it by the board, should be made available publicly. The department should report annually on the work of the committee in discharging those responsibilities</p> <p>Boards should ensure the scrutiny of governance arrangements, whether at the board or at one of its subcommittees (such as the audit and risk assurance committee or a nominations committee). This will include advising on, and scrutinising the department's implementation of, corporate governance policy. (Code reference 5.4 and 5.9, 5.11, 5.12 and 5.14 and 5.15)</p>	<p>authority and delegated responsibilities and is supported by a cycle of business.</p> <ul style="list-style-type: none"> • A full secretariat function is in place supporting the Audit, Risk & Assurance Committee. • The Audit, Risk & Assurance Committee Terms of Reference are published as an appendix to the Standing Orders on the Trust's website. • The Board Assurance Framework is scrutinised by the Board and Audit, Risk & Assurance Committee at each meeting. • The Audit, Risk & Assurance Committee reports to the Board by way of a AAA report after each meeting. 		<ul style="list-style-type: none"> • Board and Audit, Risk & Assurance Committee minutes • Audit, Risk & Assurance Committee AAA reports for 2024/25.



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
22	<p>The head of internal audit (HIA) should periodically be invited to attend board meetings, where key issues are discussed relating to governance, risk management processes or controls across the department and its ALBs (Code reference 5.5)</p>	<ul style="list-style-type: none"> The role of the HIA is clearly set out in the Trust Standing Orders. Internal Audit colleagues attend all Audit, Risk & Assurance Committee meetings which report to Board. The Head of Internal Audit is invited to all board and committee meetings of the Trust and regularly attends. 	Comply	<ul style="list-style-type: none"> Standing Orders. Terms of Reference for the Audit, Risk & Assurance Committee.
23	<p>The board should assure itself of the effectiveness of the Trust's risk management system and procedures and its internal controls. The board should give a clear steer on the desired risk appetite for the department and ensure that:</p> <ul style="list-style-type: none"> there is a proper framework of prudent and effective controls, so that risks can be assessed, managed and taken prudently there is clear accountability for managing risks Departmental officials are equipped with the relevant skills and guidance to perform their assigned roles effectively and efficiently. <p>The board should also ensure that the department's ALBs have appropriate and effective risk management processes through the department's sponsor teams</p> <p>Advising on key risks is a role for the board. The audit and risk assurance committee should support the board in this role. (Code reference 5.6, 5.7 and 5.10)</p>	<ul style="list-style-type: none"> The risk management framework is the responsibility of the Director of Corporate Governance / Board Secretary. Formal risk appetite statements are in development with the Board throughout 2024/25 to define the level of risk that the Trust is willing to take or accept in pursuit of its strategic objectives to ensure better outcomes for its patients and people. This work will continue into 2025/26. Members of the Board and Audit, Risk & Assurance Committee discuss, challenge and support the discussions on key risks at every meeting, particularly those rated 20 and above. The Internal Audit for Risk Management and Assurance in Quarter 4 of 2024-5 provided for 'reasonable assurance'. 	Comply	<ul style="list-style-type: none"> Board and Audit, Risk & Assurance Committee agenda and minutes. IMTP. Risk Management Policy. Internal Audit for Risk Management and Assurance. Structured Assessment 2024. Risk Appetite Refresher Training with the Board.



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Ymddiriedolaeth Brifysgol GIG
Gwasanaethau Ambiwylans Cymru
Welsh Ambulance Services
University NHS Trust

AGENDA ITEM No	9
OPEN or CLOSED	Open
No of ANNEXES ATTACHED	2

REGISTER OF INTERESTS & REGISTER OF GIFTS, HOSPITALITY AND SPONSORSHIP

MEETING	Audit Risk and Assurance Committee
DATE	22 April 2025
EXECUTIVE	Trish Mills, Director of Corporate Governance/Board Secretary
AUTHOR	Trish Mills, Director of Corporate Governance/Board Secretary Lisa Trounce, Head of Compliance and Assurance
CONTACT	Email: Trish.Mills@wales.nhs.uk

EXECUTIVE SUMMARY

1. The purpose of this paper is to present the Trust Board Register of Interests and the Register of Gifts, Hospitality & Sponsorship for the 2024/25 financial year, for review and receipt by the Audit, Risk and Assurance Committee. Both registers have been presented as at the 31 March 2025.
2. It is a requirement of the Trust's Standing Orders and the Committee's Terms of Reference that the Registers be received by the Committee at least once annually.

RECOMMENDATION

3. The Audit Committee is requested to:
 - 3.1 Confirm receipt of the Trust Board Register of Interests as at the 31 March 2025;
 - 3.2 Confirm receipt of the Gifts, Hospitality, Sponsorship Register as at the 31 March 2025.

KEY ISSUES/IMPLICATIONS

4. The first WAST publicly available register for decision makers has been in place since Q2 2024/25 and is in the process of being updated for 2025/26. Members will recall that decision makers under the Standards of Business Conduct Policy encompasses staff on band 8 and above and board and committee attendees.

5. Communications regarding the gifts, hospitality and sponsorship elements of the policy will continue throughout the year.

REPORT APPROVAL ROUTE

N/A

REPORT APPENDICES

1. Annex 1 – Trust Board Register of Interests
2. Annex 2 – Gifts, Hospitality & Sponsorship Register

REPORT CHECKLIST

Confirm that the issues below have been considered and addressed		Confirm that the issues below have been considered and addressed	
EQIA (Inc. Welsh language)	n/a	Financial Implications	n/a
Environmental/Sustainability	n/a	Legal Implications	Y
Estate	n/a	Patient Safety/Safeguarding	n/a
Ethical Matters	Y	Risks (Inc. Reputational)	Y
Health Improvement	n/a	Socio Economic Duty	n/a
Health and Safety	n/a	TU Partner Consultation	n/a

SITUATION

1. The purpose of this paper is to present the Trust Board Register of Interests and the Register of Gifts as at 31 March 2025, and the Hospitality & Sponsorship for the 2024/25 financial year, for review and receipt by the Audit, Risk and Assurance Committee.

BACKGROUND

Declarations of Interest

2. The Trust's Standing Orders provision 8.1 requires all board members to declare any personal or business interests they may have which may affect or be perceived to affect the conduct of their role as a board member.
3. Standing Order 8.1.3 states that the Chief Executive, through the Director of Corporate Governance/Board Secretary, will ensure that a Register of Interests is established and maintained as a formal record of interest declared by all Board members.
4. Standing Order 9.4.1 states that the Audit Committee will review and report to the Board "*upon the adequacy of the arrangements for declaring, registering and handling interests at least annually*". This report serves as the mechanism through which the Register is received by this committee.

Declarations of Gifts, Hospitality and Sponsorship

5. Standing Order 8.7 requires the Director of Corporate Governance/Board Secretary "on behalf of the Chair, to maintain a register of Gifts, Hospitality and Sponsorship to record offers of gifts, hospitality and sponsorship made to Board members. Executive Directors will adopt a similar mechanism in relation to Trust officers working within their Directorates".
6. Standing Order 8.7.5 requires that "*The Board Secretary will arrange for a full report on all offers of Gifts, Hospitality and Sponsorship recorded by the Trust to be submitted to the Audit Committee (or equivalent) at least annually*". This report services as the mechanism through which the Register is received by this committee.

ASSESSMENT

Declarations of Interest and Annual Eligibility Checks

7. The annual Board member eligibility checks – which include the due diligence required on the individual declarations in addition to wider due diligence considerations – are in process. This activity informs the wider standards of business conduct framework in addition to the annual confirmation of declarations of interest and is reported to the Remuneration Committee.
8. The Trust board Register of Interests is presented as at the 31 March 2025 (Annex 1). This register is publicly available on the Trust website and is linked to the agenda for the Board and all committees meetings.
9. The collection of declarations from ‘decision-makers’ as defined by the policy is underway. Once complete and updated decision-makers interests will be published on the Trust’s website. It is anticipated this work will conclude in May 2025.

Declarations of Gifts, Hospitality and Sponsorship

10. There has been a series of organisational-wide communications in 2024/25 to aid understanding of the policy requirements, specifically in relation to gifts. These communications will be delivered on an ongoing basis throughout the year, particularly in the lead up to festive periods.
11. The offers of Gifts, Hospitality and Sponsorship which have been declared in the 2024/25 financial year are detailed within the enclosed Register (Annex 2). The Director of Corporate Governance/Board Secretary reviews and where necessary provides advice on declarations made.

RECOMMENDATION

12. The Audit Committee is requested to:

12.1 Confirm receipt of the Trust Board Register of Interests as at the 31 March 2025;

12.2 Confirm receipt of the Gifts, Hospitality, Sponsorship Register as at the 31 March 2025.

Name	Position	Declaration	Interest Type	Date Interest Started	Date Interest Ended	Left Trust
BEAUMONT-WOOD, Rhiannon	Non-Executive Director * Member of the Remuneration Committee * Member of the the Audit, Risk and Assurance Committee * Member of the Quality, Patient Experience and Safety Committee	Dorset Integrated Care Board (NHS Dorset), Non-Executive Director	Financial Interest	May 2023		
		Nursing and Midwifery Council (NMC), Designated Council Member for Wales	Financial Interest	June 2024		
		RBW Executive and Professional Coaching Ltd, Company Director (Company No 14938585) and Shareholder	Financial Interest	June 2023		
		Currently on coaching framework with Health Education and Improvement Wales	Financial Interest	June 2024		
		Registered Nurse (NMC)	Non-Financial Professional	January 1985		
		Registered Specialist Community Public Health Nurse	Non-Financial Professional	September 1996		
		Member of the Royal College of Nursing	Non-Financial Professional	2007		
BEELEE, Jayne	Non-Executive Director * Chair of the Finance and Performance Committee * Member of the Remuneration Committee * Member of the Academic Partnership Committee	Employment for interim assignments via Public Sector Resourcing (an agency) regarding the review of major UK government programmes (remunerated net of tax via an Umbrella Company - Danbro Employment Umbrella Ltd)	Financial Interest	01 October 2023		
		Member Representative on the UK Civil Service Pension Board	Non-Financial Personal	01 October 2019		
		Governor on the Finance & General Purposes Committee of Cardiff and Vale Further Education College	Non-Financial Personal	01 February 2024		
		Fellow Chartered Institute of Personnel & Development	Non-Financial Personal	01 April 2006		
		Partner employed by Welsh Ambulance Services NHS Trust	Any Other Interest	July 2019		
BROOKS, Lee	Executive Director of Operations	Member of the Order of St John	Any Other Interest	01 March 2023		
		Volunteer – St John's Ambulance Cymru	Any Other Interest	06 April 2023		
		Council Member – St John's Ambulance Cymru Gwent Council	Any Other Interest	06 April 2023		
		Trustee of Action for Children [1097940]	Position in Charity or Voluntary Organisation	01 February 2021		
		Company Director - Action for Children [04764232]	Directorships	01 February 2021		
		Company Director - Action for Children (Wales) Ltd [10011497]	Directorships	05 April 2022		
CURRAN, Peter	Non-Executive Director * Chair of the Audit, Risk and Assurance Committee * Chair of the Charity Committee * Member of the Finance and Performance Committee * Member of the Remuneration Committee	Trustee of National Youth Arts Wales [1170643]	Position in Charity or Voluntary Organisation	06 May 2021		
		Company Director - National Youth Arts Wales [10449512]	Directorships	06 May 2021		
		Non-Executive Director for Taff Housing	Position in Charity or Voluntary Organisation	01 May 2022		
		Company Director - Team Police Ltd [12518812]	Directorships	01 January 2022	31 October 2024	
		Independent Board Member of the Project Board - National Contemporary Art Gallery for Wales	Any Other Interest	01 January 2024		
		Interim Finance Director for Torfaen Leisure Trust	Directorships	01 September 2023	29 February 2024	
		Interim Independent Member – Kaplan International Colleges UK Ltd [05268303]	Directorships	01 March 2024		
		Independent Member - Kaplan Open Learning (inc member of the Audit & Risk Committee)	Directorships	21 March 2024		
		Chair - Citizen Housing (Charity) (previously WM Housing Group)	Position in Charity or Voluntary Organisation	01 January 2015		
		Company Director - Citizen Treasury PLC (previously WM Housing Treasury Ltd)	Directorships	29 August 2017		
		Company Director - Citizen Treasury Vehicle Ltd	Directorships	04 September 2017		
DENNIS, Colin	Chair of Trust Board and Non-Executive Director * Chair of Remuneration Committee	Chair - North Devon Homes	Position in Charity or Voluntary Organisation	01 October 2021		
		Company Director - North Devon Homes	Directorships	01 April 2022		
		Chair - Green Square Accord (Housing Association)	Position in Charity or Voluntary Organisation	26 March 2024		
		Company Director - LowCarbonLiving Homes Ltd [04207671]	Directorships	26 March 2024		
		Company Director - Green Square Estates Ltd [8719365]	Directorships	26 March 2024		
		Chief Executive Officer (Employed) at My Choice Healthcare Limited.	Any Other Interest	01 June 2019		
		Non-Executive Board Member at Beacon Housing (Social Housing Organisation - Community Benefit Society)	Position in Charity or Voluntary Organisation	01 November 2019		
		Company Director - My Choice Healthcare South Wales Limited	Directorships	11 March 2020		
		Company Director - Moorlands Rehabilitation (Staffordshire) Limited.	Directorships	20 December 2019		
		Company Director - Moorlands Property Ltd	Directorships	16 August 2022		
EVANS, Bethan	Non-Executive Director * Chair of Quality, Patient Experience & Safety Committee * Member of Finance & Performance Committee * Member of People & Culture Committee * Member of Remuneration Committee	Company Director - Springfield (Bargoed) Limited.	Directorships	12 March 2020		
		Company Director - Springfield Property Lettings Ltd	Directorships	16 August 2022		
		Company Director - Homes of Excellence Limited	Directorships	19 March 2021		
		Company Director - Victoria House Care Property Limited	Directorships	05 March 2020		
		Company Director - My Choice Healthcare (Four) Limited	Directorships	27 April 2022		
		Company Director - Luk Ros Property Limited	Directorships	12 March 2020		
		<i>[Previously called Homes of Excellence Healthcare Limited, Company name changed 12.08.2022 - #12513139]</i>	Directorships	12 March 2020		
		Company Director - Hawthorn Court Property Limited	Directorships	27 April 2022		
		<i>[Previously called My Choice Healthcare (Three) Limited, Company name changed 12.08.2022 - #13371375]</i>	Directorships	27 April 2022		
		Company Director - Ocean Living Property Limited	Directorships	22 July 2022		
		Company Director - Hawthorn Court Care Limited	Directorships	22 July 2022		
		Company Director - Glynconel Property Limited	Directorships	01 July 2022		
		Company Director - My Choice Healthcare (Two) Limited	Directorships	01 July 2022		
		Company Director - Carmarthen Care Limited	Directorships	02 January 2024		
		Company Director - Towy Castle Property Limited	Directorships	01 September 2023		
		Company Director - Glamorgan Care Ltd	Directorships	25 October 2024		
		Company Director - The Mountains Care Ltd	Directorships	09 December 2024		
		Company Director - Alexandra House Care Ltd	Directorships	24 June 2024		
		Company Director - Alexandra House Property Ltd	Directorships	24 June 2024		
		Company Director - My Choice Healthcare Seven Ltd	Directorships	22 October 2024		
Company Director - Danygraig Property Ltd	Directorships	10 December 2024				

		Company Director - The Mountains Property Ltd	Directorships	09 December 2024		
HUTCHINGS, Hayley	Non-Executive Director * Member of the Remuneration Committee * Member of the Academic Partnership Committee * Member of the People and Culture Committee		Employed at Swansea University, Professor of Health Services Research	Financial Interest	17 June 1995	31 May 2025
HITCHON, Estelle	Director of Partnerships and Engagement	Member of Academi Wales Expert Panel Independent Governor (Non-Executive Director), Coleg Sir Gar/Coleg Ceredigion	Position in Charity or Voluntary Organisation Non-Financial Personal	15 July 2024 01 January 2025		

	Position	Declaration	Interest Type	Date Interest Started	Date Interest Ended	Left Trust
JACKSON, Ceri	Non-Executive Director & Vice Chair of the Trust Board * Chair of the People and Culture Committee * Member of the Charity Committee * Member of Audit Committee * Member of Quality, Patient Experience & Safety Committee * Member of Remuneration Committee	Management Consultant primarily working in third sector	Interest in Companies and Securities	01 May 2019		
		Associate Director of SamKat Consulting Ltd in my capacity as self-employed management consultant	Directorships	01 June 2021		
		Charity Trustee - Stroke Association Trustee, Chair Wales Advisory Group.	Position in Charity or Voluntary Organisation	08 October 2020		
		Charitable Company - Stroke Association - Company Director	Directorships	08 October 2020		
KILLENS, Jason	Chief Executive	Honorary Professor - Swansea University	Personal or Departmental Sponsorship	2019		
		Chairperson – Association of Ambulance Chief Executives (AACE)	Non-Financial Professional	September 2024		
		Company Director of the Association of Ambulance Chief Executives (AACE), Co No. (07761209)	Directorships	September 2024		
		Officer of the Order of St John	Any Other Interest	January 2024		
		Member of the Order of St John	Any Other Interest	2009	2024	
KNEESHAW, Carl	Director of People	Chartered Fellow of Chartered Institute of Personnel and Development	Personal or Departmental Sponsorship	April 2020		
		Fellow of Institute of Leadership	Personal or Departmental Sponsorship	October 2020		
		Safeguarding Lead for local outreach charity, Brunstad Christian Church – Huntworth, Bridgwater, Somerset	Position in Charity or Voluntary Organisation	September 2018		
		Nil Declaration				
LEWIS, Angela	Director of Culture Change	Nil Declaration				
MARSH, Rachel	Executive Director of Strategy, Planning and Performance	Nil Declaration				
MILLS, Patricia (Trish)	Director of Corporate Governance/ Board Secretary	Nil Declaration				
PARRY, Hugh	Trade Union Partner	Nil Declaration				
ROWAN, Hannah	Non-Executive Director * Chair of Academic Partnership Committee * Member of Charity Committee * Member of People & Culture Committee * Member of Remuneration Committee	Director, St Martin's Associates (Business consulting and coaching)	Directorships	04 April 2022		
		Non -Executive Director Qualifications Wales (regulator for all non degree qualifications in Wales)	Any Other Interest	01 April 2021		
		Trustee MAE Cymru (Christian charity which champions gender equality in church of Wales)	Position in Charity or Voluntary Organisation	13 November 2021	November 2023	
		Elected member, The governing body of the church in Wales (Parliament of church in Wales - voting member)	Any Other Interest	01 April 2021		
		Relative (Parent) is a Non-Executive Director for Social Care Wales	Any Other Interest	01 April 2017		
SAMMUT, Jonathan (Jonny)	Director of Digital Services [appointed 26.09.2023]	Fellow of the British Computer Society – FBCS	Any Other Interest	04 March 2024		
		Panel Member of the UK CIO Advisory Panel – Digital Health	Any Other Interest	05 July 2023		
		Federation of Informatics Professionals - Leading Practitioner	Any Other Interest	25 April 2024		
		Strategic Advisor to College of Paramedics	Any Other Interest	01 January 2020		
SWINBURN, Andrew (Andy)	Executive Director of Paramedicine					
TURLEY, Christopher	Executive Director of Finance and Corporate Resources	Treasurer of Royal Gwent Hospital League of Friends.	Position in Charity or Voluntary Organisation	01 February 2022	05 November 2024	
TURNER, Damon	Trade Union Partner	Nil Declaration				
WILLIAMS, Liam	Executive Director of Quality and Nursing [from 01 August 2022]	Chair/Director - Thornbury Carnival Community Interest Company Voluntary	Position in Charity or Voluntary Organisation	01 August 2019		
		Member Royal College Nursing	Any Other Interest	01 August 2022		
		Committee member – Royal College Nursing, Nurses in Management and Leadership Forum Steering Committee	Position in Charity or Voluntary Organisation	01 August 2022		
		Vice Chair - Royal College of Nursing, Nurses in Management and Leadership Forum Steering Committee	Position in Charity or Voluntary Organisation	03 February 2025		

REGISTER OF GIFTS, HOSPITALITY AND SPONSORSHIP DECLARED – 2024/25

REF	DATE OF DECLARATION	INDIVIDUAL	GIFT/DONATION/HOSPITALITY	VALUE	ACCEPTED Y/N	Reviewed by Board Secretary
1	22/04/2024	Malcolm RT McAdam and Andy Gillam (ACA2s – Aberconwy Station)	Gift: Bottle of Glenmorangie Whiskey. In recognition of care given to patient's next of kin	c.£38	Accepted	Reviewed by the Board Secretary. Accepted as difficult to refuse (see s. 12.12 of the SoBC Policy)
2	26/06/2024	Gift to the Trust for various colleagues – 40 coins received and distributed.	NHS 75 th anniversary commemorative coins from Royal Mint. These were made available to the Trust due to the late fulfilment of ordered Queen's Long Service and Good Conduct medals that have not been supplied in time for WAST Long Service Awards. These are provided as compensation and as an apology for each of the recipients.	£2440.00 based on RRP of £61 each for a total of 40 coins.	Accepted – see detail within the donation column.	Reviewed by the Board Secretary.
3	09/07/2024	Nicholas Wilson, Volunteer Car Driver (Operations)	Cash gift of £5 from patient – donated to WAST charity	£5	Y	Reviewed by the Board Secretary.

REGISTER OF GIFTS, HOSPITALITY AND SPONSORSHIP DECLARED – 2024/25

REF	DATE OF DECLARATION	INDIVIDUAL	GIFT/DONATION/HOSPITALITY	VALUE	ACCEPTED Y/N	Reviewed by Board Secretary
		[Form submitted by Gareth Parry, Operations Manager in the Volunteering Team]				
4	17/09/2024	Leanne Smith, Assistant Director of Digital Services	Hospitality: Women in Data community hosted lunch for senior leaders in Public Sector as networking event part of the Big Data LDN conference 18 th September 2024. Women in Data hosting (paid for by partner, Capgemini). The provider is not a current provider of hospitality, or a current or potential supplier or contractor.	Estimated £50 lunch, held at Kitchen W8.	Y	Reviewed by the Board Secretary.
5	30/09/2024	Liam Williams, Executive Director of Quality and Nursing	Hospitality: Travel and accommodation to attend the Luscii Connected Care Summit 2024, on 7 November 2024, in Amsterdam, Netherlands. Hospitality: return travel, and 2 nights' accommodation.	Accommodation 490EUR Travel: 231EUR Total: 721EUR	Y	Reviewed by the Board Secretary.

REGISTER OF GIFTS, HOSPITALITY AND SPONSORSHIP DECLARED – 2024/25

REF	DATE OF DECLARATION	INDIVIDUAL	GIFT/DONATION/HOSPITALITY	VALUE	ACCEPTED Y/N	Reviewed by Board Secretary
6	21/10/2024	Hugh Bennett, Assistant Director of Commissioning & Performance	Hospitality: One night Hotel accommodation on 17/10/24 paid for by supplier ODMA (owners of Optima Predict) to enable attendance at conference to give a joint presentation with them.	£150	Y	Reviewed by the Board Secretary
7	12/12/2024	Matthew Jones / Anthony Carter Locality Managers, EMS (Pembrokeshire)	Gift: Capestone Farms gifted 100 Christmas Turkeys as a donation to EMS and Ambulance Care staff within the Pembrokeshire Locality.	Each turkey would have cost between £10-20 therefore gift to individuals fell below the £25 threshold, but collectively the retail value was approx. £2,000.	Y	Reviewed by the Board Secretary
8	06/02/2025	Nicholas Wilson, Volunteer Car Driver	Offered a £20 cash gift from a patient - donated to WAST Charity.	£20	Y	Reviewed by the Board Secretary



GIG
CYMRU
NHS
WALES

Ymddiriedolaeth Brifysgol GIG
Gwasanaethau Ambiwylans Cymru
Welsh Ambulance Services
University NHS Trust

AGENDA ITEM No	10
OPEN or CLOSED	Open
No of ANNEXES ATTACHED	1

RISK REPORTING SCHEDULE 2025/26
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MEETING	Audit, Risk and Assurance Committee
DATE	1 May 2025
EXECUTIVE	Trish Mills, Director of Governance / Board Secretary
AUTHOR	Julie Boalch, Assistant Director of Corporate Governance & Risk
CONTACT	Julie.Boalch@wales.nhs.uk

EXECUTIVE SUMMARY

1. The purpose of the report is to seek committee’s approval of the Risk Reporting Schedule 2025/26.
 2. The Committee are to note that at the 6 March Audit, Risk and Assurance Committee meeting the schedule was erroneously omitted from the set of papers.
 3. Members are asked to approve the reporting cycle for 2025/26 which takes a slightly different governance approach this year and ensures no duplication of reporting at committees and board meetings and up to date data at each.
- RECOMMENDATION: To Approve the revised risk reporting schedule for 2025/26**

KEY ISSUES/IMPLICATIONS

None

REPORT APPROVAL ROUTE

N/A

REPORT ANNEXES

Annex 1 – Risk Reporting Schedule 2025/26

REPORT CHECKLIST

Confirm that the issues below have been considered and addressed		Confirm that the issues below have been considered and addressed	
EQIA (Inc. Welsh language)	NA	Financial Implications	NA
Environmental/Sustainability	NA	Legal Implications	NA

Estate	NA	Patient Safety/Safeguarding	NA
Ethical Matters	NA	Risks (Inc. Reputational)	NA
Health Improvement	NA	Socio Economic Duty	NA
Health and Safety	NA	TU Partner Consultation	NA

RISK REPORTING SCHEDULE: Apr 25 - Mar 26

	BAF circulated for updates	SLT/Directorate Meetings		Deadline to return Risk updates on BAF	ADLT		ELT		ARAC		Trust Board		FPC		QuEST		PCC		Charity Committee	
		Deadline for Papers	Meeting Date		Deadline for Papers	Meeting Date	Deadline for Papers To be amended	Meeting Date - To be amended	Deadline for Papers	Meeting Date	Deadline for Papers	Meeting Date	Deadline for Papers	Meeting Date	Deadline for Papers	Meeting Date	Deadline for Papers	Meeting Date	Deadline for Papers	Meeting Date
4	31/12/2024	01/01/2025	07/01/2025	22/01/2025	27/01/2025	03/02/2025	12/02/2025	19/02/2025	20/02/2025	06/03/2025	13/03/2025	27/03/2025	04/03/2025	18/03/2025	25/04/2025	09/05/2025	01/05/2025	15/05/2025	19/03/2025	02/04/2025
1	13/03/2025	19/03/2025	25/03/2025	31/03/2025	07/04/2025	14/04/2025	23/04/2025	30/04/2025	10/06/2025	24/06/2025	15/05/2025	29/05/2025	06/05/2025	20/05/2025	N/A	N/A	N/A	N/A	19/06/2025	03/07/2025
2	08/05/2025	14/05/2025	20/05/2025	26/05/2025	02/06/2025	09/06/2025	18/06/2025	25/06/2025	N/A	N/A	17/07/2025	31/07/2025	08/07/2025	22/07/2025	22/07/2025	05/08/2025	29/07/2025	12/08/2025	N/A	N/A
3	19/06/2025	25/06/2025	01/07/2025	07/07/2025	14/07/2025	21/07/2025	06/08/2025	13/08/2025	19/08/2025	02/09/2025	11/09/2025	25/09/2025	02/09/2025	16/09/2025	N/A	N/A	N/A	N/A	18/09/2025	02/10/2025
4	28/08/2025	03/09/2025	09/09/2025	15/09/2025	22/09/2025	29/09/2025	08/10/2025	15/10/2025	18/11/2025	02/12/2025	13/11/2025	27/11/2025	04/11/2025	18/11/2025	21/10/2025	04/11/2025	30/10/2025	13/11/2025	N/A	N/A
5	23/10/2025	29/10/2025	04/11/2025	10/11/2025	17/11/2025	24/11/2025	10/12/2025	17/12/2025					06/01/2026	20/01/2026	20/01/2026	03/02/2026	27/01/2026	10/02/2026	30/12/2025	13/01/2026
6	31/12/2025	07/01/2026	13/01/2026	22/01/2026	12/01/2026	19/01/2026	04/02/2026	11/02/2026	16/02/2026	02/03/2026	12/03/2026	26/03/2026	03/03/2026	17/03/2026	N/A	N/A	N/A	N/A	N/A	N/A

ARAC	Trust Board / Trustee	FPC (open and closed)	QuEST (open only)	PCC (open and closed)	Charity Committee
01-May-25 24-Jun-25 24-Jul-25 02-Sep-25 02-Dec-25 02-Mar-26	(Effective Reviews) 29-May-25 31-Jul-25 25-Sep-25 27-Nov-25 29-Jan-26 26-Mar-26	20-May-25 22-Jul-25 16-Sep-25 18-Nov-25 20-Jan-26 17-Mar-26	09-May-25 05-Aug-25 04-Nov-25 03-Feb-26	15-May-25 12-Aug-25 13-Nov-25 10-Feb-26	02-Apr-25 03-Jul-25 02-Oct-25 13-Jan-26