

## Bundle Audit Committee (Open) 20 April 2023

### Agenda attachments

#### ITEM 0 Agenda Audit Committee Open 20 April 2023.docx

- 0 09:30 - OPENING ITEMS
- 1 Chair's welcome; apologies and confirmation of quorum
- 2 Declarations of Interest
- 2.a ITEMS FOR APPROVAL, ASSURANCE AND DISCUSSION
- 3 09:35 - Annual Board and Committee Effectiveness Reviews 2022/23  
*Annex 1 – National Audit Office Outcome Analyser – SENT BY E MAIL*  
*Reports attached:*  
*Audit Committee draft Annual Report 2022/23 and Terms of Reference*  
*Academic Partnership Committee 2022/23 annual report and amended Terms of Reference*  
*Charitable Funds Committee 2022/23 annual report and amended Terms of Reference*  
*Finance and Performance Committee 2022/23 annual report and amended Terms of Reference*  
*People and Culture Committee 2022/23 annual report and amended Terms of Reference*  
*Quality, Patient Experience and Safety Committee 2022/23 annual report and amended Terms of Reference*  
*Remuneration Committee 2022/23 annual report and amended Terms of Reference*
- ITEM 3 SBAR to April 23 AC on Committee Effectiveness Reviews 22-23.docx
- ITEM 3.2 Annex 2a - AC Draft Annual Report 2022-23.docx
- ITEM 3.3 Annex 2b Audit Committee TORs Final 22-23.docx
- ITEM 3.4 Annex 3a Academic Partnerships Committee Annual Report 2022-23.docx
- ITEM 3.5 Annex 3b Academic Partnerships Committee TORs 23-24.docx
- ITEM 3.6 Annex 4a Charity Committee Annual Report 2022-23.docx
- ITEM 3.7 Annex 4b Charity Committee TORs 23-24 (Annex A).docx
- ITEM 3.8 Annex 5a Finance and Performance Committee Annual Report 2022-23.docx
- ITEM 3.9 Annex 5b Finance and Performance Committee TORs 23-24.docx
- ITEM 3.10 Annex 6a People and Culture Committee Annual Report 2022-23.docx
- ITEM 3.11 Annex 6b People and Culture Committee TOR 23-24.docx
- ITEM 3.12 Annex 7a QUEST Annual Report 2022-23.docx
- ITEM 3.13 Annex 7b QUEST Committee TOR 23-24.docx
- ITEM 3.14 Annex 8a RemCom Committee Annual Report 2022-23.docx
- ITEM 3.15 Annex 8b Remuneration Committee TOR 23-24.docx
- 4 10:05 - Review of Standing Orders and Governance Practice Notes
- ITEM 4 AC SBAR Standing Orders Review 2023.docx
- ITEM 4.1 Annex 1 - WAST Standing Orders - Schedule 1 Scheme of Reservation and Delegation of Powers v.5.1 DRAFT for 23-24.docx
- ITEM 4.2 Annex 2 - Governance Practice Note 001 April 2023 - Trust Seal.docx
- ITEM 4.3 Annex 3 - Governance Practice Note 002 April 2023 - Private Board and Committee Business.docx
- ITEM 4.4 Annex 4 - Governance Practice Note 003 April 2023 - Chair's Action.docx
- 5 10:15 - Self-Assessment against the Corporate Governance Code for Central Government Departments 2017 and the Governance, Leadership & Accountability Health and Care Standards
- ITEM 5 AC Front Cover 2017 Governance Code and HC Standards Compliance - March 23.docx
- ITEM 5.1 2023 Review - WAST Self Assessment against Code of Governance 2017 FINAL.pdf
- ITEM 5.2 HCS GLA Standards self-assessment Jan 23 - front cover.pdf
- ITEM 5.2.1 HCS GLA 1 Standards self-assessment Jan 23.pdf
- ITEM 5.2.2 HCS GLA 2 Standards self-assessment Jan 23.pdf
- ITEM 5.2.3 HCS GLA 3 Standards self-assessment Jan 23.pdf

ITEM 5.2.4 HCS GLA 4 Standards self-assessment Jan 23.pdf

- 6 10:30 - Register of Interests and Register of Gifts, Hospitality and Sponsorship  
6.1 *Register of Interests*  
6.2 *Register of Gifts, Hospitality & Sponsorship*  
ITEM 6 22-23 Register of Interests-Register of Gifts, Hospitality, Sponsorship to Audit Committee.docx  
ITEM 6.1 Annex 1 - 31 March 2023 - Register of Interests.pdf  
ITEM 6.2 Annex 2 - 31 March 2023 - Register of Gifts, Hospitality & Sponsorship.pdf
- 6.a 10:40 - CONSENT ITEMS
- 7 2 March 2023 Committee AAA  
ITEM 8 Audit Committee Highlight Report March 2023.docx
- 7.a CLOSING ITEMS
- 8 Reflection: - Summary of Decisions & Actions
- 9 Key Messages for Board
- 10 Any Other Business
- 11 Date & Time of the Next Meeting: 06 June 2023 at 09:30



Ymddiriedolaeth GIG  
Gwasanaethau Ambiwylans Cymru  
Welsh Ambulance Services  
NHS Trust

## AGENDA

### MEETING OF THE AUDIT COMMITTEE

Held in public on **20 April 2023 from 09:30 to 10:45**

Meeting held virtually via Microsoft Teams

No	Agenda Item	Purpose	Lead	Format	Time
OPENING ITEMS					
1.	Chair’s welcome; apologies and confirmation of quorum	Information	Martin Turner	Verbal	5 Mins
2.	Declarations of Interest	Information	Martin Turner	Verbal	
ITEMS FOR APPROVAL, ASSURANCE AND DISCUSSION					
3.	Annual Board and Committee Effectiveness Reviews 2022/23: 3.1. Audit Committee 3.2. Other Board Committees	Approval Assurance	Trish Mills	Paper	30 Mins
4.	Review of Standing Orders and Governance Practice Notes	Endorse	Trish Mills	Paper	10 Mins
5.	Self-Assessment against the Corporate Governance Code for Central Government Departments 2017 and the Governance, Leadership & Accountability Health and Care Standards	Assurance	Trish Mills	Paper	15 Mins
6.	Registers: 6.1 Register of Interests 6.2 Gifts, Hospitality & Sponsorship Register	Assurance	Trish Mills	Paper	10 Mins
CONSENT ITEMS					
7.	2 March 2023 Committee AAA	Information	Martin Turner	Paper	05 Mins
CLOSING ITEMS					
8.	Reflection: - Summary of Decisions & Actions	Discussion	Martin Turner	Verbal	
9.	Key Messages for Board	Information	Martin Turner	Verbal	
10.	Any Other Business	Discussion	Martin Turner	Verbal	
11.	Date & Time of the Next Meeting: 06 June 2023	Information	Martin Turner	Verbal	

### Lead Presenters

Name of Lead	Position of Lead
Martin Turner	Committee Chair & Non-Executive Director



GIG  
CYMRU  
NHS  
WALES  
Ymddiriedolaeth GIG  
Gwasanaethau Ambwlans Cymru  
Welsh Ambulance Services  
NHS Trust

Osian Lloyd	Head of Internal Audit
Trish Mills	Board Secretary



GIG  
CYMRU  
NHS  
WALES  
Ymddiriedolaeth GIG  
Gwasanaethau Ambiwylans Cymru  
Welsh Ambulance Services  
NHS Trust

<b>AGENDA ITEM No</b>	<b>3</b>
<b>OPEN or CLOSED</b>	<b>N/A</b>
<b>No of ANNEXES ATTACHED</b>	<b>14</b>

## **ANNUAL BOARD AND COMMITTEE EFFECTIVENESS 2022/23**

<b>MEETING</b>	Audit Committee
<b>DATE</b>	20 April 2023
<b>EXECUTIVE</b>	Trish Mills, Board Secretary
<b>AUTHOR</b>	Trish Mills, Board Secretary
<b>CONTACT</b>	<a href="mailto:Trish.mills@wales.nhs.uk">Trish.mills@wales.nhs.uk</a>

### **EXECUTIVE SUMMARY**

1. The Trust's Standing Orders and Committee terms of reference require that Board Committees evaluate their effectiveness annually and prepare an annual report to the Trust Board. This report provides the evaluation of the Audit Committee's effectiveness during the 2022/23 year and makes proposals for changes to operating arrangements.
2. This report also provides the Audit Committee with oversight of the operating arrangements for the other six committees of the Board in line with this Committee'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.

### **RECOMMENDATION: The Committee is requested to:**

- (a) Review and approve changes to Audit Committee's terms of reference and operating arrangements in response to issues raised in questionnaires, and given the small number of responses, propose any other changes;
- (b) Agree that the review of the Board Member Induction Programme and Annex is the Committee's priority for 2023/24;
- (c) Approve the Audit Committee's annual report at Annex 2;
- (d) Note the changes to the operating arrangements and terms of reference for:
  - Academic Partnership Committee
  - Charity Committee
  - Finance and Performance Committee

<ul style="list-style-type: none"> <li>- People and Culture Committee</li> <li>- Quality, Patient Experience and Safety Committee</li> <li>- Remuneration Committee</li> </ul> <p>and endorse these and the annual reports for onward approval by the Trust Board; and</p> <p>(e) Advise if any further assurances are sought on the effectiveness of the Trust's governance arrangements for its committees.</p>			
<b>REPORT APPROVAL ROUTE</b>			
<p>All Committees have received and approved their annual reports and amended terms of reference and have agreed to the changes in operating arrangements and their committee priorities for 2023/24.</p> <p>EMT have had the effectiveness review circulated to them on 11 April 2024.</p>			
<b>REPORT APPENDICES</b>			
<ol style="list-style-type: none"> <li>1. Annex 1 – National Audit Office Outcome Analyser – <b>SENT BY E MAIL</b></li> <li>2. Annex 2a and 2b – Audit Committee draft Annual Report 2022/23 and Terms of Reference</li> <li>3. Annex 3a and 3b– Academic Partnership Committee 2022/23 annual report and amended Terms of Reference</li> <li>4. Annex 4a and 4b – Charitable Funds Committee 2022/23 annual report and amended Terms of Reference</li> <li>5. Annex 5a and 5b – Finance and Performance Committee 2022/23 annual report and amended Terms of Reference</li> <li>6. Annex 6a and 6b – People and Culture Committee 2022/23 annual report and amended Terms of Reference</li> <li>7. Annex 7a and 7b – Quality, Patient Experience and Safety Committee 2022/23 annual report and amended Terms of Reference</li> <li>8. Annex 8a and 8b – Remuneration Committee 2022/23 annual report and amended Terms of Reference</li> </ol>			
<b>REPORT CHECKLIST</b>			
<b>Confirm that the issues below have been considered and addressed</b>		<b>Confirm that the issues below have been considered and addressed</b>	
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 2022/23

### SITUATION

1. 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 to the Board and its Committees throughout the year, this annual effectiveness review is an opportunity to formally review membership, look back at the work of the Committee during the year, and set the Committee's priorities for the coming year.
2. This report provides the evaluation of the Audit Committee's effectiveness during the 2022/23 year, and makes proposals for changes to operating arrangements.
3. This report also provides the Audit Committee with oversight of the operating arrangements for the other six committees of the Board in line with the Audit Committee'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.

### BACKGROUND

4. 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. The draft annual report for 2022/23 is attached at Annex 2 for review by the Committee.
5. The 2022/23 effectiveness reviews for all Committees adopted the following cycle:

Stage	Process
<b>Stage 1: Evaluation Design</b>	<ul style="list-style-type: none"> <li>Questionnaires for the Board Committees were developed by the Board Secretary in consultation with the Committee Chairs and Executive Leads. It was agreed for 2022/23 to adopt the same questionnaires across all Committees (except for Audit Committee which has a separate questionnaire) to provide a baseline for future reviews.</li> </ul>
<b>Stage 2: Evaluation Process</b>	<ul style="list-style-type: none"> <li>Questionnaires are issued to Committee members and core attendees as set out in the terms of reference.</li> </ul>

	<ul style="list-style-type: none"> <li>• Committee Chair, Executive Lead, Governance Officer, Governance Manager and Board Secretary review questionnaires, review terms of reference and propose initial amendments.</li> <li>• Responses are collated and this report summarises the findings for the Audit Committee and includes proposed recommendations to address issues raised.</li> </ul>
<b>Stage 3: Discussion and actions</b>	<ul style="list-style-type: none"> <li>• The proposed amendments to the terms of reference and the responses to the questionnaires are discussed by the Committee at this meeting.</li> </ul>
<b>Stage 4: Presentation to Audit Committee and Trust Board</b>	<ul style="list-style-type: none"> <li>• Any changes to the terms of reference and operating arrangements are recommended to the Audit Committee and then to the Trust Board together with the Committee's annual report on 25 May 2023.</li> </ul>

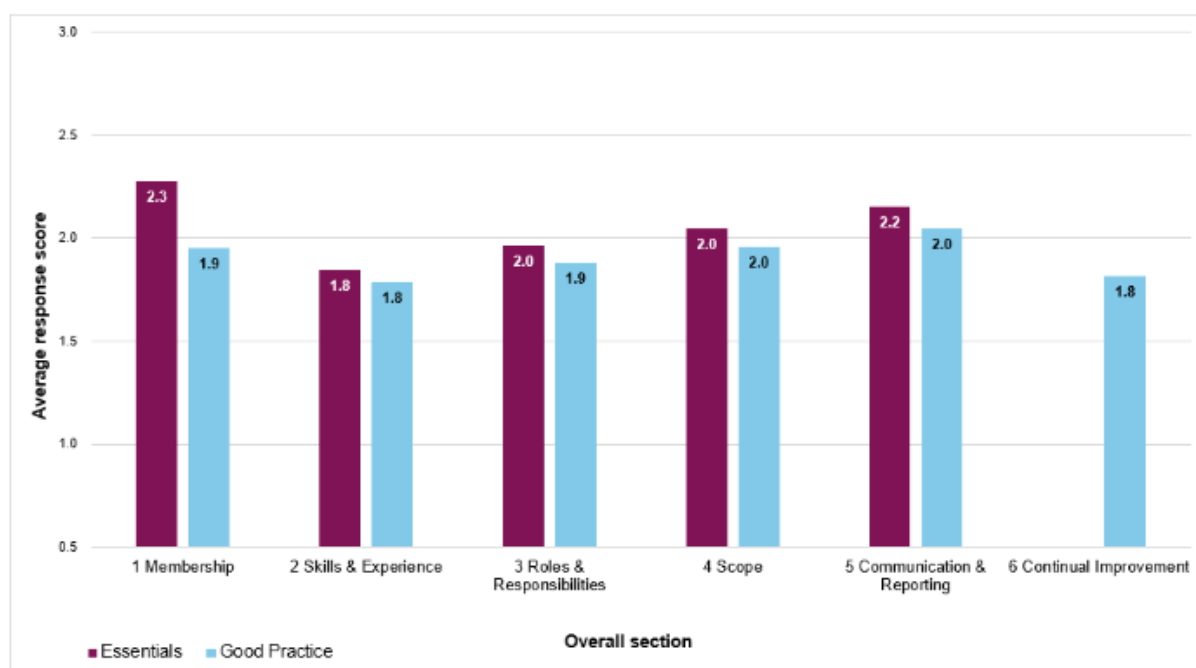
6. Effectiveness reviews of the other six Board Committees were conducted in Quarter 3 and 4 of 2022/23 and the proposed changes to their terms of reference and operating arrangements are proposed as a result. The Welsh Ambulance Services Partnership Team (WASPT) was reconstituted in November 2022 and is therefore not included in the 2022/23 effectiveness reviews. However, it has committed to a mini-effectiveness review once sub-structures reporting to it have been established.

## **ASSESSMENT**

### **Audit Committee Effectiveness Review**

7. The Committee Chair and Executive Lead met with the Corporate Governance team for stage 2 on 3 April 2023 and reviewed the responses to the questionnaire and the terms of reference.
8. The questionnaire sent to members and attendees was based on the National Audit Office Audit and Risk Assurance Committee effectiveness tool and the outcome analyser is at Annex 1. The tool evaluates effectiveness against essential and good practice elements.
9. Fourteen questionnaires were sent out with only four responses being returned (a 29% return rate). Of the four, for some questions there were only three responses. This may be because the questionnaire is aimed at central government departments therefore some of the questions may have seen less applicable. The outcome analyser has not been uploaded to Ibabs but has been emailed separately to allow members/attendees to drill down into the responses.
10. Respondents were asked to rate questions as 1 – room for improvement, 2 – meeting standards, and 3 – excelling. The overall results for both the essential and good practice elements are set out below:





11. During the effectiveness meeting with the Chair and Executive Lead on 3 April, focus was on the questions where more than one respondent rated effectiveness as 'room for improvement', and in particular on the 'skills and experience' section. Changes to the Committee's operating arrangements and work plan as a result of the responses are proposed to be as follows:

Theme	Response/Proposed Changes to Operating Arrangements
<b>Section 1 – Membership, Independence, Objectivity and Understanding</b>	
1.2.10: The AC meets in private - without the presence of management - when necessary and this time is used effectively.	It was agreed to reinstate these meeting. These will take place before each Audit Committee meeting effective from the June meeting.
<b>Section 2 – Skills and Experience</b>	
2.1.6: The AC documents and maps the skills of its members so it can identify areas of strength and any skills gaps.	This does not ordinarily take place at Committee level, but wider at a Board level. A skill matrix is in the process of development by the Trust Board Chair.
2.2.4: The AC chair ensures that members have an appropriate programme of engagement with the organisation and its activities to help them understand the organisation, its objectives, business needs, priorities and risk profile.	Whilst a substantial Board Member Induction Programme is in place, a Committee level induction does not take place in the same structured way. This will be introduced into the Board Member Induction Programme as an annex in Q2 2023/24.
2.2.5: There is a positive culture of learning and personal development within the AC	Whilst it is not clear what areas of learning and personal development are not in place (there was no free text to further explain this), the Board development sessions are wide ranging, including areas within the remit of this Committee. However not all attendees will be able to avail of this and therefore the Board Member Induction Programme annex will seek to address this by prompting

Theme	Response/Proposed Changes to Operating Arrangements
	new members/attendees of their learning and development needs.
2.2.6: The AC's strategy for training and development takes account of developments in corporate governance and emerging risk areas.	There is not a stand-alone Audit Committee development schedule, however the Board development sessions cover a wider range of topics including corporate governance and risk.
2.2.7: For AC members unfamiliar with the operations of government and the public sector, special focus is given to this as part of their training programme	This will be addressed by way of the Board Member Induction Programme annex.
<b>Section 3 – Roles and Responsibilities</b>	
3.1.6: The AC ensures the organisation operates appropriate and effective whistleblowing practices, and this is regularly considered by the AC.	The Speaking Up Safely programme of work has been transferred from the task and finish group established to steer the work to the Director of Workforce and Operational Development. The May meeting of the People and Culture Committee will review the implementation plan for this work and it is proposed that the Chair of that Committee reports on this to the next Audit Committee meeting and ongoing.
3.3.14: The AC reviews information on 'near misses' to help determine whether the systems in place are sufficiently robust to mitigate future risk events.	This does not currently occur; however, the Board Secretary will review with the Chair and Executive Lead of QUEST, with reporting from that Chair into this Committee periodically.
3.4.6: When any significant failings or weaknesses in internal control arise, the AC reviews management's analysis of the root cause and subsequent action plan.	Significant failings and weaknesses are likely to become apparent through Internal Audit reviews, Audit Wales Structured Assessments, and auditors review of the Annual Report and Audited Accounts. Management responses are reviewed by this Committee and monitored via the Audit Tracker.
3.5.20: The AC is up-to-speed with developments in financial reporting standards and can challenge their application in financial statements.	Financial training is in place for Board Members and is open to all attendees of Committees. The Board Member Induction Programme annex will ask new members/attendees to indicate any further training they require to enable them to fully participate in all Committees.
<b>Section 6 – Continual Improvement</b>	
6.1.2: The Chair assesses the performance of the individual members of the committee, discusses their training and development needs, and agrees a training and development plan.	The performance of Non-Executive Director members is carried out in the annual appraisal by the Trust Board Chair.

12. The Committee met four times both in private and public session during 2022/23 as scheduled and was quorate on each occasion. The Committee's draft annual report at Annex 2 illustrates that attendance was good despite the operational pressures placed on members throughout the year.

13. The terms of reference were reviewed to ensure all matters within the remit of the Committee were clear and were articulated with the oversight and scrutiny role of the Committee in mind. Minor amendments are sought given the extensive review that took place in early 2022.
14. The Trust Board Chair will conduct an annual review of Non-Executive Director membership across all Committees in April 2023 and any changes will be reflected in the annual report.
15. The draft annual report at Annex 2 details the extensive work carried out by the Committee during the year and progress it made on the priorities set for 2022/23.
16. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. Such priorities may include a particular focus throughout the year, or in particular quarters. It is recommended that such priorities are limited to two or three, and that they are tracked quarterly by way of an assurance report by the Board Secretary to ensure they are on track.
17. The Committee may wish to consider the review of the Board Member Induction Programme and Annex as their priority for 2023/24

### **Other Board Committees Effectiveness Reviews**

18. The other six Board Committees reviewed their effectiveness in Quarters 3 and 4 2022/23 following the same methodology set out in paragraph 5 above, however a simplified questionnaire was used based on the following themes:
  - Committee focus
  - Committee engagement
  - Committee team working
  - Committee effectiveness
19. Each Committee has evaluated its effectiveness through the responses to the questionnaires, a review of its terms of reference, and an evaluation of the work it has conducted in 2022/23. The results of this are attached in the annual reports for the Committees and marked up terms of reference.
20. Each Committee reports to the Board by way of a AAA (alert, advise, assure) report which is circulated to the Board as soon as possible after the meeting and forms part of the next Board meeting pack of papers. The items raised in these reports are drawn through the Board discussions, particularly those on risks and any escalations.
21. Meetings between the Chair, Executive Lead(s) and the Board Secretary take place no more than ten days after each Committee meeting to set the agenda for

the next meeting. This provides an opportunity to review the principal risks for the Committee and ensure papers are appropriately commissioned.

22. Cycles of business for each Committee are in place, however they will be updated following a revision of the terms of reference. The QUEST cycle of business will be reviewed by the Committee in May for approval.

23. Extensive reviews of terms of reference took place in early 2022 therefore the changes are not significant, however of note are the following:

- (a) Academic Partnerships Committee: the approval of the research governance framework and oversight of its implementation in accordance with the Welsh Government Research Governance Framework for Health and Social Care has transferred to this Committee from QUEST.
- (b) Charitable Funds Committee: given the focus during 2022/23 on developing the strategy for the charity it was felt the Committee required a change of name to better reflect its remit, and it is proposed that the Committee is known as the Charity Committee.
- (c) Finance and Performance Committee: cyber resilience and cyber security have been added to its remit.
- (d) QUEST: a further review of its terms of reference will take place during 2023 to ensure robust alignment to the Duty of Quality and Duty of Candour.

24. Responses to the surveys waned for those that were issued in December and January which is likely to be a result of the significant winter and industrial action pressures the Trust experienced. However, there was good discussion at Committees on the survey responses which have led to a number of changes to operating arrangements, some of which are replicated across all Committees and some of which are Committee specific. A summary of these changes are as follows:

Committee	Changes to operating arrangements
All Committees	<ul style="list-style-type: none"> <li>• Period of reflection at the end of each meeting to take the shape of a summary of actions and decisions, and an invitation to members to give feedback on the meeting any learning/continuous improvement to take forward – <b>effective from 1 April 2023</b></li> <li>• The AAA reports will be distributed to all Committee members and attendees after the meeting and the Chair will feedback on escalations raised to the Trust Board in matters arising – <b>effective from 1 April 2023.</b></li> <li>• A Board visits standard operating procedure developed to demonstrate visibility of Committee members – <b>drafted for May Board approval.</b></li> <li>• Presenters of papers take the papers as read and draw out highlight, lowlights and red flags only, providing more time for challenge, support and questions. Perhaps adopting a 1/3:2/3 approach to the time allotted, with the presentation of the paper taking only 1/3<sup>rd</sup> – <b>to align to the revised SBAR and guidance for Q2 2023/24.</b></li> <li>• Revised SBAR and guidance to aid report writers in compiling concise papers and encouraging appendices and succinct executive summaries - <b>Q2 2023/24.</b></li> </ul>

Committee	Changes to operating arrangements
	<ul style="list-style-type: none"> <li>• Closer attention to allocated time both at agenda setting but also in the time leading up to the meeting – <b>started but will be complete with corporate governance SOP Q2 2023/24.</b></li> <li>• Board development/guidance on the constituent parts of the BAF to enable members to scrutinise controls, assurances, gaps and action plans – <b>guidance developed and wider Board development in 2023/24 as part of the risk transformation programme.</b></li> <li>• Tighter controls for action log updates - <b>started but will be complete with corporate governance SOP Q2 2023/24.</b></li> </ul>
Academic Partnerships Committee	<ul style="list-style-type: none"> <li>• Further representation from research and innovation at the Committee – <b>effective from Q1 2022/23.</b></li> <li>• Establishment of a task and finish group to plan the next steps for University Trust Status (UTS) – <b>established and started work.</b></li> <li>• Clarity on the purpose and focus of the Committee to be communicated to the wider organisation – <b>for discussion by the Committee on the best way to effect this.</b></li> <li>• Broaden the agenda of the Committee outside of UTS more frequently - – <b>effective from 1 April 2023.</b></li> <li>• Ensure risks related to research and development are on risk registers – <b>effective from 1 April 2023.</b></li> </ul>
Charity Committee	<ul style="list-style-type: none"> <li>• The lived experience of staff who have benefitted from the Bids and Bursary Panels to be included in the Committee's Cycle of Business – <b>effective from 1 April 2023.</b></li> <li>• The Committee to review the risks to the charity as part of its cycle of business – <b>effective from 1 April 2023.</b></li> </ul>
Finance and Performance Committee	<ul style="list-style-type: none"> <li>• Finance development session to cover the flow of funds to NHS Wales and WAST; overview of finance reports; emerging topics such as Patient Level Info Costing Systems (PLICS), Value Based Healthcare (VBHC), Financial Sustainability Work streams (FSW), Foundation Economy; terminology; finance team and governance; financial Plan; and procurement – <b>session scheduled for 21 April 2023.</b></li> <li>• MIQPR orientation refresher: interpretation and triangulation – <b>to be scheduled in 2023/24.</b></li> </ul>
People and Culture Committee	<ul style="list-style-type: none"> <li>• Continue with work to address potentially duplicative reporting in the monthly MIQPR and quarterly workforce reports – <b>work ongoing in 2023.</b></li> <li>• The cycle of business will be adjusted to ensure the annual work programme is both clear and monitored to demonstrate equality of focus and assurance – <b>cycles will be approved in Q1 2023/24.</b></li> </ul>
QUEST Committee	<ul style="list-style-type: none"> <li>• Continue with work to address potentially duplicative reporting in the monthly MIQPR and quarterly patient safety and quality assurance reports – <b>work ongoing in 2023.</b></li> <li>• A quarterly 'spotlight on' clinical indicators via the CQGG to provide more focus on clinical care – <b>incorporated into the cycles of business effective 1 April 2023.</b></li> </ul>
RemCom	<ul style="list-style-type: none"> <li>• Focused induction to this committee for Trade Union members – <b>offer extended March 2023.</b></li> <li>• Develop cycle of business for the Committee to form part of the meeting packs – <b>for completion in Q1 2023/24.</b></li> </ul>

25. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. Such priorities may include a particular focus throughout the year, or in particular quarters. Each Committee except RemCom has set its priorities for 2023/24 and they are set out below for ease of reference. These priorities will be monitored quarterly by way of an assurance report by the Board Secretary to ensure they are on track.

Committee	Priorities for 2023/24
<b>Academic Partnership Committee</b>	<ul style="list-style-type: none"> <li>Task and Finish Group to scope out the next 12 months to UTS (including partners, any reciprocal arrangements, conflicts, name change, legislative docket).</li> <li>Focus on the research governance framework, which is a new area of oversight for the committee</li> </ul>
<b>Audit Committee</b>	Set out above
<b>Charitable Funds Committee</b>	<ul style="list-style-type: none"> <li>To oversee implementation of the recommendations from the charity's strategic review, and to ensure that the Charitable Funds Task &amp; Finish group remit and work plan is adjusted accordingly.</li> <li>To continue discussions (through the Charitable Funds Task &amp; Finish Group) regarding risks affecting the charity, and to ensure that the agreed risks are included on the WAST organisational Risk Register.</li> </ul>
<b>Finance and Performance Committee</b>	Focused oversight of the implementation of: <ul style="list-style-type: none"> <li>the Digital Strategy; and</li> <li>the Quality and Performance Management Framework</li> </ul>
<b>People and Culture Committee</b>	<ul style="list-style-type: none"> <li>Support the implementation and championing of the strategic equality objectives, including Welsh language, to promote an inclusive organisation.</li> <li>Development and implementation of the speaking up safely framework; and</li> <li>Development and progress of the People and Culture Plan.</li> </ul>
<b>Quality, Patient Experience and Safety Committee</b>	<ul style="list-style-type: none"> <li>Carry over the Committee priority on 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 ('Act') coming in to force in the Spring of 2023; and</li> <li>Implementation plan for the quality strategy.</li> </ul>
<b>Remuneration Committee</b>	Given the nature of this Committee no specific priorities were set

## RECOMMENDATION

26. The Audit Committee is requested to

- (a) Review and approve changes to Audit Committee's terms of reference and operating arrangements in response to issues raised in**

questionnaires, and given the small number of responses, propose any other changes;

- (b) Agree that the review of the Board Member Induction Programme and Annex is the Committee's priority for 2023/24;**
- (c) Approve the Audit Committee's annual report at Annex 2;**
- (d) Note the changes to the operating arrangements and terms of reference for:**
  - Academic Partnership Committee**
  - 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**
- (e) Advise if any further assurances are sought on the effectiveness of the Trust's governance arrangements for its committees.**



## **AUDIT COMMITTEE ANNUAL REPORT 2022/23**

### **SITUATION**

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.

### **BACKGROUND**

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 20 April 2023 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Chair and Executive Lead. This annual report reflects on the effectiveness of the Committee in 2022/23.

### **ASSESSMENT**

#### Purpose of the Committee

5. The purpose of the Audit 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.
6. 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





7. The Committee meets quarterly and during 2022/23 met four times both in private and public session as scheduled and was quorate on each occasion. The Committee is supported by a Chair and three Non-Executive Directors as members, and a number of core attendees. The chart below illustrates attendance of members and attendees (as listed in the terms of reference) for 2022/23:

COMMITTEE ATTENDANCE				
Name	7 June 2022	15 Sep 2022	1 Dec 2022	2 March 2023
Martin Turner				
Paul Hollard				
Joga Singh				
Ceri Jackson				
Chris Turley				
Lee Brooks				Judith Bryce
Wendy Herbert	J Turnbull-Ross			
Liam Williams		First meeting	J Turnbull-Ross	
Catherine Goodwin				
Angie Lewis		First meeting	From 11.10	(part)
Osian Lloyd (IA rep)				
Audit Wales representative	Mike Whitley	Fflur Jones		Fflur Jones
Paul Seppman				(part)
Damon Turner				Hugh Parry (part)
Trish Mills				
Carl Window				

	Attended
	Deputy attended
	Apologies received
	No longer member

8. Attendance is good despite the challenges that operational pressures have placed on members throughout the year. Ceri Jackson, Non-Executive Director, joined the Committee in 2022/23, as did Angie Lewis and Liam Williams, replacing Catherine Goodwin and Wendy Herbert who were in interim positions.
9. The Trust Board Chair will conduct an annual review of Non-Executive Director membership across all Committees in April 2023.

### Committee Views on Effectiveness

10. The Committee's effectiveness was assessed through a review of its terms of reference, responses to the National Audit Office Effectiveness Tool, discussion with the Chair and Executive Lead, and at the 20 April Committee meeting.
11. The questionnaires provided an opportunity to gauge opinion on areas of essential and good practice. Fourteen questionnaires were sent out with 4 responses being returned (a 29% return rate).
12. The responses were reviewed by the Committee and it was agreed to make the following adjustments to their operating arrangements as a result:



- 12.1. Pre-meets with Internal Audit and Audit Wales and the Non-Executive Directors will be reinstated.
  - 12.2. The Board Member Induction Programme will be augmented with an annexure for induction to Committees in Q2 2023/24. This is also proposed as the priority for the Committee for this year.
  - 12.3. The Chair of the People and Culture Committee will report to the Audit Committee on the speaking up safely programme as it progresses this year, and in particular the whistleblowing arrangements.
  - 12.4. The arrangements to review near misses will be reported to the Committee via the Chair of QUEST periodically.
13. The Committee has been effective in discharging its responsibilities and providing timely escalations and assurances to the Board. In 2022/23 the Committee:
- 13.1. Received and reviewed the Audit of Accounts Report (ISA260);
  - 13.2. Received and reviewed for endorsement by the Board the Annual Report and Audited Accounts 2021/22;
  - 13.3. Received the Head of Internal Audit Report 2021/22;
  - 13.4. Reviewed the Audit Plan 2023 from Audit Wales and received their annual report 2022;
  - 13.5. Approved the Audit Plan 2023/24 and Internal Audit Charter from Internal Audit;
  - 13.6. Received and reviewed the following reports from Audit Wales:
    - Structured Assessment 2022
    - Quality Governance Report 2022
    - Emergency Services Joint Working Report
  - 13.7. Monitored progress against the 2022/23 Internal Audit Plan, and received and reviewed the following Internal Audits:
    - Waste Management
    - Risk management and assurance
    - Network and information systems (NIS) directive
    - Respiratory protective equipment
    - Service reconfiguration
    - Immediate release directions
    - Infection Prevention and Control
    - Data Analysis
    - IMTP delivery
    - Attendance management
    - Hazardous Area Response Team (HART)
    - Electronic Patient Clinical Records (ePCR)
    - Standards of business conduct



- Major incidents
  - Fleet maintenance
  - Decarbonisation (advisory review)
  - Organisational culture – a learning organisation (advisory review)
- 13.8. The corporate risk register and transitional Board Assurance Framework (BAF) was received by the Committee at each meeting. Adjustments to reporting of risk to the Board was agreed in June 2022 and March 2023;
- 13.9. Monitored arrangements for the preparation of the annual report and accounts 2022/23;
- 13.10. Received confirmation that QUEST was monitoring the clinical audit plan;
- 13.11. Reviewed its effectiveness and agreed changes to its operating arrangements and terms of reference for 2022/23 and approved its cycle of business;
- 13.12. Monitored the audit tracker at each meeting;
- 13.13. Updated on the Covid-19 Public Inquiry;
- 13.14. Received and reviewed the schedule of losses and special payments at each meeting;
- 13.15. In private session due to commercial and other sensitivities the Committee has discussed:
- Counter fraud update
  - Tender report
  - Single tender waiver report
  - Audit Wales cyber resilience follow up report.

14. The Committee's priorities for 2022/23 were as follows:

Priority	Progress
1. Develop an induction programme for new Audit Committee Members	<ul style="list-style-type: none"> <li>• The overarching new Board member induction programme is complete.</li> <li>• The induction programme is in use for new Board members and includes a scrutiny toolkit, however in collaboration with Audit Wales we are looking to produce Audit Committee specific induction material and checklists.</li> <li>• In addition, a bespoke WAST finance induction for new members is being delivered by the Finance Team on 21 April.</li> <li>• An annex for Non-Executive Directors on ESR, expenses, digital and payroll is in development.</li> </ul>
2. The transformation of risk management and the Board Assurance Framework (BAF).	<ul style="list-style-type: none"> <li>• The Committee received progress reports in June 2022 in March 2023 which indicated slippage on the risk policy and development of the BAF. These have been incorporated into the IMTP 2023-26 and will align with review of the strategic objectives in the long term strategy.</li> <li>• The programme includes maturity of risk management and the BAF through 2022/23 and into 2024, and improvements are</li> </ul>



	<p>noted by the Audit Committee with the regular risk management reports.</p> <ul style="list-style-type: none"><li>• The risk management policy and procedure will come to this committee for approval as part of that programme.</li></ul>
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15. The Board received a highlight report from the Committee following each meeting which provided for alerts, advice, and areas of assurance. This is presented to the next public Board meeting by the Chair of the Committee.

16. The Committee is not serviced by any sub-committees or task and finish groups at present.

#### Proposed Changes to the terms of reference

17. No amendments are proposed to the terms of reference given the extensive review that took place in early 2022. The terms of reference are attached at Annex 1 for approval by the Board.

#### Priorities Identified for the Committee for 2023/24

18. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. Accordingly, the Committee has agreed the following priorities for 2023/24:

[to be confirmed by the 21 April meeting]

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

#### Next Steps

20. The next step is to ensure changes to operating arrangements agreed are cycled into work programme for review in 2023/24.

### **RECOMMENDATION**

**The Trust Board is requested to**

- (a) Receive and note the contents of the Committee annual report for 2022/23 and its analysis of effectiveness; and**
- (b) Approve the terms of reference for 2023/24.**



## AUDIT COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2023/24

#### 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 and the Trust's Scheme of Delegation, the Board shall nominate annually a committee to be known as the **Audit 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;
- 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

2.1 The purpose of the Audit Committee ("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.

2.2 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.



### 3. DELEGATED POWERS AND AUTHORITY

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 and the Annual Quality 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 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 and the Annual Quality Statement) together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board.
  - (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 National Assembly for Wales 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.
- 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 ~~Infection Control Annual Quality Statement~~; 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.

### Corporate Risks and Audit Recommendation Tracker

- 3.6 The Audit Committee has overall responsibility for ensuring that corporate risks are identified and are being properly managed within the Trust. The Audit Committee also has responsibility for ensuring 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





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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 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 Committee.

The Committee will consider the control and mitigation of each risk and provide assurance to the Board that such risks are being effectively managed and controlled.

### **Authority**

- 3.7 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.
- 3.8 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.
- 3.9 The Committee is authorised to approve Trust wide policies in accordance with the policy for the Review, Development and Approval of Policies.

### **Access**

- 3.10 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 Audit Committee.
- 3.11 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.
- 3.12 The Chair of Audit Committee shall have reasonable access to Directors and other relevant senior staff.

### **Sub Committees**

- 3.13 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. MEMBERSHIP

### Members

4.1 The membership of the Committee will comprise:

Chair	Non Executive Director
Members	Three further Non Executive Directors of the Board

4.2 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.

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

### Attendees

4.4 The core membership will be supported routinely by the attendance of the following:

- Executive Director of Finance and Corporate Resources (Committee Lead)
- Director of Workforce & Organisational Development
- Executive Director of Quality and Nursing
- Executive Director of Operations
- Board Secretary
- 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

With the permission of the Chair, those in attendance may send a deputy in their place. This, however, does not affect the right of the Chair to require those listed above to attend.

### By Invitation

4.5 The Committee Chair may invite the following to attend all or part of a meeting to assist it with its discussions on any particular matter:

- the Chair of the Trust
- any other Trust officials
- any others from within or outside the Trust
- the Chief Executive (Accountable Officer)

4.6 The Chief Executive (Accountable Officer) will be invited to attend at least annually to discuss with the Committee the process for assurance that



supports the Annual Governance Statement and the Annual Quality Statement.

- 4.7 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.
- 4.8 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 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.

### **Member Appointments**

- 4.9 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.
- 4.10 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.
- 4.11 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.

### **Secretariat and Support to Committee Members**

- 4.12 The 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 Workforce & Organisational Development.

## **5. COMMITTEE MEETINGS**

### **Quorum**



- 5.1 At least two of the four 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.

### **Frequency of Meetings**

- 5.2 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.
- 5.3 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**

- 5.4 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. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/ GROUPS**

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, 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.
- 6.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.3 The Committee, through its Chair and members, shall work closely with the Board's other committees, 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.
- 6.4 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.



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

## 7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 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.

- 7.2 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 and the Annual Quality 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.

- 7.3 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.

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

## 8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 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



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following areas:

- Quorum (as set out in section 5)

## 9. REVIEW

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



## ACADEMIC PARTNERSHIPS COMMITTEE ANNUAL REPORT 2022/23

### SITUATION

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.

### BACKGROUND

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 17 January 2023 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Chair and Executive Lead. Changes are proposed to the terms of reference and this Annual Report reflects on the effectiveness of the Committee in 2022/23.

### ASSESSMENT

#### 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 and the fact that this is a newly established committee that approaches 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 in 2022/23 and was quorate on each occasion.





7. The Committee is supported by a Chair and three Non-Executive Directors as members, and a number of core attendees. The chart below illustrates attendance of members and attendees (as listed in the terms of reference) for 2022/23:

COMMITTEE ATTENDANCE				
Name	26 April 2022	19 July 2022	25 Oct 2022	17 Jan 2023
Prof Kevin Davies				
Paul Hollard				
Martin Turner				
Hannah Rowan				
Estelle Hitchon				
Catherine Goodwin	part meeting			
Angela Lewis				
Andy Swinburn				
Jonathan Turnbull-Ross			Chris Evans	Chris Evans
Duncan Robertson				
Trish Mills		Julie Boalch		
Craig Brown				
Mark Marsden				
Keith Rogers				
Representative from Academia				

	Attended
	Deputy attended
	Apologies received
	No longer member

8. Attendance is perhaps reflective of the challenges that operational pressures have placed on members throughout the year and the maturing nature of the Committee. The Board Secretariat will ensure that for future meetings they receive a clear indication from members and attendees of their ability to attend, and where that is not possible request that a deputy is nominated to attend.
9. The Committee has not nominated a representative from Academia, however following confirmation from Welsh Government in November 2022 that this is a firm requirement for UTS a task and finish group will be established to address this (see further on this below).
10. It is proposed that membership is further supported by the addition of the Head of Workforce Education and Development, the Assistant Director of Research and Innovation when that post is filled, and membership from the Innovation Team.

#### Committee Views on Effectiveness

11. The Committee's effectiveness was assessed through a review of its terms of reference, responses to a questionnaire, discussion with the Chair and Executive Lead, and at the 17 January Committee meeting.
12. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Thirteen questionnaires were sent out with 9 responses being returned (a 69% return rate).





13. Respondents were asked 27 questions and were encouraged to provide free text answers to explain their choices. The responses were reviewed by the Committee on 17 January and agreed to make the following adjustments to their operating arrangements as a result:
- (a) Further representation from research and innovation at the Committee
  - (b) Establishment of a task and finish group to plan the next steps for UTS
  - (c) Transfer of the review of the research governance framework and the oversight of its implementation from the Quality, Patient Experience and Safety Committee
  - (d) Clarity on the purpose and focus of the Committee to be communicated to the wider organisation
  - (e) Broaden the agenda of the Committee outside of UTS more frequently
  - (f) Board visits aligned to the new standard operating procedure for such visits to include members visiting the Swansea training centre, WIIN teams, and the research and innovation teams)
  - (g) Reflections at the end of each meeting to take the shape of a summary of actions and decisions, and an invitation to members to give feedback on the meeting any learning/continuous improvement to take forward.
  - (h) Ensure risks related to research and development are on risk registers
  - (i) Templates for papers and guidance being developed by the Board Secretary in 2023/24
  - (j) Include all membership in the distribution of the Committee AAA highlight report when it is sent to the Board
14. The Committee has been effective in discharging its responsibilities and providing assurance to the Board in 2022/23. The Committee's business in 2022/23 included:
- (a) UTS was discussed extensively and the priorities for the Trust agreed. Members attended the mid-year review of priorities with Welsh Government, which was well received and discussed the need to plan for a member from academia as part of the UTS process.
  - (b) The representative from academia was discussed and communication lines opened with University Wales regarding representation from academia on the Committee.
  - (c) Benefits and limitations of the apprenticeships landscape from an education and training perspective were presented.
  - (d) Initial discussions on future income generation opportunities were also held including the selling of space on clinical programmes
  - (e) A mapping of engagement interfaces to illustrate where and how the organisation connects with its academic and industry stakeholders was presented.
  - (f) The Committee discussed qualifications issued by institutions and the need to explore opportunities for innovation and improvement and connection with high quality, action research which can be applied in practice.



(g) The Committee's cycle of business was approved.

(h) The Committee priorities for 2022/23 as set out below:

- *Priority 1: Digitisation enabling better outcomes* The Committee received a presentation on digital opportunities in partnership with academia and what successful digital partnerships look like, what the opportunities might be and how can these be realised.
- *Priority 2: Advanced Practice and Specialist Working, Consult and Close and Service Transformation, including Research.* The Committee received a presentation from the Specialist Palliative Care Paramedics on the excellent work of these teams and saw the impact it was having on those staff and on patients.
- *Priority Three: Decarbonisation, fleet modernisation and sustainability.*

The Committee received an update on progress against its priorities at each meeting and reviewed overall progress at the October meeting via the mid-year UTS review. The Director leading each priority is an attendee at the meetings

15. The Committee is not currently serviced by a Sub-Committees; however a task and finish group will be established to steer the next steps in the Trust's UTS as set out below.

16. The Board received a highlight report from the Committee following each meeting and which provided for 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

17. Extensive changes to the Terms of Reference for this Committee were made during the effectiveness reviews held in early 2022. The changes therefore are minimal and include:

- (a) Inclusion in duties to approve the research governance framework and oversee its implementation in accordance with the Welsh Government Research Governance Framework for Health and Social Care.
- (b) Membership extended to Head of Workforce Education and Development, the Assistant Director of Research and Innovation when that post is filled, and membership from the Innovation Team.

18. A marked up copy of the terms of reference are attached at Annex A for approval by the Board.



### Priorities Identified for the Committee for 2023/24

19. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. Accordingly, the Committee has agreed the following priorities for 2023/24:
- (a) Task and Finish Group to scope out the next 12 months to UTS (including partners, any reciprocal arrangements, conflicts, name change, legislative docket).
  - (b) Focus on the research governance framework, which is a new area of oversight for the committee.
20. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.

### Next Steps

21. The next steps are as follows:
- (a) The Committee cycle of business was approved in 2022 and this will be further developed this year to reflect the Terms of Reference as amended, and to illustrate compliance requirements and assurance mapping.
  - (b) Establish task and finish group
  - (c) Ensure changes to operating arrangements agreed at paragraph 13 are cycled into work programme for review in 2023/24

## **RECOMMENDATION**

**The Trust Board is requested to**

- (a) Receive and note the contents of the Committee Annual Report for 2022/23 and its analysis of effectiveness**
- (b) Approve the changes to the Terms of Reference**



## ACADEMIC PARTNERSHIP COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2023-24

#### 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 and the Trust's Scheme of Delegation, the Board shall nominate annually a committee to be known as the Academic Partnership Committee.

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;
- 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.

1.4 The Trust has made a commitment to recognise the importance of partnership working with a full range of academic partners and has established an Academic Partnership Committee to facilitate and develop this work and are hereby set out in these formal terms of reference and operating arrangements.

#### 2. PURPOSE

The Committee recognises the wealth of knowledge, expertise and skill within the Trust, as well as the need to ensure that that skill and expertise is maintained at the forefront of clinical and professional excellence. It will ensure that its work is not predicated just on the development and support of clinical staff but, rather, of



everyone across the organisation, whether they be in a clinical, professional or corporate role. In so doing the Committee is responsible for:

- 2.1 Overseeing strategic collaboration and partnership working with higher and further education, wider education providers and commercial partners across and beyond Wales. Through this partnership working, the Committee will look to ensure that the Trust provides and strengthens patient safety and quality, identifies and implements best practice and gains an international reputation for excellence and innovation.
- 2.2 Promoting collaboration with partners in efforts to improve the health and wellbeing of the general population in Wales, and where their strategic aims and objectives align, to optimise the benefits to patient care and health care service delivery through an inclusive and supportive approach.
- 2.3 Facilitating a forward-looking organisational culture with partners which:
  - (a) promotes quality improvement across all activities;
  - (b) is rich in educational activities and staff development opportunities;
  - (c) helps attract and retain the very best staff, including internationally leading clinical academics;
  - (d) facilitates research, grant capture by clinicians and academics and the translation of evidence research findings into practice;
  - (e) encourages innovation and modernisation;
  - (f) encourages multi-disciplinary work and access to new and emergent fields of research and evidence based practice;
  - (g) builds capacity for translational research that allows all parties to compete at an international level;
  - (h) integrates education, research and practice that looks beyond targets and entrenched ways of working, fostering a culture of learning and innovation based on evidence and best practice;
  - (i) facilitates wealth and economic growth in the region and beyond;
  - (j) supports the capture and analysis of the service user experience;
  - (k) develops health informatics opportunities to achieve their potential;
  - (l) Supports strategic planned lines of enquiry enabling knowledge creation.
  - (m) use of digital technology to enhance our services.

### 3. DELEGATED POWERS AND AUTHORITY

With regard to its role in providing advice and assurance to the Board, the Committee will:

- 3.1 Promote and support the exploration of opportunities with higher and further education, wider education providers and commercial partners across and



beyond Wales to:

- (a) develop collaborative activities in relation to clinical and non-clinical services, research, and development, teaching and education, innovation and improvement, and commercial opportunities; and
  - (b) influence programme design.
- 3.2 Promote and support collaboration with key partners in health, social care, local authorities, and the third sector, as well as patients and patient representative groups, developing opportunities for widening access and increasing participation in health and social care education amongst local communities.
- 3.3 Ensure appropriate arrangements are in place with partner organisations that establishes role, responsibilities and expectations, and supports the achievement of the highest standards of health, clinical care, research, innovation and health care education. Depending on the nature of the projects the risk to the parties should be understood and the appropriate mitigated action taken.
- 3.4 Oversee and contribute to the development of submissions to Welsh Government for University Trust Status and ensure the ongoing maintenance of that status and compliance with any conditions from Welsh Government.
- 3.5 Review and agree programmes of work aligned to University Trust Status, ensuring that they:
- (a) explore and identify opportunities for the development of the whole workforce;
  - (b) are appropriately resourced, and where possible maximise the benefits of shared resources and expertise, and availability of grants;
  - (c) are clear where Board level scrutiny will take place, whether that is at this Committee or another Board Committee, to avoid duplication and support coalescence of Board oversight.
- 3.6 Monitor plans to build capacity for the whole workforce whether they be in a clinical, professional, or corporate role, to participate in research; that opportunities to do so are being promoted; and that the workforce is encouraged to be professionally inquisitive.
- 3.7 Approve the research governance framework and oversee its implementation in accordance with the Welsh Government Research Governance Framework for Health and Social Care.



## Corporate Risks and Audit Recommendation Tracker

**3.63.8** The Audit Committee has overall responsibility for ensuring that corporate risks are identified and are being properly managed within the Trust. The Audit Committee also has responsibility for ensuring 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 allocated to an appropriate Board Committee who will be responsible for ensuring that the Trust is managing and progressing each item as planned. Regular reports will be provided to individual Committees on those items for which they have responsibility and overall Trust-wide progress reports will be presented to each Audit Committee. The Committee will consider the control and mitigation of high level workforce related risks and provide assurance to the Board that such risks are being effectively controlled and managed.

### Sub-Committees

**3.73.9** The Committee may establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

### Members

4.1 The core membership is a minimum of three members comprising:-

Chair	Non-Executive Director
Members	At least two other Non-Executive Directors of the Board.

### Attendees

4.2 The core membership will be supported routinely by the attendance of the following:-

- Director of Partnerships and Engagement (Committee Lead)
- Director of Workforce and Organisational Development
- Director of Paramedicine
- Director of Digital
- Assistant Director for Quality and Nursing
- Assistant Director of Research, Audit & Service Improvement
- Assistant Director of Research and Innovation
- Research, Innovation and Improvement Lead
- Head of Workforce Education & Development
- Board Secretary
- Representatives from Academia
- Up to two Trade Union Partners





Other Directors and staff members will be invited to attend, either by the Committee or to present individual reports.

With the permission of the Chair, those in attendance may send a deputy in their place. This, however, does not affect the right of the Chair to require those listed above to attend.

The Committee may also co-opt additional 'external' invitees from outside the organisation to provide specialist skills, knowledge and expertise.

## **Secretariat**

4.3 Secretary as determined by the Board Secretary

## **Member Appointments**

4.4 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.

4.5 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. 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.

4.6 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.

4.7 Should any Non-Executive Director on the Board be unable to attend a meeting of a Committee the member may consider appointing a substitute member to attend the meeting in his/her place. The substitute member will assume, upon appointment, full delegated responsibility on behalf of the substituted member and will be eligible to vote, as necessary on any matter before the Committee and will be counted as part of the quorum for that meeting. To instigate a substitution arrangement, the member of the Committee must notify the 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.





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## Support to Committee Members

- 4.8 The Board Secretary, on behalf of the Committee Chair shall arrange for the provision of advice and support to committee members on any aspect related to the conduct of their role

## 5. COMMITTEE MEETINGS

### Quorum

- 5.1 At least two core members must be present to ensure the quorum of the committee, one of whom should be the committee Chair or Vice Chair.

### Frequency of Meetings

- 5.2 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.

### Withdrawal of individuals in attendance

- 5.3 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.

## 6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/ GROUPS

- 6.1 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.2 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.

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



business.

## **7. REPORTING AND ASSURANCE ARRANGEMENTS**

7.1 The Committee Chair shall:

- (a) report formally to each Board meeting (as appropriate) on the Committee's activities, in a manner agreed by the Board. This includes verbal updates on activity, the submission of Committee minutes and referral of written reports where appropriate, and bring to the Board's specific attention any significant matter under consideration by the Committee; and
- (b) 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 presentation of an annual report;
- (c) operation and/or reputation of the Trust.

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

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

8.1 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)

## **9. REVIEW**

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



## **CHARITY COMMITTEE ANNUAL REPORT 2022/23**

### **SITUATION**

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.

### **BACKGROUND**

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 19 January 2023 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Chair and Executive Lead. Changes are proposed to the terms of reference and this annual report reflects on the effectiveness of the Committee in 2022/23.

### **ASSESSMENT**

#### Purpose of the Committee

5. The purpose of the Committee set out in its terms of reference is to contribute to the development of the charity's strategy and monitor its implementation; assure the Board of Trustees that the charitable funds are accounted for, deployed, and invested in line with legal and statutory requirements; consider and endorse the charity's annual report and accounts (for onward approval by the Board of Trustees), and to raise the profile and reputation of the charity within the Trust.

#### Membership and Attendance

6. The Committee met five times in 2022/23 and was quorate on each occasion.
7. The Committee is supported by a Chair and three Non-Executive Directors as members, and a number of core attendees. The chart below illustrates attendance of members and attendees (as listed in the terms of reference) for 2022/23:



COMMITTEE ATTENDANCE						
Name	5 May 2022	6 July 2022	10 Oct 2022	21 Nov 2022 (Additional meeting)	30 Jan 2023	16 Feb 2023 (Additional meeting)
Ceri Jackson						
Bethan Evans						
Prof Kevin Davies					Joined at 10.10	
Hannah Rowan						
Chris Turley						
Lee Brooks		Mark Harris	Jon Edwards			
Catherine Goodwin		Sarah Davies				
Angela Lewis						
Estelle Hitchon						
Andy Swinburn						
Trish Mills						
Hugh Parry						
Damon Turner						
Marcus Viggers						
Julie Boalch						
Andrew Challenger						
Jo Kelso						

	Attended
	Deputy attended
	Apologies received
	No longer member/not member

8. Attendance is good but does reflect the challenges that operational pressures have placed on members throughout the year. The Board Secretariat will ensure that for future meetings they receive a clear indication from members and attendees of their ability to attend, and where that is not possible request that a deputy is nominated to attend.
9. Non-Executive Director membership of all Committees will be reviewed in April 2023 by the Trust Board Chair, but it is anticipated that this Committee will retain at least three Non-Executive Directors in its membership, inclusive of the Chair.

### Committee Views on Effectiveness

10. The Committee's effectiveness was assessed through a review of its terms of reference, responses to a questionnaire, discussion with the Chair and Executive Lead, and at the 19 January Committee meeting.
11. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Nineteen questionnaires were sent out with 9 responses being returned (a 47% return rate).
12. Respondents were asked 27 questions and were encouraged to provide free text answers to explain their choices. The responses were reviewed by the Committee on 19 January and agreed to make the following adjustments to their operating arrangements as a result:



### *Strategy*

- (a) The Committee will review the proposal for the strategic direction of the charity and have oversight of the plan to address its recommendations, and eventual implementation.
- (b) Recommend that the Committee's Charitable Funds Task & Finish Group review its role/remit and work plan following receipt of the strategic review to ensure the two are aligned.

### *Fundraising/Strategy*

- (c) Align Board/Committee visits to the new standard operating procedure for such visits to include the promotion of the charity, particularly opportunities for staff to apply to the Bids and Bursary Panels.
- (d) That the lived experience of staff who have benefitted from the Bids and Bursary Panels to be included in the Committee's Cycle of Business.

### *Charitable Funds*

- (e) Presentation to the Committee on how charitable funds are held and managed to aid the discussion regarding centralisation of funds and understanding more generally
- (f) Bids Panel review the charitable funds guidance and application process with a view to providing greater clarity on the areas where charitable funds could be utilised and the application process streamlined.

### *Risk and Compliance*

- (g) The Committee to review the risks to the charity as part of its cycle of business.
- (h) A Board of Trustees development session on Charity governance in April 2023.

### *General*

- (i) Consideration for a period of reflection at the end of each meeting to take the shape of a summary of actions and decisions, and an invitation to members to give feedback on the meeting any learning/continuous improvement to take forward.
13. The Committee's terms of reference provides for oversight of strategy and fundraising in addition to its other responsibilities. In 2022/23 the Committee commissioned a review by Tarnside Consulting to support the Board of Trustees to articulate an ambition and strategic direction for the charity. That report was issued in draft in late December 2022 and will be considered in 2023. The Committee also established a task and finish group to work in parallel to this review.



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The group is looking at a number of areas of governance relating to the strategy, as well as charitable funds.

14. Notwithstanding the maturing nature of the strategic direction and fundraising elements of the Committee, it has been effective in discharging its responsibilities and providing assurance to the Board. In 2022/23 the Committee:

- (a) Commissioned a strategic review of the charity to provide recommendations for its future direction.
- (b) Agreed a full audit of the 2021/22 charity accounts took place and these, together with the charity annual report for 2021/22, was endorsed for approval by the Board of Trustees.
- (c) Received regular financial reporting on charitable funds and grant applications made by the charity.
- (d) Received regular reports from the Bids Panel on bids approved under their delegated authority.
- (e) received a presentation by Hywel Dda University Health Board's charity on their charity maturation journey.
- (f) Approved amendments to the terms of reference for the Bursary Panel and agreed an appropriate delegated authority limit to the Panel regarding individual application amounts of £3K.
- (g) Established a Charitable Funds Task & Finish Group (the remit for which is described in point 14, below), and received regular updates from the Group on its activities/progress.
- (h) Approved its cycle of business.
- (i) Received regular highlight reports from the Bids Panel and the Bursary Panel.

15. Progress against the priorities the Committee set itself for 2022/23 was received at each meeting, with the outturn position as follows:

- (a) Priority 1: Development and recommendation to the Board of Trustees of the Charity Strategy:
  - The consultant commissioned to review the charity's strategy was appointed in August 2022.
  - The draft report of the consultant was received in late December and will be considered by the Committee at its 5<sup>th</sup> April meeting followed by a presentation to the Board of Trustees at a development session on 26<sup>th</sup> April.
- (b) Priority 2: Effectiveness reviews of the Bids Panel and Bursary Panel for alignment of terms of reference and Cycles of Business:
  - Revised terms of reference and operating arrangements for Bursary Panel agreed in May 2022;



- Part of the work of the Charitable Funds Task and Finish Group is the opportunity to devolve authority to fund managers rather than apply to a Bids Panel. The effectiveness review for the Bids Panel is on hold whilst options are developed and concerns raised by TUs on the governance required should funds be devolved are addressed through this process;
- The Bids Panel terms of reference were reviewed, and amendments made to delegated limits in November 2021.

16. The Board received a highlight report from the Committee following each meeting and which provided for alerts, advice, and areas of assurance. This was also presented to the next public Board meeting by the Chair of the Committee.

17. The Committee is serviced by a Task & Finish Group which has been established to review options for how charitable funds are held; options for devolving authority; to consider fundraising arrangements for CFRs; recommend a suite of policies; develop a risk register and compliance register; and develop a board development session on charity governance. The group reports to the Committee by way of a highlight report, and its role and remit will be further reviewed when the strategic direction of the charity is determined.

#### Proposed Changes to the terms of reference

18. Amendments are minimal however it is proposed that the Committee change its name to the Charity Committee to reflect more closely its strategic focus.

19. A marked up copy of the terms of reference are attached at Annex A for approval by the Board.

#### Priorities Identified for the Committee for 2023/24

20. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. Accordingly, the Committee has agreed the following priorities for 2023/24:

- (a) To address and implement the recommendations from the charity's strategic review, and to ensure that the Charitable Funds Task & Finish group remit and work plan is adjusted accordingly; and
- (b) To continue discussions (through the Charitable Funds Task & Finish Group) regarding risks affecting the charity, and to ensure that the agreed risks are included on the WAST organisational Risk Register.

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

#### Next Steps



22. The next steps are as follows:

- (a) The Committee cycle of business was approved in 2022 and this will be further developed this year to reflect the maturing elements of strategy and fundraising, and to illustrate compliance requirements and assurance mapping.
- (b) Ensure changes to operating arrangements agreed at paragraph 12 are cycled into work programme for review in 2023/24.

## **RECOMMENDATION**

**The Trust Board is requested to**

- (a) Receive and note the contents of the Committee annual report for 2022/23 and its analysis of effectiveness;**
- (b) Approve the changes to the terms of reference.**





## CHARITABLE FUNDS ~~CHARITY~~ COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2023/24

#### 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 and the Trust's Scheme of Delegation, the Board shall nominate annually a committee to be known as the **Charityable Funds Committee** "the Committee". The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

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;
- 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. CONSTITUTION AND 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 Welsh Ambulance Services NHS Trust is a corporate body in its own right. It is led by a Board of Directors comprising a Chairman, Vice-Chair, ~~seven~~ six Non-Executive Directors, a Chief Executive, an Executive Director of Finance & Corporate Resources and ~~three~~ four other Executive Directors. The Trust acts as the Corporate Trustee of the Charitable Funds held on behalf of the Welsh Ambulance Services NHS Trust and the members set out above are Trustees of the charity.



## 2.3 The purpose of the Committee is to:

- (a) -Contribute to the development of the charity's strategy and monitor its implementation.
- (b) Assure the Board of Trustees that charitable funds are accounted for, deployed, and invested in line with legal and statutory requirements;
- (c) Consider and endorse the annual report and accounts for approval by the Board of Trustees.
- (d) Raise the profile and reputation of the charity within the Trust.

## Strategy

- 3.1 Oversee and contribute to the development of the Charity's strategies and plans and monitor their implementation.
- 3.2 Ensure there is clear, consistent strategic direction, strong leadership, and transparent lines of accountability.
- 3.3 Promote the charity within the Trust.

## Charitable Funds

- 3.4 Ensure the management of the charitable funds is carried out within the terms of its Declaration of Trust and relevant legislation; ensure statutory compliance with the Charity Commission regulations.
- 3.5 Ensure systems and processes are in place to receive, account for, deploy and invest charitable funds in accordance with relevant legislation.
- 3.6 Receive assurance from Sub-Committees Bids Panel and Bursary Panel 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.
- 3.7 Consider and authorise expenditure with a value above £50,000, ensuring that it is accompanied by endorsement from the Director of Finance and Corporate Resources.
- 3.8 Receive periodic income and expenditure statements
- 3.9 Receive and endorse the annual report and annual accounts and consider the annual report from the auditors before submission to the Board of Trustees for their approval.
- 3.10 Approve the policies for the utilisation and investment of charitable funds, including but not limited to the Reserves Policy and Charitable Funds Investment Policy.

## Investment

- 3.11 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.



- 3.12 Consider the appointment of external investment advisors and operational fund managers.
- 3.13 Review the performance of investments on a regular basis (with the external investments advisors where appointed) to ensure the optimum return from surplus funds

### Fundraising

- 3.14 Approve and regularly review the fundraising strategy for the charity, ensuring its compliance with Charity Commission legislation and guidance, and all other relevant regulatory requirements.
- 3.15 Monitor the implementation of the fundraising strategy
- 3.16 Ensure systems, processes and communication are in place around fundraising, staff engagement and funding commitments.

### Corporate Risks and Audit Recommendation Tracker

- 3.17 The Audit Committee has overall responsibility for ensuring that corporate risks are identified and are being properly managed within the Trust. The Audit Committee also has responsibility for ensuring 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 allocated to an appropriate Board Committee who will be responsible for ensuring that the Trust is managing and progressing each item as planned. Regular reports will be provided to individual Committees on those items for which they have responsibility and overall Trust-wide progress reports will be presented to each Audit Committee. The Committee will consider the control and mitigation of high level risks and provide assurance to the Board that such risks are being effectively controlled and managed.

## 4. AUTHORITY

4.1 The Committee is authorised by the Board of Trustees to:

- (a) Approve expenditure over £50,000
- (b) Approve plans and strategies that ate compliment the charity's strategy, including those related to fundraising
- (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 the Board's budgetary and other requirements;
- (f) by giving reasonable notice, require the attendance of any of the officers or employees and auditors of the Board 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.)

## 5. MEMBERSHIP

### Members

5.1 The membership of the Committee will comprise:

Chair	Non Executive Director
Members	Three further Non Executive Directors of the Board

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

5.3 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 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.

### Attendees

5.4 The core membership will be supported routinely by the attendance of the following:

- Executive Director of Finance and Corporate Resources
- Director of Partnerships and Engagement
- Deputy Director of Workforce and OD
- Executive Director of Operations
- Director of Paramedicine
- Board Secretary
- Trade Union Partners (x23)
- Chairs of the Sub-Committees

### By Invitation



5.5 The Committee Chair may invite the following to attend all or part of a meeting to assist it with its discussions on any particular matter:

- the Chair of the Trust
- any other Trust officials
- any others from within or outside the Trust
- the Chief Executive (Accountable Officer)

5.6 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.

### **Member Appointments**

5.7 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.

5.8 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.

5.9 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**

5.10 The 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 Workforce & Organisational Development.

## **6. COMMITTEE MEETINGS**

### **Quorum**

6.1 At least two of the four 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.

## Frequency of meetings

- 6.2 Meetings shall be held ~~quarterly~~normally no less than twice in any financial year and otherwise as the Committee Chair deems necessary - consistent with the Trust's annual ~~plan~~schedule of Board Business.

## Withdrawal of individuals in attendance

- 6.3 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 & 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) 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 to the board in their capacity as trustees. This may include, where appropriate, a separate meeting with the Board of Trustees.
- 8.2 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's



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performance and operation.

## 9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

10.1 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 7

## 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 2022/23**

### **SITUATION**

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.

### **BACKGROUND**

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 21 March 2023 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Chair and Executive Leads. Changes are proposed to the terms of reference and this annual report reflects on the effectiveness of the Committee in 2022/23.

### **ASSESSMENT**

#### Purpose of the Committee

5. The purpose of the Committee set out in its terms of reference is to enable scrutiny and review of the Trust's arrangements in respect of the:
  - 5.1. overall financial position (both capital and revenue) of the Trust and its compliance with statutory financial duties;
  - 5.2. ability of the Trust to deliver on its core objectives as set out in the Integrated Medium Term Plan (IMTP):
  - 5.3. monitoring of the IMTP and ensuring achievement of key milestones;
  - 5.4. robustness of any cost improvement measures and delivery of key strategies and plans;
  - 5.5. 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;
  - 5.6. scrutinise business cases for capital and other investment;





- 5.7. oversight of the development and implementation of the digital, estates, fleet and environmental strategies; and
- 5.8. emergency preparedness, resilience and response

### Membership and Attendance

6. The Committee meets bi-monthly and it is thought this is still appropriate as it represents a good cadence with Board meeting. The Chair of the Committee changed in January 2023 and Joga Singh is Chair in place of Prof. Kevin Davies.
7. The Committee met six times both in private and public session during 2022/23 as scheduled and was quorate on each occasion. The Committee is supported by a Chair and three Non-Executive Directors as members, and a number of core attendees. The chart below illustrates attendance of members and attendees (as listed in the terms of reference) for 2022/23:

COMMITTEE ATTENDANCE						
Name	16 May 2022	18 July 2022	20 Sep 2022	14 Nov 2022	16 Jan 2023	20 March 2022
Kevin Davies	Chair	Chair		Chair		
Bethan Evans			Chair			
Joga Singh					Chair	Chair
Ceri Jackson						
Chris Turley						
Rachel Marsh						
Lee Brooks					Rachel Marsh	
Andy Haywood						
Leanne Smith						
Wendy Herbert	J. Turnbull-Ross					
Liam Williams				Wendy Herbert		
Liz Rogers	Catherine Goodwin					Angela Lewis
Hugh Parry						
Damon Turner						
Trish Mills						

	Attended
	Deputy attended
	Apologies received
	No longer member

8. Attendance is excellent despite the challenges that operational pressures have placed on members throughout the year.
9. The Director of Workforce and Organisational Development will be an attendee in place of the Deputy Director given the ownership of the financial sustainability programme. The Trust Board Chair will conduct an annual review of Non-Executive Director membership across all Committees in April 2023.

### Committee Views on Effectiveness

10. The Committee's effectiveness was assessed through a review of its terms of reference, responses to a questionnaire, discussion with the Chair and Executive Leads, and at the 21 March Committee meeting.



11. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Fourteen questionnaires were sent out with 5 responses being returned (a 36% return rate).
12. Respondents were asked 27 questions and were encouraged to provide free text answers to explain their choices. The responses were reviewed by the Committee on 20 March and it was agreed to make the following adjustments to their operating arrangements as a result:
  - 12.1. The cycles of business demonstrates that the Committee has taken control of the information it wishes to see, aligned to its terms of reference. Propose this is presented at each meeting to show progress against the cycle.
  - 12.2. Presenters of papers take the papers as read and draw out highlight, lowlights and red flags only, providing more time for challenge, support and questions. Perhaps adopting a 1/3:2/3 approach to the time allotted, with the presentation of the paper taking only 1/3rd.
  - 12.3. Revised SBAR and guidance is in development to aid report writers in compiling concise papers and encouraging appendices and succinct executive summaries.
  - 12.4. A Board visits standard operating procedure is being developed with a completion date of 31 March. This will demonstrate visibility of Committee members.
  - 12.5. Board development on the BAF is planned for 2023/24 in line with the risk transformation programme in the IMTP 2023-26 which will provide the Board with tools to enable more focused challenge on the BAF.
  - 12.6. Consideration of a period of reflection at the end of each meeting to take the shape of a summary of actions and decisions, and an invitation to members to give feedback on the meeting any learning/continuous improvement to take forward.
  - 12.7. The AAA reports will be distributed to all Committee members and attendees after the meeting and the Chair will feedback on escalations raised to the Trust Board in matters arising.
  - 12.8. Further development sessions for this Committee to include:
    - Finance development session has been scheduled to cover the flow of funds to NHS Wales and WAST; overview of finance reports; emerging topics such as Patient Level Info Costing Systems (PLICS), Value Based Healthcare (VBHC), Financial Sustainability Work streams (FSW), Foundation Economy; terminology; finance team and governance; financial Plan; and procurement.
    - MIQPR orientation refresher: interpretation and triangulation.
13. Notwithstanding the need to ensure the cycles of business are completed as soon as possible to be confident of equitable spread of the agenda, the Committee has been effective in discharging its responsibilities and providing



timely escalations and assurances to the Board. In 2023/24 the areas of digital and cyber will feature more regularly. In 2022/23 the Committee:

- 13.1. Received regular reports on performance and handover delays, escalating to the Trust Board the effect on avoidable harm and death to patients and poor experience for staff. In May the Chair of this Committee joined with the Chairs of the People and Culture Committee and the Quality, Patient Experience and Safety Committee to escalate to the Trust Board their concerns regarding the significant impact on staff and patients as a result of system pressures. This led to the paper to Trust Board in July on action to mitigate avoidable harm (and subsequent updates), which includes system partner actions as a result of meetings which took place with NHS Wales, Welsh Government and Commissioners as a result of the escalations;
- 13.2. Each meeting has received a finance report, some of which were by way of detailed presentations given the month closing dates and Committee dates, followed by more detailed reports to the Board in the following week;
- 13.3. The financial sustainability workstreams (now the financial sustainability programme) were discussed and supported;
- 13.4. Performance is reviewed against the Monthly Integrated Quality and Performance Report (MIQPR) at each meeting with a deep dive on Ambulance Care in January 2023; the annual review of metrics for the MIQPR took place in July 2022;
- 13.5. Progress against the Integrated Medium Term Plan (IMTP) for 2022-25 is reviewed at each meeting with escalations discussed; the outturn position against the 2021-24 IMTP was presented; and the IMTP 2023-26 and financial plan 2023/24 were endorsed at the March 2023 meeting;
- 13.6. Discussed at the Project Assessment Review of the Mobile Data Vehicle Solution business case;
- 13.7. Regular discussion has been held throughout the year on progress against the Decarbonisation Action Plan which was approved by the Committee in March 2022;
- 13.8. Value based healthcare – with a particular focus on Patient Level Information and Costing (PLICs) – was discussed with reporting maturing in this area in 2023/24;
- 13.9. A Business Continuity Assessment was reviewed which set out the governance, plans, exercises, and training in place for business continuity at the Trust;
- 13.10. A six month update on the roll-out of the Quality and Performance Management Framework (QPMF) was provided to the Committee in November 2022;
- 13.11. Received an operational update at each meeting;
- 13.12. Received internal audits within the Committee's remit and the audit tracker to monitor progress against recommendations;



- 13.13. Reviewed its effectiveness and agreed changes to its operating arrangements and terms of reference for 2023/24, and approved its cycle of business for 2022/23;
  - 13.14. The corporate risk register/BAF was reviewed at each meeting with the agenda being built around highest rated risks for this Committee; risks 139 (failure to deliver our statutory financial duties in accordance with legislation) and 458 (a confirmed funding commitment from EASC and/or WG is required in relation to funding for recurrent costs of commissioning) were escalated to the Trust Board in September 2022 in light of the challenging financial position anticipated in 2023-24;
  - 13.15. In private session due to commercial sensitivities the Committee has discussed:
    - Integrated Information System (Salus)
    - NHS Wales Microsoft Enterprise Agreement
    - Decommissioning of Digipen
    - 2023/24 fleet replacement business justification case
    - WAST's position in relation to the findings of Audit Wales in their reports on cyber-attacks and cyber resilience;
14. The Committee's single priority for 2022/23 was to focus on assurance to be provided on the additions to the terms of reference i.e. estates and fleet, environmental and sustainability, digital systems and strategy, and emergency preparedness, resilience and response. Progress against this priority was reviewed at each meeting as follows:
- 14.1. Approval of the Lease Car Policy
  - 14.2. Reviewed the 2023/24 fleet replacement business case
  - 14.3. Approved the cycles of business that set out with more particularity the assurances and reporting that will be forthcoming to the Committee and their timing.
  - 14.4. The May, July, September and November meetings received decarbonisation and sustainability updates.
  - 14.5. The July meeting reviewed business continuity assessment, and the emergency preparedness, resilience and response and document tracker;
  - 14.6. The May meeting reviewed the internal audit on digital governance and the
  - 14.7. Internal audit on Cardiff MRD
  - 14.8. Risk 244 'estates accommodation capacity limitations impacting on EMS CCC's ability to provide a safe and effective service'; Risk 245 'failure to have sufficient capacity at an alternative site for EMS CCCs which could cause a breach of statutory business continuity regulations'; and Risk 311 'inability of the estate to cope with the increase in FTEs' are reviewed at each meeting.



- 14.9. Risk 260 'a significant and sustained cyber-attack on WAST, NHS Wales and interdependent networks resulting in the denial of service and loss of critical systems' is reviewed by the Committee.
15. The Board received a highlight report from the Committee following each meeting which provided for alerts, advice, and areas of assurance. This is presented to the next public Board meeting by the Chair of the Committee.
16. The Committee is not serviced by any sub-committees or task and finish groups at present.

#### Proposed Changes to the terms of reference

17. The terms of reference were reviewed to ensure all matters within the remit of the Committee were clear and were articulated with the strategic, oversight and scrutiny role of the Committee in mind. Amendments are minimal given the extensive review that took place in early 2022, however expanded provisions related to cyber security and cyber resilience have been added to its remit.
18. A marked up copy of the terms of reference are attached at Annex 1 for approval by the Board.

#### Priorities Identified for the Committee for 2023/24

19. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. Accordingly, the Committee has agreed the its priorities for 2023/24 will be focused oversight of the implementation of:
- (a) the Digital Strategy; and
  - (b) the Quality and Performance Management Framework
20. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.

#### Next Steps

21. The next steps are as follows:
- (a) Ensure changes to operating arrangements agreed are cycled into work programme for review in 2023/24.
  - (b) Schedule the proposed Board development sessions.

### **RECOMMENDATION**

**The Trust Board is requested to**



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- (a) Receive and note the contents of the Committee annual report for 2022/23 and its analysis of effectiveness;**
- (b) Approve the changes to the terms of reference.**



## FINANCE AND PERFORMANCE COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2023/24

#### 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 and the Trust's Scheme of Delegation, the Board shall nominate annually a committee to be known as the **Finance and Performance 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;
- 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 (the 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; and
- 2.8 business continuity including emergency preparedness, resilience and response, cyber security and cyber resilience.

With regard to its role in providing advice and assurance to the Board, the Committee will specifically:

## Finance

- 3.1 oversee and contribute to the medium and long term financial strategy, in relation to both revenue and capital;
- 3.2 monitor the Trust's in-year and forecast revenue financial position against budget and review and make appropriate recommendations for corrective action to address imbalances;
- 3.3 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 long term financial strategy and financial sustainability programmes, including the efficiency review implementation and required savings targets;
- ~~3.3~~
- ~~3.4~~ ~~monitor achievement and planning of both in-year and recurring cost improvement plans and efficiencies. The Committee shall review the proposals for future efficiency schemes and make recommendations to the Board as appropriate;~~
- ~~3.5~~ ~~3.4~~ ~~ensure delivery of core aims in relation to delivering value and development of value based health care in an out of hospital setting;~~
- 3.6 3.5 monitor progress against the Trust's capital programme, scrutinise, approve or recommend for approval (where appropriate) business cases for capital investment. This will include those then submitted to Welsh Government for approval via Trust Board;
- 3.7 3.6 assurance that a business case post implementation review is in place and is effective; review post implementation reviews on specific business cases and capital investment schemes from time to time;





- 3.83.7 receive, review and ensure mitigation of financial risks of delivery of plans;
- 3.93.8 monitor progress against a range of key developments and capital schemes, either in development through the business case process or in implementation;
- 3.103.9 review performance against the relevant Welsh Government financial requirements;

### **Value Based Healthcare**

- 3.113.10 ensure delivery of core aims in relation to delivering value and development of value based health care in an out of hospital setting;

### **Performance**

- 3.123.11 review performance against targets and standards set by Commissioners and/or Welsh Government for the Trust and, where appropriate, against national ambulance quality indicators;
- 3.133.12 monitor and review progress against the Trust's Integrated Medium Term Plan; and obtain assurance on the efficient management and delivery of corporate projects and those associated within the agreed strategic transformation programme and its associated work streams;
- 3.143.13 review the effectiveness of the Trust's Quality and Performance Management Framework and receive assurance on the value of outcomes produced by the framework;
- 3.153.14 agree and monitor progress against Trust wide key performance indicators and ensure the development of robust intelligent targets;
- 3.163.15 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 as required;
- ~~3.173.16 obtain assurance on the efficient management and delivery of corporate projects and those associated within the agreed strategic transformation programme and its associated work streams;~~

### **Planning**

- ~~3.183.17~~ oversee and contribute to the development of the Trust's ~~Long T~~erm ~~S~~strategy 'Delivering Excellence: Our vision for 2030', and make recommendations to the Board for its approval;
- 3.18 oversee and contribute to the development of the Trust's Integrated Medium Term Plan (IMTP) and ensure alignment of that plan with Delivering Excellence: Our vision for 2030;



~~3.19 and make recommendations to the Board;~~

~~3.203.19~~ monitor the effectiveness of commissioning arrangements with the Local Health Boards via the Emergency Ambulance Services Committee;

~~3.213.20 review service or directorate specific long term plans and ensure they align to 'Delivering Excellence: Our vision for 2030', and are incorporated into the IMTP or, where relevant, local directorate plans. It is noted that other Board Committees will review specific long term plans in detail however this Committee will hold a central overview of all service or directorate specific long term plans. The Committee will not oversee local directorate plans; review the Trust's strategies and plans and make recommendations to the Board as appropriate and ensure that the financial considerations complement the business plans (this includes formally receiving all business cases that require approval by the Welsh Government and making recommendations to the Board regarding their annual submission to Welsh Government); and~~

~~3.223.21~~ review and consider matters relating to demand and capacity including proposals for reviews in this area and recommendations arising from such reviews.

## **Estates and Fleet**

~~3.233.22~~ oversee, contribute to, and monitor the implementation of, the Estate Strategy

~~3.243.23~~ oversee, contribute to, and monitor the implementation of, the Fleet Strategy

~~3.253.24~~ review proposals for acquisition, disposal, and change of use of land/buildings.

## **Environmental and Sustainability**

~~3.263.25~~ oversee, contribute to, and monitor the implementation of the Environmental Strategy

~~3.273.26~~ ensure compliance with environmental regulations and national targets

## **Digital Systems and Strategy**

~~3.283.27~~ oversee, contribute to, and monitor the implementation of, the Digital Strategy

~~3.293.28~~ review projects and monitor implementation and delivery of benefits of major digital and information/reporting projects

## **Business Continuity**

~~Emergency Preparedness Resilience and Response~~



- 3.29 oversight and scrutiny of the Major Incident Plan and Business Continuity Plan and assurance that such plans are effective;
- 3.30 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; and
- 3.31 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.

3.30—

## Policies

- 3.313.32 Oversight of policies within the remit of the Committee

## Corporate Risks and Audit Recommendation Tracker

- 3.323.33 The Audit Committee has overall responsibility for ensuring that corporate risks are identified and are being properly managed within the Trust. The Audit Committee also has responsibility for ensuring 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 allocated to an appropriate Board Committee who will be responsible for ensuring that the Trust is managing and progressing each item as planned. Regular reports will be provided to individual Committees on those items for which they have responsibility and overall Trust-wide progress reports will be presented to each Audit Committee. The Committee will 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.

## Authority

- 3.333.34 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.
- 3.343.35 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.



3.353.36 The Committee is authorised to approve Trust wide policies in accordance with the policy for the Review, Development and Approval of Policies.

## Sub-Committees

3.363.37 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. MEMBERSHIP

### Members

4.1 The membership of the Committee should include at least one member of the Trust's Audit Committee and will comprise:

Chair            Non Executive Director  
Members        Three further Non Executive Directors of the Board.

### Attendees

4.2 The membership will be supported routinely by the following core 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 Workforce and Organisational Development
- Director of Digital
- ~~Deputy Director of Workforce and Organisational Development~~
- Trade Union Partners (x 2)
- Board Secretary
- Chairs of Sub-Committees (if any)

4.3 The Chief Executive will have a permanent standing invite to attend the Committee.

4.4 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.



- 4.5 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 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.

### **Member Appointments**

- 4.6 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.
- 4.7 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.
- 4.8 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.

### **Secretariat and Support to Committee Members**

- 4.9 The 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 Workforce & Organisational Development.

## **5. COMMITTEE MEETINGS**

### **Quorum**

- 5.1 At least two of the four 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.

### **Frequency of Meetings**



- 5.2 Meetings shall be held ~~no less than quarterly~~ 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

- 5.3 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.

## 6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/ GROUPS

- 6.1 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.2 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.
- 6.3 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.
- 6.4 The Committee shall embed the Trust's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

## 7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 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.

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

## 8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

8.1 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)

## 9. REVIEW

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





## PEOPLE AND CULTURE COMMITTEE ANNUAL REPORT 2022/23

### SITUATION

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.

### BACKGROUND

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 10 March 2023 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Chair and Executive Lead. Changes are proposed to the terms of reference and this annual report reflects on the effectiveness of the Committee in 2022/23.

### ASSESSMENT

#### Purpose of the Committee

5. The purpose of the Committee set out in its terms of reference is:
  - 5.1. 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; 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.



5.2. To 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.

5.3. To approve on behalf of the Board, relevant workforce policies, procedures and other written control documents in accordance with the Trust's scheme of delegation.

### Membership and Attendance

6. The Committee met in public four times in 2022/23 and was quorate on each occasion. Four private session meetings were held, primarily to deal with suspensions over four months.

7. The Committee is supported by a Chair and three Non-Executive Directors as members, and a number of core attendees. The chart below illustrates attendance of members and attendees (as listed in the terms of reference) for 2022/23:

COMMITTEE ATTENDANCE				
Name	10 MAY 2022	06 SEPT 2022	29 NOV 2022	14 MAR 2023
Paul Hollard				
Bethan Evans	From 10.50am			
Joga Singh				
Hannah Rowan				
Catherine Goodwin			In attendance	
Angela Lewis				
Chris Turley				Navin Kalia
Lee Brooks				
Estelle Hitchon				
Andy Swinburn				Until 12pm
Wendy Herbert			In attendance	
Liam Williams				J Turnbull Ross
Alex Crawford	Hugh Bennett	Hugh Bennett		
Trish Mills				
Angela Roberts				
Damon Turner				
Paul Seppman		Hugh Parry		Hugh Parry
Craig Brown				
Ian James				Until 12pm

	Attended
	Deputy attended
	Apologies received
	No longer member

8. Attendance is excellent despite the challenges that operational pressures have placed on members throughout the year. The March meeting in particular flexed to enable some reports to be presented on the day and deferred some items to the May meeting given the significant pressures on the Trust as a result of winter and industrial action.

9. Non-Executive Director membership of all Committees will be reviewed in March 2023 by the Trust Board Chair, but it is anticipated that this Committee will retain at least three Non-Executive Directors in its membership, inclusive of the Chair.



## Committee Views on Effectiveness

10. The Committee's effectiveness was assessed through a review of its terms of reference, responses to a questionnaire, discussion with the Chair and Executive Lead, and at the 10 March Committee meeting.
11. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Eighteen questionnaires were sent out with 7 responses being returned (a 39% return rate).
12. Respondents were asked 27 questions and were encouraged to provide free text answers to explain their choices. The responses were reviewed by the Committee on 10 March and it was agreed to make the following adjustments to their operating arrangements as a result:
  - 12.1. On remit, agenda and meetings being too long, the TORs have been reviewed and it was felt they were appropriate subject to the changes set out in the report. However, the following changes are proposed to address the concerns:
    - Continue with work to address potentially duplicative reporting in the monthly MIQPR and quarterly workforce reports.
    - Presenters of papers take the papers as read and draw out highlight, lowlights and red flags only, providing more time for challenge, support and questions. Perhaps adopting a 1/3:2/3 approach to the time allotted, with the presentation of the paper taking only 1/3<sup>rd</sup>.
    - Revised SBAR and guidance is in development to aid report writers in compiling concise papers and encouraging appendices and succinct executive summaries.
    - The cycle of business will be adjusted to ensure the annual work programme is both clear and monitored to demonstrate equality of focus and assurance.
    - Closer attention to allocated time both at agenda setting but also in the time leading up to the meeting and check-in points during the meeting.
  - 12.2. A Board visits standard operating procedure is being developed with a completion date of 31 March. This will demonstrate visibility of Committee members.
  - 12.3. The TOR provides that the Committee must ensure the Trust is discharging its statutory responsibilities, including but not limited to health and safety; equality, diversity and inclusion; relevant Health and Care Standards requirements; and that professional standards of registration and revalidation are maintained. The cycle of business approved by the Committee in 2022 included a report from the Executive Director of Quality and Nursing and the Director of Paramedicine to come to the Committee in Q2 each year.



- 12.4. Whilst the Committee discusses the BAF at each meeting and the agenda is built around the highest rated risks, more work is planned for Board Development on the constituent parts of the BAF to enable members to scrutinise controls, assurances, gaps and action plans.
  - 12.5. The Corporate Governance team will ensure there is tighter controls in place for action log updates, and an item will be added to the agenda for the Chair to summarise actions and an opportunity to confirm expectations around those actions.
  - 12.6. Consideration for a period of reflection at the end of each meeting to take the shape of a summary of actions and decisions, and an invitation to members to give feedback on the meeting any learning/continuous improvement to take forward.
  - 12.7. The AAA reports will be distributed to all Committee members and attendees after the meeting and the Chair will feedback on escalations raised to the Trust Board in matters arising.
13. Notwithstanding the need to ensure the cycles of business are adjusted as soon as possible to be confident of equitable spread of the agenda, the Committee has been effective in discharging its responsibilities, particularly with respect to the very challenging staff experience and providing timely escalations and assurances to the Board. In 2023/24 the areas of equality, diversity and inclusion will feature more regularly. In 2022/23 the Committee:
- (a) Received regular reports on the challenging staff experience, escalating this to the Trust Board. In May 2022 the Chair of this Committee joined with the Chairs of the Quality, Patient Experience and Safety Committee and the Finance and Performance Committee to escalate to the Trust Board their concerns regarding the significant impact on staff and patients as a result of system pressures. This led to the paper to Trust Board in July on action to mitigate avoidable harm (and subsequent updates), which includes system partner actions as a result of meetings which took place with NHS Wales, Welsh Government and Commissioners as a result of the escalations;
  - (b) Sickness absence was the subject of significant discussion at each meeting. In addition to the regular review of risk 160, deep dives on the Improving Attendance Programme were taken to provide a level of assurance to the Committee on the agreed trajectory for sickness absence;
  - (c) The Welsh language annual report was received by the Committee and increasing costs of translation were also discussed.
  - (d) Heard from staff on their lived experience of the service at each meeting, together with learning and improvements made as a result of the issues raised;
  - (e) The September meeting reviewed the uptake of staff receiving flu vaccination and the details of the campaign to influence an increase in this. These rates are also reviewed via the MIQPR.



- (f) Regular updates on partnership working with Trade Union colleagues was provided to the Committee including the Trade Union Annual Report, review of the risk related to maintaining this relationship, and by way of updates on the re-establishment of the Welsh Ambulance Service Partnership Team (WASPT) and approval of their revised terms of reference in November.
- (g) The Committee reviewed the excellent and proactive wellbeing offer in place and the increased profile of the occupational health team and peer support networks.
- (h) The key areas of focus for the IMTP 2023-26, and direction of travel for the People and Culture Plan 2023-26 were discussed. Both are based around the concept of the '3Cs': Building our Culture, Capacity and Capability within the context of ABC i.e., creating Autonomy, Belonging and Contribution, which are the three psychological needs to improve the employee experience, increase engagement and enhance wellbeing.
- (i) The Committee had an opportunity to discuss the Engagement Framework Delivery Plan, the focus of which is the long term strategy and inverting the triangles.
- (j) Oversight of the disciplinary cases and progress to reduce these was discussed as well as learning which was applied from these cases.
- (k) Oversight of health and safety was transferred to the Committee from the Quality, Patient Experience and Safety Committee from 1 April 2022, and the Committee received an overview of the transformational efforts underway with the Working Safety Programme, and key matters for consideration, scrutiny and support which will inform its work programme for 2022/23. The Health and Safety Annual Report was also received.
- (l) The Committee's cycle of business was approved.
- (m) Received quarterly updates from the Director of Workforce and Organisational Development and Executive Director of Operations at each meeting which helped to set the context of assurance reports for members;
- (n) The WAST actions to address the Wales Anti-Racist Action Plan were discussed and will form part of the people and culture deliverables for 2023/24 and beyond. The Annual Equality Report was presented to the November meeting.
- (o) Received the monthly integrated performance report and quarterly workforce report at each meeting and reviewed the people quadrant of the scorecard in detail, escalating areas of poor performance to the Trust Board, particularly



around PADRs which improved in year, retention, recruitment timeline, and statutory and mandatory training;

- (p) Regular updates are provided from the Speaking Up Safely Task and Finish Group on the development of the new framework;
- (q) The results of the sexism and sexual safety at work survey were reviewed at the March meeting;
- (r) The Pay Progression Policy was approved;
- (s) Received internal audits within the Committee's remit and the audit tracker to monitor progress against recommendations;
- (t) Reviewed its effectiveness and agreed changes to its operating arrangements and terms of reference for 2023/24;
- (u) The corporate risk register/BAF was reviewed at each meeting with the agenda being built around the two highest rated risks for this Committee – those being risks 190 and 201. Risk 199 related to health and safety was transferred to the Committee in August.

14. The Committee's priority for 2022/23 are as set out below with the outturn position. These were reviewed at each meeting.

- (a) Priority 1: Monitor and support the actions to reduce absences due to sickness, gaining an understanding of the reasons for long standing high sickness rates to inform future learning.
  - The May, September, November 2022 and March 2023 meetings received and scrutinised the absence management action plan.
  - Risk 160 'high absence rates impacting on patient safety, staff wellbeing and the Trust's ability to provide a safe and effective service' is reviewed at each meeting. The September and November meetings included further detail on the new form BAF.
  - The September and November 2022 meetings reviewed the wellbeing offer.
- (b) Priority 2: Focus on the health and safety remit which is newly acquired by the Committee.
  - The May 2022 meeting included a detailed paper on the health and safety assurance reporting that will be received by the Committee.
  - Health and safety assurance reporting included in the cycles of business.
  - The Board received IOSH training in July 2022.
  - The Health and Safety Annual Report was received at the September 2022 meeting.
  - Health and Safety updates were received at the September and November meetings.
  - Risk 199 'failure to embed an interdependent and mature health and safety culture which could cause harm and a breach in compliance with Health &





Safety statutory legislation' has been reviewed by the Committee and reduced in risk score from 20 to 15.

(c) Priority 3: Supporting the implementation and championing the strategic equality objectives, including Welsh language, to promote an inclusive organisation.

- The Welsh Language Advisory Group report was received in May 2022 indicating standards compliance.
- The Welsh Language Annual Report was reviewed in September 2022.
- The Equality, Diversity and Inclusion Steering Group are developing a proposal for assurance reporting to the Committee for inclusion in the cycles of business.
- EDI and Welsh Language metrics being developed for the MIQPR.
- The November 2022 meeting reviewed the draft People Plan and actions for the Anti-Racist Wales Action Plan.
- The March 2023 meeting received the Annual Equality Report.

15. The Board received a highlight report from the Committee following each meeting which provided for alerts, advice, and areas of assurance. This was also presented to the next public Board meeting by the Chair of the Committee.

16. The Committee is not serviced by any sub-committees or task and finish groups at present.

#### Proposed Changes to the terms of reference

17. The terms of reference were reviewed to ensure all matters within the remit of the Committee were clear and were articulated with the strategic, oversight and scrutiny role of the Committee in mind. An extensive review of the terms of reference took place in early 2022, however amendments seek to place more emphasis on cultural change and there will be a focus on finalising the cycle of business and the reports coming to the Committee which demonstrate this. A marked up copy of the proposed amendments is at Annex 3.

18. A marked up copy of the terms of reference are attached at Annex A for approval by the Board.





### Priorities Identified for the Committee for 2023/24

19. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. Accordingly, the Committee has agreed the following priorities for 2023/24:
- (a) Carry over the Committee priority to support the implementation and championing of the strategic equality objectives, including Welsh language, to promote an inclusive organisation.
  - (b) Development and implementation of the speaking up safely framework; and
  - (c) Development and progress of the People and Culture Plan.
20. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.

### Next Steps

21. The next steps are as follows:
- (a) Adjust the Committee cycle of business to illustrate compliance requirements and assurance mapping.
  - (b) Ensure changes to operating arrangements agreed are cycled into work programme for review in 2023/24.

## **RECOMMENDATION**

**The Trust Board is requested to**

- (a) Receive and note the contents of the Committee annual report for 2022/23 and its analysis of effectiveness;**
- (b) Approve the changes to the terms of reference.**



## PEOPLE AND CULTURE COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2023/24

#### 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 and the Trust's Scheme of Delegation, 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 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;
- 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

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; 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.
- 2.4 The Committee will approve on behalf of the Board, relevant workforce policies, procedures and other written control documents in accordance with the Trust's scheme of delegation.

### 3. DELEGATED POWERS AND AUTHORITY

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

- 3.1 Oversee and contribute to the development of the Trust's people and culture strategy plan aligned to the 2030 Delivering Excellence Long Term Plan and associated strategies and plans, and monitor their implementation.
- 3.2 Noting that the Finance and Performance Committee oversees delivery of the Integrated Medium Term Plan (IMTP), this Committee will conduct any required deep dives into aspects of the people and culture elements of the IMTP and monitor delivery of other Monitor delivery of the Trust's strategic workforce people and culture priorities set out in the Integrated Medium Term Plan which may not be included in the IMTP.
- 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.
- ~~3.3.3.4~~ Monitor progress and seek assurance of arrangements in place to embed the Trust's behaviours, ensuring a continued journey of positive culture change.
- ~~3.4.3.5~~ Champion Ensure there is a robust plan in place for the health and wellbeing of ~~the workforce our~~ people and monitor the effectiveness of arrangements in place to support and protect the mental, physical and financial wellbeing of staff.
- ~~3.5.3.6~~ Consider the experience of our staff people, including and volunteers, and seek assurance of the effectiveness of mechanisms used for measuring, and for hearing and acting upon their experiencess.
- ~~3.6.3.7~~ Ensure arrangements are in place to allow staff to raise concerns in confidence, and that those processes allow any such concerns to be investigated proportionately and independently and that the learning from such concerns is considered and applied.
- ~~3.7.3.8~~ Oversee and contribute to the development of the Trust's equality, diversity and inclusion ~~strategic~~ plan and monitor its implementation; champion and support the plan and the work of the equality, diversity and inclusion networks.



3.9 ~~Oversee the development and implementation of the Trust's **workforce plans**, and recruitment and retention **strategies plans**.~~

3.83.10 ~~Ensure Trust management and Staff Side/Trade Union representatives 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.~~

3.93.11 ~~Ensure the Trust has in place appropriate policies and procedures for its **workforce people**; approve **workforce people and culture** policies and monitor compliance.~~

3.103.12 ~~Monitor the effectiveness of the Trust's leadership and management development and succession planning arrangements.~~

3.113.13 ~~Monitor performance against key **workforce people and culture** indicators such as 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.~~

3.12 ~~Receive and consider projects of major strategic organisational change where there is a significant impact on the workforce.~~

3.133.14 ~~Monitor progress and seek assurance that 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.~~

3.143.15 ~~Ensure the Trust is discharging its statutory responsibilities, including but not limited to health and safety; equality, diversity and inclusion; relevant Health and Care Standards requirements; and that professional standards of registration and revalidation are maintained.~~

3.153.16 ~~All matters relating to partnerships and engagement relevant to **the remit of the Committee our people and cultural change**, including but not limited to **trade unions, external organisations and staff communications**.~~

3.163.17 ~~any other matter in relation to the Committee's overall purpose and responsibilities~~

## Corporate Risks and Audit Recommendation Tracker

3.173.18 ~~The Audit Committee has overall responsibility for ensuring that corporate risks are identified and are being properly managed within the Trust. The Audit Committee also has responsibility for ensuring 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 allocated to an appropriate Board Committee who will be responsible for~~



ensuring that the Trust is managing and progressing each item as planned. Regular reports will be provided to individual Committees on those items for which they have responsibility and overall Trust-wide progress reports will be presented to each Audit Committee. The Committee will consider the control and mitigation of high level workforce related risks and provide assurance to the Board that such risks are being effectively controlled and managed.

## Authority

3.183.19 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.

3.193.20 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.

3.203.21 The Committee is authorised to approve Trust wide policies in accordance with the policy for the Review, Development and Approval of Policies.

## Sub-Committees

3.22 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.

3.213.23 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.

## 4. MEMBERSHIP

### Members

4.1 The membership of the Committee will comprise:

Chair                      Non Executive Director



Members      Three further Non Executive Directors of the Board.

## Attendees

4.2 The membership will be supported routinely by the following core attendees:

- ~~Executive~~ Director of Workforce and Organisation Development (Committee Lead)
- Executive Director of Finance and Corporate Resources
- Executive Director of Operations (or Deputy/Assistant Director)
- Director of Partnerships and Engagement
- Director of Paramedicine
- Assistant Director of Quality and Nursing
- ~~Executive Director of Finance and Corporate Resources~~
- ~~Director of Operations (or Deputy/Assistant Director)~~
- Assistant Director of Planning and Transformation
- Trade Union Partners (x4)
- Chairs of Sub-Committees (or their nominee)
- Board Secretary

4.3 The Chief Executive will have a permanent standing invite to attend the Committee. Where the Director of Operations nominates a Deputy/Assistant Director to attend meetings, that individual will be approved by the Chair and must be a regular and consistent attendee.

4.4 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.

4.5 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 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.

## Member Appointments

4.6 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.

4.7 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.





- 4.8 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.

## **Secretariat and Support to Committee Members**

- 4.9.1 The 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 Workforce & Organisational Development.

## **5. COMMITTEE MEETINGS**

### **Quorum**

- 5.1 At least two of the four 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.

### **Frequency of Meetings**

- 5.2 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 than seven days prior to each meeting.

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

- 5.3 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 particular matters.

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

- 6.1 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.2 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.

- 6.3 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.
- 6.4 The Committee shall embed the Trust's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

## 7. REPORTING AND ASSURANCE ARRANGEMENTS

7.1 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.

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

## 8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 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)

## 9. REVIEW



GIG  
CYMRU  
NHS  
WALES

Ymddiriedolaeth GIG  
Gwasanaethau Ambwlans Cymru  
Welsh Ambulance Services  
NHS Trust

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



GIG  
CYMRU  
NHS  
WALES  
Ymddiriedolaeth GIG  
Gwasanaethau Ambiwylans Cymru  
Welsh Ambulance Services  
NHS Trust

## **QUALITY, PATIENT EXPERIENCE AND SAFETY COMMITTEE ANNUAL REPORT 2022/23**

### **SITUATION**

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.

### **BACKGROUND**

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 9 February 2023 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Chair, Executive Lead and Director of Paramedicine. Changes are proposed to the terms of reference and this annual report reflects on the effectiveness of the Committee in 2022/23.

### **ASSESSMENT**

#### Purpose of the Committee

5. The purpose of the Committee set out in its terms of reference is:
  - 5.1. Scrutinise improvements in outcomes in quality, patient experience, effectiveness and safety and overseeing the development and delivery of strategies to achieve this.
  - 5.2. A focus on the systems and process developed to ensure 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.
  - 5.3. Oversight of and assurance on statutory and regulatory compliance.
  - 5.4. Oversight of the quality and integrity, safety and security, and appropriate access and use of information (including patient and personal information) to support the provision of high quality healthcare.



## Membership and Attendance

6. The Committee met in public four times in 2022/23 and was quorate on each occasion. No private session meetings were held.
7. The Committee is supported by a Chair and three Non-Executive Directors as members, and a number of core attendees. The chart below illustrates attendance of members and attendees (as listed in the terms of reference) for 2022/23:

COMMITTEE ATTENDANCE				
Name	12 May 2022	11 August 2022	10 November 2022	9 February 2023
Bethan Evans				
Kevin Davies				
Paul Holland				
Ceri Jackson				
Hannah Rowan				
Wendy Herbert		In attendance	In attendance	
Liam Williams		First meeting		
Andy Swinburn				
Lee Brooks				
Andy Haywood				
Leanne Smith		First meeting		
Rachel Marsh	Hugh Bennett			
Trish Mills				
Angela Roberts				
Mark Marsden			First meeting	
Hugh Parry				
Craig Brown				
Ian James		First meeting		

	Attended
	Deputy attended
	Apologies received
	No longer member

8. Attendance is excellent despite the challenges that operational pressures have placed on members throughout the year. The February meeting in particular flexed to enable some reports to be presented on the day and deferred some items to the May meeting given the significant pressures on the Trust as a result of Winter and industrial action.
9. Non-Executive Director membership of all Committees will be reviewed in April 2023 by the Trust Board Chair, but it is anticipated that this Committee will retain at least three Non-Executive Directors in its membership, inclusive of the Chair.

## Committee Views on Effectiveness

10. The Committee's effectiveness was assessed through a review of its terms of reference, responses to a questionnaire, discussion with the Chair, Executive Lead and Director of Paramedicine, and at the 9 February Committee meeting.



11. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Sixteen questionnaires were sent out with 7 responses being returned (a 44% return rate).
12. Respondents were asked 27 questions and were encouraged to provide free text answers to explain their choices. The responses were reviewed by the Committee on 9 February and it was agreed to make the following adjustments to their operating arrangements as a result:
  - 12.1. On remit, agenda and meetings being too long and unmanageable, and on inequality of focus, the terms of reference were reviewed and it was felt they were appropriate currently but would be reviewed in Q2 2023/24 following the introduction of the new Act. The following changes are proposed to address the concerns now however:
    - Continue with work to address potentially duplicative reporting in the monthly MIQPR and quarterly patient safety and quality assurance reports;
    - Presenters of papers take the papers as read and draw out highlights, lowlights and red flags only, providing more time for challenge, support and questions. Perhaps adopting a 1/3:2/3 approach to the time allotted, with the presentation of the paper taking only 1/3<sup>rd</sup>;
    - Revised SBAR and guidance is in development to aid report writers in compiling concise papers and encouraging appendices and succinct executive summaries;
    - The cycle of business will be finalised to ensure the annual work programme is both clear and monitored to demonstrate equality of focus; and
    - A quarterly 'spotlight on' clinical indicators via the CQGG to provide more focus on clinical care.
  - 12.2. A Board visits standard operating procedure is being developed with a completion date of 31 March. This will support more engagement by and demonstrate visibility of Committee members.
  - 12.3. Consideration of a period of reflection at the end of each meeting to take the shape of a summary of actions and decisions, and an invitation to members to give feedback on the meeting any learning/continuous improvement to take forward.
  - 12.4. The AAA reports will be distributed to all Committee members and attendees after the meeting and the Chair will feedback on escalations raised to the Trust Board in matters arising.
13. Notwithstanding the need to ensure the cycles of business are completed as soon as possible to be confident of equitable spread of the agenda, the Committee has been effective in discharging its responsibilities, particularly with respect to patient safety and patient experience and providing timely escalations and assurances to the Board. In 2023/24 the areas of information governance,



mental health and clinical care will feature more regularly. In 2022/23 the Committee:

- (a) Received regular reports on patient safety, escalating to the Trust Board the volume of serious incidents and nationally reportable incidents causing avoidable harm and death to patients. In May the Chair of this Committee joined with the Chairs of the People and Culture Committee and the Finance and Performance Committee to escalate to the Trust Board their concerns regarding the significant impact on staff and patients as a result of system pressures. This led to the paper to Trust Board in July on action to mitigate avoidable harm (and subsequent updates), which includes system partner actions as a result of meetings which took place with NHS Wales, Welsh Government and Commissioners as a result of the escalations;
- (b) Reviewed cases referred to Health Boards under Appendix B, received a presentation from the National Delivery Unit on their analysis of Appendix B reports at their May meeting, and was updated on the revised joint investigations process at their November meeting;
- (c) Received the HIW Annual Review 2021/22 at its November meeting which subsequently went to Trust Board;
- (d) Reviewed remedial plans in place and escalated to the Trust Board timeliness of response for Putting Things Right Regulations;
- (e) Received reports on Regulation 28 Prevention of Future Deaths reports and actions in place to address concerns raised and learning;
- (f) Received a dementia update in November which linked into a previous patient story heard by the Committee;
- (g) Heard from a patient or a relative of a patient on their lived experience of the service at each meeting, together with learning and improvements made as a result of the issues raised;
- (h) Was updated on the quality strategy implementation plan at each meeting, with the Committee expressing concern at the pace this was able to progress due to resourcing issues. The Committee will include the implementation of the strategy as a priority for 2023/24;
- (i) Received the monthly integrated performance report and quarterly quality report at each meeting and reviewed the quality quadrant of the scorecard in detail, escalating areas of poor performance to the Trust Board;
- (j) Discussed the learning from incidents report and the ways in which it would be communicated more widely to staff;
- (k) Approved the Clinical Audit and Outcome Review Plan 2022/23 in August with assurance on this provided to the Audit Committee;
- (l) Reviewed the IPC Annual Report 2021/22;
- (m) Received internal audits within the Committee's remit and the audit tracker to monitor progress against recommendations;



- (n) Reviewed the Patient Experience and Community Involvement (PECI) report at each meeting with the Committee being assured that the Trust was engaging with patients and the community through the Continuous Engagement Model;
  - (o) Discussed the deep dive on increased Red demand in May;
  - (p) Focused on the preparedness for implementation of the Health and Social Care (Quality and Engagement) (Wales) Act 2020 at its February meeting, including our compliance with the Health and Care Standards;
  - (q) Reviewed its effectiveness and agreed changes to its operating arrangements and terms of reference for 2023/24;
  - (r) Reviewed the work of the safeguarding team via the Annual Safeguarding Report in February; and
  - (s) The corporate risk register/BAF was reviewed at each meeting with the agenda being built around the two highly rated risks for this Committee – those being risks 223 and 224. Risk 199 related to health and safety was transferred to the People and Culture Committee in August as they have oversight of this area from 1 April 2022.
14. The Committee's priority for 2022/23 was to further embed oversight of patient safety, openness and transparency, the Committee will monitor the Trust's readiness for the introduction of the Duty of Quality and Duty of Candour when the Health and Social Care (Quality and Engagement) (Wales) Act ('Act') comes in to force in the Spring of 2023. Progress against this priority was reviewed at each meeting as follows:
- (a) The Committee heard a patient story at each meeting, demonstrating its commitment to the duty of candour and ensuring that learning is embedded as a result of the experiences of our patients;
  - (b) The quarterly Quality Highlight Report provides updates on preparations to implement the Act;
  - (c) At its May meeting further detail was sought on the practical steps being taken to integrate quality into other roles as part of the Quality Strategy. The Committee stressed the importance of this given the requirement to report against the Duty of Quality and Duty of Candour when the Act is implemented in April 2023; and
  - (d) In October 2022 a Board development session was provided by the Quality Governance Team and Welsh Government on the requirements to implement the Duty of Quality and the Duty of Candour.
  - (e) The February 2023 meeting of the Committee focused on the Trust's preparedness for the introduction of the duty of quality and the duty of candour in April 2023.
15. The Board received a highlight report from the Committee following each meeting which provided for alerts, advice, and areas of assurance. This is presented to the next public Board meeting by the Chair of the Committee.





16. The Committee is not serviced by any sub-committees or task and finish groups at present.

#### Proposed Changes to the terms of reference

17. The terms of reference were reviewed to ensure all matters within the remit of the Committee were clear and were articulated with the strategic, oversight and scrutiny role of the Committee in mind. Amendments are minimal given the extensive review that took place in early 2022, however the research governance framework has been transferred from this Committee to the Academic Partnerships Committee with effect from 1 April 2023. A further review will take place in Q2 to align the Duty of Quality and Duty of Candour requirements.
18. A marked up copy of the terms of reference are attached at Annex 1 for approval by the Board.

#### Priorities Identified for the Committee for 2023/24

19. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. Accordingly, the Committee has agreed the following priorities for 2023/24:
- (a) Carry over the Committee priority on 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 ('Act') coming in to force in the Spring of 2023; and
  - (b) Implementation plan for the quality strategy.
20. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.

#### Next Steps

21. The next steps are as follows:
- (a) Finalise the Committee cycle of business to illustrate compliance requirements and assurance mapping.
  - (b) Ensure changes to operating arrangements agreed are cycled into work programme for review in 2023/24.

### **RECOMMENDATION**

**The Trust Board is requested to**

- (a) Receive and note the contents of the Committee annual report for 2022/23 and its analysis of effectiveness;**
- (b) Approve the changes to the terms of reference.**



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## QUALITY, PATIENT EXPERIENCE AND SAFETY COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2023/24

#### 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 and the Trust's Scheme of Delegation, 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 Standards 2015 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 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;
- 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

2.1. The Committee is responsible for scrutinising improvements in -outcomes in quality, patient experience, effectiveness and safety to reduce incidences of avoidable harm, ~~and will oversee the development and delivery of strategies~~

~~to achieve this.~~

- 2.2. During the 2023~~2~~/23~~24~~ financial year the Committee will continue to oversee the systems and process ~~being~~ developed to ensure 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 ~~when it is implemented in 2023~~, and ~~thereafter~~ ensure compliance with the Act to improve the quality of healthcare provided by the Trust.
- 2.3. The Committee will provide oversight of, and seek assurance on, statutory and regulatory compliance.
- 2.4. Oversee the quality and integrity, safety and security, and appropriate access and use of information (including patient and personal information) to support the provision of high quality healthcare.

The Committee will:

- 3.1. Ensure the organisation has the right systems and processes in place to deliver services consistent with the six domains of quality (patient centred; safe; equitable; timely; effective; and efficient).
- 3.2. Advise the Board on a set of key indicators for quality, patient experience and clinical safety, and monitor performance against those indicators.
- 3.3. Ensure 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.

## Strategy

- 3.2.3.4. 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.
- 3.3.3.5. Monitor the implementation of strategies and plans within the remit of the Committee.
- 3.4.3.6. Ensure there is clear, consistent strategic direction, strong leadership, transparent lines of accountability.

## Safe Care

- 3.5.3.7. Ensure the Health and Care Standards, and Commissioning Quality Core Requirements are embedded Trust wide with actions taken in relation to any identified non-compliance.
- 3.6.3.8. Ensure there is a process in place for quality impact assessments, and 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

~~3.7.~~3.9. Consider the implications for the Trust's quality and safety arrangements from review/investigation reports, external guidance and national reports and actions arising from the work of external regulators.

~~3.8.~~3.10. Monitor Trust compliance with the Mental Health Act 1983, Code of Practice, and the Mental Capacity Act 2005.

~~3.9.~~3.11. Review the annual infection prevention and control plan and monitor its implementation

~~3.10.~~3.12. Ensure the Trust is meeting its obligations with respect to safeguarding of children and vulnerable adults

~~3.11.~~3.13. 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.

~~3.12. Ensure the Trust has systems and processes in place to support the delivery of an open and honest reporting and continuous learning culture in line with the Duty of Candour.~~

~~3.13.~~3.14. Oversee improvements and changes applied as a result of reviews of mortality, clinical incidents, complaints, litigation, external regulator reports etc., and their impact on minimising patient harm and maximising patient experience.

## Effective Care

~~3.14.~~3.15. Ensure the care planned and provided across the breadth of the organisation's functions is clinically effective and quality driven and where this falls beneath expected standards, the impact is reviewed to support continuous improvement.

~~3.15.~~3.16. Approve the annual 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 Committee in this respect;

~~3.16.~~3.17. 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

## Citizen Voice and Patient Experience

~~3.17.~~3.18. Approve the patient experience/engagement plan and monitor its implementation.

~~3.18.~~3.19. Ensure the organisation has a citizen centred approach, putting patients, patient safety, quality of care and safeguarding above all other considerations.

~~3.19.~~3.20. Ensure 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.

~~3.20.~~ ~~3.21.~~ Seek assurance 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

~~3.21.~~ ~~3.22.~~ Ensure there is good collaborative team and partnership working to provide the best possible outcomes for its citizens

~~3.22.~~ ~~3.23.~~ Ensure any matters raised by the Medical Director, Director of Quality & Nursing, Director of Paramedicine, or other Directors in relation to patient safety and clinical risk are considered and addressed promptly and fully

### **Information Governance and Information Security**

~~3.23.~~ ~~3.24.~~ 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.

~~3.24.~~ ~~3.25.~~ 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.

~~3.25.~~ ~~3.26.~~ Receive assurance on, and review effectiveness of the Trust's information security protocols.

~~3.26.~~ ~~3.27.~~ 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.

### **Governance**

~~3.27.~~ ~~3.28.~~ 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. Approve the research governance framework and oversee its implementation in accordance with the Welsh Government Research Governance Framework for Health and Social Care.~~

3.29. Recommendations made by internal audit and external reviewers are considered and acted upon on a timely basis;

3.30. Review and recommend to the Board the Trust's annual quality statement (as relevant) and quality improvement priorities for the coming year, monitoring progress against these priorities and their impact on patient safety.

- 3.31. Review policies in its remit and endorse policies for Board approval that relate to complaints and incidents in line with Putting Things Right.

### **Corporate Risks and Audit Recommendation Tracker**

- 3.32. The Audit Committee has overall responsibility for ensuring that corporate risks are identified and are being properly managed within the Trust. The Audit Committee also has responsibility for ensuring 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 allocated to an appropriate Board Committee who will be responsible for ensuring that the Trust is managing and progressing each item as planned. Regular reports will be provided to individual Committees on those items for which they have responsibility and overall Trust-wide progress reports will be presented to each Audit Committee. The Committee will consider the control and mitigation of high level workforce related risks and provide assurance to the Board that such risks are being effectively controlled and managed.

### **Authority**

- 3.33. 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.
- 3.34. 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.
- 3.35. The Committee is authorised to approve Trust wide policies in accordance with the policy for the Review, Development and Approval of Policies.

### **Sub-Committees**

- 3.36. 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.

## **3. MEMBERSHIP**

### **Members**

- 3.1. The membership of the Committee should include at least one member of the Trust's Audit Committee and will comprise:

Chair                Non Executive Director

Members        Three further Non Executive Directors of the Board.

### **Attendees**

- 3.2. The core membership will be supported routinely by the attendance of the following:

- Executive Director of Quality and Nursing (Committee Lead)
- Director of Paramedicine
- Executive Director of Operations
- Executive Director of Strategy, Planning and Performance
- Director of Digital Services (SIRO)
- Trade Union Partners (x 3)
- Chairs of Sub-committees (where established)
- Board Secretary

- 3.3. 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.

- 3.4. 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 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.

### **Member Appointments**

- 3.5. 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.
- 3.6. 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.
- 3.7. 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.

### **Secretariat and Support to Committee Members**

3.8. The 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 Workforce & Organisational Development.

### **Quorum**

3.9. At least two members must be present to ensure the quorum of the Committee. In the absence of the Committee Chair, one of those in attendance must be designated as Chair of the meeting.

### **Frequency of Meetings**

3.10. 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**

3.11. 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.

## **4. RELATIONSHIPS & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/ GROUPS**

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

4.2. 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.

- 4.3. 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.
- 4.4. The Committee shall embed the Trust's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

## **5. REPORTING AND ASSURANCE ARRANGEMENTS**

- 5.1. 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.
- 5.2. The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established. In so doing, account will be taken of the requirements set out in the NHS Wales Quality & Safety Committee Handbook and national guidance.

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

- 6.1. 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)

## 7. REVIEW

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



## **REMUNERATION COMMITTEE ANNUAL REPORT 2022/23**

### **SITUATION**

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.

### **BACKGROUND**

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 7 March 2023 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Chair and Chief Executive. Changes are proposed to the terms of reference and this annual report reflects on the effectiveness of the Committee in 2022/23.

### **ASSESSMENT**

#### Purpose of the Committee

5. The purpose of the Committee set out in its terms of reference is to:
  - 5.1. 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 within the framework set by the Welsh Government and in accordance with the Standing Orders;
  - 5.2. 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; and
  - 5.3. 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.



## Membership and Attendance

6. The Committee met in private session seven times during 2022/23 and was quorate on each occasion. The Committee's membership includes all Non-Executive Directors and, whilst there are set meetings in the calendar, the Remuneration Committee is often called in reaction to issues that arise from time to time. Due to both these factors the membership at meetings has not been consistent as can be seen below, but it has been quorate on each occasion.

COMMITTEE ATTENDANCE							
Name	10 May 2022	14 June 2022	3 Aug 2022	14 Dec 2022	23 Dec 2022	7 Mar 2023	13 Mar 2023
Martin Woodford							
Colin Dennis							
Prof. Kevin Davies							
Bethan Evans							
Paul Hollard							
Ceri Jackson							
Hannah Rowan							
Joga Singh							
Martin Turner							
Craig Brown							
Hugh Parry							
Damon Turner							
Jason Killens		*see note					
Trish Mills			Julie Boalch				
Catherine Goodwin		Liz Rogers					
Angie Lewis							

\*Recused from discussions on relevant agenda items

	Attended
	Sent Deputy
	Apologies
	No longer a member.

7. It is best practice to include all Non-Executive Directors in the membership of the Remuneration Committee due to the issues it considers, therefore it is recommended to retain this, notwithstanding the inconsistency of attendance. A cycle of business will go some way to provide some predictability for members.

## Committee Views on Effectiveness

8. The Committee's effectiveness was assessed through a review of its terms of reference, responses to a questionnaire, discussion with the Chair and Executive Lead, and at the 7 March Committee meeting.
9. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Fourteen questionnaires were sent out with only 3 responses being returned (a 21% return rate).
10. Respondents were asked 27 questions and were encouraged to provide free text answers to explain their choices. The responses were reviewed by the Committee on 7 March and agreed to make the following adjustments to their operating arrangements as a result:



- 10.1. Consideration for a period of reflection at the end of each meeting to take the shape of a summary of actions and decisions, and an invitation to members to give feedback on the meeting any learning/continuous improvement to take forward.
- 10.2. The AAA reports will be distributed to all Committee members and attendees after the meeting and the Chair will feedback on escalations raised to the Trust Board in matters arising.
- 10.3. A Board visits standard operating procedure is being developed with a completion date of 31 March. This will demonstrate visibility of Committee members.
- 10.4. Offer of focused induction to this committee for Trade Union members.
- 10.5. Develop cycle of business for the Committee to form part of the meeting packs.
11. Notwithstanding the ad hoc nature of the Committee, it has met in 2022/23 to address the following and provided assurance to the Board thereafter:
  - 11.1. Approved the remuneration for the Executive Director of Quality and Nursing in May 2022;
  - 11.2. Endorsed, subject to Welsh Government approval, exit settlement and Voluntary Early Release Settlement applications;
  - 11.3. Undertook a benchmark review of Director salaries carried out by the Association of Ambulance Chief Executives;
  - 11.4. Discussed the Chief Executive's outturn position for 2021/22;
  - 11.5. Reviewed the objectives of the Chief Executive for 2022/23;
  - 11.6. Approved targeted enhanced overtime payment rates in December 2022; and
  - 11.7. Reported to the Trust Board on a AAA highlight report following each meeting.
12. Notwithstanding the business the Committee was able to address in 2022/23, there were occasions when Minutes were not approved in a timely way and action logs were not updated. The Corporate Governance Team have introduced additional procedures to ensure that does not recur.
13. The Committee did not set priorities for the year and neither is it recommended to do so for 2023/24 because of its reactive nature and relatively narrow programme of work.
14. The Committee is not serviced by any sub-committees.



### Proposed Changes to the terms of reference

15. Amendments are minimal however some additions have been made for clarity, particularly regarding the approval of the annual Remuneration Report that accompanies the Accountability Report; and addition of overtime payments in section 3.8. The fact that the Committee meets in private has also been drawn out at section 8.1 given the sensitivity of its deliberations.
16. A marked up copy of the terms of reference are attached at Annex A for approval by the Board.

### Next Steps

17. The next steps are as follows:
- (a) The Committee cycle of business will be developed for approval by the Committee.
  - (b) Ensure changes to operating arrangements agreed are cycled into the work programme for review in 2023/24.

## **RECOMMENDATION**

### **The Trust Board is requested to**

- (a) Receive and note the contents of the Committee annual report for 2022/23 and its analysis of effectiveness;**
- (b) Approve the changes to the terms of reference.**





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## REMUNERATION COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2023/24

#### 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 and the Trust's Scheme of Delegation, 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;
- 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 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 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.

### 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).
- 3.4. Terminate appointments and suspend officer members in accordance with the provision of regulations.
- 3.5. Consider the appraisal of officer members of the Board.
- 3.6. Approve the appointment, appraisal, discipline and dismissal of any other board level appointments and other senior employees, in accordance with Welsh Government Ministerial instructions, e.g., the 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 compromise settlement agreements, overtime payments, and non-disclosure agreements, ensuring Welsh Government advice has been sought and considered.

### Corporate Risks and Audit Recommendation Tracker

- 3.9. The Audit Committee has overall responsibility for ensuring that corporate risks are identified and are being properly managed within the Trust. The Audit Committee also has responsibility for ensuring 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 allocated to an appropriate Board Committee who will be responsible for ensuring that the Trust is



managing and progressing each item as planned. Regular reports will be provided to individual Committees on those items for which they have responsibility and overall Trust-wide progress reports will be presented to each Audit Committee. The Committee will 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.

### Authority

- 3.10. The Committee is authorised to approve those matters listed above.
- 3.11. 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.
- 3.12. 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. .

### Sub-Committees

- 3.13. 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. MEMBERSHIP

### Members

- 4.1. The membership of the Committee will comprise:

Chair	Trust Board Chair
Members	All Non-Executive Directors of the Board, including the Audit Committee Chair.

### Attendees

- 4.2. The membership will be supported routinely by the following core attendance:
- Chief Executive
  - Director of Workforce and Organisation Development (Committee Lead)
  - Board Secretary
  - Trade Union Partner (x2)



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

- 4.3. 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.
- 4.4. 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 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.

### **Member Appointments**

- 4.5. 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.
- 4.6. 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.
- 4.7. 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.

### **Secretariat and Support to Committee Members**

- 4.8. The 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 Workforce & Organisational Development.

## **5. COMMITTEE MEETINGS**

### **Quorum**

- 5.1. 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.



## Frequency of Meetings

- 5.2. 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

- 5.3. 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.

## 6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/ GROUPS

- 6.1. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.2. 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.
- 6.3. 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.
- 6.4. The Committee shall embed the Trust's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

## 7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1. 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



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(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.

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

## 8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

8.1. 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.

## 9. REVIEW

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



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<b>AGENDA ITEM No</b>	<b>4</b>
<b>OPEN or CLOSED</b>	<b>Open</b>
<b>No of ANNEXES ATTACHED</b>	<b>4</b>

## **STANDING ORDERS, SCHEME OF RESERVATION & DELEGATION OF POWERS, AND STANDING FINANCIAL INSTRUCTIONS AND GOVERNANCE PRACTICE NOTES**

<b>MEETING</b>	Audit Committee
<b>DATE</b>	20 April 2023
<b>EXECUTIVE</b>	Trish Mills, Board Secretary
<b>AUTHOR</b>	Trish Mills, Board Secretary
<b>CONTACT</b>	<a href="mailto:Trish.mills@wales.nhs.uk">Trish.mills@wales.nhs.uk</a>

### **EXECUTIVE SUMMARY**

1. The Trust's Standing Orders require an annual review to ensure they remain accurate and current. The Standing Orders (SO) includes the Scheme of Reservation and Delegation of Powers (SoRD), and the Standing Financial Instructions (SFI).
2. A review of the Model Standing Orders by Welsh Government is anticipated to take place in Q1 2023/24. In the meantime, as part of an internal annual review this report sets out non-material changes to Table A of the SoRD (delegations to Officers) as well as the amendments to Schedule 3 to reflect the revised Terms of Reference for the Committees.
3. Governance Practice Notes approved by the Audit Committee in March 2022 have undergone an annual review and the results are included in this report. There is only one note that has an amendment to reflect recommendations in the Audit Wales Structured Assessment 2022.
4. The report sets out a historical non-compliance with the ten day uploading of papers for Trust Board, the rationale for the reduced timeframe and developments to improve timeliness of papers.

### **RECOMMENDATION**

5. **The Audit Committee is requested to:**
  - (a) **Endorse the amendments to Schedule 3 of the SOs and Table A of the SoRD; and**
  - (b) **Note the non-compliance with paragraph 7.4.3 with regard to the availability of Board papers ten calendar days ahead of meetings; and**
  - (c) **Note the review of the Governance Practice Notes and approve amendments to Note 002.**



KEY ISSUES/IMPLICATIONS
As set out above.
REPORT APPROVAL ROUTE
Not applicable

REPORT APPENDICES
Annex 1 – Marked up SoRD (see changes to Table A) Annex 2 – Governance Practice Note 001 Annex 3 – Governance Practice Note 002 Annex 4 – Governance Practice Note 003

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	Y
Environmental/Sustainability	N/A	Legal Implications	Y
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

## **SITUATION**

1. The Trust's Standing Orders must be kept under annual review to ensure they remain accurate and current. The Standing Orders (SO) includes the Scheme of Reservation and Delegation of Powers (SoRD), and the Standing Financial Instructions (SFI).

## **BACKGROUND**

2. The Standing Orders underwent extensive review by the Audit Committee in December 2021 and the Trust Board in January 2022, including a wholesale review of the SFIs and Tables A and B of the SoRD.
3. A review of the Model SOs by Welsh Government is anticipated to take place in Q1 2023/24. For WAST that will include reflecting the change to our Establishment Order as a result of the National Health Service Trusts (Membership and Procedure) (Amendment) (Wales) Regulations 2022. These regulations introduced the Vice Chair position and an additional voting Director. Once that review is completed any amendments will be brought to the Audit Committee and the Board.
4. Welsh Government will shortly issue confirmation that the Annual General Meeting may be held after 31 July given the revised dates for filing of the Annual Report and Accounts for 2022/23.

## **ASSESSMENT**

5. Whilst no changes can be made to the main body of the Model SOs until the Welsh Government review is complete, there are changes within the Trust's gift to effect and they are as follows:
  - 5.1. The Audit Committee has before it today the amendments to the Terms of Reference for the Board Committees. These form Schedule 3 of the SOs and once approved by the Board will replace the current Schedules 3.1 to 3.7. An additional Schedule 3.8 will be added to include the Terms of Reference for the Welsh Ambulance Services Partnership Team (WASPT) which were approved by the Board on 30 March 2023.
  - 5.2. Tables A of the SoRD has been amended as marked up to reflect current post holders only. No material changes have been made given that financial limits were increased in Table B in 2022/23. The SoRD is at Annex 1 to this paper.
6. Governance Practice Notes were developed in 2022 to aid in the interpretation and application of the SOs and were approved by the Audit Committee on 3 March 2022. They require review annually and include:
  - 6.1.001 Trust Seal (Annex 2). The process established by this practice note has been applied effectively. It has reduced instances of the Trust Seal being applied to documents and a line of sight to documents requiring sealing is maturing. The register of sealings is now held electronically and is reported

to Trust Board in the Governance Report. No amendments are proposed.

6.2.002 Private Board and Committee Meetings (Annex 3). The practice note has guided decisions to receive items in private session, with all decisions made in private reported to the public Trust Board by way of the Governance Report. An amendment is proposed to para 9 to reflect the recommendation in the Audit Wales Structured Assessment.

6.3.003 Chair's Action (Annex 3). The practice note has been effective in allowing for a standard process of seeking and recording of Chair's Actions. Most have been made by email circulation with two being made by way of a virtual meeting. Chair's Actions are ratified by the Trust Board in the Governance Report. No amendments are proposed.

7. The Committee will be aware that the SOs provide at para 7.4.3 that Board members shall be sent an agenda and a complete set of supporting papers at least ten calendar days before a formal Board meeting.
8. Historically, Board papers have been uploaded on the Friday before the meeting the following Thursday, therefore outside of the ten calendar days. Some Health Boards and Trusts have similar timeframes. Whilst this is a non-compliance with SOs, the requirement for papers to be uploaded to Ibabs ten calendar days before, and therefore with the Corporate Governance Team eleven to twelve calendar days before a meeting, reduces the currency of information and data available to the Board and the ability for reports to make their way through internal governance processes between bi-monthly Board meetings. This is particularly relevant for performance and financial information as the Finance and Performance Committee meets the week prior.
9. Notwithstanding this, improvements to the timeliness of papers should be sought, with all endeavours made to have papers available for Board and Committee meetings one clear week ahead of those meetings. A standard operating procedure for the Corporate Governance Team is in development, which includes an annex setting out the timetable for Board and Committee papers.
10. Discussions are taking place with the Board Secretaries Network and Welsh Government on this provision, which requires a change in legislation to effect changes in the SOs.

## **RECOMMENDATION**

11. The Audit Committee is requested to:

- (d) Endorse the amendments to Schedule 3 of the SOs and Table A of the SoRD; and
- (e) Note the non-compliance with paragraph 7.4.3 with regard to the availability of Board papers ten calendar days ahead of meetings; and
- (f) Note the review of the Governance Practice Notes and approve amendments to Note 002.

## **NEXT STEPS**

12. Given that there are no amendments to the Model SOs and SFIs, the

amendments to Schedule 3 and Table A of the SoRD will be reported to the May Trust Board by way of the Governance Report. The full Model SOs will be reported to the Audit Committee and the Board following Welsh Government review.

13. The review of the Governance Practice Notes will be included in the Committee's AAA report to Board





# Schedule 1

## SCHEME OF RESERVATION AND DELEGATION OF POWERS

**This Schedule forms part of, and shall have effect as if incorporated in the NHS Trust Standing Orders**

### Introduction

As set out in Standing Order 2, the Board - subject to any directions that may be made by the Welsh Ministers - shall make appropriate arrangements for certain functions to be carried out on its behalf so that the day to day business of the Trust may be carried out effectively, and in a manner that secures the achievement of the organisation's aims and objectives. The Board may delegate functions to:

- (i) A Committee, e.g., Quality and Safety Committee;
- (ii) A sub-Committee e.g., a locality based Quality and Safety Committee taking forward matters within a defined area. Any such delegation would, subject to the Board's authority, usually be via a main Committee of the Board; and
- (iii) Officers of the Trust (who may, subject to the Board's authority, delegate further to other officers and, where appropriate, other third parties, e.g. shared/support services, through a formal scheme of delegation)

and in doing so, must set out clearly the terms and conditions upon which any delegation is being made. These terms and conditions must include a requirement that the Board is notified of any matters that may affect the operation and/or reputation of the Trust.

The Board's determination of those matters that it will retain, and those that will be delegated to others are set out in the following:

- Schedule of matters reserved to the Board;
- Scheme of delegation to Committees and others; and
- Scheme of delegation to officers.

all of which form part of the Trust's Standing Orders.



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## DECIDING WHAT TO RETAIN AND WHAT TO DELEGATE: GUIDING PRINCIPLES

The Board will take full account of the following principles when determining those matters that it reserves, and those which it will delegate to others to carry out on its behalf:

- ***Everything is retained by the Board unless it is specifically delegated in accordance with the requirements set out in SOs or SFIs***
- ***The Board must retain that which it is required to retain (whether by statute or as determined by the Welsh Ministers) as well as that which it considers is essential to enable it to fulfil its role in setting the organisation's direction, equipping the organisation to deliver and ensuring achievement of its aims and objectives through effective performance management***
- ***Any decision made by the Board to delegate functions must be based upon an assessment of the capacity and capability of those to whom it is delegating responsibility***
- ***The Board must ensure that those to whom it has delegated powers (whether a Committee, partnership or individuals) remain equipped to deliver on those responsibilities through an ongoing programme of personal, professional and organisational development***
- ***The Board must take appropriate action to assure itself that all matters delegated are effectively carried out***
- ***The framework of delegation will be kept under active review and, where appropriate, will be revised to take account of organisational developments, review findings or other changes***
- ***Except where explicitly set out, the Board retains the right to decide upon any matter for which it has statutory responsibility, even if that matter has been delegated to others***
- ***The Board may delegate authority to act, but retains overall responsibility and accountability***
- ***When delegating powers, the Board will determine whether (and the extent to which) those to whom it is delegating will, in turn, have powers to further delegate those functions to others.***





## HANDLING ARRANGEMENTS FOR THE RESERVATION AND DELEGATION OF POWERS: WHO DOES WHAT

### The Board

The Board will formally agree, review and, where appropriate revise schedules of reservation and delegation of powers in accordance with the guiding principles set out earlier.

### The Chief Executive

The Chief Executive will propose a Scheme of Delegation to Officers, setting out the functions they will perform personally and which functions will be delegated to other officers. The Board must formally agree this scheme.

In preparing the scheme of delegation to officers, the Chief Executive will take account of:

- The guiding principles set out earlier (including any specific statutory responsibilities designated to individual roles)
- Their personal responsibility and accountability to the Chief Executive, NHS Wales in relation to their role as designated Accountable Officer
- Associated arrangements for the delegation of financial authority to equip officers to deliver on their delegated responsibilities (and set out in SFIs).

The Chief Executive may re-assume any of the powers they have delegated to others at any time.

### The Board Secretary

The Board Secretary will support the Board in its handling of reservations and delegations by ensuring that:

- A proposed schedule of matters reserved for decision by the Board is presented to the Board for its formal agreement;
- Effective arrangements are in place for the delegation of Trust functions within the organisation and to others, as appropriate; and
- Arrangements for reservation and delegation are kept under review and presented to the Board for revision, as appropriate.

### The Audit Committee

The Audit Committee will provide assurance to the Board of the effectiveness of its arrangements for handling reservations and delegations.



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## Individuals to who powers have been delegated

Individuals will be personally responsible for:

- Equipping themselves to deliver on any matter delegated to them, through the conduct of appropriate training and development activity; and
- Exercising any powers delegated to them in a manner that accords with the Trust's values and standards of behaviour.

Where an individual does not feel that they are equipped to deliver on a matter delegated to them, they must notify the Board Secretary of their concern as soon as possible in so that an appropriate and timely decision may be made on the matter.

In the absence of an officer to whom powers have been delegated, those powers will be exercised by the individual to whom that officer reports, unless the Board has set out alternative arrangements.

If the Chief Executive is absent their nominated Deputy may exercise those powers delegated to the Chief Executive on their behalf. However, the guiding principles governing delegations will still apply, and so the Board may determine that it will reassume certain powers delegated to the Chief Executive or reallocate powers, e.g., to a Committee or another officer.

### **SCOPE OF THESE ARRANGEMENTS FOR THE RESERVATION AND DELEGATION OF POWERS**

The Scheme of Delegation to officers referred to here shows only the "top level" of delegation within the Trust. The Scheme is to be used in conjunction with the system of control and other established procedures within the Trust.



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## SCHEDULE OF MATTERS RESERVED TO THE BOARD<sup>1</sup>

NO.	BOARD /COMMITTEE	AREA	DECISIONS RESERVED
1	Board	General	The Board may determine any matter for which it has statutory or delegated authority, in accordance with SOs.
2	Board	General	The Board must determine any matter that will be reserved to the whole Board.
3	Board	General	Approve the Trust's Governance Framework
4	Board	Operating Arrangements	<p>Approve, vary and amend:</p> <ul style="list-style-type: none"><li>▪ SOs;</li><li>▪ SFIs;</li><li>▪ Schedule of matters reserved to the Trust;</li><li>▪ Scheme of delegation to Committees and others; and</li><li>▪ Scheme of delegation to officers.</li></ul> <p>In accordance with any directions set by the Welsh Ministers.</p>
5	Board	Operating Arrangements	Ratify any urgent decisions taken by the Chair and the Chief Executive in accordance with Standing Order requirements.
6	Audit Committee	Operating Arrangements	Formal consideration of report of Board Secretary on any non-compliance with Standing Orders, making proposals to the Board on any action to be taken.

<sup>1</sup> Any decision to reserve a matter, and the manner in which that retained responsibility is carried out will be in accordance with any regulatory and/or Assembly Government requirements.



NO.	BOARD /COMMITTEE	AREA	DECISIONS RESERVED
7	Board	Operating Arrangements	Receive report and proposals regarding any non-compliance with Standing Orders, and where required ratify in public session any action required in response to failure to comply with SOs.
8	Board	Operating Arrangements	Authorise use of the Trust's official seal.
9	Board	Operating Arrangements	Approve the Trust's Values and Standards of Behaviour framework.
10	Chair on behalf of Board/Joint Committee, Vice-Chair on behalf of Joint Committee Board if Chair is declaring interest	Organisation Structure and Staffing	Require, receive, and determine action in response to the declaration of Board members' interests, in accordance with advice received, e.g. From Audit Committee or Board Secretary
11	Board	Strategy Planning	Determine the Trust's strategic aims, objectives and priorities
12	Board	Strategy Planning	Approve the Trust's key strategies and programmes related to: <ul style="list-style-type: none"> <li>▪ The development and delivery of patient and population centred health and care/clinical services</li> <li>▪ Improving quality and patient safety outcomes</li> <li>▪ Workforce and Organisational Development</li> <li>▪ Infrastructure, including IM &amp;T, Estates and Capital (including major capital investment and disposal plans)</li> </ul>
13	Board	Strategy Planning	Approve the Trust's Integrated Medium Term Plan, including the balanced Medium Term Financial Plan
14	Board	Strategy Planning	Approve the Trust's budget and financial framework (including overall distribution and unbudgeted expenditure)
15	Board	Operating Arrangements	Approve the Trust's framework and strategy for performance management.
16	Board	Strategy and Planning	Approve the Trust's framework and strategy for risk management and assurance.
17	Board	Operating Arrangements	Ratify policies for dealing with raising concerns, complaints and incidents in accordance with the Putting Things Right and health and safety requirements.



NO.	BOARD /COMMITTEE	AREA	DECISIONS RESERVED
18	Board	Operating Arrangements	Agree the arrangements for ensuring the adoption of standards of governance and performance (including the quality and safety of healthcare, and the patient experience) to be met by the Trust, including standards/ requirements determined by Welsh Government, regulators, professional bodies/others, e.g. National Institute of Health and Care Excellence (NICE).
19	Board	Strategy and Planning	Approve the Trust's patient, public, staff, partnership and stakeholder engagement and co-production strategies.
20	Board	Operating Arrangements	Approve the introduction or discontinuance of any significant activity or operation. Any activity or operation shall be regarded as significant if the Board determines it so based upon its contribution/impact on the achievement of the Trust's aims, objectives and priorities.
21	Remuneration Committee. (For Chief Executive, Committee to consist of Chair and non-Officer Members. For all others officer members as above and to include Chief Executive)	Organisation Structure and Staffing	Appointment of the Chief Executive and Executive Directors (officer members of the Board)
22	Remuneration Committee	Organisation Structure and Staffing	Approve the appointment, appraisal, discipline and dismissal of any other Board level appointments and other senior employees, in accordance with Ministerial instructions e.g. the Board Secretary.
23	Remuneration Committee	Organisation Structure and Staffing	Termination of appointment and suspension of officer members in accordance with the provisions of Regulations
24	Remuneration	Organisation Structure	Consider appraisal of officer members of the Board



NO.	BOARD /COMMITTEE	AREA	DECISIONS RESERVED
	Committee	and Staffing	
25	Remuneration Committee	Organisation Structure and Staffing	Consider and approve redundancy and Early Release Applications, noting that where the settlement is £50,000 or above subsequent agreement of Welsh Government is required.
26	Board	Organisation Structure and Staffing	Approve, [arrange the] review, and revise the Trust's top level organisation structure and corporate policies
27	Board	Organisation Structure and Staffing	Appoint, [arrange the] review, revise and dismiss Trust Committees directly accountable to the Board
28	Board	Organisation Structure and Staffing	Appoint, equip, review and (where appropriate) dismiss the Chair and members of any Committee or Group set up by the Board
29	Board	Organisation Structure and Staffing	Appoint, equip, review and (where appropriate) dismiss individuals appointed to represent the Board on outside bodies and groups
30	Board	Organisation Structure and Staffing	Approve the standing orders and terms of reference and reporting arrangements of all Committees and groups established by the Board
31	Audit Committee	Operating Arrangements	Approve arrangements relating to the discharge of the Trust's responsibility as a bailee for patients' property
32	Board Except where Chapter 6 specifies appropriate to delegate to a committee, Chief Executive or Officers	Operating Arrangements	Approve individual compensation payments in line with the provisions of Annex 4 to Chapter 6 of the Welsh Government Manual for Accounts
33	Board	Operating Arrangements	Approve individual cases for the write off of losses or making of special payments above the limits of delegation to the Chief Executive and officers



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NO.	BOARD /COMMITTEE	AREA	DECISIONS RESERVED
	Except where Chapter 6 specifies appropriate to delegate to a committee, Chief Executive or Officers		
34	Board	Operating Arrangements	Approve proposals for action on litigation on behalf of the Trust
35	Board	Organisation Structure and Staffing	Approve the arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee of funds held on trust in accordance with the provision of Paragraph 20 of the Standing Financial Instructions.
36	Board	Strategy and Planning	Approve individual contracts (other than NHS contracts) above the limit delegated to the Chief Executive set out in the Standing Financial Instructions
37	Board	Performance and Assurance	Approve the Trust's audit and assurance arrangements
38	Board	Performance and Assurance	Receive reports from the Trust's Executive on progress and performance in the delivery of the Trust's strategic aims, objectives and priorities and approve action required, including improvement plans, as appropriate.
39	Board	Performance and Assurance	Receive reports from the Trusts Committees, groups and other internal sources on the Trust's performance and approve action required, including improvement plans, as appropriate
40	Board	Performance and Assurance	Receive reports on the Trust's performance produced by external regulators and inspectors (including, e.g., Audit Wales, HIW, etc.) that raise significant issue or concerns impacting on the Trust's ability to achieve its aims and objectives and approve action required, including improvement plans, taking account of the advice of Trust Committees (as appropriate)
41	Board	Performance and Assurance	Receive the annual opinion of the Trust's Chief Internal Auditor and approve action required, including improvement plans
42	Board	Performance and Assurance	Receive the annual management report from the Auditor General for Wales and approve action required, including improvement plans





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NO.	BOARD /COMMITTEE	AREA	DECISIONS RESERVED
43	Board	Performance and Assurance	Receive assurance regarding the Trust's performance against the Health and Care Standards for Wales and the arrangements for approving required action, including improvement plans.
44	Board	Reporting	Approve the Trust's Reporting Arrangements, including reports on activity and performance to citizens, partners and stakeholders and nationally to the Welsh Government where required.
45	Board	Reporting	Receive, approve and ensure the publication of Trust reports, including its Annual Report and annual financial accounts in accordance with directions and guidance issued.
46	Board	Strategy and Planning	Ratify proposals for the acquisition, disposal or change of use of land and/or buildings. (see also Schedule 1 to SFIs)

ADDITIONAL AREAS OF RESPONSIBILITY DELEGATED TO CHAIR, VICE CHAIR AND INDEPENDENT MEMBERS			
1.	Chair		In accordance with statutory and Welsh Government requirements
2.	Vice Chair		In accordance with statutory and Welsh Government requirements
3.	Champion/ Nominated Lead		In accordance with statutory and Welsh Government requirements

## DELEGATION OF POWERS TO COMMITTEES AND OTHERS<sup>2</sup>

Standing Order 2 provides that the Board may delegate powers to Committees and others. In doing so, the Board has formally determined:

- The composition, terms of reference and reporting requirements in respect of any such Committees; and
- The governance arrangements, terms and conditions and reporting requirements in respect of any delegation to others

in accordance with any regulatory requirements and any directions set by the Welsh Ministers.

The Board has delegated a range of its powers to the following Committees and others:

- Audit Committee
- Quality Patient Experience and Safety Committee
- Remuneration Committee
- Finance and Performance Committee
- People and Culture
- Charitable Charity Funds Committee
- Academic Partnerships Committee

The scope of the powers delegated, together with the requirements set by the Board in relation to the exercise of those powers are as set out in i) Committee terms of reference, and ii) Formal arrangements for the delegation of powers to others. Collectively, these documents form the Trust's Scheme of Delegation to Committees. The Committee terms of reference appear in Schedule 3 to these Standing Orders.

In the event the Chief Executive Officer is absent the Deputy Chief Executive Officer takes on full responsibility of the Chief Executive Officer. If the Deputy Chief Executive is the Director of Finance and Corporate Resources then the Director of Finance and Corporate Resources responsibilities is delegated to the Deputy Director of Finance.

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<sup>2</sup> As defined in Standing Orders.

## SCHEME OF DELEGATION TO EXECUTIVE DIRECTORS, DIRECTORS AND OFFICERS

The Trust SOs and SFIs specify certain key responsibilities of the Chief Executive, the Director of Finance and Corporate Resources and other officers. The Chief Executive's Job Description, together with their Accountable Officer Memorandum sets out their specific responsibilities, and the individual job descriptions determined for Executive Director level posts also define in detail the specific responsibilities assigned to those post holders.

These documents, together with the schedule of additional delegations below and the associated financial delegations set out in the SFIs form the basis of the Trust's Scheme of Delegation to Officers.

### Table A – Delegated Matters

Note for Table A, where a delegation is made to more than one post holder:

- '/' signifies that either post holder may act individually, or they may act jointly.
- 'and' signifies they must act jointly

Delegated Matter	Responsible Officer/Committee	Delegated To
<b>1. Audit arrangements</b>		
1.1. Ensure that there is an adequate provision of internal and external audit services	Audit Committee	Board Secretary
1.2. Implement recommendations	Chief Executive	Relevant Director
1.3. Ensure the financial accounts of the Trust are audited annually	Chief Executive	Executive Director of Finance and Corporate Resources
<b>2. Authorisation of new drugs</b>	Chief Executive	Medical Director and Director of Paramedicine
<b>3. Bank/OPG Accounts/Cash</b> (Excluding Charitable Funds (Funds Held on Trust Accounts))	Chief Executive	Executive Director of Finance & Corporate Resources

Delegated Matter	Responsible Officer/Committee	Delegated To
Refer to SFIs for banking arrangements		
<b>4. Capital investment</b> (Refer to SFIs)		
4.1. Programme		
(a) Preparation of Capital Investment for submission to Board	Chief Executive	Executive Director of Finance & Corporate Resources and Director of Strategy, Planning & Performance
(b) Financial monitoring and reporting on all capital scheme expenditure including variations to contract	Chief Executive	Executive Director of Finance & Corporate Resources
(c) Variation to capital programme (up to delegated limits)	Chief Executive	Executive Director of Finance & Corporate Resources and Director of Strategy, Planning & Performance
4.2. Leases – granting and termination of leases subject to the limits set out in Table B	Chief Executive	Executive Director of Finance & Corporate Resources
<b>5. Clinical</b>		
5.1. Clinical governance arrangements	Chief Executive	Medical Director, Executive Director of Quality & Nursing and Director of Paramedicine
5.2. Clinical leadership	Chief Executive	Medical Director, Executive Director of Quality & Nursing and Director of Paramedicine
5.3. Programmes of clinical education	Chief Executive	Executive Director of Workforce and Organisational Development with Executive Director of Quality & Nursing and Director of Paramedicine
5.4. Clinical staffing rotas	Chief Executive	<u>Executive</u> Director of Operations
5.5. Clinical trials and research projects (authorisation of) In accordance with JRCALC guidelines	Chief Executive	Director of Paramedicine unless specified as Medical Director
5.6. Responsible officer for medical revalidation	Chief Executive	Medical Director
5.7. Clinical Audit To ensure there is a programme in place	Chief Executive	Medical Director
<b>6. Clinical Practice and Registration</b>		

Delegated Matter	Responsible Officer/Committee	Delegated To
6.1. Compliance with statutory and regulatory arrangements relating to professional practice and/or breaches of clinical standards		
(a) Nursing	Chief Executive	Executive Director of Quality and Nursing
(b) Medical	Chief Executive	Medical Director
(c) Paramedicine and affiliated roles	Chief Executive	Director of Paramedicine
(d) Community First Responders	Chief Executive	Director of Paramedicine
<b>7. Complaints/concerns (patients and relatives) – Putting Things Right/the NHS (Concerns, Complaints and Redress Arrangements (Wales)) Regs 2011</b>	Chief Executive	Executive Director of Quality & Nursing
<b>8. Confidential information</b>		
8.1. Monitoring of the Trust's compliance with the Caldicott report on protecting patient confidentiality in the NHS	Chief Executive	Executive Director of Quality and Nursing
8.2. Freedom of Information Act compliance code	Chief Executive	Board Secretary
<b>9. Data Protection Act and General Data Protection Regulations</b>		
9.1. Monitoring of Trust's compliance	Chief Executive	Director of Digital Services
9.2. Senior Information Risk Owner (SIRO)	Chief Executive	Director of Digital Services
<b>10. Declarations of interest</b>		
10.1. Maintaining a register	Chief Executive	Board Secretary
<b>11. Disposal and condemnations</b>		
11.1. Items obsolete, redundant, irreparable or cannot be repaired cost effectively	Chief Executive	Executive Director of Finance & Corporate Resources
11.2. Develop arrangements for the sale of assets	Chief Executive	Executive Director of Finance & Corporate Resources
11.3. Disposal of protected property (as defined in the terms of authorisation)	Chief Executive	Executive Director of Finance & Corporate Resources

Delegated Matter	Responsible Officer/Committee	Delegated To
<b>12. Environmental Regulations</b>		
12.1. Monitoring of compliance and ensuring compliance with environmental regulations, for example those relating to clean air and waste disposal	Chief Executive	Executive Director of Finance and Corporate Resources
<b>13. External Borrowing</b>		
13.1. Advise Trust Board of the requirements to repay / draw down Public Dividend Capital	Executive Director of Finance & Corporate Resources	Deputy Director of Finance <u>and Corporate Resources</u>
13.2. Approve a list of employees authorised to make short term borrowings on behalf of the Trust	Trust Board	Chief Executive and Executive Director of Finance & Corporate Resources
13.3. Application for draw down of Public Dividend Capital, overdrafts, and other forms of external borrowing	Chief Executive	Executive Director of Finance & Corporate Resources
<b>14. Financial Planning/Budgetary Responsibility</b>		
14.1. Develop and submit to Trust Board a financial plan in accordance with priorities and objectives as set out in the IMTP	Chief Executive	Executive Director of Finance & Corporate Resources
14.2. Budgetary responsibility	Chief Executive	Executive Director of Finance & Corporate Resources
14.3. Prior to the start of the financial year, prepare and submit to Trust Board for approval balanced budgets that delivers the financial plan as contained within the IMTP	Chief Executive	Executive Director of Finance & Corporate Resources
14.4. Monitoring and report to Trust Board on performance against the financial plan	Chief Executive	Executive Director of Finance & Corporate Resources
14.5. Devise and maintain systems of budgetary control	Chief Executive	Executive Director of Finance & Corporate Resources
14.6. Monitor performance against budget	Chief Executive	Executive Director of Finance & Corporate Resources
14.7. Delegate budgets to budget holders	Chief Executive	Executive Director of Finance & Corporate Resources

Delegated Matter	Responsible Officer/Committee	Delegated To
14.8. Ensure adequate training is delivered to budget holders to facilitate their management of allocated budget	Chief Executive	Executive Director of Finance & Corporate Resources
14.9. Submit in accordance with the independent regulators' requirements for financial monitoring returns	Chief Executive	Executive Director of Finance & Corporate Resources
14.10. Identify and implement cost improvements and income generating activities in line with the business plan	Chief Executive	All budget holders
14.11. Preparation of		
(a) Annual accounts	Executive Director of Finance & Corporate Resources	Deputy Director of Finance <u>and Corporate Resources</u>
(b) Annual report	Chief Executive	Board Secretary
14.12. Budget Responsibilities. Ensure that:		
(a) No overspend or reduction of income that cannot be met from virement is incurred without prior consent of Board	Chief Executive and Executive Director of Finance & Corporate Resources	Deputy Director of Finance <u>and Corporate Resources</u>
(b) Approved budget is not used for any other than specified purpose subject to rules of virement	Chief Executive and Executive Director of Finance & Corporate Resources	Deputy Director of Finance <u>and Corporate Resources</u>
(c) No permanent employees are appointed without the approval of the Chief Executive other than those provided for within available resources and workforce establishment	Chief Executive and Executive Director of Finance & Corporate Resources	Deputy Director of Finance <u>and Corporate Resources</u>
14.13. Authorisation of Virement The Chief Executive, Executive Director of Finance & Corporate Resources and delegated budget holders must not exceed the	Chief Executive	Executive Director of Finance & Corporate Resources



Delegated Matter	Responsible Officer/Committee	Delegated To
budgetary total or virement limits set by the Board.		
Any budgeted funds not required for their designated purpose(s) revert to the immediate control of the Chief Executive, subject to any authorised use of virement		
<b>15. Financial Procedures and Systems</b> Development and maintenance of systems and procedures	Chief Executive	Executive Director of Finance & Corporate Resources
<b>16. Fire Precautions</b> Ensure that the Fire Precautions and prevention policies and procedures are adequate and that fire safety and integrity of the estate is intact.	Chief Executive	Executive Director of Finance & Corporate Resources
<b>17. Fixed Assets</b>		
17.1. Maintenance of asset register including asset identification and monitoring	Chief Executive	Executive Director of Finance & Corporate Resources
17.2. Ensuring arrangements for financial control and financial audit of building and engineering contracts and property transactions comply with CONCODE and ESTATECODE.	Chief Executive	Executive Director of Finance & Corporate Resources
17.3. Calculate and pay capital charges in accordance with the requirements of the Independent Regulator	Chief Executive	Executive Director of Finance & Corporate Resources
17.4. Responsibility for security of Trust's assets including notifying discrepancies to the Executive Director of Finance and Corporate Services, and reporting losses in accordance with Trust's procedures	Chief Executive	All Staff
<b>18. Fraud (see also 26 and 36)</b> Monitor and ensure compliance with Welsh Government Directions on fraud and corruption including the appointment of the Local Counter Fraud Specialist.	Chief Executive	Executive Director of Finance & Corporate Resources
<b>19. Funds Held on Trust Charitable Funds</b> Charitable Funds held are managed and scrutinised appropriately	Charitable Funds Committee	Executive Director of Finance & Corporate Resources

Delegated Matter	Responsible Officer/Committee	Delegated To
<b>20. Gifts and Hospitality</b>		
20.1. Maintaining the gifts and hospitality register	Chief Executive	Board Secretary
20.2. Process for declaring gifts and hospitality	Chief Executive	Board Secretary
<b>21. Health and Safety</b> Monitor and ensure statutory compliance with all legislation and Health and Safety requirements including control of Substances Hazardous to Health Regulations	Chief Executive	Executive Director of Quality & Nursing
<b>22. Infectious Diseases and Notifiable Outbreaks</b>	Chief Executive	Executive Director of Quality & Nursing
<b>23. Integrated Medium Term Plan (IMTP)</b>		
23.1. Develop and present to Trust Board for approval an IMTP that sets out the Trust Strategies and objectives and meets Welsh Government requirement	Chief Executive	<u>Executive</u> Director of Strategy, Planning & Performance
<b>24. IT Systems</b>		
24.1. Ensuring integrity of system e.g. security, privacy, accuracy, completeness and storage	Chief Executive	Director of Digital Services
24.2. Maintain & replacement of i) business critical systems ii) All other systems	Chief Executive	Director of Digital Services
24.3. Disaster recovery systems	Chief Executive	Director of Digital Services
24.4. Developing Business Critical Systems in accordance with the Trust's IM&T Strategy	Chief Executive	Director of Digital Services
24.5. Developing new systems to ensure they are developed in a controlled manner and thoroughly tested	Chief Executive	Director of Digital Services
24.6. Seeking third party assurances regarding Business Critical Systems operated externally	Chief Executive	Director of Digital Services
<b>25. Losses, Write Offs and Compensation</b>		

Delegated Matter	Responsible Officer/Committee	Delegated To
25.1. Prepare procedures for recording accounting and reporting to Audit Committee for losses and special payments, including clinical negligence and personal injury claims	Chief Executive	Executive Director of Finance & Corporate Resources
25.2. Ex-gratia payments	Chief Executive	Executive Director of Finance & Corporate Resources and relevant Director
<b>26. Patients' Property</b> (in conjunction with financial advice) Ensuring patients and guardians are informed about patients' monies and property procedures	Chief Executive	<u>Executive</u> Director of Operations
<b>27. Patient Services Agreements</b> Negotiation, agreement, and monitoring of external non-clinical patient transport contracts	Chief Executive	Executive Director of Finance & Corporate Resources/ <u>Executive</u> Director of Operations
<b>28. Procuring Goods and Services</b>		
28.1. Maintenance of a list of managers authorised to place requisitions/orders and accept goods in accordance with Table B	Chief Executive	Executive Director of Finance & Corporate Resources
28.2. Obtain the best value for money when requisitioning goods/services	Chief Executive	Executive Director of Finance & Corporate Resources
28.3. Prompt payment to suppliers (pspp)	Chief Executive	Executive Director of Finance & Corporate Resources
28.4. Financial limits for ordering/requisitioning goods and services Refer to Table B for delegated limits	Chief Executive	Executive Director of Finance & Corporate Resources
<b>29. Quotation, Tendering and Contract Procedures</b>		
29.1. Services:		
(a) Best value for money is demonstrated for all services provided under contract or in-house	Chief Executive	Executive Director of Finance & Corporate Resources
(b) Nominate officers to oversee and manage the contract on behalf of the Trust	Chief Executive	Heads of Department



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Delegated Matter	Responsible Officer/Committee	Delegated To
29.2. Competitive Tenders:		
(a) Authorisation Limits Refer to Table B for delegated limits	Chief Executive	Executive Director of Finance & Corporate Resources
(b) Maintain a register to show each set of competitive tender invitations despatched	Chief Executive	Executive Director of Finance & Corporate Resources
(c) Receipt and custody of tenders prior to opening	Chief Executive	Executive Director of Finance & Corporate Resources
(d) Opening tenders	Chief Executive	Executive Director of Finance & Corporate Resources
(e) Decide if late tenders should be considered	Chief Executive	Executive Director of Finance & Corporate Resources/Board Secretary
(f) Ensure that appropriate checks are carried out as to the technical and financial capability of the firms invited to tender or quote	<u>Chief Executive</u>	<u>Executive Director of Finance &amp; Corporate Resources</u>
29.3. Quotations Refer to Table B for delegated limits	Chief Executive	Executive Director of Finance & Corporate Resources
29.4. Waiving the requirement to request		
(a) Tenders – subject to Standing Orders (reporting to the Board) Refer to Table B for delegated limits	Chief Executive	Executive Director of Finance & Corporate Resources
(b) Quotes – subject to Standing Orders	Chief Executive	Executive Director of Finance & Corporate Resources
<b>30. Reporting of Non-Urgent Incidents to the Police</b>	Chief Executive	Relevant Director
<b>31. Risk Management</b>		
31.1. Ensuring the Trust has a Risk Management Strategy and a programme of risk management	Chief Executive	Board Secretary
31.2. Developing systems for the management and reporting of risks and incidents	Chief Executive	Board Secretary (risk) and Executive Director of Quality & Nursing (incidents)
<b>32. Seal</b>	Chief Executive	Board Secretary

Delegated Matter	Responsible Officer/Committee	Delegated To
The keeping of a register of seal and safekeeping of the seal		
<b>33. Signing of Documents</b>		
33.1. Legal Proceedings/Advice		
(a) Engage Trust's solicitors/legal advisor	Chief Executive	<del>Executive</del> <u>Relevant</u> Director or Board Secretary
(b) Documents connected with legal proceedings <sup>3</sup>	Chief Executive	<u>Relevant</u> <del>Executive</del> Director or Board Secretary
33.2. Documents which are required to be executed as a Deed <sup>4</sup>	Chief Executive	<u>Relevant</u> <del>Executive</del> Director and Board Secretary
33.3. Other Agreements not required to be executed as a Deed	Chief Executive	Relevant Director
33.4. Lease Agreements <sup>5</sup>	Chief Executive	Director of Finance and Corporate Resources and Board Secretary
<b>34. Security Management</b> Provide an oversight and assurance within the context of security management within NHS Wales; working in conjunction with the following leads on specific functional areas of security management:		
34.1. Finance, fraud etc.	Chief Executive	Director of Finance & Corporate Resources
34.2. Estates, premises security etc.	Chief Executive	Director of Finance and Corporate Resources
34.3. ICT	Chief Executive	Director of Digital Services
34.4. Information/data security/records management	Chief Executive	Director of Digital Services
34.5. Violence and aggression	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
34.6. Patient Confidentiality	Chief Executive	Caldicott Guardian ( <u>Executive Director of Quality and Nursing</u> )
<b>35. Setting of Fees and Charges (Income)</b>		
35.1. Income generation	Chief Executive	Executive Director of Finance & Corporate Resources

<sup>3</sup> May include but not be limited to consent orders, defences, and settlement agreements)

<sup>4</sup> Where the Trust Seal is required on a Deed, it must be affixed to the document in the presence of the Chair or Vice Chair (or an Independent Member authorised by them in writing where they are unavailable) and the Chief Executive (or an Executive Director nominated by them where they are unavailable)

<sup>5</sup> Copies of all leases are to be kept once signed by the Estates Manager for property related leases and by the Board Secretary for all other leases/contracts

Delegated Matter	Responsible Officer/Committee	Delegated To
35.2. Non-patient care income (e.g., research)	Chief Executive	Executive Director of Finance & Corporate Resources
<b>36. Stores and Receipt of Goods</b>		
36.1. Responsibility for systems of control over stores and receipt of goods, issues and returns	Chief Executive	Relevant Director
36.2. Stocktaking arrangements	Executive Director of Finance & Corporate Resources	Deputy Director of Finance <u>and Corporate Resources</u>
36.3. Responsibility for controls of pharmaceutical supplies	Medical Director	Heads of Department as appropriate
<b>37. Workforce and Pay</b>		
37.1. Nomination of officers to enter into staff contracts of employment	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
37.2. Develop Workforce policies and strategies for approval by the Board including but not limited to training and industrial relations	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
37.3. Renewal of Fixed Term Contract	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
37.4. The granting of additional increments to staff upon initial appointment within the parameters of existing agreements	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
37.5. Establishments		
(a) Additional staff to the agreed establishment with specifically allocated finance	Chief Executive	Executive Director of Finance & Corporate Resources/ <del>Executive</del> Director of Workforce and Organisational Development
(b) Additional staff to the agreed establishment without specifically allocated finance	Chief Executive	Executive Director of Finance & Corporate Resources/ <del>Executive</del> Director of Workforce and Organisational Development
(c) Self-financing changes to the establishment	Chief Executive	Relevant Director
(d) Self-financing changes to an establishment which involves movement between pay and other types of expenditure	Chief Executive	Executive Director of Finance & Corporate Resources
37.6. Pay	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development



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Delegated Matter	Responsible Officer/Committee	Delegated To
Preparation of proposals for the Trust Board for the setting of remuneration and conditions of service for those staff not covered by Agenda for Change		
37.7. Annual Leave		
(a) Approval of annual leave	Chief Executive	<u>Individual Relevant</u> Directors
(b) Annual leave - approval of carry forward up to maximum of 5 days (and pro rata for part time staff)	Chief Executive	<u>Relevant Individual</u> Directors
(c) Annual leave – approval of carry forward over 5 days (and pro rata for part time staff) (to occur in exceptional circumstances only)	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development/ Executive Director of Finance & Corporate Resources
37.8. Special Leave To be applied in accordance with Trust Policy. Departure from policy will be as follows:		
(a) Compassionate leave	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
(b) Special leave arrangements for domestic/personal/family reasons: <ul style="list-style-type: none"> <li>• Paternity leave</li> <li>• Carers leave</li> <li>• Adoption leave</li> </ul>	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
(c) Special leave – this includes: <ul style="list-style-type: none"> <li>• Jury service</li> <li>• Armed services</li> <li>• School governor</li> </ul> To be applied in accordance with Trust Policy	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
(d) Leave without pay	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
(e) Time off in lieu	Executive Director of Workforce and	Line/Departmental Manager



Delegated Matter	Responsible Officer/Committee	Delegated To
	Organisational Development	
(f) Maternity leave – paid and unpaid	Executive Director of Workforce and Organisational Development	Automatic approval within approved guidance
37.9. Sick Leave		
(a) Extension of sick leave on pay due to: <ul style="list-style-type: none"> <li>Delays in process</li> <li>Exceptional circumstances</li> </ul>	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
(b) Return to work part-time on full pay to assist recovery	Chief Executive	Heads of Department/Heads of Service in conjunction with <del>HR</del> WOD Business Partners
37.10. Study Leave	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
37.11. Removal expenses, excess rent and house purchases in accordance with Table B	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
37.12. Authorised – car users leased car	Chief Executive	Executive Director of Finance & Corporate Resources
37.13. Approval of secondary employment (also subject to a declaration of interest)	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development
37.14. Putting proposal to Remuneration Committee in respect of Redundancy/ Severance/ VERS/ <del>Compromise Settlement</del> Payments within Trust limits and, where necessary, subject to WG approval	Chief Executive	<del>Executive</del> Director of Workforce and Organisational Development/ Executive Director of Finance & Corporate Resources
37.15. Disciplinary procedures (excluding Executive Directors)	Chief Executive	To be applied in accordance with the Trust's disciplinary procedure
37.16. Booking of bank staff		
(a) Nursing	Chief Executive	Executive Director of Quality & Nursing
(b) Clinical (excluding nursing)	Chief Executive	Medical Director/ <del>Executive</del> Director of Operations/Director of



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Delegated Matter	Responsible Officer/Committee	Delegated To
		Paramedicine
(c) Other	Chief Executive	Relevant Director
37.17. Booking of agency and locum staff		
(a) Nursing	Chief Executive	<u>Executive</u> Director of Operations
(b) Medical	Chief Executive	Medical Director
(c) Paramedicine and affiliated roles	Chief Executive	<u>Executive</u> Director of Operations
(d) Other	Chief Executive	Relevant Director

## Table B – Delegated Financial Limits

NB Thresholds are inclusive of VAT irrespective of recovery arrangements with the exception of procurement thresholds which are provided net of VAT.

Category	Welsh Govt Delegated Limit - Approval Required <sup>6</sup>	Trust Board	Chief Executive	Exec Director Finance & Corporate Resources	Exec Director Workforce & OD	Exec Director Quality and Nursing	Exec Directors / Directors	Heads of service/ Heads of Dept/ Board Secretary	Budget Holders	Notes <sup>7</sup>
<b>1. LOSSES</b>										
<b>1.1. Losses of Cash</b> due to:										
(a) Theft, fraud, arson, sabotage, neglect of duty or gross carelessness	50,000	Over 50,000 <sup>8</sup>	50,000	10,000						See Annex 1 to Chapter 6 of Welsh Govt Manual for Accounts (WGMFA)
(b) Overpayment of salaries, wages, fees & allowances	50,000	Over 50,000 <sup>8</sup>	50,000	10,000						See Annex 1 to Chapter 6 of WGMFA
(c) Other causes, including un-vouched or completely vouched payments, overpayments other than those included under 1b; physical losses of cash and cash equivalents e.g. postage stamps due to fire (other than arson), accident and similar cause	50,000	Over 50,000 <sup>8</sup>	50,000	10,000						See Annex 1 to Chapter 6 of WGMFA
<b>1.2. Fruitless Payments</b> , including abandoned capital schemes	250,000	Over 250,000 <sup>8</sup>	250,000				100,000	50,000	10,000	A "fruitless payment" is a payment for which liability ought not to have been incurred, or where the demand for the goods and service in question could have been cancelled in time to avoid liability. See further info at annex 1 to Chapter 6 of WGMFA

<sup>6</sup> NHS Wales health bodies do not have unlimited powers to make special payments or to write-off losses. They must obtain the written approval of the Welsh Government H&SSG Finance Director before writing-off a loss or making, or undertaking to make, any special payment that exceeds their delegated limit. The limits are listed in this column.

<sup>7</sup> These notes are intended to guide the reader. They must be read in conjunction with the SO/SoRD/SFIs and those related to losses and special payments with respect to the Welsh Government Manual of Accounts

<sup>8</sup> Does not negate the need for WG Approval which is also required



Category	Welsh Govt Delegated Limit - Approval Required <sup>6</sup>	Trust Board	Chief Executive	Exec Director Finance & Corporate Resources	Exec Director Workforce & OD	Exec Director Quality and Nursing	Exec Directors / Directors	Heads of service/ Heads of Dept/ Board Secretary	Budget Holders	Notes <sup>7</sup>
<b>1.3. Bad Debts and Claims Abandoned</b>										See Annex 1 to Chapter 6 of WGMFA
(a) Private patients	50,000	Over 50,000 <sup>8</sup>	50,000	10,000						
(b) Overseas visitors	50,000	Over 50,000 <sup>8</sup>	50,000	10,000						
(c) Causes other than (a) and (b) above	50,000	Over 50,000 <sup>8</sup>	50,000	10,000						
<b>1.4. Damage to buildings, their fittings, furniture and equipment and loss of equipment and property in stores and in use due to:</b>										
(a) Culpable causes, e.g., theft, arson or sabotage whether proved or suspected, neglect of duty or gross carelessness	50,000	Over 50,000 <sup>8</sup>	50,000	10,000						
(b) Other causes	50,000	Over 50,000 <sup>8</sup>	50,000	10,000						May include losses by fire (other than arson); losses by weather damage or by accident beyond the control of any responsible person; losses due to deterioration. See Annex 1 to Chapter 6 of WGMFA for further info
<b>2. SPECIAL PAYMENTS</b>										
<b>2.1. Compensation payments under legal obligation</b>	N/A	Board to be made aware of payment over 25K	Over 100,000	100,000	25,000	25,000				Payments fall into this category only if a clear liability exists as a result of a Court Order or a legally binding arbitration award. This category can include compensation for injuries to persons, damage to property and unfair dismissal. Payments into court, and out of court settlements, are not payments made under legal obligation.



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Category	Welsh Govt Delegated Limit - Approval Required <sup>6</sup>	Trust Board	Chief Executive	Exec Director Finance & Corporate Resources	Exec Director Workforce & OD	Exec Director Quality and Nursing	Exec Directors / Directors	Heads of service/ Heads of Dept/ Board Secretary	Budget Holders	Notes <sup>7</sup>
<b>2.2. Extra contractual payments to contractors</b>	50,000	Over 50,000 <sup>8</sup>	50,000	10,000						An extra contractual payment is one which, although not legally due under the original contract or subsequent amendments, appears to be an obligation which the Courts may uphold. Such an obligation will usually be attributable to action or inaction by a health body in relation to the contract. See Annex 2 to Chapter 6 of WGMFA for further info
<b>2.3. Ex gratia payment</b>										Ex gratia payments are payments which a health body is not obliged to make or for which there is no statutory cover or legal liability. An example is a payment to compensate for financial loss resulting from an act or failure of the body or its servants which does not give rise to a legal liability or the payment of compensation claims or damages. See Annex 2 to Chapter 6 of WGMFA for further info
(a) To patients and staff for loss of personal effects	50,000	Over 50,000 <sup>8</sup>	50,000	10,000	10,000					
(b) For clinical negligence (negotiated settlements following legal advice) where the guidance relating to such payment has been applied	1,000,000	Over 500,000 <sup>8</sup>	500,000			100,000		50,000	10,000	Delegations are inclusive of plaintiff's costs. Many clinical negligence and personal injury cases are settled out of Court and are, therefore, classified as ex gratia payments. Provided the relevant guidance has been followed and appropriate legal advice has been obtained, in cases involving negligence the delegated limits are much higher than those which apply to other ex gratia payments



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Category	Welsh Govt Delegated Limit - Approval Required <sup>6</sup>	Trust Board	Chief Executive	Exec Director Finance & Corporate Resources	Exec Director Workforce & OD	Exec Director Quality and Nursing	Exec Directors / Directors	Heads of service/ Heads of Dept/ Board Secretary	Budget Holders	Notes <sup>7</sup>
(c) For personal injury claims where legal advice obtained and relevant guidance has been applied	1,000,000	Over 500,000 <sup>8</sup>	500,000			100,000		50,000	10,000	Delegations are inclusive of plaintiff's costs. Many clinical negligence and personal injury cases are settled out of Court and are, therefore, classified as ex gratia payments. Provided the relevant guidance has been followed and appropriate legal advice has been obtained, in cases involving negligence the delegated limits are much higher than those which apply to other ex gratia payments
(d) Other clinical negligence and personal injury claims including Putting Things Right arrangements	50,000	Over 50,000 <sup>8</sup>	50,000			10,000				
(e) Other <sup>9</sup> Except cases for maladministration where there was <u>no</u> financial loss by claimant	50,000	RemCom Over 50,000 <sup>8</sup>	50,000		10,000					Other ex-gratia payments include: <u>Voluntary Early Release Scheme</u> payments which must be approved by RemCom regardless of value (SoR 25). <u>Special severance payments</u> when staff leave public service employment should be exceptional. They are usually novel contentious and potentially repercussive and <b>ALL must be referred to WG for approval, even if they are within delegated limits</b> which must be approved by RemCom regardless of value (SoR 25) <u>Settlements on termination of employment.</u> Most payments to staff on termination of their employment will be contractual, but ex gratia payments will sometimes arise (for example to settle a claim against the health body for breach

<sup>9</sup> ALL special severance payments (novel, contentious and potentially repercussive) of whatever value must be referred to WG for approval, even if they are within delegated limits



Category	Welsh Govt Delegated Limit - Approval Required <sup>6</sup>	Trust Board	Chief Executive	Exec Director Finance & Corporate Resources	Exec Director Workforce & OD	Exec Director Quality and Nursing	Exec Directors / Directors	Heads of service/ Heads of Dept/ Board Secretary	Budget Holders	Notes <sup>7</sup>
										of contract). Only payments made in excess of that which is paid under contractual obligation should be recorded as ex-gratia in the losses and special payments register. *These payments may be made by Chief Executive (up to £50K) and Executive Director of Workforce and OD (up to £10K) and reported to the next RemCom. They are also included in the report to AC on losses and special payments.
(f) Maladministration where there was <u>no</u> financial loss by claimant	N/A	Over 50,000	50,000	10,000						In most cases of maladministration there is unlikely to be any legal obligation to pay compensation, and any payment would, as a result, be ex gratia. Such payments may arise: <ul style="list-style-type: none"> <li>• as a result of a recommendation by the Public Services Ombudsman Wales (PSOW).</li> <li>• in cases, not involving the PSOW, where NHS Wales health bodies consider that the effect of official failure may justify a payment</li> </ul>
(g) Patient referrals outside UK and EEA guidelines	N/A	Over 50,000	50,000	10,000						
<b>2.4. Extra statutory and extra regulatory Payments</b>	N/A	Over 50,000	50,000	10,000						These are payments considered to be within the broad intention of a statute or statutory regulation but which go beyond a strict interpretation of its terms. In some cases WG will advise to classify the payments as extra statutory. In all other cases WG must be informed and will advise whether the payments may be treated as extra statutory. See Annex 2 of WGMOA for more info.



Category	Welsh Govt Delegated Limit - Approval Required <sup>6</sup>	Trust Board	Chief Executive	Exec Director Finance & Corporate Resources	Exec Director Workforce & OD	Exec Director Quality and Nursing	Exec Directors / Directors	Heads of service/ Heads of Dept/ Board Secretary	Budget Holders	Notes <sup>7</sup>
<b>3. REQUISITIONING GOODS AND SERVICES AND APPROVING PAYMENT</b>										
<b>3.1. Agency staff and private providers</b>	N/A	Over 500,000	500,000	200,000	200,000	200,000	200,000	50,000 (100,000 for Assistant Director of Operations, Ambulance Care for private providers only)	10,000	Any agency staff, including medical locums. No other managers can authorise use of agency staff.
<b>3.2. Building and engineering works (non-capital)</b>	N/A	Over 500,000	500,000	100,000	100,000	100,000	100,000	50,000	10,000	
<b>3.3. Call off orders (annual value)</b>	N/A	Over 500,000	500,000	100,000	100,000	100,000	100,000	50,000	10,000	High cost medical consumables, provisions, routine supplies, excluding locums or agency staff
<b>3.4. Capital expenditure (subject to annual programme being approved by Trust Board)</b>	N/A	Over 500,000	500,000	100,000	100,000	100,000	100,000	50,000	10,000	The Board to approve cases outside discretionary allowances. Capital programme agreed annually by Board.
<b>3.5. Information Technology</b>	N/A	Over 500,000	500,000	100,000	100,000	100,000	100,000	50,000	10,000	Major IT systems, software purchase, PC and printer purchase, networking, computer consumables. Includes software or hardware maintenance contracts
<b>3.6. Management consultants (including professional services)</b>	N/A	Over 200,000	200,000	10,000	10,000	10,000	10,000			
<b>3.7. Periodic payments (invoice value)</b>	N/A	Over 500,000	500,000 *750,000 for utilities/ fuel	100,000 *750,000 for utilities/ fuel	100,000	100,000	100,000	50,000	10,000	*In relation to Gas, Electricity, Council tax, Telephone, Water and Fleet Fuel invoices, due to the high level of expenditure on a recurring basis, payments up to a value not exceeding £750,000 can be authorised by the Director of Finance or the Chief



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										Executive. For the provision of clarity, payments of PIBS (Personal Injury Benefit Scheme) invoices do not require authorisation on the basis that these quarterly payments are a reimbursement of pension payments made that have already been authorised.
<b>3.8. Removal expenses</b>	N/A	N/A			8,000					Allowance of £6,000 per relevant staff member
<b>3.9. Services (including maintenance contracts) over lifetime of contract</b>	N/A	Over 500,000	500,000	100,000	100,000	100,000	100,000	50,000	10,000	Routine maintenance contracts, clinical services (e.g. MRI), legal services, audit, clinical waste etc.
<b>3.10. All other requisitions</b>	N/A	Over 500,000	500,000	100,000	100,000	100,000	100,000	50,000	10,000	
<b>4. QUOTATIONS AND TENDERS</b>										
<b>4.1. Authorisation of tenders and competitive quotations</b>	N/A	Over 500,000	500,000	100,000	100,000	100,000	100,000	50,000	10,000	Providing all the conditions and circumstances set out in these Standing Financial Instructions have been fully complied with, formal authorisation and awarding of a contract may be decided by these staff to the value of the contract. The Chair of the Trust in this instance will have the same limit as that for the CEO. Quotations- a minimum of 3 written quotations for goods/services must be sought where the anticipated value is likely to be above £5,000. Competitive Tenders- a minimum of 3 written competitive tenders for goods/services must be sought where the anticipated value is likely to be above £25,000.



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Category	Welsh Govt Delegated Limit - Approval Required <sup>6</sup>	Trust Board	Chief Executive	Exec Director Finance & Corporate Resources	Exec Director Workforce & OD	Exec Director Quality and Nursing	Exec Directors / Directors	Heads of service/ Heads of Dept/ Board Secretary	Budget Holders	Notes <sup>7</sup>
										<p>Tenders for Supplies and Services above the limit set EU Procurement matters for works above set limits must be sought in compliance with EC Directives (Updated Jan 2008) (OJEU Regulations) as appropriate. <b>All Tenders and Quotations must be sought, registered, and opened via the SSP.</b></p> <p>These levels of authorisation may be varied or changed and need to be read in conjunction with the Trust Board's Scheme of Delegation</p> <p>Formal authorisation must be put in writing. In the case of authorisation by the Trust Board this shall be recorded in their minutes. Exceptions and Instances where formal tendering need not be applied will require authorisation in the form of a request to waive SFIs (pre numbered document from SSP) and authorisation in advance from the Director of Finance or Deputy Director of Finance (or in their absence the Board Secretary)</p>
<b>5. VIREMENT</b>	N/A	Over 100,000	100,000	25,000						Trust must still meet financial targets and the total Trust budget must remain underspent
<b>6. LEASE AGREEMENTS</b>	**	Over 500,000	500,000	100,000 (with Board Secretary)						<p>**See Schedule 1 to SFIs</p> <p>Copies of all leases are to be kept once signed by the Estates Manager for property related leases and by the Board Secretary for all other leases/contracts</p>



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Category	Welsh Govt Delegated Limit - Approval Required	Board of Trustees/ Trust Board	Charitable Funds Committee	Bids Panel	Bursary Panel					Notes
<b>7. CHARITABLE FUNDS</b>	N/A	N/A	Over 50,000	50,000	N/A					

Unless otherwise stated, sub-delegations to others are permitted. It is for individual Directors to ensure that a system of sub-delegations are in place for their respective directorates.

This scheme only relates to matters delegated by the Board to the Chief Executive and their Executive Directors, together with certain other specific matters referred to in SFIs. Each Executive Director is responsible for delegation within their department. They shall produce a scheme of delegation for matters within their department, which shall also set out how departmental budget and procedures for approval of expenditure are delegated.



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## GOVERNANCE PRACTICE NOTE 001

**MARCH-APRIL 20223 (v.1)**

### TRUST SEAL

1. The Trust's Standing Orders at para 9.0 (see below) provides that the common seal of the Trust is only applied to documents where the Board has approved a transaction to which the document relates, or separately approves the common seal being applied. This practice note introduces a revised process to ensure that this information is provided at the time a request to apply the common seal to a document is made, and to reiterate the signing and witnessing process.
2. The common seal is often required to be applied to deeds and legal documents such as transfers of land or lease agreements. The common seal is not always required for a document to be signed as a deed, and the instructions from the Trust's solicitors or NWSSP legal and risk team should be followed in all circumstances. Where there is doubt the Board Secretary should be consulted on the correct process.
3. The following process should be followed where a document requires the Trust common seal:
  - 3.1. The requester completes the common seal proforma at Annex 1 and sends to the Board Secretary and the relevant Director with a copy of the document to be signed and sealed.
  - 3.2. Where the requester indicates the transaction to which the document relates has not been approved by the Board, the Board's approval to applying the common seal must be sought. It should be noted that such approval is not to approve the transaction – only the application of the seal to the document in accordance with standing order 9.0.1.
  - 3.3. Where Board approval to the application of the common seal is required the Board Secretary will advise the requester and the relevant Director of the next scheduled opportunity to do so. Where the document is required to be sealed before the next scheduled meeting of the Board, the Board Secretary will seek approval of the Chair and Chief Executive for a Chair's Action. However, all attempts must be made to provide notice to the Board Secretary of the forward plan for leases and/or land related documents in particular to be sealed in accordance with the estates strategy and renewal programme.
  - 3.4. The common seal is applied to the document by the Board Secretary or a member of the Corporate Governance Team in the presence of the Chair and the Chief Executive (or their formal deputy). This may be done virtually where all parties are unable to meet in person.
  - 3.5. The application of the common seal is noted in the register of seals and reported to the public Trust Board at the next opportunity. The Board Secretary will ensure this note is provided as part of the Chair's Report to Trust Board.

Approved by Audit Committee ~~3<sup>rd</sup> March-20 April 2023~~

~~Provided-Reported~~ to Trust Board ~~24<sup>th</sup> March-2022-25 May 2023~~ as part of Audit Committee Highlight Report



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4. Documents, whether they be leases, deeds or contracts, are signed in accordance with the Scheme of Reservation and Delegation that forms part of the Standing Orders. The Standing Orders v.5 provides as follows:

Delegated Matter	Responsible Officer/Committee	Delegated To
32.1. Legal Proceedings/Advice		
(a) Engage Trust's solicitors/legal advisor	Chief Executive	Executive Director or Board Secretary
(b) Documents connected with legal proceedings <sup>3</sup>	Chief Executive	Executive Director or Board Secretary
32.2. Documents which are required to be executed as a Deed <sup>4</sup>	Chief Executive	Executive Director and Board Secretary
32.3. Other Agreements not required to be executed as a Deed	Chief Executive	Relevant Director
32.4. Lease Agreements <sup>5</sup>	Chief Executive	Director of Finance and Corporate Resources and Board Secretary

5. Recognising that WAST is a national service and that hybrid and flexible ways of working have embedded since the Covid-19 pandemic, signatories to documents may not always be present in the same location. Accordingly, where a document requires a wet signature, all attempts will be made to have both the relevant Director and the Board Secretary present in person to sign the document, however where that is not possible, the Board Secretary will witness the Director's signature virtually (via Microsoft Teams or other medium) and will sign the document separately. A record of such virtual signings will be kept by the Board Secretary.
6. The Board Secretary will keep a record of all sealings in the Register of Sealings. The Register is currently in hard copy form and kept securely with the common seal by the Board Secretary. From 1 April 2022 the Register of Sealings will be recorded on an excel sheet and retained in the Corporate Governance Directorate shared drive.

Extract from Standing Orders:

## **9. SIGNING AND SEALING DOCUMENTS**

9.0.1 *The common seal of the Trust is primarily used to seal legal documents such as transfers of land, lease agreements and other important/key contracts. The seal may only be fixed to a document if the Board has determined it shall be sealed, or if a transaction to which the document relates has been approved by the Board or Committee of the Board.*

9.02. *Where it is decided that a document shall be sealed it shall be fixed in the presence of the Chair or Vice Chair (or other authorised independent Member) and the Chief Executive (or another authorised individual) both of whom must witness the seal.*

### **9.1 Register of Sealing**

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

### **9.2 Signature of Documents**

9.2.1 *Where a signature is required for any document connected with legal proceedings involving the Trust, it shall be signed by the Chief Executive, except where the Board has authorised another person or has been otherwise directed to allow or require another person to provide a signature.*

9.2.2 *The Chief Executive or nominated officers may be authorised by the Board to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) where the subject matter has been approved either by the Board or a Committee to which the Board has delegated appropriate authority.*

### **9.3 Custody of Seal**

9.3.1 *The Common Seal of the Trust shall be kept securely by the Board Secretary.*

Approved by Audit Committee ~~3<sup>rd</sup> March 20~~ April 2023<sup>2</sup>

~~Provided-Reported~~ to Trust Board ~~24<sup>th</sup> March 2022~~ 25 May 2023 as part of Audit Committee Highlight Report



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### Change Table

<u>Date</u>	<u>By Whom</u>	<u>Change</u>
<u>3 March 2022</u>	<u>Audit Committee</u>	<u>v.1 approved</u>
<u>20 April 2023</u>	<u>Audit Committee</u>	<u>Annual review. No changes made.</u>

Approved by Audit Committee ~~3<sup>rd</sup> March~~ 20 April 2023  
~~Provided-Reported~~ to Trust Board ~~24<sup>th</sup> March 2022~~ 25 May 2023 as part of Audit Committee Highlight Report



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## ANNEX 1

REQUEST FOR THE COMMON SEAL TO BE APLIED TO A DOCUMENT		
Name of Requester		
Name of Director		
Date of request		
Date by which document is required to be sealed		
Type of document (e.g., land transfer, lease agreement, deed)  Please provide a copy of the document to be sealed		
Parties to the document		
<p><b>Please Note:</b> The Trust's Standing Orders provide that the common seal of the Trust is primarily used to seal legal documents such as transfers of land, lease agreements and other important/key contracts.</p> <p>The seal may only be fixed to a document if the Board has determined it shall be sealed, or if a transaction to which the document relates has been approved by the Board or Committee of the Board.</p>		
Has the transaction to which the document relates been approved by the Board	Yes	Provide the date of Board approval:
	No	If no, Board approval will be required. Refer to Board Secretary for advice





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## GOVERNANCE PRACTICE NOTE 002

**MARCH-APRIL 2022-2023 (v.2)**

### PRIVATE BOARD AND COMMITTEE MEETINGS

1. The Trust Board and its Committees, other than its Remuneration Committee, conduct as much of its formal business in public as possible to promote openness and transparency. However, some of the business conducted at these meetings may more appropriately need to be considered in private session.
2. Matters relating to the award of contracts, disciplinary matters and matters concerning staff or any identifiable patient information will usually be considered as unsuitable for discussion in public. Other issues are harder to identify in advance. In determining which matters should be reserved for private session, consideration is given to whether the information to be discussed would be exempt from disclosure under the Freedom of Information Act 2000 (FOI Act). If information would be exempt then it is likely that it should be considered during the private session.
3. This practice note outlines the situations most likely to apply to matters considered by the Board and Committees in private session, and the manner in which decisions made in private session are reported in the public session of the Board.

#### Matters considered appropriate for consideration in private session

4. The matters below relate to exemptions from the FOI Act, however those marked with an \* are subject to the public interest test. This means they will only apply if the public interest in withholding the information is stronger than the public interest in releasing it.
  - 4.1. **Investigations into conduct of employees or Board systems that aim at identifying any improper conduct on behalf of staff and/or protecting patients<sup>1\*</sup>.**  
Examples may include disciplinary or legal investigations into members of staff, and personal data including patient identifiable information.
  - 4.2. **Drafts of documents, not in final form, which will be published in the future<sup>2\*</sup>.**  
Examples may include the draft annual report (which can only be made public once it has been laid before Parliament), or draft consultation documents.
  - 4.3. **Issues, the discussion of which in public would be likely to inhibit the free and frank provision of advice<sup>3\*</sup>.**  
Examples may include matters in the initial stages of enquiry; early stages of strategic thinking; sensitive 'live' issues addressed or discussed in recommendations/advice from external organisations.
  - 4.4. **Issues, the discussion of which in public would be likely to prejudice the effective conduct of public affairs<sup>4\*</sup>.**

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<sup>1</sup> FOI s.31(1)(g)

<sup>2</sup> FOI s.22

<sup>3</sup> FOI s.36(2)(b)

<sup>4</sup> FOI s.36(2)(c)



Examples may include issues the Board is 'working through', where discussion in public may cause concern/alarm, or discussions about future public consultations where the Board wants to manage the timing and manner in which disclosures are made.

**4.5. Information containing the personal data of any living patient, staff member or any other person if disclosure would not be fair to that person<sup>5</sup>.**

Examples may include reports relating to the conduct of a particular employee, or serious Incident reports relating to a particular (living) patient.

**4.6. Information provided in confidence from another person or organisation, if releasing that information would lead to a successful claim for breach of confidence<sup>6</sup>.**

Examples may include patient records (including of patients who are no longer living), and some technical information from suppliers.

**4.7. Legal professional privilege<sup>7\*</sup>.**

Examples may include communications with solicitors and barristers and information created in order to seek legal advice or to help prepare for a legal claim.

**4.8. Disclosure of the information would be likely to damage an organisation's commercial interests<sup>8\*</sup>.**

Those interests may be those of the Board, one of its suppliers or one of its customers. Examples may include current pricing information contained in contracts or tenders Information that would damage the Board's negotiating position if disclosed.

**4.9. Information, disclosure of which is prohibited by law<sup>9</sup>.**

An example may be information prohibited from disclosure by Court Order.

5. Special regulations apply to requests for environmental information (the Environmental Information Regulations 2004). Similar exemptions to those outlined above are found in the Environmental Information Regulations. If the information to be discussed by the Board or Committee relates to the Board's estate, emissions, or decisions/policies likely to affect the environment, Directors should seek further guidance from the Board Secretary.
6. The final decision on whether material shall be discussed in private or public session shall be made by the Chair and Chief Executive, having taken advice from the Board Secretary and in accordance with this practice note.
7. The Board Secretary will keep under review the nature and volume of business considered in private to maintain openness and transparency.

Recording and Reporting Matters Considered in Private Session

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<sup>5</sup> FOI s.40(2)

<sup>6</sup> FOI s.41

<sup>7</sup> FOI s.42

<sup>8</sup> FOI s.43(2)

<sup>9</sup> FOI s.44



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8. Minutes of public meetings will be approved at the next public session, and minutes of private meetings will be approved at the next private session. Copies of approved Committee minutes are provided to the Board for information, with private minutes in private session of the Board and public minutes in the public session of the Board.
9. When the Board or a Committee meets in private session it must formally report any decisions taken to the next meeting of the Board in public session including identifying the costs and delivery risks relating to decisions made where appropriate. With respect to the Board, such decisions will be reported by the Chair in the Chair's in the Governance Report in public session. For Committees, these will ordinarily be reported through the Committee Chair's highlight report to the Board.
10. The Remuneration Committee meets exclusively in private session given the sensitive and confidential nature of its deliberations. Approved minutes of the Committee will be provided to the Board for information in private session, unless in the opinion of the Chair, they contain highly sensitive information. Notwithstanding this, the Remuneration Committee will report on its work through the Chair's Committee Highlight Report, which, depending upon issues of sensitivity and confidentiality, may be presented in public and/or private session of the Board.

#### Change Table

<u>Date</u>	<u>By Whom</u>	<u>Change</u>
<u>3 March 2022</u>	<u>Audit Committee</u>	<u>v.1 approved</u>
<u>20 April 2023</u>	<u>Audit Committee</u>	<u>v.2 approved. Amendment to paragraph 9 to include identification of the costs and delivery risks of decisions made in private session, and reporting of decisions via the Governance Report.</u>



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## GOVERNANCE PRACTICE NOTE 003

**MARCH 2022**APRIL 2023 (v.1)

### CHAIR'S ACTION

1. The Trust Board meets on a bi-monthly basis, however there will be times when urgent issues arise that require the approval of the Board between these scheduled meeting.
2. The Trust's Standing Orders at para 2.1 (see below) provides that such urgent approvals may be made by the Chair and the Chief Executive on behalf of the Board, after first consulting with at least two other Non-Executive Directors. Where the Chair and the Chief Executive are satisfied that a decision cannot wait until the next scheduled meeting and the Director of Finance and Corporate Resources has reviewed the request where financial approvals are sought, the following process will ordinarily be followed:
  - 2.1. An SBAR will be prepared by the relevant Director in the same way as if the matter was to be decided at a scheduled Board meeting. Reasons for urgency must be included in the SBAR.
  - 2.2. Whilst the Standing Orders calls for consultation with at least two Non-Executive Directors, the Board Secretary will circulate the SBAR and the request for Chair's Action to the full Board by email (including Non-Executive Directors, voting and non-voting Directors, and Trade Union partners) to promote transparency.
  - 2.3. The email will include the recommendation(s) for approval and a request for responses within a particular time period. Where possible, that should be at least three working days, however in cases of extreme urgency that may be truncated with the approval of the Chair and Chief Executive.
  - 2.4. Once the deadline has been reached, the Board Secretary will confirm the outcome to the full Board.
  - 2.5. A note of the Chair's Action, together with copies of the email request and responses will be prepared by the Board Secretary and stored on the shared drive for audit purposes.
  - 2.6. The Board Secretary will ensure that a record of the Chair's Action is formally captured in the Chair's Report at the next meeting of the Trust Board for ratification, with such ratification captured in the minutes of that meeting.
3. There may be occasions when the Chair and Chief Executive wish to convene a meeting to consider a Chair's Action request. On such occasions there shall be at least two Non-Executive Directors present, together with the Director of Finance and Corporate Resources, the Board Secretary, and relevant Director.

#### Extract from Standing Orders:

##### **2.1 Chair's action on urgent matters**

- 2.1.1 *There may, occasionally, be circumstances where decisions which would normally be made by the Board need to be taken between scheduled meetings, and it is not practicable to call a*

Approved by Audit Committee ~~3<sup>rd</sup> March 2022~~ 20 April 2023

~~Provided-Reported~~ to Trust Board ~~24<sup>th</sup> March~~ 25 May 2023 as part of Audit Committee Highlight Report



meeting of the Board. In these circumstances, the Chair and the Chief Executive, supported by the Board Secretary as appropriate, may deal with the matter on behalf of the Board - after first consulting with at least two other Independent Members. The Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Board for consideration and ratification.

**2.1.2** Chair's action may not be taken where either the Chair or the Chief Executive has a personal or business interest in an urgent matter requiring decision. In this circumstance, the Vice-Chair or the Executive Director acting on behalf of the Chief Executive will take a decision on the urgent matter, as appropriate.

### Change Table

<u>Date</u>	<u>By Whom</u>	<u>Change</u>
<u>3 March 2022</u>	<u>Audit Committee</u>	<u>v.1 approved</u>
<u>20 April 2023</u>	<u>Audit Committee</u>	<u>Annual review. No changes made.</u>



GIG  
CYMRU  
NHS  
WALES  
Ymddiriedolaeth GIG  
Gwasanaethau Ambiwylans Cymru  
Welsh Ambulance Services  
NHS Trust

<b>AGENDA ITEM No</b>	<b>5</b>
<b>OPEN or CLOSED</b>	<b>OPEN</b>
<b>No of ANNEXES ATTACHED</b>	<b>6</b>

**SELF ASSESSMENT AGAINST THE CORPORATE GOVERNANCE CODE  
FOR CENTRAL GOVERNMENT DEPARTMENTS 2017  
AND  
THE GOVERNANCE, LEADERSHIP AND ACCOUNTABILITY HEALTH  
AND CARE STANDARDS**

<b>MEETING</b>	Audit Committee
<b>DATE</b>	20 April 2023
<b>EXECUTIVE</b>	Trish Mills, Board Secretary
<b>AUTHOR</b>	Trish Mills, Board Secretary
<b>CONTACT</b>	<a href="mailto:Trish.mills@wales.nhs.uk">Trish.mills@wales.nhs.uk</a>

**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.
2. The relevant Corporate Governance Code presently 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 part of the Governance Statement.
4. The 2022/23 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.
5. For completeness, a self-assessment has also been carried out against the Governance, Leadership and Accountability domains in the Health and Care Standards 2015 and that is set out at Annex 2. The majority of these standards fall within the remit of the Quality, Patient Experience and Safety Committee (QUEST) and compliance was reviewed by QUEST against the domains of safe care, effective care, dignified care, timely care, individual care, staff and resources and staying healthy on 9 February 2023. QUEST noted at that meeting that further work was required to evidence compliance which has been challenging given the current pressures experienced by the Trust. This work will progress when the new standards are

published following the introduction of the Health and Social Care (Quality and Engagement) (Wales) Act.

6. No 'not met' classifications were applied<sup>1</sup>, however there are some 'partially met' provisions which we were aware of in any event and they are:

- Are there systems of assurance to ensure we are operating in accordance with HCS: these will be part of the quality strategy implementation and the quality management system;
- Effective reporting structures are in place for all services: we have effective systems at Board but there is more work to be done to get a clear line of sight to what sits under the EMT as part of its effectiveness review;
- Delegations have been agreed and there is a robust framework for accountability: It is noted here that the QPMF is in development and will enhance accountability;
- There is a risk framework and a system of assurance, and mapping of assurance: an assurance mapping is in development;
- Standards of business conduct: a new policy will be reviewed by the Audit Committee in June following a limited assurance internal audit;
- Central knowledge of accreditation and licensing schemes and our compliance: this will be addressed in the governance framework and assurance framework document being developed.

**7. RECOMMENDATION: The Committee is requested to:**

- (a) Review the self-assessment against the Corporate Governance Code ahead of confirming compliance with the Code in the 2022-23 Accountability Report; and**
- (b) Review the self-assessment against the Governance, Leadership and Accountability Health and Care Standards.**

#### **REPORT APPROVAL ROUTE**

Executive Management Team review of the Governance Leadership and Accountability Health and Care Standards in March 2023 and the Corporate Governance Code on 12 April 2023.

#### **REPORT APPENDICES**

Annex 1 – Corporate Governance Code 2017 self-assessment for 2022/23  
Annex 2 - Governance Leadership and Accountability Health and Care Standards self-assessment

<sup>1</sup> A 'met or partially met' drop down box was incorporated for ease of reference where more work was required, but it should be noted the individual questions and the overarching themes do not call for this level of detail and many don't lend themselves to it.

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





## 2022/23 SELF ASSESSMENT AGAINST THE CORPORATE GOVERNANCE IN CENTRAL GOVERNMENT DEPARTMENTS – CODE OF PRACTICE 2017<sup>1</sup>

[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)

REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
1	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)	<ul style="list-style-type: none"> <li>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.</li> <li>The Board routinely receives information on strategic activity, risk and performance as set agenda items.</li> <li>The Integrated Medium-Term Plan (IMTP) is approved by the Board and performance is scrutinized by the Board and Finance and Performance Committee. The IMTP is developed with engagement from staff and stakeholders.</li> <li>Joint Executive Team (JET) meetings are held with Welsh Government colleagues.</li> <li>The Board collaborates with partners and key stakeholders as described in the IMTP.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Board and Committee Minutes – demonstrate scrutiny and support.</li> <li>Board and Committee meeting schedule.</li> <li>IMTP delivery reports to Board and Committees.</li> <li>Audit Wales Structured Assessment 2022</li> </ul>
2	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: <ul style="list-style-type: none"> <li>Leadership – articulating a clear vision for the department and giving clarity about how policy</li> </ul>	<ul style="list-style-type: none"> <li>In accordance with the set statutory duty, the Trust had its IMTP covering the period 2022-2025 approved by the Welsh Government alongside the balanced budget to deliver this. 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.</li> <li>The Trust adopted the revised Model Standing Orders in January 2022. The Standing Orders translate the statutory requirements set out in the</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Standing Orders, Scheme of Reservation and Delegation, and Standing Financial Instructions.</li> <li>IMTP</li> <li>Quality and Performance Management Framework</li> <li>Board minutes of meetings</li> <li>Committee annual reports</li> </ul>

<sup>1</sup> 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
	<p>activities contribute to achieving this vision, including setting risk appetite and managing risk</p> <ul style="list-style-type: none"><li>Effectiveness – bringing a wide range of relevant experience to bear, including through offering rigorous challenge and scrutinising performance</li><li>Accountability – promoting transparency through clear and fair reporting.</li><li>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)</li></ul>	<p>National Health Service Trusts (Membership and Procedure) Regulations 1990 (S.I.1990/2024) (as 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 behaviour framework, 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"><li>Audit Wales Structured Assessment 2022 notes that the Board is committed to public transparency, self-reflection and hearing directly from patients and staff.</li><li>The Trust approved the Quality and Performance Management Framework in March 2022 which will promote transparency and accountability.</li><li>Committee effectiveness is reviewed annually and Non-Executive and Executive Directors receive annual appraisals.</li><li>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 Engagement Framework Delivery Plan reviewed by the Board in January 2023 seeks to engage stakeholders on the longer-term plan to 'invert the triangles'. This is a key programme of work being led by the Trust to review and re-design the Emergency Medical Service model to deliver sustainable improvement in patient care, clinical outcomes and maximise our</li></ul>		<ul style="list-style-type: none"><li>Annual appraisals</li><li>Engagement Framework Delivery Plan</li><li>Audit Wales Structured Assessment 2022</li><li>Decarbonisation action plan</li></ul>



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
		offer to deliver value to the wider Urgent & Emergency Care System. This programme of work seeks to accelerate the current strategic direction and priorities set out in our IMTP.		
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"> <li>• Strategic Clarity</li> <li>• Commercial Sense</li> <li>• Talented People</li> <li>• Results focus</li> <li>• Management information</li> </ul> <p>(Code reference 2.4 and 3.10)</p>	<ul style="list-style-type: none"> <li>• The Board meets bi-monthly, and Committees meet quarterly, other than the Finance and Performance Committee which meets bi-monthly aligned to Board meetings.</li> <li>• The Board routinely receives information on strategic activity, risk and performance, workforce planning matters as set agenda items.</li> <li>• 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.</li> <li>• The IMTP is scrutinised by the Board.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>• Standing Orders, Scheme of Reservation and Delegation, and Standing Financial Instructions.</li> <li>• Board and Committee agenda and minutes</li> <li>• Board and Committee meeting schedule</li> <li>• Committee terms of reference</li> <li>• Committee AAA reports</li> </ul>
4	<p>The Board also supports the accounting officer in the discharge of obligations set out in <i>Managing Public Money</i><sup>1</sup> for the proper conduct of business and maintenance of ethical standards. (Code reference 2.7)</p>	<ul style="list-style-type: none"> <li>• 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.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>• Accountability Report</li> </ul>
5	<p>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)</p>	<ul style="list-style-type: none"> <li>• Any concerns raised at Board and Committee meetings are formally recorded in the minutes.</li> <li>• The Chair and Board Secretary are responsible for ensuring these matters are effectively managed, recorded and resolved where possible.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>• Board and Committee minutes</li> </ul>
6	<p>The Board should have a balance of skills and experience appropriate to fulfilling its responsibilities. The membership of the board</p>	<ul style="list-style-type: none"> <li>• The Trust Establishment Order sets out the Board composition and the Trust abides by this composition.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>• Establishment Order and Standing Orders</li> <li>• Membership matrix</li> </ul>



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
	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"> <li>The Standing Orders also captures the Composition of the Board.</li> <li>Executive Director Skill mix is considered prior to recruitment to align with strategic objectives and this is considered prior to new appointments.</li> <li>Welsh Government Public Appointments Unit supports the process for recruitment of Non-Executive Directors with a standard role profile and person specification.</li> <li>Non-Executive Director Membership on Board Committees are rotated at appropriate times to ensure there is mix and balance of experience across all meetings.</li> </ul>		<ul style="list-style-type: none"> <li>Vice Chair recruitment campaign 2022/23</li> </ul>
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"> <li>These are included in the Establishment Order and Standing Orders, and Non-Executive Director appointment letters.</li> <li>The Board Member Induction Programme sets out roles and responsibilities of all members of the Board as well as attendess.</li> <li>Director Board members have individual job descriptions.</li> <li>Responsibilities for individuals captured where appropriate in annual appraisals.</li> <li>The Chair has annual objectives set and agreed by the Minister for Health and Social Services and cascades these to Non-Executive Directors as appropriate</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Establishment Order and Standing Orders</li> <li>Non-executive director appointment letters, and director job descriptions.</li> <li>Objectives and appraisals (Non-executive director), and PADR for Directors</li> </ul>
8	The Finance Director should be professionally qualified. (Code reference 3.3)	<ul style="list-style-type: none"> <li>Executive Director of Finance and Corporate Resources is professionally qualified.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Human Resources personnel file</li> </ul>



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
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"><li>Annual Committee Effectiveness Reviews address the effectiveness of Committee operating arrangements.</li><li>Welsh Government Non-Executive Director training captures effective challenge and scrutiny role on the Board.</li></ul>	Comply	<ul style="list-style-type: none"><li>Committee annual reports</li><li>Welsh Government Induction Training materials</li><li>Annual NED Objectives and appraisals</li><li>Structured Assessment 2022</li></ul>
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"><li>The Terms of Reference Operating Arrangements for the Board Committees articulate the remit and the cycles of business sets out the information that should be received.</li><li>The Scheme of Reservation outlines the information that should flow through to Board and its Committees as appropriate.</li></ul>	Comply	<ul style="list-style-type: none"><li>Terms of Reference and Operating Arrangements</li><li>Cycles of business</li><li>Standing Orders and Scheme of Reservation</li></ul>

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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"><li>• formal procedures for the appointment of new board members, tenure and succession planning for both board members and senior officials</li><li>• allowing sufficient time for the board to discharge its collective responsibilities effectively</li><li>• induction on joining the board, supplemented by regular updates to keep board members' skills and knowledge up-to-date</li><li>• timely provision of information in a form and of a quality that enables the board to discharge its duties effectively</li><li>• a mechanism for learning from past successes and failures within the departmental family and relevant external organisations</li><li>• a formal and rigorous annual evaluation of the board's performance and that of its committees, and of individual board members</li><li>• a dedicated secretariat with appropriate skills and experience</li></ul> <p>(Code reference 4.1)</p>	<ul style="list-style-type: none"><li>• Non-Executive Director terms of office are monitored by the Chair and Board Secretary to ensure succession planning is timely and managed in conjunction with the Public Appointments Unit in Welsh Government.</li><li>• 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.</li><li>• 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"><li>○ Attendance at the Mandatory Welsh Government Induction Training.</li><li>○ Finance training for Board members.</li><li>○ 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.</li><li>○ Core Induction Programme – planned within the first three months. This includes meeting with Executives, partners, and site visits.</li><li>○ Completion of the Trust's Welcome Day induction for all new Trust Staff.</li></ul></li><li>• The Chair undertakes annual appraisals.</li><li>• Annual Committee Effectiveness Reviews address the effectiveness of Committee operating arrangements.</li><li>• The Trust has a schedule of Board Development Sessions throughout the year to discuss topical issues.</li><li>• Committee terms of reference and reporting to Committees and the Board embeds learning from events and post-implementation reviews.</li></ul>	Comply	<ul style="list-style-type: none"><li>• Membership matrix for board</li><li>• Standing Orders and Committee and Board paper deadline schedule</li><li>• Induction programme and associated documentation</li><li>• Appraisals</li><li>• Board development calendar and outcomes</li><li>• Committee terms of reference, agenda, minutes and cycles of business</li><li>• Audit Wales Structured Assessment 2022 noted that despite changes in leadership the Trust was well-led</li></ul>
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- Committees have cycles of business.
- There is a dedicated secretariat for the Board and its Committees.

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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"> <li>• scrutinising systems for identifying and developing leadership and high potential</li> <li>• 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</li> <li>• 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)</li> </ul>	<p>Explanation:</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• Scrutiny of rewards and incentives, as well as performance of executive Board members are included in the terms of reference of the Remuneration Committee</li> </ul>	Comply	<ul style="list-style-type: none"> <li>• Remuneration Committee Terms of Reference and minutes</li> <li>• Standing Orders and Scheme of Reservation</li> <li>• People and Culture Committee Terms of Reference</li> <li>• Welsh Government Non-Executive Director appointment process</li> </ul>
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"> <li>• Board Members attendance record for Trust Board is captured in the Accountability Report on annual basis and in each Committee AAA report.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>• Accountability Report</li> <li>• Committee AAA reports</li> </ul>
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"> <li>• The role of the 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.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>• Board Secretary job description</li> <li>• Standing Orders</li> </ul>





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)			
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"> <li>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</li> <li>ensuring good information flows within the board and its committees and between senior management and non-executive board members, including:</li> <li>challenging and ensuring the quality of board papers and board information</li> <li>ensuring board papers are received by board members according to a timetable agreed by the board</li> <li>providing advice and support on governance matters and helping to implement improvements in the governance structure and arrangements</li> <li>ensuring the board follows due process</li> <li>providing assurance to the board that the department: <ul style="list-style-type: none"> <li>complies with government policy, as set out in the code</li> <li>adheres to the code's principles and supporting provisions on a comply or explain basis (which should form part of</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>The Board Secretary undertakes these roles for the Trust</li> <li>The 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.</li> <li>The 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.</li> <li>The Board Secretary attends each Committee meeting</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Board Secretary job description</li> <li>Standing Orders</li> </ul>



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"> <li>• 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</li> <li>• recording board decisions accurately and ensuring action points are followed up</li> <li>• arranging induction and professional development of board members (including ministers)</li> </ul> <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"> <li>• Individual appraisals are conducted for Non-Executive Directors by the Chair, and Directors by the Chief Executive</li> <li>• Committee Effectiveness surveys indicate performance elements for the Chair.</li> <li>• The Board Secretary meets annually with the Chair to review Committee attendance and membership.</li> <li>• Attendance record reported in Accountability Report and Committee highlight reports</li> </ul>	Comply	<ul style="list-style-type: none"> <li>• Committee annual reports</li> <li>• Committee highlight reports</li> <li>• Accountability Report</li> <li>• Appraisal Documentation and Process</li> </ul>



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
17	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)	<ul style="list-style-type: none"> <li>The Trust has an agreed process in place for managing Declarations of Interest.</li> <li>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.</li> <li>Declarations of interest are captured on a register which is available for public inspection.</li> <li>Declarations of Interest are captured at the start of each meeting and a standing item on agenda.</li> <li>The Gifts, Hospitality and Conflicts of Interest Policy and the Standing Orders detail the responsibility to declare interests.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Gifts, Hospitality and Conflicts of Interest Policy</li> <li>Standing Orders</li> <li>Declarations of Interest Register and Accountability Report</li> </ul>
18	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: <ul style="list-style-type: none"> <li>an audit and risk assurance committee, chaired by a suitably experienced non-executive board member</li> <li>an internal audit service operating to <i>Public Sector Internal Audit Standards</i><sup>1</sup></li> <li>sponsor teams of the department's key ALBs</li> </ul> (Code reference 5.1 and 5.8)	<ul style="list-style-type: none"> <li>The Audit Committee is chaired by a Non-Executive Director.</li> <li>NWSSP Internal Audit Services are appointed as the Trust Internal Auditors.</li> <li>The Board receives the key risks at each meeting, as does the Audit Committee and all relevant Committees.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Terms of Reference &amp; Operating Arrangements for the Trust Audit Committee</li> <li>Accountability Report</li> <li>Board and Audit Committee minutes</li> <li>Internal Audit Annual Plan 2022/23</li> </ul>



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"> <li>The Annual Governance Statement is included within the Accountability Report which is received by the Audit Committee to endorse approval formally by the Trust Board each year.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Accountability Report</li> <li>Board and Committee minutes.</li> <li>Annual Report Timetable.</li> </ul>
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"> <li>The Risk Register and Board Assurance Framework is a standing agenda item for scrutiny and assurance on the Trust Board Agenda.</li> <li>The Audit Committee provide assurance to the Board that there is a robust Risk Framework in place.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Trust Board Agenda and minutes</li> <li>Audit Committee agenda and minutes and Terms of Reference</li> <li>Audit Wales Structured Assessment 2022</li> <li>Internal Audit Risk Management Review (due in Q4)</li> </ul>
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"> <li>The Standing orders are explicit that the Trust as a minimum must establish Committees that cover certain aspects, one of which is Audit.</li> <li>The Audit Committee is established.</li> <li>The Terms of Reference and Operating Arrangements in respect of the Audit Committee are clear in relation to its authority and delegated</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Standing Orders.</li> <li>Terms of Reference and cycle of business for the Audit Committee</li> <li>Board Assurance Framework reported to Board and Audit Committee throughout 2022/23</li> </ul>



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>responsibilities and is supported by a cycle of business.</p> <ul style="list-style-type: none"><li>• A full secretariat function is in place supporting the Audit Committee.</li><li>• The Audit Committee Terms of Reference are published as an appendix to the Standing Orders on the Trust's website.</li><li>• The Board Assurance Framework is scrutinised by the Board and Audit Committee at each meeting.</li><li>• The Audit Committee reports to the Board by way of a AAA report after each meeting.</li></ul>		<ul style="list-style-type: none"><li>• Board and Audit Committee minutes</li><li>• Audit Committee AAA reports for 2022/23</li></ul>



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
22	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)	<ul style="list-style-type: none"> <li>The role of the HIA is clearly set out in the Trust Standing Orders.</li> <li>Internal Audit colleagues attend all Audit Committee meetings which report to Board.</li> <li></li> </ul>	Comply	<ul style="list-style-type: none"> <li>Standing Orders.</li> <li>Terms of Reference for the Audit Committee</li> </ul>
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"> <li>there is a proper framework of prudent and effective controls, so that risks can be assessed, managed and taken prudently</li> <li>there is clear accountability for managing risks</li> <li>Departmental officials are equipped with the relevant skills and guidance to perform their assigned roles effectively and efficiently.</li> </ul> <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.</p> <p>(Code reference 5.6, 5.7 and 5.10)</p>	<ul style="list-style-type: none"> <li>The Trust has zero appetite to accept risks that materially impair the ability to deliver services to a high standard of safety and quality or its reputation or cause any disrepute with its stakeholders. It is on this basis that the Board and Committees review the Corporate Risk Register and Board Assurance Framework at every meeting to ensure that all is being done to mitigate and manage risks.</li> <li>The Risk Management Strategy 2018-2021 was approved by the Board and is under review, however the content is still extant. A review of the framework and introduction of a Risk Management policy and procedures has been undertaken in 2022/23 as part of the IMTP programme and this work will be finalised as detailed in the IMTP 2023-26.</li> <li>Formal risk appetite statements will be developed.</li> <li>Members of the Board and Audit Committee regularly discuss, challenge and support the discussions on key risks, particularly those rated 20 and above.</li> <li>The risk management framework is the responsibility of the Board Secretary.</li> <li>The Internal Audit for Risk Management and Assurance in Quarter 4 of 2021-2 provided for 'reasonable assurance'.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Board and Audit Committee agenda and minutes</li> <li>IMTP</li> <li>Risk management strategy 2018-2021</li> <li>Internal Audit for Risk Management and Assurance</li> </ul>



GIG  
CYMRU  
NHS  
WALES

Ymddiriedolaeth GIG  
Gwasanaethau Ambiwylans Cymru  
Welsh Ambulance Services  
NHS Trust

**SELF-ASSESSMENT OF GLA HEALTH AND CARE STANDARD BY BOARD SECRETARY JANUARY 2023**

This is a self-assessment table top exercise carried out by the Board Secretary.

A 'met or partially met' drop down box was incorporated for ease of reference where more work was required, but it should be noted the individual questions and the overarching themes do not call for this level of detail and many don't lend themselves to it.

These GLA provisions are also relevant for individual directorates however this self-assessment is an organisational wide view.

There are no provisions that are viewed as not met, however there are areas for improvement and where plans are in place to mature various elements.



No.	Responsible Director	Question	Result	Evidence	Action if not met or partially met
GLA1		Health services demonstrate <b>effective leadership</b> by setting direction, igniting			
GLA1A	Executive Director of Strategy and Planning	Have you identified and set objectives for your organisation / service which take values and behaviours into account?	Met	2030 Vision: Delivering Excellence approved by Board Annual IMTP in place approved by WG and with behaviours embedded New behaviours framework rolled out in 2022	
GLA1B	Executive Director of Quality and Nursing	Do you have mechanisms and systems of assurance in place to ensure your organisation operates in accordance with the Health and Care Standards?	Partially Met	Process of assurance against H&C Standards revised in October 2022. TBC whether there is to be an ongoing self-assessment process or how compliance against the standards will be demonstrated, particularly with the Health and Social Care (Quality and Engagement) Act coming into force and the standards changing. Previously the elements of the H&C standards relative to a Board report were set out on the front cover. The MIQPR draws out H&C standards alignment. Any inspections undertaken by HIW would be reviewed by the Board and actions monitored by the appropriate board committee	To form part of the implementation plan for the quality strategy and align to the new HCS when they are published.
GLA1C	Board Secretary	Has your Board undertaken an assessment of its effectiveness and developed a prioritised action plan in response?	Met	Each Committee undertook effectiveness reviews in 2021 and identified priorities which are tracked at each committee (see further standards in this self-assessment for further information). The Board identified a number of improvement areas that are fed into the effectiveness reviews and other programmes of work. Each Committee has set its priorities for 22/23 and progress is updated at each meeting. Effectiveness reviews for 2022/23 are underway and are due to be completed in May 2023	
GLA1D	Board Secretary and Relevant Directors	Have you established effective reporting structures for all services?	Partially Met	With respect to the Board and its Committees, current TORs are in place with effective reporting via AAA reports to the Board with escalations. For the Committees that maintain sub-committee the same process is in place. The Committee cycles of business set out the governance routes for papers as do the front covers for SBARs. Effective reporting structures have not been reviewed by the Corporate Governance team for each directorate however the Trust's scheme of reservation and delegation is followed by directorates. Tables A and B of the scheme set out delegated financial and non-financial authority for directors.	Service level review of governance and reporting structures in each directorate has not been undertaken. The review has been at Board level governance only. Work is underway to map the integrated governance framework at the Trust.
GLA1E	Board Secretary	Do you have effective leadership, direction and decision making within your organisation / service?	Met	There is an expectation that all Executive Directors will demonstrate effective leadership in accordance with their portfolios and through their lines of accountability The executive management team and the non-executive directors undergo annual appraisals (CEO with Chair; Chair with Minister; NEDs with Chair; Executives with CEO). Their objectives are relative to the overarching IMTP delivery within their remit. The remuneration committee receives details of these objectives. Current and approved standing orders, standing financial instructions and scheme of reservation and delegation is in place Decision making within each directorate has not been reviewed by the Corporate Governance team	

GLA1F	Board Secretary	What levels of delegation have been agreed? Do they provide a robust framework for accountability?	Partially Met	<p>The Trust adopted the revised Model Standing Orders in January 2022. The Standing Orders translate the statutory requirements set out in the National Health Service Trusts (Membership and Procedure) Regulations 1990 (S.I.1990/2024) 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 adoption of the Trust's Values Framework and Standards of Behaviour framework, is designed to ensure the achievement of the standards of good governance set for the NHS in Wales.</p> <p>The Trust approved the Quality and Performance Management Framework in March 2022 which will promote transparency and accountability. Bi-annual review of the framework took place at the F&amp;P Committee in November 2022.</p> <p>The Board has a Committee Structure in place to provide assurance to the Board. Terms of Reference have been reviewed and agreed for all Committees and Sub-Committees, and have been approved by the Board as part of the review of effectiveness in May 2022.</p>	QPMF in development
GLA1G	Executive Director of Strategy, Performance and Planning	How do you communicate organisation/service priorities effectively through the organisation, ensuring that these are delivered at pace?	Met	<p>Organisational priorities are included in the IMTP. IMTP is developed with the involvement of each directorate and communicated through the organisation including easy read infographics.</p> <p>The annual development of the IMTP is done with wide- ranging staff and stakeholder consultation</p> <p>Each directorate has it's own local directorate plan for programmes of work not included in the IMTP.</p> <p>Communication of the service priorities have not been reviewed by the Corporate Governance team (LDP).</p>	Service level review has not been undertaken. The review has been at Board level governance only
GLA1H	Board Secretary	Have you identified risks and barriers to achieving these objectives?	Met	<p>Risks are set out in the IMTP.</p> <p>A BAF has been developed which sets out the Trust's principal risks and is currently aligned to the IMTP which is the delivery vehicle for the strategy. During 2023/24 the BAF will be more squarely aligned to strategic objectives.</p>	BAF in development for 2023/24
GLA1I	Board Secretary	How do you identify, assess and manage your risks?	Met	<p>There is a risk management framework in place that provides for risk to be included on local, directorate and corporate risk registers.</p> <p>Datix is the system used to identify, assess and manage corporate risks.</p> <p>The corporate governance team provides support, challenge and confirmation with oversight of risk management by the Audit Committee</p>	Risk transformation programme provides for the development of the risk management framework including a new policy and procedures
GLA1J	Board Secretary	Do you have a risk framework and a system of assurance?	Partially Met	As above but maturing. A governance and assurance framework has been developed and will be presented to the Board in 2023.	Finalise governance and assurance framework and mapping of assurance
GLA1K	Board Secretary	How do you gain assurance about your organisation / service?	Met	<p>The Trust gains both positive and negative assurance from a number of internal and external sources of assurance. Where positive assurance is gained, this provides the organisation with the opportunity to share good practice, however where negative assurance is identified, the Board expect management to take appropriate action to reduce the risks.</p> <p>Most assurance is gained from internal sources such as the the IMTP progress report, monthly integrated quality and performance report etc and other reports to Committees and the Board, and monitoring and scrutiny of risk registers through the Board and Committee structure. Internal Audit is classed as an internal source of assurance that provides the Trust with an honest and independent opinion of our systems and processes. The Trust agrees the Internal Audit Plan in advance with Internal Audit and reports are presented to the Audit Committees and relevant Board Committees. Recommendations are taken forward by management and progress is tracked via the UHB Audit and Review Tracker</p> <p>Cycles of business draw out regulatory and statutory compliance and assurance forums at which items were reviewed.</p> <p>The BAF draws out controls and assurances relative to the controls for our principal risks.</p> <p>External assurance, including Audit Wales and tripartite escalation meetings are a rich source of assurance.</p>	

GLA1L	Board Secretary	Have you mapped out your sources of assurance to build an assurance framework?	Partially Met	A governance and assurance framework has been developed but not yet approved. The BAF and cycles of business currently draw out sources of assurance, however the framework document will set out the various elements of the Trust's internal and external assurances.	Finalise governance and assurance framework and mapping of assurance
GLA1M	Board Secretary	How do you use internal and clinical audit mechanisms to provide assurance?	Met	There is an internal audit plan approved annually by EMT and Audit Committee. Internal audit reports are presented to Audit Committee. Recommendations are tracked through each relevant Committee and Audit Committee. Clinical audit plan is approved by QUEST and outcomes monitored by QUEST. Learning from clinical audits are reviewed by QUEST	
GLA1N	Director of Workforce and Organisational Development	Have you discussed, agreed and communicated clear values and behaviours for your organisation/service?	Met	The Trust Behaviours were approved in 2022 and are rolled out on an ongoing basis.	
GLA1O	Director of Workforce and Organisational Development	How do you constantly communicate the values and behaviours to staff and the maintenance of high standards and codes of conduct?	Partially Met	TBC behaviours reset roll-out plan Annually a communication is sent to relevant staff to provide their declarations of interest. The declarations of interests, gifts and hospitality policy is in place however it is being revised in 2022 Messages about the behaviours is communicated at CEO roadshows bi-annually	Revised framework for declarations of interest, gifts and hospitality in 2022 and new policy in June 2023.
GLA1P	Executive Director of Strategy, Performance and Planning; Board Secretary	How do you know your staff are aware of the vision and values of the organisation and the high standards of behaviour and codes of conduct expected of them?	Partially Met	The 2030 Vision is linked to the communication on the IMTP. See above re behaviours roll-out The declarations of interest, gifts and hospitality policy and requirements are presented to the Board annually for them to update. It is also sent to all staff via Siren.	The standards of business conduct policy is drafted and will be approved by Audit Committee by June 2023
GLA1Q	Board Secretary	Does your Board actively monitor standards of behaviour throughout the organisation? (This could be via the Audit and Risk Committee, complaints; disciplinary action; or the PADR process)	Partially Met	The Trust's Standing Orders supported by the Standards of Behaviour Policy aims to ensure that arrangements are in place to support the workforce to act in a manner that upholds the code of conduct for the NHS. Part of this process is obtaining declarations in respect of Gifts, Hospitality, Honoraria, and Sponsorship etc. The Register and Declaration of Interests is the method by which the Board safeguards against conflict or potential conflict of interest where private interests and public duties of members of staff do not concur. The Board must be impartial and honest in the conduct of its business. The Audit Committee has not received the declarations of interest, gifts and hospitality register for some time, however that will be corrected in Q3 2022 Disciplinary and PADR process is reported to PCC Complaints reported to QUEST	The standards of business conduct policy is drafted and will be approved by Audit Committee by June 2023
GLA1R	Relevant Directors	How do you actively promote, embed and robustly support high professional standards and quality requirements and challenge poor behaviour?	Met	There is an expectation that Directors, e.g. Director of Quality and Nursing, Medical Director and Director of Paramedicine will enact these principles in accordance with their portfolios and through their lines of accountability. People and Culture Committee has oversight of professional registration and the arrangements for revalidation. Registration is checked at the time of recruitment. PADR process is in place and compliance is monitored by the People and Culture Committee and the Board The WAST behaviours serve as a way in which poor behaviour can be challenged. The Organisational Development Directorate are developing a culture of psychological safety within the organisation where employees are encouraged and empowered to speak out against poor behaviours. A number of avenues exist for this under the Procedure for Raising Concerns, however a task and finish group has been established to strengthen this framework.	
GLA1S	Director of Workforce and Organisational Development	Do your service priorities, values and behaviours influence your staff development programmes?	Met	The staff development programmes align to the strategic direction and the IMTP. WAST behaviours are embedded within all developmental programmes and induction. PADRs and objectives are set against the backdrop of the IMTP and local directorate plans and work is developing to include WAST behaviours in the PADRs.	

GLA1T	Board Secretary	Does your organisation publish a statement in your Annual Report/ Quality Statement on the adequacy of its arrangements for	Met	The annual report/quality statement follow the WG guidelines and include such statements	
GLA1U	Director of Workforce and Organisational Development	Does the culture of your organisation support the personal responsibility of individuals in the maintenance of high standards?	Met	The IMTP places an emphasis on the WAST behaviours as a way to develop a culture of engagement, openness and honesty and in which all elements of the workforce are encouraged to be innovative. The behaviours reset that took place in 2022 was as a result of a bottom up approach and the behaviours were selected by staff as the standard to which they wish to be held and to hold others to. The current standards of business conduct policy (the declaration of interests, gifts, hospitality and sponsorship policy) reflect the Nolan principles and the revised policy embeds the WAST behaviours and good standards of business conduct across the organisation. Staff are encouraged to report incidents through Datix and have a number of avenues to speak up safely. The All Wales Procedure for Raising Concerns was approved in November 2021.	
GLA1V	Director of Workforce and Organisational Development	Is this supported by induction, training, and personal appraisal?	Met	Induction is in place for new Board members. A PADR lite process was put in place in 2020 for all staff. Board members receive annual appraisals also 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: Attendance at the Mandatory Welsh Government Induction Training. Provision of a detailed induction Pack/Manual 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 regular appraisals	
GLA1W	Board Secretary	What corporate policies exist within your organisation / service to guide your staff and others on how you do business?	Met	Standing Orders, together with the adoption of a scheme of matters reserved to the Board; a Scheme of Delegation Standing Orders, together with the adoption of a scheme of matters reserved to the Board; a Scheme of Delegation to officers and others; and Standing Financial Instructions, provide the regulatory framework for the business conduct of the Trust and define - its ‘ways of working’. These documents, together with the range of corporate policies set by the Board make up the Governance Framework. All corporate and employment policies are available on the Trust’s website	
GLA1X	Board Secretary	How do your corporate policies uphold the values of your organisation / service?	Met	Each policy requires an equality impact assessment to be completed prior to approval of the policy. The EQIA ensures the policy does not impact negatively on a range of issues closely linked to the organisation's strategic direction and behaviours. The integrated impact assessment tool which is being developed to replace the EQIA will ensure strengthen this and ensure that plans, programmes and initiatives are cognisant of equality issues including health inequalities and prudent healthcare principles. All policies are developed in line with the policy on policies and within a framework of agreed written control documentation.	
GLA1Y	Executive Director of Quality and Nursing	Do you use patient/user feedback in staff and organisation reviews?	Met	The IMTP for 2023-26 was developed with staff and stakeholder feedback. An engagement framework for service changes related to 'inverting the triangles' has been discussed with the Board of CHCs and the delivery plan is in line with those discussion. The QUEST committee receives a patient experience report at each meeting which demonstrates the wide range of ways in which we hear from our patients. The committee hears directly from patients with their lived experience, as does the People and Culture Committee for staff. The Board hears alternative staff and patient stories at each meeting.	

No.	Responsible Director	Question	Result	Evidence	Action if not met or partially met
GLA2		Strategy is set with a <b>focus on outcomes</b> , and choices based on evidence and people insight. The approach is through <b>collaboration</b> building on common			
GLA2A	Executive Director of Strategy, Planning and Performance	Do you consider the Citizen Centred Governance Principles in developing the organisation's strategic planning process (IMTPs)?	Met	<p>The Long Term Vision and the annual IMTP are developed with these principles in mind and they apply to all aspects of governance, particularly with respect to the delivery of a high quality service, the duty of quality and the duty of candour.</p> <p>Roles and responsibilities are defined through the delivery of the IMTP with oversight by the Finance and Performance Committee and delivery via the Strategic Transformation Board.</p> <p>There is an emphasis on innovation in the IMTP and in service change generally in WAST and an ethos of continuous learning which is evident at Board committees.</p> <p>The clinical strategy and the quality strategy puts the citizen at the heart of a whole system approach through a reduction in variation, waste and harm.</p>	
GLA2B	Executive Director of Strategy, Planning and Performance	How do you ensure prudent healthcare principles are embedded in your strategies and plans?	Met	<p>In accordance with the set statutory duty, the Trust has its IMTP approved annually by the Welsh Government. 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 and includes value based healthcare principles aligned to those of the Welsh Government and wider system. The IMTP is refreshed on an annual basis and approved by the Trust Board.</p> <p>A value based healthcare working group is established to develop its work programme alongside the financial sustainability programme and other key areas or work such as inverting the triangles in 2022/23. Patient Level Information and Costing system (PLICs) is in the programme of work for the 2023-26 IMTP. A trial of the Patient Reported Experience Measures (PREMS) with ABUHB was introduced in December 2022 and work has started with the Value in Health Centre to explore opportunities to develop Patient Reported Outcome Measures (PROMS).</p> <p>The finance and performance committee has specific oversight of value based healthcare and there has been a focus on this in the 2022/23 work programme of the committee.</p>	
GLA2C	Executive Director of Strategy, Planning and Performance	How do you ensure that your strategies and plans contribute to the strategic vision for health services in Wales?	Met	WAST strategies and plans, including the clinical strategy and the quality strategy are developed to align to the strategic vision for health services in Wales and related Welsh Government health care policies and IMTP is developed to support these.	
GLA2D	Director of Partnerships and Engagement	How do you ensure you work in constructive partnership to develop policies and strategies on cross cutting issues and deliver the best outcomes for people?	Met	<p>The Trust recognises the importance of regional and partnership working and can evidence this through the high profile collaboratives which are a central part of the Trust's strategy to maximise opportunities and address some of our key regional challenges.</p> <p>Wide ranging representation by WAST at external groups which will inform policy and strategic direction and engagement. This includes but is not limited to executive and other representation at WG, peer groups, EASC, JET, All Wales Groups, Chairs Groups, Ministerial, Chair and CEO meetings, regional partnership boards.</p> <p>Policies are either adopted at WAST from an All Wales policy position, or are developed following both targeted and general consultation, including that of Trade Unions.</p> <p>Whilst WAST is not currently subject to the Wellbeing of Future Generations (Wales) Act 2015 it does work within the spirit of the Act and attends a number of Public Service Bodies.</p> <p>The Trust has applied for university trust status and has incorporated its academic priorities into the IMTP for 2023-26 and reports progress to Welsh Government. An Academic Partnerships Committee has been established by the Board to support this ambition.</p>	



GLA2E	Director of Partnerships and Engagement	Do you know about all partner organisations / networks?	Met	The above forums demonstrate wide ranging engagement with stakeholders, but in addition the engagement framework delivery plan includes planned activities with our stakeholders and a 12 week engagement period The CEO roadshows attract a significant number of our staff and feedback on the strategic direction and the IMTP is gathered in those sessions.	
GLA2F	Director of Partnerships and Engagement	Do you identify and engage with stakeholders and have formal processes in place to capture feedback from stakeholders to inform future strategic planning?	Met	The above forums demonstrate engagement with stakeholders, but in addition the engagement framework delivery plan includes planned activities with our stakeholders and a 12 week engagement period agreed with the Board of CHCs.	
GLA2G	Executive Director of Quality and Nursing	Do you involve patients/service users and staff and focus on their needs and experiences, putting them at the heart of strategic plans?	Met	The patient experience team and community interest team have an established programme of stakeholder engagement and reporting to the QUEST committee.	
GLA2H	Executive Director of Strategy, Planning and Performance	How do you ensure that everyone involved in the delivery chain understands each other's roles and responsibilities and how together they can deliver the best possible outcomes?	Met	Roles and responsibilities are defined through the delivery of the IMTP with oversight by the Finance and Performance Committee and delivery via the Strategic Transformation Board. The standing orders, standing financial instructions and scheme of reservation and delegation sets out the roles and responsibilities of the organisation, with specific delegations in tables A and B of the sheme. Our plans are aligned to Welsh Government overarching strategies and plans and approved by them. These plans are also presented to JET and EASC, as well as being socialised with our partners in the forums as set out above. There is a sytem of DOF, COO, CEO, DN, Board Secretaries, MDs, Directors and Assistant Directors of Planning Peer groups across Wales as well as AACE. Integrated strategic planning group review service delivery and changes across wales and impact on WAST.	
GLA2I	Executive Director of Strategy, Planning and Performance	How do you ensure your business planning procedures effectively prioritise key deliverables to meet your strategic objectives?	Met	The IMTP is developed in partnership with colleagues, board members and stakeholders. The IMTP is aligned to a financial model to deliver the plans. The IMTP progress is governed by the structures and processes in place through the STB and complimentary groups. The oversight for the IMTP is at the Finance and Performance Committee with reporting to Board at each meeting also. The EMT reviews progress regularly also.	
GLA2J	Executive Director of Strategy, Planning and Performance	How do you plan and prioritise resources and evaluate your performance against strategic goals and delivery plans?	Met	Planning and prioritising resources and evaluation of performance is undertaken through the Trust's committee structure. The IMTP and its underpinning enabling plans set out deliverables and milestones through detailed actions, timescales and measures for success. Oversight of this is through the strategic transformation board and the finance and performance committee, as well as the Board. The BAF sets out principles risks aligned to the achievement of the IMTP deliverables and hence our strategic goals.	
GLA2K	Executive Director of Strategy, Planning and Performance	Do your objectives have specified and measurable outcomes and do you monitor against them?	Met	See above re STB review oversight by EMT, F&P Committee and the Board	
GLA2L	Executive Director of Strategy, Planning and Performance	Are you clear about what evidence you need to demonstrate the success of a strategy, and how you will collect this? (outcome focus)	Met	The IMTP and its underpinning enabling plans set out deliverables and milestones through detailed actions, timescales and measures for success. Oversight of this is through the strategic transformation board and the finance and performance committee, as well as the Board. Regular JET meetings with Welsh Government also review performance	

GLA2M	Director of Partnerships and Engagement	What accountability arrangements exist for partnerships and networks?	Met	Partnership and network arrangements are supported by the development of formal partnership governance arrangements, Memorandums of Understanding, SLAs etc. Terms of reference for EASC establish accountability arrangements for urgent and emergency care services.	More work required here on a partnerships governance framework
GLA2N	Director of Partnerships and Engagement	Are you compliant with local compact arrangements between the NHS and Third Sector?		Not applicable	
GLA2O	Executive Director of Strategy, Planning and Performance	Do you communicate evidence and research to teams that develop strategy?	Met	The long term strategy and IMTP are developed collaboratively as set out above. The WIIN network capture innovation and the stragety teams work closely with them and the research and innovation team to ensure the IMTP is evidence based. An EQIA (soon to be replaced by an integrated assessment tool) is completed to ensure inequalities are captures and taken into account.	
GLA2P	Executive Director of Strategy, Planning and Performance	Do you communicate this to your teams delivering the service?	Met	The IMTP is communicated throughout the organisation both when it is in development and on finalisation. Success is celebrated. The Academic Partnerships Committee has a focus on communicating research and innovation in 2023/24	

No.	Responsible Director	Question	Result	Evidence	Action if not met or partially met
GLA3		Health services <b>innovate and improve</b> delivery, plan resource and prioritise, develop clear roles, responsibilities and delivery models, and manage			
GLA3A	Executive Director of Quality and Nursing	How do you ensure your organisation/ service is always learning and look for creative ways and innovation to improve the delivery of services	Met	The Trust seeks to maximise opportunities from commissioning, collaboration and innovation. It has established the WAST improvement and innovation network (WIIN) which gathers submissions from staff to improve services.  Priorities have been set for university trust status which are incorporated into the IMTP. The Academic Partnership Committee has expanded its membership in 2023/24 to capture grass roots research and innovation.	
GLA3B	Director of Paramedicine	How do you ensure you work from evidence?	Met	Services are planned with evidence of the service needs regionally. This is evident in the recent roster reviews which aimed to reflect demand in particular health board areas and match resources to best effect.  The H&C Standards assessment against effective services will provide further information here, however the QUEST committee reviews effectiveness of services and approves the clinical audit plan and monitors its implementation and learning.	
GLA3C	Executive Director of Quality and Nursing	How do you empower your staff to innovate and learn to improve quality and service delivery	Met	The Trust has established the WAST improvement and innovation network (WIIN) which gathers submissions from staff to improve services.	
GLA3D	Directors through their portfolios	How do you identify and share best practice and benchmark?	Met	There are a number of all Wales peer groups and network meetings where best practice is identified.  Audit Wales and Internal Audit benchmark the Trust against best practice and other organisations. Reports are presented to the Audit Committee and published on the Trust's website as well as Audit Wales' website.  Clinical audit learning is shared at the quality and clinical governance group and QUEST committee.  The Trust has a schedule of Board Development Sessions throughout the year to discuss topical issues.  Committee terms of reference and reporting to Committees and the Board embeds learning from events and post-implementation reviews.	
GLA3E	Directors through their portfolios	How is this communicated throughout the organisation?	Met	Directors share this information in their directorate meetings, as well as a cascade messaging system from the EMT.  CEO roadshows also showcase this work bi-annually.	
GLA3F	Executive Director of Strategy, Planning and Performance	Have you got a clear methodology to prioritise work streams to deliver targets? Does this relate to resource allocation?	Met	The strategic transformation board is the governance forum for delivery of the IMTP and has a key role in the prioritisation of programmes. The EMT is the forum for high level prioritisation across the organisation which is agile.  A PIP is in place where prioritisation is required.  The IMTP sets out prioritisation methodology in time of pressure and movements in the Research Escalation Action Plan .	
GLA3G	Executive Director of Quality and Nursing	Do you use feedback from patients/service users/carers to innovate and change delivery?	Met	The PECl team have a programme of engagement and feedback to the organisation to inform changes in delivery and services.  The engagement framework delivery plan for the long term strategy has been developed in conjunction with the Board of CHCs	



GLA3H	Board Secretary	How do you ensure an understanding of the governance and compliance requirements of regulatory bodies and use feedback from auditors/regulators to inform and improve your business planning processes and procedures?	Met	<p>Internal audit reports are presented to the Audit Committee and the relevant Board committee.</p> <p>Audit Wales Structured Assessment and other reports are presented to the Audit Committee and relevant Board Committee.</p> <p>Management responses to both internal audits and Audit Wales reviews inform and improve practice. These responses are tracked and progress reported to the Audit Committee and relevant Board committee.</p> <p>A self assessment against the governance code is presented to the Audit Committee annually and the Annual Report and Financial Accounts complies with Welsh Government requirements in the manual for accounts.</p>	
GLA3I	Director of Finance and Corporate Resources	How do you ensure you are using taxpayers' resource properly and carefully to deliver high quality efficient services?	Met	<p>The Wales Audit Office Structured Assessment process examines the Trust's arrangements that support good governance and the efficient, effective and economical use of resources and provides an assessment of its findings on the Trust's financial management arrangements in place</p> <p>The finance and performance committee oversees the value based healthcare agenda.</p> <p>There is a financial sustainability programme in place.</p> <p>The Trust has a robust local counter fraud service that reports to the Audit Committee</p>	
GLA3J	Director of Finance and Corporate Resources	Do you have sound systems of financial control?	Met	<p>The Wales Audit Office Structured Assessment process examines the Trust's arrangements that support good governance and the efficient, effective and economical use of resources and provides an assessment of its findings on the Trust's financial management arrangements in place</p> <p>Oversight by F&amp;P Committee and Board</p> <p>The Board approves the Accountability Report on annual basis which includes the Statement by the Accountable Officer assuring the Board on the System of Internal Control</p>	
GLA3K	Board Secretary	Do you have clear arrangements for monitoring governance activities?	Met	<p>The Board Committee structure is supported by clear terms of reference, accountabilities and responsibilities, and is complemented by a cycle of business. That cycle of business is maturing and will enable the Committee to objectively demonstrate that it has discharged its responsibilities throughout the year. Annual effectiveness reviews of Board Committees are reported to the Audit Committee and their annual reports and any changes to the TOR are approved by the Board.</p> <p>Each Committee reports to the Board on a AAA report after each meeting, escalating issues where appropriate and providing assurance on the issues within their remit.</p> <p>Each Committee reviews risks in their remit.</p>	
GLA3L	Executive Director of Strategy, Planning and Performance	Are all new services / business cases underpinned by the Health and Care Standards?	Met	<p>All business cases are subject to the scrutiny and approval of the relevant Director or Board Committee in accordance with established governance procedures. Depending on funding source they will also be subject to Welsh Government scrutiny and approval. Business case objectives align to the extant IMTP and are consistent with local and national strategy and therefore align with established Standards.</p>	

GLA3M	Director of Workforce and Organisational Development	Are your workforce aligned to delivery targets, with clear responsibilities?	Met	The IMTP sets the strategic direction and the key objectives for the Trust. This is underpinned by enabling plans including workforce plans. See above re responsibilities for objectives under the IMTP and STB structure	
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No.	Responsible Director	Question	Result	Evidence	Action if not met or partially met
GLA4		Health services foster a culture of <b>learning and self-awareness, and personal and professional integrity.</b>			
GLA4A	Board Secretary	Does your Board/service have a formal improvement process?	Met	Annual effectiveness reviews of Board Committees seek member and attendee views on a range of issues such as: - committee focus - committee engagement - committee team working - committee effectiveness - committee leadership These results are reviewed by the Committee and changes to operating arrangements and TOR are agreed. Priorities are agreed annually for each committee and progress reported to each meeting.	
GLA4B	Executive Director of Strategy, Planning and Performance	How do you gain a clear understanding of how well you are performing, what services are doing well, and what service need improving, including services that are carried out by others on your behalf?	Met	The MIQPR is reviewed monthly by the EMT and also at each of the Board, finance and performance committee, people and culture committee, and QUEST committee meetings. Deep dives and PIPs are put in place where performance is below expected target levels The CRR and BAF capture risks with respect to performance and detail the controls and assurance, as well as actions plans relative to those risks	
GLA4C	Executive Director of Strategy, Planning and Performance	How do you ensure that you respond quickly and effectively to areas of concern, including those relating to individual performance?	Met	Via the oversight of the MIQPR above and evidence of deep dives PADRs set expectations of individuals.	
GLA4D	Board Secretary	How do you invite effective feedback and use the lessons learned to develop and improve the board's and senior management team's effectiveness.	Met	Committee effectiveness is reviewed annually and Non-Executive and Executive Directors receive annual appraisals. See above re WIIN and PECi	
GLA4E	Board Secretary	Do you know about all accreditation and licensing schemes that apply to your organisation and how do you comply with them?	Partially Met	The legislative requirements are often set out in the SBARs which come to committees and these are being captured in the cycles of business. In parallel a governance and assurance framework is in development which captures the statutory and regulatory framework and maps where that assurance is provided. This is a work in progress, however the Trust's SO/SFI/SoRD includes the legislative and regulatory framework within which the Trust conducts its day to day business, and governance arrangements are reviewed regularly by internal audit and Audit Wales.	Governance and assurance framework and assurance mapping in development
GLA4F	Relevant Directors	How do you ensure your staff comply with their professional standards?	Met	People and Culture Committee has oversight of professional registration and the arrangements for revalidation.	
GLA4G	Director of Workforce and Organisational Development	Is evidence of CPD required for annual performance and development reviews?	Met	The Trust, as a learning organisation, supports lifelong learning through, continuous personal and professional development (CPD). PADR process is in place to identify development needs and to support personal CPD. All staff are responsible for maintaining a personal development/CPD portfolio. Revalidation is overseen by the workforce directorate and the people and culture committee	

GLA4H	Executive Director of Quality and Nursing	What is the feedback and process of reflection from complaints, compliments and incidents?	Met	Datix reporting to the Quality and Clinical Governance Group, EMT and QUEST Committee. Similarly with PEI report.	
GLA4I	Director of Workforce and Organisational Development	Is there a just/open culture which encourages staff to seek help and advice?	Met	Staff have the ability to raise concerns through a number of avenues currently, including through their line management mechanism, through a dedicated email address, and through a newly introduced 'sensitive issues' function in the Datix Incidents module. The All Wales Procedure for NHS Staff to Raise Concerns was approved in November 2021 and is attached. The procedure provides for escalation where raising concerns where line management is inappropriate or not a route the staff member wishes to follow. A speaking up safely task and finish group was established in 2022 to review the current framework to raise concerns, identify and establish a comprehensive framework for WAST. That group has been reporting to the People and Culture Committee on progress on a regular basis	
GLA4J	Director of Workforce and Organisational Development	What learning programmes are available for staff, and are these aligned to delivery targets, and organisational values and behaviours?	Met	Statutory and mandatory training is in place across the organisation and oversight of progress against target is reviewed regularly and improvement plans put in place. There is a learning launchpad which provides staff with a range of topics with easy access to courses. Internal training programmes are extensive for our clinical staff aligned to the long term vision and workforce plans.	



GIG  
CYMRU  
NHS  
WALES  
Ymddiriedolaeth GIG  
Gwasanaethau Ambiwlaens Cymru  
Welsh Ambulance Services  
NHS Trust

<b>AGENDA ITEM No</b>	<b>6</b>
<b>OPEN or CLOSED</b>	<b>Open</b>
<b>No of ANNEXES ATTACHED</b>	<b>2</b>

## REGISTER OF INTERESTS & REGISTER OF GIFTS, HOSPITALITY AND SPONSORSHIP

<b>MEETING</b>	Audit Committee
<b>DATE</b>	20 <sup>th</sup> April 2023
<b>EXECUTIVE</b>	Trish Mills, Board Secretary
<b>AUTHOR</b>	Trish Mills, Board Secretary Alex Payne, Corporate Governance Manager
<b>CONTACT</b>	Email: Trish.Mills@wales.nhs.uk

### EXECUTIVE SUMMARY

1. The purpose of this paper is to present the Register of Interests and the Register of Gifts, Hospitality & Sponsorship for the 2022/23 financial year, for review and receipt by the Audit Committee. Both registers have been presented as at the 31 March 2023.
2. The relevant provisions of the Trust's governing documents have been set out in the 'Key Issues/Implications' section, with other detail given where relevant. 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 Board and Executive Management Team Register of Interests as at the 31 March 2023;
  - 3.2 Confirm receipt of the Gifts, Hospitality, Sponsorship Register as at the 31 March 2023.

## KEY ISSUES/IMPLICATIONS

### **Register of Interests –Board Member and Director Interests**

1. The Trust's Standing Orders provision 8.1 require 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.
2. Standing Order 8.1.3 states that the Chief Executive, through the Board Secretary, will ensure that a Register of Interests is established and maintained as a formal record of interest declared by all Board members.
3. 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 the Audit Committee.
4. 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.
5. In the revised Standards of Business Conduct Policy, which is currently under review, provides for a wider collection of centrally held and publicly available declarations for decision-makers. This policy will be brought to the Committee in June.
6. The Register of Interests – which includes the declarations made by all members of the Board and Executive Management Team, including Trade Union Representatives at the Board – has been reviewed and updated, and is presented as at the 31 March 2023 (Annex 1).

### **Register of Gifts, Hospitality & Sponsorship**

7. Standing Order 8.7 requires the 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".
8. There is one Gifts, Hospitality and Sponsorship Register for the whole organisation which serves to ensure compliance with both elements of provision 8.7.1 (the latter element of which requires Executive Directors to adopt a similar mechanism in relation to officer within their Directorates).
9. 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 the Audit Committee.

10. These compliance requirements are supported by the Trust's Gifts, Hospitality, Interests: Commercial Sponsorship and Fundraising Policy. The Trust is in the process of reviewing this policy and the supporting / related processes and procedures, as referenced in the recent Standards of Business Conduct internal audit report.
11. The offers of Gifts, Hospitality and Sponsorship which have been made to the Board and officers within Directorates in the 2022/23 financial year until the 31 March 2023 are detailed within the enclosed Register (Annex 2).
12. The revised policy will be before the Audit Committee for endorsement at the June meeting. Following its approval, a series of 'spotlight on' communications will be developed, initially focusing on the receipt of gifts to ensure the policy requirements of not accepting cash or vouchers is clear at station level, and there is ease of access for those wishing to provide that 'thank you' to donate it to the WAST charity. The Board Secretary has taken the opportunity with the two entries at Annex 2 where cash was received and utilised to educate line managers on the policy position and consult them on appropriate communications that are being developed.
13. A 'spotlight on' hospitality will also be an initial focus. The current policy position is that modest hospitality may be accepted provided it is normal and reasonable in the circumstances and similar to the scale which NHS would offer. The new policy retains this position.

#### REPORT APPROVAL ROUTE

EMT - 12<sup>th</sup> April 2023

#### REPORT APPENDICES

1. Annex 1 – 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



Name	Position	Declaration	Interest Type	Date Interest Started	Date Interest Ended	Left Trust
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		
DAVIES, Kevin	Vice Chair and Non-Executive Director * Member of Academic Partnerships Committee * Member of Charitable Funds Committee * Member of Finance & Performance Committee * Member of Quality, Patient Experience & Safety Committee * Member of Remuneration Committee	Colonel Commandant Queen Alexandra's Royal Army Nursing Corps	Any other interest	May 2020		
		Charity Trustee - Queen Alexandra's Royal Army Nursing Corps Association	Position in Charity/Voluntary Organisation	28 January 2021		
		Charity Trustee - St John's Ambulance Cymru				
		[Full name - The Priory for Wales of the Most Venerable Order of the Hospital of St John of Jerusalem]	Position in Charity/Voluntary Organisation	16 July 2017		
		Company Director - St John's Ambulance Cymru				
		[Full name - The Priory for Wales of the Most Venerable Order of the Hospital of St John of Jerusalem]	Directorships	16 July 2017		
		Patron Motivation and Learning Trust	Position in Charity or Voluntary Organisation	2014		
		Chair ABF The Soldiers Charity (Glamorgan)	Position in Charity/Voluntary Organisation	2015		
DENNIS, Colin	Chair of Trust Board and Non-Executive Director * Chair of Remuneration Committee	Member Royal College Nursing	Any other interest	1978		
		Chair - Citizen Housing [Charity]	Position in Charity or Voluntary Organisation	01 January 2015		
		Company Director - Citizen Treasury PLC	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 - Grand Union Housing	Any Other Interest	01 September 2022	01 November 2022	
		Company Director - Grand Union Homes Ltd	Directorships	01 September 2022	01 November 2022	
		Company Director - Grand Union Group Funding Plc	Directorships	05 October 2022	24 November 2022	
EVANS, Bethan	Non-Executive Director * Chair of Quality, Patient Experience & Safety Committee * Member of Charitable Funds Committee * Member of Finance & Performance Committee * Member of People & Culture Committee * Member of Remuneration Committee	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 Societ)	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 - 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		
		[Previously called Homes of Excellence Healthcare Limited. Company name changed 12.08.2022 - #12513139]	Directorships	12 March 2020		
		Company Director - Hawthorn Court Property Limited	Directorships	27 April 2022		
		[Previously called My Choice Healthcare (Three) Limited, Company name changed 12.08.2022 - #13371375]	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		
HITCHON, Estelle	Director of Partnerships and Engagement	Nil Declaration				

Name	Position	Declaration	Interest Type	Date Interest Started	Date Interest Ended	Left Trust
<b>HOLLARD, Paul</b>	<b>Non-Executive Director</b> * Chair of People & Culture Committee * Member of Academic Partnerships Committee * Member of Audit Committee * Member of Quality, Patient Experience & Safety Committee * Member of Remuneration Committee	Independent consultant providing occasional services to NHS Wales organisations and Welsh Government.	Interest in Companies and Securities	01 April 2022		
<b>JACKSON, Ceri</b>	<b>Non-Executive Director</b> * Chair of Charitable Funds Committee * Member of Audit Committee * Member of Finance & Performance Committee * Member of Quality, Patient Experience & Safety Committee * Member of Remuneration Committee	Self-employed Management Consultant primarily working in third sector Associate Director of SamKat Ltd in my capacity as self-employed management consultant Charity Trustee - Stroke Association Trustee, Chair Wales Advisory Group. Charitable Company - Stroke Association - Company Director Cardiff Institute for the Blind Trustee (trading as Sight Life). Partner employed by Arjo (global supplier of medical devices and equipment).	Interest in Companies and Securities Directorships Position in Charity or Voluntary Organisation Directorships Position in Charity or Voluntary Organisation	01 May 2019 01 June 2021 08 October 2020 08 October 2020 01 September 2014		
<b>KILLENS, Jason</b>	<b>Chief Executive</b>	Honorary Professor - Swansea University Member of the Order of St John	Any Other Interest Personal or Departmental Sponsorship	11 June 2018 2019	31 January 2023	
<b>LEWIS, Angela</b>	<b>Director of Workforce and Organisational Development [12 September 2022]</b>	Nil Declaration	Any Other Interest	2009		
<b>LLOYD, Brendan</b>	<b>Executive Medical Director</b>	National Professional Advisor (Ambulance Services) at Care Quality Commission [1day/week]	Secondary Employment	01 February 2022		
<b>MARSH, Rachel</b>	<b>Executive Director of Strategy, Planning and Performance</b>	Nil Declaration				
<b>MILLS, TRISH</b>	<b>Board Secretary</b>	Nil Declaration				
<b>PARRY, Hugh</b>	<b>Trade Union Partner</b>	Nil Declaration				
<b>ROWAN, Hannah</b>	<b>Non-Executive Director</b> * Chair of Academic Partnerships Committee * Member of Charitable Funds Committee * Member of People & Culture Committee * Member of Quality, Patient Experience & Safety Committee * Member of Remuneration Committee	Director, St Martin's Associates (Business consulting and coaching) Non -Executive Director Qualifications Wales ( regulator for all non degree qualifications in Wales) Trustee MAE Cymru (Christian charity which champions gender equality in church of Wales) Elected member, The governing body of the church in Wales (Parliament of church in Wales - voting member)	Directorships Any Other Interest Position in Charity or Voluntary Organisation Any Other Interest	04 April 2022 01 April 2021 13 November 2021 01 April 2021		
<b>SINGH, Joga</b>	<b>Non-Executive Director</b> * Chair of the Finance & Performance Committee * Member of the Audit Committee * Member of People & Culture Committee * Member of Remuneration Committee	Geldards LLP (Paid employment) Membership of the Law Society Membership of the Employment Lawyers Association Member of the Fairness, Inclusion & Respect Committee for the Institute of Civil Engineers in Wales Independent Member of the South Wales Police Ethics Committee, 2 – 3 days a year.	Any Other Interest Any Other Interest Any Other Interest Position in Charity or Voluntary Organisation Any Other Interest	03 March 2009 01 January 2006 01 January 2006 01 March 2018 01 March 2018		
<b>SMITH, Leanne</b>	<b>Interim Director of Digital [from 01 August 2022]</b>	Share options (not exercised shares) held with Babylon - [Babylon Health UK] - no material worth	Interest in Companies and Securities	01 March 2019		
<b>SWINBURN, Andy</b>	<b>Director of Paramedicine</b>	Strategic Advisor to College of Paramedics	Any Other Interest	01 January 2020		
<b>TURLEY, Chris</b>	<b>Executive Director of Finance and Corporate Resources</b>	Treasurer of Royal Gwent Hospital League of Friends.	Position in Charity or Voluntary Organisation	01 February 2022		
<b>TURNER, Damon</b>	<b>Trade Union Partner</b>	Nil Declaration				
<b>TURNER, Martin</b>	<b>Non-Executive Director</b> * Chair of Audit Committee * Member of Academic Partnerships Committee * Member of Remuneration Committee	Director and shareholder Martin Turner Associates Ltd.	Directorships	30 September 2009		
<b>WILLIAMS, Liam</b>	<b>Executive Director of Quality and Nursing [from 01 August 2022]</b>	Chair/Director - Thornbury Carnival Community Interest Company Voluntary Member Royal College Nursing Committee member Royal College Nursing, Nurses in Management and Leadership Forum Steering Committee	Position in Charity or Voluntary Organisation Any Other Interest Position in Charity or Voluntary Organisation	01 August 2019 01 August 2022 01 August 2022		

**ANNEX 2: Register of Gifts, Hospitality and Sponsorships Declared - 2022/23**
**31 March 2023**

REF	DATE OF DECLARATION	INDIVIDUAL	GIFT/DONATION/HOSPITALITY	VALUE	ACCEPTED Y/N	Reviewed by Board Secretary
1	13.07.22	Sarah Thomas [EMS]	Soaps for station	Unknown	Yes	Yes
2	11.10.22 [05.10.22 date Gifts/Hospitality was offered]	Steph Harris [Senior Digital Programme Manager] – on behalf of the following: -	Dinner for 12 Staff members – ePCR Project Group – Digital Directorate. <i>Provided by the supplier as the programme commences the transition phase to closure.</i>	£300	Yes	Board Sec reviewed and provided advice regarding retrospective acceptance and hospitality from supplier.
		<i>Declaration in relation to the following members of staff: -</i>				
	2.a	Aled Williams	Head of ICT			
	2.b	Leanne Smith	Interim Director of Digital Services			
	2.c	Aminat Ayodele	Senior Project Support Officer (ePCR)			
	2.d	Ffion Timmins	Operational Change Manager (ePCR)			
	2.e	Scott Hanson	Digital Learning Manager (ePCR)			
	2.f	Brendan Lloyd	Executive Medical Director			
	2.g	Keith Dorrington	Health Board Clinical Lead (ePCR)			
	2.h	Duncan Robertson	Assistant Director of Research, Audit & Service Improvement			
	2.i	Stephanie Harris	Senior Digital Programme Manager (ePCR)			
	2.j	Stephanie Tynan	Project Manager (ePCR)			
	2.k	Kara Walsh	ICT Service Desk Manager			
	2.l	Wyn Morris	ICT Project Manager			

**ANNEX 2: Register of Gifts, Hospitality and Sponsorships Declared - 2022/23****31 March 2023**

REF	DATE OF DECLARATION	INDIVIDUAL	GIFT/DONATION/HOSPITALITY	VALUE	ACCEPTED Y/N	Reviewed by Board Secretary
3	21.10.22 [17.10.22 was date Gifts/Hospitality offered]	Hugh Bennett [Assistant Director, Commissioning & Performance]	Dinner and Hotel – Working Time Solution (Total mobile)	£150	Yes	Yes
4	02.12.22 [01.10.22 was date Gifts/Hospitality offered]	Jason Killens [Chief Executive]	Dinner – ORH Ltd	£50	Yes	Yes
5	28.01.23 [10.01.23 was date Gifts/Hospitality offered]	Andy Swinburn [Director of Paramedicine]	Dinner – from the International Academy of Priority Dispatch (which owns AMPDS).	£40	Yes	Yes
6	23.01.23 [19.09.22 was date Gifts/Hospitality offered]	Rachel Marsh [Executive Director of Strategy, Planning & Performance]	Dinner – from the International Academy of Priority Dispatch (which owns AMPDS).	£50	Yes	Yes

**ANNEX 2: Register of Gifts, Hospitality and Sponsorships Declared - 2022/23**
**31 March 2023**

REF	DATE OF DECLARATION	INDIVIDUAL	GIFT/DONATION/HOSPITALITY	VALUE	ACCEPTED Y/N	Reviewed by Board Secretary
7	25.01.2023 [25.05.22; 19.09.22;10.01.23 dates offered]	Brendan Lloyd [Executive Medical Director]	Dinner – from the International Academy of Priority Dispatch (which owns AMPDS).	£50	Yes	Yes
8	01.02.2023	Gabriel York (OPS).	£20 Cash; Thank you card left in station from a patient's family. Intended to purchase tea/coffee/ biscuits and fruit for the station.	£20	Yes (Tentatively)	Board Sec reviewed and advice given on acceptance of cash and provisions of policy.
9	31.03.2023 [Gift received in January 2023]	Ben Collins Catherine John (EMS South Central)	£50 cash donation from patient's family in thank you card given to the station. Cash spent on confectionary for the crew.	£50	Yes	Board Sec reviewed and advice given on acceptance of cash and provisions of policy.



## AUDIT 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.

Trust Board Meeting Date	30 March 2023
Committee Meeting Date	2 March 2023
Chair	Martin Turner

### KEY ESCALATION AND DISCUSSION POINTS

#### ALERT

(Alert the Board to areas of attention)

1. Following from discussions at Board in January on ownership, oversight and reporting of risk, the Committee reviewed the **risk management framework** with a focus on assurance to committees and the Board, and the ambition for the framework in the IMTP. Non-Executive Directors noted that discussion on risk at Committees, and the way in which the highest rated risks drive the agenda and are then reported to the Board on the AAA report, gave them assurance that appropriate escalations were being made and time spent on risks they oversee.

It was noted that the fact that the Board delegates the oversight of risk to Committees for more detailed discussion does not abdicate responsibility for scrutiny and challenge at the Board. To enable the Board to satisfy itself that the highest rated risks are being explored fully it was agreed to retain the standalone risk paper at the Board. This demonstrates in the executive summary where focus is maintained on management and mitigation of the principal risks rated 25 and 20, drawing together those broader discussions and signposting the Board accordingly. In addition, the risk owners will have an opportunity to add to that narrative and that which is contained in the full Board Assurance Framework (BAF) document, with Committee Chairs also providing further assurance or escalations as appropriate, drawing from their AAA reports. This will afford the Board as a whole an opportunity to ensure mitigating actions are achieving their maximum impact.

In addition and taking account of the observations in the Audit Wales Structured Assessment on Non-Executive Director scrutiny, guidance on the BAF will be developed to support proportionate challenge on actions to mitigate the risks and their intended impact.

#### ADVISE

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

2. There is good progress against the **2022/23 Internal Audit Plan**, however three reviews (health and safety, clinical handover, and strategy development) have been deferred to 2023/24 due to operational pressures and impact of continuing industrial action.
3. The **2023/24 Internal Audit Plan** and **Internal Audit Charter** were approved. The reviews which will



take place during the 2023/24 year are as follows:

No.	Review	Quarter
1.	Senior Paramedic Role	Q1
2.	Records Management	Q1
3.	Decarbonisation	Q1/2
4.	Serious Adverse Incidents Joint Investigation Framework	Q1/2
5.	Estates Assurance: Estate Condition	Q2
6.	Technical Resilience	Q2
7.	Seatbelt Action Plan	Q2
8.	111 Service Commissioning Arrangements (advisory)	Q2
9.	Retention of Staff	Q2/3
10.	Disciplinary Case Management – Compassionate Leadership	Q2/3
11.	Strategy Development	Q2/3
12.	ICT Contract Management	Q3
13.	Clinical Handover	Q3
14.	Delivery of Major Change Programmes	Q3/4
15.	Integrated Quality and Performance Management Framework	Q3/4
16.	Clinical Audit	Q4
17.	Volunteers Governance	Q4
18.	Capital Assurance: Vehicle Replacement Programme	Q4
19.	Follow Up Tracker	Q4
20.	Annual Governance Statement	Q4
21.	Risk Management and Assurance	Q4

4. The **Audit Wales Annual Audit Report 2022** (attached) provided an overview of the work of Audit Wales for the year. It was confirmed that the audit plan for 2022 remained within the agreed budget.
5. The Audit Wales **Outline Audit Plan 2023** was reviewed with a more detailed plan to follow. There are key changes to the audit approach for 2022/23 – in particular ISA 315 - which is the auditor's responsibility to identify and assess the risks of material misstatement in the financial statements through understanding the Trust and its environment, including the Trust's internal controls. The additional planning work this will entail, the extended period for the audit to 31 July and the fact that the auditors conducting the 2022/23 audit are a new team for the Trust, were areas of concern for the Committee in the context of the challenging financial position for 2023/24.
6. The Committee noted the potential for a technical qualification in the **2022/23 accounts** related to the NHS Pension Scheme 'Scheme Pays'. Such qualification if it materialises will be replicated in Health Boards that followed the Ministerial Directions with respect to this scheme in 2019.
7. The Committee noted the discussions at Charitable Funds Committee and the Board of Trustees on 16 February where the **Charities audited accounts and annual report** were filed after the due date of 31 January due to a delay in finalising the auditing of those accounts.

## ASSURE

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

8. The **Structured Assessment 2022** presented to the Board in January was reviewed. The observations regarding Non-Executive Director challenge and scrutiny were raised by members, and it was felt that discussing the evidence upon which the observation was based would assist Non-Executive Directors to put in place any changes in practice. One of the examples provided by Audit Wales was in relation to the BAF and an action was agreed to develop guidance to support Board and



Committee members in their scrutiny of risk (see above). It was agreed that a more focused discussion on this with Audit Wales would take place at a Board development session and that Fflur Jones, Audit Wales, will observe upcoming Committee meetings ahead of that session. Members welcomed individual feedback from Audit Wales where that was relevant.

9. Five **Internal Audits** reviews were completed during the quarter and reviewed by the Committee. The reasonable assurance reviews were Immediate Release Directions; Infection Prevention and Control; Data Analysis; and IMTP Delivery. These will be presented at the Quality, Patient Experience and Safety Committee (QUEST), and the Finance and Performance Committee (FPC) meetings. The Decarbonisation review was an advisory and was reviewed by FPC at their January 2023 meeting.

The Standards of Business Conduct audit was a **limited assurance review**. The Committee reviewed the management responses and were assured that they would address the areas of concern regarding stand alone and published registers of interest, extending the cohort of centrally held declarations to a wider group of decision makers, and the reporting of these and the register of gifts, hospitality, and sponsorship.

10. The Committee was provided with an update on the preparations for the **2022/23 Annual Report and Audited Accounts**. The Welsh Government Manual for Accounts is still in draft and the final year end submission dates have not yet been published. The Committee was advised that the Audit Wales audit certification deadline has been extended to 31 July 2023 which will necessitate an adjustment to Trust Board and Audit Committee meeting dates set for May and June. The timetable will necessitate some circulation of draft reports to Remuneration and Audit Committees and Trust Board by email, and this approach was approved by the Committee.
11. The overarching **tracker for internal and external audit** was not reviewed at this meeting and therefore the Committee could not be assured that all recommendations were on track. The Committee were informed that the majority of management actions had been revised and some closed, however the tracker itself was not presented as the confirm and challenge meetings with action owners could not be scheduled. This was due to resource challenges and operational pressures; however the tracker is being updated as a priority to support the Q4 Follow Up Audit which will commence in March.
12. The **losses and special payments** made during the period 1 April to 31 January 2023 amounted to £-0.920m. This relates to actual payments made less reimbursements received from the Welsh Risk Pool and does not relate to any adjustments made to the provision.
13. In **private session** the committee received the counter fraud update 1 December 2022 to 28 February 2023, as well as the report on tenders and single tender waiver requests. The Local Counter Fraud Service (LCFS) provided an update on its work including fraud awareness sessions delivered, prevention and deterrence support and guidance. New core case management has been aligned to LCFS in the UK to record suspected fraud, bribery and corruption cases. There are 19 recorded ongoing investigations by LCFS with a number of potential offences ranging from working whilst sick to fraudulent exam process. The collaboration on investigations between LCFS and People Services was clarified following a query in this regard from the last meeting and it was agreed that a section on themes and trends will be included in future reports.
14. The **2022/23 Committee** Priorities were reviewed. There is slippage on the risk policy and development of the next stage of the BAF, however these will be incorporated into the IMTP 2023-26 and will align with review of the strategic objectives in the long term strategy.

## RISK MANAGEMENT





The Committee is responsible for the review of the risk management framework and is not assigned individual risks for oversight. The Committee did however receive the principal risks and BAF as at 26 January 2023, and the discussion on the risk management framework and adjusted practices is set out in the 'alert' section of this report.

An update on the IMTP for 2023-26 was also provided to the Committee.

#### COMMITTEE AGENDA FOR MEETING

Internal audit reports and update; internal audit annual plan 2023/24	Audit Wales update, Structured Assessment 2022, final annual audit report and outline audit plan	Annual filings schedule 2022/23
Annual Accounts Update 2022/23	Risk management and BAF	Audit tracker
Losses and special payments	Committee priorities Q4	

#### COMMITTEE ATTENDANCE

Name	7 June 2022	15 Sep 2022	1 Dec 2022	2 March 2023
Martin Turner				
Paul Hollard				
Joga Singh				
Ceri Jackson				
Chris Turley				
Lee Brooks				Judith Bryce
Wendy Herbert	J Turnbull-Ross			
Liam Williams		First meeting	J Turnbull-Ross	
Catherine Goodwin				
Angie Lewis		First meeting	From 11.10	(part)
Osian Lloyd (IA rep)				
Audit Wales representative	Mike Whitley	Fflur Jones		Fflur Jones
Paul Seppman				(part)
Damon Turner				Hugh Parry (part)
Trish Mills				
Carl Window				

	Attended
	Deputy attended
	Apologies received
	No longer member