

## Bundle Audit Committee (Open) 30 April 2024

### Agenda attachments

- ITEM 0 Agenda Audit Committee Open 30 April 2024
- 0 09:30 – OPENING ITEMS
- 1 Chair’s welcome; apologies and confirmation of quorum
- 2 Board Member Register of Interests  
*Board Member Register of Interests*
- 3 Minutes of Audit Committee Meeting – 1 March 2024  
ITEM 03 2024-03-01 Audit Committee OPEN Minutes
- 4 Action Log and Matters Arising  
ITEM 04.1 Action Log  
ITEM 04.1a Action Log ref 02-24 NHS letter – final 23-24  
ITEM 04.2 Audit Committee Highlight Report March 2024
- 4.1 ITEMS FOR APPROVAL, ASSURANCE AND DISCUSSION
- 5 09:35 – Internal Audit Reports  
*5 Internal Audit Update*  
*5.1 Seatbelt Action Plan*  
*5.2 ICT Contract Management*  
ITEM 05 WAST\_2324\_Internal Audit Progress Report\_April 24\_Final  
ITEM 05.1 WAST\_2324-012\_Seatbelt Action Plan\_Final Internal Audit Report  
ITEM 05.2 WAST\_2324-15\_ICT Contract Management\_Final internal audit report
- 6 09:50 – Audit Wales Reports  
*6.1 Audit Wales update*  
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ITEM 06.1 WAST Audit Committee update 30042024  
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ITEM 06.3 2023-24 NHS Audit Plan WAST
- 7 10:00 – Annual Board and Committee Effectiveness Reviews 2023/24  
ITEM 07 SBAR to April 23 AC on Committee Effectiveness Reviews 22-23  
ITEM 07.01 Outcome Analyser Results 2023-24 – Responses  
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ITEM 07.06b Academic Partnerships Committee TORs 24-23 FINAL for approval by Trust Board  
ITEM 07.07a Charity Annual Report 2023-24  
ITEM 07.07b Charity Committee TORs 24-25 FINAL for approval by Trust Board  
ITEM 07.08a FPC Annual Report 2023-24  
ITEM 07.08b FPC TORs 24-25 FINAL for approval by Trust Board  
ITEM 07.09a PCC Annual Report 2023-24  
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ITEM 07.10a QUEST Annual Report 2023-24  
ITEM 07.10b QUEST Committee TOR 24-25 FINAL for approval by Trust Board  
ITEM 07.11a Remuneration Committee 2023-24 Annual Report  
ITEM 07.11b Remuneration Committee TORs 24-25 FINAL for approval by Trust Board  
ITEM 07.12a WASPT Annual Return 2023-24  
ITEM 07.12b WASPT TOR 24-25 FINAL for approval by Trust Board
- 8 10:30 – Self-Assessment against the Corporate Governance Code for Central Government Departments 2017 – 2024 Review  
ITEM 08 2024 Review – WAST Self Assessment against Code of Governance 2017 – SBAR for AC 30 April 2024  
ITEM 08.1 2024 Review – WAST Self Assessment against Code of Governance 2017- For AC

- 8.1 10:40 – COMFORT BREAK
- 9 10:50 – Scheme of Reservation and Delegation of Powers – Contract Awards by Board
  - ITEM 09 AC SBAR SoRD Clarifications April 2024 – Draft for Audit Review
  - ITEM 09.01 WAST Standing Orders – Main Document v.8 for endorsement at AC 4–24
  - ITEM 09.02 WAST Standing Orders – Schedule 1 Scheme of Reservation & D'gation v.8 draft for AC endorsement 4–24
  - ITEM 09.03 Governance Practice Note 005 March 2024 – Scheme of Delegation and Board Contract Award Approvals (draft for audit)
- 10 11:00 – Committee Cycle of Business 2024–25 and Monitoring Report
  - ITEM 10 SBAR for ARAC on Cycles of Business 24–25
  - ITEM 10.1 CofB
  - ITEM 10.1a CofB Notes
  - ITEM 10.2 ARAC Cycle of Business 2024–25 – Monitoring Report
- 11 11:10 – Register of Interests and Register of Gifts, Hospitality and Sponsorship
  - 11.1 Board Member Register of Interests*
  - 11.2 Gifts, Hospitality & Sponsorship Register*
  - ITEM 11 23–24 Register of Interests and Register of Gifts, Hospitality, Sponsorship to Audit Committe
  - ITEM 11.1 Board Member Register of Interests, April 2024 – 23042024 for AC 30042024
  - ITEM 11.2 Declarations of Gifts and Hospitality 2023 2024 Register – as at 310302024 for AC 30042024
- 11.1 11:20 – CLOSING ITEMS
- 12 Reflections & Summary of Decisions and Actions
- 13 Key Messages for Board
- 14 Any Other Business
- 15 Date and time of next meeting: 7 June 2024 – 09:00



**GIG**  
CYMRU  
**NHS**  
WALES

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

## AGENDA

### MEETING OF THE OPEN AUDIT COMMITTEE

Held in public on **30 April 2024 from 09:30 to 11:20**

Meeting held virtually via Microsoft Teams and in person in Cwmbran (Vantage Point House)

No.	Agenda Item	Purpose	Lead	Format	Time
<b>OPENING ITEMS</b>					
1.	Chair's welcome; apologies and confirmation of quorum	Information	Peter Curran	Verbal	5 Mins
2.	<a href="#">Board Member Register of Interests</a>	To State Conflicts	Peter Curran	Verbal	
3.	Minutes of Audit Committee Meeting: 1 March 2024	Approval	Peter Curran	Paper	
4.	Action Log & Matters Arising 4.1 Open Actions 4.2 1 March 2024 AAA Report	Assurance	Peter Curran	Paper	
<b>ITEMS FOR APPROVAL, ASSURANCE AND DISCUSSION</b>					
5.	Internal Audit Update Report Internal Audit Reports 5.1 Seatbelt Action Plan 5.2 ICT Contract Management	Assurance	Osian Lloyd  Judith Bryce Jonny Sammut	Paper	15 Mins
6.	6.1 Audit Wales Progress Report 6.2 Audit Wales Annual Report 6.3 Audit Wales Annual Audit Plan	Assurance	Fflur Jones	Paper	15 Mins
7.	Annual Board and Committee Effectiveness Reviews 2023/24: 7.1 Audit Committee 7.2 Other Board Committees	Approval Assurance	Trish Mills	Paper	30 Mins
8.	Self-Assessment against the Corporate Governance Code for Central Government Departments 2017 – 2024 Review	Assurance	Trish Mills	Paper	10 Mins
<b>COMFORT BREAK</b>					
9.	Scheme of Reservation and Delegation of Powers - Contract Awards by Board	Endorse Approval	Trish Mills	Paper	10 Mins
10.	Committee Cycle of Business 2024-25 and Monitoring Report	Approval	Trish Mills	Papers	10 Mins



**GIG**  
CYMRU  
**NHS**  
WALES

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Welsh Ambulance Services  
University NHS Trust

No.	Agenda Item	Purpose	Lead	Format	Time
11.	Registers 11.1 Board Member Register of Interests 11.2 Gifts, Hospitality & Sponsorship Register	Assurance	Trish Mills	Paper	10 Mins

### CONSENT ITEMS

The items that follow are for information only. Should a member wish to discuss any of these items they are requested to notify the Chair so that time may be allocated to do so.

### CLOSING ITEMS

12.	Reflections & Summary of Decisions and Actions	Information	Peter Curran	Verbal	5 Mins
13.	Key Messages for Board	Information	Peter Curran	Verbal	
14.	Any Other Business	Discussion	Peter Curran	Verbal	
15.	Date and time of next meeting: 7 June 2024 – 09:30	Information	Peter Curran	Verbal	

### Lead Presenters

Name of Lead	Position of Lead
Peter Curran	Non-Executive Director and Committee Chair
Julie Boalch	Head of Risk/Deputy Board Secretary
Fflur Jones	Performance Audit, Audit Wales
Osian Lloyd	Head of Internal Audit, NWSSP
Trish Mills	Director of Corporate Governance/Board Secretary
Judith Bryce	Assistant Director of Operations

## WELSH AMBULANCE SERVICES NHS TRUST

### UNCONFIRMED MINUTES OF THE OPEN MEETING OF THE AUDIT COMMITTEE OF THE WELSH AMBULANCE SERVICES NHS TRUST HELD ON FRIDAY 1 MARCH 2024 IN CARDIFF AND VIA TEAMS

#### Meeting Commenced at 09:30

#### PRESENT:

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

#### IN ATTENDANCE:

Hugh Bennett	Assistant Director, Commissioning and Performance (Item 04/24 only)
Julie Boalch	Head of Risk/Deputy Board Secretary
Judith Bryce	Assistant Director of Operations
David Butler	Internal Audit, NWSSP
Christian Fox	Trade Union Partner
Jill Gill	Head of Financial Accounting
James Houston	Head of Strategy Development (left after Item 04/24)
Fflur Jones	Audit Wales
Navin Kalia	Deputy Director of Finance and Corporate Resources
Olaide Kazeem	Project Accountant Financial Services
Alison Kelly	Business Manager
Angela Lewis	Director of People and Culture
Martyn Lewis	Internal Audit, NWSSP
Osian Lloyd	Head of Internal Audit, NWSSP
Amy Lord	Audit Wales
Trish Mills	Board Secretary
Steve Owen	Corporate Governance Officer
Madrún Parry-Jones	Finance Graduate
Alex Payne	Corporate Governance Manager
Felicity Quance	Deputy Head of Internal Audit, NWSSP

Duncan Robertson	Assistant Director for Clinical Development
Jonny Sammut	Director of Digital Services
Chris Turley	Executive Director of Finance and Corporate Resources
Carl Window	Counter Fraud Manager
Liam Williams	Executive Director of Quality and Nursing (Joined meeting at 11:20 for Item 4/24)

#### **APOLOGIES:**

Paul Hollard	Non-Executive Director
Damon Turner	Trade Union Partner

#### **01/24 PROCEDURAL MATTERS**

The Chair welcomed all to the meeting, introduced himself and then each participant introduced themselves.

Members noted that any declarations of interest were contained within the Trust's Register of Interests. It was noted that Peter Curran's declarations were not yet entered on the register, and it was confirmed by Alex Payne that he had no interests which conflicted with any of the items on the agenda.

#### **Minutes:**

The Minutes of the Audit Committee meeting held on 30 November 2024 were approved subject to amending Lee Brooks' attendance to an apology.

#### **Action Log**

Action Number 48/23: To liaise with Paul Seppman to consider retrospective induction particularly for Trade Union partners who are members of the Board and its sub-Committees. Trish Mills has developed the scope for a session with Chairs and TU members on their role and mutual expectations and will be delivered in Q4 or Q1 (2024/25) subject to stakeholder availability. Trish Mills advised that the scope had now been agreed adding it was now the time to secure dates in the diary. Action Closed.

Action Number 56/23: Workforce Planning Report. Ceri Jackson, a Non-Executive Director, asked Fflur Jones about the audit approach in relation to mental health and wellbeing, and Fflur Jones explained that they did not look in depth at that aspect because of a previous review on taking care of the carers, but said that they were scoping work on mental health. It was requested that the work around mental health be provided in a future update report. The Forward Work Programme includes a review of adult mental health and is due to be scoped shortly. Updates on that work will be brought via the audit committee update in due course. Action Closed.

**RESOLVED: The Committee;**

**(1) Noted the apologies received from Paul Hollard and Damon Turner;**

**(2) Approved the Minutes of 30 November 2023 subject to adding Lee Brooks as an apology; and**

**(3) Considered the action log and closed the actions as described.**

**02/24 2023/24 ACCOUNTS PLANNING AND ANY EMERGING ISSUES**

Chris Turley presented the report as read noting the following key points:

An update has been provided on the proposed audit timetable for the 2023/24 year end audit by Audit Wales. The proposed audit certification deadline is 15 July 2024 which is 16 days shorter compared to 31 July last year.

Audit Wales (AW) have signified their intention to increase the audit fee by an average of 6.4% for the audit of 2023/24 accounts. The proposed increase in audit fees is driven mainly by regulatory pressures from new auditing standards (including ISA 315) and the attendant increasing quality, recruitment challenges and rising costs of audit staff required to continue to carry out the audit work in line with the new regulatory standards. This uplift will be applied to all NHS Wales organisations.

Chris Turley drew attention to a potential issue which had emerged over the last week or so and was across NHS Wales and concerned senior managers pay and the pay award for the 2023/24 financial year, which has been awarded but not yet paid. This could impact on the values included in the 2023/24 Remuneration Report. As previously mentioned, it was an all- Wales issue and was being managed by a subcommittee of Finance Directors. Chris Turley was confident that once the accounts were presented this should not be an issue.

Comments:

Members commented that given that NHS Wales is mandated to use the same auditor, they could not see the risk as alluded to and expect it to be seen as normal business. Chris Turley explained that it had been flagged as a potential issue suggesting that it could materialise into a risk.

The committee expressed concern about the increased costs from audit Wales and whether they aligned with those of the wider health sector. Fflur Jones mentioned that the fees had not risen in recent years, but due to this and ongoing cost pressures it was felt they had to be raised. She agreed to provide more comparisons and details on the fee increase for the next meeting.

**RESOLVED: The Committee noted the report.**

**03/24 2023-24 ANNUAL FILINGS SCHEDULE**

Trish Mills presented the report and drew the Committee's attention to the following areas: The Annual Filings Task and Finish Group (the "Group") was re-established in November 2023 to ensure that the Trust meets the Annual Report and Accounts 2023-24 disclosure and reporting requirements as set out in the Manual for Accounts (MfA) published by Welsh Government (WG).

A timetable has been drafted based on the draft MfA, and the schedule is subject to change as confirmation from WG is yet to be received. The Committee is asked to note that Audit Wales have issued correspondence dated 05 February 2024 indicating that they are proposing a certification of the accounts deadline of 15 July 2024. It has been proposed to add two extraordinary meetings in July; Audit Committee on 8 July and Trust Board on 9 July. Chris Turley added that there may be a need to potentially adjust these dates to avoid disruptions to paperwork and other committee schedules.

It was noted that there is a requirement for the Trust to publish the Duty of Quality and the Duty of Candour reports this year. Guidance on these was expected shortly.

No formal confirmation of the Annual General Meeting timing has been received yet but informal indications suggest it will likely be the same as last year which is the end of September. Once the formal confirmation is received the committee will be informed accordingly.

To ensure ample review time before presentations to the Audit Committee and the Trust Board, draft reports such as the Remuneration Report will be circulated via e-mail as will the annual report for initial feedback. This will allow for early input before formal consideration by the relevant committees.

It was requested that the Committee approve this approach in the timetable and also the proposal to hold those extraordinary meetings as described subject to timings.

Comments:

Chris Turley explained, following a query in terms of when the accounts were seen, that the draft accounts were not routinely seen by the Audit Committee, but they would see the draft audited accounts prior to them being presented to the Trust Board. Trish Mills advised that the Committee would have sight of the draft Annual Report. The Chair offered his support in reviewing the draft accounts.

**RESOLVED: The Committee:**

**(1) Approved the Annual Filings 2023-24 schedule subject to the placement of the extraordinary dates; and**

**(2) Approved the circulation of the draft reports for review and comment via e mail.**

**04/24 INTERNAL AUDIT ITEMS**

The Head of Internal Audit (HoIA), Osian Lloyd presented the reports which consisted of his update, the Audit Plan for 2024/24 and seven Internal Audit (IA) Reports.

**Internal Audit Progress Report**

Good progress was being made with the 18 reviews (originally 20) in the 2023/24 Internal Audit Plan with the team remaining on track to deliver the plan.

There were two reviews that were being proposed to be deferred: Delivery of Major Change Programmes and the Integrated Quality and Performance Management Framework.

The Committee were updated on the current position of the Key Performance Indicators (KPI) as detailed in the report.

Comments:

Members sought clarity on one of the KPIs; Report turnaround time taken for management response which should be 15 days, and the reason for its status being red. Osian Lloyd explained there was nothing of significant concern and it may have been due to a resource issue. Trish Mills explained there were sometimes a few nuances in when reports come through and are returned from management. It has been agreed for 2024/25 to have a closer monitoring of reports with clarity on timelines. There is also a commitment to address any delays and offer support where needed for all involved parties.

**2024/25 Internal Audit Plan**

Osian explained that the report sets out the planned Internal Audits for the next year, prepared in accordance with Audit Standards. The work was focussed on risk, noting there had been regular liaison with Audit Wales, Health Inspectorates Wales (HIW), and other colleagues, to ensure that the work aligned with their programmes. A prioritisation process has been conducted and this will be kept under review going forward. Osian Lloyd expressed his thanks and acknowledged the positive engagement with teams within the Trust who had supported in the coordination of the plan.

The Committee considered and approved the Internal Audit plan for 2024/25 and also approved the Internal Audit Charter.

The following Internal Audit reports were received:

**Decarbonisation** – The Internal Audit (IA) opinion was Limited.

Felicity Quance explained that the purpose of the review was to consider the progress against the NHS Wales Decarbonisation Strategic Delivery Plan and the Trust's Decarbonisation Action Plan. The work had built on the advisory review which had been prepared in 2022/23 which provided an overview of the overarching position across NHS Wales. This year the review has been undertaken as an assurance report and has been given limited assurance; this was based on two high priority rating recommendations and four medium. In reaching this assurance rating the audit had considered the complexity and range of risks associated with this particular area; and also noting the challenges faced by the Trust with available funding.

Key points from the audit included:

1. The appropriate governance arrangements have been established in relation to decarbonisation to enable the Trust to progress with the decarbonisation target.
2. Consistent with all NHS organisations the carbon footprint has increased in value since the initial baseline assessment.
3. Current reporting indicates there remains a real risk that the Trust may not be able to contribute effectively to the NHS carbon reduction target.
4. The ten year capital cost estimate submitted to Welsh Government with some elements not being able to be accurately costed.
5. The primary source of funding has been EFAB allocating £2.1m for the period April 2023 to March 2025, of which the Trust contributes 30%.
6. There were appropriate monitoring and reporting arrangements in place to provide assurance on the implementation of the strategy and action plan. It was noted that many of the governance structures were recent and will take time to fully mature.
7. It was appreciated that the key officers were disappointed with the assurance rating; noting that management actions have been provided for the recommendations raised.

Comments:

Chris Turley expressed the disappointment felt by the whole team involved in this assurance rating. This was further recognised by the Committee acknowledging the limitations of the Trust's funding and resources and abilities in improving the decarbonisation process under the current circumstances.

Osian Lloyd recognised the disappointment noting there were things outside of the Trust's control and recognising the strength of feeling across the NHS. He added that a summary report will be issued and shared with WG considering feedback from organisations.

The Committee recorded a note of thanks to the team involved in their sterling efforts, albeit under challenging circumstances to work towards decarbonisation.

In respect of the Decarbonisation Programme Board, it was noted that it was reported that attendance was below expectations, and the impact of effectiveness was questioned. Chris Turley advised the programme board was one of the better attended meetings when compared to other sub-Boards. He added that all matters for the Board had been successfully conducted without hindering any decisions with those in attendance and would review the terms of reference to consider membership going forward.

The Chair proposed a future strategy to distinguish between issues within the Trust's control and those beyond its influence. This approach would involve identifying issues for independent assessment to determine management's effectiveness within their control while separating out external factors like funding for example. This would help clarify the Trust's areas of influence for clearer decision making going forward.

**Serious Adverse Incidents Joint Investigation Framework** – The IA opinion was Reasonable. Felicity Quance explained that the audit's purpose was to review the Trust's compliance with the joint investigation framework for serious patient safety incidents. The reasonable assurance was based on three matters arising which gave rise to two medium and four low recommendations.

Key areas to note:

1. There were incident management procedures and a policy aligned to the NHS Wales policy, but some enhancements were recommended to ensure they fully aligned the NHS Wales national policy. There were timelines on the national policy that required adherence to for the initial capture and escalation of incidents.
2. There was appropriate training and supervision arrangements in place for staff undertaking investigations into patient safety incidents.

3. Patient safety incidents were captured on Datix Cymru and were reviewed by the Patient Safety Team. Those incidents requiring a joint investigation were recorded on the Serious Case Incident Forum action log.
4. In relation to internal reporting, the appropriate reporting framework was in place.
5. Organisational wide learning from investigations was captured within the Putting Things Right (PTR) team and reported to the Quality, Patient Experience and Safety Committee (Quest)
6. Liam Williams reminded the Committee that the PTR team has been under significant challenge for a period. Investment to increase resources has been agreed and this was made available in quarter three of last year with several appointments being made.
7. In terms of joint investigations, effective communication and collaboration between the Trust and Health Boards is crucial. While progress has been made, there are still challenges with some Health Boards requiring more effort and diligence from the Trust to acquire a consistent approach.

#### Comments

Members were reminded of the focus applied at the Quest Committee in discussing the issues raised in the review.

Liam Williams emphasised that while many incidents involve factors beyond the Trust's control it is crucial for the organisation to identify and learn from those within its influence. Transparency across the workforce alongside collaboration with the learning development team ensures that lessons are applied effectively to improve learning opportunities for colleagues.

**Strategy Development** – The Internal Audit opinion was Reasonable.

Felicity Quance explained that the purpose of the audit was to review the arrangements in place to support the development of the Trust's strategic ambitions. The opinion was reasonable based on three medium rated recommendations and one low.

The key points from the review were as follows:

The Trust's long term strategic framework, IMTP and associated objectives are aligned to the requirements of the Welsh Government and the Commissioners.

The long term strategy has been subject to regular review and has recently been reconfirmed by the Trust Board.

In terms of the current juncture of the strategy, consideration should be given to refresh it to account for the Trust's developments post approval and also following the pandemic.

Consultation for the development and the strategic case for change, including inverting the triangle and wider integrated service model proposes was ongoing.

Engagement with stakeholders was clear, noting that a number of workshops have been planned to assist in the development of the work required.

A robust method of monitoring and reporting was in place, however integrating a benefits realisation plan could bolster these capabilities.

James Houston added that the opportunity now was for the Trust to expand and integrate its services, building on existing efforts to advance the concept of inverting the triangle. Finalising the delivery plan was crucial, especially considering the extensive discussions with executive management. Regarding consultation, it was essential to confirm whether formal consultation with Llais Wales (an independent statutory body set up by WG to give the people of Wales a say on the planning and delivery of health and social care services) or other stakeholders will be necessary.

#### Comments

Following a question in terms of the Trust's commitment to engage with the public, James Houston outlined core pillars of the engagement delivery plan starting with senior stakeholders who hold considerable influence over the Trust's future service model. Additionally, it encompasses various external stakeholder Health Board partners and the public making it a comprehensive engagement strategy spanning both external stakeholders and the public.

It was recognised that Commissioning will be taking a dynamic change in the not too distant future, confirmation was sought whether the Trust was alive to this in terms of the audit process. James Houston, in terms of the performance metrics, work was being undertaken in terms of the handling plan. The system metrics were being reviewed which will be shared with key partners with further work to fully understanding those system metrics. from a commissioning perspective recognising the Trust will be moving into new commissioning arrangements, there is continued regular dialogue with key leads and potential commissioners going forward. The Trust will need to undertake an assessment in the first quarter to see if there is any shift in terms of the strategic commissioning position.

**Retention of Staff** – The Internal Audit opinion was reasonable.

Felicity Quance explained that the purpose of the review was to evaluate and determine the adequacy of the systems and controls in place within the Trust in relation to staff retention. The opinion was based on two matters arising which gave rise to four medium rated recommendations.

The key points from the review were:

1. It has been recognised that the retention of staff within the Trust was a challenge and the people and culture plan has included the commitment to create an environment that attracts, retains, and develops talent and expertise.
2. The pre-exit policy has surpassed its review period, but it was recognised that the Trust has been undertaking work to replace this with through the moving on interview process.
3. there are several initiatives in place to improve the retention of staff and this was reviewed both at corporate level at those in place within 111 noting the attrition rate in this area has been of concern previously.
4. There was regular reporting in relation to turnover rates within the Trust at operational and Board level including the recently introduced people and culture plan metrics report.
5. The Audit Wales recommendation regarding more regular benchmarking of workforce performance metrics was noted.
6. Appropriate management actions were provided for each of the recommendations raised with reasonable timeframes for implementation.
7. In respect of the target date for recommendation 1.3 (Guidance for managers on using the process developed and signed off) it had been agreed to extend the target date to 30 June 2024 from 30 April 2024. This was due to delays in the development of the training package.

Comments:

Angela Lewis recognised there was still further work to be undertaken to refine the final process when staff leave the Trust. It was anticipated the new digital solution would improve this process. She added that the review would be presented at the next People and Culture Committee meeting for fuller scrutiny.

The Committee acknowledged the positive aspects in the report noting the exit interview process was on track with the pilot scheme appearing to be working well.

### **111 Service Commissioning Arrangements (Advisory).**

Felicity Quance explained that the objective of this advisory review was to assess the effectiveness of the new arrangements and structures for the NHS 111 Wales service, to ensure sustainable and improved patient quality experience provision with appropriate resourcing and finance mechanisms.

Key points from the review included:

1. The arrangements put in place were still evolving and improvements had been identified as part of the review will assist in strengthening the current framework.
2. The roles and accountabilities of partners was currently unclear within the latest draft version of the National Collaboration Agreement.
3. A governance structure for NHS 111 Wales has been established; however, two enhancements had been identified to further strengthen the current arrangements.
4. There was frequent performance reporting on the NHS 111 Wales service delivery to Welsh Government.
5. The review further identified it would be beneficial to have a designated strategy to assist with developing sustainable service provision.
6. It was noted that any risks associated with Commissioning arrangements was recorded on the Trust's risk register.
7. Eleven recommendations were raised against five matters arising with no priority ratings due to the nature of the report. It was encouraging to note all the recommendations had been accepted by management with appropriate timescales for completion.
8. Hugh Bennet advised the Committee that the current commissioning arrangements effectively ends on the 1 April 2024 with it then transferring over to the Joint Commissioning Committee. The national collaboration agreement needs to be updated with 111 commissioners by the end of March 2024 as well as the terms of reference.
9. Each of the recommendations were referred to by Hugh Bennett who outlined details of each one and explained further in respect of the timelines for completion.

Comments:

The Chair queried post April how it was intended to review the effectiveness. Osian Loyd advised it was not currently in the IA plan but expected it would be part of Audit Wales's unscheduled care review.

**Capital Assurance: Vehicle Replacement Programme** – The Audit opinion was reasonable. David Butler advised that the purpose of the review was to evaluate the processes and procedures in place to support the management and control of the ongoing procurement of replacement vehicles. The Trust undertakes a cyclical refresh of its vehicles with an annual funding targeted at £94m over the next six years.

Key points from the review included:

1. Positive assurance was obtained in the areas of strategic planning and approvals, programme management and financial monitoring and reporting. However, an issue was raised around procurement relating to the need to ensure compliance to standing orders for the Trust approval of contracts where the Trust has undertaken to review the process.
2. Other matters raised included the need to enhance reporting and review of the procurement strategy; with the need to demonstrate optimal procurement numbers.
3. Overall, the refresh was found to be a mature process with a good understanding of the key factors determining the refresh frequency and accordingly a reasonable assurance was determined.

Comments:

Chris Turley recognised the useful suggestions in the report especially in respect of the contract award approval process.

Trish Mills explained it had been an ideal opportunity to reconsider the scheme of delegation and the scheme of reservation under the standing orders. A governance practice note has been developed regarding the interpretation of standing orders particularly internally because as it aids in providing clarity on such matters. The practice note gives clarity on the approval of awards by the Trust Board and what details are required in business cases. It has been circulated to Audit colleagues for their consideration and feedback. It will come through to the April Audit committee meeting for approval and the endorsement of some changes to the scheme of reservation and delegation to address this.

The Chair added he had seen the proposed changes and was content with them.

**ePCR (Electronic Patient Clinical Record) Clinical Compliance** – The opinion was reasonable. Felicity Quance explained that the purpose of the audit was to review the operational deployment of the ePCR being developed and assess compliance.

Some of the key points to highlight included:

1. There were sufficient resources available to all staff in respect of how to use and how to complete ePCR.
2. Training compliance is reported at 94.8% and it was noted that staff self-certify their completion on the Electronic Staff Register (ESR).
3. It was noted that some of the training modules appeared from the auditor perspective to be quite lengthy, with a recommendation to see if they could be streamlined.
4. In relation to an ePCR being completed for every patient contact it was noted there were some exemptions applicable for 3rd party responders who would complete paper records.
5. Management information relating to the completion of ePCRs was regularly reported and monitored, with any issues investigated and escalated where necessary. It was noted there had been some issues with data quality and data limitations to reporting. Work was ongoing to upgrade the software to facilitate this process more efficiently.
6. One of the aims of ePCR was to try and identify the improved performance against the clinical indicators; it was not yet showing improvement expected at this point in time for the clinical indicators being presented to the Emergency Ambulance Services Committee (EASC) but clinical data assurance audits were being undertaken to measure compliance to help inform the information required in relation to subsequent software updates.

Duncan Robertson acknowledged there were several actions in the review which were being progressed to completion. He added that in terms of the data quality and the compliance dashboards this was being looked at and how all that fed into the Trust's approach to clinical indicators from the perspective of the user interface on an ePCR.

The Committee queried connectivity for Paramedics in areas where on occasion this was non-existent. Jonny Sammut explained there had been some connectivity issues with EE who had recently replaced some of their core infrastructure which had caused some intermittent issues, particularly in west Wales. A formal escalation has been sent to the EE

account director. Overall, connectivity in Wales was, compared to the rest of UK, relatively poor due to the vast difference in the number of masts. From a longer-term perspective, the ambulance radio programme solution will be replacing terminals in ambulances which will in effect create a rolling Wi-Fi spot. The Trust was also working with Health Boards around improving Wi-Fi coverage in hospitals.

**RESOLVED: The Committee:**

- (1) Approved the Internal Audit Plan for 2024/25;**
- (2) Approved the Internal Audit Charter;**
- (3) Approved the following changes to the approved 2023/24 IA plan, the deferment of the Delivery of Major Change Programmes and deferment of the Integrated Quality and Performance Management Framework IA reviews.**
- (4) Noted the associated Internal Audit resource requirements and Key Performance Indicators; and**
- (5) Received the following IA reports: Decarbonisation, Serious Adverse Incidents Joint Investigation Framework, Strategy Development, Retention of Staff, 111 Service Commissioning Arrangements (Advisory), Capital Assurance: Vehicle Replacement Programme and ePCR (Electronic Patient Clinical Record) Clinical Compliance.**

**05/24 AUDIT WALES REPORTS**

**Audit Committee Update Report**

Fflur Jones presented the report outlining details of work currently underway or planned. This included the review of unscheduled care, workforce planning and the structured assessment and the deep dive into financial efficiencies. Furthermore, there will be a follow up review of quality governance arrangements which the field work will be commencing soon.

The Committee queried if there were any issues regarding resourcing. Fflur Jones explained there were no current issues; there have been two changes in the team but there were no gaps in terms of resources.

**Structured Assessment**

Fflur Jones explained that the structured assessment was conducted annually at all NHS bodies, and it focused on governance, planning and financial resource usage. This year's report was mostly positive highlighting well run meetings and oversight of key risk areas.

Areas for improvement included the reviewing of outdated policies and enhancing the effectiveness of the Board Assurance Framework (BAF) to make it more strategic. It was found that the Trust has reasonable and well considered plans for addressing these issues.

The Trust maintains robust arrangements for developing and obtaining approval for the IMTP from Welsh Government. However, there is room for improvement in ensuring that actions are specific, measurable, achievable, realistic and time bound. Emphasising reporting on the delivery of intended outcomes rather than just on the actions taken could enhance effectiveness even further.

In relation to finances the Trust continues to demonstrate strong financial performance both annually and over a three-year period. Financial planning is robust considering the unique and ongoing risks related to the system pressures and limited additional funding. Suggestions were made to enhance financial reporting and oversight to clarify recurrent versus non recurrent funding levels for further consideration.

Fflur Jones expressed her gratitude to everyone involved in engaging with the work. Positive discussions have ensued regarding the recommendations made and there is optimism about how the Trust can utilise these to progress positively.

Chris Turley explained there was general contentment with the report and advised that work on the recommendations would be progressed.

Trish Mills highlighted the close collaboration between Audit Wales and the Trust particularly regarding the joint approach to the BAF which has proven beneficial. The Trust is continually refining the BAF and utilising it for the development of its strategic objectives. Additionally, the report has reflected the implementation of recommendations from effectiveness reviews which are incorporated either into this year's IMTP or a local directorate plan.

The Committee acknowledged the excellent work of the governance team and the progress being made.

**RESOLVED: The Committee received the Audit Wales update report and the SA,**

## **06/24 RISK MANAGEMENT AND BOARD ASSURANCE FRAMEWORK**

Julie Boach explained that the purpose of the report was to provide assurance in respect of the management of the Trust's principal risks and an update on the risk management transformation programme. There were 14 principal risks which are outlined in more detail in the Board Assurance Framework (BAF).

Key areas for the Committee's attention:

1. As reported at the last Board meeting; Risk 139 (Failure to Deliver our Statutory Financial Duties in accordance with legislation) has achieved its target risk score of 8 (2x4). The risk has reduced in score from 16 (4x4) and will remain on the Corporate Risk Register (CRR) and continue to be monitored in month and it is expected that the risk score will increase in the next financial year due to the challenging financial climate.
2. Risk 594 (The Trust's inability to provide a civil contingency response in the event of a major incident and maintain business continuity causing patient harm and death) was increased in score from 15 (3x5) to 20 (4x5) along with Risk 163 (Maintaining Effective and Strong Trade Union Partnerships) from 16 (4x4) to 20 (5x4). In terms of risk 594, since the increase in score Health Boards have agreed to implement policies to ensure the release of ambulances; noting that the score will be reviewed in the next reporting period.
3. The title of Risk 424 was amended to include a reference to revenue, capital and staff capacity and now reads Resource availability (revenue, capital, and staff capacity) to deliver the organisation's Integrated Medium-Term Plan (IMTP).
4. Risk 201(A loss of stakeholder confidence that damages the Trust's reputation), work was ongoing to strengthen the description of the risk to align it more closely to the Trust achieving its strategic objectives.

Comments:

The Chair referred to risk 223 (The Trust's inability to reach patients in the community causing patient harm and death) and 224 (Significant handover delays outside A&E departments impacts on access to definitive care being delayed and affects the Trust's ability to provide a safe and effective service) as risks mainly outside of the Trust's control and queried whether it was possible to articulate such risks differently to delineate what was in the Trust's control. Julie Boalch advised this has been a regular discussion at Committees adding that external support has been commissioned to provide advice and guidance to manage these more effectively.

The Chair noted that the risk to capital rather than revenue was more of an issue and queried if this needed to be drawn out more explicitly at this moment in time given the implications on a delayed, in particular fleet replacement policy. Chris Turley explained there was a differential potentially in terms of the revenue uplift compared to the expected capital funding. He added that work was ongoing to address this potential issue.

Angela Lewis referred to Risk 163 (Maintaining Effective and Strong Trade Union Partnerships) adding there had been significant progress in this area and anticipated the score would be reduced further by the next Audit Committee meeting.

## **Progress against the Risk Management Transformation Programme**

The Risk Transformation Programme enters its third and final year as set out in the 2024/25 IMTP. External support has been commissioned to support the team to progress the programme advising on best practice in areas such as the strategic BAF, risk appetite and exploring options for digitising the BAF. The programme will see the delivery risk management training for the Board and across the organisation building on bespoke sessions already on offer to staff groups, risk leads and directorates. As previously mentioned, external support will also provide guidance in this area; a report will be coming to the Committee to update on best practice going forward.

### **Risk Management Policy**

The Risk Management Policy is before the Audit Committee for approval ahead of endorsement at Trust Board. Risk Management guidelines are available for staff, and procedures will be finalised for publication along with the Policy following Board endorsement on 28 March 2024. A set of guidelines are already available for colleagues across the Trust, and these will be procedures to support the delivery of the policy. The policy has followed due policy process from the drafting, and it has been shared with internal auditors as well for the comments and any queries.

Comments:

The Chair raised the possibility of strengthening the effectiveness of the third line of defence and how that collaborative way of working can provide good assurance for this committee.

Trish Mills informed the committee about the development of a document that would elaborate on the BAF and would detail how the lines of defence collaborated and functioned independently. This document along with changes to the risk policy will be presented to the Audit Committee in the future.

The Committee asked if the policy could be more explicit in terms of incorporating volunteers. Julie Boalch agreed for this to be incorporated.

### **RESOLVED: The Committee:**

- (1) Noted the review of each principal risk including ratings and mitigating actions;**
- (2) Noted the reduction in risk score of Risk 139 to the target score of 8;**
- (3) Noted the increase in risk score of Risk 594 from 15 to 20;**
- (4) Noted the increase in risk score of Risk 163 from 16 to 20;**

- (5) **Noted the amendment to the summary description of Risk 201;**
- (6) **Noted the amendment to the title of Risk 424;**
- (7) **Noted the update on the Risk Management Transformation Programme; and**
- (8) **Approved the Risk Management Policy.**

#### **07/24 AUDIT TRACKER 2.0 - DECEMBER 2023**

Trish Mills advised that the update provided the Committee with the current position with respect to management actions for overall and within the purview of the Committee.

Good progress has been made on the development of the SharePoint solution for Tracker 3.0 with colleagues in Digital Health and Care Wales Centre of Excellence. It is intended that this solution will be ready to implement / use early in the 2024/25 financial year.

The Audit Tracker has been updated in Quarter three following its complete revision in Quarter two and again there has been excellent engagement from Directorates. Across the Tracker as a whole, 18.2% of the internal audit recommendations were closed in quarter and there are actions with a change in date proposed, many of which are due to be closed in Quarter four or Quarter one of 2024/25.

As well as monitoring management actions for audits in their purview, the Audit Committee has the responsibility to scrutinise the progress of audits overall, escalating to the Board any issues or concerns.

Discussions have also taken place on historical actions and those where management actions may need to be amended in view of the current operating context. There has been some traction with these, and discussions will continue into Q4 with a view to closing down or revising as many as possible.

Comment:

The Committee welcomed the progress and agreed that less was more in terms of the information being provided.

**RESOLVED: The Committee received assurance that the management actions for the audits within the purview of this Committee and overall are being effectively and appropriately managed and closed off in quarter.**

#### **08/24 QUEST COMMITTEE HIGHLIGHT REPORT DATED 8 FEBRUARY 2024**

Trish Mills explained this was to give assurance to the Audit Committee that the Clinical Audit Plan for 2024/25 which was under the remit of the Quality, Patient Experience and Safety Committee (Quest), has been reviewed and approved. It is cycled on each committee

meeting for them to monitor the plan and approve any adjustments to it so this will be an annual assurance report that comes from the Chair of the Quest Committee.

**RESOLVED: The Committee noted the approval of the Clinical Audit Plan 2024/25 at the QuEST Committee meeting on 8 February 2024.**

## **09/24 LOSSES AND SPECIAL PAYMENTS**

Chris Turley presented the report to the Committee which set out a summary and full details of all Losses and Special Payments made during the ten months from 1 April 2023 to 31 January 2024.

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. During the ten months to 31 January 2024 payments made exceeded the reimbursements received by £522.94k.

He added that a series deep dives looking at the key themes had been conducted two/three years ago to discover any themes and trends and what learning had been implemented. From a benchmarking perspective following these deep dives there had been no real areas of significance. He wondered, especially from a learning perspective if this should be reinstated going forward.

Following a query as to why these reports were received in this format, Chris Turley advised that the detail in the report were as a consequence when ordinarily the Trust should not have incurred costs.

The Committee suggested it would be useful to have more context in terms of the losses and special payments going forward. They also noted there had been some value in the deep dives.

**RESOLVED: The Losses and Special Payments Report for the period 1 April 2023 to 31 December 2023 were received and noted.**

## **10/24 POLICY REPORT**

Julie Boalch explained that the purpose of the report is to provide an update to the Committee on the status of the Trust's policy work programme to bring key policies up to date.

The work plans are progressing well, with good levels of activity taking place to refresh existing policies and develop new ones. A reasonable number of policies are navigating the Trust's policy governance process through to approval.

As a result of the work undertaken to date, 33% of Trust owned policies will be within their review date after the next round of approvals compared to 14% overall reported to Committee in July 2023. This figure does not include those policies developed by NHS Wales or the NHS Employers Unit which are adopted by the Trust.

## **Counter Fraud, Bribery and Corruption Policy**

Carl Window advised the policy provides a framework for responding to suspicions of fraud, providing advice and information on various aspects of fraud and implications of an investigation.

This policy had no significant changes since the last review, other than to replace old references and make use of the new WAST policy template.

Comments:

In terms of shared learning Carl Window added that other Health Boards and Trust's follow the same guidance on a national level which complies with Welsh government standards to ensure consistency.

Members asked if the policy could make specific reference to volunteers. Carl Window agreed to ensure this was included.

### **RESOLVED: The Committee:**

- (1) Noted the update and next steps; and**
- (2) Approved the Counter Fraud, Bribery and Corruption Policy, subject to the inclusion of a reference to volunteers.**

## **11/24 COMMITTEE PRIORITIES AND CYCLE OF BUSINESS MONITORING REPORT**

The report updated the Committee on progress against the priorities it set for 2023/24 and progress against the agreed cycle of business for the Committee. There are no matters to escalate with respect to the Priorities.

**RESOLVED: The Committee Priorities and Cycle of Business Monitoring Report for 2023/24 was noted.**

## **12/24 AUDIT COMMITTEE HIGHLIGHT REPORT – 30 NOVEMBER 2023**

The Audit Committee Highlight report from the meeting of 30 November 2023 was presented for noting.

**RESOLVED: The Audit Committee Highlight report from the meeting of 30 November 2023 was noted.**

## **13/24 ALL WALES AUDIT COMMITTEE CHAIRS REPORT (NOVEMBER 2023)**

The report was presented for information.

It was noted that Swansea Bay Health Board had taken over the secretariat for all Wales Audit Committee Chairs meetings.

**RESOLVED: The all Wales Chairs report from November 2023 was noted.**

#### **14/24 REFLECTIONS & SUMMARY OF DECISIONS AND ACTIONS**

The excellent standard and presentation of papers was noted.

The system of internal control assurances was very good. A key theme was to try and delineate against risk and issues about things outside to the Trust's control.

It was good to see several people who are not prescribed attendees on the terms of reference both coming to observe but also to present reports.

The hybrid approach to the meeting was welcomed.

It was helpful to have the transparent conversations on items, significantly around decarbonisation and serious adverse incidents and the increased scrutiny was welcomed.

The efficient and effective chairing of the meeting was welcomed.

It was good to see the positive conversations mature, develop and challenge which was a vital piece of work for Non-Executive Directors.

Key messages for the Board would be captured in the AAA report.

**RESOLVED: The above was noted.**

**Meeting concluded at: 12:30**

**Date of Next Meeting: 30 April 2024**

**ACTION LOG**  
**WELSH AMBULANCE SERVICES NHS TRUST - AUDIT COMMITTEE - As at 1 March 2024**

Ref	Date	Agenda Item	Action Note	Responsible	Due Date	Progress/Comment	Status
Minute Reference 02-24	1 March 2024	Accounts Planning and any emerging Issues	It was requested that a comparison of Audit Fees with other organisations be provided along with the reasons for increase.	Fflur Jones	30 April 2024	<u>Update for 30 April 2024</u> Attached is the letter that was in the papers which explains the reasons behind the increase and an appendix on how the increase compares with the Public Sector Audit Appointment (PSAA) rates. The table illustrates the very substantial change in PSAA rates over the past four years (following the Redmond Review) and highlights the very marked difference between current local government rates in England and those of Audit Wales.	Complete
Minute Reference 03-24	1 March 2024	2023-2024 Annual Filings Schedule	To consider the placement of the extra AC/TB meetings and the process for drafting of the accounts from an AC point of view and the oversight.	Trish Mills	30 April 2024	<u>Update for 30 April 2024</u> Dates have been confirmed and published	Complete
Minute Reference 06-24	1 March 2024	Risk Management Policy	It was asked that reference be made to specifically include Volunteers within the Risk Management policy to assist in ensuring clarity and accountability for everyone involved. It was agreed that the policy would be approved subject to including the relevant wording regarding Volunteers.	Julie Boalch	30 April 2024	<u>Update for 30 April 2024</u> Policy amended	Complete
Minute Reference 10/24	1 March 2024	Counter Fraud, Bribery and Corruption Policy	It was asked that reference be made to specifically include Volunteers within the Counter Fraud, Bribery and Corruption policy to assist in ensuring clarity and accountability for everyone involved. It was agreed that the policy would be approved subject to including the relevant wording regarding Volunteers.	Carl Window	30 April 2024	<u>Update for 30 April 2024</u> Policy amended	Complete

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[by-email]

**Reference:** 4037A2024

**Date issued:** 5 February 2024

To: NHS Directors of Finance  
NHS Audit Committee Chairs  
NHS Board Secretaries  
Members of the NHS Technical Accounting Group  
Hywel Jones – NHS Director of Finance Welsh Government  
John Evans – Welsh Government  
Jacqui Salmon – Welsh Government

Dear colleague

## NHS – Audit of Accounts 2023-24

- 1 We will shortly commence our accounts audit work for all NHS bodies. We are therefore taking the opportunity to write to you with some important information on how we will undertake your 2023-24 audit.
- 2 Within this letter, we consider the following:
  - the proposed audit timetable for 2023-24;
  - a review of the 22-23 audit of accounts;
  - an update on audit fees; and
  - a look forward to key issues impacting on the 2023-24 accounts and other developments.

## The proposed audit timetable for 2023-24

- 3 We wrote to you in March 2023 setting out our proposed timetable for 2022-23 coupled with our rationale. We set out a proposed timetable which reflected:

- the additional resource required to implement our new audit approach driven by ISA 315 (UK) Identifying and Assessing the Risks of Material Misstatement (Revised July 2020);
  - the delays we had experienced in completing the 2021-22 Local Government accounts which in some cases ran well beyond 31 March 2023; and
  - the global shortage of audit and finance professionals, which impacted on our ability to recruit and retain qualified staff.
- 4 Taking the above into account, we proposed the following audit certification deadlines:
- Audit of Accounts 2022-23 – certification by 31 July 2023;
  - Audit of Accounts 2023-24 – certification by 30 June 2024; and
  - Audit of Accounts 2024-25 – certification by 15 June 2025.
- 5 We are grateful for the support of colleagues in all NHS bodies, which enabled all 2022-23 audits except for one Local Health Board (LHB) to be certified by the proposed target date of 31 July 2023.
- 6 We have now reassessed the position for the 2023-24 audit of accounts. Our position has improved on last year. We have made progress embedding the new audit methodology and are further ahead with our audit of Local Government this year than last. However, we are still contending with recruitment and retention challenges which mean we do not envisage quite being able to meet our original planned audit certification deadline for the 2023-24 audit of accounts of 30 June 2024 (as per above).
- 7 We are therefore proposing the following revised audit certification deadlines:
- Audit of Accounts 2023-24 – certification by 15 July 2024; and
  - Audit of Accounts 2024-25 – certification by 15 June 2025.
- 8 As you can see from the above, our intention is to still try and work to our original timetable for the audit of accounts 2024-25. We believe this is achievable when we take into account it will be our third year delivering audits under our new approach which should generate efficiencies. That said, the achievement of the timetable for 2024-25 is not without its challenges, particularly if market conditions persist in respect of the recruitment and retention of qualified auditors.

- 9 We recognise that for the forthcoming audit of accounts 2023-24, our deadline is slightly later than many bodies would like but we believe it is important to set realistic timescales given our current position and alert the Service to our proposals as soon as practically possible.
- 10 We will be working closely with the Welsh Government and NHS finance teams over the next few months to agree the precise timings for submission of draft accounts. There will inevitably be logistical matters to take into account at each body, and we are conscious of the need to factor in Audit Committee, Board and Annual General Meeting (AGM) dates, particularly as Health Boards and Trusts must hold an AGM no later than 31 July each year as per Standing Orders.
- 11 In respect of the Charitable Funds audit or the independent examination, we intend to complete these by the deadline set by the Charities Commission.

## Review of the 2022-23 audit of accounts

- 12 Our audits of NHS accounts for the year ended 31 March 2023 were carried out under revised Auditing Standard, ISA 315. In planning our audit at individual Health Bodies, we were required to undertake more detailed and extensive risk assessment procedures to identify the risks of material misstatement and to develop an audit approach designed to address those risks.
- 13 This revised standard had a significant and far-reaching impact on our audit methodology, and we are grateful to Finance Teams for their engagement and the support they provided to our audit teams.
- 14 All audits except for one Local Health Board (LHB) were certified by the agreed administrative certification date - 31 July 2023. The delay for the final LHB was as a result of issues arising during the audit. All NHS bodies were certified before the NHS statutory deadline which is four months after submission of the draft accounts (early September 2023).
- 15 With regards to our audit opinions and reports, none of the NHS Trusts or Strategic Health Authorities received any qualifications. All except one of the LHBs had regularity qualifications for breach of break-even duty. In addition, a number of the LHBs had a substantive report for a failure to meet the second financial duty (lack of an approved financial plan). A summary of our NHS opinions and reports can be seen in **Appendix 1**.
- 16 2022-23 was a technically challenging year due to the quinquennial valuation of the NHS estate and implementation of the new leasing standard - International Financial Reporting Standard (IFRS) 16. As a result, we identified more

adjusted and unadjusted audit adjustments than in previous years. We also continued to see audit adjustments being required to remuneration report disclosures, along with issues relating to the approval of senior officer remuneration. In many cases, we also identified issues with year-end payables balances which increased audit testing. We will continue to work with individual bodies and make recommendations for improvement.

- 17 We held a number of meetings with key NHS finance groups during the year and we intend to continue with these meetings going forward. In particular, we welcomed our invitation to meet with the Audit and Risk Committee Chairs as a group and would be keen to do so again this year.

## Update on audit fees

- 18 As a result of ISA 315, the revised audit approach applied in 2022-23 required us to employ more experienced, professionally qualified, staff on the audits, resulting in the larger than usual increase in your audit fee last year. We estimated that fee increase required to support the implementation of this new approach would be around 10.2%. In addition, we also applied a 4.8% fee increase last year in respect of inflation resulting in a combined average fee increase of 15%.
- 19 On the completion of our 2022-23 audits, we initiated a fee review as part of our post-project learning process. In summary, we concluded that the specific uplift of 10.2% to support the implementation of the revised auditing standard was not quite sufficient across all NHS audits. The total amount of further audit cost overrun incurred on NHS audits amounted to 10.1% which is equivalent to £234,000.
- 20 Recognising the cost pressures prevalent across NHS Wales, we have decided not to invoice for these overruns where there were no significant issues arising during the audit process. This means that we will be absorbing overspends of over £100,000. Our ability to absorb these overruns has been made possible this year by identifying additional 'one-off' efficiencies internally and should not be seen as creating a precedent for future years.
- 21 In terms of this year, our Fee Scheme for 2024-25 is now available [Fee Scheme 2024-25 | Audit Wales](#). Our fee rates are increasing on average by 6.4% next year. Some further context is provided in the consultation foreword, but we have incorporated the key message into this letter.
- 22 Like the rest of the public sector, we are facing significant staff cost pressures. As stated above, those are exacerbated by a global shortage of audit and

finance professionals, which we are seeing reflected in our ability to recruit and retain qualified staff.

- 23 It is important that we do all that we can to address the recruitment and retention challenges if we are to continue to bring audit deadlines forward in accordance with the revised timetable set out above. To help offset increasing staff costs, we are taking difficult decisions to reduce our non-staff expenditure. We have moved to smaller, cheaper offices in both South and North Wales, have significantly reduced our travel and associated costs, and removed financial allowances previously paid to staff.
- 24 It is worth pointing out that audit fees have increased significantly across the whole audit profession in response to regulatory pressures, new auditing standards (including, but not limited to, ISA 315) and rising staff costs. The table in **Appendix 2** summarises current Public Sector Audit Appointment (PSAA) rates and then compares them to current Audit Wales fee rates. The table illustrates the very substantial change in PSAA rates over the past four years (following the Redmond Review) and highlights the very marked difference between current local government rates in England and those of Audit Wales. Whilst we are focusing on fee rates within the local government arena, this is indicative of the rising audit costs across the border.
- 25 Legislation requires that the fees we charge may not exceed the full cost of exercising the function to which the fee relates. We set our audit fees based on our estimated cost base, the estimated skills mix for audit work and the estimated number of days required to complete the work. We do not, and cannot, make a profit from our work. Our fees are set at a level to recover the estimated full cost but no more.
- 26 We are also mindful of us moving into the second year of our new audit approach and methodology. On the basis that we are more familiar with the new approach, we are expecting to see some level of efficiency. As stated above, as our fees are set at a level to only recover the full cost, where the full cost is less than the estimated fee, we will issue a refund to individual bodies. In this context, we remain determined to minimise audit fees whilst ensuring that our audit quality continues to meet rigorous standards.
- 27 Your Engagement Director will discuss the proposed fee for your audit once the audit commences and the risk assessment for your organisation has been completed.

## A look forward to key issues impacting on the 2023-24 accounts audit and other developments

- 28 As well as reflecting on last year, it is important to have a look at some of the issues that could impact on the 2023-24 accounts.
- 29 **Projected year-end deficits** – we are mindful of the control total deficit of £123 million set by Welsh Government across the whole of the NHS and how challenging this will be for NHS bodies to meet. Given these expectations, we will focus on certain areas, particularly accruals and expenditure around year-end.
- 30 In terms of our wider audit responsibilities, the situation has prompted us to remain focused on themes such as financial sustainability, the realism of savings plans and the continued need for NHS to deliver value for money. Alongside these themes, the Auditor General for Wales places significant importance to seeing high standards of governance and financial management and will continue to shine a light and report on weaknesses in these areas.
- 31 **Executive salary pay points** – this has been a recurring theme for audit over the past few years where executive salaries have been paid over and above the defined salary point determined by the Welsh Government and where Government approval to do so has not been sought or provided. This again will be an area of focus as part of our audit work on the remuneration report. In addition, a disproportionate amount of time is spent seeking to reconcile payments to contracts of employment for senior staff. This is generally an area where health bodies could seek to improve audit evidence.
- 32 **Other technical changes** – at this point in time, we are not anticipating any new significant issues, but we will continue to liaise with Health and Social Services Group (HSSG) and the NHS Technical Accounting Group (TAG).
- 33 **Reintroduction of an interim audit** – for 2022-23, we applied little or no interim audit. This was a deliberate decision due to us commencing NHS audits much later than our normal timings. As we aim to recover and potentially bring the timetable back, we are envisaging moving back to an interim audit this year. This will hopefully take pressure off both Finance and audit teams, particularly during the final audit period scheduled for May and June 2024.
- 34 **Data quality / Analytics Assisted Audit (AAA)** – since the 2020-21 audit cycle, we have been using general ledger data obtained from the NHS Wales Shared Service Partnership (NWSSP) in our Analytics Assisted Audit application to support our audit work. This has realised several benefits with auditors having more accessible and timely access to the data, enhanced risk

assessments and automation of some audit tests. However, we have identified several inefficient processes and barriers to our vision of a more data driven audit, including:

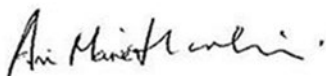
- adjustments cited on working papers not posted through the financial system;
- multiple mapping documents and inconsistent approaches for preparing the individual notes to the accounts; and
- multiple working papers to support individual notes to the accounts.

35 We are initially working with some pilot NHS bodies to try and eradicate these issues with the expectation that it will generate considerable benefits to improving data quality and time saving efficiencies for both audited bodies and auditors. We will engage with the sector on these developments during the early part of 2024.

36 We remain committed to working collaboratively with you to successfully navigate the challenges set out in this letter, building on our shared experiences. We will ensure we attend all the relevant NHS fora to discuss the content of this letter with you and will be arranging meetings with all NHS Directors of Finance and Audit Committee Chairs to provide you with an opportunity to meet with us all.

37 Thank you to you and your teams for working so well with us.

Yours sincerely



Ann-Marie Harkin  
Executive Director Audit Services

## Appendix 1 – A summary of NHS audit opinions and reports for 2022-23

Health Board	Qualification/Subs Report
Aneurin Bevan	Qualified Regularity – breach of first financial duty (break-even)
Swansea Bay	Qualified Regularity – breach of first financial duty (break-even)
Powys	Qualified Regularity – breach of first financial duty (break-even)
Cardiff & Vale	Qualified Regularity – breach of first financial duty (break-even) Substantive Report – failure to agree an approved financial plan (second financial duty)
Cwm Taf	Qualified Regularity – breach of first financial duty (break-even) Substantive Report – failure to agree an approved financial plan (second financial duty)
Hywel Dda	Qualified Regularity – breach of first financial duty (break-even) Substantive Report – failure to agree an approved financial plan (second financial duty)
Betsi Cadwaladr	Qualified True and Fair opinion – impact of uncertainty coming forward from 21-22 (expenditure and payables) Qualified Regularity – payment to interim executive director above WG approved pay scale not properly approved. Substantive Report – failure to agree an approved financial plan (second financial duty) Note – first financial duty (break-even) <b>unqualified</b>
Velindre	No qualifications
Public Health Wales	No qualifications

Health Board	Qualification/Subs Report
Welsh Ambulance Services NHS Trust	No qualifications
Digital Health and Care Wales	No qualifications
Health Education and Improvement Wales	No qualifications

**Appendix 2 – A comparison of current Public Sector Audit Appointment (PSAA) fee rates with Audit Wales**

Grade	Audit Wales Fee Rates	Public Sector Audit Appointments (PSAA) Rate Cards	
	2023-24 £	2023-24 £	2018-20 £
Partner / Director	168	414	132
Senior Manager / Manager	129	228	73
Audit Lead	106	148	47
Other	40 - 85	113	36



## 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.

The papers for this meeting can be found by following this [link](#) to the Committee page on the Trust website.

<b>Trust Board Meeting Date</b>	28 March 2024
<b>Committee Meeting Date</b>	1 March 2024
<b>Chair</b>	Peter Curran

### KEY ESCALATION AND DISCUSSION POINTS

#### ALERT

(Alert the Board to areas of attention)

1. The reasonable assurance rated Vehicle Replacement Programme Internal Audit raised an **issue of compliance with the Standing Orders**, that being the approval of individual contracts by the Board in accordance with the Scheme of Reservation and Delegation (SoRD). The audit noted that the Board had approved the business justification case (BJC) to which this matter related and associated procurement values, however it was reported that contractual arrangements were made subsequently, and that approval of the BJC did not represent approval of specific contracts. This was the only limited assurance finding in the overall reasonable assurance report, which also noted the vehicle replacement refresh to be a mature process with good understanding of the key factors determining refresh frequency and a substantial assurance rating on strategic planning and approvals.

Whilst this finding related to vehicle procurement (where there are long-term contractual partnering arrangements in place due to the specialist nature of the fleet) it has application more generally. A governance practice note has therefore been developed and shared with auditors to provide clarity on the practical application of the SoRD with respect to awards of contracts by the Board and logistics that flow from that. The governance practice note and amendments to the SoRD to address the internal audit findings will be reviewed by the Committee at its April meeting.

2. The **Risk Management Policy** was endorsed and is before the Board for **approval** today in line with the Scheme of Matters Reserved to the Board under the Standing Orders.

#### ADVISE

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

3. The Audit Committee chair held a **pre-meet** with Internal Audit and Audit Wales before the meeting in



line with best practice.

4. The **2024/25 Internal Audit Plan** was approved and includes audits on the following areas:

- Risk Management & Assurance
- Follow Up Action Tracker
- Procurement and Contract Management
- Vehicle Accident Management
- Integrated Quality and Performance Management Framework
- Seasonal Forecasting and Modelling
- Exposure to Fumes
- Public Engagement & Community Involvement
- Rollout of Pentrox
- Overtime Controls
- Start of Shift Procedure
- Emergency Nurse Comm System Implementation
- 111 Wales Website
- 111 Digital Operations
- Data Quality
- Rostering Policy
- Occupational Health & Wellbeing Support
- Speaking up safely
- Capital Systems
- Energy Management
- Annual Governance Statement

5. The **Internal Audit Charter and fee** for 2024/25 was also approved.

6. The **2023/24 annual filings** update was provided for the accounts and annual report.

- (a) With respect to the **accounts planning and emerging** issues, the audit certification deadline is 15<sup>th</sup> July 2024, which is 16 days shorter compared to 31<sup>st</sup> July last year. Audit Wales have increased their audit fee by an average of 6.4% for the audit of the 2023/24 accounts for all NHS Wales organisations. The Committee were informed that this was in line with industry practice and Audit Wales will provide further information to the Committee in this regard.
- (b) Areas of potential focus in the 2023/24 audit include that driven by the NHS Wales (Health Boards) control total position of £123m, accruals and expenditure around year end, standards of governance and financial management, remuneration report & payment of executive salary over and above defined salary point determined by the WG.
- (c) A new issue has arisen that may affect the remuneration report with respect to the pay of very senior managers across NHS in Wales for 23/24. This is because of the late payment of this pay award which was approved on 1 March 2024. The payment dates are not yet clear, and whilst this is not financially significant it may impact on the availability of pension costs for very senior managers in the Remuneration Report. This is the same for all NHS Wales bodies.
- (d) The annual filings task and finish group has been set up again to lead the planning and



implementation of the **annual report for 2023/24**. That group involves all the relevant people who are involved in the performance and the accountability report sections. The new deadline for certifying the accounts will necessitate extraordinary Audit Committee and Board meetings to approve the annual report and audited accounts. The Committee approved the timetable and the proposal for holding extraordinary meetings.

7. The **Local Counter Fraud Policy** was received and approved.
8. Members welcomed Peter Curran to his first meeting at the Trust and as Chair of the Audit Committee and reflected that the meetings was very well chaired and thanked him for his engagement with members ahead of the meeting over papers. Other **reflections** included:
  - Excellent standard of papers from internal and external colleagues.
  - System of internal control is very good.
  - Key themes include the need to delineate what is in our control and the increased scrutiny and transparency on this was welcomed.
  - There is enormous progress on risk and the audit tracker.
  - A number of attendees who both observed the meeting and responded to the internal audits on the agenda were welcomed.
  - The hybrid approach worked well with part members in the room in Cardiff and others joining remotely.
  - The importance of this Committee triangulation information and how that was maturing was apparent.
  - Good to be able to focus discussion on the key points in the audits.
9. Notes from the **All Wales Audit Committee Chairs** meeting from 20 November were received for information.

## ASSURE

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

10. Bethan Evans, Chair of the Quality, Patient Experience and Safety (Quest) Committee provided assurance by way of a AAA report that the **clinical audit plan for 2024/25** had been reviewed and approved by that Committee when it met on 8 February. Monitoring of the plan takes place at each meeting.
11. The Board will recall previous AAA reports from this and other Committees noting that the number of **Policies** within their review date fell below reasonable levels during the Covid-19 pandemic as the policy work plan was largely paused and efforts directed to support the response. This meant that most policies have passed their review date; however, it is important to note that these remain our extant policies, they are in use and have not expired. The Committee has oversight of the work plans to review and update these policies and were assured that this was on track for the prioritised policies in 2023/24 and 2024/25.
12. Progress against the **2023/24 Internal Audit Plan** was received and changes to the plan approved. Committee noted the large number of audits presented today due to the progress of audits starting slightly late in 2023/24. The following four **Internal Audits** reviews were completed during the



quarter and presented to the Committee:

- **Decarbonisation** – limited assurance. The Committee noted that this review is being conducted across all NHS Wales Health Bodies and that all have been given a limited assurance rated, therefore WAST is not an outlier. The significant work the Trust has been undertaking to address the requirements of the Decarbonisation Strategic Delivery Plan were recognised. However, the overall rating reflects the complexity and range of risks associated with this area which, along with the financial shortfalls, impacts on the Trust's ability to deliver on the wider decarbonisation agenda. Other matters include completion of the risk register, at both Programme and Corporate level, and ongoing regular review, and review of the membership and attendance at the Decarbonisation Programme Board. The disappointment of the WAST team in receiving this report, despite the good work underway, was noted in terms of this being a WAST audit, as opposed to an all Wales audit. It was felt by members that there was little more the team can do in this area without the funding issues being resolved. This report will be reviewed at the Finance and Performance Committee in March and a summary report will be prepared by Internal Audit to share with Welsh Government.
- **Vehicle Replacement Programme** – reasonable assurance with key matters arising including compliance with Standing Orders for Trust Board approval of contracts (see alert section above); enhance reporting and review of the procurement strategy to ensure best value; ensure procurement and contractual arrangements obtain best value from strategic partnering; detail variances to programme at business cases; demonstrate optimal vehicle procurement numbers; and to better align the project management and business case processes with best practice. This will be reviewed by the Finance and Performance Committee in March.
- **ePCR Clinical Compliance** – reasonable assurance with key matters arising including Oversight of training completion and limitations and accuracy of reporting. This will be reviewed by Quest in May.
- **Serious Adverse Incidents Joint Investigation Framework** – reasonable assurance with key matters arising including areas of non-compliance with Section 4 (Joint Investigation Process) of the NHS Wales National Policy, noting which a review of the internal policy should be undertaken. It was noted that there had now been investment in the team with a view to increase capacity and strengthen leadership. Learning from the incidents was being applied and the trust was considering what that meant for the clinical operating model and the clinical governance framework. This will be reviewed by Quest in May.
- **Strategy Development** – reasonable assurance with key matters arising including delays to the Engagement Framework Delivery Plan; and opportunities to improve how the Trust measures and reports progress. This will be reviewed at the Finance and Performance Committee in March.
- **Retention of Staff** – reasonable assurance with key matters arising including finalisation and ratification of the 'Moving on Interview' process, with a clear timetable for its roll out; and evaluation of the effectiveness of the initiatives that have recently been introduced to improve staff retention. The importance of regular staff reviews and contact with managers was emphasised as vital for retention. This was reviewed by the People and Culture Committee in



February.

- **111 Commissioning.** This is an advisory report with key matters arising include clarity over roles and responsibilities within the National Collaboration Agreement; develop a mechanism to enable post-implementation learning of benefits and impact to service delivery; enhancements to governance arrangements to strengthen oversight; opportunities to strengthen reporting of the commissioning arrangements; and review of risk registers. The advisory was reviewed by the Finance and Performance Committee in January.

13. The **Audit Wales Update** was received as was the **WAST 2023 Structured Assessment**. The Board will be aware that Fflur Jones, Audit Wales, presented the Structured Assessment to the Trust Board meeting in January given the timing of the release of the report. Members noted the positive report and the improvements year on year, and thanked all teams involved.

Planned work for 2024 includes a national deep dive into financial efficiencies (scope agreed with report anticipated to May Audit Committee) and a follow up of the Review of Quality Governance Arrangements will begin in March 2024.

14. The **losses and special payments** made during the period 1<sup>st</sup> April to 31<sup>st</sup> January 2024 amounted to £522.94K net payments. The rationale for the reporting will be reviewed, noting it is required under the Standing Financial Instructions.
15. In private session the committee received the counter fraud update 01<sup>st</sup> November 2023 to 31<sup>st</sup> January 2024 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 continuing to promote fraud awareness by delivering content across service areas. The LCFS has secured the Counter Fraud Awareness eLearning as a mandatory course for the Trust, with approximately three thousand staff having already completed training. There are currently 27 recorded ongoing investigations by LCFS. The Committee discussed the themes and trends observed regarding the cases, which include potential offences including working whilst sick, retaining overpayments and secondary employment.
16. An update was received on the revised **Audit Tracker** with 18% of all management actions closed in the quarter (compared to 30% for Quarter 2). It was noted that reporting of the audit tracker is developing to enable the Audit Committee to monitor overall progress in a more meaningful way.
17. The **Committee's cycle of business** was reviewed and is on track.

## RISK MANAGEMENT

The Committee is responsible for the review of the risk management framework and is not assigned individual risks for oversight. Specific updates were provided in relation to the movement in scores on Risks 139, 594 and 163 and the strengthening of Risk 201. It is expected that Risks 594 and 163 will reduce in score again in the next reporting period.

The Chair noted that the capital risk should be drawn through more explicitly at this time given the implications of a delayed fleet replacement policy, the decarbonisation agenda, and the condition of the estate.



The Committee reviewed progress against the risk management transformation programme. Areas of focus for 2024/25 are to deliver a strategic BAF that reflects more closely the Trust's strategic objectives against its long-term strategy – Delivering Excellence: Vision 2030. Additionally, work will be undertaken to develop a series of strategic risks and risk appetite statements and will see the roll out of a programme of education and training across the Trust in support of the Risk Management Framework.

The **Risk Management Policy** was endorsed for approval at Trust Board.

COMMITTEE AGENDA FOR MEETING		
2023/24 accounts planning and emerging issues	2023/24 annual filings schedule	Internal Audit Report and 24/25 plan
Audit Wales Update and 2023 Structured Assessment	Risk Management and Board Assurance Framework Risk Management Policy	Q3 Audit Tracker Update
QUEST Highlight Report re clinical audit plan	Losses and special payments	Policy Report Counter Fraud, Bribery and Corruption Policy
Committee Priorities and cycle of business monitoring report.		

COMMITTEE ATTENDANCE					
Name	20 April 2023	25 July 2023	14 Sept 2023	30 Nov 2023	1 Mar 2024
Martin Turner					
Peter Curran					
Paul Hollard					Kevin Davies
Joga Singh					
Ceri Jackson					
Chris Turley					
Lee Brooks		Judith Bryce	Judith Bryce		
Judith Bryce					
Liam Williams	Duncan Robertson				Part
Angie Lewis					
Osian Lloyd (IA rep)					
Audit Wales rep		Andrew Doughton	Fflur Jones	Fflur Jones	Fflur Jones
Paul Seppman					Christian Fox
Damon Turner					
Trish Mills					
Carl Window					

	Attended
	Deputy attended
	Apologies received
	No longer member

# Internal Audit Progress Report

## Audit Committee

April 2024

Welsh Ambulance Services University NHS Trust

NWSSP Audit and Assurance Services



GIG  
CYMRU  
NHS  
WALES

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



GIG  
CYMRU  
NHS  
WALES

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



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<i>5. Key Performance Indicators</i>	4
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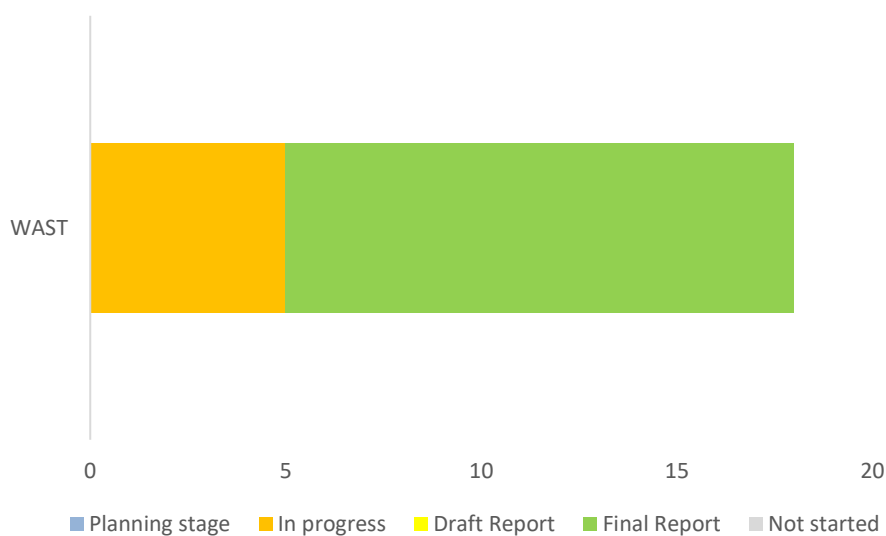
## 1. Introduction

The purpose of this report is to:

- highlight progress of the 2023/24 Internal Audit Plan to the Audit Committee; and
- provide an overview of other activity undertaken since the previous meeting.

## 2. Progress against the 2023/24 Internal Audit Plan

There are 18 reviews in the 2023/24 Internal Audit Plan, and overall progress is shown below.



Detailed progress in respect of each of the reviews in the 2023/24 Internal Audit Plan is summarised in Appendix A.

## 3. Proposed changes to approved plan

No further changes are proposed in respect of the 2023/24 Internal Audit Plan.






## 4. Engagement

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




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

## 5. Key Performance Indicators

Correct on 31 March 2024

Indicator	Status	Actual	Target
Operational Audit Plan agreed for 2023/24		March	By 30 June
Audits reported over planned		13	13
Work in progress		5	
Report turnaround: time from fieldwork completion to draft reporting [10 days]		10 out of 13	80%
Report turnaround: time taken for management response to draft report [15 days]		8 out of 12	80%
Report turnaround: time from management response to issue of final report [10 days]		11 out of 12	80%

Key:

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

## 6. Recommendation

The Audit Committee is invited to note the above.

## Appendix A: Progress against 2023/24 Internal Audit Plan

Review	Status	Rating	Key matters arising	Anticipated Audit Committee <sup>1</sup>
Risk management and assurance	In progress			June 2024
Decarbonisation	Final report	Limited	<p>We recognise the significant work the Trust has been undertaking to address the requirements of the Decarbonisation Strategic Delivery Plan. However, the overall rating is in line with that determined across NHS Wales and reflects the complexity and range of risks associated with this area which, along with the financial shortfalls, impacts on the Trust's ability to deliver on the wider decarbonisation agenda.</p> <p>Other matters include completion of the risk register, at both Programme and Corporate level, and ongoing regular review; and review of the membership and attendance at the Decarbonisation Programme Board.</p>	March 2024
Delivery of Major Change Programmes			Deferred	
111 Service Commissioning Arrangements (Advisory)	Final report	N/A	<p>Clarity over roles and responsibilities within the National Collaboration Agreement; Develop a mechanism to enable post-implementation learning of benefits and impact to service delivery; Enhancements to governance arrangements to strengthen oversight; Opportunities to strengthen reporting of the commissioning arrangements; and Review of risk registers.</p>	March 2024
Integrated Quality and Performance Management Framework			Deferred	

<sup>1</sup> May be subject to change

Review	Status	Rating	Key matters arising	Anticipated Audit Committee <sup>1</sup>
Strategy Development	Final report	Reasonable	Delays to the Engagement Framework Delivery Plan; and opportunities to improve how the Trust measures and reports progress.	March 2024
Serious Adverse Incidents Joint Investigation Framework	Final report	Reasonable	Areas of non-compliance with Section 4 (Joint Investigation Process) of the NHS Wales National Policy, noting which a review of the internal policy should be undertaken.	March 2024
Electronic Patient Clinical Record: Clinical compliance	Final report	Reasonable	Oversight of training completion and limitations and accuracy of reporting.	March 2024
Senior Paramedic Role	Final report	Reasonable	Ensuring Senior Paramedics are appropriately discharging areas of responsibility; The need to address the disparity in the allocation of Paramedics and Technicians, to ensure appropriate level of supervision and support; Monitoring of training compliance and ensuring that the required clinical skill enhancements are provided; Limited reporting evaluating the impact and effectiveness of the role.	November 2023
Clinical Audit	In progress			June 2024
Volunteers Governance	In progress			June 2024
Seatbelt Action Plan	Final report	Reasonable	Limited number of internal quality assurance inspections completed; Reporting of results of spot checks, inspections and Quality and Support days to an appropriate forum; Absence of monitoring of the recommendations arising from the Health & Safety investigation; Absence of reporting on the incident at key junctures to the Trust Board and/or its associated committees.	April 2024
Records Management	Final report	Reasonable	Reviewing the resource available to the Records Management Team; Defining an improvement plan for	November 2023

Review	Status	Rating	Key matters arising	Anticipated Audit Committee <sup>1</sup>
			the organisation; Ensuring records held with third parties are subject to formal agreement; Identification and assessment of storage sites; Ensuring all records are disposed of according to schedules.	
Technical Resilience	Final report	Reasonable	Fully recording the contents of the VPH datacentre; Finalising a service catalogue and recording the resilience position; Testing resilience for non-critical services; and fully defining recovery plans for all systems and ensuring resilience position is reflected in these.	November 2023
ICT Contract Management	Final report	Reasonable	Ensuring the register includes all ICT related contracts and suppliers; Evidencing the contract review process; and Evidencing the end of term review and assessment process.	April 2024
Retention of Staff	Final report	Reasonable	Finalisation and ratification of the 'Moving on Interview' process, with a clear timetable for its roll out; and evaluation of the effectiveness of the initiatives that have recently been introduced to improve staff retention.	March 2024
Disciplinary Case Management – Compassionate Leadership	In progress			June 2024
Recommendations tracker	In progress			June 2024
<b>Capital &amp; Estates</b>				
Estates Assurance: Estate Condition	Final report	Limited	We recognise the significant work the Trust has been undertaking to manage the current estate condition against other competing priorities. However, the overall rating is in line with that determined across NHS Wales, given the common challenges faced by each organisation, and reflects that identified estate risks cannot be managed within existing funding. Other matters include current / forward investment approvals do	November 2023

Review	Status	Rating	Key matters arising	Anticipated Audit Committee <sup>1</sup>
			not presently match the approved plans to eliminate "high" and "significant" risk backlog; the need to confirm appropriate levels of investment and an appropriately resourced maintenance team, to assess and address backlog maintenance; the need to ensure effective monitoring and reporting against targets; an appropriate methodology for the annual update; and accurate performance indicators.	
Capital Assurance: Vehicle Replacement Programme	Final report	Reasonable	Ensure compliance with Standing Orders for Trust Board approval of contracts; Enhance reporting and review of the procurement strategy to ensure best value; Ensure procurement and contractual arrangements obtain best value from strategic partnering; Detail variances to programme at business cases; Demonstrate optimal vehicle procurement numbers; and to better align the project management and business case processes with best practice.	March 2024

<sup>1</sup> May be subject to change

# Seatbelt Action Plan

## Final Internal Audit Report

April 2024

Welsh Ambulance Services University NHS Trust



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



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



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Review reference:	WAST-2324-012
Report status:	Final
Fieldwork commencement:	13 October 2023
Fieldwork completion:	13 March 2024
Debrief meeting:	21 February 2024
Draft report issued:	21 March 2024
Draft report meeting:	3 April 2024
Management response received:	5 April 2024 & 12 April 2024
Final report issued:	12 April 2024
Auditors:	Osian Lloyd, Head of Internal Audit; Felicity Quance, Deputy Head of Internal Audit; Rhian-Lynne Lewis, Principal Auditor
Executive sign-off:	Lee Brooks, Executive Director of Operations
Distribution:	Judith Bryce, Assistant Director of Operations, National Operations and Support; Mark Harris, Assistant Director of NEPTS - Patient Care Services; Aaron Evans, NEPTS Operation Manager; Karl Hughes, Head of Service – Ambulance Care Co-ordination; Jon Sweet, Head of Service – Operations
Committee:	Audit Committee



Audit and Assurance Services conform with all Public Sector Internal Audit Standards as validated through the external quality assessment undertaken by the Chartered Institute of Public Finance & Accountancy in April 2023.

**Acknowledgement:**

NHS Wales Audit and Assurance Services would like to acknowledge the time and co-operation given by management and staff during the course of this review.

**Disclaimer notice - please note:**

This audit report has been prepared for internal use only. Audit and Assurance Services reports are prepared, in accordance with the agreed audit brief, and the Audit Charter as approved by the Audit Committee.

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

Our work does not provide absolute assurance that material errors, loss or fraud do not exist. Responsibility for a sound system of internal controls and the prevention and detection of fraud and other irregularities rests with the Welsh Ambulance Services University NHS Trust. Work performed by internal audit should not be relied upon to identify all strengths and weaknesses in internal controls, or all circumstances of fraud or irregularity. Effective and timely implementation of recommendations is important for the development and maintenance of a reliable internal control system.

## Executive Summary

### Purpose

To review the deployment of the seatbelt action plan, to ensure the safety of crews and patients on board Trust vehicles, and to assess compliance.

### Overview

We have issued reasonable assurance on this area.

The matters requiring management attention include:

- Limited number of internal quality assurance inspections completed.
- Reporting of results of spot checks, inspections and Quality and Support days to an appropriate forum.
- Absence of monitoring of the recommendations arising from the Health & Safety investigation.
- Absence of reporting on the incident at key junctures to the Trust Board and/or its associated committees.

Other recommendations / advisory points are within the detail of the report.

### Report Opinion



**Reasonable** Some matters require management attention in control design or compliance.

**Low to moderate impact** on residual risk exposure until resolved.

Trend

N/A

### Assurance summary<sup>1</sup>

Objectives	Assurance
1 Approved action plan in place	Reasonable
2 Operational Policies and Guidance on conveying patients safely	Substantial
3 Training on safety requirements	Reasonable
4 Quality Assurance arrangements to ensure compliance	Reasonable
5 Mechanisms to monitor action plan progress	Reasonable
6 Reporting to appropriate Management and Trust Committees	Reasonable

<sup>1</sup>The objectives and associated assurance ratings are not necessarily given equal weighting when formulating the overall audit opinion.

### Key Matters Arising

	Objective	Control Design or Operation	Recommendation Priority
1	Reporting and monitoring of Quality Assurance inspection outcomes	1, 4, 5 Design	Medium
2	Reporting and monitoring of spot checks/Quality and Support days	1, 4, 5 Operation	Medium
3	Internal Ambulance Care Quality Assurance inspections	4 Design	Medium
4	Monitoring of Health and Safety Investigation recommendations and assurance reporting to Board	6 Design	High

## 1. Introduction

- 1.1 The Road Traffic Act 2006 determines that seatbelts must be worn while a vehicle is in motion. An amendment was approved by the Government in 2015 to create a legal exemption from the requirement to wear seat belts for persons riding in an ambulance when it is necessary to attend to a patient. This exemption does not extend to patients.
- 1.2 Following a road traffic collision involving a non-emergency ambulance, on 8 April 2021 which resulted in the loss of a patient, it was identified that the patient had not been securely fastened using all the necessary harnesses. This has recently resulted in criminal action against the Trust's member of staff that was responsible, following their guilty plea to causing death by dangerous driving.
- 1.3 In response to this incident, an action plan was put in place by the Trust to ensure the safety of crews and patients on board Trust vehicles. These include improved safety features, a quality assurance scheme and a review of the approach to vehicle inspection and staff training. In addition to these actions, following the conclusion of the criminal investigation, additional recommendations have been made to the Trust by the coroner that will also be considered as part of this review.
- 1.4 The Trust has also undertaken a health and safety investigation (concluded August 2023) into the incident; the results of which identified additional recommendations that have also been considered as part of this review.
- 1.5 The risks considered as part of this review were non-compliance with safety regulations resulting in patient harm, financial penalties and reputational damage.

## 2. Detailed Audit Findings

- 2.1 The table below summarises the recommendations raised by priority rating:

	Recommendation Priority			Total
	High	Medium	Low	
Control Design	-	3	-	3
Operating Effectiveness	2	1	-	3
<b>Total</b>	<b>2</b>	<b>4</b>	<b>-</b>	<b>6</b>

- 2.2 Our detailed audit findings are set out below. All matters arising and the related recommendations and management actions are detailed in [Appendix A](#).

### **Objective 1: There is an approved action plan in place to improve patient safety, which reflects the lessons learned and recommendations raised externally;**

- 2.3 Following the serious incident that occurred, a Road Traffic Collision Cross Directorate Group (RTCCDG) was established to undertake an initial assessment

of the incident, to determine the next steps required by the Trust and prepare an initial list of actions.

- 2.4 An internal Serious Health and Safety Incident Investigation Review was triggered to inform the RTC CDG and the wider Trust with an overview of the incident and its' conclusions and recommendations. As part of the investigation, an action plan was developed with target dates for completion.
- 2.5 We were advised that the action plan evolved as the investigation progressed, with actions being implemented before its approval to ensure the Trust was reacting and responding to recommendations as soon as possible. The initial action plan that was presented to Senior Leadership Team (SLT), a senior forum within the Operations Directorate, in July 2021 contained 13 actions; and the final version, as included in the investigation report was submitted to Executive Leadership Team (ELT) in August 2023, detailed 25 actions – 15 of which arose from the development of the initial action plan and 10 were consequential actions from addressing the original ones. We note that there was no formal approval of the action plan, however, appropriate governance arrangements were in place to ensure the existence of oversight and scrutiny. (Refer to objective 6 for further detail on governance and reporting).
- 2.6 We were provided with evidence to demonstrate the arrangements put in place to address each of the actions. Whilst we recognise that the arrangements align with the intended outputs, our review has determined that the ongoing operational implementation and sustainability of some arrangements has not been effectively captured nor monitored. **See MA1 & MA2.**
- 2.7 In May 2023, the coroner issued a report in conjunction with the criminal investigation into the incident. This report summarised that the coroner was pleased with the detailed investigation, actions and subsequent arrangements put in place by the Trust. The report identified three aspects to be considered further – two were for the responsibility of the Trust and we have confirmed as part of the audit have been acted upon; and one for the coroner, for which the Trust have not yet received an update.

#### Conclusion:

- 2.8 A Road Traffic Collision Cross Directorate Group was established, and an internal Health and Safety investigation initiated in response to the incident. An action plan was also developed which continued to evolve as the investigation progressed. Review of the final action plan, post completion of the investigation, identified some gaps in the completeness of the arrangements put in place to address the issues identified. A **reasonable** assurance rating has been determined for this objective.

**Objective 2: Operational policies and/or guidance are in place, and accessible to staff, which clearly describe the processes and expected methods for ensuring patient safety whilst being conveyed.**

- 2.9 The Driving at Work (DAW) Policy (approved by the People & Culture Committee September 2021) establishes the expected standards for emergency and non-emergency drivers across the Trust. This includes:
- Legal requirements
  - Driver training and emergency driving procedures
  - Wearing of seatbelts and subsequent exemptions
  - Carrying children in Trust vehicles
  - Duty of driver involved in Road Traffic Collision (RTC)
  - Training requirements
  - Roles and responsibilities
- 2.10 Following the incident, we note that there had not been any major changes required to the Policy during its most recent update. We note that the Policy is due for review later in 2024 and that this is currently reported as being on track to be completed on time.
- 2.11 The Policy is accessible on the Trust's intranet site and at the point of issue was shared via a Siren staff announcement.
- 2.12 The DAW policy states that drivers and passengers in Trust vehicles are required by law to wear seat belts. It also states that all patients must be secured using the appropriate harness and restraints. If such are not used due to a clinical reason or the individual refuses, then this must be recorded and documented.
- 2.13 In response to the incident, the Trust issued a safety notice (27 April 2021) on seatbelts and restraints as a reminder to Trust staff and volunteers to ensure their safety and those travelling within a Trust vehicle. This emphasised the requirement to fully utilise seatbelts and restraints when moving, handling, and conveying patients on Trust equipment and vehicles and also included a link to the DAW Policy. Further notices were also issued reiterating similar messages and directing staff to other materials on safety restraints (for further details on training, refer to audit objective 3).
- 2.14 This included a safety video which the Trust created to provide visual guidance on:
- the importance of ensuring the safety of those travelling in a Trust vehicle;
  - the risk of criminal proceedings if safety requirements are not complied with;
  - illustration of absence of seatbelts during collision;
  - illustration on the application of harnesses;
  - how to secure children in the vehicle; and
  - where an employee fails to adhere to legislation and safety procedures, employees could be at risk of prosecution.

### Conclusion:

- 2.15 A Driving at Work Policy which provides guidance on several aspects of driving, including the requirement to wear seat belts, is in place and accessible to all Trust staff. Following the incident, safety notices have been issued and a safety video circulated, reiterating the requirements and importance of the appropriate use of

seatbelts and restraints. A **substantial** assurance rating is determined for this objective.

**Objective 3: Appropriate training has been undertaken to ensure staff are fully versed on the safety requirements to be employed.**

- 2.16 All drivers of Trust vehicles that convey patients must complete a driving course during their induction to the Trust, for which there is both an emergency response and non-emergency course.
- 2.17 The courses have been developed in partnership with FutureQuals (accredited organisation that delivers regulated qualifications across a diverse range of vocations and sectors), the Driver Training Advisory Group (regulatory body for ambulance driver training) and the Association of Ambulance Chief Executives (AAACE). The courses are recognised across the UK and are the only driving courses used by all Ambulance Trusts.
- 2.18 The courses cover several areas which includes driving legislation; driver responsibilities; pre-driving checks and daily inspections; the system of car control; driving under routine and emergency response conditions; manoeuvring and reversing; safety systems; emergency response driving practices; navigation; adverse conditions; and human factors.
- 2.19 We were provided with both course timetables and were advised that while seatbelts and restraints would have been routinely included in all driver training courses previously, there is now a separately identifiable session on such. All new inductees completing the above courses since November 2021, must sign a separate form to confirm that they have read and understood the safety training in relation to seatbelts and these records are maintained by the central Professional Education & Training Team.
- 2.20 As part of the original action plan, a similar exercise was executed for all Trust vehicle drivers already in employment, whereby they had to view the safety video and read the safety notices. This was to ensure that staff were appropriately versed on the required safety measures. We were provided with the collated results which showed that as at October 2022, i.e. within a year of roll-out, 98.74% of relevant staff had acknowledged viewing and understanding the additional safety information.
- 2.21 In addition, Mandatory In Service Training (MIST) is provided by the Trust on an annual basis. This is split across two days (one day face to face and one day online learning) and includes several sessions, the content of which is tailored to the needs of the organisation. For 2023/24, a session on safety harnesses has been included, which addresses driver and attendant's responsibilities to ensure patient safety and the law and subsequent exemption parameters.
- 2.22 We were also provided with the compliance rates for MIST for 2023/24 which, as at 31 January 2024, were 65.75% Emergency Medical Service (EMS) and 64.8% Ambulance Care Services (ACS). We were advised that there was a delay in the commencement of MIST and monitoring of progress of attendance is being

undertaken with all areas on target to achieve 70% compliance by the end of the financial year.

#### Conclusion:

2.23 All employees that are required to drive a Trust vehicle, must complete an accredited driving course during their induction. In response to the incident, the course timetables now include a separately identifiable section on seatbelts and patient restraints which requires acknowledgement by each new driver that the training has been completed. There was also an expectation that drivers already employed by the Trust view a recap on seatbelts and harness requirements and sign to acknowledge as such; and additional training has been included within the MIST programme for 2023/24 in relation to safety requirements. A **reasonable** assurance rating is determined for this objective.

### **Objective 4: Quality assurance arrangements are in place to ensure compliance with policies / safety regulations.**

#### **Private Ambulance Services**

- 2.24 The Trust has established a framework of approved external private ambulance services (PAS) to work alongside its own Ambulance Care Services (ACS). In order to provide assurance that PAS meet the standards required by the Trust to enable the safe conveyance of patients, the Trust's Quality Assurance (QA) Team, working with 365 Response Ltd (a private company providing support to digitise transport systems), has developed a process to undertake an initial assessment (phase 1) of providers. This involves undertaking due diligence checks across several areas, including the type and adequacy of stretchers, seats and equipment in vehicles, appropriate insurance cover and DBS checks.
- 2.25 At the date of the incident in North Wales, this QA process was still being developed; therefore the QA Team were able to incorporate additional safety requirements to further align with the Trust's internal standards. For example, all Trust vehicles are fitted with specific seats/adjustments for patient conveyance. The Trust provided all PAS organisations with a list of compliant seats and allowed a 12-month period to comply. We were advised by the NEPTS Operations Manager that the majority of companies either replaced seats or purchased specific attachments which provided the same level of safety. Those organisations who were unable to make the amendments or refused to do so, were removed from the framework and could no longer provide services to the Trust.
- 2.26 Further to the phase 1 assessments, a formal quality assurance inspection (phase 2) is undertaken for all PAS organisations. These provide a baseline assessment and involve a more comprehensive inspection to assess compliance with the Trust's standards and expectations, including a site visit, discussion with owner/director and employees and an assessment of vehicles and equipment. The inspection also examines safety and manual handling arrangements, including the adequacy and compliance of stretcher safety harness, seatbelt extenders and child safety harness. At the date of reporting, management confirmed that these assessments had been completed for the 15 active PAS organisations.

- 2.27 The QA Team maintain a dashboard which captures the dates and outcomes of inspections, issues identified and a timeline for such to be addressed. Issues are either followed up within a secondary visit (local operational managers attend the site to confirm compliance), or evidence is submitted directly to the QA team to support the improvements or rectifications made. We note, however, that the results from inspections are not currently captured effectively or reported to an appropriate forum. **See MA1.**
- 2.28 We were advised that from 1<sup>st</sup> April 2024, the Trust will enter phase 3 of the quality assurance process by introducing the Wales Ambulance Quality Standard Award (WAQSA) Framework which will involve the awarding of '3Qs'. The 1<sup>st</sup> Q will be awarded based on annual document reviews (e.g. insurances, DBS checks) and the 2<sup>nd</sup> Q will involve annual quality inspection at the PAS site (both Q's being a continuation of phases 1 and 2 as per paras 2.24 and 2.26). The 3<sup>rd</sup> Q will be based on several weighted aspects of current performance data and reviewed quarterly per provider.

### **Internal Arrangements**

- 2.29 The QA team undertake similar inspections across the Trust's NEPTS ambulance sites of which there are 76, and if co-located with an EMS site, the assessment will provide coverage of both service areas. We were advised that the Trust aim to complete one inspection per quarter and these commenced in December 2021 as an output to the action plan. The QA dashboard has recorded only two inspections completed during 2023/24 (**see MA3**) but that the number of inspections completed in previous years were in line with expectation.
- 2.30 Following a second incident (November 2023) involving the incorrect use of seatbelts and harnesses which occurred within a Trust EMS vehicle, 'Quality and Support Days' were introduced as a means to continue to reinforce ongoing safety requirements. The first day was held in December 2023 and involved a series of unannounced spot checks where a team of operational managers attended hospital and clinical sites to observe actions and behaviours and to inspect vehicle equipment. At the date of reporting, two of these days have been undertaken (latterly January 2024) with both having a specific focus on safety restraints and harnesses. Of the 487 spot checks completed, the following areas of improvement were identified:
- Absence of seatbelt reminder stickers in ambulances (21 identified);
  - Seatbelts not in good working order (2 identified); and
  - Stretcher harness not in good working order (8 identified).
- 2.31 The results were captured and shared on the Trust's intranet site, however we note that there is an absence of information in relation to follow up arrangements to ensure that issues were addressed. **See MA2.** We were advised that the provision for these days will continue and that the frequency and focus of spot checks will be tailored based on the needs of the organisation.
- 2.32 As part of the monitoring arrangements for Paramedics and Technicians (Ps and Ts), Senior Paramedics (SPs) undertake ride-outs to analyse their performance

during a shift to measure the effectiveness of the standard of patient care being delivered. This is captured within a standardised feedback form on Microsoft Forms, which determines areas for improvement and an action plan where applicable. During the audit of the Senior Paramedic Role (report issued November 2023, Reasonable Assurance), we interviewed six SPs across all regions in Wales, who confirmed the April 2021 incident had raised awareness of the appropriate use of seatbelts and restraints. Our audit identified the need to address the disparity in the allocation of Paramedics and Technicians, to ensure appropriate level of supervision and support.

#### Conclusion:

2.33 The Trust has established a framework of approved external private ambulance services to work alongside its own Ambulance Care Services, where due diligence checks are undertaken to ensure providers meet the required standards. This is supplemented by an inspection process that has been developed to monitor ongoing performance of both internal and external non-emergency ambulance services. From April 2024, a quality standard framework has been introduced to monitor quality, compliance and performance at external organisations. However, we noted that only a limited number of internal inspections were completed in year. . Following a second incident which occurred recently involving a Trust EMS vehicle, Quality and Support days have been introduced to monitor safety requirements. There is a lack of reporting of the results across all the quality assurance arrangements put in place and to demonstrate that appropriate action is being taken to address issues identified. A **reasonable** assurance rating is determined for this objective.

#### **Objective 5: Appropriate mechanisms are in place to monitor and manage progress against planned actions and their continued sustainability.**

2.34 The RTC CDG was established in May 2021 to manage the different strands of response to the incident, including the preparation of the action plan and the early monitoring of progress against the subsequent implementation of arrangements. Review of the minutes for this group confirmed continued monitoring of the progress against the action plan in addition to consideration of additional actions for inclusion (for reporting against actions, refer to audit objective 6).

2.35 As per para 2.5, while the Health & Safety investigation was ongoing, emerging actions were being addressed and implemented by the Trust prior to the finalisation of the investigation report. This ensured that timely responses were being made at the earliest opportunity and we were able to confirm this through review of the relevant supporting documentation for each of the actions.

2.36 Progress against the action plan was further monitored in the meetings of the SLT. From July 2021, monthly updates were presented describing the status of actions and the current work ongoing to implement them; and by October 2021, noting that only two actions remained ongoing, reporting became less frequent. Subsequent progress updates were also presented at meetings in April and November 2022.

- 2.37 Four interim reports were also taken to ELT between June and December 2021, and the final health and safety investigation report was presented to ELT in August 2023.
- 2.38 Discussion with the Assistant Director of Operations (NEPTS) has shown that some actions represented 'one-off' arrangements (e.g. updated vehicle daily checklist, question added to patient survey to test whether patients were asked to wear a seatbelt), whilst other actions, due to their nature, have now become embedded into routine practice within the Trusts' day to day processes (e.g. vehicle audit inspections and spot checks, quarterly internal formal inspection process - refer to audit objective 4). These will in part be monitored going forward through separate arrangements, such as the Quality & Support Days (see para 2.30).
- 2.39 We note that we were not provided with evidence to support the ongoing monitoring of some completed actions having been fully embedded into Trust routine practices. **See MA1 & MA2.**

#### Conclusion:

- 2.40 Arrangements were in place for progress against actions to be captured and reported through to appropriate forums which included SLT and ELT. However, an assessment of the actions and subsequent arrangements has identified some potential areas of incompleteness. A **reasonable** assurance rating has been concluded.

#### **Objective 6: Periodic reports on the progress against implementation of the action plan are produced and submitted to appropriate management and Trust committees for oversight and escalation.**

- 2.41 As per paras 2.3 and 2.34, the RTC CDG was established to coordinate the immediate response to the incident with the forum, initially, meeting weekly to ensure the Trust could react to emerging issues. The group had senior attendance and it provided an informal platform for the serious and sensitive matters to be discussed. We were advised that as oversight of the action plan, and wider monitoring of the Health & Safety investigation moved to SLT in July 2021, it met less frequently. From October 2021, meeting arrangements were more informal and ad hoc; and we note that the group hasn't met since the conclusion of the investigation was reported to ELT (August 2023).
- 2.42 Alongside the monitoring of the action plan (as outlined under objective 5, para 2.36) reporting to the SLT to support the implementation of actions included:
- Presentation of the urgent notice on seatbelts and restraints
  - Actions for operational managers
  - Summary of returned receipts acknowledging having viewed the safety video and safety notices.
- 2.43 Four interim reports were also taken to ELT between June and December 2021, providing an update on the status of the criminal and internal investigations, family

liaison and independent legal advice and the wider impact of the incident on the Trust.

- 2.44 The final health and safety investigation report was presented to ELT in August 2023 which included:
- a detailed chronology of the events relating to the incident;
  - consideration as to whether procedures and processes were being followed by relevant Trust staff;
  - an assessment of the appropriateness of relevant training and development of those involved in the incident; and
  - a summary of returned receipts acknowledging having viewed the safety video and safety notices.
- 2.45 The investigation report sets out the action plan (reviewed under objective 1) and we note that all but one action had already been addressed and marked as completed, with the final one to commence in October 2023 which we have confirmed is currently underway.
- 2.46 We were advised that the monitoring and implementation of these recommendations was overseen by the Assistant Directors Leadership Team (ADLT). We have been provided with evidence to support initial arrangements (July 2023) to respond to the recommendations, which included allocation of ownership of recommendations. However, no further monitoring and oversight of the implementation of these arrangements has been undertaken at this forum. **See MA4.**
- 2.47 As part of the review, we sought to establish formal reporting mechanisms to the Trust Board and/or its associated committees. However, there is no evidence of reporting in relation to this incident having been undertaken at this level, at either open or closed sessions. **See MA4.**

#### Conclusion:

- 2.48 The RTCCDG was established to initiate a response to the incident and provide support and guidance to the internal health and safety investigation. Periodic reporting to SLT and ELT provided oversight of the existence, progress and closure of actions and the development of the Health and Safety investigation. Subsequent actions against conclusions and recommendations from the investigation report were allocated owners in July 2023 via ADLT but there has been an absence of any oversight and monitoring since. There is no evidence of reporting at the key junctures post the incident to Trust Board or its associated Committees. As such a **reasonable** assurance is determined for this objective.

## Appendix A: Management Action Plan

<b>Matter Arising 1: Reporting and monitoring of Quality Assurance inspection outcomes (Design)</b>		<b>Impact</b>	
<p>A dashboard is maintained which acts as a high-level tracker of the status of quality assurance inspections. This includes a summary of inspections completed (both internal and external), issues identified, a scoring system for each inspection area and target dates for actions to be addressed. We note that the records captured within the dashboard did not fully reflect the detail and outcomes of each inspection that was recorded as completed during the year, and were also advised that the information was held in a location that, for the majority of the year, was not accessible to the wider QA Team.</p> <p>Our review has also identified the absence of reporting, including on the number of inspections completed and their outcomes. We were also unable to confirm whether required actions had been followed up to confirm that any issues identified have been appropriately addressed.</p>		<p>Potential risk of:</p> <ul style="list-style-type: none"> <li>issues identified are not addressed due to inadequate recording, reporting and monitoring, resulting in recurrence of serious incidents.</li> </ul>	
<b>Recommendations</b>		<b>Priority</b>	
1.1	Details of the inspections completed should be accurately captured within the QA dashboard and held centrally.	<b>Medium</b>	
1.2	The results of both internal and external QA inspections should be reported and monitored regularly to ensure appropriate oversight of outcomes and actions identified.		
<b>Agreed Management Action</b>		<b>Target Date</b>	<b>Responsible Officer</b>
1.1	This action is complete. A shared central folder has been created where the quality assurance dashboard and inspection outcome reports are now stored. Access to the folder is available to all appropriate members of the team.	Complete	-

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1.2	Internal inspections are reported through the Senior Operations Team (SOT) and onwards onto operations Senior Leadership Team (SLT) for assurance purposes. Delivery of any remedial actions are overseen through SOT. External inspections will be reported through SOT from April 2024.	April 2024	Karl Hughes, Head of Service, Ambulance Care Co-ordination
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Matter Arising 2: Reporting and monitoring of spot checks / Quality and Support days (Design)		Impact	
<p>Following a second incident (November 2023) involving the incorrect use of seatbelts and harnesses which occurred within a Trust EMS vehicle, 'Quality and Support Days' were introduced as a means to continue to reinforce ongoing safety requirements. The first day was held in December 2023 and involved a series of unannounced spot checks where a team of operational managers attended hospital and clinical sites to observe actions and behaviours and to inspect vehicle equipment. At the date of reporting, two of these days have been undertaken (latterly January 2024) with both having a specific focus on safety restraints and harnesses. We were advised that the provision for these days will continue and that the frequency and focus of spot checks will be tailored based on the needs of the organisation.</p> <p>The results from these inspections are available on the Trusts intranet site, however, we note there is an absence of information and reporting in relation to follow up arrangements to ensure that issues identified have been addressed.</p>		<p>Potential risk of:</p> <ul style="list-style-type: none"> <li>issues identified are not addressed due to inadequate reporting and monitoring, resulting in recurrence of serious incidents.</li> </ul>	
Recommendations		Priority	
2.1	Outputs from spot checks and Quality and Support days should be formally collated and reported to an appropriate forum. This should include outcomes, issues identified and subsequent progress to implement the required actions to address.	<b>Medium</b>	
Agreed Management Action		Target Date	Responsible Officer
2.1	Monitoring of themes and trends from spot checks to date and the three Quality and Support days will be collated and presented to the joint SOT/SLT meeting on 17 <sup>th</sup> May 2024 and further to the wider leadership day which will follow. Any remedial actions will be implemented and monitored through SOT subsequently.	June 24	Jon Sweet, Head of Service – Operations (Chair of Senior Operations Team (SOT))



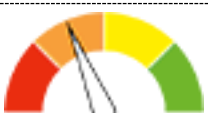

<b>Matter Arising 3: Internal Ambulance Care Quality Assurance Inspections (Operation)</b>		<b>Impact</b>	
<p>As part of the Trusts’ quality assurance arrangements, an inspection process has been developed to monitor ongoing compliance for both internal and external non-emergency ambulance service providers.</p> <p>We were advised that the number of inspections to be undertaken across the 76 Trust NEPTS sites is limited to four stations per annum. At the date of audit fieldwork, a review of the Quality Assurance Teams’ dashboard indicated only two internal inspections had been completed.</p> <p>Discussion with the QA Team has shown that resourcing issues has impacted on the number of inspections completed and their capture within the dashboard. We acknowledge that the recent appointment of a new QA Manager will increase the capacity of the team and strengthen the ability to undertake inspections and provide more coverage across Trust sites.</p>		<p>Potential risk of:</p> <ul style="list-style-type: none"> <li>issues identified are not addressed due to inadequate recording, reporting and monitoring, resulting in recurrence of serious incidents.</li> </ul>	
<b>Recommendations</b>		<b>Priority</b>	
3.1	Consideration should be given to undertake a higher number of internal inspections per annum to provide sufficient coverage and assurance that the Trust is compliant with required standards.	<b>Medium</b>	
<b>Agreed Management Action</b>		<b>Target Date</b>	<b>Responsible Officer</b>
3.1	The decision to include internal inspections has been driven internally by the Operations Directorate although capacity remains a limiting factor. Whilst the audit has highlighted the need to undertake a higher number of inspections, we remain committed to four per annum with more being undertaken should capacity permit.	December 2024	Mark Harris, ADO Ambulance Care

Matter Arising 4: Monitoring of Health and Safety Investigation recommendations and assurance reporting to Board (Operation)		Impact	
<p>The internal Health and Safety investigation report identified 11 recommendations for the Trust, which are in addition to the actions and outputs identified in the action plan. We were advised that the monitoring and implementation of these recommendations is being overseen by the Assistant Directors Leadership Team (ADLT).</p> <p>We have been provided with evidence to support initial arrangements (July 2023) to respond to the recommendations, which included allocation of action owners. However, no further monitoring and oversight of the implementation of these arrangements has been undertaken at this forum.</p> <p>We also noted a lack of evidence of reporting on the incident at Trust Board and/or its associated Committees, at either open or closed sessions.</p>		<p>Potential risk of:</p> <ul style="list-style-type: none"> <li>absence of monitoring arrangements resulting in adherence to required safety practices not being embedded.</li> <li>lack of assurance reporting at Board and Committee level.</li> </ul>	
Recommendations		Priority	
4.1	The recommendations from the Health & Safety investigation should be formally monitored through an appropriate forum to provide oversight and assurance on the satisfactory closure of the investigation.	<b>High</b>	
4.2	Should a similar serious incident occur in the future, assurance on the progress made by the Trust to address identified actions and recommendations and the arrangements to embed and sustain safety practices and processes should be provided at Board and Committee level.		
Agreed Management Action		Target Date	Responsible Officer
4.1	The Trust accepts this recommendation. ADLT will oversee the monitoring and compliance of the H&S investigation and provide assurance to ELT via the AAA reporting mechanism.	May 2024	Mark Harris, ADO Ambulance Care
4.2	The Trust Accepts this recommendation. Should a similar incident occur at any future point, assurance will be provided through a closed session of QuEST Committee.	Closed	-

## Appendix B: Assurance opinion and action plan risk rating

### Audit Assurance Ratings

We define the following levels of assurance that governance, risk management and internal control within the area under review are suitable designed and applied effectively:

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

### Prioritisation of Recommendations

We categorise our recommendations according to their level of priority as follows:

Priority level	Explanation	Management action
High	Poor system design OR widespread non-compliance. Significant risk to achievement of a system objective OR evidence present of material loss, error or misstatement.	Immediate*
Medium	Minor weakness in system design OR limited non-compliance. Some risk to achievement of a system objective.	Within one month*
Low	Potential to enhance system design to improve efficiency or effectiveness of controls. Generally issues of good practice for management consideration.	Within three months*

\* Unless a more appropriate timescale is identified/agreed at the assignment.



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# ICT Contract Management

## Final Internal Audit Report

March 2024

Welsh Ambulance Services NHS Trust

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Committee:	Audit Committee



Audit and Assurance Services conform with all Public Sector Internal Audit Standards as validated through the external quality assessment undertaken by the Chartered Institute of Public Finance & Accountancy in April 2023.

### Acknowledgement

NHS Wales Audit and Assurance Services would like to acknowledge the time and co-operation given by management and staff during the course of this review.

### Disclaimer notice - please note

This audit report has been prepared for internal use only. Audit and Assurance Services reports are prepared, in accordance with the agreed audit brief, and the Audit Charter as approved by the Audit & Risk Assurance Committee.

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

Our work does not provide absolute assurance that material errors, loss or fraud do not exist. Responsibility for a sound system of internal controls and the prevention and detection of fraud and other irregularities rests with Digital Health and Care Wales. Work performed by internal audit should not be relied upon to identify all strengths and weaknesses in internal controls, or all circumstances of fraud or irregularity. Effective and timely implementation of recommendations is important for the development and maintenance of a reliable internal control system.

## Executive Summary

### Purpose

To assess whether the Trust has appropriate contract management arrangements in place, ensuring achievement of value for money.

### Overview

We have issued **reasonable** assurance on this area.

We note the progress made by the ICT Contract Manager to develop a framework and process for ICT contract management. A SOP has been produced and recently approved, and a register of ICT contracts has been developed which contains the key information required to track and monitor contracts.

Contract performance monitoring occurs, with regular meetings with key suppliers and performance reports received. We note the evidencing of this is incomplete, along with evidence that contracts are appropriately assessed at the end of the term. We also note that not all contracts are subject to monitoring at present.

The significant matters which require management attention include:

- Ensuring the register includes all ICT related contracts and suppliers
- Evidencing the contract review process.
- Evidencing the end of term review and assessment process.

### Report Opinion



#### Reasonable assurance

Some matters require management attention in control design or compliance.

**Low to moderate impact** on residual risk exposure until resolved

Trend

None

### Assurance summary<sup>1</sup>

Objectives	Assurance
1 Procedures	Reasonable
2 ICT contracts and agreements are in place and recorded	Reasonable
3 Contracts are monitored and reviewed	Reasonable
4 Contracts are monitored to identify those due for retender	Reasonable

### Key Matters Arising

	Objective	Control Design or Operation	Recommendation Priority
2	Contract register	2 Operation	Medium
3	Evidence of contract performance monitoring	3 Operation	Medium
4	Evidence of the contract end of term review and assessment process	4 Operation	Medium

## 1. Introduction

- 1.1 The aim is to assess Welsh Ambulances Services NHS Trust's (the 'Trust or 'organisation') processes for the management of information and communication technology (ICT) contracts.
- 1.2 The Trust holds contracts, and spends a large amount of financial resource with a number of suppliers of ICT related products and services. Without appropriate contract and supplier management in place, the delivery of these contracts may not be in line with the original contractual agreement and fail to meet the requirements of the Trust.
- 1.3 The potential risks considered in the review were as follows:
- The Trust does not achieve value for money from contracts;
  - ICT contracts do not meet the requirements of the Trust, potentially resulting in disruption to services and patient harm;
  - Non-compliance with key information governance legislation; and
  - Breach of contract which could result in legal challenge, reputational damage and/or financial loss.

## 2. Detailed Audit Findings

- 2.1 The table below summarises the recommendations raised by priority rating:

	Recommendation Priority			Total
	High	Medium	Low	
Control Design	-	-	-	-
Operating Effectiveness	-	5	1	6
Total	-	5	1	6

- 2.2 Our detailed audit findings are set out below. All matters arising and the related recommendations and management actions are detailed in [Appendix A](#).

### **Objective 1: Procedures are in place to ensure that contract management arrangements are appropriate.**

- 2.3 The Welsh Ambulance Services NHS Trust (WAST) has acknowledged that the process and documentation regarding ICT contract management was fragmented and limited. WAST did not have robust contract management guidance and limited management arrangements were in place to effectively oversee the services procured to ensure value for money.
- 2.4 There has been no specific WAST policy or approved guidance issued on the subject of contract management processes. However, we note that procurement and contract management is required to be conducted in accordance with Trust Standing Orders, which together with the Standing Financial Instructions (SFI) and the Scheme of Reservation and Delegation (SoRD) provide the regulatory framework

for the business conduct of the Trust. In addition, the NHS Wales Shared Services Partnership (NWSSP) Procurement Department has developed a comprehensive set of policies and procedures which WAST is required to comply with regarding the purchasing of goods and services.

- 2.5 In order to rectify this an ICT Contract Manager has been appointed within the last two years and has recently developed a Standard Operating Procedure (SOP) for Supplier Contract Management within the Digital Directorate.
- 2.6 The aim of the SOP is to provide a formal structure and framework to the process and define responsibilities and expectations for contract and supplier management. The SOP defines the process for managing commercial contracts where a need is identified for goods and/or services to be supplied from an external supplier, to enable the Digital Services Directorate (DSD) to deliver technology and data services across the Trust. We note that the SOP was approved and published as we concluded our work and therefore requires time to fully embed within the organisation. **Matter Arising 1**
- 2.7 The SOP notes that a consistent directorate-led approach will improve the management of contracts through the stages of the of the procurement lifecycle, and is a comprehensive document that sets out the overall aims and processes for the management of suppliers and contracts within three stages. These being:
- a. Contract formation.
  - b. Contract management.
  - c. Contract closure.
- 2.8 We note that the responsibility for the first part, i.e., contract formation, lies in the main with NWSSP Procurement who work with relevant WAST staff to develop the specification and ensure that the contract is appropriately sourced and reflects the needs of the organisation. However, once the contract has been awarded it becomes the responsibility of the WAST ICT Contract manager to monitor the contract.

#### Conclusion:

- 2.9 WAST have recognised the lack of a supplier and contract management structure within Digital Services and have taken action to rectify this. A Contract Manager has been appointed and a SOP recently developed as a part of a framework to provide a consistent approach to contract management. As the SOP was approved at the end of fieldwork and has therefore not yet been fully embedded within the organisation, we have provided **reasonable assurance** for this objective.

#### **Objective 2: ICT contracts and agreements are in place and these are documented on a register to allow easier assessment of current contracts/agreements.**

- 2.10 Procurement and contract management activity is undertaken using the Oracle financial system and a hierarchy for expenditure for WAST is set within to ensure compliance with SFIs.

- 2.11 Procurement procedures and the SOP set out the relevant expenditure thresholds for which contracts must be in place, alongside the requirements for gaining quotations or tenders in order to provide these. We note that there are contracts in place for ICT services which comply with these requirements.
- 2.12 A contract register has recently been developed by the ICT Contract Manager which shows the current position of the contracts which sit within the ICT budget. The register was developed from a mixture of sources including discussions with the Finance Business Partner and budget holder, reviewing Oracle information and obtaining an expenditure report from NWSSP. This register does not include all suppliers, such as those used for single capital orders or for contracts which may include ICT requirements where the budget is held outside ICT. **Matter Arising 2**
- 2.13 The register contains key information that enables the monitoring of contracts, including Contract title; supplier; value; department; lead within WAST; procurement process used and start and end dates. As such this provides a good basis for contract and supplier management.

#### Conclusion:

- 2.14 There is an ICT contract register in place which captures the current contracts and which facilitates contract management. We note that the register does not include contracts where budgetary responsibility sits outside Digital Services, and not all suppliers are recorded. Accordingly, we have provided **reasonable assurance** for this objective.

#### **Objective 3: Contracts have appropriate performance standards and KPIs included, and performance against these is monitored and regularly reviewed to ensure requirements and performance levels are being adhered to, to resolve problems or unforeseen events, and changes are communicated appropriately.**

- 2.15 The SOP sets out the requirements for ongoing contract management, with three different levels of monitoring defined which depend on key factors such as value and length of contract, business criticality and risk.
- 2.16 The ICT Contract Manager is responsible for ensuring the contract is appropriately executed, monitoring and managing supplier performance, supporting innovation and continuous improvement and effective exit management in accordance with relevant policies and procedures.
- 2.17 Our testing of a sample of 5 contracts from the 51 in the register, confirmed that they contained criteria for measurement of performance. Contracts include provision for performance monitoring along with expected performance levels and a requirement for the contractor to provide regular performance reports.
- 2.18 Our testing also identified appropriate contract management and monitoring being undertaken, in line with requirements of the SOP. There were regular (monthly or quarterly) meetings being held with suppliers which included the service lead, and the provision of supplier performance reports which included key performance indicators (KPIs). We note however that the supplier / contract meetings are not formally recorded, for example in the form of minutes or agreed actions, and as

such there is a lack of evidence to demonstrate the process in the event of poor performance. **Matter Arising 3**

- 2.19 We also noted that due to staff capacity and resources this contract management process is not applied to all contracts, in particular for those defined as lower risk and for those where budgetary responsibility sits outside of ICT. **Matter Arising 3**
- 2.20 Currently the contract management process is being undertaken by a single individual within ICT (WAST ICT Contract manager), with service leads only involved at scheduled performance meetings. We note there is work ongoing to develop a SharePoint site which will facilitate greater involvement from wider services and enable ongoing monitoring of contract performance and KPIs. This site is intended to hold all documents and correspondence created as part of the contract management process.

#### Conclusion:

- 2.21 There is a contract management process operating, which follows the requirements of the SOP. This includes regular meeting with suppliers and receipt and review of performance reports. We note that this process isn't fully documented however, and is not operational for all contracts and suppliers. Accordingly, we have provided **reasonable assurance** over this objective.

#### **Objective 4: Contracts are monitored to identify those due for retender, with timely action taken to competitively source and agree a new contract prior to expiry of the existing contract.**

- 2.22 We were informed that the renewal and retender requirements for contracts is monitored by the ICT SMT quarterly meeting. Using the contract register which clearly shows renewal dates, ICT SMT assess what contracts are coming to an end and the requirements for the relevant procurement process, i.e. obtain 3 quotes or retendering. However, these meetings are not minuted and do not hold action notes. We also note that the contract register does not currently capture actions taken in relation to establishing new contract requirements at the end of contract term. As such there is a lack of evidence to show this process is operating. **Matter Arising 4.**
- 2.23 The SOP requires that before proceeding with a procurement for goods and/or services that all internal options first be investigated to identify whether the procurement is necessary, as well as consulting with the appropriate stakeholders or stakeholder groups. As noted above, without action notes this process cannot be evidenced, although we note that the ICT Contract Manager does have regular contact with finance and NWSSP Procurement colleagues.
- 2.24 As per the SOP and procurement requirements, where the value of the procurement exceeds £25K (excl. VAT), a process of planning the procurement is required to be undertaken with NWSSP Procurement Services and an appropriate representative from Digital Services and other appropriate stakeholders. Again, this process cannot be evidenced for contract renewals, although we note that the

contracting process is managed by NWSSP Procurement, and we have not identified any exceptions.

- 2.25 Whilst the procurement of IT products and services was outside the scope of this review, we did undertake an exercise to compare the IT contract register to the tender reports submitted to Audit Committee over the last year. We could see that recently awarded contracts were captured on the contract register. However, as the IT contract register has only recently been developed, we weren't able to confirm whether the procurement process related to contracts previously in place and if they had been initiated in a timely manner. We also note the level of single tender actions raised is comparable to other NHS bodies.

#### Conclusion:

- 2.26 There is a process to monitor contracts prior to the end of term in order to effectively assess and plan the retender process, with renewal dates of contracts clearly stated on the contract register. However, this process is not formally documented and so there is a lack of clarity and evidence provided to support this function. We note however, that there is regular reporting on contracting activity, including single tenders actions. Accordingly, we have provided **reasonable** assurance for this objective.

## Appendix A: Management Action Plan

<b>Matter Arising 1: Deployment of the Standard Operating Procedure (Operation)</b>		<b>Impact</b>	
The SOP was approved and published as we concluded our work and as yet is not fully embedded within the organisation.		Potential risk of: <ul style="list-style-type: none"> <li>Lack of consistent guidance.</li> </ul>	
<b>Recommendations</b>		<b>Priority</b>	
1.1	To embed the SOP into the organisation by raising awareness and providing training / workshops to relevant staff within Digital Services to provide a consistent approach to the contract management process.	<b>Low</b>	
<b>Agreed Management Action</b>		<b>Target Date</b>	<b>Responsible Officer</b>
1.1	An official notice was published on the Trust intranet on the 31 <sup>st</sup> Jan 2024 to raise awareness and the SOP has been made available to access on the Trust intranet. A training / workshop schedule will be devised and delivered across Digital Services.	June 2024	ICT Contract Manager

Matter Arising 2: Contract register (Operation)		Impact
The contract register does not include all suppliers, such as those used for single, capital orders or for contracts which may include ICT requirements where the budget is held outside ICT.		Potential risk of: <ul style="list-style-type: none"> <li>Lack of contract visibility outside of ICT.</li> <li>Multiple single supplier contracts not highlighted.</li> </ul>
Recommendations		Priority
2.1	The contract register should be developed to include all ICT related contracts and main suppliers.	<b>Medium</b>
Agreed Management Action		Target Date
2.1	<p>Whilst a single register which captures all Digital/ICT related commercial spend across the organisation would be constructive it would however be disproportionate to the time and effort required to maintain and the level of material value that information would provide over and above existing purchasing information which can be generated from the Oracle financial system.</p> <p>Where the requirement entails a recurring spend and an ongoing deliver of Digital/ICT services to the organisation over a set period (such as the supply of a software system) the register will be developed to provide 'a single source of truth' of the associated Digital/ICT commercial expenditure.</p>	October 2024  ICT Contract Manager

Matter Arising 3: Evidence of contract performance monitoring (Operation)		Impact	
<p>The supplier / contract meetings are not subject to formal recording, and as such there are no minutes or agreed actions that can be used to demonstrate the process in the event of poor performance.</p> <p>We also noted that due to staff capacity and resources the contract management process is not applied to all contracts, in particular for those defined as lower risk and for those where budgetary responsibility sits outside of ICT.</p>		<p>Potential risk of:</p> <ul style="list-style-type: none"> <li>Poor performance is not addressed.</li> </ul>	
Recommendations		Priority	
3.1	Contract and supplier performance meetings should be subject to formal recording, wither using minutes or action notes.	<b>Medium</b>	
3.2	ICT contract management process should be applied to all ICT related contracts, with the ICT Contract Manager feeding into any management meetings within other areas		
Agreed Management Action		Target Date	Responsible Officer
	Each contract listed in the contract register is to be classified as requiring either a Low, Medium or High level of contract management to be applied. Supplier / Contract meetings are only required to be held for those contracts classified with a Medium or High level of contract management to be applied.	June 2024	ICT Contract Manager
3.1	Where a contract / supplier performance meeting is held the respective action notes are to be recorded formally.	March 2025	ICT Contract Manager
3.2	The Contract Management [SOP] process is to be applied to all contracts listed in the contracts register.	March 2025	ICT Contract Manager

Matter Arising 4: Evidence of the contract end of term review and assessment process (Operation)		Impact	
The ICT SMT quarterly meeting are not minuted and do not hold action notes, as such there is a lack of evidence to show effective assessment and planning for contracts coming to the end of life.		Potential risk of: <ul style="list-style-type: none"> <li>Value for money not achieved.</li> </ul>	
Recommendations		Priority	
4.1	Action notes related to contact assessment should be recorded from the ICT SMT meetings.	<b>Medium</b>	
4.2	Details of end of term review and assessment should be captured on the contracts register.		
Agreed Management Action		Target Date	Responsible Officer
	ICT SMT meetings are held on a fortnightly basis and the pipeline of ICT commercial activity is reviewed at the ICT SMT meeting on a quarterly basis.		
4.1	The ICT SMT Decision Log will be utilised to record actions to be taken.	March 2024	ICT Contract Manager
4.2	The contracts register will be updated to capture associated commercial notes / actions taken with a contract as part of the end of term review.	June 2024	ICT Contract Manager

## Appendix B: Assurance opinion and action plan risk rating

### Audit Assurance Ratings

We define the following levels of assurance that governance, risk management and internal control within the area under review are suitable designed and applied effectively:

	<b>Substantial assurance</b>	Few matters require attention and are compliance or advisory in nature. <b>Low impact</b> on residual risk exposure.
	<b>Reasonable assurance</b>	Some matters require management attention in control design or compliance. <b>Low to moderate impact</b> on residual risk exposure until resolved.
	<b>Limited assurance</b>	More significant matters require management attention. <b>Moderate impact</b> on residual risk exposure until resolved.
	<b>No assurance</b>	Action is required to address the whole control framework in this area. <b>High impact</b> on residual risk exposure until resolved.
	<b>Assurance not applicable</b>	Given to reviews and support provided to management which form part of the internal audit plan, to which the assurance definitions are not appropriate. These reviews are still relevant to the evidence base upon which the overall opinion is formed.

### Prioritisation of Recommendations

We categorise our recommendations according to their level of priority as follows:

Priority level	Explanation	Management action
High	Poor system design OR widespread non-compliance. Significant risk to achievement of a system objective OR evidence present of material loss, error or misstatement.	Immediate*
Medium	Minor weakness in system design OR limited non-compliance. Some risk to achievement of a system objective.	Within one month*
Low	Potential to enhance system design to improve efficiency or effectiveness of controls. Generally issues of good practice for management consideration.	Within three months*

\* Unless a more appropriate timescale is identified/agreed at the assignment.



GIG  
CYMRU  
NHS  
WALES

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

NHS Wales Shared Services Partnership  
4-5 Charnwood Court  
Heol Billingsley  
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Website: [Audit & Assurance Services - NHS Wales Shared Services Partnership](#)

# Audit Committee Update – Welsh Ambulance Service University NHS Trust

Date issued: April 2024

Document reference: 4058A2024

This document has been prepared for the internal use of the **Welsh Ambulance Service University NHS Trust** as part of work performed/to be performed in accordance with statutory functions.

The Auditor General has a wide range of audit and related functions, including auditing the accounts of Welsh NHS bodies, and reporting on the economy, efficiency and effectiveness with which those organisations have used their resources. The Auditor General undertakes his work using staff and other resources provided by the Wales Audit Office, which is a statutory board established for that purpose and to monitor and advise the Auditor General.

Audit Wales is the non-statutory collective name for the Auditor General for Wales and the Wales Audit Office, which are separate legal entities each with their own legal functions as described above. Audit Wales is not a legal entity and itself does not have any functions.

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# Audit Committee Update

## About this document

- 1 This document provides the Audit Committee with an update on current and planned Audit Wales work.
- 2 Accounts and performance audit work are set out in this update, and information is also provided on the Auditor General's wider programme of national value for money examinations and the work of our Good Practice Exchange (GPX).

## Accounts audit update

**Exhibit 1** summarises the status of our key accounts audit work.

### Exhibit 1 – Accounts audit work

Area of work	Current status
Independent Examination of the Charitable Fund's 2023-24 Financial Statements	The Independent Examination of the Charity's annual report and accounts has been completed, and the Auditor General certified the accounts on 29 January. They were filed with the Charity Commission on the same day, prior to the statutory deadline of 31 January.
Audit of the Trust's 2023 - 24 Financial Statements	The Auditor General wrote to NHS bodies on 5 February 2024 to confirm an audit certification deadline for 2023-24 accounts of 15 July 2024. We are working with management to confirm specific arrangements for this audit in order to meet this deadline.

## Performance audit update

- 3 The following table sets out the performance audit work included in our current and previous Audit Plans, summarising work that is currently underway or completed (Exhibit 2).

### Exhibit 2 – Work currently underway or completed

Topic	Focus of the work	Current status and Audit Committee consideration
<b>Review of Unscheduled Care</b>	<p>This work examines different aspects of the urgent and emergency care system in three parts:</p> <ul style="list-style-type: none"> <li>• Part One: Flow out of hospital.</li> <li>• Part Two: accessing urgent and emergency care.</li> <li>• Part Three: national arrangements and leadership structures.</li> </ul>	<p>Underway</p> <p>Part 2: project brief has been issued to the Trust with fieldwork due to commence May 2024.</p>
<b>Workforce planning</b>	<p>The review examined how local and national workforce planning activities are being taken forward to manage those risks and address short-, medium- and longer-term workforce needs.</p>	<p>Complete.</p> <p>Reported to Audit Committee in November 2023.</p>
<b>Structured Assessment 2023 - core</b>	<p>This work reviewed the following core areas:</p> <ul style="list-style-type: none"> <li>• Board and committee cohesion and effectiveness;</li> <li>• Corporate systems of assurance;</li> <li>• Corporate planning arrangements; and</li> </ul>	<p>Complete.</p> <p>Reported to Audit Committee in March 2024.</p>

Topic	Focus of the work	Current status and Audit Committee consideration
	<ul style="list-style-type: none"> <li>Corporate financial planning and management arrangements.</li> </ul> <p>This work also included a review of the arrangements that are in place to track progress against previous audit recommendations.</p>	
<p><b>Structured Assessment – deep dive into financial efficiencies</b></p>	<p>In addition to the core structured assessment work, we are also undertaking “deeper dive” work in a specific area. We had initially identified digital transformation as the deeper dive topic for 2023. However, given the financial challenges facing the NHS at present, we are looking to now focus our deep dive work in health boards on financial savings / cost improvement plans. The focus of this work is currently being developed and further details will be shared in due course.</p>	<p>Drafting. Anticipated to report to Audit Committee in June 2024.</p>
<p><b>Follow up Review of Quality Governance Arrangements</b></p>	<p>This work will examine progress made in response to previous audit recommendations during the original review of quality governance arrangements, which was reported to the Audit Committee in September 2022.</p>	<p>Underway. Project brief has been issued to the Trust with fieldwork due to commence May 2024.</p>

## Good Practice events and products

- 4 In addition to the audit work set out above, we continue to seek opportunities for finding and sharing good practice from all-Wales audit work through our forward planning, programme design and good practice research. Please visit the [Good Practice Exchange](#) website for a list of our most recent podcasts, blogs and events.

## NHS-related national studies and related products

- 5 The Audit Committee may be interested in the Auditor General's wider programme of national value for money studies, some of which focus on the NHS and pan-public-sector topics. These studies are typically funded through the Welsh Consolidated Fund and are presented to the Public Accounts and Public Administration Committee to support its scrutiny of public expenditure.
- 6 **Exhibit 3** provides information on the NHS-related or relevant national studies published during the past six months. It also includes all-Wales summaries of work undertaken locally in the NHS.

### Exhibit 3 – NHS-related or relevant studies and all-Wales summary reports

Title	Publication date
<a href="#"><u>From firefighting to future-proofing – the challenge for Welsh public services</u></a>	February 2024
<a href="#"><u>Board effectiveness follow-up – Betsi Cadwaladr University Health Board</u></a>	February 2024
<a href="#"><u>Corporate Joint Committees – commentary on their progress</u></a>	November 2023

## Additional information

- 7 Exhibit 4 provides information on corporate documents published by Audit Wales since the last committee update. Links to the documents on our website are provided.

### Exhibit 4 – Audit Wales corporate documents

Title	Publication date
<a href="#"><u>Audit Wales Annual Plan 2024-25</u></a>	April 2024





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We welcome correspondence and telephone calls in Welsh and English.  
Rydym yn croesawu gohebiaeth a galwadau ffôn yn Gymraeg a Saesneg.

# Annual Audit Report 2023 – Welsh Ambulance Services NHS Trust

Audit year: 2022-23

Date issued: February 2024

Document reference: 4056A2024

This document has been prepared as part of work performed in accordance with statutory functions.

In the event of receiving a request for information to which this document may be relevant, attention is drawn to the Code of Practice issued under section 45 of the Freedom of Information Act 2000. The section 45 code sets out the practice in the handling of requests that is expected of public authorities, including consultation with relevant third parties. In relation to this document, the Auditor General for Wales and Audit Wales are relevant third parties. Any enquiries regarding disclosure or re-use of this document should be sent to Audit Wales at [infoofficer@audit.wales](mailto:infoofficer@audit.wales).

We welcome correspondence and telephone calls in Welsh and English. Corresponding in Welsh will not lead to delay. Rydym yn croesawu gohebiaeth a galwadau ffôn yn Gymraeg a Saesneg. Ni fydd gohebu yn Gymraeg yn arwain at oedi.

Mae'r ddogfen hon hefyd ar gael yn Gymraeg. This document is also available in Welsh.

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# Summary report

## About this report

- 1 This report summarises the findings from my 2023 audit work at Welsh Ambulance Services NHS Trust (the Trust) undertaken to fulfil my responsibilities under the Public Audit (Wales) Act 2004. That Act requires me to:
  - examine and certify the accounts submitted to me by Trust, and to lay them before the Senedd;
  - satisfy myself that expenditure and income have been applied to the purposes intended and are in accordance with authorities; and
  - satisfy myself that the Trust has made proper arrangements for securing economy, efficiency, and effectiveness in its use of resources.
- 2 I report my overall findings under the following headings:
  - Audit of accounts
  - Arrangements for securing economy, efficiency, and effectiveness in the use of resources
- 3 This year's audit work took place at a time when NHS bodies were still responding to the legacy of the COVID-19 pandemic as they look to recover and transform services and respond to the additional demand in the system that has built up during the pandemic. Furthermore, health bodies were also dealing with a broader set of challenges associated with the cost-of-living crisis, the climate emergency, inflationary pressures on public finances, workforce shortages, and an ageing estate. My work programme, therefore, was designed to best assure the people of Wales that public funds are well managed.
- 4 I aimed to ensure my work did not hamper public bodies in tackling the post-pandemic challenges they face, whilst ensuring it continued to support both scrutiny and learning. We largely continued to work and engage remotely where possible through the use of technology, but some on-site audit work resumed where it was safe and appropriate to do so. This inevitably had an impact on how we deliver audit work but has also helped to embed positive changes in our ways of working.
- 5 The delivery of my audit of accounts work has continued mostly remotely. Auditing standards were updated for 2022-23 audits which resulted in some significant changes in our approach. The specific changes were discussed in detail in my 2023 Audit Plan. The audited accounts submission deadline was extended to 31 July 2023. The financial statements were certified on 28 July 2023, meaning the deadline was met. This reflects a great collective effort by both my staff and the Trust's officers.
- 6 I also adjusted the focus and approach of my performance audit work to ensure its relevance in the context of the post-pandemic challenges facing the NHS in Wales. I have published an NHS Workforce Data Briefing that brings together a range of metrics and trends to help illustrate the challenges that need to be gripped locally

and nationally. The data briefing complements my assessments of how the workforce planning arrangements of individual NHS bodies are helping them to effectively address current and future workforce challenges. My local audit teams have commented on the governance arrangements of individual bodies, as well as how they are responding to specific local challenges and risks. My performance audit work is conducted in line with INTOSAI auditing standards<sup>1</sup>.

- 7 This report is a summary of the issues presented in more detailed reports to the Trust this year (see **Appendix 1**). I also include a summary of the status of work still underway, but not yet completed.
- 8 **Appendix 2** presents the latest estimate of the audit fee that I will need to charge to cover the costs of undertaking my work, compared to the original fee set out in the 2023 Audit Plan.
- 9 **Appendix 3** sets out the audit of accounts risks set out in my 2023 Audit Plan and how they were addressed through the audit.
- 10 The Chief Executive and the Director of Finance have agreed the factual accuracy of this report. We presented it to the Audit Committee on 30 April 2024. The Board will receive the report at a later Board meeting and every member will receive a copy. I strongly encourage the Trust to arrange its wider publication. I will make the report available to the public on the [Audit Wales website](#) after the Board have considered it.
- 11 I would like to thank the Trust's staff and members for their help and co-operation throughout my audit.

## Key messages

### Audit of accounts

- 12 I concluded that the Trust's accounts were properly prepared and materially accurate and issued an unqualified audit opinion on them. My work did not identify any material weaknesses in internal controls (as relevant to my audit), however, I brought some issues to the attention of officers and the Audit Committee in my closing Audit of Accounts Report.
- 13 I identified no material financial transactions within the Trust's 2022-23 accounts that were not in accordance with authorities or not used for the purpose intended, and so I have issued an unqualified opinion on the regularity of the financial transactions within the Trust's 2022-23 accounts.

<sup>1</sup> INTOSAI (International Organisation of Supreme Audit Institutions) is a global umbrella organisation for the performance audit community. It is a non-governmental organisation with special consultative status with the Economic and Social Council (ECOSOC) of the United Nations.

14 I placed no substantive report alongside my opinion this year as there were no issues to report.

## **Arrangements for securing efficiency, effectiveness, and economy in the use of resources**

15 My programme of Performance Audit work has led me to draw the following conclusions:

- my national workforce data briefing identified challenges at an all-Wales level including that despite an increasing NHS workforce, there remain vacancies in key areas, high sickness and staff turnover resulting in over-reliance on agency staffing<sup>2</sup>. More positively, NHS Wales is becoming a more flexible and equal employer.
- the Trust is taking effective steps to mitigate current workforce challenges and clarify its longer-term strategic vision, however, medium to longer-term resourcing is a significant and ongoing barrier.
- the Trust demonstrates a focus on improving its arrangements for governance, planning and finance. However, significant operational pressures, inefficiencies caused by handover delays, reliance on non-recurrent savings and lack of available funding are limiting its ability to transform services.

16 These findings are considered further in the following sections.

<sup>2</sup> For the Trust specifically, increased agency costs in 2021-22 were noted as due to pandemic and system pressure-related factors, such as staffing to cohort patients outside of some Emergency Departments, and usage has subsequently decreased.

# Detailed report

## Audit of accounts

- 17 Preparing annual accounts is an essential part of demonstrating the stewardship of public money. The accounts show the organisation’s financial performance and set out its net assets, net operating costs, gains and losses, and cash flows. My annual audit of those accounts provides an opinion on both their accuracy and the proper use (‘regularity’) of public monies.
- 18 My 2023 Audit Plan set out the key risks for audit of the accounts for 2022-23 and these are detailed along with how they were addressed in **Exhibit 4, Appendix 3**.
- 19 My responsibilities in auditing the accounts are described in my [Statement of Responsibilities](#) publications, which are available on the [Audit Wales website](#).

## Accuracy and preparation of the 2022-23 accounts

- 20 I concluded that the Trust’s accounts were properly prepared and materially accurate and issued an unqualified audit opinion on them. My work did not identify any material weaknesses in internal controls (as relevant to my audit), however, I brought some issues to the attention of officers and the Audit Committee.
- 21 The unaudited accounts were produced for audit in line with agreed timescales, the quality of working papers was judged to be generally strong.
- 22 I must report issues arising from my work to those charged with governance (the Audit Committee) for consideration before I issue my audit opinion on the accounts. My Financial Audit Engagement Lead reported these issues on 25 July 2023. **Exhibit 1** summarises the key issues set out in that report.

### Exhibit 1: issues reported to the Audit Committee

Issue	Auditors’ comments
Uncorrected misstatements	No such misstatements identified.
Corrected misstatements	A number of misstatements were identified which were corrected by management in the final accounts. None of the corrections raised affected the disclosed year-end surplus of £62,000.

Issue	Auditors' comments
Other significant issues	<p>We reported two issues for the attention of the Audit Committee:</p> <ul style="list-style-type: none"> <li>confirmation that there would be no qualified audit opinion for 2022-23 in relation to the Ministerial direction relating to senior NHS staff's pension tax liabilities; and</li> <li>identification of two expenditure transactions worth £110,000 which had been recorded incorrectly in 2022-23 instead of 2023-24.</li> </ul>

- 23 I also undertook a review of the Whole of Government Accounts return. I concluded that the counterparty consolidation information was consistent with the Trust's financial position on 31 March 2023, and the return was prepared in accordance with the Treasury's instructions.
- 24 My separate independent examination of the charitable funds accounts is complete with the closing findings reported to the Charitable Funds Committee on 18 January 2024. The Auditor General certified the final accounts on 29 January, allowing the accounts to be filed before the Charity Commission's statutory deadline of 31 January.

## Regularity of financial transactions

- 25 The Trust's financial transactions must be in accordance with the authorities that govern them. It must have the powers to receive income and incur expenditure. Our work reviews these powers and tests that there are no material elements of income or expenditure which the Trust does not have the powers to receive or incur.
- 26 I identified no material financial transactions within the Trust's 2022-23 accounts that were not in accordance with authorities or not used for the purpose intended, and so I have issued an unqualified opinion on the regularity of the financial transactions within the Trust's 2022-23 accounts.
- 27 I placed no substantive report on the accounts alongside my opinion this year as there were no issues to report.
- 28 I have the power to place a substantive report on the Trust's accounts alongside my opinions where I want to highlight issues. Where the Trust fails one of its financial duties – to break even over a three-year period and to have an approved three-year plan in place – or my opinion is qualified, I will issue a substantive report.

29 The Trust met both of its financial duties set out the financial position in more detail including in-year surplus/deficit and the three-year position, and my opinions were unqualified, so I did not issue a such a report.

## Arrangements for securing efficiency, effectiveness, and economy in the use of resources

30 I have a statutory requirement to satisfy myself that the Trust has proper arrangements in place to secure efficiency, effectiveness, and economy in the use of resources. I have undertaken a range of performance audit work at the Trust over the last 12 months to help me discharge that responsibility. This work has involved:

- publishing an NHS Workforce Data Briefing that brings together a range of metrics and trends to help illustrate the challenges that need to be gripped locally and nationally;
- reviewing the effectiveness of the Trust's workforce planning arrangements; and
- undertaking a structured assessment of the Trust's corporate arrangements for ensuring that resources are used efficiently, effectively, and economically.

31 My conclusions based on this work are set out below.

### NHS workforce data briefing

32 In September 2023, I published a [data briefing](#) which set out key workforce data for NHS Wales. My briefing highlighted continued growth of NHS Wales, and reflected that in some instances, the growth in staff levels, particularly in nursing and some medical specialties has not kept up with increasing demand.

33 The pandemic clearly had an impact on staff and the workforce remains under significant pressure. The recent key trends show increased staff turnover, sickness absence and vacancies. This has resulted in greater reliance on external agency staffing and notably increased agency costs to £325 million in 2022-23.<sup>3</sup> Wales is growing its own workforce, with increased nurses and doctors in training, yet despite this, there is still a heavy reliance on medical staff from outside of Wales, demonstrating a need to both ensure that education commissioning is aligned to demand, but also that health bodies are able to recruit sufficient graduates, once

<sup>3</sup> For the Trust specifically, increased agency costs in 2021-22 were noted as due to pandemic and system pressure-related factors, such as staffing to cohort patients outside of some Emergency Departments, and usage has subsequently decreased.

they have completed their training. My report also highlights some positive trends that show that the NHS is becoming a more flexible and equal employer.

## Workforce planning arrangements

- 34 My review examined whether the Trust has effective arrangements to support workforce planning. It focussed on the strategic and operational workforce planning, how it uses workforce information and how it works with its stakeholders to develop solutions. The work also considered the organisation's capacity and capability to identify and address key short and long-term workforce challenges and how it monitors whether its approach is making a difference.
- 35 My work found that **the Trust is taking effective steps to mitigate current workforce challenges and clarify its longer-term strategic vision, however, medium to longer-term resourcing is a significant and ongoing barrier.**
- 36 The Trust is strengthening its strategic workforce approach and is developing its strategic workforce plan which it expects to complete by April 2024. It is appropriately using workforce data to inform key workforce decisions, however, the Trust needs to better integrate IT systems to enable workforce data analysis. While the relationship between the Trust and its trade union partners is sometimes challenging, the Trust effectively engages with its staff, wider stakeholders and commissioners to develop workforce solutions.
- 37 The Trust is investing in workforce planning capacity and capability and providing training for managers, but it will need to ensure that its efforts are delivering the intended benefits. While the Trust has costed its workforce plan through the development of its Integrated Medium Term Plan (IMTP), it is likely to require significant additional resources to fully achieve the degree of service transformation set out in its strategic vision. At the time of fieldwork, the Trust was working to identify the specific workforce requirements to achieve its vision and the accompanying funding which it will need to source. Sourcing this funding is likely to be a significant challenge.
- 38 The People and Culture Committee receive regular and comprehensive workforce reports. While these reports are often operational there is an improving focus on progress of the Trust's strategic aims within the People and Culture Plan. External oversight by the Emergency Ambulance Services Committee (EASC)<sup>4</sup> ensures the commissioners understand the Trust's service workforce pressures. This helps to align commissioners' expectations with available finance and workforce resource.

<sup>4</sup> The Emergency Ambulance Services Committee (EASC) is a Joint Committee of the seven health boards in Wales, with the responsibility for planning and securing sufficient ambulance services for the population.

## Structured assessment

- 39 My 2023 structured assessment work took place at a time when NHS bodies were continuing to deal with the legacy of the COVID-19 pandemic in terms of recovering and transforming services and responding to the additional demand in the system that built up during the pandemic. Furthermore, they were also dealing with a broader set of challenges associated with the cost-of-living crisis, the climate emergency, inflationary pressures on public finances, workforce shortages, and an ageing estate.
- 40 My team focussed on the Trust's corporate arrangements for ensuring that resources are used efficiently, effectively, and economically, with a specific focus on: Board transparency, effectiveness, and cohesion; corporate systems of assurance; corporate approach to planning; and corporate approach to managing financial resources. Auditors also paid attention to progress made to address previous recommendations.
- 41 Overall, I found that **the Trust demonstrates a focus on improving its arrangements for governance, planning and finance. However, significant operational pressures, inefficiencies caused by handover delays, reliance on non-recurrent savings and lack of additional funding are limiting its ability to transform services.**

## Board transparency, effectiveness, and cohesion

- 42 My work considered whether the Trust's Board conducts its business appropriately, effectively, and transparently. I paid particular attention to:
- Public transparency of Board business
  - Arrangements to support the conduct of Board business
  - Board and committee structure, business, meetings, and flows of assurance
  - Board commitment to hearing from staff, users, other stakeholders
  - Board skills, experiences, cohesiveness, and commitment to improvement
- 43 My work found **that Board and Committee arrangements are effective, however, the Trust has a significant backlog of policies due for review, and there is scope to make some improvements to other areas of administrative governance.**
- 44 The Board remains committed to public transparency. Meetings are livestreamed, there are opportunities for the public to ask questions in advance of meetings, and private/closed meeting actions are reported in public Board papers. The Trust publishes most meeting papers in advance of meetings. However, to further increase the transparency of Board business, the Trust should publish unconfirmed Board and committee minutes sooner, and a written version of the Chair's Report should be provided. Whilst the Trust has a significant backlog of policies that are overdue, it has developed a realistic and prioritised plan to address this issue.

45 The Board and its committees operate well, supported by up-to-date terms of reference and an outline of the agenda for the year ahead. Meetings are well-chaired, and members provide meaningful contribution to support, scrutinise, and seek assurance. There will be some changes to the membership of the Board over coming months and the Trust has taken reasonable and well-considered action to manage these changes. Papers are generally of a good standard although there is ongoing work to encourage more succinct presentations of key risks and issues.

## Corporate systems of assurance

46 My work considered whether the Trust has a sound corporate approach to managing risks, performance, and the quality and safety of services. I paid particular attention to the organisation's arrangements for:

- overseeing strategic and corporate risks;
- overseeing organisational performance;
- overseeing the quality and safety of services; and
- tracking recommendations.

47 My work found that **the Trust is strengthening its corporate systems of assurance, however, there is more to do in key areas including the Board Assurance Framework (BAF) and handling concerns and incidents. Arrangements for oversight and management of performance are reasonable in the context of an extremely challenging operational position due to increased demand and wider system pressures.**

48 The Trust has reasonable arrangements for updating, managing and overseeing its risks. The Trust demonstrates a commitment to collaborating with partners to establish a shared understanding and response to some of its highest rated risks as these are often outside of the Trust's direct control. The Trust maintains reasonable performance management arrangements, however, operational performance remains extremely challenging due to increased demand and wider system pressures that are resulting in continued and significant handover delays at many Emergency Departments and the consequential inefficiencies created by time lost to handover delays.

49 The Trust has taken positive steps to improve its quality governance arrangements, including work to prepare for the requirements under the new Health and Social Care (Quality and Engagement) Act (2020). However, timeliness of response to concerns has deteriorated due to increased demand and capacity issues. Arrangements for tracking audit recommendations are strengthening, with greater clarity on the closure of actions and the impact achieved.

## Corporate approach to planning

50 My work considered whether the Trust has a sound corporate approach to planning. I paid particular attention to the organisation's arrangements for:

- producing and overseeing the development of strategies and corporate plans, including the Integrated Medium Term Plan; and
- overseeing the delivery of corporate strategies and plans.

51 My work found that **the Trust has a good corporate approach to developing strategies and plans, but plans do not include SMART<sup>5</sup> milestones, and delivery reports do not provide enough clarity on whether intended outcomes are being achieved.**

52 The Trust's arrangements for producing and overseeing the development of strategies and plans are reasonable. Its 2023-2026 Integrated Medium Term Plan aligns well to its long-term vision and again received approval from the Welsh Government. However, the Trust needs to strengthen its approach for Integrated Medium Term Plan progress reporting by increasing the focus on outcomes and impact achieved, rather than focussing solely on activity/actions delivered. It should also ensure that all actions set out in the IMTP are SMART with measurable outcomes and clear delivery milestones.

## Corporate approach to managing financial resources

53 My work considered whether the Trust has a sound corporate approach to managing its financial resources. I paid particular attention to the organisation's arrangements for:

- achieving its financial objectives;
- overseeing financial planning;
- overseeing financial management; and
- overseeing financial performance.

54 My work found that **the Trust demonstrates strong financial performance, a good approach to financial planning and appropriate Board and committee oversight. However, the reliance on non-recurrent savings schemes, operational inefficiencies caused by handover delays and lack of available additional funding may limit the Trust's ability to support its service modernisation plans.**

55 The Trust continued its good track-record of meeting its financial objectives and duties both for 2022-23 and the rolling three-year period of 2020-21 to 2022-23. The Trust is on track to achieve its financial duties in 2023-24.

56 The Trust has robust arrangements for financial planning, which clearly identifies key risks and issues. The Trust had a savings gap at the time of approving its financial plan but was able to identify the necessary savings to meet this gap by month four. However, the level of non-recurrent savings within the Trust's plan is a cause of concern, which, along with ongoing inefficiencies caused by ambulance

<sup>5</sup> Specific, measurable, achievable, relevant, and time-bound.

handover delays and difficulties accessing additional funding limit the Trust's ability to fund the transformational change it is seeking.

- 57 There is regular financial oversight at both executive and board level. Financial reports contain the most up-to-date information, although we note that savings reports could provide further clarity on whether savings are recurrent or non-recurrent. The Trust must also maintain a focus on ensuring that verbal updates to the Finance and Performance Committee provide sufficient clarity given that members are not able to prepare questions in advance of meetings.

# Appendix 1

## Reports issued since my last annual audit report

### Exhibit 2: reports issued since my last annual audit report

The following table lists the reports issued to the Trust since our previous report.

Report	Date
<b>Financial audit reports</b>	
Audit of Financial Statements Report	July 2023
Opinion on the Financial Statements	July 2023
Audit of the Charitable Funds' Financial Statements	January 2024
<b>Performance audit reports</b>	
NHS Workforce Data Briefing	September 2023
Review of Workforce Planning Arrangements	October 2023
Structured Assessment 2023	November 2023
<b>Other</b>	
2023 Outline Audit Plan	March 2023

My wider programme of national value for money studies in 2023 included reviews that focused on the NHS and pan-public-sector topics. These studies are typically funded through the Welsh Consolidated Fund and are presented to the Public Accounts

Committee to support its scrutiny of public expenditure. Reports are available on the [Audit Wales website](#).

### **Exhibit 3: performance audit work still underway**

There are several performance audits that are still underway at the Trust. These are shown in the following table, with the estimated dates for completion of the work.

<b>Report</b>	<b>Estimated completion date</b>
Review of Financial Efficiencies	April 2024
Quality Governance arrangements – follow-up	June 2024
Review of Unscheduled Care	July 2024

# Appendix 2

## Audit fee

The 2023 Audit Plan set out the proposed audit fee of £188,424 (excluding VAT). My latest estimate of the actual fee is in keeping with the fee set out in the outline.

# Appendix 3

## Audit of accounts risks

My 2023 Audit Plan set out the risks of material misstatement and/or irregularity for the audit of the Trust's 2022-23 accounts. The table below lists these risks and sets out how they were addressed as part of the audit.

### Exhibit 4: audit of accounts – significant risks

Audit risk	Proposed audit response	Work done and outcome
<p>The risk of management override of controls is present in all entities. Due to the unpredictable way in which such override could occur, it is viewed as a significant risk.</p>	<p>The audit team will:</p> <ul style="list-style-type: none"> <li>• test the appropriateness of journal entries and other adjustments made in preparing the financial statements;</li> <li>• review accounting estimates for bias; and</li> <li>• evaluate the rationale for any significant transactions outside the normal course of business.</li> </ul>	<p>Audit work over journal entries and accounting estimates found no evidence of management override of controls, and provided assurance that the accounts were free from material error.</p>
<p>There is a risk that you will fail to meet your first financial duty to break even over a three-year period. You have reported a year-end surplus of £62,000. This, combined with the outturns for 2020-21 and 2021-22, shows a three-year surplus of £207,000. Your current financial pressures increase the risk that management judgements and estimates could be biased in an effort to achieve the financial duty.</p> <p>There is also a risk of material misstatement due to fraud in expenditure recognition and as such is treated as a significant risk.</p> <p>This risk is focused on transactions before and after the year end, and key year-end</p>	<p>The audit team will:</p> <ul style="list-style-type: none"> <li>• test the appropriateness of journal entries and other adjustments made in preparing the financial statements;</li> <li>• review accounting estimates for bias;</li> <li>• perform detailed testing on a sample of key transactions before and after the year end to ensure they are accounted for in the correct accounting period; and</li> <li>• perform detailed testing on a sample of key year-end balances to ensure they are appropriate and complete.</li> </ul>	<p>Audit work provided assurance that the accounts were free from material error and that the year-end surplus position for 2022-23 was appropriate.</p>

Audit risk	Proposed audit response	Work done and outcome
balances, relating to non-pay expenditure with bodies outside of NHS Wales and the Welsh Government.		

#### Exhibit 5: audit of accounts – other areas of focus

Audit risk	Proposed audit response	Work done and outcome
<p>A new accounting standard, IFRS16 Leases, has been adopted by the FReM for 2022-23.</p> <p>IFRS16 will significantly change how most leased assets are accounted for, as leased assets will need to be recognised as assets and liabilities in the Statement of Financial Position.</p> <p>There are also significant additional disclosure requirements specific to leased assets that will need to be reflected in the financial statements.</p>	<p>My audit team will:</p> <ul style="list-style-type: none"> <li>• consider the completeness of the lease portfolios identified by the Trust needing to be included in IFRS16 calculations;</li> <li>• review a sample of calculated asset and liability values and ensure that these have been accounted for and disclosed in accordance with the Manual for Accounts; and</li> <li>• ensure that all material disclosures have been made.</li> </ul>	<p>Audit work confirmed that the disclosures in this area of the accounts were materially complete and accurate, with no significant issues arising.</p>
<p>The quinquennial valuation of the NHS estate took place as at 1 April 2022.</p> <p>There is a risk that assets are not valued on appropriate bases and that movements in the carrying values of assets are not appropriately accounted for and disclosed.</p> <p>Given the current economic climate, there is a further risk that the carrying values of assets have changed during 2022-23 and that 1 April 2022 valuations are materially misstated at the balance sheet date.</p>	<p>My audit team will:</p> <ul style="list-style-type: none"> <li>• consider the appropriateness of the work of the Valuation Office Agency as a management expert;</li> <li>• test the appropriateness of asset valuation bases;</li> <li>• review a sample of movements in carrying values to ensure that movements have been correctly accounted for and disclosed, in accordance</li> </ul>	<p>Audit work provided assurance that accounting entries arising from the quinquennial valuation had been appropriately disclosed in the 2022-23 accounts.</p>

Audit risk	Proposed audit response	Work done and outcome
	<p>with the Manual for Accounts; and</p> <ul style="list-style-type: none"> <li>consider whether the carrying value of assets at 1 April 2022 remains materially appropriate or whether additional in-year adjustments are required due to the impact of current economic conditions.</li> </ul>	
<p>There is significant investment in capital projects and a risk that capital expenditure classified as Assets Under Construction is materially mis-stated:</p> <ul style="list-style-type: none"> <li>capital expenditure up to month 11 was reported at £12.5 million, increasing to £29.1 million up to month 12;</li> <li>at the year end, there are balances of £25.5 million classified as Assets Under Construction, with vehicles under construction held by third parties; and</li> <li>there is an element of judgement needed when determining the amount of costs to be capitalised on each project and the valuation of these assets at the end of the year.</li> </ul>	<p>My audit team will:</p> <ul style="list-style-type: none"> <li>understand the reasons for the peak in capital expenditure in month 12 and assess impact on audit approach;</li> <li>detailed testing on a sample of additions and capital accruals;</li> <li>for vehicles under construction by third parties, review the contractual terms and assess whether the criteria for recognising the assets have been met; and</li> <li>review and challenge whether any assets under construction require impairment.</li> </ul>	<p>Audit work provided assurance that capital expenditure was appropriately recorded and disclosed in the 2022-23 accounts.</p>
<p>Last year there were issues with the completeness of asset disposals within the financial statements. Assets no longer in use were removed from Property, Plant and Equipment and Intangibles.</p>	<p>My audit team will:</p> <ul style="list-style-type: none"> <li>review your arrangements for capturing disposals; and</li> <li>perform detailed testing to ensure asset disposals are complete.</li> </ul>	<p>Audit work provided assurance that asset disposals in the accounts were accurate and complete in the 2022-23 accounts.</p>
<p>A key source of estimation uncertainty relates to the provision for clinical negligence and personal injury claims.</p>	<p>My audit team will:</p> <ul style="list-style-type: none"> <li>perform detailed testing on a sample of claims;</li> </ul>	<p>Audit work provided assurance over the reasonableness and</p>

Audit risk	Proposed audit response	Work done and outcome
<p>The subjective nature of these provisions and associated judgments gives rise to increased risk.</p>	<ul style="list-style-type: none"> <li>• evaluate the reasonableness of key assumptions and judgments; and</li> <li>• consider the work of Legal and Risk Services and the NHS Business Services Authority as a management expert.</li> </ul>	<p>disclosure of such liabilities in the 2022-23 accounts.</p>



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We welcome correspondence and telephone calls in Welsh and English.  
Rydym yn croesawu gohebiaeth a galwadau ffôn yn Gymraeg a Saesneg.

# Welsh Ambulance Services University NHS Trust - Audit Plan 2024

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This document has been prepared as part of work performed in accordance with statutory functions. Further information can be found in our [Statement of Responsibilities](#).

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Mae'r ddogfen hon hefyd ar gael yn Gymraeg. This document is also available in Welsh.

# About Audit Wales

## Our aims and ambitions

### Assure



the people of  
Wales that public  
money is well  
managed

### Explain



how public  
money is being  
used to meet  
people's needs

### Inspire



and empower  
the Welsh  
public sector to  
improve



Fully exploit  
our unique  
perspective,  
expertise and  
depth of insight



Strengthen our  
position as an  
authoritative,  
trusted and  
independent  
voice



Increase our  
visibility,  
influence and  
relevance



Be a model  
organisation for  
the public sector  
in Wales and  
beyond

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# Introduction

I have now largely completed my planning work.

This Audit Plan specifies my statutory responsibilities as your external auditor and to fulfil my obligations under the Code of Audit Practice.

It sets out the work my team intends undertaking to address the audit risks identified and other key areas of focus during 2024.

It also sets out my estimated audit fee, details of my audit team and key dates for delivering my audit team's activities and planned outputs.



**Adrian Crompton**

Auditor General for  
Wales

## Audit of financial statements

I am required to issue a report on your financial statements which includes an opinion on their 'truth and fairness' and the regularity of income and expenditure. and the proper preparation of key elements of your Remuneration and Staff Report. I lay them before the Senedd together with any report that I make on them. I will also report by exception on a number of matters which are set out in more detail in our [Statement of Responsibilities](#).

I do not seek to obtain absolute assurance on the truth and fairness of the financial statements and related notes but adopt a concept of materiality. My aim is to identify material misstatements, that is, those that might result in a reader of the accounts being misled. The levels at which I judge such misstatements to be material is set out later in this plan.

I am also required to certify a return to the Welsh Government which provides information about the Trust to support preparation of the Whole of Government Accounts.

There have been no limitations imposed on me in planning the scope of this audit-

## Performance audit work

I must satisfy myself that the Trust has made proper arrangements for securing economy, efficiency, and effectiveness in its use of resources. I do this by undertaking an appropriate programme of performance audit work each year.

My work programme is informed by specific issues and risks facing the Trust and the wider NHS in Wales. I have also taken account of the work that is being undertaken or planned by other external review bodies and by internal audit.

My performance audit work is designed to comply with auditing standards set out by the International Organisation of Supreme Audit Institutions (INTOSAI). This is a global umbrella organisation for the performance audit community. It is a non-governmental organisation with special consultative status with the Economic and Social Council (ECOSOC) of the United Nations

# Your audit at a glance



## My financial statements audit will concentrate on your risks and other areas of focus

My audit planning has identified the following risks:

### Significant audit risks

- Management override of controls

### Other areas of audit focus

- Achieving the financial duty to break even
- Recognition of expenditure
- Estimation of provisions and contingent liabilities
- IFRS 16 leases
- Recognition and measurement of capital expenditure
- Senior officer remuneration
- Related party disclosures



## My performance audit will include:

- Structured Assessment – core
- Structured Assessment – deep dive review of investment in digital systems to support service resilience and transformation
- All-Wales Thematic Review – managing demand for urgent and emergency care



## Materiality

Materiality	£2.963m
Reporting threshold	£148,000

# Financial statements audit materiality



## Planning Materiality £2.963m

My aim is to identify and correct material misstatements, that is, those that might otherwise cause the user of the accounts to be misled.

Materiality is calculated using:

- 2022-23 gross expenditure of £296.3 million
- Materiality percentage of 1%

I report to those charged with governance any misstatements above a trivial level (set at 5% of materiality).



## Areas of specific interest

There are some areas of the accounts that may be of more importance to the user of the accounts, and we have set a lower materiality level for these:

- Remuneration of senior officers and non-executive directors as per the banding category within the Remuneration Report (excluding technically calculated pension entries which are not material by nature): £5,000
- Related party disclosures with senior officers and non-executive directors: £10,000

# Significant audit risks

Significant risks are identified risks of material misstatement for which the assessment of inherent risk is close to the upper end of the spectrum of inherent risk or those which are to be treated as a significant risk in accordance with the requirements of other ISAs. The ISAs require us to focus more attention on these significant risks.

## Exhibit 1: significant financial statement risks

Significant risk	Our planned response
The risk of management override of controls is present in all entities. Due to the unpredictable way in which such override could occur, it is viewed as a significant risk [ISA 240.32-33].	My audit team will: <ul style="list-style-type: none"><li>• test the appropriateness of journal entries and other adjustments made in preparing the financial statements;</li><li>• review accounting estimates for bias; and</li></ul> evaluate the rationale for any significant transactions outside the normal course of business.

# Other areas of audit focus

I set out other identified risks of material misstatement which, whilst not determined to be significant risks as above, I would like to bring to your attention.

## Exhibit 2: other areas of focus

Audit risk	Our planned response
<p>There is an inherent risk that you will fail to meet your first financial duty to break even over a rolling three-year period. However, your reported position at month 11 shows a year-to-date surplus of £108,000 and a forecast of break-even which is consistent with the Minister's published control total. This, combined with the outturns for 2021-22 and 2022-23, would result in a rolling three-year surplus of £137,000.</p> <p>While the financial position of the Trust is robust, the existence of such a financial duty increases the risk that management judgements and estimates could be biased in response.</p>	<p>My audit team will:</p> <ul style="list-style-type: none"> <li>• test the appropriateness of journal entries and other adjustments made in preparing the financial statements;</li> <li>• review accounting estimates for bias;</li> <li>• perform detailed testing on a sample of key transactions before and after year end to ensure they are accounted for in the correct accounting period; and</li> <li>• perform detailed testing on a sample of key year end balances to ensure they are appropriate and complete.</li> </ul>
<p>Our 2022-23 audit identified £110,000 of transactions that had been recorded in the 2022-23 accounts, despite reflecting transactions arising from 2023-24.</p> <p>There is therefore an inherent risk that we could uncover similar transactions in our 2023-24 audit, which could be material in value and require amendment.</p>	<p>My audit team will perform detailed testing on a sample of key transactions before and after year end to ensure they are accounted for in the correct accounting period.</p>
<p>From 1 December 2023, the Losses and Special Payments Register (LaSPaR) used to calculate the losses and many of the provisions balances in the accounts has been decommissioned.</p> <p>For the remainder of 2023-24, a model Excel spreadsheet has been used to</p>	<p>My audit team will:</p> <ul style="list-style-type: none"> <li>• test the completeness and accuracy of data transfer from the LaSPaR system to the excel based spreadsheets;</li> <li>• review the year-end Excel spreadsheet to ensure that there are no significant errors or issues;</li> </ul>

<p>record losses and special payments and calculate year-end balances.</p> <p>There is a risk that transactions and balances related to losses and special payments are misstated due to:</p> <ul style="list-style-type: none"> <li>the data transfer between LaSPaR and the Excel model not being complete and accurate; and/or</li> <li>the Excel model miscalculating balances, due to formula errors and/or incorrect data entry.</li> </ul> <p>Furthermore, the subjective nature of estimating provisions for clinical negligence and personal injury claims (and the need for expert external input) gives rise to increased audit risk.</p>	<ul style="list-style-type: none"> <li>confirm Excel entries back to supporting evidence (e.g. Quantum reports) on a sample basis; and</li> <li>Confirm the competence and objectivity of expert opinion informing the value of such estimates.</li> </ul>
<p>The revised accounting standard for leases (IFRS 16) was adopted by the Financial Reporting Manual (FRM) from 2022-23 onwards. IFRS 16 significantly changes how most leased assets are accounted for and there are also significant additional disclosure requirements arising.</p> <p>As 2023-24 is the second year of adoption, there is a risk that the accounting and disclosure requirements will be incomplete as it will take time for IFRS 16 requirements to be fully embedded.</p>	<p>My audit team will:</p> <ul style="list-style-type: none"> <li>consider the completeness of the lease portfolios identified by the Trust needing to be included in IFRS 16 calculations;</li> <li>review a sample of calculated asset and liability values and ensure that these have been accounted for and disclosed in accordance with the Manual for Accounts and FRM; and</li> <li>ensure that all material disclosures have been made appropriately.</li> </ul>
<p>There is significant investment in capital projects and a risk that capital classified as Assets Under Construction is materially mis-stated:</p> <ul style="list-style-type: none"> <li>Capital expenditure up to month 11 was reported at £10m, with a forecast of £23m at year end.</li> <li>There is an element of judgement needed when determining the amount of costs to be capitalised on each project and the valuation of these assets at the end of the year.</li> </ul>	<p>My audit team will:</p> <ul style="list-style-type: none"> <li>understand the reasons for the peak in capital expenditure predicted in month 12 and assess impact on audit approach;</li> <li>perform detailed testing on a sample of additions and capital accruals;</li> <li>for vehicles under construction by third parties, review the contractual terms and assess whether the criteria for</li> </ul>

	<p>recognising the assets have been met; and</p> <ul style="list-style-type: none"> <li>• review and challenge whether any assets under construction require impairment.</li> </ul>
<p>Senior Officer Remuneration is an area of complexity and significant interest in the accounts each year. As an area of specific interest for the audit, we apply a lower materiality level in our review of this area.</p>	<p>My audit team will review these disclosures in detail to ensure that they are reasonable and in line with legislative requirements.</p>
<p>Related Party Disclosures is an area with a lower materiality level in our review of this area as there are risks of incorrect or incomplete disclosures being made.</p>	<p>My audit team will review these disclosures in detail to ensure that they are reasonable, complete and in line with the FReM.</p>

# Financial statements audit timetable

I set out below key dates for delivery of my accounts audit work and planned outputs.

## Exhibit 3: key dates for delivery of planned outputs

Planned output	Work undertaken	Report finalised
2024 Audit Plan	March - April 2024	April 2024
Audit of financial statements work: <ul style="list-style-type: none"><li>• Audit of Financial Statements Report</li><li>• Opinion on the Financial Statements</li></ul>	May - June 2024	July 2024

# Planned performance audit work

I set out below details of my performance audit work and key dates for delivery of planned outputs.

## Exhibit 4: key dates for delivery of planned outputs

Area of work	Scope of the work	Planned timescales
<p><b>Structured Assessment - core</b></p>	<p>Structured assessment will continue to form the basis of the work my audit teams do at each NHS body to examine the existence of proper arrangements for the efficient, effective, and economical use of resources.</p> <p>My core 2024 structured assessment work will review the following areas:</p> <ul style="list-style-type: none"> <li>• Board and committee cohesion and effectiveness.</li> <li>• Corporate systems of assurance.</li> <li>• Corporate planning arrangements; and</li> <li>• Corporate financial planning and management arrangements.</li> </ul> <p>My structured assessment work will also include a review of the arrangements that are in place to track progress against previous audit recommendations. This allows the audit team to obtain assurance that the necessary progress is being made in addressing areas for improvement identified in previous audit work. It also enables us to more explicitly measure the impact our work is having.</p>	<p>Fieldwork to commence between June and August 2024 with reporting by the end of October 2024.</p>
<p><b>Structured Assessment - deep dive review of investment in digital systems to support service resilience and transformation</b></p>	<p>In addition to the core structured assessment work described above, my audit teams will also review certain arrangements at NHS bodies in more depth. This year, my audit teams will examine digital arrangements, with a particular focus on how NHS bodies are investing in digital technologies, solutions, and capabilities to support the workforce, transform patient care, meet demand, and improve productivity and efficiency. This work was deferred from</p>	<p>Fieldwork to commence during the spring of 2024 and reporting by the end of December 2024.</p>

Area of work	Scope of the work	Planned timescales
	<p>2023, following my decision to replace the work with a review of the Trust's approach to financial efficiencies.</p>	
<p><b>All Wales thematic review of urgent and emergency care – managing demand for urgent and emergency care</b></p>	<p>In my 2020 audit plan for the Trust, I set out my intention to undertake work to examine arrangements to manage demand for urgent and emergency care services, as part of my wider work focused on these services.</p> <p>Due to the COVID-19 pandemic, I deferred this work to allow NHS bodies to respond to the pandemic, with a plan to bring the work back online once the impact of the pandemic had subsided and my work on patient flow out of hospital was completed. I am now able to take forward my work on managing demand for urgent and emergency care. The work will be undertaken during 2024 and will be funded from this year's audit fee.</p> <p>Consequently, I have decided to refund the Trust the fee paid for this work as part of my 2020 audit plan.</p> <p>My 2024 urgent and emergency care work will focus on:</p> <ul style="list-style-type: none"> <li>• The robustness of plans to manage the demand on urgent and emergency care services;</li> <li>• The effectiveness of arrangements to encourage and enable people to access the right care, in the right place, at the first time; and</li> <li>• The effectiveness of arrangements to monitor the performance of urgent and emergency care services and apply lessons learnt to improve the services further.</li> </ul>	<p>Fieldwork commenced in February 2024 and reporting by the end of September 2024.</p>

# Fee and audit team

In January 2024 we published our [Fee Scheme](#) for the 2024-25 year as approved by the Senedd Finance Committee. My fee rates for 2024-25 have increased by an average of 6.4% as a result of unavoidable inflationary pressures and the ongoing need to invest in audit quality.

I estimate your total audit fee will be £200,483.

Planning will be ongoing, and changes to my programme of audit work, and therefore my fee, may be required if any key new risks emerge. I shall make no changes without first discussing them with the Director of Finance and Corporate Resources.

## Our financial audit fee is based on the following assumptions:

- The agreed audit deliverables set out the expected working paper requirements to support the financial statements and includes timescales and responsibilities.
- No matters of significance, other than as summarised in this plan, are identified during the audit.

## Exhibit 5: breakdown of audit fee

Audit area	Proposed fee for 2024 (£) <sup>1</sup>	Actual fee for 2023 (£)
<b>Audit of Financial Statements</b>	114,496	107,609
<b>Performance audit work:</b>		
• Structured Assessment	62,896	62,811
• All-Wales thematic review	23,091	-
• Local projects	-	18,004
<b>Performance work total</b>	<b>85,987</b>	<b>80,815</b>
<b>Total fee</b>	<b>200,483</b>	<b>188,424</b>

<sup>1</sup> The fees shown in this document are exclusive of VAT, which is not charged to you.

The main members of my team, together with their contact details, are summarised in **Exhibit 6**.

**Exhibit 6: my local audit team**

<b>Name</b>	<b>Role</b>	<b>Contact details</b>
Dave Thomas	Engagement Director/Audit Director (Performance Audit)	<a href="mailto:Dave.Thomas@audit.wales">Dave.Thomas@audit.wales</a>
Gareth Lucey	Audit Director (Financial Audit)	<a href="mailto:Gareth.Lucey@audit.wales">Gareth.Lucey@audit.wales</a>
Yvonne Thomas	Audit Manager (Financial Audit)	<a href="mailto:Yvonne.Thomas@audit.wales">Yvonne.Thomas@audit.wales</a>
Darren Griffiths	Audit Manager (Performance Audit)	<a href="mailto:Darren.Griffiths@audit.wales">Darren.Griffiths@audit.wales</a>
Amy Lord	Audit Lead (Financial Audit)	<a href="mailto:Amy.Lord@audit.wales">Amy.Lord@audit.wales</a>
Fflur Jones	Audit Lead (Performance Audit)	<a href="mailto:Fflur.Jones@audit.wales">Fflur.Jones@audit.wales</a>

I can confirm that my team members are all independent of Trust and your officers.

# Audit quality

Our commitment to audit quality in Audit Wales is absolute. We believe that audit quality is about getting things right first time.

We use a three lines of assurance model to demonstrate how we achieve this. We have established an Audit Quality Committee to co-ordinate and oversee those arrangements. We subject our work to independent scrutiny by QAD\* and our Chair, acts as a link to our Board on audit quality. For more information see our [Audit Quality Report 2023](#).

## Our People



The first line of assurance is formed by our staff and management who are individually and collectively responsible for achieving the standards of audit quality to which we aspire.

- Selection of right team
- Use of specialists
- Supervisions and review

## Arrangements for achieving audit quality



The second line of assurance is formed by the policies, tools, learning & development, guidance, and leadership we provide to our staff to support them in achieving those standards of audit quality.

- Audit platform
- Ethics
- Guidance
- Culture
- Learning and development
- Leadership
- Technical support

## Independent assurance



The third line of assurance is formed by those activities that provide independent assurance over the effectiveness of the first two lines of assurance.






- EQCRs
- Themed reviews
- Cold reviews
- Root cause analysis
- Peer review
- Audit Quality Committee
- External monitoring

\* QAD is the quality monitoring arm of ICAEW.

# Supporting you

Audit Wales has developed a range of resources to support the scrutiny of Welsh public bodies and to support those bodies in continuing to improve the services they provide to the people of Wales.

## Visit our website to find:

	our <b><u>Good Practice</u></b> work where we share emerging practice and insights from our audit work in support of our objectives to assure, to explain and to inspire.
	our <b><u>newsletter</u></b> which provides you with regular updates on our public service audit work, good practice, and events.
	our <b><u>publications</u></b> which cover our audit work completed at public bodies.
	information on our <b><u>forward performance audit work programme 2023-2026</u></b> which is shaped by stakeholder engagement activity and our picture of public services analysis.
	various <b><u>data tools</u></b> and <b><u>infographics</u></b> to help you better understand public spending trends including a range of other insights into the scrutiny of public service delivery.

You can find out more about Audit Wales in our [Annual Plan 2024-25](#) and [Our Strategy 2022-27](#).



Audit Wales

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We welcome correspondence and telephone calls in Welsh and English.  
Rydym yn croesawu gohebiaeth a galwadau ffôn yn Gymraeg a Saesneg.

<b>AGENDA ITEM No</b>	<b>7</b>
<b>OPEN or CLOSED</b>	<b>OPEN</b>
<b>No of ANNEXES ATTACHED</b>	<b>12</b>

<p><b>AUDIT COMMITTEE AND BOARD COMMITTEE EFFECTIVENESS REVIEWS 2023/24</b></p>
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<b>MEETING</b>	Audit Committee
<b>DATE</b>	30 April 2024
<b>EXECUTIVE</b>	Trish Mills, Director of Corporate Governance/Board Secretary
<b>AUTHOR</b>	Trish Mills, Director of Corporate Governance/Board Secretary
<b>CONTACT</b>	<a href="mailto:Trish.mills@wales.nhs.uk">Trish.mills@wales.nhs.uk</a>

<b>EXECUTIVE SUMMARY</b>	
<ol style="list-style-type: none"> <li>1. This paper provides an evaluation of the Audit Committee's effectiveness during the 2023/24 year and oversees the operational arrangements for the other six Board Committees and the Advisory Group - the Welsh Ambulance Services Partnership Team (WASPT). It reflects on annual effectiveness reviews designed to assess and enhance the governance structures and processes, ensuring alignment with NHS Wales governance standards.</li> <li>2. The paper is in two parts, with <b>Part I being the Audit Committee's effectiveness review</b>. The National Audit Office Effectiveness Tool was utilised in this review and included questions focused on both essential and good practice elements. The response rate was 29%, consistent with the previous year.</li> <li>3. The Audit Committee demonstrated robust performance, especially in financial reporting, with improvements in the timeliness of paper submissions. A notable initiative included a regular report on the Trust's "speaking up safely" programme.</li> <li>4. Amendments to the terms of reference to include more diverse attendance and adjusting the committee's operating arrangements to enhance functionality and responsiveness.</li> <li>5. <b>Part II of the paper provides an overview of the effectiveness of the other Committees</b>. This is in line with the Audit Committee's purpose which</li> </ol>	

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.

6. We continued the use of a standardised questionnaire across all committees to maintain a baseline for comparison and insights. However, the Audit Committee is requested to consider if this is appropriate going forward given the response rates for some questionnaires.
7. All committees reported satisfactory performance and compliance with their responsibilities. Particular emphasis was on aligning committee work with strategic priorities and managing workload effectively.
8. Changes have been proposed to all terms of reference, and those which are material are drawn out in this report.
9. The effectiveness reviews underscore a commitment to robust governance and continuous improvement. The Audit Committee and other committees and the advisory group have shown strong compliance with their roles, contributing positively to the Trust's governance framework.

## **RECOMMENDATION**

10. The Audit Committee is requested to:
  - (a) Review and approve changes to Audit Committee's terms of reference at Annex 3 and its operating arrangements in response to issues raised in questionnaires, and given the small number of responses, propose any other changes.
  - (b) Agree the Committee's priorities for 2024/25.
  - (c) Approve the Audit Committee's annual report at Annex 2.
  - (d) Advise if changes are required to the effectiveness methodology for the 2024/25 reviews.
  - (e) 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
- Welsh Ambulance Services Partnership Forum

and endorse these and the annual reports for onward approval by the Trust Board.

- (f) Advise if any further assurances are sought on the effectiveness of the Trust's governance arrangements for its committees, including whether the spread of work as illustrated in Annex 5 is appropriate and manageable.

### **NEXT STEPS**

11. The Trust Board will receive the attached annual reports and amended terms of reference at its 30 May 2024 meeting with an endorsement from the Audit Committee for their approval.

### **REPORT APPROVAL ROUTE**

All Committees and the Advisory Group 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 2024/25.

Executive Leadership Team have had the effectiveness review outcome for this Committee circulated to them on 11 April 2024 and received the outcomes of all other reviews ahead of their presentation to the relevant Committee.

### **REPORT APPENDICES**

1. Annex 1 – National Audit Office Outcome Analyser (full excel sheet sent by email to enable closer analysis)
2. Annex 2 – Audit Committee draft Annual Report 2023/24
3. Annex 3 – Audit Committee draft Terms of Reference 2024/25
4. Annex 4 – Committee effectiveness review question set
5. Annex 5 – Committee remits delegated by Board
6. Annex 6a and 6b– Academic Partnership Committee 2023/24 annual report and amended Terms of Reference
7. Annex 7a and 7b – Charity Committee 2023/24 annual report and amended Terms of Reference
8. Annex 8a and 8b – Finance and Performance Committee 2023/24 annual report and amended Terms of Reference

9. Annex 9a and 9b – People and Culture Committee 2023/24 annual report and amended Terms of Reference
10. Annex 10a and 10b – Quality, Patient Experience and Safety Committee 2023/24 annual report and amended Terms of Reference
11. Annex 11a and 11b – Remuneration Committee 2023/24 annual report and amended Terms of Reference
12. Annex 12a and 12b – Welsh Ambulance Services Partnership Team 2023/24 annual report and amended Terms of Reference

### REPORT CHECKLIST

<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 2023/24**

### **SITUATION**

1. 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.
2. 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.
3. This report provides (in Part I) the evaluation of the Audit Committee's effectiveness during the 2023/24 year and makes proposals for changes to operating arrangements.
4. This report also provides the Audit Committee (in Part II) with oversight of the operating arrangements for the other six committees of the Board and the advisory group. This is 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**

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 Director of Corporate Governance/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 National Audit Office 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> <li>The Committee Chair, Executive Lead, and Corporate Governance team review questionnaires, review terms of reference and propose initial amendments.</li> <li>Responses are collated and a report summarising the findings for the Committee 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.</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 2024.</li> </ul>

6. Effectiveness reviews of the other six Board Committees were conducted in Quarter 4 2023/24 and the proposed changes to their terms of reference and operating arrangements are proposed as a result (see Part II). The Welsh Ambulance Services Partnership Team (WASPT) which was reconstituted in November 2022 held its first effectiveness review this year. Its annual report and changes to their terms of reference are included here as they were held immediately prior to the February People and Culture Committee meeting.

## **ASSESSMENT**

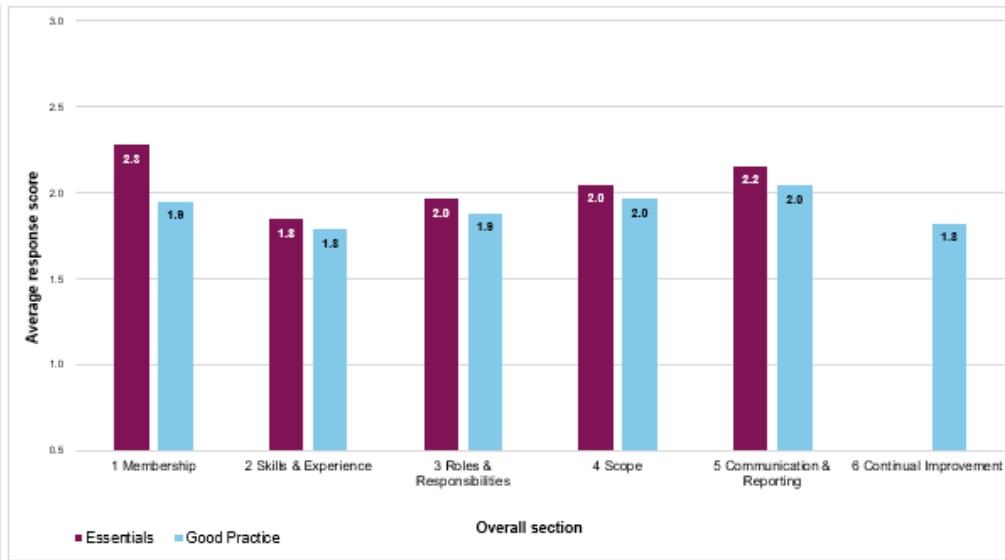
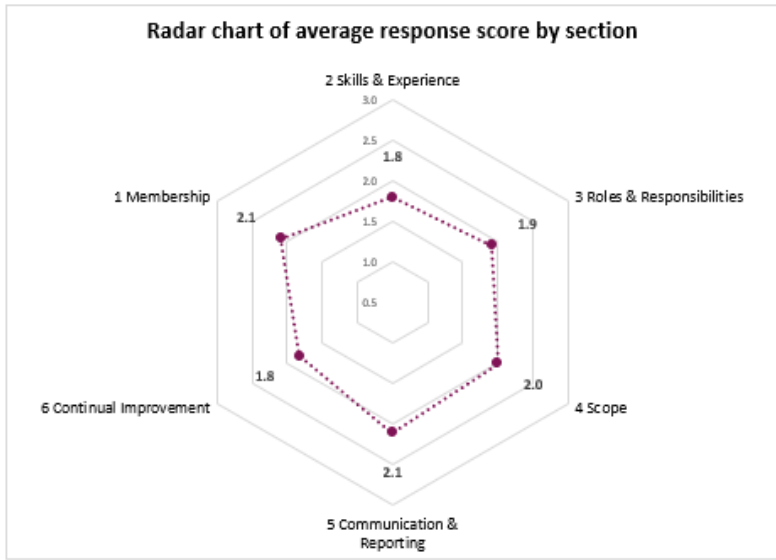
### **Part 1: Audit Committee Effectiveness Review**

7. The questionnaire sent to Audit Committee members and attendees was based on the National Audit Office Audit and Risk Assurance Committee effectiveness

tool. The tool evaluates effectiveness against essential and good practice elements.

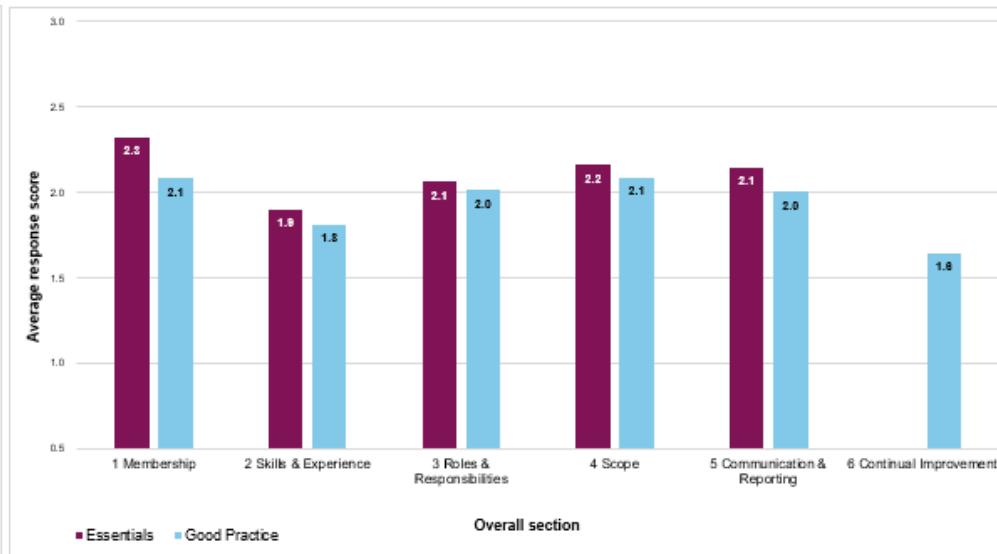
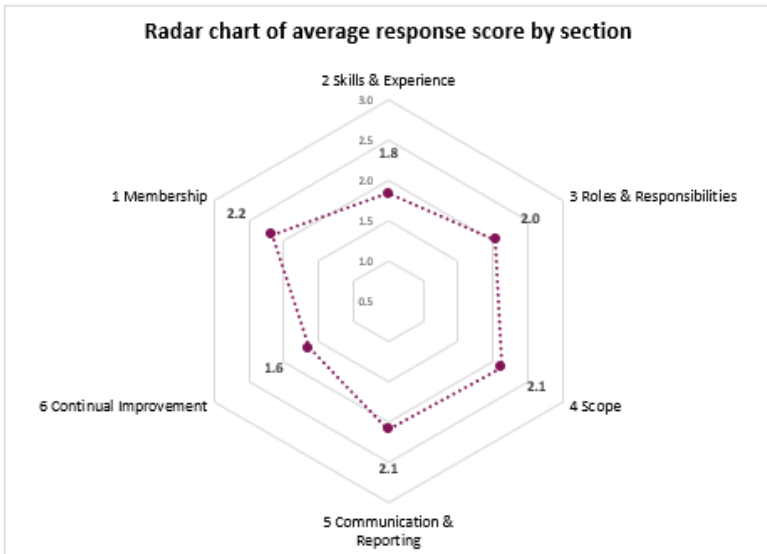
8. The Committee Chair and Executive Lead met with the corporate governance team for stage 2 on 14 March 2024 and reviewed the responses to the questionnaire and the terms of reference.
9. Seventeen questionnaires were sent out with five responses being returned (a 29% return rate which was the same rate as last year). For some responses not all questions were answered. This may be because the questionnaire is aimed at central government departments therefore some of the questions may have been less applicable. The full outcome analyser has not been uploaded to Ibabs but has been emailed separately to allow members/attendees to drill down into and filter the responses. However, attached at **Annex 1** is the results tab.
10. Respondents were asked to rate questions as 1 = room for improvement, 2 = meeting standards, or 3 = excelling. The overall results for both the essential and good practice elements are set out **overleaf**. There has not been significant movement overall compared to 2022/23.

**Overview of responses by section**



**2022/23 Results**

**Overview of responses by section**



**2023/24 Results**

11. The results highlighted the Committee's excellent performance across various areas, particularly in financial reporting where minimal areas for enhancement were identified. This year, improvements were noted in the punctuality of submitted papers, possibly attributed to the implementation of a document outlining paper deadlines, which has been widely circulated among all directorates. Additionally, a new practice was initiated in 2023: a recurring report from the Chair of the People and Culture Committee regarding the Trust's "speaking up safely" programme. This initiative was in response to the previous year's survey results, which revealed shortcomings in whistleblowing practices.
  
12. During the effectiveness meeting with the Chair and Executive Lead on 14 March 2024 focus was on the questions which more than one respondent rated as 'room for improvement'. The proposed adjustments to the Committee's operating arrangements, based on these responses, are as set out **overleaf**:

Theme	Response/Proposed Changes to Operating Arrangements
<b>Section 1 – Membership, Independence, Objectivity and Understanding</b>	
1.1.3: The Audit Committee (AC) explores the option of bringing in additional independent, non-executive members from sources other than the Board to ensure an appropriate level of skills and experience.	A skills matrix is in place at Board level to ensure that campaigns for non-executive members (NEDs) are developed in line with any skills mix gaps including any in Audit Committee.
1.1.4: The accounting officer and the finance director routinely attend meetings.	The Executive Director of Finance and Corporate Resources is the Executive Lead for this Committee and attends each meeting. The CEO will attend more frequent meetings in 2024/25.
1.2.7: Deep dives are undertaken in key and emerging risk areas, and these are sufficiently detailed so the AC can understand the risk and challenge management.	The agenda for all Board Committees are developed with the highest rated risks in mind. Where necessary they conduct deep dives and are able to refer any issues related to risks to the Audit Committee. The risk management report and Board Assurance Framework (BAF) are reviewed at each meeting.
<b>Section 2 – Skills and Experience</b>	
2.1.4: The required skill sets for the AC are reviewed at regular intervals. 2.1.5: The AC draws on a sufficiently diverse membership, containing a variety of demographic attributes and characteristics.	As set out in 1.1.3 a skill matrix is in place which informs the campaigns for the Welsh Government appointed NEDs. The annual review of terms of reference for Audit Committee ensures the required skill set for the Committee’s remit is in place.
2.2.2: Members of the AC who are unfamiliar with corporate governance and wider practice [in government] are specifically upskilled in this area. 2.2.3: Members keep their skills and knowledge up to date through networking and conferences to allow them to focus on key issues facing the organisation. 2.2.4: The AC chair ensures that members have an appropriate programme of engagement with the organisation and its activities to	Whilst a substantial Board Member Induction Programme is in place, a committee level induction does not take place in the same structured way. This was intended to be introduced into the Board Member Induction Programme in 2023/24 however there was limited capacity in the corporate governance team to do so. It is suggested that this is a priority for AC for 2024/25. A Board visit standard operating procedure was introduced in 2023 which provides guidance for the organisation and for Board members when visiting our people. It also provides for a heatmap illustrating the visits held.

Theme	Response/Proposed Changes to Operating Arrangements
<p>help them understand the organisation, its objectives, business needs, priorities and risk profile.</p>	<p>Regular Board Development Days are held for the Board throughout the year on a wide range of topics.</p>
<p>2.3.2: The AC has the level of skills and expertise required to challenge management, and provide assurance to the Board that the organisation is properly managing its cyber and digital risks.</p>	<p>Cyber and digital risks are within the remit of the Finance and Performance Committee, and they report onward to the Board with any escalations. The Board skills matrix does indicate a lack of cyber and digital expertise on the Board and the next NED campaign in Spring 2024 will target some of these skills.</p>
<p>2.3.3: The AC is satisfied the organisation’s approach to managing ESG risks, and making appropriate disclosures, is in line with relevant standards such as the Greening Government Commitments and Sustainability Reporting Guidance.</p> <p>2.3.4: The AC is able to effectively assess the organisation’s approach to managing climate related risks.</p> <p>2.3.5: The AC assesses the organisation’s net zero strategy with sufficient detail, and at regular intervals.</p>	<p>Decarbonisation and sustainability are within the remit of the Finance and Performance Committee who receive regular assurance reports on the Decarbonisation Action Plan (DAP), and on risks in this area. The Audit Committee is assured that reporting on the DAP is in line with Welsh Government requirements for the NHS in Wales.</p>
<p><b>Section 3 – Roles and Responsibilities</b></p>	
<p>3.1.7: The AC uses assurance mapping to identify where assurance is required to identify any key gaps where no assurance is provided, or where the quality of the assurance is poor.</p>	<p>This is in the early stages for this Committee. In 2023 it agreed to monitor the implementation of the Quality and Performance Management Framework (QPMF) which was approved by the Board in 2022. This, as well as the Integrated Governance programme of work will provide more transparency. Additionally, the Audit Committee approved the Risk Management Policy in March 2024 which set out the three lines of defence in WAST.</p> <p>With increased focus in 2024/25 and beyond on areas of risk and assurance, it is recommended that the Audit Committee change its name to the Audit, Risk and Assurance Committee in line with NAO nomenclature, and to place more emphasis on these areas.</p>
<p>3.2.6: The AC understands the nature of relationships with arm’s-length bodies, if applicable.</p>	<p>These questions scored low, but it may be that this is because they are more aimed at government bodies.</p>

Theme	Response/Proposed Changes to Operating Arrangements
3.3.7: (For government departments and groups only) assurance has been obtained on risks from across the group – and there is timely communication and visibility of these risks.	
3.3.11: The AC can assess whether there are sufficient resources to manage risk effectively across the organisation.	This is noted and a paper coming to Audit Committee in July regarding the risk transformation programme will set out the resourcing in the Trust to manage risk.
3.3.13: The AC challenges management on its approach to evaluating risks, including the effectiveness of scenario planning and stress testing. 3.4.2: The AC challenges whether the extent of the controls in place to mitigate risks are excessive, and whether any action is needed to address this.	The Audit Committee receives a full risk report at each meeting, and this includes the BAF which sets out the rationale for each score, controls, gaps and mitigating actions. Audit Committee does not have direct monitoring of specific risks, but each Board Committee is assigned risks from the corporate risk register which they scrutinise at each meeting, as does the Board. The challenge of whether controls are excessive will be clearer with the introduction of risk appetite statements in 2024/25.
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.	On 25 July 2023 agreed that near misses would be monitored by the Quality, Patient Experience and Safety Committee (QUEST). It noted that QUEST receives patient safety reporting which is predominantly based on the significant and catastrophic harm with moderate harm and near misses incorporated into thematic content. A more explicit near miss reporting will be developed, however there is limited capacity in the team to do so currently given the need to deal with the core requirements of national reportable incidents, Coroner requests and the Duty of Candour.
3.4.5: The AC assesses whether the system of internal control would provide timely indicators of weaknesses and failings.	The Audit Committee receives reports from Internal Audit and Audit Wales at each meeting. The annual Structured Assessment provides a view on internal controls, however the Internal Audit Plan for the year is the prime source of assurance for the Audit Committee on this. It is noted that the annual plan is drawn from the BAF so focuses on the highest risk areas.
<b>Section 4 – Scope</b>	
4.1.5: The AC's terms of reference are made publicly available, including on the organisation's website	Terms of reference for this and other Board Committees are on the Trust website. This may have scored low due to lack of knowledge of this by respondents.

Theme	Response/Proposed Changes to Operating Arrangements
4.1.6: The terms of reference allow for the AC to sit privately without any non-members present for all or part of a meeting if they wish.	Terms of reference provides for this at par 3.11 but has not happened in practice for some years. This will be reinstated in 2024/25.
<b>Section 5 – Communication and Reporting</b>	
5.1.13: (For government departments only) the departmental AC has an effective way of gaining visibility over key risks and issues arising from ACs within the departmental group.	This may have scored low as it is noted for government departments only. As noted above, the AC receives a risk report at each meeting and is aware of the spread of corporate risks to each Board Committee and the reporting of their monitoring and scrutiny via their AAA report to Board.
<b>Section 6 – Continual Improvement</b>	
6.1.1: The Chair seeks appraisal of his or her performance from the Accounting Officer or Chair of the Board, as appropriate.	The performance of the Chair of Audit Committee and of all NED members is carried out in the annual appraisal by the Trust Board Chair.
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.	In 2024/25 the Audit Committee Chair will establish quarterly meetings with Audit Committee NED members.
6.1.7: The results of the performance evaluation are used to inform and influence succession planning - for instance in highlighting skills gaps, or a lack of diversity.	An external evaluation of the Audit Committee has not been conducted however it may be an issue that the members wish to pursue. The Board had externally facilitated development in 2021/22 and plans are being progressed to offer similar medium term Board development in 2024/25.
6.1.8: The AC carefully considers the extent and method of performance evaluation – for instance, whether aspects could be externally facilitated.	
6.1.3: The Chair ensures a periodic review of the overall effectiveness of the AC.	The annual effectiveness review takes place in Q4 each year with results coming to the Audit Committee in April (this meeting). Additionally, reflections are taken at the end of each meeting.
6.1.6: The Chair considers ways in which to obtain feedback from the executive and other key stakeholders – for example, internal and external audit – on the performance of the AC.	In 2024/25 the Audit Committee Chair will establish regular meetings with members for feedback, as well as through the regular meetings with Audit Wales and Internal Audit.

13. The Audit Committee met five times both in private and public session during 2023/24 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 throughout the year.
14. The Audit Committee's 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. The following changes are proposed at **Annex 3** for consideration by the Audit Committee:
- (a) Change of name from Audit Committee to Audit, Risk and Assurance Committee (ARAC). The National Audit Office recognises this as best practice nomenclature, and it describes more appropriately the wider remit of the Committee and the focus in 2024/25 and beyond on the strategic Board Assurance Framework and the programme of integrated governance and assurance.
  - (b) The addition of the Deputy Board Secretary/Head of Risk to the prescribed attendees.
  - (c) Addition of a Chair's Action provision. It is likely that this would be utilised primarily for policy approval where waiting a quarter for a scheduled meeting would cause undue delay.
  - (d) Addition of the commitment of the Committee to continuous improvement and the duty of quality.
15. The draft annual report details the extensive work carried out by the Committee during the year and progress it made on the priorities set for 2023/24.
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 following priorities for 2024/25:
- (a) Monitor the development of the Committee specific induction programme.
  - (b) Carry over the priority to monitor the implementation of the Quality and Performance Management Framework.

## **Part II: Other Board Committees**

## Effectiveness Review Methodology

18. The other six Board Committees and the one advisory group reviewed their effectiveness in Quarter 4 2023/24 following the methodology used in 2022/23 and based on the same question set along the themes of Committee focus, engagement, team working, and effectiveness.
19. 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 pressures the Trust experienced. Some had to be extended due to a reduced number of responses and they are marked with \*.

Committee	Survey Open	Recipients	Responses	% Response 23/24
Charity	6-17 November 2023	17	11	65% (better than 22/23)
Academic Partnerships	13-24 November 2023	20	14	70% (similar to 22/23)
People and Culture*	27 Nov to 13 Dec 2023	20	7	35% (slightly lower than 22/23)
QUEST*	27 Nov to 13 Dec 2023	16	8	50% (slightly higher than 22/23)
RemCom	8-19 January 2024	14	4	29% (better than 22/23)
WASPT*	8-22 January 2024	26	12	46% (no comparator in 22/23)
Finance & Performance*	15-31 January 2023	16	7	44% (better than 22/23)
Audit (NAO questionnaire)	5-23 February 2024	17	5	29% (similar to 22/23)

20. The question set is attached at **Annex 4**. The Audit Committee is requested to consider whether this process should continue to be adopted going forward. The advantages are that the responses provide a benchmark for each Committee as well as rich insight by way of the free text entries. These often lead to improvements that are adopted across all Committees as well as specific to the remit of each. Disadvantages include the fact that similar Non-Executive Directors and prescribed attendees (primarily Executive Directors) attend a broad range of Committee so completing each survey can be onerous. The collation of the responses is also a significant time commitment for the Corporate Governance Team.
21. The Audit Committee may wish to consider if reverting to a simple three question, free text survey, for each Committee would be more effective, and using the fuller questionnaire for the Board effectiveness review only. It is proposed that these are the questions that are already asked as free text i.e. 'what does the Committee do well, what can it do better, and what are the development needs'.
22. If the current questionnaire remains for Committees, it is proposed that the questions related to visits by members is removed. It always answers poorly as it is a question more appropriately geared towards the Board. The Board Visits SOP covers this

currently and the heatmap of visits will be provided to the Board in May. The Charity Committee questions require slight amendment to be more appropriately applied to the charity.

### Committee Evaluations

23. All Committees have performed well during the year and have covered a significant portfolio of work. **Annex 5** sets out at a glance the remit of Committees (reflecting proposed 24/25 amendments) as delegated by the Board. Whilst volume of papers and length of the agenda remains a concern, members were assured that their remits were appropriate, and that the Executive are making efforts to reduce volume and duplication. The Audit Committee is requested to review this spread of delegated work and consider if it is equitable and manageable.

24. The Audit Wales Structured Assessment 2023 noted the following with respect to the Board and its Committees:

- *The Trust has an integrated and well-functioning committee structure which aligns to and provides good coverage of key strategic priorities and risks.*
- *The Board and committees regularly review their effectiveness via annual self-assessments. This work included a self-assessment of compliance with the Corporate Governance in Central Government Departments: Code of Practice 2017. Findings from the 2023 round were reported to the Board, including a summary of strengths and areas for improvement identified by members. Feedback showed members were happy with committee agendas and the process for escalating concerns to the board but would like to see improvements such as reducing the length of committee papers and greater focus on outcomes. The Trust is already demonstrating action to address this feedback.*
- *The Office of the Board Secretary has issued guidance and support to all directorates on the process and timelines for submitting papers for board and committee meetings. These changes, together with the establishment of clear cycles of business and timely agenda setting meetings, is improving the compliance of publishing Board and committee papers by the agreed deadline. Reasonable exceptions include finance reports to the Finance and Performance Committee, which are not uploaded in advance due to the need to present the most up-to-date position.*
- *Papers are generally of a good standard and there is ongoing work to encourage more succinct presentations of key risks and issues.*
- *We have also noted a general decrease in the number of verbal presentations without accompanying papers. This supports good governance as it allows Board members to read papers in advance.*
- *The Board and its committees generally receive good quality information to support effective scrutiny, support, and challenge. Papers are available in advance of meetings,*

*and their quality is generally good. However, some papers are lengthy, which is reflected in feedback in committee self-assessments and comments from committee members.*

- *Patient and staff stories are key features of board and committee agendas that are highly valued forms of intelligence to set the tone of meetings.*
- *Work continues to enable and encourage members to make greater use of board member visits to allow members to triangulate intelligence from board and committee meetings with their observations.*
- *The Trust has a broadly effective approach for committee agenda setting which involves the chair, committee lead director and secretariat. During 2022-23, all committees reviewed their terms of reference and 'cycles of business' to ensure full coverage of their remit and to ensure their responsibilities are discharged.*

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

- *Our recent observations indicate that committee chairs manage meetings well, encouraging member discussion and identifying issues for timely and effective escalation to the Board.*
- *In our Structured Assessment 2022, we commented that non-executive directors needed to improve scrutiny so that they are assured that the Trust is taking all necessary actions to address areas of poor service quality. The Trust carefully considered and reflected upon this feedback, including by inviting us to observe more committee meetings and provide committee-specific feedback. Our recent observations found improved and well-balanced constructive challenge. Examples include discussion of stakeholder engagement results and the Trust's annual review of performance metrics used for the Trust's regular performance monitoring.*

26. 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 2023/24. The results of this are attached in the annual reports for the Committees and marked up terms of reference (**Annexes 6-12**).

27. Each Committee reports to the Board by way of a AAA (alert, advise, assure) report which is circulated to the Board and the Committee as soon as possible after the meeting, they form part of the next Board and Committee meeting pack of papers, and are uploaded to the Trust website within 14 days of the meeting (as agreed with Audit Wales). The items raised in these reports are drawn through the Board discussions by Committee Chairs. WASPT reports to the People and Culture Committee on a AAA with that Committee reflecting the work of WASPT in its own report to the Board.

28. Meetings between the Committee Chairs, Executive Leads and the Director of Corporate Governance/Board Secretary take place on average no more than ten days after each Committee meeting to set the agenda for the next meeting. Agenda are developed based on the cycle of business, forward planner, BAF risks and action logs.
29. Cycles of business for each Committee have been updated with the revisions to the terms of reference and will be approved by each Committee in April and May 2024.

### Committee Terms of Reference

30. Changes to terms of reference for the Committees are marked up and attached. All terms of reference have included a provision for Chair's action (primarily aimed at approving policies between meetings), and a commitment to the duty of quality. Material changes include:
- 30.1. Academic Partnerships Committee: Change of purpose statement and a reduction in the non-executive director membership of the Committee from four to three (including the Committee Chair. There is a potential change of name of this Committee foreshadowed in 2024.
  - 30.2. Charity Committee: Purpose of the Committee amended to provide clarity on its connection to the Corporate Trustee, and the need to make decisions with public benefit in mind. The level of approvals for the use of charitable funds has been reduced in line with changes on delegations for the Bids Panel. There has been a reduction in the non-executive director membership of the Committee from four to three (including the Committee Chair).
  - 30.3. Finance and Performance Committee: The information governance and information security remit has been transferred from QUEST. Directorate specific plans aligned to the long term strategy 'Delivering Excellence' will be received by this Committee rather than reviewed for alignment. Clarity that the Audit Committee will receive assurance on the implementation of the Quality and Performance Management Framework and that this Committee will receive assurance on its effectiveness and the value of outcomes the framework produces.
  - 30.4. Remuneration Committee: Addition of any interim appointments to the roles that are within the remit of the Committee.

### Committee Operating Arrangements

31. The discussions held with Committee members and attendees during the effectiveness reviews have led to the following changes to operating arrangements to be implemented in 2024/25:

Changes to operating arrangements	
<b>All Committees</b>	<ul style="list-style-type: none"> <li>• MIQPR orientation refresher: interpretation and triangulation – to be scheduled in 2024/25</li> <li>• Trade Union Partner and Committee Chair induction session to be held</li> <li>• Reflections targeted more on what went well/not so well rather than what was discussed during the meeting</li> <li>• Revised monitoring report for the cycle of business.</li> </ul>
<b>Academic Partnerships Committee</b>	<ul style="list-style-type: none"> <li>• Drawing out the reporting and assurance with more particularity where possible, including elements of external reporting</li> <li>• Clarity of reporting of key metrics for Research and Innovation, and legislative compliance</li> <li>• Risk reporting where appropriate (an action carried over from the 2022/23 review)</li> <li>• University Trust Status remit of the Committee clarified once granted</li> <li>• Arrange meetings to take place at education and training facilities to develop understanding &amp; improve visibility</li> <li>• Report from chair following research champion events</li> <li>• Continue work on research governance framework with a focus on its implementation at WAST</li> <li>• Clarity on the purpose and focus of the Committee to be communicated to the wider organisation (an action carried over from the 2022/23 review)</li> </ul>
<b>Audit Committee</b>	<ul style="list-style-type: none"> <li>• The CEO will attend more frequent meetings in 2024/25</li> <li>• Committee will cycle in a private meeting with Internal Audit and Audit Wales without any non-members present</li> <li>• Audit Committee Chair will establish quarterly meetings with Audit Committee NED members</li> </ul>
<b>Charity Committee</b>	<ul style="list-style-type: none"> <li>• Ensure that all actions are closed off appropriately in meeting and on actions and decisions logs</li> <li>• Committee and Corporate Trustee development session to be arranged in 2024/25 when Head of Charity in post</li> <li>• The effectiveness survey questions for 2024/25 to be tailored to the Charity and relationship with Corporate Trustee</li> <li>• Separate Corporate Trustee meetings will be held at least twice a year, and the Charity Committee AAA report will be listed separately on Board agenda in between these meetings</li> <li>• Consideration for member visibility to be increased through a bespoke list of areas/teams to visit and bringing back a short report on that in addition to the lived experience, as well as</li> </ul>

Changes to operating arrangements	
	<p>consideration for a spotlight on the Charity at future roadshows</p>
<b>People and Culture Committee</b>	<ul style="list-style-type: none"> <li>• WASPT approved minutes to be included in meeting bundle as well as the AAA report</li> <li>• Next iteration of the cycle of business would need to reflect any attempts to combine assurance reporting, particularly as it relates to the MIQPR and people and culture metrics which respondents felt were duplicative and needed to be more concise for the remit of the Committee</li> </ul>
<b>WASPT</b>	<ul style="list-style-type: none"> <li>• Encouraging trade union partner members and management members to disburse themselves around the table during in person meetings</li> <li>• Provision of the minutes of WASPT as well as the AAA report to the People and Culture Committee in open session</li> <li>• In addition to the AAA report from WASPT being circulated to members, consideration will be given to a 'hot topics' newsflash that could be circulated by email and included on Siren. This will draw from the AAA and include a link</li> <li>• In addition to retaining the two hour bi-monthly in person meeting, an additional one hour slot will be included for a workshop on a single issue of importance. This will include a lunch break which will be a good opportunity for members to get to know each other better. This will be scheduled in as soon as possible in diaries</li> <li>• Issues raised in the survey such as the desire to walk in each other's shoes, strengthen links between Trade union partner and management members, and working on personal relationships will be addressed in different operating arrangements, but also from the partnership working development sessions that have taken place and are planned as part of the ACAS action plan</li> <li>• Where it is identified that the agenda may restrict timing of an item, whether that be in the agenda setting meeting with the joint chairs or the trade union partners pre-meet, the Board Secretary will review the overall timing and adjust where appropriate and with the agreement of the Joint Chairs</li> <li>• Specific sessions to include how to run effective meetings and financial reporting</li> <li>• Introduction for individual trade union partners and staff who wish to observe Board and Committee meetings</li> </ul>

32. The above will be monitored by the Corporate Governance Directorate as part of its Local Directorate Plan.

### Committee Priorities

33. Each Committee except the Remuneration Committee has set its priorities for 2024/25 and they are set out below for ease of reference. These priorities will be monitored quarterly by way of an assurance report by the Director of Corporate Governance/Board Secretary to ensure they are on track. It should be stressed that this is not *additional* to the work of the Committee but provides a focus on areas of work that may be new or novel in the terms of reference, or requiring of some specific oversight during the year. The 2024/25 priorities are as follows:

Committee	Priorities for 2024/25
<b>Academic Partnership Committee</b>	<ul style="list-style-type: none"> <li>• Risk reporting where appropriate.</li> <li>• Review the name of the Committee during 2024/25.</li> <li>• Clarity on the purpose and focus of the Committee to be communicated to the wider organisation.</li> </ul>
<b>Audit Committee</b>	Set out above
<b>Charitable Funds Committee</b>	<ul style="list-style-type: none"> <li>• Monitoring the recruitment of the Head of Charity and Fundraising Officer and their objectives.</li> <li>• Ensure a development session is held at an agreed time with respect to duties and responsibilities of Trustees.</li> <li>• Ensure that the work of the Charity and its governance arrangements and those involved in the Charity’s leadership and decision-making, are more visible internally and externally.</li> </ul>
<b>Finance and Performance Committee</b>	<ul style="list-style-type: none"> <li>• The development and approval of the Digital Plan.</li> <li>• Oversight of the potential commercialisation streams in the Financial Sustainability Programme.</li> <li>• Focus on the new elements of its terms of reference relating to Information Governance and Information Security.</li> </ul>
<b>People and Culture Committee</b>	<ul style="list-style-type: none"> <li>• Impact of wellbeing initiatives on our people.</li> <li>• Culture of conversations with a focus on communication and conversations with managers and their people.</li> <li>• A continued focus on equality, diversity and inclusion and the implementation of the strategic equality objectives.</li> <li>• The Trust’s approach to development of our people.</li> </ul>
<b>Quality, Patient Experience and Safety Committee</b>	<ul style="list-style-type: none"> <li>• Continue to monitor the duty of quality and duty of candour i.e. Committee will monitor implementation of the Duty of</li> </ul>

Committee	Priorities for 2024/25
	Quality and Duty of Candour following the Health and Social Care (Quality and Engagement) (Wales) Act. <ul style="list-style-type: none"> <li>• Monitor the delivery of the Quality Strategy (plan)</li> <li>• Monitor the organisation's compliance with the Health and Care Quality Standards 2024</li> </ul>
<b>Remuneration Committee</b>	Given the nature of this Committee no specific priorities were set
<b>WASPT</b>	Given the nature of this Advisory Group no specific priorities were set

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

- (a) Review and approve changes to Audit Committee's terms of reference at Annex 3 and its operating arrangements in response to issues raised in questionnaires, and given the small number of responses, propose any other changes.**
- (b) Agree the Committee's priorities for 2024/25.**
- (c) Approve the Audit Committee's annual report at Annex 2.**
- (d) Advise if changes are required to the effectiveness methodology for the 2024/25 reviews.**
- (e) Note the changes to the operating arrangements and terms of reference for:**
  - (i) Academic Partnership Committee**
  - (ii) Charity Committee**
  - (iii) Finance and Performance Committee**
  - (iv) People and Culture Committee**
  - (v) Quality, Patient Experience and Safety Committee**
  - (vi) Remuneration Committee**
  - (vii) Welsh Ambulance Services Partnership Forum**

**and endorse these and the annual reports for onward approval by the Trust Board.**
- (f) Advise if any further assurances are sought on the effectiveness of the Trust's governance arrangements for its committees, including whether the spread of work as illustrated in Annex 5 is appropriate and manageable.**

Role of the Committee	Reference	Question	Member 1	Member 2	Member 3	Member 4	Member 5	Member 6	Member 7	Member 8	Member 9	Member 10
<b>1. Membership, independence, objectivity and understanding</b>												
<i>Membership, independence, and objectivity</i>												
Essentials	1.1.1	The chair is a non-executive Board member and possesses an appropriate level of relevant experience.	3	2	2	2	3					
	1.1.2	In terms of numbers, membership of the ARAC is sufficient to discharge its responsibilities.	3	3	2	2	3					
	1.1.3	The ARAC explores the option of bringing in additional independent, non-executive members from sources other than the Board to ensure an appropriate level of skills and experience.	3	3	1	2	1					
	1.1.4	The accounting officer and the finance director routinely attend meetings.	3	3	2	1	1					
	1.1.5	The head of internal audit, head of risk, and external audit routinely attend meetings.	3	3	2	2	3					
	1.1.6	ARAC members understand their responsibilities regarding identifying, declaring and resolving conflicts of interest.	3	3	2	2	3					
	1.1.7	ARAC members have a clear understanding of what is expected of them in their role, and this was set out clearly at the time of appointment.	3	2	1	2	2					
	1.1.8	The ARAC has access to sufficient funding to cover the costs incurred in fulfilling its role.	3	2	2	2	2					
Good Practice	1.1.9	All members and attendees make valuable contributions to meetings.	2	2	2	2	3					
	1.1.10	If any conflicts of interest are identified, the ARAC Chair is effective in ensuring the associated risks are effectively managed and continually monitored.	2	2	2	2	2					
<b>Making the most of your time</b>												
Essentials	1.2.1	The ARAC meets at least four times during the year.	3	2	2	2	3					
	1.2.2	The number of meetings held are sufficient to allow the ARAC to perform as effectively as possible.	3	2	2	2	3					
	1.2.3	Meetings are well-aligned with the audit and assurance cycle	3	2	2	2	2					
Good Practice	1.2.4	The ARAC receives information and papers far enough in advance for them to fully consider before the meeting	3	2	2	2	3					
	1.2.5	All matters falling within the terms of reference of the ARAC are covered adequately over the course of the year or a reasonable time period.	3	2	2	2	3					
	1.2.6	Meetings of the ARAC are long enough to ensure that all agenda items are covered in sufficient detail.	3	2	2	2	2					
	1.2.7	Deep dives are undertaken in key and emerging risk areas, and these are sufficiently detailed so the ARAC can understand the risk and challenge management.	2	3	1	2	1					
	1.2.8	There is sufficient time between ARAC meetings and main board meetings to allow any work arising from the meeting to be undertaken and reported to the Board as appropriate.	3	2	2	2	2					
	1.2.9	The ARAC Chair – and other members where relevant – keep in touch with other key attendees on a continuing basis between meetings.	1	2	1	1	1					
	1.2.10	The ARAC meets in private - without the presence of management - when necessary and this time is used effectively.	2	2	2	2	2					
	1.2.11	The ARAC is provided with sufficient administrative and secretarial support to undertake its duties to the required standard.	3	2	2	2	3					
	1.2.12	The ARAC is clear on the type of skills and experience should be sought in a new member – and the chair is involved in the appointment process.	2	2	2	2	1					
	1.2.13	Sufficient time is afforded to the different providers of assurance to the ARAC across the various lines of defence, notably risk management, internal audit and external audit.	2	2	2	2	3					
	1.2.14	The ARAC has a forward plan for its meetings so it can consider issues at the right time and in the right level of detail.	3	2	2	2	3					
	1.2.15	The ARAC acts in an inclusive and respectful manner, avoids 'group think', and provides an appropriate balance between challenge and support.	1	2	2	2	2					
<b>2 Skills and experience</b>												
<i>Range of skills</i>												
Essentials	2.1.1	The ARAC possesses a good range of skills and experience in relation to governance, risk and control.	3	2	2	2	2					
	2.1.2	At least one member of the ARAC has recent and relevant financial experience sufficient to allow them to analyse the financial statements and understand good financial management disciplines.	3	3	2	2	3					
	2.1.3	The ARAC proactively identifies which skills it requires to discharge its responsibilities most effectively.	2	2	2	2	1					
	2.1.4	The required skill sets for the ARAC are reviewed at regular intervals.	1	2	2	2	1					
Good Practice	2.1.5	The ARAC draws on a sufficiently diverse membership, containing a variety of demographic attributes and characteristics.	2	2	2	1	1					
	2.1.6	The ARAC documents and maps the skills of its members so it can identify areas of strength and any skills gaps.	1	2	2	2	2					
	2.1.7	The financial reporting expertise held by members is relevant and appropriate to the significant financial reporting risks of the organisation – particularly in respect of any complex estimates or judgements.	3	2	2	2	2					
	2.1.8	The ARAC benefits from a good mix of non-technical skills – for example, communication, influencing, negotiating, leadership and facilitation skills.	2	2	2	2	2					
	2.1.9	The ARAC uses the powers of co-opting members and procuring specialist skills where these were required.	2	2	2	2	1					
<b>Training and development</b>												
Essentials	2.2.1	Members who have recently joined the ARAC have been provided with induction training to help them understand their role and the organisation.	2	2	1	2	2					
	2.2.2	Members of the ARAC who are unfamiliar with corporate governance and wider practice in government are specifically upskilled in this area.	2	2	1	2	1					
	2.2.3	Members keep their skills and knowledge up to date through networking and conferences to allow them to focus on key issues facing the organisation.	3	2	1	2	1					
	2.2.4	The ARAC 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.	3	2	2	1	1					
Good Practice	2.2.5	There is a positive culture of learning and personal development within the ARAC.	1	2	2	2	2					
	2.2.6	The ARAC's strategy for training and development takes account of developments in corporate governance and emerging risk areas.	2	2	2	2	1					
	2.2.7	For ARAC members unfamiliar with the operations of government and the public sector, special focus is given to this as part of their training programme	3	2	2	2	1					
	2.2.8	The ARAC chair attends cross-governmental (if a government department) or cross-departmental (if an arm's-length body) ARAC chair meetings.	3	2	2	2	1					
<b>Other skills - Cyber &amp; Digital</b>												
	2.3.1	The ARAC understands how cyber and digital risks impact on the organisation.	2	2	2	2	2					

<b>Good Practice</b>	<b>2.3.2</b>	The ARAC has the level of skills and expertise required to challenge management, and provide assurance to the Board that the organisation is properly managing its cyber and digital risks.	2	2	1	2	1						
<b>Other skills - Climate change and ESG</b>													
<b>Good Practice</b>	<b>2.3.3</b>	The ARAC is satisfied the organisation's approach to managing ESG risks, and making appropriate disclosures, is in line with relevant standards such as the Greening Government Commitments and Sustainability Reporting Guidance.	2	2	1	1	2						
	<b>2.3.4</b>	The ARAC is able to effectively assess the organisation's approach to managing climate related risks.	1	2	1	2	1						
	<b>2.3.5</b>	The ARAC assesses the organisation's net zero strategy with sufficient detail, and at regular intervals.	1	1	1	2	1						
<b>Other skills - Projects and programmes</b>													
<b>Good Practice</b>	<b>2.3.6</b>	The ARAC is appropriately sighted on significant projects and programmes throughout their lifecycle.	2	2	2	2	2						
	<b>2.3.7</b>	The ARAC has the skills and expertise to provide effective critical challenge on the financial management, delivery risks and overall progress of projects or programmes.	2	2	2	2	2						
<b>Other skills - Procurement</b>													
<b>Good Practice</b>	<b>2.3.8</b>	The ARAC has an appreciation of the risks associated with procurement in the public sector context.	2	2	1	2	2						
	<b>2.3.9</b>	The ARAC has the skills and expertise to challenge commercial activities and the procurement of goods and services.	2	2	2	2	2						

3. Roles and Responsibilities														
<b>Assurance</b>														
<b>Essentials</b>	3.1.1	The ARAC helps the accounting officer and Board to formulate their assurance needs.	3	2	2	2	2							
	3.1.2	The ARAC assesses whether the assurance received is of sufficient quality to meet the assurance needs outlined in 3.1.1.	3	2	1	2	2							
	3.1.3	The ARAC understands the key sources of assurance in the organisation, and how and why each of these sources provide assurance to them.	3	2	1	2	2							
	3.1.4	The ARAC understands the three lines of defence model, and how this applies in practice to the organisation.	1	2	2	2	2							
	3.1.5	The ARAC is proactive in commissioning assurance work from appropriate sources where it identifies any significant risk, governance and control issues which have not been subject to sufficient review.	2	2	1	2	2							
	3.1.6	The ARAC ensures the organisation operates appropriate and effective whistleblowing practices, and this is regularly considered by the ARAC.	2	2	2	3	2							
<b>Good Practice</b>	3.1.7	The ARAC uses assurance mapping to identify where assurance is required to identify any key gaps where no assurance is provided, or where the quality of the assurance is poor.	1	2	1	2	1							
	3.1.8	The ARAC has an effective system for monitoring management's progress with recommendations from internal and external sources.	2	2	3	2	3							
<b>Governance</b>														
<b>Essentials</b>	3.2.1	The ARAC understands the Board's operating framework, including the organisation's vision and purpose.	3	2	2	2	2							
	3.2.2	The ARAC understands the mechanisms which ensure effective organisational accountability, performance and risk management.	3	2	2	2	2							
	3.2.3	The ARAC understands the role definitions, committee and other structures which support effective discharge of responsibilities, decision making and reporting.	3	2	2	2	3							
	3.2.4	The ARAC understands how appropriate ethics and values are promoted within the organisation.	3	2	2	2	3							
	3.2.5	The ARAC understands how management information is communicated to the Board and other appropriate areas of the organisation.	3	2	2	2	3							
	3.2.6	The ARAC understands the nature of relationships with arm's-length bodies, if applicable.	2	2	1	2	1							
<b>Good Practice</b>	3.2.7	Without duplicating the work of the Board, the ARAC advises on – and scrutinises the implementation of – its organisation's corporate governance policy.	2	2	2	2	2							
	3.2.8	The ARAC reconciles assurance from internal and external audit and other sources of assurance with conclusions drawn in the organisation's annual governance statement.	2	2	2	2	3							
	3.2.9	The ARAC monitors developments in corporate governance so it can proactively advise the Board and accounting officer on any changes to assurance requirements.	2	2	2	2	1							
<b>Risk management</b>														
<b>Essentials</b>	3.3.1	The ARAC understands the organisation's business strategy, operating environment and the associated risks to executing the strategy.	3	2	1	2	2							
	3.3.2	The ARAC is satisfied that management takes an enterprise-wide view of the organisation's risks, including those that cross organisational boundaries.	2	2	2	2	2							
	3.3.3	There is a clear understanding of the role and activities of the Board in relation to managing risk.	3	2	2	2	3							
	3.3.4	The ARAC discusses with the Board how its policies, attitude to, and appetite for risk are defined and communicated across the organisation.	2	2	2	1	2							
	3.3.5	The ARAC understands and challenges the risk management framework and the assignment of responsibilities.	2	2	2	2	2							
	3.3.6	Adequate assurance has been obtained on the risk and control environment encompassing services outsourced to external providers, including shared service arrangements, and the wider supply chain.	2	2	1	2	2							
	3.3.7	(For government departments and groups only) assurance has been obtained on risks from across the group – and there is timely communication and visibility of these risks.	1	2	1	2	1							
	3.3.8	The ARAC promotes the importance of a positive risk culture in the organisation.	1	2	2	2	2							
	3.3.9	The ARAC challenges management on whether there is a comprehensive process for identifying and evaluating risk, and for deciding what levels of risk are tolerable.	1	2	2	3	2							
	3.3.10	The ARAC has sufficient understanding of the organisation to assess whether the risk register is an appropriate reflection of the risks facing the organisation.	2	2	2	3	3							
<b>Good Practice</b>	3.3.11	The ARAC can assess whether there are sufficient resources to manage risk effectively across the organisation.	1	2	1	2	2							
	3.3.12	The ARAC challenges whether management's approach to identifying risks is broad enough to effectively identify new and emerging risks.	2	2	2	2	2							
	3.3.13	The ARAC challenges management on its approach to evaluating risks, including the effectiveness of scenario planning and stress testing.	1	1	2	2	1							
	3.3.14	The ARAC reviews information on 'near misses' to help determine whether the systems in place are sufficiently robust to mitigate future risk events.	1	2	1	1	1							
	3.3.15	The ARAC understands the main fraud and error risks and entry points, and challenges management to consider timely options for tackling fraud and error risks.	2	1	2	2	3							
	3.3.16	The ARAC considers the impact of risks and how these could impact on the ongoing resilience of the organisation.	2	2	2	2	2							
<b>Internal control</b>														
<b>Essentials</b>	3.4.1	The ARAC critically challenges and reviews the adequacy and effectiveness of control processes in responding to risks.	2	2	2	2	2							
	3.4.2	The ARAC challenges whether the extent of the controls in place to mitigate risks are excessive, and whether any action is needed to address this.	2	2	1	2	1							
<b>Good Practice</b>	3.4.3	The ARAC has a good understanding of how the organisation develops, operates and monitors the system of internal control.	2	2	2	2	2							
	3.4.4	The ARAC seeks assurance on how any material or significant risks are managed through strategic, operational and compliance controls.	2	2	2	2	2							
	3.4.5	The ARAC assesses whether the system of internal control would provide timely indicators of weaknesses and failings.	2	2	1	2	1							
	3.4.6	When any significant failings or weaknesses in internal control arise, the ARAC reviews management's analysis of the root cause and subsequent action plan.	2	2	1	2	3							
	3.4.7	The ARAC is satisfied that the organisation has a sound system of financial control – including the structure of delegations – which enables the organisation to achieve its objectives with good value for money.	3	2	2	2	3							
	3.4.8	The ARAC has sufficient assurance over the quality of IT controls.	2	2	2	2	2							
	3.4.9	The ARAC is satisfied that the organisation's controls are designed to effectively prevent and detect known fraud and error risks.	2	2	2	2	3							
	3.4.10	The ARAC has oversight of how controls are evaluated so it can understand how effectively fraud and error risks are being addressed.	2	2	2	2	3							

Financial reporting											
Essentials	3.5.1	The ARAC reviews the clarity and completeness of disclosures in the year-end financial statements.	3	2	2	2	3				
	3.5.2	The ARAC uses its understanding of the organisation to assess whether disclosures in the financial statements are set properly in context.	3	2	2	2	3				
	3.5.3	The ARAC specifically considers key accounting policies and disclosures.	2	2	2	2	2				
	3.5.4	The ARAC specifically considers assurances about the financial systems which provide the figures for the accounts.	2	2	2	2	2				
	3.5.5	The ARAC specifically considers the quality of the control arrangements for preparing the accounts.	2	2	2	2	3				
	3.5.6	The ARAC specifically considers key judgements made in preparing the accounts, and management's consideration of their ongoing relevance.	2	2	2	2	3				
	3.5.7	The ARAC specifically considers any disputes arising between those preparing the accounts and the auditors.	2	2	2	2	3				
	3.5.8	The ARAC specifically considers reports, advice and findings from external audit – especially the Audit Completion Report.	2	2	2	2	3				
Good Practice	3.5.9	The ARAC assures itself that accounting policies comply with relevant requirements, particularly HM Treasury's Financial Reporting Manual.	2	2	2	2	2				
	3.5.10	In addition to receiving a detailed overview from the Finance Director, the ARAC is confident that the organisation's approach to preparing the accounts is sufficiently rigorous.	3	2	2	2	3				
	3.5.11	The ARAC challenges that the Annual Report is fair and balanced.	3	2	2	2	3				
	3.5.12	Where novel accounting issues, or complex judgements have arisen during the year, the ARAC has satisfied itself that management took specialist advice or enlisted expertise.	2	2	2	2	3				
	3.5.13	The ARAC is satisfied with management's processes for identifying and responding to the risks of fraud.	3	2	2	2	3				
	3.5.14	The ARAC is effective in monitoring significant financial reporting issues throughout the year, particularly those which could lead to qualification of the accounts.	3	2	2	2	2				
	3.5.15	In reaching a view on the accounts, the ARAC considered the implications of reports from third parties – for example, on legal matters, valuations, or reports from regulators.	3	2	2	2	2				
	3.5.16	The ARAC considers key matters on their own initiative rather than relying solely on the work of the external auditor.	3	2	2	2	2				
	3.5.17	The ARAC has a detailed understanding of the organisation and its context and can successfully challenge whether the accounts provide a fair representation of activity.	2	2	2	2	3				
	3.5.18	The ARAC sufficiently challenges the going concern assessment in the context of its review of the financial statements and understanding of the business.	2	2	2	2	2				
	3.5.19	The ARAC offers appropriate challenge to any information which is generated through financial modelling.	2	2	2	2	1				
	3.5.20	The ARAC is up-to-speed with developments in financial reporting standards and can challenge their application in financial statements.	2	2	2	2	2				
	3.5.21	(For departments or groups only) the ARAC has sufficient oversight of significant financial reporting risks from across the department or group.	2	2	2	2	1				







## AUDIT COMMITTEE ANNUAL REPORT 2023/24

### INTRODUCTION

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, Committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The Committee met on 30 April 2024 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Committee Chair and Executive Lead ahead of that meeting. This Annual Report reflects on the effectiveness of the Committee in 2023/24 and proposes changes to terms of reference.

### PURPOSE OF THE COMMITTEE

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

## MEMBERSHIP AND ATTENDANCE

6. The Committee met five times in public and four times in private session as scheduled in 2023/24 and was quorate on each occasion. Pre-meets with the Chair and auditors was reinstated in 2023.
7. In 2023/24 the Committee was supported by the Chair and three Non-Executive Directors (NEDs) as members, and several prescribed attendees with good attendance.
8. The chart below illustrates attendance of members and prescribed attendees as listed in the terms of reference for 2023/24. Audit Wales and Internal Audit were in attendance and the Committee welcomed non prescribed attendees at various meetings.
9. It is not intended to change the membership of the Committee other than to add the Deputy Board Secretary/Head of Risk to the prescribed attendees given the regular risk reporting.

COMMITTEE ATTENDANCE					
Name	20 April 2023	25 July 2023	14 Sept 2023	30 Nov 2023	1 Mar 2024
Martin Turner					
Peter Curran					
Paul Hollard					Kevin Davies
Joga Singh					
Ceri Jackson					
Chris Turley					
Lee Brooks		Judith Bryce	Judith Bryce		
Judith Bryce					
Liam Williams	Duncan Robertson				Part
Angie Lewis					
Osian Lloyd (IA rep)					
Audit Wales rep		Andrew Doughton	Fflur Jones	Fflur Jones	Fflur Jones
Paul Seppman					Christian Fox
Damon Turner					
Trish Mills					
Carl Window					

	Attended
	Deputy attended
	Apologies received
	No longer member

## 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 30 April Committee meeting. The questions differed from other

Committees in that the National Audit Office (NAO) Effectiveness Tool was used as it was in 2022/23.

11. The questionnaire provided an opportunity to rate essential and good practice areas based on ratings of 'room for improvement', 'meeting standards' and 'excelling'. Seventeen questionnaires were sent out with five responses being returned (a 29% return rate which was similar to 2023/24).
12. The responses were reviewed by the Committee on 30 April against the same questions from last year and most of the scores were an improvement from 2022/23.
13. The results highlighted the Committee's excellent performance across various areas including:
  - Financial reporting, where minimal areas for enhancement were identified.
  - Punctuality of submitted papers.
  - New practice of a recurring report from the Chair of the People and Culture Committee regarding the Trust's "speaking up safely" programme to assure the Committee on whistleblowing activity.
  - Membership was appropriate, with representation from Internal Audit and Audit Wales at meetings, and financial experience amongst the membership.
  - Members understand their role and what is expected of them when appointed.
14. Many of the areas raised as requiring improvement in the questionnaire were either already in train or were more relevant to government departments because of the nature of the NAO tool, however areas to strengthen include:
  - Committee level induction programme to be developed. This was planned for 2023/24 but was not progressed due to capacity in the Corporate Governance Team.
  - Lack of cyber and digital risk experience on the Board. The current NED campaign will seek to address this skills gap.
  - More of a focus on assurance mapping and assurance generally.
  - Reinstate NED and auditor only meetings of the Committee annually.
  - Committee Chair to meet quarterly with Audit Committee members.
15. The Committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the Committee and in this respect, it has discharged its responsibilities in providing assurance to

the Board aligned to its terms of reference. The Audit Wales annual audit plan and annual audit report have been carried over from Q4 into the April 2024 meeting as agreed.

16. The Committee's business in 2023/24 included the following, full details of which are in the Committee's AAA reports and minutes provided to the Board:

16.1. In July 2023 the Committee **endorsed the 2022/23 Annual Accounts and the Annual Report** which were shortly after approved by the Board. The Audit Report was also reviewed at that meeting as was the Head of Internal Audit Annual Report and Opinion. The plan for development of the 2023/24 annual filings was received in March 2024 and endorsed.

16.2. At each meeting other than in April, which is a meeting dedicated to the review of Committee effectiveness, members received an **update from Audit Wales and from Internal Audit** on their programmes of work and performance indicators (Internal Audit).

16.3. The following **Internal Audit Reports** were presented by Internal Auditors and discussed by this Committee. They were also reviewed by the Committees with specific remits over the subject area. The list below includes a mix of 2022/23 and 2023/24 Internal Audits:

- Risk Management and Assurance
- Savings and efficiencies
- Trade Union Release Time
- Pain Management
- IM&T Infrastructure
- Follow UP Action Tracker Review
- Cyber Security
- Health and Safety
- Senior Paramedic Role
- Records Management
- Technical Resilience
- Estates Assurance: Estates Condition
- Decarbonisation
- Vehicle Replacement Programme
- ePCR Clinical Compliance
- Serious Adverse Incidents Joint Investigation Framework
- Strategy Development
- Retention of Staff
- 111 Commissioning

- 16.4. The **2024/25 Internal Audit Plan was approved** by the Committee in March 2024, as was the Internal Audit Charter and fee.
- 16.5. In November 2023 Audit Wales presented the **WAST Review of Workforce Planning Arrangements** and the NHS Workforce Data Briefing from the Auditor General for Wales. The report found overall that the Trust is taking effective steps to mitigate current workforce challenges and clarify its longer-term strategic vision, however medium to longer-term resourcing is a significant and ongoing barrier.
- 16.6. In March 2024 the Audit Wales Update presented the **WAST 2023 Structured Assessment**. Members noted the positive report and the improvements year on year, and thanked all teams involved. The four recommendations and management actions were noted, and this Committee will monitor progress.
- 16.7. Two areas of **non-compliance with the Standing Orders** were discussed and escalated to the Board. The Committee was assured that both areas were being appropriately addressed in a timely way:
- The first related to the availability of Board papers ten calendar days before a Board meeting. It was noted that whilst the Trust could make continued improvements on uploads to papers to ensure they are at least seven days ahead of Board meeting, the timeliness of data and information was key and a ten day period would potentially provide outdated information, particularly when factoring in governance processes ahead of that time. The Standing Orders were later amended to provide for a seven day timeframe.
  - The second related to an issue raised in the vehicle replacement programme internal audit but had wider application. This centred on the approval of individual contracts by the Board. The Audit Committee received a verbal update on the plan to address this in March 2024 and will receive amendments to the Scheme of Reservation and Delegation and a Governance Practice Note to address this at its April 2024 meeting.
- 16.8. Amendments to **Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation** were reviewed and endorsed for the Board. Governance Practice Notes developed for interpretation and application of some parts of the Standing Orders were also approved.
- 16.9. The Committee reviewed the current state of play of **Policies** in July 2023 and agreed a prioritisation plan for 2023/24 and 2024/25. Members have been updated on progress at each meeting.

- 16.10. In April 2023 the Committee reviewed the **self-assessment against 2017 Governance Code** and noted that there were no areas where the Trust did not comply. A self-assessment against the Governance, Leadership and Accountability elements of the Health and Care Standards was also reviewed.
- 16.11. In September 2023 the **Audit Process and Reporting Handbook** was presented to the Committee. The Committee approved the handbook, which includes the roles and responsibilities for management, this Committee and other Board Committees as they relate to audit reviews. A revised approach to reporting was also approved which will position this Committee to focus on the overall framework and escalations where audit management actions are not met in reasonable timescales.
- 16.12. In September 2023 the Committee was assured that an **induction programme** was in place for new Board members which set out the roles and responsibilities of all those who are members of or attend the Board.
- 16.13. In November an update was received regarding the **implementation of the Quality and Performance Management Framework (QPMF)**, oversight of which transferred to this Committee from the Finance and Performance Committee in-year. Revised terms of reference are in place for the QPMF Steering Group (which reports to Executive Leadership Team), and a work plan is in place
- 16.14. Other than in April, the **losses and special payments** report is received at each meeting of the Committee. Likewise, **the Local Counter Fraud** update report and **tender and single tender waiver** reports are taken in private session.
- 16.15. The Committee received assurance from the Chair of Quest that the **clinical audit plan** had been approved and was being monitored quarterly by that Committee.
- 16.16. The Committee received assurance from the Chair of the People and Culture Committee that the **arrangements for whistleblowing** and speaking up safely were developing well with the All Wales Speaking Up Safety Framework in place, guardians operating at WAST, and the Work in Confidence platform operating for confidential reporting.
- 16.17. The **Register of Interests and the Register of Gifts and Hospitality** was received in April 2023 and the Standards of Business Conduct Policy approved in July 2023.

- 16.18. A **risk management and BAF** report was provided to each meeting. This Committee has oversight of the risk management transformation programme and noted delays in some deliverables given capacity in the team, however good progress against the principal risks was recognised as was the excellent risk culture at the Trust. Areas of focus for 2024/25 are to deliver a strategic BAF that reflects more closely the Trust's strategic objectives against its long-term strategy – Delivering Excellence: Vision 2030. Additionally, work will be undertaken to develop a series of strategic risks and risk appetite statements and will see the roll out of a programme of education and training across the Trust in support of the Risk Management Framework.
- 16.19. The **Risk Management Policy** was approved in March 2024, as was the **Local Counter Fraud Policy**.
- 16.20. Members **reflections** after each meeting included that papers were of good quality, concise and easy to read; presenters were clear; attendance and contributions at the meeting was excellent; focus on governance issues was welcomed; system of control was very good; good progress on risk and audit tracker; wider attendance of colleagues was welcomed; hybrid approach was considered to work well; and good focus on key audit points.
- 16.21. The 2023/24 Committee **cycle of business** was approved.
- 16.22. The **2022/23 annual effectiveness review** was conducted in the April 2023 meeting. At this meeting the Committee also reviewed the annual reports and changes to terms of reference for all Board Committee and Advisory Groups.
- 16.23. The **Committee's priorities for 2023/24** are reviewed at each meeting and a more detailed update appears later in this report. The Committee also reviews progress against its cycle of business at each meeting.
17. The Board received a highlight (AAA) report from this Committee by email circulation following each meeting which included alerts, advice, and areas of assurance. Where there was a shorter proximity of the meeting of this Committee and the Board meeting, that report was provided verbally by the Chair and captured in the Board's minutes. This AAA report included reporting at a high level of matters taken in private session.
18. The Committee is not serviced by any Sub-Committees or task and finish groups that this time.

## PROPOSED CHANGES TO THE TERMS OF REFERENCE

19. The Audit Committee's 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. The following changes are proposed for consideration by the Audit Committee:

- Change of name from Audit Committee to Audit, Risk and Assurance Committee (ARAC). The National Audit Office recognises this as best practice nomenclature, and it describes more appropriately the wider remit of the Committee and the focus in 2024/25 and beyond on the strategic Board Assurance Framework and the programme of integrated governance and assurance.
- The addition of the Deputy Board Secretary/Head of Risk to the prescribed attendees.
- Addition of a Chair's Action provision. It is likely that this would be utilised primarily for policy approval where waiting a quarter for a scheduled meeting would cause undue delay.
- Addition of the commitment of the Committee to continuous improvement and the duty of quality.

20. Changes in operating arrangements in 2024/25 to address issues raised in the survey will include those issues raised as areas requiring improvement at paragraph 14.

## COMMITTEE PRIORITIES:

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

Priority	Progress
Review of the Board Member Induction Programme and Annex	The induction programme and annex documents were updated and reviewed by the Committee in September 2023.
Oversight of the development and effectiveness of the Quality & Performance Management Framework	The Committee received a verbal update regarding the implementation of the Quality and Performance Management Framework at its meeting in November.

Priority	Progress
	It was agreed that an update was not required for the March 2024 meeting however the reporting for this will be actively considered for early 2024/25.

22. 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 2024/25:

[to be confirmed by the 30 April meeting]

- (a) Monitor the development of the Committee specific induction programme.
- (b) Carry over the priority to monitor the implementation of the Quality and Performance Management Framework.

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

### NEXT STEPS

24. The next steps are to update the cycle of business with revised terms of reference

### RECOMMENDATION

25. The Trust Board is requested to
- (a) Receive and note the contents of the Committee Annual Report for 2023/24 and analysis of its effectiveness; and
  - (b) Approve the changes to the Terms of Reference and operating arrangements.

## **AUDIT, RISK AND ASSURANCE COMMITTEE**

### **TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2023/24 2024/25**

#### **1. INTRODUCTION**

1.2 ~~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, Risk and Assurance Committee**. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

1.3 The Board Committees play an important role in supporting the Board in fulfilling its responsibilities by:

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

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

#### **2. PURPOSE**

2.1 The purpose of the Audit, Risk and Assurance 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.

2.2.2.2 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.

2.3 The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.

2.4.2.4 The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.

### 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 Duty of Quality Statement Report, 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 Duty of Quality Statement Report) 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 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 Committee has overall responsibility for ensuring that corporate risks are identified and are being properly managed within the Trust and that there are processes in place to address and take forward audit recommendations. Nevertheless, each risk from the corporate risk register and Board Assurance Framework and each recommendation from the audit tracker, will be

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

~~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.

## Chair's Action

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

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

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

### Access

3.130 The Head of Internal Audit and the Engagement Leads/Audit Manager of External Audit shall have unrestricted and confidential access to the Chair of the Committee.

3.144 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.

3.125 The Chair of Committee shall have reasonable access to Directors and other relevant senior staff.

### Sub Committees

3.136 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 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 People and Culture
- Executive Director of Quality and Nursing
- Assistant Director of Operations, National Operations & Support
- Director of Corporate Governance/Board Secretary
- Deputy Board Secretary/Head of Risk
- Head of Internal Audit
- Local Counter Fraud Specialist
- Representative of the Auditor General
- Trade Union Partners (x2)
- Other Directors will attend as required by the Committee Chair

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 meetings of the Committee and will attend at least annually to discuss ~~with the Committee~~ the process for assurance that supports the Annual Governance Statement and the Annual Duty of Quality Statement Report.
- 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 People and Culture.

## 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 Duty of Quality Statement Report, 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 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.

# Finance & Performance Committee: - Annual Committee Effectiveness Review, 2023-24

This checklist is designed to assess the Committee's effectiveness by taking the individual views of members across a number of themes. The Committee Chair, Committee Executive Lead and Board Secretary review the results and recommend corresponding actions to the Committee.

\* Required

1. Please select if you are: \*

- Non-Executive Director Member
- Management Member
- TU Partner (s)
- Other

2. Theme 1: - Committee Focus \*

	Strongly Disagree	Disagree	Agree	Strongly Agree
1. The Committee has set its priorities for the year:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. The Committee has made a conscious decision about the information it would like to receive:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. Committee members contribute regularly to the issues discussed, providing real and genuine challenge - not just seeking clarification and / or reassurance:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4. The Committee is aware of the key sources of assurance and who provides them:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
5. Equal prominence is given to all key areas of the Committee's remit, and this is reflected in meeting agendas and reports:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
6. The Committee's remit is appropriate and manageable:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

3. If you would like to elaborate on statements 1-6 above, particularly where you have selected 'disagree' or 'strongly disagree', please do so here. However, **please make clear which statement (s) you are discussing in the free text.** \*

4. Theme 2: - Committee Engagement \*

	Strongly Disagree	Disagree	Agree	Strongly Agree
7. The Committee is clear about its role in relation to other Committees;	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
8. Committee members visit services and meet teams to understand relevant issues:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

5. If you would like to elaborate on statements 7-8 above, particularly where you have selected 'disagree' or 'strongly disagree', please do so here. However, **please make clear which statement (s) you are discussing in the free text.** \*

6. Theme 3: - Committee Team Working \*

	Strongly Disagree	Disagree	Agree	Strongly Agree
9. The Committee has the right balance of experience, knowledge, and skills to fulfill its role:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
10. Management fully briefs the Committee on key risks, safety issues and any gaps in control:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
11. Key risks are discussed at each meeting, including controls in place and assurances against controls, and the Committee is clear what actions are in place to address the gaps:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
12. The Trust's behaviours are reflected in the way the Committee enables people to express their view, doubts, and opinions:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
13. The Trust's strategic priorities are reflected in the way the Committee operates and the information it receives:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
14. Members hold their assurance providers to account for late or missing assurances:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
15. Decisions and actions are implemented in line with the timescale set down:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

7. If you would like to elaborate on statements 9-15 above, particularly where you have selected 'disagree' or 'strongly disagree', please do so here. However, **please make clear which statement (s) you are discussing in the free text.** \*

8. Theme 4: - Committee Effectiveness \*

	Strongly Disagree	Disagree	Agree	Strongly Agree
16. The quality of Committee papers received allows members to perform their roles effectively:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
17. Each agenda item is 'closed off' appropriately, and the Committee is clear on the conclusion, who is doing what, when and how, and how it is being monitored:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
18. At the end of each meeting the Committee reflects on the decisions and discusses what worked well, and what didn't work as well etc:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
19. The Committee highlight report appropriately reports and segments items into 'alert', 'advise', 'assure', for the Board:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
20. The Board challenges and understands the reporting from this Committee:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

9. If you would like to elaborate on statements 16 -20 above, particularly where you have selected 'disagree' or 'strongly disagree', please do so here. However, **please make clear which statement (s) you are discussing in the free text.** \*

10. Theme 5: - Committee Leadership \*

	Strongly Disagree	Disagree	Agree	Strongly Agree
21. The Committee Chair has a positive impact on the performance of the Committee:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
22. Committee meetings are Chaired effectively:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
23. The Committee Chair is visible within the organisation and is considered approachable:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
24. The Committee Chair allows debate to flow freely and does not assert his/her own view too strongly:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
25. The Committee Chair provides clear and concise information to the Board on Committee activities and gaps in control:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

11. If you would like to elaborate on statements 21-25 above, particularly where you have selected 'disagree' or 'strongly disagree', please do so here. However, **please make clear which statement (s) you are discussing in the free text.** \*

12. What should the Committee stop, start or continue to do? \*

13. Are there any learning or development opportunities for members which the Committee should consider? \*

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 Microsoft Forms

# WAST BOARD COMMITTEE REMITS – 2024/25

## Quality, Patient Experience and Safety Committee

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

## People and Culture Committee

- People & Culture plan and metrics
  - KPIs in remit
  - Trust Behaviours
  - Health and wellbeing
  - Staff & volunteer experience
  - Speaking up safely
  - Equality, diversity, and inclusion
  - Recruitment and retention
  - Trade Union relationships
  - Leadership & development
  - Succession plans
  - Welsh language
  - Health and safety
  - Health and Care Standards in remit
  - Registration and revalidation
  - Partnerships and engagement
  - Risks, audits, policies in remit
- Advisory Group (WASPT) reports to this Committee with onward reporting to Board via the AAA

## Finance and Performance Committee

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

## Audit, Risk and Assurance Committee

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

## Remuneration Committee

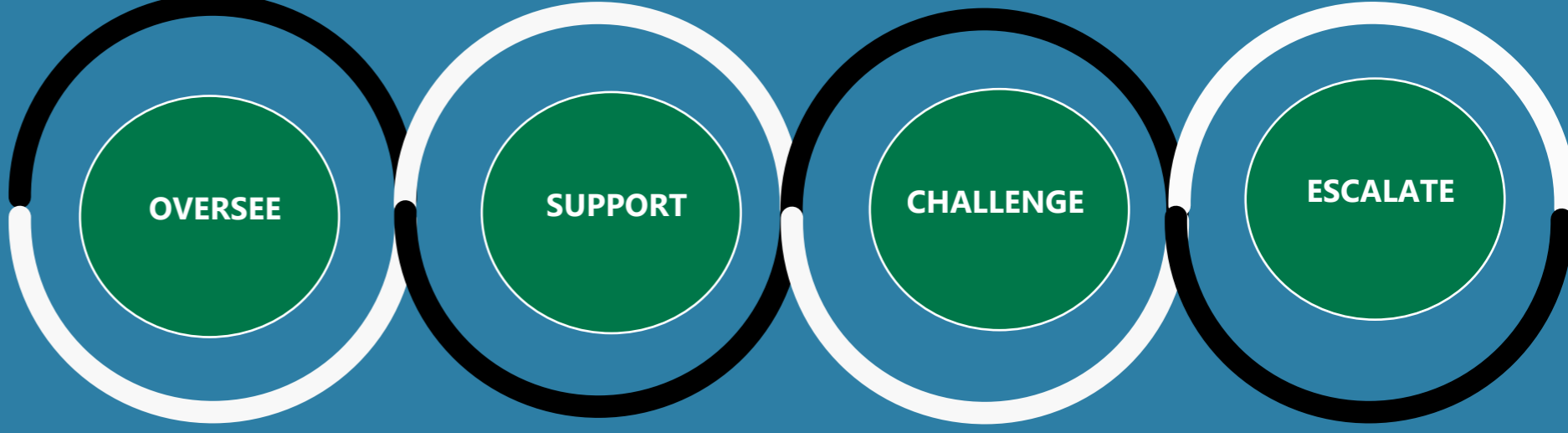
- Contractual arrangements for staff
- Appointment, termination, remuneration, terms of service and appraisal for Chief Executive; Executive Directors (including interim); Very Senior Managers
- Redundancy, VERs, Settlement settlements

## Academic Partnerships Committee

- Strategic collaboration with education providers and commercial partners
- Collaboration with partners in health, social care, local authority and third sector
- Partnership arrangements
- University Trust Status
- Plans to build capacity of whole workforce
- Research governance framework
- Risks, audits, policies in remit

## Charity Committee (Corporate Trustees)

- Charity strategic direction
- Charitable funds monitoring including systems and processes
- Review by Audit Wales of accounts
- Fundraising
- Bursary Panel
- Promote the charity
- Annual Report and Financial Accounts
- Approve expenditure over £5,000
- Bids Panel
- Risks, audits, policies in remit





## ACADEMIC PARTNERSHIP COMMITTEE ANNUAL REPORT 2023/24

### INTRODUCTION

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, Committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The Committee met on 16 January 2024 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Committee Chair and Executive Lead ahead of that meeting. This Annual Report reflects on the effectiveness of the Committee in 2023/24 and proposes changes to terms of reference.

### PURPOSE OF THE COMMITTEE

5. The purpose of the Committee set out in its terms of reference reflects the maturing University Trust Status (UTS) journey and the fact that this is still 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 as scheduled in 2023/24 and was quorate on each occasion. The Committee met once in private session in January 2024.
7. The Committee has been supported by the 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 2023/24. The Committee welcomed non prescribed attendees at various meetings as well as external guests.

COMMITTEE ATTENDANCE				
Name	25 April 2023	15 August 2023	24 October 2023	16 January 2024
Hannah Rowan				
Prof Kevin Davies				
Paul Hollard				
Martin Turner				
Estelle Hitchon				
Angela Lewis		Catherine Goodwin		
Andy Swinburn				
Leanne Smith		Jon Hopkins		
Jonny Sammut				
Jonathan Turnbull-Ross				
Duncan Robertson				
Nigel Rees				
Chris Evans				
James Houston				
Jo Kelso		From item 5.4		
Trish Mills				
Mark Marsden				
Keith Rogers				
Academia Rep				

	Attended
	Deputy attended
	Apologies received
	No longer member

8. Attendance is steady with new members joining this year who have provided a positive and different lens on the work of the committee from a research, innovation, learning and strategic perspective. Leanne Smith was replaced as prescribed attendee when she completed her interim position when Jonny Sammut joined as Director of Digital. Hannah Rowan took the Chair for this Committee from 1 April 2023.

9. The Committee did not have a representative from academia in 2023/24, but a successful campaign saw the appointment of an academic Non-Executive Director in 2023.
10. No changes to membership are proposed at this stage other than the removal of the 'representatives from academia' as the original intent of that member has been fulfilled by the academic Non-Executive Director.

## **COMMITTEE'S 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 16 January Committee meeting.
12. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Twenty questionnaires were sent out with 14 responses being returned (a 70% return rate which is similar to 2022/23).
13. Respondents were asked 27 questions and were encouraged to provide free text answers to explain or expand on their choices. The responses were reviewed by the Committee on 16 January against the same questions from last year. They discussed the need for clarity on the purpose of the Committee which was raised by a number of respondents and was a position that had not improved in the responses from 2023/24. These ranged from those proposing more of a focus on learning, on how to benefit from the existing partnerships, and the exploration of new partnerships with academia and industry, to a more focused application of academic research and innovation. This perhaps reflects new membership in 2023/24 and that this Committee is still finding its feet. It is anticipated that in 2024/25 the work of the Committee will benefit from a more certain understanding of our University Trust Status and the expertise of a Non-Executive Director from academia both on the Committee and the Board.
14. Good practice drawn out in responses included:
  - Engagement and participation overall rated good and Board engagement has improved
  - Overall good balance of key areas and appropriate remit for the Committee
  - Flexible and evolving nature of the committee appreciated
  - Behaviours reflected in meeting with supportive members
  - Work is reflective of the Trust's strategic priorities
  - Effective in implementing decisions and actions, closing off items, reporting to Board and reflecting on meeting

- Paper quality is good
- Excellent and collegiate chairing of meeting and reporting to the Board on key activities
- Definite feeling of progress in terms of the Committee's operations and effectiveness

15. The Committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the Committee and in this respect it has discharged its responsibilities in providing assurance to the Board. The Committee's business in 2023/24 included:

- (a) Establishment of a **task and finish group** which developed a strategic approach to the attraction of candidates to the Non-Executive Director position on the Board and this Committee, including role profile and candidate pack. The group also liaised with Welsh Government on the timing and process of the award of University Trust Status (UTS) and logistics related to the change of name and brand.
- (b) UTS was discussed extensively and the **priorities for the 2023-26 IMTP** related to UTS agreed. Additionally, the priorities for the 2024-27 IMTP were reviewed with a desire for the UTS priorities to better reflect the space the Committee is now moving into and the ambition to foster a culture of democratised learning and promote a more commercial lens.
- (c) The **Life Sciences Hub** presented on their current priorities and opportunities for strategic alignment, with the executive taking a collective focus on areas that will make the biggest difference to our patients and our people.
- (d) One of the Committee priorities this year was to focus on the adoption and implementation of the **new Health and Care Research Wales (HCRW) Research and Development Framework**. Colleagues showcased the significant amount of research and innovation underway at the Trust. There was a desire from members to proactively focus research and innovation efforts towards our strategic objectives, exploring how this approach might address some of the challenges being faced by the Trust and NHS bodies in Wales more widely.
- (e) A **self-assessment against the HCRW Framework** was reviewed and it was agreed that a key element of moving this forward will be the refreshing of the clinical strategy and a separate but linked research and innovation plan. Succession planning and capacity was a subject of some discussion with HCRW and members, and the need to build on the existing but small team and support the wider organisation getting involved in research and innovation - not as a separate role but embedded into job descriptions and

business as usual. The Committee will continue to monitor the maturity of the framework and support the refreshing of the research and innovation plan in 2024/25.

- (f) The Committee Chair, Hannah Rowan, was appointed as **research champion** and is active in this role.
- (g) **The Research and Innovation Report 2022/23** was presented to the Committee and provided to the Board. The report included a range of policy developments, projects, and activities conducted and reported through the Research and Innovation Department.
- (h) A further iteration on a **mapping exercise** that was commenced in 2022 was reviewed, illustrating the breadth of partnerships and projects in which colleagues across WAST are involved. This, together with the **innovation dashboard**, showed extensive involvement in research, innovation and commercial relationships from the clinical, quality, finance, fleet, estates, digital, and people and culture directorates.
- (i) An update was provided on the **income generation workstream** under the financial sustainability programme in private session. It was noted that the Finance and Performance Committee have oversight of this area of work however this Committee will keep a close eye on a mindset shift towards embracing commercial opportunities where appropriate as part of this work.
- (j) The Committee **cycle of business** was approved.
- (k) The Committee received a presentation on **inter-professional simulation-based education and training** which is a pan-Wales project based on collaboration with the NHS and social care. The project seeks to reduce variability across the system and takes a whole workforce approach which is aligned to WAST's desire to democratise learning and research. The Committee thanked all those who were involved in this project and will continue to follow its roll out to a wider audience following peer review and academic publication.
- (l) Craig Brown Specialist Clinical Lead for 111 (North) shared his **personal and professional journey of pursuing a PhD in public health and leadership**, with the support of Bangor University and WAST (particularly Mike Brady, Consultant Clinician and Nigel Rees, Assistant Director of Research and Innovation). Craig highlighted the benefits of this pathway for his own development, the 111 service, and the wider research community within WAST.

(m) There are no formal **risks** on the corporate risk register for this Committee, however the risks related to capacity to take forward the research and innovation agenda were discussed

(n) The **annual effectiveness review** was conducted in the January 2024 meeting.

16. Audit Wales observed the Committee as part of their 2023 Structured Assessment work and did not identify any concerns either in that report or separately on the effectiveness of meetings.

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

## **TASK AND FINISH GROUP**

18. The Committee is not currently serviced by a Sub-Committee but has established the task and finish group noted in this report. That group met regularly, developed a work plan and reported against that work plan to this Committee. Members were assured that it was functioning effectively and its remaining tasks which related to the handling of conflicts of interest of the appointed Academic Non-Executive Director, and the timeframe and logistics around the change of name on conferring of UTS were completed in March 2024.

## **PROPOSED CHANGES TO THE TERMS OF REFERENCE**

19. Extensive changes to the Terms of Reference for this Committee were made during the effectiveness reviews held in 2022. The changes this year are therefore minimal and include feedback from the Committee following the survey and the meeting on 16 January. The changes in the Terms of Reference are marked up in [Annex 1] and include a change to the purpose statement and a reduction in the Non-Executive Director membership of the Committee from four to three (including the Committee Chair).

20. It was felt that there was potential to change the name of the Committee given its wider remit and that that would be considered during 2024/25 once the academic Non-Executive Director has joined the Board.

21. In addition there will be some changes to operating arrangements which include:

- (a) Drawing out the reporting and assurance with more particularity where possible, including elements of external reporting
- (b) Clarity of reporting of key metrics for Research and Innovation, and legislative compliance
- (c) Risk reporting where appropriate (an action carried over from the 2022/23 review)
- (d) UTS remit of the Committee clarified once granted
- (e) Arrange meetings to take place at education and training facilitates to develop understanding & improve visibility
- (f) Report from chair following research champion events
- (g) Continue work on research governance framework with a focus on its implementation at WAST
- (h) Clarity on the purpose and focus of the Committee to be communicated to the wider organisation (an action carried over from the 2022/23 review)

## **COMMITTEE PRIORITIES**

22. 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 UTS priority is an attendee at the meetings.

23. As can be seen below, progress on agreed priorities has been good:

Priority	Progress
Task and Finish Group to scope out the next 12 months to UTS (including partners, any reciprocal arrangements, conflicts, name change, legislative docket).	The Group has held five meetings and reported to the Committee on a AAA report. An update on UTS progress was provided to the October meeting. The academic NED role profile was endorsed by the Committee in August and the non-executive director recruitment activity has begun. The academic role is out to advert with a closing date of the 29 October 2023. The Group closed its work in March 2024 and provided a close out report in April 2024.
Focus on the research governance framework, which is a new area of oversight for the committee.	A paper was received by the Committee on the Research Governance Framework at their August meeting. The Framework was adopted, and it was asked that all departments within the Trust conduct a self-assessment against the Framework. An update on the Framework return to the Health Council Research Wales was before the Committee at the October and January meetings. Future research governance activity / business will be considered within the agenda setting for the Committee.

24. 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 2024/25:

- (a) Risk reporting where appropriate.
- (b) Review the name of the Committee during 2024/25.
- (c) Clarity on the purpose and focus of the Committee to be communicated to the wider organisation

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

## NEXT STEPS

26. The next steps are as follows:

- (a) Ensure changes to operating arrangements agreed at paragraph 21 are cycled into work programme for review in 2024/25
- (b) Update the cycle of business with revised terms of reference

## **RECOMMENDATION**

27. The Trust Board is requested to

- (a) Receive and note the contents of the Committee Annual Report for 2023/24 and analysis of its effectiveness; and
- (b) Approve the changes to the Terms of Reference.

## ACADEMIC PARTNERSHIP COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS **2023-24**2024-25

#### 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;
  - undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Trust's strategic goals;
  - carrying out specific responsibilities on the Board's behalf; and
  - providing a forum where ideas can be explored in greater detail than Board meetings are able to allow, providing time and space to consider issues in greater depth.

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

- 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 its remit is~~are~~ hereby set out in these formal terms of reference and operating arrangements.

## 2. PURPOSE

2.1 The delegated powers and authority set out in these terms of reference reflects the maturing University Trust Status (UTS) journey and the fact that this committee 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).

2.1.2.2 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:~~

~~2.2~~ ~~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.~~

~~2.3~~ ~~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.~~

2.3.2.4 ~~The Committee will~~ Facilitate ~~ing~~ 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.

2.5 The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.

2.6 The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.

### 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 o~~Oversee ~~its the~~ implementation ~~of the research governance framework~~ in accordance with the ~~Health and Care Research Wales Welsh Government~~ Research Governance Framework ~~for Health and Social Care~~.

### **Corporate Principal Risks and Audits Recommendation Tracker**

- 3.8 ~~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. The Committee will monitor the principal risks relevant to its remit. 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 It will~~Committee will consider the controls and mitigations of ~~high level workforce~~ related risks and provide assurance to the Board that such risks are being effectively controlled and managed.
- 3.9 ~~The Committee will receive and gain assurance from internal and external audits in their remit. It will also monitor management actions to address recommendations via the audit tracker and where appropriate scrutinise the impact of actions in response to audit recommendations.~~

### **Authority**

- 3.8.10 ~~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.~~

3.93.11 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.

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

### **Chair’s Action**

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

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

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

### **Sub-Committees**

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

## **4 MEMBERSHIP**

### **Members**

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

Chair	Non-Executive Director
Members	<u>At least</u> two other Non-Executive Directors of the Board.

## **Prescribed Attendees**

4.2 The core membership will be supported ~~routinely~~ by the attendance of the following at each meeting:-

- Director of Partnerships and Engagement (Committee Lead)
- Director of People and Culture
- Executive Director of Paramedicine
- Director of Digital Services
- Assistant Director for Quality and Nursing (Quality Governance)
- Assistant Director of Clinical Development
- Assistant Director of Research and Innovation
- ~~Research, Innovation, and Improvement Lead~~
- Head of Strategy Development
- Head of Workforce Education & Development
- Director of Corporate Governance/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.

### **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 a



~~written highlight report verbal updates on activity~~, the submission of ~~approved~~ Committee minutes ~~and referral of written reports where appropriate, and~~

- ~~(a)~~ 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 ~~s~~ Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the presentation of an annual report, ~~;~~ 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 2023/24**

### **INTRODUCTION**

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, Committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The Committee met on 18 January 2024 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Committee Chair and Executive Lead ahead of that meeting. This Annual Report reflects on the effectiveness of the Committee in 2023/24 and proposes changes to terms of reference.

### **PURPOSE OF THE COMMITTEE**

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

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

## MEMBERSHIP AND ATTENDANCE

- 6. The Committee met four times as scheduled in 2023/24 and was quorate on each occasion.
- 7. The Committee is supported by the 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 2023/24. The Committee welcomed non prescribed attendees at various meetings as well as external guests.

COMMITTEE ATTENDANCE				
Name	5 April 2023	5 July 2023	9 October 2023	11 January 2024
Ceri Jackson				
Bethan Evans				
Prof Kevin Davies				
Hannah Rowan	Chair			
Chris Turley		Navin Kalia	Navin Kalia	
Lee Brooks				Judith Bryce
Estelle Hitchon				
Andy Swinburn		Jen Lloyd		
Liz Rogers				
Trish Mills				
Hugh Parry				
Damon Turner				
Marcus Viggers				
Julie Boalch				
Jo Kelso				

	Attended
	Deputy attended
	Apologies received
	No longer member/not member

- 8. No changes to membership are proposed at this stage however the new Head of Charity and Fundraising Officer will both be prescribed attendees when they are recruited.

## COMMITTEE'S VIEWS ON EFFECTIVENESS

9. 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 discussions at the 18 January Committee meeting.
10. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Seventeen questionnaires were sent out with 11 responses being returned (a 64.7% return rate which was better than last year's which was 47%).
11. Respondents were asked 27 questions and were encouraged to provide free text answers to explain or expand on their choices. The responses were reviewed by the Committee on 18 January against the same questions from last year. Whilst priorities were set and cycles of business were in place, there were a number of challenging discussions this year on the future direction, resourcing, and governance of the Charity. The Corporate Trustee similarly had stretching but helpful discussions on their role and how that differed to their role as members of the Trust Board. Meetings of both the Charity Committee and the Corporate Trustee in Quarter 3 clarified some of the issues here. Whilst no doubt the turbulence of the issues members faced this year is reflected in responses to questions, the appointment of a single executive lead and the recruitment in 2024 of a Head of Charity and thereafter a Fundraising Manager will provide the much-needed focus, skills, knowledge, and governance support the Charity needs to deliver the strategic direction it has set.
12. The challenge was felt to have been positive in shaping the future direction of the Charity as a strategic enabler and supporting its growth.
13. The Committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the Committee and in this respect, it has discharged its responsibilities in providing assurance to the Board. The Committee's business in 2023/24 included:
  - (a) The charity commissioned a **strategic review** and Tarnside Consulting presented a series of options for consideration:
    - Option 1 – grass roots: Fundraising as a service function with modest growth in fundraised income;
    - Option 2 – strategic enabler: Fundraising as a strategic enabler with significant growth in fundraised income targeting larger charitable trusts and major giving from individuals; and

- Option 3 – enhanced strategic delivery: WAST as a fundraising organisation with significant growth in all income streams.

Option 2 was recommended to the Corporate Trustee and was approved.

- (b) At its July and October meetings the **resourcing of the Charity** was discussed in detail as were differing models to fund this. It was subsequently agreed at the November Corporate Trustee meeting to approve the recruitment of a Head of Charity and Charity Fundraising Officer for an initial period of two years with the contribution of support funding based on an apportionment of 70% Charity and 30% Trust in year one, and 85%/15 in year two.
- (c) A **Charity Governance Report** was presented to the Committee which members felt provided a level of both information on constitutional elements and assurance on Trustee duties. This paper was also presented to the November Corporate Trustee meeting.
- (d) **Lived experiences** from those who have benefited from charitable funds was a welcomed introduction this year as a result of the 2022/23 effectiveness review. The Committee heard from:
- Bron Rebelo and Angela Roberts who took part in **Mind Over Mountains** events funded by the charity, which offers our people professional mental health support, bringing together hill-walking, mindfulness and time with experienced coaches and counsellors in an unhurried, unpressured setting;
  - Laura Wilson, Learning and Development Manager. Laura is a paramedic who accessed the bursary to support her **Masters in leadership, management and research** which will enhance her role in the learning and education team;
  - The Hazardous Areas Response Team's (HART) about their application to the Bids Panel for a **memorial garden and staff welfare area**; and
  - Toni-Marie Norman spoke of her journey since starting with the Trust as an administration assistant, the bursary support allowed her to pursue the **Business Management degree**, which enabled her to undertake various secondments within WAST from project support to resource co-ordination. and Toni-Marie is currently working as a Deputy Business Manager within the Operations Directorate. Toni-Marie started a Master's in Technology and Management in October.

- (e) A **financial report** was received at each meeting setting out fund balances and investment units. Details of the ethical and responsible investment policy of the Charity Investment Fund was also received. The Charity was successful in its application for a number of **grants from NHS Charities Together** this year and the Committee reviewed these and will focus on the progress against set milestones for these grants in 2024/25. The Committee approved interim governance arrangements for grants at its July meeting, confirming they will be the forum at which grant applications are approved in the interim.
- (f) The **Bids Panel** and the **Bursary Panel** reported on the applications it reviewed and approved. Each of these were reported to the Corporate Trustee by way of the Committee AAA report after each meeting.
- (g) The Committee approved the **Charitable Funds Investment Policy** in July.
- (h) A **charity risk register** was developed, and the Committee reviewed the articulation of risks related to governance and to reputational damage due to late filing of the annual return and accounts. Several other risks have been identified including resource and capacity to manage the Charity; Trustees – skills, roles and responsibilities and training; compliance with legal and regulatory frameworks; grants – administration, meeting conditions and evidence; governance and management of funds; and volunteer fundraising.
- (i) With respect to the risk related to volunteer fundraising, updates were provided on the **governance and fundraising of Community First Responders** (CFRs). The Volunteer Team are endeavoured to establish the fundraising landscape of CFRs with further proactive engagement with CFRs at the Volunteer’s Conferences. The Committee received a summary of this at their January 2024 meeting and agreed that this would be referred to the Executive Leadership Team to recommend a way forward given that CFRs come under the purview of the Trust rather than the charity.
- (j) Options for the examination of the charity accounts for 2022-23 were discussed and a recommendation for the charity to return to an **independent examination of the 2022-23 charity accounts** was made to the Corporate Trustees given that a full audit was carried out in 2021-22. Development of the 2022-23 annual report and annual return was steered by a Charity Annual Filings Task and Finish Group reporting to the Assistant Directors Leadership Team. The unamended and unqualified independent examination of the **financial accounts and the annual report 2022/23** were presented to the

Committee in January 2024. Both were recommended to the Corporate Trustee for approval ahead of their submission to the Charity Commission.

- (k) Each meeting included a **reflections** session which was included a range of views on items before the members. These included *from the April meeting* - good attendance and quality of discussion; openness and honesty; succinct presentation on strategy but would have preferred it to be more directive with advice; good to hear of a lived experience if not somewhat operationally focused at times; *from the July meeting* - sense of momentum on the future direction of the charity; good quality and succinct reports; good discussion and debate; easy and comfortable to contribute; feels like we are covering the right content; diverse input; conversation reflects where we are on our journey as a charity and demonstrates the opportunities ahead of us; feeling of optimism and enthusiasm; *from the October meeting* - good and collegiate discussion, however members noted that the issue of resourcing had been discussed multiple times and there was a need to make a decision on this as soon as possible; charity is moving forward incrementally but in small steps without dedicated resourcing.
- (l) The **charitable funds task and finish group** completed its work this year and details of its work are set out below.
- (m) The Committee **cycle of business** was approved.
- (n) The **annual effectiveness review** was conducted in the January 2024 meeting.

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

## **SUB-COMMITTEES AND TASK AND FINISH GROUPS**

- 15. The Bids Panel and Bursary Panel are the established sub-committees of the Charity Committee. As set out above, they report to the Committee by way of a AAA report and the Committee in turn reports to the Corporate Trustees on their work. The Panels were temporarily stood down in 2023 and then reinstated in January 2024, with the Bids Panel having a reduced threshold of £5k.
- 16. A Charitable Funds Task and Finish Group was established in 2022/23 to review various aspects of the charity's governance in parallel to the development of the

strategy for the charity. The group reported to the Committee at each meeting and closed their work in July noting progress against its work plan as follows:

- (a) Review options for the ways in which charitable funds are held: A number of options were explored and a helpful presentation on both the historic and current position of the funds was provided by the finance team. Whilst in principle the Group was in favour of centralising funds with a transition plan, much of this work depends upon the strategic direction of the Charity and it was felt that the Group had gone as far as it could go on reviewing the options pending this.
- (b) Review options to devolve authority to directorate fund managers: Linked to (a) the options to devolve authority to fund managers depends upon whether funds are held centrally or regionally, or in specific fund pots.
- (c) Consider the fundraising arrangements for Community First Responders: Due to a number of pressures on the volunteer team the Group were unable to progress this element of its work programme very far. Issues of CFR fundraising governance were discussed at the October Committee meeting as a standalone item.
- (d) Recommend a suite of policies and procedures for the charity: The revised Investment Policy was approved by the Charity Committee on 5 July 2023. The Group recommended policies to consider including a fundraising policy.
- (e) Develop a charity risk register: Risks were discussed by the Group leading to the papers on risk provided to the Committee and the development of the charity risk register.
- (f) Develop a charity compliance register: A charity governance reporting including the duties of trustees was presented to the October meeting as were the requirements and approach to the 2021-22 annual report and annual return.
- (g) Develop a Board development session on charity governance: An NHS Wales Board Secretaries session took place on 6 April facilitated by NWSSP Legal and Risk.

17. The Committee agreed that the Group had, as much as was possible at this stage, completed its work pending further work to be advanced on the charity's strategic direction by a dedicated charity leadership resource.

## **PROPOSED CHANGES TO THE TERMS OF REFERENCE**

18. Extensive changes to the Terms of Reference for this Committee were made during the effectiveness reviews held in 2022. The proposed changes for 2024/25 align to the governance discussions held this year on the purpose of the Committee, clarity on its connection to the Corporate Trustee, and the need to make decisions with public benefit in mind. The level of approvals for the use of charitable funds has been reduced in line with changes on delegations for the Bids Panel. The changes in the Terms of Reference are marked up in [Annex 1] and include and a reduction in the non-executive director membership of the Committee from four to three (including the Committee Chair).
19. In addition, there will be some changes to operating arrangements which include:
- (a) Ensure that all actions are closed off appropriately in meeting and on actions and decisions logs.
  - (b) A separate Trade Union Partner (TUP) session is planned with Committee Chairs regarding their role on Committees and the Board.
  - (c) Committee and Corporate Trustee development session to be arranged in 2024/25 when Head of Charity in post.
  - (d) The effectiveness survey questions for 2024/25 to be tailored to the Charity and relationship with Corporate Trustee.
  - (e) Separate Corporate Trustee meetings will be held at least twice a year, and the Charity Committee AAA report will be listed separately on Board agenda in between these meetings.
  - (f) Consideration for member visibility to be increased through a bespoke list of areas/teams to visit and bringing back a short report on that in addition to the lived experience, as well as consideration for a spotlight on the Charity at future roadshows.

## **COMMITTEE PRIORITIES**

20. The Committee received an update on progress against its priorities at each meeting and as can be seen below, progress on agreed priorities has been good:
- (a) Priority 1: To oversee implementation of 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.  
As can be seen above, the focus of this year's work plan was on the strategic review which has resulted in a direction of travel agreed by the Corporate Trustee and a plan to resource the charity.

- (b) Priority 2: 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.  
As can be seen above, the Task and Finish Group discussed charity risks and a stand-alone report was brought through to the Committee and risks are now a standing item.
21. 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 2024/25:
- (a) Monitoring the recruitment of the Head of Charity and Fundraising Officer and their objectives.
  - (b) Ensure a development session is held at an agreed time with respect to duties and responsibilities of Trustees.
  - (c) Ensure that the work of the Charity and its governance arrangements and those involved in the Charity's leadership and decision-making, are more visible internally and externally.
22. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.

## **NEXT STEPS**

23. The next steps are as follows:
- (a) Ensure changes to operating arrangements agreed at paragraph 19 are cycled into the work programme for review in 2024/25
  - (b) Update the cycle of business with revised terms of reference

## **RECOMMENDATION**

24. The Corporate Trustee is requested to
- (a) Receive and note the contents of the Committee Annual Report for 2023/24 and analysis of its effectiveness; and
  - (b) Approve the changes to the Terms of Reference.

## CHARITY COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS **2023/24**2024/25

#### 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 which covers charitable funds and that is to be known as the **Charity Committee** "the Committee". The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

1.3. The Board Committees play an important role in supporting the Board in fulfilling its responsibilities by:

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

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

#### 2. CONSTITUTION AND PURPOSE



- 2.1 The Welsh Ambulance Services NHS Trust Charity<sup>1</sup> (registration number 1050084) is registered as a charity with the Charity Commission for England and Wales.
- 2.2 The governing body of NHS bodies act as the corporate trustee in administration of charitable funds. The members of the governing body are not themselves individual trustees, therefore, for the WAST Charity the Welsh Ambulance Services NHS Trust is the corporate trustee. The Trust's Standing Orders at section A (iii) state that all business shall be conducted in the name of Welsh Ambulance Services National Health Service Trust, and all funds received in trust shall be held in the name of the Trust as a corporate Trustee.~~The Welsh Ambulance Services NHS Trust is a corporate body in its own right. It is led by a Board of Directors comprising a Chair, Vice-Chair, six Non-Executive Directors, a Chief Executive, an Executive Director of Finance & Corporate Resources and 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 Corporate~~ Trustees that charitable funds are accounted for, deployed, and invested in line with legal and statutory requirements, taking account of the public benefit guidance.
  - (c) Consider and endorse the annual report and accounts for approval by the ~~Board of Corporate~~ Trustees.
  - (d) Raise the profile and reputation of the charity within the Trust.
- 2.4 -The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.
- 2.5 The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and

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<sup>1</sup> Noting that a change of name is required in line with the Trust receiving University Trust Status on 1 April 2024

decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.

## 2. 3.—DELEGATED POWERS AND AUTHORITY

### 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; be aware of and have regard to the guidance on public benefit.
- 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 any panels or sub-committees established by the Committee 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~~ Consider and authorise expenditure with a value above £50,000, ensuring that it is accompanied by subject to a recommendation from the Executive Leadership Team. Any recommendation should have the support of the Director of Partnerships and Engagement as Executive lead and the endorsement from the Executive Director of Finance and Corporate Resources as Treasurer.
- 3.8 Receive periodic income and expenditure statements.

- 3.9 Receive and endorse the annual report and accounts and consider the annual report from the auditors before submission to the Corporate 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 will monitor the principal risks relevant to its remit and 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 controls and mitigations of ~~high-level related~~ risks and provide assurance to the Board that such risks are being effectively controlled and managed.

3.18 The Committee will receive and gain assurance from internal and external audits in their remit. It will also monitor management actions to address recommendations via the audit tracker and where appropriate scrutinise the impact of actions in response to audit recommendations.

## 4. AUTHORITY

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

- (a) Approve charitable expenditure over £50,000;
- (b) Approve plans and strategies that ~~compliment~~complement 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.)

4.2 When making decisions about charitable expenditure trustees must have regard to the guidance on public benefit and should:

- (a) Act within its powers

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

## **Chair's Action**

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

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

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

## **5. MEMBERSHIP**

### **Members**

5.1 The membership of the Committee will comprise:

Chair	Non-Executive Director
Members	<u>Two</u> 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.

### **Prescribed Attendees**

5.4 The core membership will be supported ~~routinely~~ by the attendance of the following at each meeting:

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

### **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/Corporate Trustee
- 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 People and Culture.

## **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 and otherwise as the Committee Chair deems necessary - consistent with the Trust's annual 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~~ Corporate Trustee for its performance in exercising the functions set out in these terms of reference.

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

## 9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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

- Quorum – as set out in section 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 2023/24**

### **INTRODUCTION**

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, Committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The Committee met on 19 March 2024 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Committee Chair and Executive Leads ahead of that meeting. This Annual Report reflects on the effectiveness of the Committee in 2023/24 and proposes changes to terms of reference.

### **PURPOSE OF THE COMMITTEE**

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

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

## **MEMBERSHIP AND ATTENDANCE**

6. The Committee met six times in private and in public as scheduled in 2023/24 and was quorate on each occasion.
7. The Committee is supported by the Chair and three Non-Executive Directors as members, and several prescribed attendees with good attendance.
8. The chart below illustrates attendance of members and prescribed attendees as listed in the terms of reference for 2023/24. The Committee welcomed non prescribed attendees at various meetings as well as external guests.
9. It is not intended to change the membership of the Committee other than the introduction of Peter Curran, Non-Executive Director, as a member. This was welcomed particularly as he has a strong finance background.

COMMITTEE ATTENDANCE						
Name	15 May 2023	17 July 2023	18 Sep 2023	13 Nov 2023	15 Jan 2024	19 Mar 2024
Joga Singh						
Kevin Davies	Until 11.30am	Chair				
Bethan Evans						
Ceri Jackson						
Martin Turner		Left at 11.30	Left at 12.00			
Peter Curran						
Chris Turley		Navin Kalia				
Rachel Marsh		Hugh Bennett			Left 11-12	Hugh Bennett <sup>1</sup>
Lee Brooks	Sonia Thompson	Judith Bryce <sup>2</sup>	Judith Bryce		Jon Edwards	
Liam Williams	Wendy Herbert			J Turnbull-Ross		Left 11.30 <sup>3</sup>
Angie Lewis	Liz Rogers					Left 11.30
Jonny Sammut						
Leanne Smith			Aled Williams			
Hugh Parry						From 10.00am
Damon Turner						
Trish Mills				Julie Boalch		

	Attended
	Deputy attended
	Apologies received
	No longer member

## COMMITTEE'S 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 19 March 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 seven responses being returned (a 43.75% return rate which is better than 2022/23).
12. Respondents were asked 27 questions and were encouraged to provide free text answers to explain or expand on their choices. It is often difficult to pinpoint the exact issue or example in mind when reviewing the free text, however all responses were discussed with the Chair and Executive Leads. The responses were also reviewed by the Committee on 19 March against the same questions from last year and the majority of the scores were an improvement from 2022/23.
13. With respect to the remit and volume work of the Committee, whilst it was felt that the agenda could be challenging at times, the remit is appropriate, balanced, and achievable. With respect to Trade Union Partner contributions, a more focused discussion with Committee Chairs and Trade Union colleagues is planned to ensure that they are supported in these meetings. With respect to team working, there

was a view that there was not a strong holding to account for late papers. This was discussed with the Chair and Executive Leads, and it was acknowledged that the MIQPR is often a late addition to ensure timeliness of data, but that it was important to ensure discipline for the majority of papers to be available seven days before the meeting to enable members plenty of time to read and digest them, and to seek any clarifications from Executives. This was usually achieved throughout the year.

14. Clarity on the role of this Committee regarding oversight of the Monthly Integrated Quality and Performance Report (MIQPR) was sought as opposed to the oversight of the People and Culture Committee and Quest Committee. A refresher on the MIQPR will be provided for the Board in 2024/25 to provide this.
15. Bringing in the full remit of the information governance and security was sought, which has been done for 2024/25. Other areas of focus included the need to ensure that agenda items and actions are closed off and that there is more time to offer up reflections at the end of the meeting. There were some mixed views on the Committee leadership, however there was no elaboration where respondents disagreed, noting however that Committee Chair encouraged free-flowing debate without asserting too strong a personal view on members.
16. As with other Board Committees, the question related to visibility of Committee members scored poorly. Given that there is a Board visits Standard Operating Procedure in place which illustrates members visibility, it is anticipated that this question will be omitted from the 2024/25 survey. The rationale being that it is unlikely, no matter how visible a Non-Executive or Executive Director may be, that that will always resonate with each Committee.
17. Good practice drawn out in responses included:
  - The Chair allows free flowing debate and does not impose strong personal views.
  - Feedback to the Board reflects challenge and scrutiny by members.
  - Reports / information given to the Committee is of high quality.
  - Clear reporting and escalations to the Board via AAA report.
  - Strong focus on appropriate business, with balanced agenda and diverse topics.

18. Areas to strengthen include:

- Clarity on which areas of the MIQPR the Committee should be reviewing vs other Committees.
- Increase those with finance skills / experience within the membership.
- Holding the Executive to account for delays or missing assurances.
- Greater clarity on managing and closing off actions.
- Improving visibility – more visits / publication of visits to relevant stakeholders.
- Greater contributions from TU Partners

19. The Committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the Committee and in this respect, it has discharged its responsibilities in providing assurance to the Board. The Committee's business in 2023/24 included the following, full details of which are in the Committee's AAA reports and minutes provided to the Board:

- 19.1. **Operational updates** are received at each meeting and often generate a good deal of discussion, particularly related to system pressures.
- 19.2. The proposed **Board and Committee Level Key Performance Indicators for 2023/24** were presented to the Committee and endorsed at their July meeting. Additionally, the **MIQPR** is monitored at each meeting, with a particular focus on handover delays, lost hours and system pressures and the effect of this on performance. Notwithstanding this, good performance was noted throughout the year on ROSC (return of spontaneous circulation), Ambulance Care, and 111 performance.
- 19.3. **Financial performance** was monitored at each meeting, including budget position on revenue and capital. In addition to reviewing risk 139 (*the failure to deliver our statutory financial duties in accordance with legislation*) at each meeting and following its change in scores in the latter part of the financial year. There was a deep dive conducted on the risk in Month 1. The Board was alerted in September and November with respect to the clarity of funding sources for the additional 100 WTE appointed in 2022/23.
- 19.4. The Initial **2024/25 Revenue Budget** was received and endorsed by the Committee in February 2024.

- 19.5. The final 2022/23 **financial performance report for Month 12** was presented at the May 2023 meeting with a small revenue surplus reported of £62k, capital expenditure fully spent, and gross savings of £4.392m have been achieved against a target of £4.300m. In addition, the Public Sector Payment Policy was reported as on track with performance, against a target of 95%, of 97.4% for the number, and 97.8% of the value of non NHS invoices paid within 30 days. The Committee congratulated all directorates for achieving this end of year position.
- 19.6. The Committee received regular reporting on the **financial sustainability programme** and the identified initiatives including the support services review; service review; recruitment control panel; operations savings group; and income generation group.
- 19.7. The **Capital Assurance: Vehicle Replacement Programme Internal Audit** (reasonable assurance) was received at the March 2024 meeting.
- 19.8. The Committee received an update on the delivery of the **Integrated Medium Term Plan** (IMTP) 2023-26 at each meeting with issues of delivery escalated where necessary. In May 2023 it reviewed the end of year position with respect to the 2022-25 IMTP and congratulated the team for the significant amount of work that was achieved against the backdrop of a very difficult Winter in 2022/23 and prolonged industrial action. Updates on the development of the IMTP 2024-27 were received, as was the final version for endorsement to the Board in March 2024.
- 19.9. The **Strategy Development Internal Audit** (reasonable assurance) was received at the March 2024 meeting.
- 19.10. The **structure and governance for the Strategic Transformation Board** and its programmes was reviewed and the Committee was assured that these were appropriate and clear
- 19.11. The Committee received a number of reports on **Emergency Preparedness, Resilience and Response (EPRR)** and were assured as to EPRR arrangements and leadership. The **Welsh Government Annual Emergency Planning Report** was also reviewed regarding the Trust's compliance and readiness to meet its obligations under the Civil Contingencies Act 2004. Later in the year risk 594 (the Trust's inability to provide a civil contingency response in the event of a major incident and

maintain business continuity causing patient harm and death) increased in score from 15 to 20 and was escalated to the Board.

- 19.12. The Committee was assured that good progress was being made against the applicable actions for WAST from the **Manchester Arena Inquiry**. The Trust's **Incident Response Plan v.2.0** was presented in private session in November 2023. The updates to the plan include recommendations from the Manchester Arena Inquiry.
- 19.13. The **Business Continuity Annual Report** was received in November 2023 and also presented at Board. The Committee were assured that the necessary plans and business continuity arrangements are in place for the most significant risks. The Trust also holds plans for terror attacks, disruption of telecommunications, extremes of weather, flooding etc.
- 19.14. The Committee has the review of matters relating to **demand and capacity** plans in their remit and an update was received at this meeting. The EMS, NEPTS and 111 demand and capacity reviews were discussed as were current packages of work. Notwithstanding the absence of a formal framework, the Committee was reassured that the Trust's focus on forecasting and modelling, with both external and internal support, was strong and has led to significant transformation work programmes. At the March 2024 meeting a verbal update was received on the **strategic demand and capacity review**. A tactical **Winter forecasting and modelling report for 2023/24** was received in November 2023.
- 19.15. An update on the Decarbonisation Action Plan (DAP) was received by way of the **Environment, Decarbonisation and Sustainability Update** for April 2023, September 2023 and January 2024. The DAP has a range of actions which frame the Trust's decarbonisation response. Notwithstanding the very positive progress, the sheer volume of work, resource and capacity constraints remains of concern for WAST's delivery of the DAP – an issue which all NHS Wales organisations are experiencing, as set out in the limited assurance **internal audit on Decarbonisation**. The Committee noted that this review was conducted across all NHS Wales Health Bodies and that all have been given a limited assurance rated, therefore WAST is not an outlier. The significant work the Trust has been undertaking to address the requirements of the DAP were recognised in the report, however the overall rating reflects the complexity and range of risks associated with this area

which, along with the financial shortfalls, impacts on the Trust's ability to deliver on the wider decarbonisation agenda.

- 19.16. In September the Committee escalated to the Board the fact that the **Sustainability Report**, which they later approved, presented a headline value of a significant increase in WAST's carbon emissions between 2021/22 and 2022/23. This significant increase is predominantly due to a change in the data collection required by Welsh Government and the inclusion of aspects of emissions data which were previously not applicable. Some areas of good progress and reductions in emissions were also highlighted. The Committee was assured that, in line with other NHS Wales organisations, WAST has conducted a detailed independent inspection of all sites within scope, which details a nil return in relation to the presence of **Reinforced Autoclaved Aerated Concrete (RAAC)** in all buildings up to 2000.
- 19.17. In September 2023 and March 2024 updates were received on progress against the April 2022 limited assurance **Waste Management Internal Audit** with revised actions noted for the outstanding recommendations. One recommendation was for the presentation to this Committee of an **Annual Waste Report** which was received at the September meeting.
- 19.18. The annual **Fire Safety Compliance** report was received by the Committee in January 2024 with no issues to escalate to the Board. The limited assurance (All Wales) **Estates Condition Internal Audit Report** was received, and it was noted that this was limited across all NHS Wales Health Bodies, therefore WAST is not an outlier. The rating is based on the lack of a funded strategy to address the backlog of maintenance and the inconsistency of reporting across Wales.
- 19.19. The **Electronic Patient Care Record (ePCR) Benefits Realisation** report was received in May 2023 which had streamlined the benefits and included a five year plan to realize benefits for ePCR which will now be transitioned to business as usual, and owners identified to take these forward. Assurance on the decommissioning of the digital pen patient clinical report system following an extension to ensure patient information was also provided.
- 19.20. A Welsh Government gateway review of the WAST **Mobile Data Vehicle Solutions** was received in September 2023, with an overall delivery confidence assessment of Amber/Green, meaning successful delivery

appears probable, however constant attention will be needed to ensure risks do not materialise into major issues threatening delivery. Five recommendations were made to assist in ensuring a successful project outcome is achieved and these have been satisfactorily progressed. A third and final project assessment review will be planned for 12 months post project completion.

- 19.21. In September 2023 the Committee noted the recent **review of the national commissioning functions**. This included the Welsh Health Specialised Services Committee (WHSSC), the National Collaborative Commissioning Unit (NCCU) and the emerging 111 commissioning arrangements. The key outcome is that by the 1 April 2024 WHSSC, the NCCU and the 111 commissioning arrangements, will be merged into one national commissioning function. Benefits are potentially to be realised by combining 111 commissioning with EMS and NEPTS (non-emergency patient transport service) commissioning. The **111 Commissioning Advisory Report** from Internal Audit was received in January 2024 looking at 111 commissioning arrangements with the Committee noting that there are elements of that which are within the control of commissioners rather than WAST and that new national commissioning arrangements will be in place from 1 April 2024.
- 19.22. **Value based healthcare updates** were received in November 2023 and March 2024 which set out the progress of the key workstreams within its portfolio. The work programme includes the following seven workstreams – Patient Recorded Outcome Measures (PROMS), Patient Data Linkage, Patient Recorded Experience Measures (PREMS), Patient Level Information and Costing System (PLICS), Revenue Business Case Process, Evaluation Framework & Methodology, and Benchmarking. All workstreams are progressing well.
- 19.23. The Committee reviewed the reasonable assurance **IM&T Infrastructure Internal Audit Report** (reasonable assurance), the overall objective of which was to provide assurance over the management and operation of the WAST Information Management and Technology (IM&T) Infrastructure. The reasonable assurance **ICT Capital Management Internal Audit** (reasonable assurance) was received at the March 2024 meeting.
- 19.24. A priority of the Committee for 2023/24 was the oversight and monitoring of the **digital strategy**. The Committee reviewed progress on the plan in

September and approved key digital system and service metrics to support monitoring of this area. Progress against the four missions in the strategy of 'digital patient', 'digital workplace', 'intelligence through data', and 'digital foundations' since 2022 has been significant and ranges from implementation of ePCR and ECNS, to EMS CAD, telephony and network upgrades, and clinical intelligence data layers and dashboards. Notwithstanding this excellent work, gaps in the plan have been identified as were vacancies in the team.

19.25. The initial suite of **Digital KPIs** was received in September 2023 to provide assurance on the performance, work activities and contribution of the Digital Directorate to the Trust's Strategy and IMTP. These were monitored in subsequent meetings. In private session members were presented with the cyber highlight report for the period April to July 2023 and a detailed cyber activity report for July 2023.

19.26. The reasonable assurance **Cyber Security Internal Audit Report** was reviewed in private session due to confidentiality.

19.27. Members **reflections** after each meeting included:

- Diversity of the agenda which was supported by a more structured cycle of business.
- Flexibility from the Chair and members in taking some items out of order to allow the free flowing of discussion was effective.
- Due to the lateness of papers for the May 2023 meeting (predominantly the open agenda) it was difficult to allocate time with predictability in the week prior and members sought to see improvements in this.
- It was noted that the completion of cycles of business for all Committees will provide predictability and that a paper will be presented to ELT on 7 June setting out meeting timelines.
- Good focus on the impact of the financial challenges on our patients and our people.
- The financial position of the Trust has a direct impact on the ability of the Trust to deliver a safe service and acknowledged the direct relationship between organisational performance and patient safety and outcomes. The Members were assured that all actions within the Trust's control were being taken to mitigate the risks and issues observed but expressed concern over the continued challenges exacerbated by wider system pressures.

- Challenge of balancing volume of papers and presentation time is one that will have particular focus at effectiveness reviews this year.
- Interaction with presenters who do not normally attend the meeting could be improved. Members felt that this was not in any way to indicate a lack of respect and thanked those presenters for the clarity of their papers and messages.
- Welcomed scrutiny, challenge, and support on the financial position.
- Internal Auditors and Audit Wales were present which was appreciated.
- The quality of papers was good which allows members to scrutinise and question, and responses from management were clear.
- From a financial perspective the papers were clear and transparent, and the answers were well made, so members were assured that the outturn for this year and next year's budget have been fully thought out.
- Good to see a pragmatic approach to closing down audit actions when nothing further can be advanced by the Trust.
- The focus on our people was welcomed as being considered alongside the financial and performance aspects.

19.28. The **backlog of policies** – particularly those relevant to this Committee - was reviewed and escalated to the Board as an alert. A priority order of policies for review in 2023/24 was endorsed.

19.29. The Committee **cycle of business** was approved.

19.30. In the February 2024 closed session members received an update on the **CAS replacement programme** with the Committee receiving assurance that the programme is on track for go live on 30<sup>th</sup> April 2024. The level of commitment demonstrated by the team working on this was recognised by the members and they were thanked for their intense focus.

19.31. **Risks** relevant to this Committee are reviewed at each meeting and the agenda is driven by these risks. The highest rated risks, 139 (failure to deliver our statutory financial duties in accordance with legislation) and 594 (the Trust's inability to provide a civil contingency response in the event of a major incident and maintain business continuity causing patient harm and death), were the focus and drive agenda setting. Other risks related to cyber security, loss of critical IT systems, and recurrent funding from commissioners were reviewed regularly.

- 19.32. The **annual effectiveness review** was conducted in the March 2024 meeting.
- 19.33. The revised **Audit** tracker and process was reviewed, and good progress is being made to close management recommendations.
- 19.34. The **Committee's priorities for 2023/24** are reviewed at each meeting and a more detailed update appears later in this report. The Committee also reviews progress against its cycle of business at each meeting.
20. In private session the Committee took matters that were commercially sensitive and confidential. Most matters made their way to the Trust Board private session and where appropriate were reported in open session in accordance with the Standing Orders. Other matters taken in private session included the capital programme and prioritisation.
21. The Board received a highlight (AAA) report from this Committee by email circulation following each meeting which included alerts, advice, and areas of assurance. Where there was a shorter proximity of the meeting of this Committee and the Board meeting, that report was provided verbally by the Chair and captured in the Board's minutes.
22. The Committee is not serviced by any Sub-Committees or task and finish groups that this time.

## **PROPOSED CHANGES TO THE TERMS OF REFERENCE**

23. Extensive changes to the Terms of Reference for this Committee were made during the effectiveness reviews held in 2022. The changes this year include feedback from the Committee following the survey and the meeting on 19 March. The changes in the Terms of Reference are marked up in [Annex 1] and include:
- The information governance and information security remit has been transferred from the Quality, Patient Experience and Safety Committee. This will allow all areas of digital to be within the remit of this Committee, including IT infrastructure and strategy, information governance and information security, and cyber security. The Director of Digital who is the Senior Information Risk Officer (SIRO) and the Executive Director of Quality and Nursing who is the Caldicott Guardian are both members of this Committee.

- Paragraph 3.18 has been amended to provide that directorate specific plans aligned to the long term strategy 'Delivering Excellence' will be *received* by this Committee rather than *reviewed for alignment*. It is a matter for the Committees who have specific remit over a plan to ensure alignment, for example when the People and Culture Plan was reviewed by the People and Culture Committee they were assured as to alignment to the long term strategy. The amendment will require new 'plans' to be received and shown on an organogram of aligned plans to the long term strategy.
- Clarity that the Audit Committee will receive assurance on the *implementation* of the Quality and Performance Management Framework and that this Committee will receive assurance on its *effectiveness and the value of outcomes* the framework produces.
- A change in the narrative on assurance to provide clarity on approach.
- Changes in the narrative on risk and audit to streamline responsibilities.
- Specific chair's action provision inserted, particularly given the significant number of policies which are due for approval in 2024/25.

24. Changes in operating arrangements in 2024/25 to address issues raised in the survey will include:
- MIQPR orientation refresher: interpretation and triangulation – to be scheduled in 2024/25
  - Trade Union Partner and Committee Chair induction session to be held.

## COMMITTEE PRIORITIES

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

Priority	Progress
<p>Focused oversight on the implementation of the digital strategy.</p>	<ul style="list-style-type: none"> <li>• A Digital Strategy Plan update was given to the Committee at its meeting on the 18 September 2023 by the Interim Director of Digital Services. This report gave a snapshot of the current position and relevant data from the period 01 April 2023 – 31 July 2023.</li> <li>• At the September meeting the Committee also</li> </ul>

Priority	Progress
	<p>endorsed the related metrics as presented by the Interim Director of Digital Services. The metrics for digital systems infrastructure will be received (in line with the agreed reporting) on 13 November 2023.</p> <ul style="list-style-type: none"> <li>• In September, the Committee noted that the recent appointment of the new Director of Digital Services may affect the strategy implementation timeline.</li> <li>• In November, the Committee noted that an update on the progress against the Digital Strategy would likely be programmed for either the January or March 2024 meeting of the Committee.</li> <li>• Receipt of an update on the implementation of the Digital Strategy will be programmed for the May 2024 meeting of the Committee.</li> </ul>
<p>Focused oversight on the implementation of the Quality and Performance Management Framework (QPMF)</p>	<p>As of September 2023, oversight of this has moved to the Audit Committee. The Committee's ToR require that it "review the effectiveness of the Trust's Quality and Performance Management Framework and receive assurance on the value of outcomes produced by the framework".</p> <p>As above, the Committee will remain responsible for reviewing of the effectiveness of the QPMF once the Framework has been implemented. The Committee Cycle of Business will be updated to reflect the change in oversight of implementation of the Framework to Audit Committee.</p>

26. 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 2024/25:
- (a) The development and approval of the Digital Plan.
  - (b) Oversight of the potential commercialisation streams in the Financial Sustainability Programme.
  - (c) Focus on the new elements of its terms of reference relating to Information Governance and Information Security.
27. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.

## **NEXT STEPS**

28. The next steps are to update the cycle of business with revised terms of reference

## **RECOMMENDATION**

29. The Trust Board is requested to
- (a) Receive and note the contents of the Committee Annual Report for 2023/24 and analysis of its effectiveness; and
  - (b) Approve the changes to the Terms of Reference and operating arrangements.

## FINANCE AND PERFORMANCE COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2023/242024/25

#### 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;
  - undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Trust's strategic goals;
  - carrying out specific responsibilities on the Board's behalf; and
  - providing a forum where ideas can be explored in greater detail than Board meetings are able to allow, providing time and space to consider issues in greater depth.

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

#### 2. PURPOSE

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



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NHS  
WALES

Ymddiriedolaeth Brifysgol GIG  
Gwasanaethau Ambiwylans Cymru  
Welsh Ambulance Services  
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- 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 information governance and information security; and
- 2.8.2.9 business continuity including emergency preparedness, resilience and response, cyber security, and cyber resilience.
- 2.9.2.10 The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.
- 2.11 The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.

### 3. DELEGATED POWERS AND AUTHORITY

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, efficiency review implementation and required savings targets;
- 3.4 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;
- 3.5 Receive 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;
- 3.6 Receive, review and ensure mitigation of financial risks of delivery of plans;
- 3.7 Monitor progress against a range of key developments and capital schemes, either in development through the business case process or in implementation;
- 3.8 Review performance against the relevant Welsh Government financial requirements;

#### Value Based Healthcare

- 3.9 ~~Receive assurance on ensure~~ delivery of core aims in relation to delivering value and development of value based health care in an out of hospital setting;

## Performance

- 3.10 Review performance against targets and standards set by Commissioners and/or Welsh Government for the Trust and, where appropriate, against national ambulance quality indicators;
- 3.11 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;
- 3.12 Review the effectiveness of the Trust's Quality and Performance Management Framework and receive assurance on the value of outcomes produced by the framework, noting that in 2024/25 the Audit Committee will receive assurance on the implementation of the framework;
- 3.13 ~~agree~~ Endorse and monitor progress against Trust wide key performance indicators and ensure the development of robust intelligent targets;
- 3.14 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;

## Planning

- 3.15 oversee and contribute to the development of the Trust's long term strategy 'Delivering Excellence: Our vision for 2030', and make recommendations to the Board for its approval/amendment;
- 3.16 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;
- 3.17 Monitor the effectiveness of commissioning arrangements with the Local Health Boards via the ~~Emergency Ambulance Services Committee~~appropriate commissioning forums;
- 3.18 ~~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; and~~  
Hold a central overview of all service or directorate specific long term plans that align to the long term strategy. These plans will be reviewed for alignment by the relevant Committee first and their implementation will be guided by the IMTP or relevant local directorate plans;

- 3.19 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**

- 3.20 Oversee, contribute to, and ~~receive assurance on~~ monitor the implementation of, the Estate ~~Strategy~~Plan.
- 3.21 Oversee, contribute to, and ~~monitor~~ receive assurance on the implementation of, the Fleet ~~Strategy~~Plan.
- 3.22 Review proposals for acquisition, disposal, and change of use of land/buildings.

### **Environmental and Sustainability**

- 3.23 Oversee, contribute to, and ~~monitor~~ receive assurance on the implementation of the Environmental Strategy
- 3.24 ~~ensure~~ Receive assurance on compliance with environmental regulations and national targets

### **Digital Systems and Strategy**

- 3.25 Oversee, contribute to, and ~~monitor~~ receive assurance on the implementation of, the Digital ~~Strategy~~Plan;
- 3.26 Review projects and monitor implementation and delivery of benefits of major digital and information/reporting projects.

### **Business Continuity and Cyber**

- 3.27 Oversight and scrutiny of the Major Incident Plan and Business Continuity Plan and receive assurance that such plans are effective.

- 3.28 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
- 3.29 Oversight and scrutiny of cyber security including assurance of regular monitoring of risks and threats, business continuity planning and engagement with national cyber centres and stakeholders.

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

- 3.30 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.
- 3.31 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.
- 3.32 Receive assurance on, and review effectiveness of the Trust's information security protocols.
- 3.33 Review performance of the Trust in relation to statutory and mandatory information requests and reporting requirements including but not limited to freedom of information requests, data breaches, police requests and subject access requests.

### **Policies**

- 3.303.34 Oversight Approval of policies within the remit of the Committee

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

- 3.35 The Audit Committee will monitor the principal risks relevant to its remit and 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



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~~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 controls and mitigations of high-level related risks and provide assurance to the Board that such risks are being effectively controlled and managed.~~

3.36 The Committee will receive and gain assurance from internal and external audits in their remit. It will also monitor management actions to address recommendations via the audit tracker and where appropriate scrutinise the impact of actions in response to audit recommendations.

## Authority

3.313.37 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.

3.323.38 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.

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

## **Chair's Action**

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

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

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

## Sub-Committees

3.343.40 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.

### Prescribed 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 People and Culture
- Director of Digital
- Trade Union Partners (x 2)
- Board Secretary

- Chairs of Sub-Committees (if any)

- 4.3 The **Trust Board Chair and** 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 People and Culture.

## 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 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.

DRAFT



## **PEOPLE AND CULTURE COMMITTEE ANNUAL REPORT 2023/24**

### **INTRODUCTION**

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, Committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The Committee met on 20 February 2024 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Committee Chair and Executive Lead ahead of that meeting. This Annual Report reflects on the effectiveness of the Committee in 2023/24 and proposes changes to terms of reference.

### **PURPOSE OF THE COMMITTEE**

5. The Committee is established to enable scrutiny and review of the Trust's arrangements for all matters pertaining to its workforce, both paid and volunteer, and organisational culture and behaviour to a level of depth and detail not possible in Board meetings. The Committee will provide assurance to the Board of the Trust's leadership arrangements; behaviours and culture; training, education and development ; equality, diversity and inclusion; health, safety and welfare; people

and culture related partnerships and engagement; the Welsh Ambulance Services Partnership Team (advisory group); and Welsh Language, in accordance with its stated objectives and the requirements and standards determined by the Welsh Government, the NHS in Wales and other regulatory bodies.

## MEMBERSHIP AND ATTENDANCE

6. The Committee met four times as scheduled in 2023/24 and was quorate on each occasion.
7. The Committee is supported by the Chair and three Non-Executive Directors as members, and several core attendees with good attendance.
8. The chart below illustrates attendance of members and prescribed attendees as listed in the terms of reference for 2023/24. The Committee welcomed non prescribed attendees at various meetings as well as external guests.

COMMITTEE ATTENDANCE				
Name	9 MAY 2023	8 AUGUST 2023	16 NOVEMBER 2023	20 FEBRUARY 2024
Paul Hollard				
Bethan Evans				
Joga Singh				
Hannah Rowan				
Angela Lewis	Liz Roberts			
Chris Turley				
Lee Brooks	Judith Bryce			
Estelle Hitchon				
Andy Swinburn				
Jonathan Turnbull-Ross	Liam Williams	Liam Williams		
Alex Crawford	Hugh Bennett			
Trish Mills				
Damon Turner				
Paul Seppman	Hugh Parry			Hugh Parry
Ian James				
Tim Chalane				
	Attended			
	Deputy attended			
	Apologies received			
	No longer member			

9. The Chair of the Committee, Paul Hollard, completed his eight year tenure on the Board on 31 March 2024. This Chair of this Committee will be Ceri Jackson from 1 April 2024.

10. The survey results indicated that the Committee meetings were well led with the Chair coordinating meetings with exemplary style.

## **COMMITTEE'S 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 20 February Committee meeting.

12. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Twenty questionnaires were sent out with seven responses being returned (a 35% return rate which is slightly lower than 2022/23). This survey was sent out in December which may have affected the return rate.

13. Respondents were asked 27 questions and were encouraged to provide free text answers to explain or expand on their choices. It is often difficult to pinpoint the exact issue or example in mind when reviewing the free text, however all responses were discussed with the Chair and Executive Lead. The responses were also reviewed by the Committee on 20 February against the same questions from last year.

14. On the themes of the Committee's focus and quality of information there were several comments on the length of the agenda, meetings and papers. These included that this felt unmanageable and impacted the ability of members to have appropriate discussion, and that more focus was required to address this at agenda setting. This was discussed with the Chair and Executive Lead and the terms of reference were reviewed to see where reductions in remit could be accommodated. It was felt this was not appropriate but that the next iteration of the cycle of business would need to reflect any attempts to combine assurance reporting, particularly as it relates to the MIQPR and people and culture metrics which respondents felt were duplicative and needed to be more concise for the remit of the Committee. Agenda setting meeting take place with the Chair and Executive Lead well in advance of the next meeting to ensure that papers are commissioned in a way that focuses the agenda on risks and priorities. The length of the meeting is reviewed at that time as well as a separate meeting with the Executive lead a week before papers close to revisit timing, focus and flow.

15. There was also a comment that not all members contribute to discussion or provide challenge. Whilst that could relate to the issue above on length of papers and agenda, the results relating to the leadership of the Committee indicates that those surveyed feel that Chair allows debate to flow freely without inhibiting contributions.
16. On the theme of Committee team working, whilst scores increased from last year, there was one comment that key risks are not discussed and that assurances providers are not necessarily held to account for late or missing assurances. Without understanding more about this comment, it is difficult to pinpoint the exact issue; however, the agenda is set with the highest rated risks set out on the draft agenda and the cycle of business prioritised around those risks, with relevant deep dives where required as can be seen from the work programme below. There is a risk management and BAF paper at each meeting with the detailed risk description, controls, assurances against controls, gaps, actions and progress against these. In that respect members and attendees have information before them to challenge progress and understand more fully the context of the risks and mitigations. Regular monitoring of the cycle of business, the action log and forward planner are in place to capture matters carried over. There is more work to be done on the monitoring report to make it clearer for 2024/25.
17. As with other Board Committees, the question related to visibility of Committee members scored poorly. Given that there is a Board visits Standard Operating Procedure in place which illustrates members visibility, it is anticipated that this question will be omitted from the 2024/25 survey. The rationale being that it is unlikely, no matter how visible a Non-Executive or Executive Director may be, that that will always resonate with each Committee.
18. Each meeting hears a lived experience of our people however there was a comment that these need to be more balanced on what went well and what did not go so well. A Trade Union Partner report was suggested to provide further context of partnership successes and challenges. The Director of People and Culture has recommended that a Trade Union 'spotlight' be included in her report to draw this out, and in addition to the WASPT AAA report, the approved minutes will also be part of the pack of papers for the Committee.
19. Good practice drawn out in responses included:

- Meetings are very well Chaired and run effectively.
- Chair is visible across the Trust.
- Reports / information given to the Committee are of high quality.
- Clear reporting and escalations to the Board via AAA report.
- Strong focus on appropriate business and activities which affect staff well-being, e.g. staff stories.

20. Areas to strengthen include:

- Reduce the volume and length of papers to give more focused content.
- Clarification for members re role / expectations on Trade Union Partners.
- Reporting on Trade Union successes and challenges.
- Understanding and resolving duplicative reporting around performance metrics.
- Greater balance for the Committee where things haven't gone well.
- Improving visibility – more visits / publication of visits to relevant stakeholders.

21. The Committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the Committee and in this respect it has discharged its responsibilities in providing assurance to the Board. The Committee's business in 2023/24 included:

21.1. The Committee welcomed the **change of name of the Workforce and Organisational Development Directorate** to the People and Culture Directorate, with Angie Lewis now known as the Director of People and Culture. This aligns to the Committee's remit and reflects the commitment of putting our people first and creating a positive workplace culture.

21.2. The **People and Culture Plan** was presented in May and subsequently approved by the Board. The year one priorities and the communications strategy to accompany it was discussed. Metrics, both quantitative and qualitative, have been shared with the Committee throughout the year as have cultural themes and trends.

21.3. The **culture review tool** was presented as a practical tool to deliver cultural change. It was thought to be particularly helpful for local managers.

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

- In May the Committee heard from **Fatehullah Tahir** as a follow-up from the experiences he shared in November 2022 of the challenges working at an organisation lacking in diversity in terms of ethnicity and faith. Members heard that Fatehullah, who is our Organisational Development Manager, felt that whilst it was helpful to share his story, fundamentally nothing had changed, although he recognised that culture change can be slow to take effect and that several initiatives were in place and are planned under the people and culture plan.
- In August **Ian Cross**, Voluntary Car Service Driver joined the meeting. Ian has been volunteering for 40 years, more recently with his dog Buddy accompanying him, was recently awarded the British Empire Medal for services to WAST. Members heard of the regular runs Ian has in South Wales and his trips further afield to support patients to receive treatment. Improvements which could improve the experience of volunteers such as ease of access to PPE, in car communication methods and signage were discussed and the Committee will review progress on these at the November meeting. Members thanks Ian for his service and the comfort and support he and Buddy give to our patients and their families.
- In November rather than hearing from individual, **feedback** was presented that had been collected from our people after recent CEO Roadshow.
- In February **Darren Anthony** joined the meeting to share his story. Darren is a newly qualified EMT 2 who joined WAST in September 2020 after working in various private and public sector jobs, including the leisure industry. Darren completed the Level 4 diploma for Associate Ambulance Practitioners, which is an accredited education program for EMT 2 roles. He was determined to excel on the course and achieved the highest marks. He also won the Skills for Health Apprentice of the Year Award for his achievement.

21.5. The February 2024 the meeting had a deliberate focus on equality, diversity and inclusion, with the first part of the meeting exclusively given over to this important topic. The Chair welcomed other Board members to the meeting for this spotlight which included the endorsement of the **Strategic Equality Plan 2024-28**, the **Annual Workforce Equality Monitoring Report for 2022/23** and the annual **Gender Pay Gap Report 2022/23**.

- 21.6. A deep dive was conducted regarding **recruitment outcomes for Black, Asian and Minority Ethnic communities** with a review undertaken of applications from April 2022 to March 2023. WAST receives a positive level of applications at circa 9% of all those received, against census data of 5%, but a significant number are not successful at shortlisting. There is recognition of the need to get upstream with some roles e.g. paramedics, and work with university partners on attracting a more diverse range of students or look at opportunities to link into other providers with a more diverse student population.
- 21.7. Members were assured on progress against the **Anti-Racist Wales Action Plan** in year, and were presented with the Welsh Government **LGPTQ+ Action Plan** published by Welsh Government in February 2023. The plan sets out an overarching vision to improve the lives of, and outcomes for, LGBTQ+ people. Whilst some elements await further direction from Welsh Government, the Committee was assured on progress.
- 21.8. The **Speaking Up Safely** Task and Finish Group completed its work, recommending the Trust adopt a speaking up safely guardian model and a confidential third-party platform to provide an alternative avenue to staff. This was a focus during the year with the All Wales speaking up safely framework adopted in November, and a self-assessment to Welsh Government demonstrating the work done in this area and links to wider culture work.
- 21.9. The **NHS Staff Survey** was released as was a **Pulse Survey** via the new tool Hive. A 'you said we did' will be collated to share with our people at CEO Roadshows.
- 21.10. The people and culture elements of the **IMTP 2024-27** were reviewed. Members welcomed the ambition of the people and culture team but sought to ensure that these were focused on key activities and priorities, align to our principal risks, financial envelope, and capacity.
- 21.11. An approach was endorsed to assess concerns over **skills development/skill fade of clinicians** due to handover delays and number of patients attended. This was communicated on picket lines during industrial action and whilst there is no clear clinical evidence of this, the work will enable the Trust to gain insight and intelligence on the impact handover delays have on clinical skills.

- 21.12. **Health and Safety updates** were received with a focus on RIDDOR compliance, risk assessment compliance, manual handling, the effects of diesel fumes on our people (which was also the subject of the advisory group WASPT discussions), and violence and aggression. Risk 199 was able to be closed off the corporate risk register, with the Committee noting an improvement in the cultural journey of the organisation regarding health and safety.
- 21.13. The **draft Health and Well-being Plan 2025-2029** was received in February 2024 for comment.
- 21.14. The Committee noted that the **Engagement Framework Delivery Plan** was paused earlier in the year due to realignment of timescales. Notwithstanding this, the Trust continued extensive engagement externally including with Llais (the new Citizens Voice Body). A presentation was provided on the **Reputation Audit** conducted of our stakeholders in Q3 2022/23 and it was agreed that more time will be devoted to the responses and the next steps at a Board development session.
- 21.15. The August meeting had a spotlight on volunteers, celebrating the successes and illustrating the ambition of the **Volunteer Strategy**. Members heard of the extent of the successful schemes introduced for volunteers and commended the team for the exemplar work. The benefit of volunteers in the challenging financial climate was emphasized and the Committee welcomed a further focus on volunteers at the Trust's Annual General Meeting on 27 September where the full extent of the advances was showcased.
- 21.16. The **Seasonal Influenza Campaign 2023/23** report was received following the close of the flu vaccination programme in March 2023.
- 21.17. The Committee received assurance on the processes in place for 2023 **registration and revalidation** with respect to the Health and Care Professional Council and Nursing and Midwifery Council.
- 21.18. **Updates are received from the Director of People and Culture** at each Committee, and these were changed in year to reflect a new look and a balanced view on both successes and challenges.

- 21.19. **Operational updates** are received at each meeting and often generate a good deal of discussion, particularly related to system pressures.
- 21.20. An update was received on the **Welsh Language Framework** which is included in the Integrated Medium Term Plan 2023-26 (IMTP). Members were assured that it included a combination of compliance with Welsh language standards, centralisation of translation, and the Welsh Government mwy na geiriau/More than just words action plan. In September the **Welsh Language Standards Annual Report 2022-23** was presented bilingually for the first time by the Welsh Language Manager, Melfyn Hughes which was welcomed. In February 2024 the Welsh Government's annual report on the **More Than Just Words Action Plan for 2022/23** was presented to the Committee. Updates were also received on the Welsh Language plan for the IMTP 2024-27 and progress on initiatives in 2023/24. Members commended the work and the focus on Welsh language
- 21.21. The **MIQPR** and **Quarterly Workforce KPIs** were received at each meeting, with a particular focus on sickness absence levels, recruitment, PADRs, statutory and mandatory training, moving on interviews, and shift overruns.
- 21.22. A **deep dive into absences** due to anxiety, stress, depression/other mental health illness was presented. Identifying a source of stress within this absence code is highly subjective however potential drivers include missed meal breaks, overruns and hand over delays, and Datix reporting would support this. Support at WAST for colleagues with stress related issues include a range of in person and online options ranging from occupational health and clinical psychology to REACT training.
- 21.23. The **backlog of policies** – particularly those relevant to this Committee - was reviewed and escalated to the Board as an alert. A priority order of policies for review in 2023/24 was endorsed. The following policies were approved in 2023/24:
- Health and Safety Policy
  - All Wales Speaking Up Safely Framework
  - All Wales Flexible Working Policy
  - Homeworking Policy

- 21.24. In private session the Committee looks at **suspensions** over four months and **Employment Tribunal** cases.
- 21.25. **Reflections** are taken at the end of meetings and included:
- The volume of papers and consequently the length meetings.
  - The desire to better link and align performance reporting and deep dives on the agenda.
  - Positive discussion on additional actions in response to the feedback on Fatehullah's experience.
  - The hybrid meeting (November) was well managed and there was a desire to replicate this more often across all Committees.
  - Post meeting review of the volume of papers with the continued intention to look at reducing these and consolidating, particularly performance reporting, wherever possible.
  - In February [insert]
- 21.26. **Audit Wales** joined the November meeting to present the NHS Workforce Data Briefing and the Workforce Planning Audit, both of which were also presented to the Board also. Overall, this was a positive outcome with WAST demonstrating areas of good improvement and responding to some of the immediate operational challenges and diversity and recruitment challenges.
- 21.27. The Committee **cycle of business** was approved.
- 21.28. **Risks** relevant to this Committee are reviewed at each meeting and the agenda is driven by these risks. The highest rated risks, sickness absence (160), reputation (201) and latterly Trade Union relationships (163) were the focus and drive agenda setting
- 21.29. The **annual effectiveness review** was conducted in the February 2024 meeting.
- 21.30. The revised **Audit** tracker and process was reviewed, and good progress is being made to close management recommendations.
- 21.31. **The Senior Paramedic Role internal audit** (reasonable assurance) was presented.

- 21.32. The limited assurance **Trade Union Release Time internal audit** was received by the Committee and actions will be tracked in the audit tracker. The Director of People and Culture confirmed the outcome of audit was shared with Trade Union colleagues and realistic timeframes for management actions agreed.
- 21.33. The reasonable assurance **Health and Safety internal audit** was received with the Auditors recognising the Trust's commitment to improving health and safety and the work undertaken to date.
- 21.34. The reasonable assurance **Retention of Staff Internal Audit** report was received.
- 21.35. The **Committee's priorities for 2023/24** are reviewed at each meeting and a more detailed update appears later in this report. The Committee also reviews progress against its cycle of business at each meeting.
22. The Board received a highlight (AAA) report from this Committee by email circulation following each meeting which included alerts, advice, and areas of assurance. In November that report was provided verbally due to the proximity of the meeting and the Board meeting.
23. The Committee is serviced by one Sub-Committees, which is the Welsh Ambulance Service Partnership Team (WASPT). WASPT held its first meeting in April 2023 and the AAA Highlight Reports provided to each meeting set out the work of this advisory forum in the year which included:
- 23.1. The operational and corporate sub-structures that feed into WASPT, including local partnership forums were formed in 2023. These forums will provide opportunities for resolution and escalation at a more local level, focusing WASPT on strategic issues.
- 23.2. Discussion regarding portering of patients and diesel fumes were the subject of several meetings. Both were also discussed by the Committee in that report but also in the Health and Safety updates.
- 23.3. Meetings were constructive.
- 23.4. The joint Executive and Trade Union Partner Insights Training Day was well received.
- 23.5. Despite industrial action there is a lot of good work to celebrate and capture.

## **PROPOSED CHANGES TO THE TERMS OF REFERENCE**

24. Extensive changes to the Terms of Reference for this Committee were made during the effectiveness reviews held in 2022. The changes this year are therefore minimal and include feedback from the Committee following the survey and the meeting on 20 February. The changes in the Terms of Reference are marked up in [Annex 1] and include:

- A change in the narrative on assurance to provide clarity on approach.
- Changes in the narrative on risk and audit to streamline responsibilities.
- Specific chair's action provision inserted, particularly given the significant number of policies which are due for approval in 2024/25.

25. Changes in operating arrangements in 2024/25 will include:

- Reflections targeted more on what went well/not so well rather than what was discussed during the meeting.
- WASPT approved minutes to be included in meeting bundle as well as the AAA report.
- Next iteration of the cycle of business would need to reflect any attempts to combine assurance reporting, particularly as it relates to the MIQPR and people and culture metrics which respondents felt were duplicative and needed to be more concise for the remit of the Committee.
- Revised monitoring report for the cycle of business.
- Trade Union Partner and Committee Chair induction session to be held.

## **COMMITTEE PRIORITIES**

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

Priority	Progress
<p>Carry over the Committee priority from 2022/23 to support the implementation and championing of the strategic equality objectives, including Welsh Language, to promote an inclusive organisation.</p>	<p>As set out above focus on this priority during the year has been good. Consideration of equality, diversity, and inclusion (EDI) matters are the golden thread throughout all discussions held at the Committee. Diversity metrics were included within the 'culture' theme of the 'People and Culture Plan Metrics and Success Factors', which the Committee received at its meeting in August.</p> <p>The Strategic Equality Objectives have been in development throughout the year and the final version was endorsed by the Committee in February.</p> <p>In August, the Committee received the Welsh Language Annual Report for 2022-23 (before its progression to Trust Board for approval in September), and they also received an update on the More Than Just Words action plan</p>
<p>Development and implementation of the Speaking Up Safely Framework.</p>	<p>The Cultural Trends and Themes Learning Report was received by the Committee at its meeting in August. This included an update on Speaking Up Safely and other cultural indicators identified.</p> <p>The revised Speaking Up Safely Framework, the All-Wales Speaking Up Safely Policy was received by the Committee in November for endorsement (subsequently ratified for adoption by the Trust Board).</p>
<p>Development and Progress of the People and Culture Plan</p>	<p>The People and Culture Plan was approved by the Trust Board at its meeting in May 2023, and the Committee received an update by way of 'metrics and success factors' at its meeting in August.</p> <p>The Committee are receive qualitative and quantitative updates against the Plan.</p>

27. 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 2024/25:

- (a) Impact of wellbeing initiatives on our people.
  - (b) Culture of conversations with a focus on communication and conversations with managers and their people.
  - (c) A continued focus on equality, diversity and inclusion and the implementation of the strategic equality objectives.
- The Trust's approach to development of our people.

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

## **NEXT STEPS**

29. The next steps are as follows:

- (a) Ensure changes to operating arrangements are cycled into work programme for review in 2024/25
- (b) Update the cycle of business with revised terms of reference

## **RECOMMENDATION**

30. The Trust Board is requested to

- (a) Receive and note the contents of the Committee Annual Report for 2023/24 and analysis of its effectiveness; and
- (b) Approve the changes to the Terms of Reference and operating arrangements.

## PEOPLE AND CULTURE COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2023/24 2024/25

#### 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;
  - undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Trust's strategic goals;
  - carrying out specific responsibilities on the Board's behalf; and
  - providing a forum where ideas can be explored in greater detail than Board meetings are able to allow, providing time and space to consider issues in greater depth.

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

#### 2. PURPOSE

- 2.1 The purpose of the People and Culture Committee ('the Committee') is to enable scrutiny and review of the Trust's arrangements for all matters pertaining to its workforce, both paid and volunteer, and organisational culture and behaviour to a level of depth and detail not possible in Board

meetings. The Committee will provide assurance to the Board of the Trust's leadership arrangements; behaviours and culture; training, education and development; equality, diversity and inclusion; health, safety and welfare; people and culture related partnerships and engagement; [the Welsh Ambulance Services Partnership Team \(advisory group\)](#); and Welsh Language, in accordance with its stated objectives and the requirements and standards determined by the Welsh Government, the NHS in Wales and other regulatory bodies.

- 2.2 The Committee will provide evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to all matters relating to staff and staffing of the Trust.
- 2.4 The Committee will approve on behalf of the Board, relevant Directorate policies, procedures and other written control documents in accordance with the Trust's scheme of delegation.
- 2.5 The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.
- 2.6 The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.

### 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 ~~p~~People and ~~e~~Culture ~~p~~Plan aligned to the 2030 Delivering Excellence Long Term Plan.
- 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 strategic people and culture priorities 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.
- 3.4 Monitor progress and seek assurance of arrangements in place to embed the Trust's behaviours, ensuring a continued journey of positive culture change.
- 3.5 ~~Ensure~~ Receive assurance that there is a robust plan in place for the health and wellbeing of our people and monitor the effectiveness of arrangements in place to support and protect the mental, physical, and financial wellbeing of staff.
- 3.6 Consider the experience of our people, including volunteers, and seek assurance of the effectiveness of mechanisms used for measuring, and for hearing and acting upon their experiences.
- 3.7 Receive assurance that ~~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.
- 3.8 Oversee and contribute to the development of the Trust's equality, diversity and inclusion plan and be assured ~~monitor~~ its implementation is monitored; champion and support the plan and the work of the equality, diversity, and inclusion networks.
- 3.9 ~~Oversee~~ Receive assurance on the ~~the~~ development and implementation of the Trust's recruitment and retention plans.
- 3.10 ~~Ensure~~ Receive assurance that Trust management and ~~Staff Side~~Trade Union Partners 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.

- 3.11 ~~Receive assurance that~~ **Ensure** the Trust has in place appropriate policies and procedures for its people; approve people and culture policies ~~and monitor compliance.~~
- 3.12 Monitor the effectiveness of the Trust's leadership and management development and succession planning arrangements.
- 3.13 Monitor performance against key people and culture indicators ~~such including but not limited to~~ **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.
- 3.14 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.
- 3.15 Ensure the Trust is discharging its statutory responsibilities, including but not limited to health and safety; equality, diversity, and inclusion; relevant Health and Care **Quality** Standards requirements; and that professional standards of registration and revalidation are maintained.
- 3.16 All matters relating to partnerships and engagement relevant to our people and cultural change.
- 3.17 any other matter in relation to the Committee's overall purpose and responsibilities

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

~~3.18 The Audit Committee will monitor the principal risks relevant to its remit 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 and consider the controls and~~

mitigations of ~~high-level workforce~~-related risks and provide assurance to the Board that such risks are being effectively controlled and managed.

3.19 The Committee will receive and gain assurance from internal and external audits in their remit. It will also monitor management actions to address recommendations via the audit tracker and where appropriate scrutinise the impact of actions in response to audit recommendations.

### Authority

3.183.20 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.

3.193.21 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.

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

### Chair's Action

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

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

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

## Sub-Committees

3.213.26 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.

3.223.27 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:

- Director of People and Culture
- Executive Director of Finance and Corporate Resources
- Executive Director of Operations (or Deputy/Assistant Director)
- Director of Partnerships and Engagement
- Executive Director of Paramedicine
- Assistant Director of Quality and Nursing (TBC)
- Assistant Director of Planning and Transformation
- Trade Union Partners (x4)
- Chairs of Sub-Committees (or their nominee)

**Commented [AP1]:** This needs to be updated to JTR but unsure if you or Angie has spoken to Liam about it yet. Wendy and Liam are in the invites, so JTR needs to be added if this is what's going to happen.

- Board Secretary

- 4.3 The **Trust Chair and** Chief Executive will have a permanent standing invite to attend the Committee. Where the Executive 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 People and Culture.

## 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

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

DRAFT



# **QUALITY, PATIENT EXPERIENCE AND SAFETY COMMITTEE (QUEST) ANNUAL REPORT 2023/24**

## **INTRODUCTION**

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, Committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The Committee met on 8 February 2024 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Committee Chair and Executive Lead ahead of that meeting. This Annual Report reflects on the effectiveness of the Committee in 2023/24 and proposes changes to terms of reference.

## **PURPOSE OF THE COMMITTEE**

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

## MEMBERSHIP AND ATTENDANCE

6. The Committee met four times as scheduled in 2023/24 and was quorate on each occasion.
7. The Committee is supported by the 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 2023/24. The Committee welcomed non prescribed attendees at various meetings as well as external guests.

COMMITTEE ATTENDANCE				
NAME	11 MAY 2023	10 AUGUST 2023	31 OCTOBER 2023	8 FEBRUARY 2024
Bethan Evans				
Kevin Davies			In chair for meeting	
Paul Hollard				
Ceri Jackson				
Liam Williams				
Andy Swinburn		Duncan Robertson		Duncan Robertson*
Lee Brooks	Steve Clinton		Sonia Thompson	Mark Harris
Leanne Smith	Jon Hopkins			
Jonny Sammut				Leanne Smith
Rachel Marsh			Hugh Bennett	Mark Thomas
Trish Mills				
Mark Marsden				
Hugh Parry				
Ian James				

Andy Swinburn in meeting between 11am and 1pm

	Attended
	Deputy attended
	Apologies received
	No longer member

8. Attendance is excellent. Leanne Smith was replaced as prescribed attendee when she completed her interim position, and Jonny Sammut joined the Committee when he commenced as Director of Digital.
9. No changes to membership are proposed at this stage.

## COMMITTEE'S 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 8 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 eight responses being returned (a 50% return rate which is slightly better than 2022/23).
12. Respondents were asked 27 questions and were encouraged to provide free text answers to explain or expand on their choices. The responses were reviewed by the Committee on 8 February against the same questions from last year. There were a number of comments on the length of the agenda, meetings and papers. These ranged from these impacting the ability of members to undertake their role effectively, to them being appropriate given the frequency of meetings and the crucial scrutiny and oversight of patient safety, quality and patient experience. In 2024/25 meeting invitations will be extended to provide an appropriate amount of time for the meetings where that is deemed necessary at agenda setting meetings and in conjunction with the Chair.
13. Whilst there was a sense the committee needed to strengthen its timely close off of actions/holding to account for late or missing papers, it is recognised that operational pressures may mean some items are prioritised. Regular monitoring of the cycle of business, the action log and forward planner are in place to capture matters carried over.
14. There is a desire to seek to extrapolate only sections of the MIQPR which are relevant for the Committee however it was recognising this could lead to additional work and reporting. An alternative approach is the focus of members on the relevant quality, clinical, patient safety and experience indicators (in the MIQPR and the PTR report) as opposed to the full balanced scorecard (which is scrutinised at Finance and Performance Committee and Board), and the impact of that performance and improvements on patients.
15. As with other Board Committees, the question related to visibility of Committee members scored poorly. Given that there is a Board visits Standard Operating Procedure in place which illustrates members visibility, it is anticipated that this question will be omitted from the 2024/25 survey. The rationale being that it is unlikely, no matter how visible a Non-Executive or Executive Director may be, that that will always resonate with each Committee.
16. Good practice drawn out in responses included:
  - The focus in 2023/24 on clinical indicators;

- Key risks are discussed and drive the agenda, with more deep dives on risks welcomes;
- Relevant information is shared clearly and robustly with the Board;
- The meetings are well chaired; and
- There is a positive and transparent culture.

17. The Committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the Committee and in this respect it has discharged its responsibilities in providing assurance to the Board. The Committee's business in 2023/24 included:

17.1. **The Putting Things Right (PTR)** (previously the Patient Safety Highlight Report) and **MIQPR reports** are received at each meeting. Throughout the year the focus was on:

- Pressures in the teams to respond to concerns in a timely way;
- Concerns response time improvement plans;
- Continuing number of immediate release requests refused;
- Incidents being reviewed at the Serious Case Incident Forum;
- Joint investigations being passed to Health Boards;
- National Reportable Incidents;
- The continued upward trend in Coroner's requests for information;
- Regulation 28 are brought to the attention of the Committee;
- Improvement actions under review to ensure the Electronic Patient Record (ePCR) data is correctly inputted to ensure accurate reporting on the various clinical bundles;
- Good call back time for 111 Wales calls.

17.2. A **focus on clinical indicators** was agreed at the 2022/24 effectiveness review and the first report was presented at the August meeting. The current clinical indicators and ambulance service indicators are the care bundles and individual metrics for STEMI (ST-elevation myocardial infarction), stroke, #NOF (fractured neck of femur) and hypoglycaemia, as well as the ROSC (return of spontaneous circulation) at hospital indicator. Clinical indicators in development are call to door time for STEMI and stroke. Others in consideration include older fallers, paediatric trauma/pain management, and advanced paramedic practitioner (condition specific compliance). In October the Committee focused on the clinical indicator of **Return of Spontaneous Circulation (ROSC)**, acknowledging substantial enhancements in ROSC rates since April 2022. In February the Committee focused on **stroke indicators** with discussion of the time-based metrics.

17.3. Each meeting heard a **patient story**:

- In May the Committee heard from **Keith Jones** who is a long-standing CFR at WAST and attended a patient at their home in November 2022. Keith was with the patient and their partner for over four hours awaiting an ambulance and during that time the patient went into cardiac arrest. Despite attempts to resuscitate him, the patient unfortunately died. Members heard about the effect of this on Keith and the patient's partner who was present, and discussed the support which is available to CFRs following such an event.
- In August The Committee heard from **Beth Hews**, Palliative Care Paramedic about her experience attending a patient with metastatic bowel cancer who had been referred to Specialist Palliative Care Team (SPCT) for pain management. Through the intervention of the SPCT they were able to keep this patient in her own home rather than have her taken to hospital by ambulance, providing a holistic plan which enabled her to die with dignity and in comfort.
- In October **Steven Parsons** recounted his distressing experience of being unable to get an ambulance for his grandfather, who he thought was suffering a stroke. Steven called 999 but was told there were no ambulances available at that time because of the system pressures. Believing it was a stroke, Steven decided to transport his grandfather to the hospital himself. Upon arrival, his grandfather collapsed but was resuscitated in the Emergency Department.
- In February **Alison Cassidy** recounted the experience of her daughter Emma, who has a rare genetic disorder, severe learning disabilities and epilepsy. She needed urgent dental care requiring general anesthetic at Glan Clwyd Hospital and was advised by Health Care Professionals in the Health Board to access the Non-Emergency Patient Transport Service (NEPTS) to take Emma to her appointment.

17.4. The **IMTP 2024-27** elements that related to this Committee were reviewed ahead of the IMTP's approval by Board in March.

17.5. The **Quality strategy implementation plan** was reviewed in May 2023 and February 2024. The plan was developed to support delivery of the Quality Strategy 2021-2024. Whilst progress against the plan has been slow due to resourcing challenges, there was progress in the latter half of 2022/23 in preparation for the Health and Care (Quality and Engagement) (Wales) Act 2020. The planning and engagement for a new Quality

Plan will be developed during 2024/25 with the 2023/24 Quality Report informing some of this.

- 17.6. The Patient Experience and Community Involvement (**PECI**) reports were received providing positive assurance we are meeting with and consulting with the public and out stakeholders, including with Llais (the Citizens Voice Body). Reports from Peci are now provided bi-annually.
- 17.7. The Trust's **annual Clinical Audit Plan**, which allows the planning and prioritisation of clinical audits across the financial year, was approved. It is not always possible to predict all of the topics that require evaluation and therefore this is a dynamic document which is updated quarterly with oversight by this Committee. This supports recommendations in the Audit Wales Clinical Governance Review 2022.
- 17.8. A **deep dive on red rural performance** was presented in August. Performance consistently tracks below pan-Wales performance and below the 65% target. By contrast however, Amber 1 performance is consistently better than more urban areas. Members recognised that whilst red rural performance remains an issue, actions are being taken to address this. The Committee was assured there was focus on this including demand led rosters, rosters that are recruited to and efficient use of that resource (in particular, handover lost hours, but also internal efficiencies like abstractions and mobilisation times). The forthcoming EMS demand and capacity review explicitly includes rurality in its terms of reference. The People and Culture Committee will look at the effect of rurality on abstractions, recruitment and retention.
- 17.9. The Committee reviewed the position, plans and proposed reporting for **Information Security and Information Governance** which is an area that was expanded in its remit in 2022. The comprehensive reporting provides an overview of information governance in terms of accountability, assurance and compliance and the Committee agreed a set of metrics. The Board will note that this area of oversight will transfer to the Finance and Performance Committee from 1 April 2024 so there is alignment and avoidance of duplication.
- 17.10. The **backlog of policies** – particularly those relevant to this Committee - was reviewed and concerns escalated to the Board. A priority order of policies for review in 2023/24 was endorsed. The following policies were approved in 2023/24:

- National Policy on Patient Safety Incident Reporting and Management;
- Aseptic Non-Touch Technique Policy;
- Medicines Management Policy;
- Information Governance Policy;
- Infection Prevention and Control Policy (by Chair's Actions);
- Clinical Supervisions Policy; and
- Data Protection Policy.

17.11. The **Welsh Risk Pool Concerns Assessment** was received and themes such as the PTR capacity and Datix Cymru were discussed.

17.12. **Operational updates** are received at each meeting and often generate a good deal of discussion, particularly related to system pressures.

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

- In May: noted the different approach with an afternoon start; supportive challenge and identification of further actions as a result; lived experience was important to continue to hear; papers were improved, succinct and clear and picked up on the threads of the duties of quality and candour.
- In August: The introduction of a review of the agenda and timings with the Chair closer to the meeting. This will enable the Chair to review placement and timing of items; helpfully, areas of greatest focus and where strong assurance was required were placed higher in the agenda which enabled appropriate critique and discussion to confirm assurance, however, more time could be given to some items to enable members to drill down further on performance; good succinct discussion; and the desire to reduce the volume of papers, recognising however the Committee has a substantial remit. The Board's risk appetite as to the level of assurance required could be reviewed.
- In October: clear and succinct papers and tangible progress on some longstanding issues.
- In February: more time and a lunch break meant the meeting did not feel rushed; the patient story provoked both challenging and constructive discussion and it is important to continue to hear these and to allow time to do so.

17.14. The Health and Care (Quality and Engagement) (Wales) Act 2020 and hence the **duty of quality and duty of candour** came into force on 1 April 2023. The Committee noted:

- In May: The Quality and Performance Management Steering Group incorporates senior oversight and responsibility for the duty of quality and duty of candour to ensure the Quality and Performance Management Framework has an integrated approach to improving the quality of services and outcomes for patients. A quality management system digital dashboard is in progress and Trust intranet pages are available to staff to cascade messaging and enhance knowledge in this area. There was positive progress of the Trust position against the Welsh Government road map for the Act implementation, including exemplar content and ideas produced by Trust staff now being adopted at NHS Wales level. Concern was raised as to impact on teams and resources with the increased requirements under the duty of candour as raised in the alert section.
- In August: Work is progressing regarding 'Always On' reporting with the development of a scalable digital dashboard specification based on the Quality Standards 2023 reflective of strategic, tactical, and operational quality requirements. A set of Performance and Quality Standards are currently being developed for the duty of candour to collect data and information consistently at a local and national level and create a dashboard. Progress on the Welsh Government milestones was said to be amber/green with two key outstanding areas being the 'Always-On' reporting and the ability to resource the requirements arising from the duty of candour'. It was recognised that there was a need to continue to 'hold the tone' of the duty of quality and duty of candour and that the new quality leads will play a pinnacle role in this.
- In October: The Welsh Government roadmap for August 2023 rated the Trust's progress as having identified that 'delivery is at risk but manageable' or is 'behind schedule but within tolerance'. This is in line with other NHS organisations across Wales and includes a further nine deliverables recently added to the roadmap. The appointment of the Senior Quality Governance Lead and bespoke implementation plan has increased capability and capacity to support full implementation. The current impact of this has been a review of arrangements which has led to some previously reported good progress being revised on the current WG report.

- 17.15. The duty of quality requires each organisation to provide demonstrable evidence that all strategic decisions and plans have been made through a quality lens for both clinical and non-clinical aspects. A key element of demonstrating this are **Quality Impact Assessments (QIA)**. The Committee were assured that the framework for QIAs was appropriate and noted that the template developed by the Trust has since been adopted by the NHS Wales Executive for use across Wales. Two QIAs were subsequently reviewed by the Committee, including the Implementation of a revised approach to the application of the Non-Emergency Patient Transport Service (NEPTS) eligibility criteria and a revised Capacity Management Plan, and The Mid and West Wales Fire and Rescue Services (M&WWF&RS) support to the Trust's emergency responses.
- 17.16. The Health and Care Standards (2015) have now changed to the **Health and Care Quality Standards (2023)** with six domains and five enablers. The domains are Safe, Effective, Timely, Efficient, Equitable and Person Centred. The enablers include Leadership, Culture and Valuing People, Data to Knowledge, Learning Improvement & Research, and Whole System Perspective. Work is progressing to define quality outcome measures aligned to the Standards.
- 17.17. The Committee **cycle of business** was approved.
- 17.18. The following **annual reports** were received for assurance and discussion:
- Infection Prevention and Control Annual Report 2022/23
  - Safeguarding Annual Report 2022/23
  - Mental Health and Dementia Annual Report 2023
- 17.19. The Audit Wales Quality Governance Review 2022 raised the issue of the backlog of **mortality reviews** and the need to develop an action plan to reduce this backlog. The Committee saw there is evolving work to embed and strengthen the mortality review process. Learning will be shared and triangulated with information produced from other sources e.g. coroners, incidents, clinical audit programmes, and this Committee will see this in the Patient Safety Report.
- 17.20. **Risks** relevant to this Committee – 223 and 224 – are reviewed at each meeting and the agenda is driven by these risks. Risks to the Trust's ability to implement the duty of quality and duty of candour were also discussed with relevant mitigations, as were challenges and risks in achieving, maintaining and assurance compliance of data protection.

- 17.21. The **annual effectiveness review** was conducted in the January 2024 meeting.
- 17.22. The **Medicines Management Assurance Report** was reviewed by the Committee. This is the first report of its kind and content on future reports was discussed. Assurance was taken on this report, and it was good to see that the previous internal audit on medicines management was a good lever for change.
- 17.23. The revised **Audit** tracker and process was reviewed and good progress is being made to close down management recommendations.
- 17.24. An update was provided on the **Health Inspectorate Wales (HIW) Review: Patient Safety, Privacy, Dignity and Experience whilst waiting in ambulances during delayed handover (2021)**. There was an expectation from HIW that the recommendations made would be considered at a system level and an Emergency Ambulance Services Committee (EASC) task and finish group was established to respond to the review. The Trust's particular management actions are reported to that group and HIW have concluded that sufficient assurance has been received in response to the findings identified within the review report for the Trust for the stage one review. A stage two review will be initiated by HIW in the latter part of 2023/24.
- 17.25. The **HIW national review of patient flow – a journey through the stroke pathway** and the **HIW Annual Report** were reviewed in February 2024.
- 17.26. The **Healthcare Inspectorate Wales (HIW) Annual Report 2022-23** was reviewed in February 2024 and the Committee noted that the issues raised, including system pressures and safeguarding, are frequent areas of discussion and oversight at QUEST.
- 17.27. **The Infection Prevention and Control (IPC) internal audit** (reasonable assurance) was presented with the Committee being assured that whilst recommendations for improvements were being made, the response and the ways we seek to support our patients with respect to IPC i.e., guidance, advice and support is appropriate.
- 17.28. The **Immediate Release Directions internal audit** (reasonable assurance) was presented and the need for a collaborative approach to these was apparent.

- 17.29. The **Data Analysis internal audit** (reasonable assurance) was also reviewed.
- 17.30. The **Records Management Internal Audit** (reasonable assurance) was received in February 2024.
- 17.31. The limited assurance **Pain Management internal audit** was presented to this meeting following its discussion at the Audit Committee on 25 July. The Committee reviewed the recommendations and actions, welcoming the tight timeframes within which these would be closed given the limited nature of the audit.
- 17.32. The **Committee's priorities for 2023/24** (implementation of the quality strategy, and the duty of quality and duty of candour) are reviewed at each meeting and a more detailed update appears later in this report. The Committee also reviews progress against its cycle of business at each meeting.
18. The Board received a highlight (AAA) report from this Committee by email circulation following each meeting which included alerts, advice, and areas of assurance. This was also presented to the next public Board meeting by the Chair of the Committee. Each of the AAA report escalated the issue of handover delays and the impact of this on our patients and our people; the highest rated risks 223 and 224; concerns over PTR response times and over the backlog of policies.
19. The Committee is not currently serviced by any Sub-Committees.

## **PROPOSED CHANGES TO THE TERMS OF REFERENCE**

20. Extensive changes to the Terms of Reference for this Committee were made during the effectiveness reviews held in 2022. The changes this year are therefore minimal and include feedback from the Committee following the survey and the meeting on 8 February. The changes in the Terms of Reference are marked up in [Annex 1] and include:
- A change in the narrative on assurance to provide clarity on approach;
  - The information governance and information security elements are proposed to transfer to the Finance and Performance Committee from 1 April. That Committee has the digital infrastructure, systems and strategy in their remit as well as cyber security and it was felt by the Caldicott Guardian (Liam Williams) and Senior Information Risk Officers (Jonny Sammut) that this move was

appropriate to reduce duplication and align the approach. The Caldicott Guardian will alert the Committee to any relevant issues of patient information concerns; and

- Changes in the narrative on risk and audit to streamline responsibilities.

## COMMITTEE PRIORITIES

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

Priority	Progress
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	As set out above, progress against this priority has been good throughout the year.
Implementation plan for the quality strategy.	As set out above, progress against this priority has been monitored throughout the year, noting that focus has been on the implementation of the duty of quality and duty of candour.

22. 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 2024/25:

- Continue to monitor the duty of quality and duty of candour i.e. Committee will monitor implementation of the Duty of Quality and Duty of Candour following the Health and Social Care (Quality and Engagement) (Wales) Act.
- Monitor the delivery of the Quality Strategy (plan)
- Monitor the organisation's compliance with the Health and Care Quality Standards 2024

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

## **NEXT STEPS**

24. The next steps are to update the cycle of business with revised terms of reference

## **RECOMMENDATION**

25. The Trust Board is requested to

- (a) Receive and note the contents of the Committee Annual Report for 2023/24 and analysis of its effectiveness; and
- (b) Approve the changes to the Terms of Reference.

## QUALITY, PATIENT EXPERIENCE AND SAFETY COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS

**2023/24-2024/25**

#### 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;
  - undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Trust's strategic goals;
  - carrying out specific responsibilities on the Board's behalf; and
  - providing a forum where ideas can be explored in greater detail than Board meetings are able to allow, providing time and space to consider issues in greater depth.

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

## 2. PURPOSE

- 2.1. The Committee is responsible for scrutinising improvements in outcomes in quality, patient experience, effectiveness, and safety to reduce incidences of avoidable harm.
- 2.2. During the 2023/24-2024/25 financial year the Committee will continue to oversee 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, and 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 on areas within its remit.
- 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.~~
- 2.5. ~~The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.~~
- 2.6. ~~The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.~~

~~2.6.2.7.~~

### 3. DELEGATED POWERS AND AUTHORITY

The Committee will:

- 3.1. ~~Ensure~~ Receive assurance that the organisation has the right systems and processes in place to deliver services consistent with the six domains of quality (patient-person 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~~ Receive assurance on compliance with the Duty of Quality and the Duty of Candour as set out in the Health and Social Care (Quality and Engagement) (Wales) Act 2020 to improve the quality of healthcare provided by the Trust and to support the delivery of an open and honest reporting and continuous learning culture.

#### Strategy

- 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.
- 3.5. Monitor the implementation of strategies and plans within the remit of the Committee where that is not already done by the Finance and Performance Committee.
- 3.6. Receive assurance that ~~Ensure~~ there is clear, consistent strategic direction, strong leadership, transparent lines of accountability.

#### Safe Care

- 3.7. Receive assurance that ~~Ensure~~ the Health and Care Quality Standards 2023, and Commissioning Quality Core Requirements are embedded Trust wide with actions taken in relation to any identified non-compliance.
- 3.8. ~~Ensure~~ Receive assurance that 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.
- 3.9. Consider the implications for the Trust's quality and safety arrangements from

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Model Standing Orders – Schedule 3.6: Quality, Patient Experience and Safety Committee TORs

Approved by Trust Board 25 May 2023[insert]

review/investigation reports, external guidance and national reports and actions arising from the work of external regulators.

- 3.10. Receive assurance that Monitor the Trust is compliance te with the Mental Health Act 1983, Code of Practice, and the Mental Capacity Act 2005.
- 3.11. Review the annual infection prevention and control plan and monitor its implementation.
- 3.12. Receive assurance that Ensure the Trust is meeting its obligations with respect to safeguarding of children and vulnerable adults.
- 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.
- 3.14. Receive assurance that 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

- 3.15. Receive assurance that 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.
- 3.16. Approve the annual Trust's clinical audit plan that meets the standards set for the NHS in Wales; review the outcomes of clinical audits in line with the clinical audit plan and provide assurance to the Audit Committee in this respect;
- 3.17. Receive assurance that there 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

- 3.18. Approve the patient experience/engagement plan and monitor its implementation.
- 3.19. Receive assurance that Ensure the organisation has a citizen centred approach, putting patients, patient safety, quality of care and safeguarding above all other considerations.
- 3.20. Receive assurance that 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.

- 3.21. ~~Seek assurance~~ Receive assurance that that lessons are learned from patient experience information and patient safety and workforce related incidents, complaints and claims, and that learning from reports and incidents is embedded in the Trust's practices, policies and procedures.
- 3.22. Receive assurance that ~~Ensure~~ there is good collaborative team and partnership working to provide the best possible outcomes for its citizens.
- 3.23. Ensure any matters raised by the ~~Medical Director, Executive~~ Director of Quality & Nursing (including in their role as Caldicott Guardian), ~~Executive~~ Director of Paramedicine, or other Directors in relation to patient safety and clinical risk are considered and addressed promptly and fully.

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

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

- ~~3.28.3.24.~~ 3.24. 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.

~~3.25. Receive and gain assurance from internal and external audits in their remit. It will also monitor management actions to address recommendations via the audit tracker and where appropriate scrutinise the impact of actions in response to audit recommendations.~~

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

~~3.30.3.26. Review and recommend to the Board the Trust's annual Duty of Candor and eQuality statement Report(s) (as relevant) and quality improvement priorities for the coming year, monitoring progress against these priorities and their impact on patient safety.~~

~~3.31.3.27. 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**

~~3.32.3.28. Monitor the key risks relevant to its remit. 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 It will consider the controls and mitigations of high-level workforce-related risks and provide assurance to the Board that such risks are being effectively controlled and managed.~~

### **Authority**

~~3.33.3.29. 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.~~

3.34.3.30. 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.

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

### **Chair's Action**

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

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

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

### **Sub-Committees**

3.36.3.35. 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.

### Prescribed Attendees

4.2. The core membership will be supported ~~regularly~~ by the attendance of the following at each meeting:

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

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 People and Culture.

### **Quorum**

- 4.9. 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**

- 4.10. 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**

- 4.11. 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.

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

- 5.1. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 5.2. 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.

- 5.3. 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.
- 5.4. The Committee shall embed the Trust's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

## 6. REPORTING AND ASSURANCE ARRANGEMENTS

- 6.1. The Committee Chair shall:

- (a) report formally, regularly and on a timely basis to the Board and the Chief Executive (Accountable Officer) on the Committee's activities. This includes

~~a written highlight report~~~~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.

6.2. 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.

## 7. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

7.1. 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)

## 8. REVIEW

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



## **REMUNERATION COMMITTEE ANNUAL REPORT 2023/24**

### **INTRODUCTION**

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, Committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The Committee met on 8 March 2024 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Committee Chair and Executive Lead ahead of that meeting. This Annual Report reflects on the effectiveness of the Committee in 2023/24 and proposes changes to terms of reference.

### **PURPOSE OF THE COMMITTEE**

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

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

## MEMBERSHIP AND ATTENDANCE

- 6. The Committee has meetings scheduled four times a year, however given the nature of the work of this Committee, they can sometimes be moved because there are limited issues to review. At other times additional meetings are required depending on demand.
- 7. The Committee met three times in 2023/24 and was quorate on each occasion.
- 8. The Committee’s membership is not proposed to change but the attendance of the Executive Director of Finance and Corporate Resources is now specified in the terms of reference where Voluntary Early Release Scheme (VERS) applications are before the Committee. The chart below illustrates attendance of members and attendees as listed in the terms of reference for 2023/24.

COMMITTEE ATTENDANCE			
Name	5 June 2023	July 2023	8 March 2024
Colin Dennis			
Prof. Kevin Davies			
Bethan Evans			
Paul Hollard			
Ceri Jackson			
Hannah Rowan			
Joga Singh			
Martin Turner			
Peter Curran			
Hugh Parry			
Damon Turner			
Jason Killens	*		
Trish Mills			
Angie Lewis			

\*Recused from discussions on relevant agenda items

	Attended
	Sent Deputy
	Apologies
	No longer a member.

## COMMITTEE'S VIEWS ON EFFECTIVENESS

9. 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 8 March 2024 Committee meeting.
10. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Fourteen questionnaires were sent out with 4 responses being returned (a 28.5% return rate which is better than 2022/23).
11. Respondents were asked 27 questions and were encouraged to provide free text answers to explain or expand on their choices. The responses were reviewed by the Committee on 8 March against the same questions from last year.
12. Good practice drawn out includes:
  - Increased awareness of key sources of assurance and a conscious decision made on information it receives.
  - Committee has the right balance of skills and experience, and members contribute regularly to the issues discussed.
  - Clarity on its role and equal prominence given to all key areas in the remit of the Committee.
  - Agenda items are appropriately closed off.
  - Reporting and challenge of reporting by Board is appropriate.
  - There is a period of reflection at the end of each meeting.
  - There are good and effective relationships amongst members.
  - The Committee is well led.
13. As with other Board Committees, the question related to visibility of Committee members scored poorly again this year. Given that there is a Board visits Standard Operating Procedure in place which illustrates members visibility, it is anticipated that this question will be omitted from the 2024/25 survey. The rationale being that it is unlikely, no matter how visible a Non-Executive or Executive Director may be, that that will always resonate with each Committee.
14. Responses included a desire to increase focus on the long-term strategy, the impact on staffing requirements, and implications of working from home on our people. Whilst alignment of annual objectives and progress thereon for the Chief Executive Officer and their direct reports must align with the long-term strategy, these areas are within the remit of the Finance and Performance Committee, the People and Culture Committee and the Board, rather than this

Committee. Similarly, the Board Assurance Framework and risk registers are not routinely brought to this Committee due to its remit, however risks related to issues of settlement agreements including VERS and executive level appointments are highlighted.

15. A Trade Union Partners and Committee Chairs development session has been scoped to support inductions into Board Committees and will be held in 2024/25.
16. The Committee has a cycle of business that is aligned to its terms of reference, albeit there are limited opportunities to proactively plan the work of this Committee. All matters scheduled for oversight and review have been brought to the Committee other than the annual settlement agreement which was introduced in 2023/24. This will be presented in Q2 of each year going forward. In all other respects the Committee has discharged its responsibilities in providing assurance to the Board. The Committee's business in 2023/24 included:
  - (a) Approval of **settlement agreements** (two in 2023/24).
  - (b) Approved the process and timeline for the **appointment of the Digital Director**.
  - (c) Following on from the AACE independent **benchmarking review of Director salary levels** in the UK ambulance sector, the Committee has been overseeing the process of review of Executive Leadership Team job descriptions by Welsh Government. This process continues into 2024/25.
  - (d) The Committee noted that the **5% ESP pay award for 2023/24** which was delayed following the pay award for Agenda for Change colleagues earlier in the year, has now been approved by Welsh Government
  - (e) The Committee reviewed the **CEO's outturn position for 2022/23 and his objectives for 2023/24** noting they had been cascaded to his direct reports and appraisals completed. The Committee noted the outturn position for 2022/23 was consistent with discussions throughout the year and showed some great progress despite many challenges throughout the year
  - (f) On the retirement of Dr Brendan Lloyd on 31 December 2023, the Committee considered the removal of the Medical Director role, and the change in **designation of voting rights** at the Board from the Medical Director to the Director of Paramedicine effective 1 January 2024. This was endorsed by the Board. RemCom also supported the revised senior leadership structure for the Clinical Directorate.

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

(h) The **annual effectiveness review** was conducted.

17. One Chair's Action was held for an urgent settlement agreement in March 2023 which was ratified at the 5 June meeting.
18. The Board received a highlight report from this Committee following each meeting which included alerts, advice, and areas of assurance. This was also presented to the next public Board meeting by the Chair of the Committee.

## **PROPOSED CHANGES TO THE TERMS OF REFERENCE**

19. Extensive changes to the Terms of Reference for this Committee were made during the effectiveness reviews held in 2022. The changes this year are therefore minimal and are marked up in [Annex 1] and include the addition of any interim appointments to the roles that are within the remit of the Committee. These will usually come forward at the time the process and timelines for a new appointment is reviewed and will include the remuneration and any handover period remuneration for interim roles, which has been an issue raised recently by auditors on the annual Remuneration Report.
20. Additionally, a provision for Chair's Action has been included in the authority section.
21. Given the somewhat reactive nature of the Committee it does not set annual priorities.

## **NEXT STEPS**

22. The next steps are to ensure changes to the terms of reference are cycled into the work programme for review in 2024/25

## **RECOMMENDATION**

23. The Trust Board is requested to
- (a) Receive and note the contents of the Committee Annual Report for 2023/24 and analysis of its effectiveness; and
  - (b) Approve the changes to the Terms of Reference.

## REMUNERATION COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2023/242024/25

#### 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;
  - undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Trust's strategic goals;
  - carrying out specific responsibilities on the Board's behalf; and
  - providing a forum where ideas can be explored in greater detail than Board meetings are able to allow, providing time and space to consider issues in greater depth.

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

#### 2. PURPOSE

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

- 2.1. Approve on behalf of the Board matters relating to the appointment, termination, remuneration, terms of service and appraisal for the Chief Executive, Executive Directors and other senior staff (including Interim Director

roles) within the framework set by the Welsh Government and in accordance with the Standing Orders; and

- 2.2. Approve proposals regarding termination arrangements, including those under the Voluntary Early Release Scheme, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.
- 2.3. Provide assurance to the Board in relation to the Trust's arrangements for the remuneration and terms of service, including contractual arrangements, for all staff, in accordance with the requirements and standards determined for the NHS in Wales.
- 2.4. The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.
- 2.5. The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.

### 3. DELEGATED POWERS AND AUTHORITY

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

- 3.1. Provide assurance to the Board in relation to the Trust's arrangements for the remuneration and terms of service, including contractual arrangements, for all staff, in accordance with the requirements and standards determined for the NHS in Wales. The Committee will review the annual Remuneration Report and approve its contents, by way of email circulation where necessary.

- 3.2. Approve the remuneration and terms of service for the Chief Executive, Executive Directors and other Very Senior Managers (VSMs) not covered by Agenda for Change, ensuring that the policies on remuneration and terms of service as determined from time to time by the Welsh Government, are applied consistently.
- 3.3. Approve the appointment of the Chief Executive and Executive Directors (officer members of the Board) and where applicable, interim appointments to those roles.
- 3.4. Terminate appointments and suspend officer members in accordance with the provision of regulations.
- 3.5. Consider the appraisal of officer members of the Board.
- 3.6. Approve the appointment, appraisal, discipline and dismissal of any other board level appointments (including where applicable, interim appointments to these roles) and other senior employees, in accordance with Welsh Government Ministerial instructions, e.g., the Board Secretary.
- 3.7. Consider and approve redundancy and Voluntary Early Release (VERs) applications, noting that where the settlement is £50,000 or above subsequent agreement of Welsh Government is required.
- 3.8. Approve proposals for novel employment and pay cases, such as settlement agreements, overtime payments, and non-disclosure agreements, ensuring Welsh Government advice has been sought and considered.

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

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

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

## Sub-Committees

- 3.13.3.16. 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.

### **Prescribed Attendees**

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

- Chief Executive
- Director of People and Culture (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. In particular, the Executive Director of Finance and Corporate Resources may be asked to attend where VERS or other settlement applications are being considered.

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 People and Culture

## **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
  - (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.



# **WELSH AMBULANCE SERVICES PARTNERSHIP TEAM (WASPT) ADVISORY GROUP ANNUAL REPORT 2023/24**

## **INTRODUCTION**

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees and Advisory Groups (of which WASPT is the sole group) evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change regular reviews of ensure governance remains fit for purpose. WASPT members agreed that with the reinstatement of the group in 2023 that an effectiveness review would be welcomed to review operating arrangements.
3. The Committee met on 19 February 2024 and reviewed its terms of reference, responses to questionnaires completed by members, and its operating arrangements. Discussions were also held with the Joint Chairs ahead of that meeting to inform proposed changes.
4. This Annual Report reflects on the effectiveness of WASPT in 2023/24 and proposes changes to terms of reference.

## **PURPOSE OF WASPT**

5. WASPT is the forum where senior leaders, trade union partners and professional organisations work together to improve the Trust's services for the people of Wales. It is the principal partnership forum for the discussion of national priorities and strategies and where key stakeholders will engage with each other to inform, debate, and seek to agree priorities on workforce and health service issues.

6. WASPT provides the formal mechanism for consultation, negotiation and communication between the staff organisations and management. The TUC principles of partnership apply.

## MEMBERSHIP AND ATTENDANCE

7. WASPT met six times as scheduled in 2023/24 and was quorate on each occasion.
8. WASPT membership consists of eight management members and twelve trade union partner members. Meetings are Chaired on rotation between the management and trade union partner members.
9. Trade union membership includes three seats for each of the four recognised trade unions (GMB, RCN, Unison and Unite). The chart below illustrates attendance of members as listed in the terms of reference for 2023/24. The Committee welcomed non prescribed attendees at various meetings.

COMMITTEE ATTENDANCE						
Name	13 April 2023	14 June 2023	30 August 2023	12 October 2023	15 December 2023	19 February 2023
<b>Joint Chairs</b>						
Jason Killens	Chair	Part meeting	Chair	Until 11am	Chair	
Mark Marsden (Unison)		Chair		Chair		Chair
<b>Management Representatives</b>						
Angela Lewis						
Lee Brooks				Mark Harris		Jon Edwards
Rachel Marsh	Alex Crawford					
Chris Turley						
Andy Swinburn			Part meeting			
Estelle Hitchon						
Trish Mills						
<b>Trade Union Representatives</b>						
Unite representative	Paul Seppman	Paul Seppman	Paul Seppman		Paul Seppman	
Unite representative	Hugh Parry		Hugh Parry	Hugh Parry		Hugh Parry
Unite representative	Christian Fox Carl Jones	Christian Fox	Christian Fox		Christian Fox	Christian Fox
GMB representative	Sharon Thorpe	Sharon Thorpe		Ian James		
GMB representative	Maldwyn Jones	John Phillips	Maldwyn Jones		Maldwyn Jones	Maldwyn Jones
GMB representative	Marcus Viggers	Marcus Viggers		Marcus Viggers	Marcus Viggers	
Unison representative	Rob Morgan	Henry Garrard	Henry Garrard	Henry Garrard	Henry Garrard	Henry Garrard
Unison representative	Bethan Williams	Bethan Williams		Bethan Williams	Bethan Williams	Bethan Williams
Unison representative	Damon Turner	Damon Turner	Damon Turner	Damon Turner	Keith Rodgers	Damon Turner
RCN representative						
RCN representative						
RCN representative						

	Attended
	Deputy attended
	Apologies received
	No longer member/Not member

10. Attendance is steady and the group recognises the importance of consistent membership across the trade unions wherever possible to aid in the flow of information, but also acknowledges that this can be difficult to achieve with shifts

etc., and that there is a need for some flexibility. One RCN member has now been identified to join WASPT.

11. No changes to membership are proposed at this stage.

## **VIEWS ON EFFECTIVENESS**

12. WASPT's effectiveness was assessed through a review of its terms of reference, responses to a questionnaire, discussion with the Joint Chairs, and at the 19 February meeting.

13. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Twenty six questionnaires were sent out with 12 responses being returned (a 46% return rate with an equal split between management and Trade union partner members).

14. Respondents were asked three questions:

### 14.1. What is WASPT doing well:

Responses indicated that WASPT:

- Allows for organisational issues to be discussed.
- Provides a vehicle for relationships to grow.
- Is a good demonstration of partnership working.
- Allows for free flowing discussions.
- Is effective in covering some challenging issues.
- Covers issues in a timely way.
- Has a meeting structure that flows well and frequency and timing is appropriate.
- Reports via the People and Culture Committee which enables the Board to be engaged.
- Is well chaired.
- Gives everyone the opportunity to engage.

### 14.2. What improvement could be made to the meeting or arrangements:

Responses indicated that improvements could be made in decision-making arrangements, time allocation, agenda management, and communication – specifically:

- More time needs to be allocated to meetings (feels rushed).
- Ensure agenda is relevant.
- Factor in a break.

- Focus on the item on agenda and not conflate items.
- Review meeting frequency
- Review how things are moved on outside the meeting.
- Ensure AAA appropriate for trade union partners to communicate to their members.
- Decision making with a strong link between WAST management and senior trade union representatives has not been happening.
- Keep meeting in person; alternate between in person and online.
- Mix up seating of members and not talk about 'sides' – more unification.
- Personal relationship issues should be resolved outside of WASPT to aid effective working.

14.3. What training and development needs are there for WASPT/members:

Training and development needs for WASPT members include committee effectiveness, relationship building, and understanding of finances and reports – specifically:

- Trade union/management training to start.
- Trade union and management relationship.
- Committee and meeting effectiveness.
- Finances and interpreting various reports.
- Understanding of roles.
- Communication skills.
- NED membership and reporting to Board.
- Separate governance inductions.
- Programme of development specific to WASPT.
- Executives need to be more visible to the shop floor and the lived experience.
- Be less defensive when hearing from staff and take views seriously.
- Need to hear more feedback from corporate forums – very ops focused.

15. Whilst some matters can be timed into the meetings for the year, the nature of WASPT is that it can be difficult to develop a predictable cycle of business. Having said that, the agenda is set with the Joint Chairs and the Board Secretary in advance with reference to the action log, escalations and reporting from the local partnership forum structures approved in 2023, and any issues that would benefit from a partnership discussion. WASPT's discussed the following in 2023/24:

- (a) Establishment of the **WASPT sub-structures** to ensure local issues are discussed at local levels was discussed. Governance forums include local partnership forums feeding into established operations forums with Trade

Union Partners. This structure includes an 'Operations Stream' and a 'Corporate Stream'. Reporting on both sub-structure streams was provided throughout the year and issues escalated where necessary.

- (b) In April 2023 the **IMTP 2023-26** was discussed as was the challenging revenue and capital financial plan for 2023/24 and the knock on effect of the reduced fleet replacement programme.
- (c) In February 2024 the **IMTP 2024-27** was discussed with members engaged on the developing plan for approval by the Board in March 2024.
- (d) Several **issues were discussed** in detail, some over multiple meetings, and were subsequently reported to the People and Culture Committee on the AAA report. These included:
- Portering of patients
  - Diesel engine exhaust emissions
  - Six week relief
  - Revised pay offer and WAST specific annex
  - EMS establishment
  - Overtime restrictions
  - Study leave
  - Hive survey
  - Infection Prevention and Control Policy
- (e) Updates were provided on progress against the **actions agreed in partnership with ACAS** in 2022 and developing work with agreed target dates ranging with completion from September 2023 to June 2024. Those agreed actions are as follows:
- Complete move to WASPT and substructure, noting that is now complete and operational.
  - Workshop session on best practice (will inform partnership principles).
  - Develop partnership principles to support partnership statement.
  - Redevelopment partnership statement.
  - Develop trade union session for WAST warm welcome.
  - Rolling programme of Working Together sessions for managers and Trade Union partners.
  - Develop mentoring, coaching, and shadowing programme to share perspectives and experiences.
  - Post-meeting reviews.
  - Develop consultation sheet for managers/TUPs.

Actions are being progressed through a series of workshops with local representatives and local managers, with representation from the Chief Executive, Director of People and Culture, Trade Union Chair and Secretary. WASPT will continue to monitor progress.

(f) The **annual effectiveness review** was conducted at the February 2024 meeting.

16. The People and Culture Committee receive a highlight report from WASPT following each meeting. The Committee includes reference to this in their report to the Board. The Joint Chairs are invited to the People and Culture Committee and some of the WASPT trade union partner and management members are prescribed attendees. From February 2024 the approved minutes of WASPT will also be included in the Committee's open meeting pack.

17. The Trust Board Chair and Joint Chairs meet quarterly to discuss any issues that may arise and to keep the Trust Board Chair informed.

18. In addition to the regular bi-monthly meetings of WASPT, the following has taken place because of issues raised/matters discussed in WASPT:

- (a) Insights Preferences session.
- (b) EMS Establishment information session.
- (c) Financial Sustainability Programme quarterly updates.
- (d) Partnership Development Meeting.

## **SUB-STRUCTURES**

19. WASPT is serviced by the operational and corporate sub-structures established in 2023. Those groups are meeting regularly and reporting in to WASPT by way of a AAA report, escalating issues where they are unable to resolve them at a local level.

## **PROPOSED CHANGES TO THE TERMS OF REFERENCE**

20. The WASPT Terms of Reference were revised in March 2023 shortly after the group was reconstituted. Therefore, changes are minor and include:

- 4.2 – removal of reference to review of trade union partner numbers in membership. However, trade union partner Chair will review membership to ensure that it is representative as far as possible of all major work groups and professional bodies at WAST as per the Terms of Reference.
- 5.2 – it had been anticipated that meetings might change to quarterly following the establishment of the local partnership forums, however following feedback

from the survey it is agreed that meetings will be retained on a bi-monthly cycle.

- 7.3 – codifies the position with respect to minute taking and aligns to the timetable for Board and Committee drafts.

21. The changes in the Terms of Reference are marked up in Annex 1.

22. In response to the issues raised in the survey there will be some changes to operating arrangements which include:

- Encouraging trade union partner members and management members to disburse themselves around the table during in person meetings.
- Provision of the minutes of WASPT as well as the AAA report to the People and Culture Committee in open session.
- In addition to the AAA report from WASPT being circulated to members, consideration will be given to a 'hot topics' newsflash that could be circulated by email and included on Siren. This will draw from the AAA and include a link.
- In addition to retaining the two hour bi-monthly in person meeting, an additional one hour slot will be included for a workshop on a single issue of importance. This will include a lunch break which will be a good opportunity for members to get to know each other better. This will be scheduled in as soon as possible in diaries.
- Issues raised in the survey such as the desire to walk in each other's shoes, strengthen links between Trade union partner and management members, and working on personal relationships will be addressed in different operating arrangements, but also from the partnership working development sessions that have taken place and are planned as part of the ACAS action plan.
- There is a Board Visits Standard Operating Procedure in place where Executive and Non-Executive Director visits to our people are shown. This is available for all staff at this Link (Board Member Visits Dashboard (sharepoint.com)) and is reviewed quarterly by the Executive Leadership Team and Trust Chair, and reported in open Board session annually.
- Where it is identified that the agenda may restrict timing of an item, whether that be in the agenda setting meeting with the joint chairs or the trade union partners pre-meet, the Board Secretary will review the overall timing and adjust where appropriate and with the agreement of the Joint Chairs.
- On training and development needs identified, there is a trade union partners and Board and Committee Chairs joint session agreed. Additional sessions will include:
  - How to run effective meetings.

- Committee specific induction programmes on roles and responsibilities.
- Financial reporting session.
- Introduction for individual trade union partners and staff who wish to observe Board and Committee meetings for succession or other reasons.

## **PRIORITIES**

23. Given the nature of the issues before WASPT, which are usually topical and emerging, it was felt that it would not be appropriate to set priorities for WASPT for 2024/25. However, the focused agenda setting meetings and agile nature of preparation for meetings will continue as standard practice.

## **RECOMMENDATION**

24. The Trust Board is requested to
- (a) Receive and note the contents of the WASPT Annual Report for 2023/24 and analysis of its effectiveness; and
  - (b) Approve the changes to the Terms of Reference.

## WELSH AMBULANCE SERVICES PARTNERSHIP TEAM (ADVISORY GROUP)

V2.1

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2024-25

#### 1. INTRODUCTION

- 1.1. The Trust's Standing Orders provide that *"The Trust may and where directed by the Welsh Ministers must, appoint Advisory Groups to the Trust to provide advice 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 by others to advise it in the conduct of its business. The Board shall, wherever possible, require its Advisory Groups to hold meetings in public unless there are specific, valid reasons for not doing so"*.
- 1.2. In line with Standing Orders the Board shall nominate annually a committee to be known as the Local Partnership Forum, herein referred to as the **Welsh Ambulance Services Partnership Team (WASPT)**. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

#### 2. PURPOSE

- 2.1. WASPT is the forum where the senior leaders, trade union partners and professional organisations work together to improve the Trust's services for the people of Wales. It is the principal partnership forum for the discussion of national priorities and strategies and where key stakeholders will engage with each other to inform, debate and seek to agree priorities on workforce and health service issues.
- 2.2. WASPT will provide the formal mechanism for consultation, negotiation and communication between the staff organisations and management. The TUC principles of partnership will apply.
- 2.3. Members will work in partnership, including:

- Showing joint commitment to the success of the organisation with a positive and constructive approach
- Recognising the legitimacy of other partners and their interests and treat all parties with trust and mutual respect
- Demonstrating commitment to employment security for workers and flexible ways of working
- Sharing success – rewards must be felt to be fair
- Practising open and transparent communication – sharing information widely with openness, honesty and transparency
- Bringing effective representation of the views and interests of the workforce
- Demonstrating a commitment to work with and learn from each other

2.4. The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.

2.5. The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.

### 3. DELEGATED POWERS AND AUTHORITY

WASPT will:

- 3.1 Establish a regular and formal dialogue between WAST management and ~~trade union partners the staff representatives~~ on strategic issues affecting the workforce and provide opportunities to input into organisational strategy and service development plans at an early stage.

- 3.2 Consider the implications on staff of service reviews and identify and agree new ways of working where required to deliver the service effectively.
- 3.3 Consider the implications for staff of NHS organisational change at a national level and to work in partnership to achieve mutually successful implementation.
- 3.4 Consider and discuss the Trust's services, activity and financial performance and the role of WASPT in improving performance and value for money.
- 3.5 Take account of, consider and communicate key decisions taken by the Board and senior management.
- 3.6 Develop and maintain in partnership appropriate facilities arrangements using Agenda for Change Facilities Agreement as a minimum standard.
- 3.7 Discuss and resolve escalations from sub-groups

### **Authority**

- 3.8 WASPT as an advisory group supports, advises and challenges on matters of partnership working at a strategic level. Whilst decisions on a range of issues will be made by WASPT relating to consultation, negotiation, next steps and communication, all decisions that have financial, performance, and workforce consequences must be made with reference to the authorities set out in the Standing Orders and its annexures, in particular the Scheme of Reservation and Delegation ('SoRD') which details where decisions are reserved to the Board and where they may be delegated to Executives. Table A of the SoRD details the non-financial delegations and Table B details the financial delegations to Directors and Officers. The SoRD can be found on the Trust [website](#).

### **Sub-Committees**

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

- 3.10 Sub-committees shall report regularly to WASPT by way of a highlight report clearly indicating areas of escalation.

## 4. MEMBERSHIP

### Members

Membership of WASPT is proposed to be kept as small as possible to ensure its focus on strategic issues. A clear sub-structure for resolving issues at a local level and escalations will be put in place to support this. Membership is proposed as follows:

- 4.1 Management membership will be as follows:
- Chief Executive (management Chair)
  - Director of Workforce and Organisational Development
  - Executive Director of Operations
  - Executive Director of Strategy, Planning and Performance
  - Executive Director of Finance and Corporate Resources
  - Director of Paramedicine
  - Director of Partnerships and Engagement
  - Board Secretary
- 4.2 ~~Staff-Trade Union Partner representative~~ membership shall consist of 12 members, representing the four recognised Trade Unions (GMB, RCN, Unison and Unite). ~~However, once the sub-committee structure is established the numbers of staff representative membership will be reviewed.~~ Staff representation Trade Union Partner membership will collectively represent all major work groups and professional bodies at WAST.
- 4.3 WASPT shall have joint Chairs who will work in partnership and rotate the role each meeting. Joint Chairs shall ensure that key and appropriate issues are discussed by members in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.
- 4.4 The joint Chairs may extend invitations to other staff representatives, Directors and/or Senior Managers, and to officials (including full time officers) 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 All members must:
- Engage with and fully contribute to WASPT's activities and in a manner that upholds the standards of good governance set for the NHS in Wales;
  - Prepare fully for the meeting by reviewing any papers provided;
  - Equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes;
  - Promote the work of WASPT within the directorate, Trade Union and/or professional discipline they represent.
- 4.6 Members may send deputies in their absence who will act with their full authority. To instigate a substitution arrangement members must notify the Board Secretary before the day of the meeting that they are unable to attend and the name of the member who will attend as the substitute.
- 4.7 The arrangements under which staff are allowed time off to attend meetings of the group and reimbursed expenses incurred in attending such meetings are set out in the agreed Policy on Recognition of and Facilities for Trade Unions.

## Member Appointments

- 4.8 WASPT membership 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 group's remit, and, subject to any specific requirements or directions made by the Welsh Government. Membership will be reviewed by the Trust Chair annually.
- 4.9 ~~Staff representative~~Trade Union Partner membership (including the Chair) will be drawn from the elected staff side.
- 4.10 It is intended that the majority of membership will be consistent to allow for continuity of discussions and ease of communication, other than when a deputy is required under the provisions in paragraph 4.6. Where a member does not attend for three consecutive meetings the joint Chairs may seek an explanation from the member and where necessary the replacement of the member.

## Secretariat and Support to WASPT

Page 5 of 10

Model Standing Orders – Schedule ~~3-84~~: Advisory Group (WASPT) TORs  
Approved by Trust Board ~~30 March 2023~~[insert]

4.11 The Board Secretary, on behalf of the joint Chairs, shall:

- (a) Arrange the provision of advice and support to members on any aspect related to the conduct of their role;
- (b) Facilitate the effective conduct of Trust business through meetings
- (c) Provide the secretariat function to WASPT;
- (d) Ensure members have the right information to enable them to make informed decisions and fulfil their responsibilities;
- (e) Ensure that in all its dealings, WASPT acts fairly, with integrity, and without prejudice or discrimination;
- (f) Monitor the group's compliance with its terms of reference

4.12 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.

## 5. COMMITTEE MEETINGS

### Quorum

5.1 At least 50% of the management members and 50% of the staff representative Trade Union Partner members must be present to achieve a quorum.

### Frequency of Meetings

5.2 Meetings shall be held no less than ~~than quarterly or otherwise as the joint Chairs deems necessary. However, for the first four meetings of WASPT these shall be bi-monthly or as the joint Chairs deem necessary to allow the group to re-establish.~~

5.3 Due to the sensitivity of the issues being discussed, meetings shall be held in private session with the public and press excluded.

### Withdrawal of individuals in attendance

- 5.4 The Chair 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.

### Conflicts of Interest

- 5.5 Members must disclose all conflicts of interest in line with the Standing Orders and the Trust's standards of business conduct policy. Members may be asked to recuse themselves from all or part of discussions where a conflict is deemed to exist.

## 6. OPERATING ARRANGEMENTS

### Agenda Setting

- 6.1 The joint Chairs shall meet with the Board Secretary at least 5 weeks before a meeting to set the agenda which will be circulated to members within 5 working days of that meeting.
- 6.2 Changes to agenda shall only be made with the agreement of both joint Chairs.
- 6.3 Any items of 'other business' must be notified to the joint Chairs ahead of each meeting so that appropriate time can be provided for in the meeting for discussion.

### Papers and timetables

- 6.4 The presentation of items on the agenda should be accompanied by sufficient information for WASPT to make a determination on that item. Where an SBAR is not possible due to operational pressures, a shortened template will be developed.
- 6.5 Best endeavours will be made to Papers will be circulated the agenda and sufficient papers to enable Trade Union Partners to consider these at any pre-meeting discussions. However -with- the final agenda and meeting papers will formally be distributed 14seven calendar days before the meeting unless otherwise agreed with the joint Chairs.

## 7. REPORTING AND COMMUNICATION

### Reporting

- 7.1 WASPT shall report into the People and Culture Committee of the Board as that Committee has the responsibility to provide advice and assurance to the Board on all matters relating to partnerships and engagement relevant to the remit of the Committee, including but not limited to trade unions, external organisations and staff communications.
- 7.2 Notwithstanding that the Standing Orders provide that WASPT's main link with the Board is through the executive members of the group, the joint Chairs shall prepare a AAA (alert, advise, assure) highlight report to the People and Culture Committee following within 14 days of each WASPT meeting setting out any areas of escalation and key issues discussed. In turn, the People and Culture Committee will report such work in their highlight report to the Board. A copy of the AAA report will be distributed to the WASPT membership once approved by the Joint Chairs.

### Minutes

- 7.3 Minutes will be prepared of each meeting in addition to the AAA report and presented to the Joint Chairs within 14 days of a meeting for review and approval.

### Annual Report

- 7.37.4 WASPT shall submit an annual report to the Board through the Chair of the People and Culture Committee within three months of the end of the reporting year setting out its activities during the year and detailing the results of a review of its performance and that of any sub-Committee it has established.

### Communication

- 7.47.5 The WASPT AAA highlight report will be used to communicate the work of the group to the organisation more widely. This is in keeping with the Standing Orders that requires advisory groups to report regularly on its activities to those whose interest they represent.

7.57.6 The Chair of the Trust Board shall meet with the Joint Chairs on a regular basis to discuss the WASPT activities and operation.

## 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 WASPT, except in the following areas:

- Quorum
- Meeting in private session
- Reporting to the People and Culture Committee

## 9. REVIEW

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

## 9. VERSION CONTROL TABLE

Version Number	Change	Author/ Reviewer/ Approver	Date
1.0	Terms of Reference and Operating Arrangements for Welsh Ambulance Partnership Forum (WASPF)	WASPF	TBD
1.1	Terms of Reference for reconstituted Welsh Ambulance Services Partnership Team (WASPT). Revised format and wording review approved	WASPT	15 November 2022
2.0	Terms of Reference for reconstituted Welsh Ambulance Services Partnership Team (WASPT) – amendment sought to para 3.4	People and Culture Committee –	29 November 2022
2.1	Terms of Reference amendment to par 3.4 approved	WASPT	20 January 2023

2.1	Terms of Reference for reconstituted Welsh Ambulance Services Partnership Team (WASPT)	Trust Board – Approval	30 March 2023
<u>3.0</u>	<ul style="list-style-type: none"> <li>• <u>4.2 – removal of reference to review of trade union partner numbers in membership. However, trade union partner Chair will review membership to ensure that it is representative as far as possible of all major work groups and professional bodies at WAST as per the Terms of Reference.</u></li> <li>• <u>5.2 – it had been anticipated that meetings might change to quarterly following the establishment of the local partnership forums, however following feedback from the survey it is agreed that meetings will be retained on a bi-monthly cycle.</u></li> <li>• <u>7.3 – codifies the position with respect to minute taking and aligns to the timetable for Board and Committee drafts.</u></li> </ul>	<u>WASPT</u>	<u>19 February 2024</u>
<u>3.0</u>	<u>As above</u>	<u>Trust Board – Approval</u>	<u>May 2024</u>

<b>AGENDA ITEM No</b>	<b>8</b>
<b>OPEN or CLOSED</b>	<b>OPEN</b>
<b>No of ANNEXES ATTACHED</b>	<b>1</b>

**SELF ASSESSMENT AGAINST THE CORPORATE GOVERNANCE CODE FOR CENTRAL GOVERNMENT DEPARTMENTS 2017 – 2024 REVIEW**

<b>MEETING</b>	Audit Committee
<b>DATE</b>	30 April 2024
<b>EXECUTIVE</b>	Trish Mills, Director of Corporate Governance/Board Secretary
<b>AUTHOR</b>	Trish Mills, Director of Corporate Governance/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. This self-assessment activity also informs the annual effectiveness review which is undertaken by the Trust Board.
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 within the Governance Statement in the Accountability Report.
4. The 2023/24 self-assessment against the Code is set out at Annex 1 and the Committee will note there are no elements currently showing an ‘explain’ rating. The Annex sets out the changes to the self-assessment against the 2022/23 self-assessment of the Code.

**5. RECOMMENDATION: The Committee is requested to: Review the 2023/24 self-assessment against the Corporate Governance Code for Central Government Departments 2017, ahead of confirming compliance with the Code in the 2023/24 Accountability Report.**

**REPORT APPROVAL ROUTE**

27 March 2024: Executive Leadership Team (by circulation)  
30 April 2024: Audit Committee

**REPORT APPENDICES**

Annex 1: – Corporate Governance Code 2017 Self-Assessment for 2023/24

**REPORT CHECKLIST**

<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	N/A
Estate	N/A	Patient Safety/Safeguarding	N/A
Ethical Matters	N/A	Risks (Inc. Reputational)	N/A
Health Improvement	N/A	Socio Economic Duty	N/A
Health and Safety	N/A	TU Partner Consultation	N/A



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

## 2023/24 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)

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<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
1	<p>Each organisation should have an effective board, which provides leadership for the business, helping it to operate in a business-like manner. The board should operate collectively, concentrating on advising on strategic and operational issues affecting the Trust's performance, as well as scrutinising and challenging departmental policies and performance, with a view to the long-term health and success of the Trust. (Code reference 2.1 and 2.2)</p>	<ul style="list-style-type: none"> <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 the 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 2023</li> </ul>
2	<p>The Board does not decide policy or exercise the powers of the ministers. The department's policy is decided by ministers alone on advice from officials. The board advises on the operational implications and effectiveness of policy proposals. The Board will operate according to recognised precepts of good corporate governance in business:</p> <ul style="list-style-type: none"> <li>Leadership – articulating a clear vision for the department and giving clarity about how policy activities contribute to achieving this vision, including setting risk appetite and managing risk</li> <li>Effectiveness – bringing a wide range of relevant experience to bear, including through offering rigorous challenge and scrutinising performance</li> </ul>	<ul style="list-style-type: none"> <li>In accordance with the set statutory duty, the Trust had its IMTP covering the period 2023-2026 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 September 2023. The Standing Orders translate the statutory requirements set out in the National Health Service Trusts (Membership and Procedure) Regulations 1990 (S.I.1990/2024) (as 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</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> <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
	<ul style="list-style-type: none"> <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>developed and, together with the Trust’s Standards of Business Conduct Policy, is designed to ensure the achievement of the standards of good governance set for the NHS in Wales.</p> <ul style="list-style-type: none"> <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 offer to deliver value to the wider Urgent &amp; Emergency Care System. This programme of work seeks to accelerate the current strategic direction and priorities set out in our IMTP.</li> </ul>		
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> </ul>	<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> </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> </ul>



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
	<ul style="list-style-type: none"> <li>Management information (Code reference 2.4 and 3.10)</li> </ul>	<ul style="list-style-type: none"> <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 and, from January 2024, uploaded to the Trust's website within 14 days of the meeting.</li> <li>The IMTP is approved and scrutinised by the Board.</li> </ul>		<ul style="list-style-type: none"> <li>Committee terms of reference</li> <li>Committee AAA reports</li> <li>Upload of AAA reports to website</li> </ul>
4	The Board also supports the accounting officer in the discharge of obligations set out in <i>Managing Public Money1</i> for the proper conduct of business and maintenance of ethical standards. (Code reference 2.7)	<ul style="list-style-type: none"> <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	Where Board members have concerns, which cannot be resolved, about the running of the department or a proposed action, they should ensure that their concerns are recorded in the minutes. (Code reference 2.12)	<ul style="list-style-type: none"> <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	The Board should have a balance of skills and experience appropriate to fulfilling its responsibilities. The membership of the board should be balanced, diverse and manageable in size. (Code reference 3.1, 3.11, 3.12 and 3.13)	<ul style="list-style-type: none"> <li>The Trust Establishment Order sets out the Board composition and the Trust abides by this composition.</li> <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>A Board skills matrix is maintained and used with all new Non-Executive Director appointments.</li> <li>Welsh Government Public Appointments Unit supports the process for recruitment of Non-Executive</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Establishment Order and Standing Orders</li> <li>Membership matrix</li> <li>NED recruitment campaigns for finance and academic NEDs in 2023/24</li> <li>Board skills mix</li> </ul>



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
		<p>Directors with a standard role profile and person specification.</p> <ul style="list-style-type: none"> <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>		
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 attendees.</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>
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> <li>Board visits SOP and heatmap captures members visits to staff.</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 2023</li> <li>Board Visits SOP and heatmap</li> </ul>



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
10	The board should agree and document in its board operating framework a <i>de minimis</i> threshold and mechanism for board advice on the operation and delivery of policy proposals. (Code reference 3.15)	<ul style="list-style-type: none"><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 including policies.</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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REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
11	<p>The Board Should ensure that arrangements are in place to enable it to discharge its responsibilities effectively, including:</p> <ul style="list-style-type: none"> <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, together with the deadlines for such reports.</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 of Non-Executive Directors and the CEO of Directors.</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</li> </ul>	Comply	<ul style="list-style-type: none"> <li>Membership matrix for board</li> <li>Skills 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 2023 noted that the Trust was well prepared for its board member by way of the skills matrix and induction programme</li> </ul>



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REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
		<p>issues.</p> <ul style="list-style-type: none"><li>• Committee terms of reference and reporting to Committees and the Board embeds learning from events and post-implementation reviews.</li><li>• Committees have cycles of business which are monitored at each meeting.</li><li>• There is a dedicated secretariat for the Board and its Committees.</li></ul>		
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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. The Board Secretary is in attendance</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)	at each Board and Committee meeting to ensure this support is in place.		
15	<p>An effective board secretary is essential for an effective board. Under the direction of the permanent secretary, the board secretary's responsibilities should include:</p> <ul style="list-style-type: none"> <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: <ul style="list-style-type: none"> <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> </ul> </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> <li>• Committee Terms of Reference</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	<p>All potential conflicts of interest for non-executive board members should be considered on a case by case basis. Where necessary, measures should be put in place to manage or resolve potential conflicts. The board should agree and document an appropriate system to record and manage conflicts and potential conflicts of interest of board members. The board should publish, in its governance statement, all relevant interests of individual board members and how any identified conflicts, and potential conflicts, of interest of board members have been managed. (Code reference 4.15)</p>	<ul style="list-style-type: none"> <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 on the Trust website and is linked in the agenda of each Board and Committee meeting.</li> <li>• Declarations of Interest are captured at the start of each meeting and a standing item on agenda.</li> <li>• The Standards of Business Conduct Policy and the Standing Orders detail the responsibility to declare interests.</li> </ul>	Comply	<ul style="list-style-type: none"> <li>• Standards of Business Conduct Policy</li> <li>• Standing Orders</li> <li>• Declarations of Interest Register and Accountability Report</li> <li>• Agenda and minutes of each Board and Committee meeting</li> </ul>
18	<p>The board should ensure that there are effective arrangements for governance, risk management and internal control for the Trust. Advice about and scrutiny of key risks is a matter for the board, not a committee. The board should be supported by:</p> <ul style="list-style-type: none"> <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> <p>(Code reference 5.1 and 5.8)</p>	<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 2023/24</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 2023</li> <li>Internal Audit Risk Management Review 2023/24 (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 2023/24</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 2023/24</li></ul>



REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
22	<p>The head of internal audit (HIA) should periodically be invited to attend board meetings, where key issues are discussed relating to governance, risk management processes or controls across the department and its ALBs (Code reference 5.5)</p>	<ul style="list-style-type: none"> <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>The Head of Internal Audit is invited to all Board and Committee meetings of the Trust and regularly attends.</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. (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 Policy was approved by the Board in March 2024.</li> <li>Formal risk appetite statements will be developed in 2024/25.</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 Policy</li> <li>Internal Audit for Risk Management and Assurance</li> <li>Structured Assessment 2023 noted the regular review of effectiveness and action plans to address feedback</li> </ul>



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

<b>AGENDA ITEM No</b>	<b>9</b>
<b>OPEN or CLOSED</b>	<b>Open</b>
<b>No of ANNEXES ATTACHED</b>	<b>3</b>

<b>SCHEME OF RESERVATION &amp; DELEGATION OF POWERS CONTRACT AWARDS BY BOARD</b>
--

<b>MEETING</b>	Audit Committee
<b>DATE</b>	30 April 2024
<b>EXECUTIVE</b>	Trish Mills, Director of Corporate Governance/Board Secretary
<b>AUTHOR</b>	Trish Mills, Director of Corporate Governance/Board Secretary
<b>CONTACT</b>	<a href="mailto:Trish.mills@wales.nhs.uk">Trish.mills@wales.nhs.uk</a>

<b>EXECUTIVE SUMMARY</b>
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1. This paper includes proposed amendments to the Standing Orders and the Scheme of Reservation and Delegations of Powers. The former is made following the establishment of the Joint Commissioning Committee and the change of the Trust’s name following its award of University Trust Status. The latter is made as a result of a review of its practical application.
2. The recent reasonable assurance Vehicle Replacement Programme Internal Audit highlighted a breach of Standing Orders with respect to the approval of contracts by the Board. This was notwithstanding the Board approval of the overall programme and annual business cases outlining the procurement process.
3. This prompted a wider review of the Scheme of Reservation and Delegations of Powers, the result of which is a proposed small number of amendments to set out more clearly established practice and in some cases the required pragmatic application of approvals made.
4. A Governance Practice Note has been developed for internal use to clarify the pathway for approvals of business cases and awards of individual contracts that exceed the delegated limit of the Chief Executive Officer.
5. The Director of Corporate Governance/Board Secretary has consulted with Internal Audit and Audit Wales on the Governance Practice Note and changes to the Scheme of Reservation and Delegations of Powers ahead of their presentation to this meeting.

6. These proposed changes will close the high recommendation in the Vehicle Replacement Programme Internal Audit related to non-compliance with the Standing Orders.

**RECOMMENDATION**

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

**(a) Endorse the interim amendments to the Standing Orders and recommend their approval to the Board, including the deadline to hold the 2023/24 AGM to 30 September 2024.**

**(b) Endorse the amendments to the Scheme of Reservation and Delegation of Powers and recommend their approval to the Board.**

**(c) Approve Governance Practice Note 005.**

**KEY ISSUES/IMPLICATIONS**

8. As above

**REPORT APPROVAL ROUTE**

Executive Leadership Team meeting 28 February 2024  
 Consultation with Auditors in March 2024

**REPORT APPENDICES**

Annex 1 – Interim amendments to Standing Orders  
 Annex 2 – Scheme of Reservation and Delegation of Powers  
 Annex 3 – Governance Practice Note 005

**REPORT CHECKLIST**

<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	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 (SOs) must be kept under review to ensure they remain current and that their practical application in the Trust is clear and communicated.
2. This paper sets out amendments to the SOs from Welsh Government and clarifications made to the Scheme of Reservation and Delegations of Powers (SoRD) for endorsement by the Audit Committee.

## BACKGROUND

3. The annual Welsh Government review of the SOs, SORD and Standing Financial Instructions (SFIs) was reflected in amended documents which were brought to this Committee and the Board in September 2023. A further change to the SoRD was approved by the Board in November 2023 to affect the change of delegations from the Medical Director to the Executive Director of Paramedicine from 1 January 2024.
4. Interim changes were made to the Model SOs by Welsh Government in March 2024 to reflect the new commissioning arrangements and the change of name of the Trust following the award of University Trust Status.

## ASSESSMENT

### Interim Amendments to Standing Orders

5. On 1 April 2024 the Joint Commissioning Committee (JCC) was established as a joint committee of the seven Health Boards. Standing Orders and a Scheme of Reservation and Delegation has now been adopted for the JCC.
6. Interim amendments have been made to the Model SOs to reflect the new arrangements for the JCC and to remove reference to the Welsh Health Services Commissioning Committee (WHSCC) and the Emergency Ambulance Services Committee (EASC) which ceased to exist on 31 March 2024.
7. On 1 April 2024 the Trust was awarded University Trust Status, and its name was changed to the Welsh Ambulance Services University NHS Trust. The SOs have been amended to reflect this.
8. The marked up changes to the SOs are at **Annex 1** and have been made in line with the Welsh Health Circular numbered 2024/019.
9. The Standing Orders at 7.2.5 provides for our Annual General Meeting (AGM) to be held by 31 July each year. Welsh Government have advised in the Manual for Accounts that for the 2023/24 annual report and accounts the AGM may be held

before 30 September 2024. This ensures alignment with the external audit scheme. The Audit Committee is asked to formally endorse this for the Board's approval.

#### Amendments to the Scheme of Reservation and Delegation of Powers

10. Periodically reviewing the SoRD is essential to clarify its practical implementation and address any anomalies or inefficiencies. The recent Vehicle Replacement Programme Internal Audit, which provided reasonable assurance, identified a non-compliance issue concerning contract approvals by the Board. This occurred despite the Board having approved the overall program and the annual business cases detailing the procurement process.
11. Consequently, this situation has led to a broader examination of the SoRD, culminating in the recommendation of a Governance Practice Note and amendments to the SoRD. These changes aim to clarify established practices and, in some instances, the necessary pragmatic application of the approvals process.
12. The Vehicle Replacement Programme Internal Audit referred to #36 in the SoRD's Schedule of Matters Reserved to the Board which states that the Board will 'approve *individual contracts* (other than NHS Contracts) above the delegated limit to the Chief Executive Officer in the SFIs'. The Chief Executive Officer's current delegated limit is £500K (or £200K for management consultants).
13. It is impractical for the Board to approve *individual contracts* but appropriate for them to approve *individual awards* over £500K rather than the approval of the contracts themselves. A Governance Practice Note has therefore been developed to clarify the application of #36 and provides as follows:
  - (a) In most cases the Board will be presented with a business case seeking spend approval where the estimated cost exceeds £500K, which may then result in the need to proceed with a tender exercise. That business case must, as far as is possible, include the procurement approach that will lead to a Contract Award Recommendation Report (CARR). Where possible, the Board will consider and endorse the procurement approach when approving the business case.
  - (b) Procurement exercises are governed by Chapter 11 of the Standing Financial Instructions, and it is important to note that procurements which reach the level for Board approval would ordinarily need to have been managed by NWSSP Procurement Services on behalf of the Trust in accordance with their procedures.
  - (c) Where the CARR or other similar process recommends awards of individual contracts over £500K these awards must be approved by the Board. Note that

the value is predicated on the lifetime value of an individual contract award, not an annual or financial year value.

- (d) When seeking approval of individual contract awards over £500K the Board will be given assurance that the award has followed the process outlined in the original business case, and if not the reasons for deviation therefrom. Where there is urgency, approval may be done by Chair's Action with advice from the Board Secretary.

14. Whilst it is recognised that there may be some instances where there is deviation from the usual business case process (such as the vehicle replacement BJC), the principle remains that the Board must approve a business case where the value is estimated to be over the delegated limit of the Chief Executive officer, and thereafter must approve the individual contract awards (if any) over £500K that flow from that approved business case.

15. The SoRD has been amended to allow for the logistical issues that flow from an award of contract to be delegated by the Board to the Chief Executive Officer as follows:

- (a) Table A at #33.4 has been amended to make it clear that the Chief Executive Officer signs any agreements/contracts following the award being approved by the Board.
- (b) Section 3 of Table B has been amended to provide that the Chief Executive Officer may raise requisitions and approve payments with respect to any contract awards approved by the Board. This will be with the endorsement of the Director of Finance and Corporate Resources.

16. As part of the overall review of the SoRD the following amendments are also proposed to provide clarity:

- (a) Table A at #29.4 has been amended to more clearly align to SFI 11.13.2 which provides that the Executive Director of Finance and Corporate Resources approve applications for single tender waiver (STWs) up to £25,000, and the Chief Executive and Executive Director of Finance and Corporate Resources for applications exceeding £25,000.
- (b) Table B at #4.1 has been amended to clarify that the delegations refer to authorisation of, *and awards of*, tenders and competitive quotations, rather than that which may be interpreted as including the going out to tender and competition.
- (c) The provision in table B for approval authority for the Board Secretary (up to £10K) has been aligned to the Director authority level (up to £50K).

17. With respect to Call-Off Agreements which do not have a guaranteed contract value these are not referred to specifically in the SoRD or Standing Financial Instructions. Whilst it is proposed that the same principles apply with respect to Board approvals, further work is required to draw this out and provide clarity to Directors and this will be the subject of a separate Governance Practice Note in due course.
18. The marked up version of the SoRD with these amendments is attached at **Annex 2**.
19. The draft Governance Practice Note 005 is attached at **Annex 3**. This is for internal use to further support Directors in the development of business cases and the pathways to approval.

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

- (a) Endorse the interim amendments to the Standing Orders and recommend their approval to the Board, including the deadline to hold the 2023/24 AGM to 30 September 2024.**
- (b) Endorse the amendments to the Scheme of Reservation and Delegation of Powers and recommend their approval to the Board.**
- (c) Approve Governance Practice Note 005.**



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# Welsh Ambulance Services University NHS Trust

## STANDING ORDERS

Approved by Trust Board

30 May 2024

~~23 November 2023~~

Adopted from the Model Standing Orders, Schedule of  
Reservation and Delegation of Powers, and Standing Financial  
Instructions issued by Welsh Government in ~~July~~ April 2023 2024  
(WHC/2024/019)

Date approved:

~~23 November 2023~~ 30 May 2024

Approved by:

Trust Board

Review date:

Annual



Version: **87**

## Foreword

These Model Standing Orders are issued by Welsh Ministers to NHS Trusts using powers of direction provided in section 19 (1) of the National Health Service (Wales) Act 2006. National Health Service Trusts (“NHS Trusts”) in Wales must agree Standing Orders (SOs) for the regulation of their proceedings and business. When agreeing SOs Trusts must ensure they are made in accordance with directions as may be issued by Welsh Ministers.

They are designed to translate the statutory requirements set out in the 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 decisions reserved to the Board of directors; a Scheme of decisions to officers and others; and Standing Financial Instructions (SFIs), 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 and Standards of Behaviour framework, is designed to ensure the achievement of the standards of good governance set for the NHS in Wales.

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

Further information on governance in the NHS in Wales may be accessed at <https://nwssp.nhs.wales/all-wales-programmes/governance-e-manual/>.

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**SCHEDULES**

The following Schedules which support the Standing Orders are held separately to this main Standing Orders Document. These are:

- Schedule 1: Scheme of Reservation and Delegation of Powers**
- Schedule 2: Key Guidance Instructions and Other Related Documents**
- Schedule 2.1: Model Standing Financial Instructions**
- Schedule 3: Board Committees Terms of Reference**
- Schedule 4: Advisory Group Terms of Reference**

## Section A – Introduction

### Statutory framework

- i) Welsh Ambulance Services University National Health Service Trust (“the Trust”) is a statutory body that came into existence on 1<sup>st</sup> April 1998 under the **Welsh Ambulance Services National Health Service Trust (Establishment) Order 1998 (S.I. 1998/678)**, “the Establishment Order”.
- ii) The principal place of business of the Trust is Beacon House, William Brown Close, Cwmbran NP44 3AB.
- iii) All business shall be conducted in the name of Welsh Ambulance Services University National Health Service Trust, and all funds received in trust shall be held in the name of the Trust as a corporate Trustee.
- iv) NHS Trusts are corporate bodies and their functions must be carried out in accordance with their statutory powers and duties. Their statutory powers and duties are mainly contained in the **NHS (Wales) Act 2006** which is the principal legislation relating to the NHS in Wales. Whilst the **NHS Act 2006** applies equivalent legislation to the NHS in England, it also contains some legislation that applies to both England and Wales. The NHS (Wales) Act 2006 and the NHS Act 2006 are a consolidation of the NHS Act 1977 and other health legislation which has now been repealed. The NHS (Wales) Act 2006 contains various powers of the Welsh Ministers to make subordinate legislation and details how NHS Trusts are governed and their functions.
- v) **The National Health Service Trusts (Membership and Procedure) Regulations 1990 (S.I. 1990/2024)**, as amended (“the Membership Regulations”) set out the membership and procedural arrangements of the Trust.
- vi) Sections 18 and 19 of and Schedule 3 to the NHS (Wales) Act 2006 provide for Welsh Ministers to confer functions on NHS Trusts and to give directions about how they exercise those functions. NHS Trusts must act in accordance with those directions. The NHS Trust’s main statutory functions are set out

in their Establishment Order but additional functions may also be contained in other legislation, such as the NHS (Wales) Act 2006.

vii) **The Health and Social Care (Quality and Engagement) (Wales) Act 2020 (2020 asc 1)** (the 2020 Act) makes provision for:

- Ensuring NHS bodies and ministers consider how their decisions will secure an improvement in the quality of health services (the Duty of Quality);
- Ensuring NHS bodies and primary care services are open and honest with patients, when something may have gone wrong in their care (the Duty of Candour);
- The creation of a new Citizens Voice Body for Health and Social Care, Wales (to be known as Llais) to represent the views of and advocate for people across health and social care in respect of complaints about services; and
- The appointment of statutory vice-chairs for NHS Trusts.

The act has been commenced at various stages with the final provision, relating to the preparation and publication of a code of practice regarding access to premises coming into effect in June 2023. NHS Trusts will need ensure they comply with the provisions of the 2020 Act and the requirements of the statutory guidance.

The Duty of Quality statutory guidance 2023 can be found at

<https://www.gov.wales/duty-quality-healthcare>

The NHS Duty of Candour statutory guidance 2023 can be found at

<https://www.gov.wales/duty-candour-statutory-guidance-2023>

viii) The Well-being of Future Generations (Wales) Act 2015 also places duties on LHBs and some Trusts in Wales. Sustainable development in the context of the Act means the process of improving economic, social, environmental, and cultural well-being of Wales by taking action, in accordance with the sustainable development principle, aimed at achieving the well-being goals.

ix) In exercising their powers NHS Trusts must be clear about the statutory basis for exercising such powers.

- x) In addition to directions the Welsh Ministers may from time to time issue guidance which NHS Trusts must take into account when exercising any function.

~~NHS Trusts work closely with the seven Local Health Boards (LHBs) in Wales. The chief executive of the Trust is an associate member of the following joint-committees of the LHBs:~~

~~The Welsh Health Specialised Services Committee, and  
The Emergency Ambulance Service Committee.~~

~~**The Welsh Health Specialised Services Committee (Wales) Directions 2009 (2009/35)** provide that the seven LHBs in Wales will work jointly to exercise functions relating to the planning and securing of specialised and tertiary services and for the purpose of jointly exercising those functions will establish the Welsh Health Specialised Services Committee ("WHSSC"). Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Minister has made **The Welsh Health Specialised Services Committee (Wales) Regulations 2009 (S.I. 2009/3097)** which make provision for the constitution and membership of the WHSSC including its procedures and administrative arrangements.~~

~~**The Emergency Ambulance Services Committee (Wales) Directions 2014 (2014/8 (W.08))** as amended by the **Emergency Ambulance Services (Wales) Amendment Directions 2016 (2016/8 (W.8))** provide that the seven LHBs in Wales will work jointly to exercise functions relating to the planning and securing of emergency ambulance services and for the purpose of jointly exercising those functions will establish the Emergency Ambulance Services Committee ("EASC"). Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Minister has made **The Emergency Ambulance Services Committee (Wales) Regulations 2014 (2014/566)** which make provision for the constitution and membership of the EASC including its procedures and administrative arrangements.~~

- xi) **The National Health Service Joint Commissioning Committee (Wales) Directions 2024 (WG24-06)** provide that the seven Health Boards in Wales

will establish a joint committee to exercise the functions of planning, securing and commissioning:

(a) specialised services for –

- (i) cancer and blood disorders,
- (ii) cardiac conditions,
- (iii) mental health and vulnerable groups
- (iv) neurosciences, and
- (v) women and children,

(b) services where there is agreement between the Local Health Boards that they should be arranged on a regional and national basis,

(c) emergency medical services,

(d) non-emergency patient transport services,

(e) emergency medical retrieval and transfer services,

(f) NHS 111 services,

(g) sexual assault referral centres, and

(h) other services as directed by the Welsh Ministers.

Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Welsh Ministers have made the **National Health Service Wales Joint Commissioning Committee (Wales) Regulations 2024 (2024 No. 135 (W29))**, which make provision for the constitution and membership of the Joint Commissioning Committee, including its procedures and administrative arrangements.

xix)xii) **The Velindre National Health Service Trust Shared Services Committee (Wales) Regulations 2012** (S.I. 2012) (as amended) require the Trust to establish a Shared Services Committee and prescribe the membership of the Shared Services Committee in order to ensure that all LHBs, Trusts and Special Health Authorities in Wales have a member on the Shared Services Committee and that the views of all the NHS organisations in Wales are

taken into account when making decisions in respect of Shared Services activities.

~~xiii~~xiii) **The National Health Service Bodies and Local Authorities Partnership Arrangements (Wales) Regulations 2000 (S.I. 2000/2993)** have effect as made under section 33 of the NHS (Wales) Act 2006 enable LHBs, NHS Trusts and Local Authorities to enter into any partnership arrangements to exercise certain NHS functions and health-related functions as specified in the Regulations. The arrangement can only be made if it is likely to lead to an improvement in the way in which NHS functions and health-related functions are exercised, and the partners have consulted jointly with all affected parties, and the arrangements fulfil the objectives set out in the Area Plan developed in accordance with the **Social Services and Well-being (Wales) Act 2014**.

~~xiii~~xiv) Section 72 of the NHS Act 2006 places a duty on NHS bodies to co-operate with each other in exercising their functions. NHS bodies includes NHS bodies in England such as the NHS Commissioning Board, NHS Trust and NHS Foundation Trust and, for the purposes of this duty, also includes bodies such as NICE, the Health and Social Care Information Centre and Health Education England.

~~xiv~~xv) Section 82 of the NHS Act 2006 places a duty on NHS bodies and local authorities to co-operate with one another in order to secure and advance the health and welfare of the people of England and Wales.

~~xv~~xvi) The Welsh Language (Wales) Measure 2011 makes provision with regard to the development of standards of conduct relating to the Welsh Language. These standards replace the requirement for a Welsh Language Scheme previously provided for Section 5 of the Welsh Language Act 1993. The Welsh Language Standards (No.7) Regulations 2018 (2018/411) came into force on the 29 June 2018 and specifies standards in relation to the conduct of NHS Trusts. The Trust will ensure that it has arrangements in place to meet those standards which the Welsh Language Commissioner has required by way of a compliance notice under section 44 of the 2011 Measure.

~~xvi~~xvii) \_\_\_\_\_ Paragraph 18 of Schedule 3 to the NHS (Wales) Act 2006 provides for

NHS Trusts to enter into arrangements for the carrying out, on such terms as considered appropriate, of any of its functions jointly with any Strategic Health Authority, Local Health Board or other NHS Trust, or any other body or individual.

~~xvii~~)~~xviii~~) NHS Trusts are also bound by any other statutes and legal provisions which govern the way they do business. The powers of NHS Trusts established under statute shall be exercised by NHS Trusts meeting in public session, except as otherwise provided by these SOs.

## NHS framework

~~xviii~~)~~xix~~) In addition to the statutory requirements set out above, NHS Trusts must carry out all business in a manner that enables them to contribute fully to the achievement of the Welsh Government's vision for the NHS in Wales and its standards for public service delivery. The governance standards set for the NHS in Wales are based upon the Welsh Government's Citizen Centred Governance principles. These principles provide the framework for good governance and embody the values and standards of behaviour that are expected at all levels of the service, locally and nationally.

~~xix~~)~~xx~~) Adoption of the principles will better equip NHS Trusts to take a balanced, holistic view of their organisations and their capacity to deliver high quality, safe healthcare services for all its citizens within the NHS framework set nationally.

~~xx~~)~~xxi~~) The overarching NHS governance and accountability framework incorporates these SOs; the Scheme of Reservation and Delegation of Powers; SFIs together with a range of other frameworks designed to cover specific aspects. These include the NHS Values and Standards of Behaviour Framework\*; the Health and Care Quality Standards 2023, the NHS Risk and Assurance Framework, and the NHS planning and performance management systems.

\* The NHS Wales Values and Standards of Behaviour Framework can be accessed via the following link:

<https://nwssp.nhs.wales/all-wales-programmes/governance-e-manual/living-public-service-values/values-and-standards-of-behaviour->

## framework/

~~xxi)~~xxii) \_\_\_\_\_ The Welsh Ministers, reflecting their constitutional obligations, and legal duties under the **Well-being of Future Generations (Wales) Act 2015 (2015/2)**, have stated that sustainable development should be the central organising principle for the public sector and a core objective for the NHS in all it does.

The Welsh Ambulance Service University NHS Trust will be considered a public body under the Act from 24 June 2024. ~~is not, at present, considered a public body under the Act but is committed to achieving the Well-being Goals and the sustainable development principle.~~

~~xxii)~~xxiii) \_\_\_\_\_ Full, up to date details of the other requirements that fall within the NHS framework – as well as further information on the Welsh Government’s Citizen Centred Governance principles - are provided on the NHS Wales Governance e-manual, which can be accessed at <https://nwssp.nhs.wales/all-wales-programmes/governance-e-manual/>. Directions or guidance on specific aspects of NHS Trust business are also issued electronically, usually under cover of a Welsh Health Circular.

## **NHS Trust framework**

~~xxiii)~~xxiv) \_\_\_\_\_ Schedule 2 provides details of the key documents that, together with these SOs, make up the NHS Trust’s governance and accountability framework. These documents must be read in conjunction with these SOs and will have the same effect as if the details within them were incorporated within the SOs themselves. The Standing Financial Instructions form Schedule 2.1 of these SOs.

~~xxiv)~~xxv) \_\_\_\_\_ NHS Trusts will from time to time agree and approve policy statements which apply to the Trust’s Board of directors and/or all or specific groups of staff employed by the Welsh Ambulance Services University National Health Service Trust and others. The decisions to approve these policies will be recorded and, where appropriate, will also be considered to be an integral part of the Trust’s SOs and SFIs. *Details of the Trust’s key policy statements are also included in Schedule 2.*

~~xxv~~~~xxvi~~ NHS Trusts shall ensure that an official is designated to undertake the role of the Board Secretary (the role of which is set out in paragraph ~~xxxv~~ below).

~~xxvi~~~~xxvii~~ For the purposes of these SOs, the Trust Board of directors shall collectively to be known as “the Board” or “Board members”; the executive and non-executive directors shall be referred to as Executive Directors and Independent Members respectively; and the Chief Officer and the Chief Finance Officer shall respectively be known as the Chief Executive and the Director of Finance (hereafter referred to as Director of Finance and Corporate Resources) – SO 1.1.2 refers.

### Applying Standing Orders

~~xxvii~~~~xxviii~~ The SOs of NHS Trusts (together with SFIs and the Values and Standards of Behaviour Framework) will, as far as they are applicable, also apply to meetings of any formal Committees established by the Trust, including any sub-Committees and Advisory Groups. These SOs may be amended or adapted for the Committees as appropriate, with the approval of the Board. *Further details on committees may be found in Schedule 3 of these SOs.*

~~xxviii~~~~xxix~~ Full details of any non-compliance with these SOs, including an explanation of the reasons and circumstances must be reported in the first instance to the Board Secretary, who will ask the Audit Committee to formally consider the matter and make proposals to the Board on any action to be taken. All Board members and Trust officers have a duty to report any non-compliance to the Board Secretary as soon as they are aware of any circumstance that has not previously been reported.

~~xxix~~~~xxx~~ **Ultimately, failure to comply with SOs is a disciplinary matter that could result in an individual’s dismissal from employment or removal from the Board.**

### Variation and amendment of Standing Orders

~~xxx~~~~xxxi~~ Although these SOs are subject to regular, annual review by the NHS Trust, there may, exceptionally, be an occasion where it is necessary to vary

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

- The variation or amendment is in accordance with regulation 19 of the Membership Regulations and does not contravene a statutory provision or direction made by the Welsh Ministers;
- The proposed variation or amendment has been considered and approved by the Audit Committee and is the subject of a formal report to the Board; and
- A notice of motion under Standing Order 7.5.14 has been given.

## Interpretation

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

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

## The role of the Board Secretary

~~xxxiii~~xxxiv) The role of the Board Secretary is crucial to the ongoing development and maintenance of a strong governance framework within NHS Trusts, and is a key source of advice and support to the NHS Trust Chair and other Board members. Independent of the Board, the Board Secretary acts as the guardian of good governance within NHS Trusts. The Board Secretary is responsible for:

- Providing advice to the Board as a whole and to individual Board members on all aspects of governance;

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

As advisor to the Board, the *Board Secretary's* role does not affect the specific responsibilities of Board members for governing the organisation. The Board Secretary is directly accountable for the conduct of their role to the Chair in respect of matters relating to responsibilities of the Board, its Committees and Advisory Groups, and reports on a day to day basis to the Chief Executive with regard to the wider governance of the organisation and their personal responsibilities.

Further details on the role of the Board Secretary within the Welsh Ambulance Services [University NHS Trust](#), including details on how to contact them, is available at [Welsh Ambulance Service NHS Trust – Trust Board \(wales.nhs.uk\)](#) [Welsh Ambulance Service University NHS Trust - Trust Board \(wales.nhs.uk\)](#).

## Section B – Standing Orders

### 1. THE TRUST

1.0.1 The Trust's principal role is:

- (a) to manage ambulance and associated transport services;
- (b) to manage such other services (including communications and training) relating to the provision of care as can reasonably be carried out in conjunction with the management of ambulance and associated transport services from Ambulance Headquarters at:
  - (i) Beacon House, William Brown Close, Cwmbran NP44 3AB
  - (ii) Vantage Point House, Ty Coch Way, Cwmbran, NP44 7HF
  - (iii) Ty Elwy, St Asaph Business Park, St Asaph, LL17 0LJ,
  - (iv) Matrix One, Northern Boulevard, Swansea, SA6 8RE,
- (c) to own the premises associated with the provision of the services in paragraphs (a) and (b);
- (d) to perform the functions of the National Contact Point in Wales for the purposes of Directive 2011/24/EU as set out in regulations 3 to 6 of the National Health Service (Cross-Border Healthcare) Regulations 2013; and
- (e) to provide—
  - (i) information about health conditions and availability of health services; and
  - (ii) remote access health advisory, triage, and referral services,for the purposes of the health service in Wales.

- 1.0.2 The Trust was established by, and its functions are contained in, the **Welsh Ambulance Services National Health Service Trust (Establishment) Order 1998** (S.I. 1998/678), as amended. The Trust must ensure that all its activities are in exercise of those functions or other statutory functions that are conferred on it.
- 1.0.3 To fulfil this role, the Trust will work with all its partners and stakeholders in the best interests of its population.

## 1.1 Membership of the Trust

- 1.1.1 The membership of the Trust shall comprise the Chair, Vice Chair, six non-executive directors and six executive directors.
- 1.1.2 For the purposes of these SOs, the Trust Board of directors shall collectively to be known as "the Board" or "Board members"; the executive and non-executive directors (which will include the Chair) shall be referred to as Executive Directors and Independent Members respectively. The Chief Officer and the Chief Finance Officer shall respectively be known as the Chief Executive and the Director of Finance and Corporate Resources. All such members shall have full voting rights.
- 1.1.3 The Minister for Health and Social Services shall appoint the Chair and non-officer members of the Trust.
- 1.1.4 The Trust will appoint a Committee whose members will be the Chair and non-executive directors of the Trust whose function will be to appoint the Chief Executive as a director of the Trust.
- 1.1.5 The Trust will appoint a Committee whose members will be the chair, the non-executive directors, and the Chief Executive whose function will be to appoint the executive directors other than the Chief Executive.

### Executive Directors

- 1.1.6 A total of six, appointed by the relevant committee, and consisting of the Chief Executive, the Director of Finance and Corporate Resources and four others. Executive Directors may have other responsibilities as determined by

the Board and set out in the scheme of delegation to officers.

*Non-executive directors [to be known as Independent Members]*

1.1.7 A total of six (excluding the Chair and Vice Chair) appointed by the Minister for Health and Social Services, which will include:-

- A person who holds a health related post in a university.

1.1.8 In addition to the eligibility, disqualification, suspension, and removal provisions contained within the Membership Regulations, an individual shall not normally serve concurrently as a non-officer member on the Board of more than one NHS body in Wales.

*Use of the term 'Independent Members'*

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

- Chair
- Vice-Chair
- Non-Executive Directors

unless otherwise stated.

## **1.2 Joint Directors**

1.2.1 Where a post of Executive Director of the Trust is shared between more than one person because of their being appointed jointly to a post:

- (i) Either or both persons may attend and take part in Board meetings;
- (ii) If both are present at a meeting they shall cast one vote if they agree;
- (iii) In the case of disagreement no vote shall be cast; and
- (iv) The presence of both or one person will count as one person in relation to the quorum.

## **1.3 Tenure of Board members**

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

#### **1.4 The Role of the Trust, its Board and responsibilities of individual members**

##### Role

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

### Responsibilities

- 1.4.2 The Board will function as a corporate decision-making body, Executive Directors and Independent Members being full and equal members and sharing corporate responsibility for all the decisions of the Board.
- 1.4.3 Independent Members who are appointed to bring a particular perspective, skill or area of expertise to the Board must do so in a balanced manner, ensuring that any opinion expressed is objective and based upon the best interests of the health service. Similarly, Board members must not place an over reliance on those individual members with specialist expertise to cover specific aspects of Board business, and must be prepared to scrutinise and ask questions about any contribution that may be made by that member.
- 1.4.4 NHS Trusts shall issue an indemnity to any Chair and Independent Member in the following terms: "A Board [or Committee] member, who has acted honestly and in good faith, will not have to meet out of their personal resources any personal liability which is incurred in the execution of their Board function. Such cover excludes the reckless or those who have acted in bad faith".
- 1.4.5 All Board members must comply with their terms of appointment. They must equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes, engaging fully in Board activities and promoting the Trust within the communities it serves.
- 1.4.6 **The Chair** – The Chair is responsible for the effective operation of the Board, chairing Board meetings when present and ensuring that all Board business is conducted in accordance with these SOs. The Chair may have certain specific powers delegated by the Board and set out in the Scheme of Delegation.
- 1.4.7 The Chair shall work in close harmony with the Chief Executive and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

- 1.4.8 **The Vice-Chair** – The Vice-Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing chair resumes their duties or a new chair is appointed.
- 1.4.9 **Chief Executive** – The Chief Executive is responsible for the overall performance of the executive functions of the Trust. They are the appointed Accountable Officer for the Trust and shall be responsible for meeting all the responsibilities of that role, as set out in their Accountable Officer Memorandum.
- 1.4.10 **Lead roles for Board members** – The Chair will ensure that individual Board members are designated as lead roles or “champions” as required by the Welsh Ministers or as set out in any statutory or other guidance. Any such role must be clearly defined and must operate in accordance with the requirements set by the Trust, the Welsh Ministers or others. In particular, no operational responsibilities will be placed upon any Independent Member fulfilling such a role. The identification of a Board member in this way shall not make them more vulnerable to individual criticism, nor does it remove the corporate responsibility of the other Board members for that particular aspect of Board business.

## 2. RESERVATION AND DELEGATION OF TRUST FUNCTIONS

- 2.0.1 Subject to any directions that may be given by the Welsh Ministers, the Board shall make arrangements for certain functions to be carried out on its behalf so that the day to day business of the Trust may be carried out effectively and in a manner that secures the achievement of its aims and objectives. In doing so, the Board must set out clearly the terms and conditions upon which any delegation is being made.
- 2.0.2 The Board’s determination of those matters that it will retain, and those that will be delegated to others shall be set out in a:
- (i) Schedule of matters reserved to the Board;
  - (ii) Scheme of delegation to committees and others; and
  - (iii) Scheme of delegation to officers.

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

- 2.0.3 The Trust retains full responsibility for any functions delegated to others to carry out on its behalf. Where Trusts and Local Health Boards have a joint duty the Trust remains fully responsible for its part, and shall agree the governance and assurance arrangements for the partnership, setting out respective responsibilities, ways of working, accountabilities and sources of assurance of the partner organisations.

## 2.1 Chair's action on urgent matters

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

## 2.2 Delegation of Board functions

- 2.2.1 The Board may agree the delegation of any of their functions, except for those set out within the 'Schedule of Matters Reserved for the Board' within the Model Standing Orders (see paragraph 2.0.2 (i), to Committees and others, setting any conditions and restrictions it considers necessary and in accordance with any directions or regulations given by the Welsh Ministers. These functions may be carried out:

- (i) By a Committee, sub-Committee or officer of the Trust (or of another

Trust); or

- (ii) By another LHB; NHS Trust; Strategic Health Authority or Primary Care Trust in England; Special Health Authority; or
- (iii) With one or more bodies including local authorities through a sub-Committee.]

2.2.2 The Board may agree and formally approve the delegation of specific executive powers to be exercised by Committees or sub-Committees which it has formally constituted.

## 2.3 Delegation to officers

2.3.1 The Board may delegate certain functions to the Chief Executive. For these aspects, the Chief Executive, when compiling the Scheme of Delegation to Officers, shall set out proposals for those functions they will perform personally and shall nominate other officers to undertake the remaining functions. The Chief Executive will still be accountable to the Board for all functions delegated to them irrespective of any further delegation to other officers.

2.3.2 This must be considered and approved by the Board (subject to any amendment agreed during the discussion). The Chief Executive may periodically propose amendments to the Scheme of Delegation to Officers and any such amendments must also be considered and approved by the Board.

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

## 3. COMMITTEES

### 3.1 NHS Trust Committees

3.1.1 The Board may and, where directed by the Welsh Ministers 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. The Board shall, wherever possible, require its Committees to hold meetings in public unless there are specific, valid reasons for not doing so.

#### Use of the term "Committee"

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

- Board Committee
- Sub-Committee

unless otherwise stated.

### **3.2 Sub-Committees**

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

### **3.3 Committees established by the Trust**

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

- Quality and Safety;
- Audit;
- Information governance (as appropriate);
- Charitable Funds;
- Remuneration and Terms of Service; and
- Mental Health Act requirements (as appropriate).

3.3.2 In designing its Committee structure and operating arrangements, the

Board shall take full account of the need to:

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

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

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

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

3.3.5 The membership of any such Committees - including the designation of Chair; definition of member roles and powers and terms and conditions of appointment (including remuneration and reimbursement) - will usually be determined by the Board, based on the recommendation of the Trust Chair, and subject to any specific requirements, directions or regulations made by the Welsh Ministers. Depending on the Committee's defined role and remit, membership may be drawn from the Board, its staff (subject to the conditions set in Standing Order 3.4.6) or others not employed by the Trust.

3.3.6 Executive Directors or other Trust officers shall not be appointed as Committee Chairs, nor should they be appointed to serve as members on any Committee set up to review the exercise of functions delegated to officers or to review Mental Health Tribunals (in accordance with the Mental

Health Act 1983). Designated Trust officers shall, however, be in attendance at such Committees, as appropriate.

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

3.3.7 Substitution arrangements – 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

### **3.4 Other Committees**

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

### **3.5 Confidentiality**

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

### **3.6 Reporting activity to the Board**

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

## **4. NHS WALES SHARED SERVICES PARTNERSHIP**

- 4.0.1 From 1 June 2012 the function of managing and providing Shared Services to the health service in Wales was given to Velindre NHS Trust. The Trust's Establishment Order has been amended to reflect the fact that the Shared Services function has been conferred on it.
- 4.0.2 The **Velindre National Health Service Trust Shared Services Committee (Wales) Regulations 2012** (S.I. 2012/1261 (W.156)) ("the Shared Services Regulations") require the Trust to establish a Shared Services Committee which will be responsible for exercising the Trust's Shared Services functions. The Shared Services Regulations (as amended) prescribe the membership of the Shared Services Committee in order to ensure that all LHBs, Trusts and Special Health Authorities in Wales have a member on the Shared Services Committee and that the views of all the NHS organisations in Wales are taken into account when making decisions in respect of Shared Services activities.
- 4.0.3 The Director of Shared Services will be designated as Accountable Officer for Shared Services.
- 4.0.4 These arrangements necessitate putting in place a Memorandum of Co-operation Agreement and a Hosting Agreement between all LHBs, Trusts and Special Health Authorities setting out the obligations of NHS bodies to participate in the Shared Services Committee and to take collective responsibility for setting the policy and delivery of the Shared Services to the health service in Wales. Responsibility for the exercise of the Shared Services functions will not rest with the Board of Velindre NHS Trust but will be a shared responsibility of all NHS bodies in Wales.
- 4.0.5 The Shared Services Committee is to be known as the Shared Services Partnership Committee for operational purposes.

## 5. ADVISORY GROUPS

- 5.0.1 The Trust may and where directed by the Welsh Ministers must, appoint Advisory Groups to the Trust to provide advice to the Board in the exercise of its functions.
- 5.0.2 *Details of the Trust's Advisory Groups, their membership and terms of*

*reference are set out in Schedule 4.*

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

## **5.1 Advisory Groups established by the Trust**

5.1.1 The Trust has established the following Advisory Group(s):

- Local Partnership Forum (known as the Welsh Ambulance Services Partnership Team – WASPT)

## **5.2 Terms of reference and operating arrangements**

5.2.1 The Board must formally approve terms of reference and operating arrangements in respect of any Advisory Group it has established. These must establish its governance and ways of working, setting out, as a minimum:

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

5.2.2 In doing so, the Board shall specify which of these SOs are not applicable to the operation of the Advisory Group, keeping any such aspects to the minimum necessary. The detailed terms of reference and operating arrangements for the Trust's Advisory Groups are set out in Schedule 4.

5.2.3 The Board may determine that any Advisory Group it has set up should be supported by sub-groups to assist it in the conduct of its work, or the Advisory Group may itself determine such arrangements, provided that the Board approves such action.

### **5.3 Support to Advisory Groups**

5.3.1 The Trust's Board Secretary, on behalf of the Chair, will ensure that Advisory Groups are properly equipped to carry out their role by:

- Co-ordinating and facilitating appropriate induction and organisational development activity;
- Ensuring the provision of governance advice and support to the Advisory Group Chair on the conduct of its business and its relationship with the Trust Board and others;
- Ensuring the provision of secretariat support for Advisory Group meetings (for specific arrangements relating to Local Partnership Forum see 5.7 and Schedule 4);
- Ensuring that the Advisory Group receives the information it needs on a timely basis;
- Ensuring strong links to communities/groups/professionals as appropriate; and
- Facilitating effective reporting to the Board

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

### **5.4 Confidentiality**

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

### **5.5 Advice and feedback**

5.5.1 The Trust may specifically request advice and feedback from the Advisory Group(s) on any aspect of its business and they may also offer advice and

feedback even if not specifically requested by the Trust. The Group(s) may provide advice to the Board:

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

## 5.6 Reporting activity

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

5.6.2 Each Advisory Group shall also submit an annual report to the Board through the Chair within 6 weeks of the end of the reporting year setting out its activities during the year and detailing the results of a review of its performance and that of any sub-groups it has established.

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

## 5.7 The Local Partnership Forum (LPF)

### Role

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

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

## 5.8 Relationship with the Board and others

- 5.8.1 The LPF's main link with the Board is through the Executive members of the LPF.
- 5.8.2 The Board may determine that designated Board members or Trust staff shall be in attendance at LPF meetings. The LPF's Chair may also request the attendance of Board members or Trust staff, subject to the agreement of the Trust Chair.
- 5.8.3 The Board shall determine the arrangements for any joint meetings between the Board and the LPF's staff representative members.
- 5.8.4 The Board's Chair shall put in place arrangements to meet with the LPF's Joint Chairs on a regular basis to discuss the LPF's activities and operation.
- 5.8.5 The LPF shall ensure effective links and relationships with other groups/fora at a local and, where appropriate, national level.

***Refer to Schedule 4 for detailed Terms of Reference and Operating Arrangements.***

## 6. WORKING IN PARTNERSHIP

- 6.0.1 The Trust shall work constructively in partnership with others to plan and secure the delivery of an equitable, high quality, whole system approach to health, well-being and social care for its citizens. This will be delivered in accordance with its statutory duties and any specific requirements or directions made by the Welsh Ministers.
- 6.0.2 The Chair shall ensure that the Board has identified all its key partners and other stakeholders and established clear mechanisms for engaging with and involving them in the work of the Trust through:
- The Trust's own structures and operating arrangements, e.g., Advisory Groups; and
  - The involvement (at very local and community wide levels) in partnerships and community groups – such as Public Service Boards

– of Board members and Trust officers with delegated authority to represent the Trust and, as appropriate, take decisions on its behalf.

6.0.3 The Social Services and Well-Being (Wales) Act 2014 sets out duties for working in partnership with local authorities complementing existing duties under section 82 of the NHS Act 2006 (duty to cooperate with local authorities) and sections 10 (arrangements with other bodies) and 38 (duty to make services available to enable the discharge of local authority functions) of the NHS (Wales) Act 2006. An advice note on partnership working – implications for health boards and NHS Trusts from the Social Services and Well-being (Wales) Act 2014 and the Well-being of Future Generations (Wales) Act 2015 has been published and it can be found here: [https://socialcare.wales/cms\\_assets/hub-downloads/Partnership-working--implications-for-health-boards-and-NHS-Trusts.pdf](https://socialcare.wales/cms_assets/hub-downloads/Partnership-working--implications-for-health-boards-and-NHS-Trusts.pdf)

6.0.4 The Board shall keep under review its partnership arrangements to ensure continued clarity around purpose, desired outcomes and partner responsibilities. It must ensure timely action to change, adapt or end partnerships where they no longer serve a useful purpose, in accordance with its statutory duties; any specific requirements or directions made by the Welsh Ministers; and the agreed terms and conditions for the partnership.

## **6.1 The Citizen Voice Body for Health and Social Care Wales (known as Llais)**

6.1.1 Part 4 of the **Health and Social Care (Quality and Engagement) (Wales) Act 2020 (2020 asc 1)** (the 2020 Act) places a range of duties on Trusts in relation to the engagement and involvement of LLais in its operations.

6.1.2 The 2020 Act places a statutory duty on the Trust to have regard to any representations made to them by Llais. Statutory Guidance on Representations has been published to guide NHS bodies, local authorities and Llais in how these representations should be made and considered.

The Statutory Guidance on Representations made by the Citizen Voice Body can be found at <https://www.gov.wales/sites/default/files/publications/2023-04/statutory-guidance-on-representations-made-by-the-citizen-voice-body.pdf>.

- 6.1.3 The 2020 Act also places a statutory duty on the Trust to promote awareness of Llais and make arrangements to engage and co-operate with Llais with the view to supporting each other in the exercise of their relevant functions. Promoting and facilitating engagement between individuals and Llais through access to relevant premises can help strengthen the public's voice and participation in shaping the design and delivery of services. The Trust must have regard to the Code of Practice on Access to Premises and Engagement with Individuals (so far as the code is relevant)
- 6.1.4 In discharging these duties, and given the all-Wales nature of the Trust's functions, the Board shall work constructively with the Board of Llais, to ensure that regional offices of Llais are involved, as appropriate, in:
- The planning of the provision of its healthcare services;
  - The development and consideration of proposals for service change and the way in which those services are provided; and
  - The Board's decisions affecting the operation of those healthcare services that it has responsibility for; and
  - Engaging, formally consulting and working jointly with the Board of Llais on any proposals for substantial development or change of the services it is responsible for in line with the Guidance on Changes to Health Services in Wales 2023.

The Guidance on Changes to Health Services can be found at <https://www.gov.wales/guidance-changes-health-services>.

- 6.1.5 The Board shall ensure that Llais is provided with the information it needs on a timely basis to enable it to effectively discharge its functions.

#### *Relationship with the Board*

- 6.1.6 The Board may determine that a designated Llais representative shall be invited to attend Board meetings.
- 6.1.7 The Board shall ensure arrangements are in place for regular meetings between Trust officers and representatives of Llais.
- 6.1.8 The Board's Chair shall put in place arrangements to meet with the Chair or

Deputy Chair and/or representatives of Llais on a regular basis to discuss matters of common interest.

## 7. MEETINGS

### 7.1 Putting Citizens first

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

- Active communication of forthcoming business and activities;
- The selection of accessible, suitable venues for meetings when these are not held via electronic means;
- The availability of papers in English and Welsh languages and in accessible formats, such as Braille, large print, easy read (where requested and required) and in electronic formats;
- Requesting that attendees notify the Trust of any access needs sufficiently in advance of a proposed meeting, and responding appropriately, e.g., arranging British Sign Language (BSL) interpretation at meetings; and
- Where appropriate, ensuring suitable translation arrangements are in place to enable the conduct of meetings in either English or Welsh,

in accordance with legislative requirements, e.g., Disability Discrimination Act, as well as its Communication Strategy and provisions made in response to the compliance notice issued by the Welsh Language Commissioner under section 44 of the Welsh Language (Wales) Measure 2011.

7.1.2 The Chair will ensure that, in determining the matters to be considered by the Board, full account is taken of the views and interests of the Trust's citizens and other stakeholders, including any views expressed formally to the Trust, e.g., through Llais.

### 7.2 Annual Plan of Board Business

7.2.1 The Board Secretary, on behalf of the Chair, shall produce an Annual Plan of Board business. This plan will include proposals on meeting dates, venues

and coverage of business activity during the year, taking account that ordinary meetings of the Board will be held at regular intervals and as a minimum six times a year. The Plan shall also set out any standing items that will appear on every Board agenda.

- 7.2.2 The plan shall set out the arrangements in place to enable the Trust to meet its obligations to its citizens as outlined in paragraph 6.1.1 whilst also allowing Board members to contribute in either English or Welsh languages, where appropriate.
- 7.2.3 The plan shall also incorporate formal Board meetings, regular Board Development sessions and, where appropriate, the planned activities of the Board's Committees and Advisory Groups.
- 7.2.4 The Board shall agree the plan for the forthcoming year by the end of March, and this plan will be published on the organisation's website.

#### Annual General Meeting (AGM)

- 7.2.5 The Trust must hold an AGM in public no later than the 31 July each year. [Note: this will be no later than 28 September in 2023 to take account of the timetable for audit and laying of the Accounts by Audit Wales.] At least 10 calendar days prior to the meeting a public notice of the intention to hold the meeting, the time and place of the meeting, and the agenda, shall be displayed bilingually (in English and Welsh) on the Trust's website.

The notice shall state that:

- Electronic or paper copies of the Annual Report and Accounts of the Trust are available, on request, prior to the meeting; and
- State how copies can be obtained, in what language and in what format, e.g. as Braille, large print, easy read etc.

- 7.2.6 The AGM must include presentation of the Annual Report and audited accounts, together with (where applicable), an audited abridged version of the annual accounts and funds held on trust accounts, and may also include presentation of other reports of interest to citizens and others.
- 7.2.7 A record of the meeting shall be submitted to the next ordinary meeting of

the Board for agreement.

### 7.3 Calling Meetings

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

### 7.4 Preparing for Meetings

#### Setting the agenda

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

#### Notifying and equipping Board members

- 7.4.3 Board members shall be sent an Agenda and a complete set of supporting papers at least seven calendar days before a formal Board meeting. This information may be provided to Board members electronically or in paper form, in an accessible format, to the address provided, and in accordance

with their stated preference. Supporting papers may, exceptionally, be provided, after this time provided that the Chair is satisfied that the Board's ability to consider the issues contained within the paper would not be impaired.

7.4.4 No papers will be included for consideration and decision by the Board unless the Chair is satisfied (subject to advice from the Board Secretary, as appropriate) that the information contained within it is sufficient to enable the Board to take a reasonable decision. This will include evidence that appropriate impact assessments have been undertaken and taken into consideration. Impact assessments shall be undertaken on all new or revised policies, strategies, guidance and or practice to be considered by the Board, and the outcome of that assessment shall accompany the report to the Board to enable the Board to make an informed decision.

7.4.5 In the event that at least half of the Board members do not receive the Agenda and papers for the meeting as set out above, the Chair must consider whether or not the Board would still be capable of fulfilling its role and meeting its responsibilities through the conduct of the meeting. Where the Chair determines that the meeting should go ahead, their decision, and the reason for it, shall be recorded in the minutes.

7.4.6 In the case of a meeting called by Board members, notice of that meeting must be signed by those members and the business conducted will be limited to that set out in the notice.

#### *Notifying the public and others*

7.4.7 Except for meetings called in accordance with Standing Order 6.3, at least seven calendar days before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed bilingually (in English and Welsh):

- On the Trust's website, together with the papers supporting the public part of the Agenda; as well as
- Through other methods of communication as set out in the Trust's communication strategy.

7.4.8 When providing notification of the forthcoming meeting, the Trust shall set

out when and how the Agenda and the papers supporting the public part of the Agenda may be accessed, in what language and in what format, e.g., as Braille, large print, easy read, etc.

## 7.5 Conducting Board Meetings

### *Admission of the public, the press and other observers*

7.5.1 The Trust shall encourage attendance at its formal Board meetings by the public and members of the press as well as Trust officers or representatives from organisations who have an interest in Trust business. The venue for such meetings shall be appropriate to facilitate easy access for attendees and translation services; and shall have appropriate facilities to maximise accessibility.

7.5.2 The Board and its committees shall conduct as much of its formal business in public as possible. There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g., business that relates to a confidential matter. In such cases the Chair (advised by the Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Board shall resolve:

*That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest in accordance with Section 1(2) Public Bodies (Admission to Meetings) Act 1960 (c.67).*

7.5.3 In these circumstances, when the Board is not meeting in public session it shall operate in private session formally reporting any decisions taken to the next meeting of the Board in public session. Wherever possible, that reporting shall take place at the end of a private session, by reconvening a Board meeting held in public session.

7.5.4 The Board Secretary, on behalf of the Chair, shall keep under review the nature and volume of business conducted in private session to ensure such arrangements are adopted only when absolutely necessary.

7.5.5 In encouraging entry to formal Board Meetings from members of the public and others, the Board shall make clear that attendees are welcomed as observers. The Chair shall take all necessary steps to ensure that the Board's business is conducted without interruption and disruption. In exceptional circumstances, this may include a requirement that observers leave the meeting.

7.5.6 Unless the Board has given prior and specific agreement, members of the public or other observers will not be allowed to record proceedings in any way other than in writing.

*Addressing the Board, its Committees and Advisory Groups*

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

*Chairing Board Meetings*

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

7.5.9 The Chair must ensure that the meeting is handled in a manner that enables the Board to reach effective decisions on the matters before it. This includes ensuring that Board members' contributions are timely and relevant and move business along at an appropriate pace. In doing so, the Board must

have access to appropriate advice on the conduct of the meeting through the attendance of the nominated Board Secretary. The Chair has the final say on any matter relating to the conduct of Board business.

### Quorum

- 7.5.10 At least one-third of all Board members, at least one of whom is an Executive Director and one is an Independent Members, must be present to allow any formal business to take place at a Board meeting.
- 7.5.11 If the Chief Executive or an Executive Director is unable to attend a Board meeting, then a nominated deputy may attend in their absence and may participate in the meeting, provided that the Chair has agreed the nomination before the meeting. However, Board members' voting rights cannot be delegated so the nominated deputy may not vote or be counted towards the quorum. If a deputy is already a Board member in their own right, e.g., a person deputising for the Chief Executive will usually be an Executive Director, they will be able to exercise their own vote in the usual way but they will not have any additional voting rights.
- 7.5.12 The quorum must be maintained during a meeting to allow formal business to be conducted, i.e., any decisions to be made. Any Board member disqualified through conflict of interest from participating in the discussion on any matter and/or from voting on any resolution will no longer count towards the quorum. If this results in the quorum not being met that particular matter or resolution cannot be considered further at that meeting, and must be noted in the minutes.

### Dealing with motions

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

Board unless moved by a Board member and seconded by another Board member (including the Chair).

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

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

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

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

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

- The motion be amended;
- The meeting should be adjourned;
- The discussion should be adjourned and the meeting proceed to the next item of business;
- A Board member may not be heard further;
- The Board decides upon the motion before them;
- An ad hoc Committee should be appointed to deal with a specific item of business; or

- The public, including the press, should be excluded.

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

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

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

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

#### Voting

7.5.23 The Chair will determine whether Board members' decisions should be expressed orally, through a show of hands, by secret ballot or by recorded vote. The Chair must require a secret ballot or recorded vote if the majority of voting Board members request it. Where voting on any question is conducted, a record of the vote shall be maintained. In the case of a secret ballot the decision shall record the number voting for, against or abstaining. Where a recorded vote has been used the Minutes shall record the name of the individual and the way in which they voted.

7.5.24 In determining every question at a meeting the Board members must take account, where relevant, of the views expressed and representations made by individuals or organisations who represent the interests of the Trust's citizens and stakeholders. Such views will usually be presented to the Board through the Chair(s) of the Trust's Advisory Group(s) and the Llais representative(s).

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

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

## **7.6 Record of Proceedings**

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

7.6.2 Agreed minutes shall be circulated in accordance with Board members' wishes, and, where providing a record of a formal Board meeting shall be made available to the public both on the Trust's website and in hard copy or other accessible format on request, in accordance with any legislative requirements, e.g., Data Protection Act 2018, the General Data Protection Regulations 2018, and the Trust's Communication Strategy and Welsh language requirements.

## **7.7 Confidentiality**

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

## 8. VALUES AND STANDARDS OF BEHAVIOUR

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

### 8.1 Declaring and recording Board members' interests

8.1.1 **Declaration of interests** – It is a requirement that all Board members must declare any personal or business interests they may have which may affect, or be perceived to affect the conduct of their role as a Board member. This includes any interests that may influence or be perceived to influence their judgement in the course of conducting the Board's business. Board members must be familiar with the Values and Standards of Behaviour Framework, the Standards of Business Conduct Policy, and their statutory duties under the Membership Regulations. Board members must notify the Chair and Board Secretary of any such interests at the time of their appointment, and any further interests as they arise throughout their tenure as Board members.

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

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

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

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

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

## 8.2 Dealing with Members' interests during Board meetings

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

8.2.2 Where individual Board members identify an interest in relation to any aspect of Board business set out in the Board's meeting agenda, that member must declare an interest at the start of the Board meeting. Board members should seek advice from the Chair, through the Board Secretary before the start of the Board meeting if they are in any doubt as to whether they should declare an interest at the meeting. All declarations of interest made at a meeting must be recorded in the Board minutes.

8.2.3 It is the responsibility of the Chair, on behalf of the Board, to determine the action to be taken in response to a declaration of interest, taking account of any regulatory requirements or directions made by the Welsh Ministers. The

range of possible actions may include determination that:

- (i) The declaration is formally noted and recorded, but that the Board member should participate fully in the Board's discussion and decision, including voting. This may be appropriate, for example where the Board is considering matters of strategy relating to a particular aspect of healthcare and an Independent Member is a healthcare professional whose profession may be affected by that strategy determined by the Board;
- (ii) The declaration is formally noted and recorded, and the Board member participates fully in the Board's discussion, but takes no part in the Board's decision;
- (iii) The declaration is formally noted and recorded, and the Board member takes no part in the Board discussion or decision;
- (iv) The declaration is formally noted and recorded, and the Board member is excluded for that part of the meeting when the matter is being discussed. A Board member must be excluded, where that member has a direct or indirect financial interest in a matter being considered by the Board.

8.2.4 In extreme cases, it may be necessary for the member to reflect on whether their position as a Board member is compatible with an identified conflict of interest.

8.2.5 Where the Chair is the individual declaring an interest, any decision on the action to be taken shall be made by the Vice Chair, on behalf of the Board.

8.2.6 In all cases the decision of the Chair (or the Vice Chair in the case of an interest declared by the Chair) is binding on all Board members. The Chair should take advice from the Board Secretary when determining the action to take in response to declared interests; taking care to ensure their exercise of judgement is consistently applied.

8.2.7 **Members with pecuniary (financial) interests** – Where a Board member,

or any person they are connected with<sup>1</sup> has any direct or indirect pecuniary interest in any matter being considered by the Board, including a contract or proposed contract, that member must not take part in the consideration or discussion of that matter or vote on any question related to it. The Board may determine that the Board member concerned shall be excluded from that part of the meeting.

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

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

### 8.3 Dealing with officers' interests

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

### 8.4 Reviewing how Interests are handled

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

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

## 8.5 Dealing with offers of gifts<sup>2</sup>, hospitality and sponsorship

- 8.5.1 The Values and Standards of Behaviour Framework (including the Standards of Business Conduct Policy) approved by the Board prohibits Board members and Trust officers from receiving gifts, hospitality or benefits in kind from a third party which may reasonably give rise to suspicion of conflict between their official duty and their private interest, or may reasonably be seen to compromise their personal integrity in any way.
- 8.5.2 Gifts, benefits or hospitality must never be solicited. Any Board member or Trust officer who is offered a gift, benefit or hospitality which may or may be seen to compromise their position must refuse to accept it. This may in certain circumstances also include a gift, benefit or hospitality offered to a family member of a Trust Board member or officer. Failure to observe this requirement may result in disciplinary and/or legal action.
- 8.5.3 In determining whether any offer of a gift or hospitality should be accepted, an individual must make an active assessment of the circumstances within which the offer is being made, seeking advice from the Board Secretary as appropriate. In assessing whether an offer should be accepted, individuals must take into account:
- **Relationship:** Contacts which are made for the purpose of information gathering are generally less likely to cause problems than those which could result in a contractual relationship, in which case accepting a gift or hospitality could cause embarrassment or be seen as giving rise to an obligation;
  - **Legitimate Interest:** Regard should be paid to the reason for the contact on both sides and whether it is a contact that is likely to benefit the Trust;
  - **Value:** Gifts and benefits of a trivial or inexpensive seasonal nature, e.g., diaries/calendars, are more likely to be acceptable and can be distinguished from more substantial offers. Similarly, hospitality in the form of a working lunch would not be treated in the same way as

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<sup>2</sup>The term gift refers also to any reward or benefit.

more expensive social functions, travel or accommodation (although in some circumstances these may also be accepted);

- **Frequency:** Acceptance of frequent or regular invitations particularly from the same source would breach the required standards of conduct. Isolated acceptance of, for example, meals, tickets to public, cultural or social events would only be acceptable if attendance is justifiable in that it benefits the Trust; and
- **Reputation:** If the body concerned is known to be under investigation by or has been publicly criticised by a public body, regulators or inspectors, acceptance of a gift or hospitality might be seen as supporting the body or affecting in some way the investigation or negotiations and it should always be declined.

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

## 8.6 Sponsorship

8.6.1 In addition gifts and hospitality individuals and the organisation may also receive sponsorship. Sponsorship is an offer of funding to an individual, department or the organisation as a whole from an external source whether in cash, goods, services or benefits. It could include an offer to sponsor a research or operational post, training, attendance at a conference, costs associated with meetings, conferences or a working visit. The sponsorship may cover some or all of the costs.

8.6.2 All sponsorship must be approved prior to acceptance in accordance with the Values and Standards of Behaviour Framework (including the Standards of Business Conduct Policy) and relevant procedures. A record of all sponsorship accepted or declined will also be maintained.

## 8.7 Register of Gifts, Hospitality and Sponsorship

8.7.1 The Board Secretary, on behalf of the Chair, will 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.

8.7.2 Every Board member and Trust officer has a personal responsibility to volunteer information in relation to offers of gifts, hospitality and sponsorship, including those offers that have been refused. The Board Secretary, on behalf of the Chair and Chief Executive, will ensure the incidence and patterns of offers and receipt of gifts, hospitality and sponsorship are kept under active review, taking appropriate action where necessary.

8.7.3 When determining what should be included in the Register with regard to gifts and hospitality, individuals shall apply the following principles, subject to the considerations in Standing Order 8.5.3:

- **Gifts:** Generally, only gifts of material value should be recorded. Those with a nominal value, e.g., seasonal items such as diaries/calendars would not usually need to be recorded.
- **Hospitality:** Only significant hospitality offered or received should be recorded. Occasional offers of 'modest and proportionate'<sup>3</sup> hospitality need not be included in the Register.

8.7.4 Board members and Trust officers may accept the occasional offer of modest and proportionate hospitality but in doing so must consider whether the following conditions are met:

- acceptance would further the aims of the Trust;
- the level of hospitality is reasonable in the circumstances;
- it has been openly offered; and,

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

- it could not be construed as any form of inducement and will not put the individual under any obligation to those offering it.

8.7.5 The Board Secretary will arrange for a full report of all offers of Gifts, Hospitality and Sponsorship recorded by the Trust to be submitted to the Audit Committee (or equivalent) at least annually. The Audit Committee will then review and report to the Board upon the adequacy of the Trust's arrangements for dealing with offers of gifts, hospitality and sponsorship.

## 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.

## 10. GAINING ASSURANCE ON THE CONDUCT OF TRUST BUSINESS

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

10.0.2 The Board shall ensure that its assurance arrangements are operating effectively, advised by its Audit Committee (or equivalent).

10.0.3 Assurances in respect of services provided by the NHS Wales Shared Services Partnership shall primarily be achieved by the reports of the Director of Shared Services to the Shared Services Partnership Committee, and reported back by the Chief Executive (or their nominated representative). Where appropriate, and by exception, the Board may seek assurances direct from the Director of Shared Services. The Director of Shared Services and the Shared Services Partnership Committee shall be under an obligation to comply with any internal or external audit functions being undertaken by or on behalf of the Trust.

~~10.0.4 Whilst the Trust is not a member of WHSSC or EASC the Chief Executive does attend the Committees as an Associate Member. Assurances in respect of the functions discharged by WHSSC and EASC shall be achieved by the reports of the respective Joint Committee Chair, and reported back by the Chief Executive.~~

~~10.0.5~~ 10.0.4 Arrangements for seeking and providing assurance in respect of any other services provided on behalf of or in association with the Trust shall be

clearly identified and reflected within the practice of the organisation and within the relevant agreements.

## **10.1 The role of Internal Audit in providing independent internal assurance**

10.1.1 The Board shall ensure the effective provision of an independent internal audit function as a key source of its internal assurance arrangements, in accordance with NHS Wales Internal Auditing Standards and any other requirements determined by the Welsh Ministers.

10.1.2 The Board shall set out the relationship between the Head of Internal Audit (HIA), the Audit Committee (or equivalent) and the Board. It shall:

- Approve the Internal Audit Charter (incorporating the definition of internal audit) and adopt the Internal Auditing Standards (incorporating the code of ethics);
- Ensure the HIA communicates and interacts directly with the Board, facilitating direct and unrestricted access;
- Require Internal Audit to confirm its independence annually; and
- Ensure that the Head of Internal Audit reports periodically to the Board on its activities, including its purpose, authority, responsibility and performance. Such reporting will include governance issues and significant risk exposures.

## **10.2 Reviewing the performance of the Board, its Committees and Advisory Groups**

10.2.1 The Board shall introduce a process of regular and rigorous self-assessment and evaluation of its own operations and performance and that of its Committees and Advisory Groups. Where appropriate, the Board may determine that such evaluation may be independently facilitated.

10.2.2 Each Committee and, where appropriate, Advisory Group must also submit an annual report to the Board through the Chair within 6 weeks of the end of the reporting year setting out its activities during the year and including the review of its performance and that of any sub-Committees it has established.

10.2.3 The Board shall use the information from this evaluation activity to inform:

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

### 10.3 External Assurance

10.3.1 The Board shall ensure it develops effective working arrangements and relationships with those bodies that have a role in providing independent, external assurance to the public and others on the Trust's operations, e.g., the Auditor General for Wales and Healthcare Inspectorate Wales.

10.3.2 The Board may be assured, from the work carried out by external audit and others, on the adequacy of its own assurance framework, but that external assurance activity shall not form part of, or replace its own internal assurance arrangements, except in relation to any additional work that the Board itself may commission specifically for that purpose.

10.3.3 The Board shall keep under review and ensure that, where appropriate, the Trust implements any recommendations relevant to its business made by the Welsh Government's Audit Committee, the Senedd Cymru/Welsh Parliament's Public Accounts Committee or other appropriate bodies.

10.3.4 The Trust shall provide the Auditor General for Wales with any assistance, information and explanation which the Auditor General thinks necessary for the discharge of their statutory powers and responsibilities.

## 11. DEMONSTRATING ACCOUNTABILITY

11.0.1 Taking account of the arrangements set out within these SOs, the Board shall demonstrate to the communities it serves and to the Welsh Ministers a clear framework of accountability within which it:

- Conducts its business internally;
- Works collaboratively with NHS colleagues, partners, service providers and others; and
- Responds to the views and representations made by those who represent the interests of citizens and other stakeholders, including its officers and healthcare professionals.

11.0.2 The Board shall, in publishing its strategic and operational level plans, set out how those plans have been developed taking account of the views of others, and how they will be delivered by working with their partners.

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

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

## **12. REVIEW OF STANDING ORDERS**

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

12.0.2 These SOs shall be reviewed annually by the Audit Committee, which shall report any proposed amendments to the Board for consideration. The requirement for review extends to all documents having the effect as if incorporated in SOs, including the appropriate impact assessments.

## Appendix 1

### Six Principles of Partnership Working

- a shared commitment to the success of the organisation
- a focus on the quality of working life
- recognition of the legitimate roles of the employer and the trade union
- a commitment by the employer to employment security
- openness on both sides and a willingness by the employer to share information and discuss the future plans for the organisation
- adding value – a shared understanding that the partnership is delivering measurable improvements for the employer, the union and employees

### Code of Conduct

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

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

## Appendix 3

### List of Recognised Trade Unions/Professional Bodies referred to as 'staff organisations' within these Standing Orders

- British Medical Association (BMA)
- Royal College of Nursing (RCN)
- Royal College of Midwives (RCM)
- UNISON
- UNITE
- GMB
- British Orthoptic Society
- Society of Radiographers
- British Dental Association
- Society of Chiropodists and Podiatrists
- Federation of Clinical Scientists
- Chartered Society of Physiotherapy (CSP)
- British Dietetic Association
- British Association of Occupational Therapists (BAOT)

# 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.

## 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.

## **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.

## 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.

<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 Welsh Government requirements.

NO.	BOARD /COMMITTEE	AREA	DECISIONS RESERVED
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.
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



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NO.	BOARD /COMMITTEE	AREA	DECISIONS RESERVED
			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.
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-	Organisation Structure and Staffing	Appointment of the Chief Executive and Executive Directors (officer members of the Board)



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NO.	BOARD /COMMITTEE	AREA	DECISIONS RESERVED
	Officer Members. For all others officer members as above and to include Chief Executive)		
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 Committee	Organisation Structure and Staffing	Consider appraisal of officer members of the Board
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



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NO.	BOARD /COMMITTEE	AREA	DECISIONS RESERVED
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 Except where Chapter 6 specifies appropriate to delegate to a committee, Chief Executive or Officers	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
34	Board	Operating Arrangements	Approve proposals for action on litigation on behalf of the Trust



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NO.	BOARD /COMMITTEE	AREA	DECISIONS RESERVED
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 <sup>2</sup>
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 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

<sup>2</sup> See Governance Practice Note 005 for further guidance



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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.

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>3</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
- Charity 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.

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<sup>3</sup> As defined in Standing Orders.

In the event the Chief Executive Officer is absent they will appoint a Deputy Chief Executive Officer to take 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.

## 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	<u>Director of Corporate Governance</u> /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	Executive Director of Paramedicine and Associate Medical Director



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Delegated Matter	Responsible Officer/Committee	Delegated To
<b>3. Bank/OPG Accounts/Cash</b> (Excluding Charitable Funds (Funds Held on Trust Accounts)) Refer to SFIs for banking arrangements	Chief Executive	Executive Director of Finance & Corporate Resources
<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	Executive Director of Quality & Nursing and Executive Director of Paramedicine
5.2. Clinical leadership	Chief Executive	Executive Director of Quality & Nursing and Executive Director of Paramedicine
5.3. Programmes of clinical education	Chief Executive	Director of People and Culture with Executive Director of Quality & Nursing and Executive Director of Paramedicine
5.4. Clinical staffing rotas	Chief Executive	Executive Director of Operations
5.5. Clinical trials and research projects (authorisation of)	Chief Executive	Executive Director of Paramedicine unless specified as Associate



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Delegated Matter	Responsible Officer/Committee	Delegated To
In accordance with JRCALC guidelines		Medical Director
5.6. Responsible officer for medical revalidation	Chief Executive	Associate Medical Director
5.7. Clinical Audit To ensure there is a programme in place	Chief Executive	Executive Director of Paramedicine
<b>6. Clinical Practice and Registration</b>		
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	Associate Medical Director
(c) Paramedicine and affiliated roles	Chief Executive	Executive Director of Paramedicine
(d) Community First Responders	Chief Executive	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	<a href="#">Director of Corporate Governance</a> /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



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Delegated Matter	Responsible Officer/Committee	Delegated To
<b>10. Declarations of interest</b>		
10.1. Maintaining a register	Chief Executive	<a href="#">Director of Corporate Governance</a> /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
<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 and Corporate Resources
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>		



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Delegated Matter	Responsible Officer/Committee	Delegated To
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
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 and Corporate Resources
(b) Annual report	Chief Executive	<a href="#">Director of Corporate Governance</a> /Board Secretary



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Delegated Matter	Responsible Officer/Committee	Delegated To
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 and Corporate Resources
(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 and Corporate Resources
(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 and Corporate Resources
14.13. Authorisation of Virement The Chief Executive, Executive Director of Finance & Corporate Resources and delegated budget holders must not exceed the budgetary total or virement limits set by the Board.	Chief Executive	Executive Director of Finance & Corporate Resources
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



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Delegated Matter	Responsible Officer/Committee	Delegated To
<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 <a href="#">CONCODE and ESTATECODENHS Infrastructure Investment Guidance</a>	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
<b>20. Gifts and Hospitality</b>		
20.1. Maintaining the gifts and hospitality register	Chief Executive	<a href="#">Director of Corporate Governance</a> /Board Secretary
20.2. Process for declaring gifts and hospitality	Chief Executive	<a href="#">Director of Corporate Governance</a> /Board Secretary
<b>21. Health and Safety</b> Monitor and ensure statutory compliance with all legislation and Health	Chief Executive	Executive Director of Quality & Nursing



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Delegated Matter	Responsible Officer/Committee	Delegated To
and Safety requirements including control of Substances Hazardous to Health Regulations		
<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	Executive 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>		
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



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Delegated Matter	Responsible Officer/Committee	Delegated To
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	Executive 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/Executive 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	Chief Executive	Executive Director of Finance & Corporate Resources
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 <sup>4</sup>		
(a) Tenders – subject to <del>Standing Orders</del> <u>Standing Financial Instructions</u> (reporting to <del>the Board</del> <u>Audit Committee</u> ) <del>Refer to Table B for delegated limits</del>	Chief Executive	Executive Director of Finance & Corporate Resources
(b) Quotes – subject to <del>Standing Orders</del> <u>Standing Financial Instructions</u>	Chief Executive	Executive Director of Finance & Corporate Resources

<sup>4</sup> See SFI 11.13.2 which provides the Executive Director of Finance and Corporate Resources approves applications for single tender waiver (STWs) up to £25,000, and the Chief Executive and Executive Director of Finance and Corporate Resources approve applications exceeding £25,000. It also provides that Procurement Services must be consulted prior to any such application being submitted for approval



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Delegated Matter	Responsible Officer/Committee	Delegated To
<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	<a href="#">Director of Corporate Governance</a> /Board Secretary
31.2. Developing systems for the management and reporting of risks and incidents	Chief Executive	<a href="#">Director of Corporate Governance</a> /Board Secretary (risk) and Executive Director of Quality & Nursing (incidents)
<b>32. Seal</b> The keeping of a register of seal and safekeeping of the seal	Chief Executive	<a href="#">Director of Corporate Governance</a> /Board Secretary
<b>33. Signing of Documents</b>		
33.1. Legal Proceedings/Advice		
(a) Engage Trust's solicitors/legal advisor	Chief Executive	Relevant Director or <a href="#">Director of Corporate Governance</a> /Board Secretary
(b) Documents connected with legal proceedings <sup>5</sup>	Chief Executive	Relevant Director or <a href="#">Director of Corporate Governance</a> /Board Secretary
33.2. Documents which are required to be executed as a Deed <sup>6</sup>	Chief Executive	Relevant Director and <a href="#">Director of Corporate Governance</a> /Board Secretary
33.3. Other Agreements/ <a href="#">Contracts</a> not required to be executed as a Deed	Chief Executive	Relevant Director
<a href="#">33.4. Agreements/Contracts where award approved by Board</a>	<a href="#">Chief Executive</a>	<a href="#">N/A</a>
<a href="#">33.4.33.5. Lease Agreements</a> <sup>7</sup>	Chief Executive	Director of Finance and Corporate Resources and <a href="#">Director of Corporate</a>

<sup>5</sup> May include but not be limited to consent orders, defences, and settlement agreements)

<sup>6</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>7</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



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Delegated Matter	Responsible Officer/Committee	Delegated To
		<u>Governance</u> /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	Director of People and Culture
34.6. Patient Confidentiality	Chief Executive	Caldicott Guardian (Executive Director of Quality and Nursing)
<b>35. Setting of Fees and Charges (Income)</b>		
35.1. Income generation	Chief Executive	Executive Director of Finance & Corporate Resources
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 and Corporate Resources
36.3. Responsibility for controls of pharmaceutical supplies	Executive Director of Paramedicine	Heads of Department as appropriate



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Delegated Matter	Responsible Officer/Committee	Delegated To
<b>37. Workforce and Pay</b>		
37.1. Nomination of officers to enter into staff contracts of employment	Chief Executive	Director of People and Culture
37.2. Develop Workforce policies and strategies for approval by the Board including but not limited to training and industrial relations	Chief Executive	Director of People and Culture
37.3. Renewal of Fixed Term Contract	Chief Executive	Director of People and Culture
37.4. The granting of additional increments to staff upon initial appointment within the parameters of existing agreements	Chief Executive	Director of People and Culture
37.5. Establishments		
(a) Additional staff to the agreed establishment with specifically allocated finance	Chief Executive	Executive Director of Finance & Corporate Resources/ Director of People and Culture
(b) Additional staff to the agreed establishment without specifically allocated finance	Chief Executive	Executive Director of Finance & Corporate Resources/ Director of People and Culture
(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 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	Chief Executive	Director of People and Culture
37.7. Annual Leave		
(a) Approval of annual leave	Chief Executive	Relevant Directors



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Delegated Matter	Responsible Officer/Committee	Delegated To
(b) Annual leave - approval of carry forward up to maximum of 5 days (and pro rata for part time staff)	Chief Executive	Relevant 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	Director of People and Culture/ 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	Director of People and Culture
(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	Director of People and Culture
(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	Director of People and Culture
(d) Leave without pay	Chief Executive	Director of People and Culture
(e) Time off in lieu	Executive Director of People and Culture	Line/Departmental Manager
(f) Maternity leave – paid and unpaid	Executive Director of People and Culture	Automatic approval within approved guidance

Delegated Matter	Responsible Officer/Committee	Delegated To
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	Director of People and Culture
(b) Return to work part-time on full pay to assist recovery	Chief Executive	Heads of Department/Heads of Service in conjunction with <del>WOD</del> <a href="#">People Services</a> Business Partners
37.10. Study Leave	Chief Executive	Director of People and Culture
37.11. Removal expenses, excess rent and house purchases in accordance with Table B	Chief Executive	Director of People and Culture
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	Director of People and Culture
37.14. Putting proposal to Remuneration Committee in respect of Redundancy/ Severance/ VERS/ Settlement Payments within Trust limits and, where necessary, subject to WG approval	Chief Executive	Director of People and Culture/ 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	Executive Director of Operations/ Executive Director of Paramedicine
(c) Other	Chief Executive	Relevant Director
37.17. Booking of agency and locum staff		
(a) Nursing	Chief Executive	Executive Director of Operations



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Delegated Matter	Responsible Officer/Committee	Delegated To
(b) Medical	Chief Executive	Executive Director of Paramedicine
(c) Paramedicine and affiliated roles	Chief Executive	Executive 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>8</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>9</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>10</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

<sup>8</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>9</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>10</sup> Does not negate the need for WG Approval which is also required



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Category	Welsh Govt Delegated Limit - Approval Required <sup>8</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>9</sup>
										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
<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>										



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Category	Welsh Govt Delegated Limit - Approval Required <sup>8</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>9</sup>
<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.
<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



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Category	Welsh Govt Delegated Limit - Approval Required <sup>8</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>9</sup>
(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
(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				



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(e) Other <sup>11</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 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

11 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



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										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.

**3. REQUISITIONING GOODS AND SERVICES AND APPROVING PAYMENT**

**NB: To ensure processes are efficient, timely and appropriately delegated, the Chief Executive with the endorsement of the Director of Finance and Corporate Resources will approve requisitions above £500K (or £200K for management consultants at 3.6 below) and arising out of an award approved by the Board in accordance with the Scheme of Matters Reserved to the Board and after satisfying themselves that the requisition is aligned to the approval provided by the Board.**



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Category	Welsh Govt Delegated Limit - Approval Required <sup>8</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>9</sup>
<b>2.5.3.1. Agency staff and private providers</b>	N/A	Over 500,000 <a href="#">See note above</a>	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>2.6.3.2. Building and engineering works (non-capital)</b>	N/A	<a href="#">See note above</a> Over 500,000	500,000	100,000	100,000	100,000	100,000	50,000	10,000	
<b>2.7.3.3. Call off orders (annual value)</b>	N/A	<a href="#">See note above</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>2.8.3.4. Capital expenditure (subject to annual programme being approved by Trust Board)</b>	N/A	<a href="#">See note above</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>2.9.3.5. Information Technology</b>	N/A	<a href="#">See note above</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>2.10.3.6. Management consultants (including professional services)</b>	N/A	<a href="#">See note above</a> Over 200,000	200,000	10,000	10,000	10,000	10,000			



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<b>2.11.3.7. Periodic payments (invoice value)</b>	N/A	See note above 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 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>2.12.3.8. Removal expenses</b>	N/A	N/A			8,000					Allowance of £6,000 per relevant staff member
<b>2.13.3.9. Services (including maintenance contracts) over lifetime of contract</b>	N/A	See note above 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>2.14.3.10. All other requisitions</b>	N/A	See note above Over 500,000	500,000	100,000	100,000	100,000	100,000	50,000	10,000	
<b>3.4. QUOTATIONS AND TENDERS</b>										



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3.1.4.1. <b>Authorisation of, and awards of, tenders and competitive quotations</b>	N/A	Over 500,000 <sup>12</sup>	500,000	100,000	100,000	100,000	100,000	50,000	10,000	<p>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. <i>The Chair of the Trust in this instance will have the same limit as that for the CEO.</i></p> <p>Quotations- a minimum of 3 written quotations for goods/services must be sought where the anticipated value is likely to be above £5,000.</p> <p>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.</p> <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</p>

<sup>12</sup> See Governance Practice Note 005 for guidance



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										Scheme of Delegation 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)
<b>4.5. 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>5.6. LEASE AGREEMENTS</b>	**	Over 500,000	500,000	100,000 (with Board Secretary)						**See Schedule 1 to SFIs 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



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Category	Welsh Govt Delegated Limit - Approval Required	Board of Trustees/Trust Board	Charitable Funds Committee	Bids Panel	Bursary Panel					Notes
6.7. CHARITABLE FUNDS	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.

## GOVERNANCE PRACTICE NOTE 005 APRIL 2024 (v.1)

### SCHEME OF RESERVATION AND DELEGATION OF POWERS BOARD APPROVED CONTRACT AWARDS

1. This governance practice note has been developed to provide clarity on the application of the Standing Orders and the Scheme of Reservation and Delegation of Powers (SoRD) as it relates to authorisation of a procurement approach and the approval of an award of contract by the Board. This follows matters arising from the 2023/24 Vehicle Replacement Programme Internal Audit and a review of the SoRD.
2. The [SoRD](#) includes the Schedule of Matters Reserved to the Board (which is prescribed by Welsh Government), and the Scheme of Delegation to Executive Directors, Directors and Officers (which is developed by the Trust in line with the Standing Orders and Standing Financial Instructions where appropriate, and approved by the Board). The latter is split into Table A: Delegated Matters and Table B: Delegated Financial Limits.
3. The Schedule of Matters Reserved to the Board includes at #36 that the Board will '*approve individual contracts* (other than NHS Contracts) above the delegated limit to the CEO in the Standing Financial Instructions. The Chief Executive Officer's current delegated limit is set out in Table B and is £500K (or £200K for management consultants).
4. Table B at 4.1 sets out who may authorise tenders and competitive quotations (procurement approach), with the Board approving those over £500K.
5. It is impractical for the Board to approved individual *contracts* but appropriate for them to approve individual *awards* over £500K, rather than the approval of the contracts themselves.
6. In most cases the Board will be presented with a business case seeking spend approval where the estimated cost exceeds £500K, which may then result in the need to proceed with a tender exercise. That business case must, as far as is possible, include the procurement approach that will lead to a Contract Award

Recommendation Report (CARR)<sup>1</sup>. Where possible, the Board will consider and endorse the procurement approach when approving the business case.

7. Where the CARR or other similar process recommends awards of individual awards over £500K those individual awards must be approved by the Board. Note that the value is predicated on the lifetime value of the individual contract award, not an annual or financial year value.
8. When seeking approval of individual contract awards over £500K the Board will be given assurance that the award has followed the procurement approach outlined in the original business case, and if not reasons for deviation therefrom. Where there is urgency, approval may be by Chair's Action with advice from the Board Secretary.
9. Some business cases may require a slightly different approach, for example, for the Vehicle Replacement BJC, contracts may already be in existence for the main suppliers as they are renewed on average every three years. A request is made annually of Welsh Government for a funding and a procurement exercise carried out thereafter based on the funding approved. In this and similar cases the Board will approve the commitment to spend in line with NWSSP advice on procurement, and where *awards* are then made over £500K the Board will separately approve these.
10. Business cases where there is an intention to seek funding (from Welsh Government or elsewhere) and where the value is estimated to be over £500K must be approved by the Board. This is the case notwithstanding that the business case is wholly dependent upon such funding and may not proceed without it. Where possible, that business case should include the procurement exercise approach (refer to paragraphs 5-7 above).
11. Where circumstances of a business case differ from the examples above, the principle of the Board approving tender approaches for cases with a value of £500K and individual contract awards above £500K remains.

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<sup>1</sup> Procurement exercises are governed by Chapter 11 of the Standing Financial Instructions, and it is important to note that procurements which reach the level for Board approval would ordinarily need to have been managed by NWSSP Procurement Services on behalf of the Trust in accordance with their procedures

12. For completeness, the SoRD will be revised to delegate to the Chief Executive the signing of all contracts following an award by the Board, and the raising of purchase orders and requisitions that flow from the contract.
  
13. Any support on the application of this practice note can be sourced from the Board Secretary and Executive Director of Finance and Corporate Resources.

### Change Table

Date	By Whom	Change
28 February 2024	Executive Leadership Team	Endorsed v.1 with amendments relating to business cases subject to funding (from WG or elsewhere) for clarity.
30 April 2024	Audit Committee	For approval of v.1



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<b>AGENDA ITEM No</b>	<b>10</b>
<b>OPEN or CLOSED</b>	<b>Open</b>
<b>No of ANNEXES</b>	<b>2</b>

<b>COMMITTEE CYCLE OF BUSINESS 2024-25 &amp; MONITORING REPORT</b>
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<b>MEETING</b>	Audit Committee
<b>DATE</b>	30 April 2024
<b>EXECUTIVE</b>	Trish Mills, Director of Corporate Governance/Board Secretary
<b>AUTHOR</b>	Trish Mills, Director of Corporate Governance/Board Secretary
<b>CONTACT</b>	<a href="mailto:Trish.mills@wales.nhs.uk">Trish.mills@wales.nhs.uk</a>

<b>EXECUTIVE SUMMARY</b>	
1.	Updating of the cycle of business for this committee is the final step in the 2023/24 effectiveness review for this Committee.
2.	The cycle has been developed with direct correlation to the duties in the terms of reference. This will allow members to review the appropriateness of the proposed reports and their frequency.
<b>RECOMMENDATION:</b>	
3.	<b>The Committee is asked to:</b>
	<b>(a) Review and approve the 2024/25 cycle of business at Annex 1; and</b>
	<b>(b) Note the cycle of business monitoring document at Annex 2.</b>

<b>KEY ISSUES/IMPLICATIONS</b>
As above
<b>REPORT APPROVAL ROUTE</b>
N/A

<b>REPORT APPENDICIES</b>
Annex 1 – Cycle of business 2024/25 Annex 2 – Cycle of business monitoring report

<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)	NA	Financial Implications	NA
Environmental/Sustainability	NA	Legal Implications	NA
Estate	NA	Patient Safety/Safeguarding	NA
Ethical Matters	NA	Risks (Inc. Reputational)	NA
Health Improvement	NA	Socio Economic Duty	NA
Health and Safety	NA	TU Partner Consultation	NA

## **CYCLE OF BUSINESS 2024/25**

### **SITUATION**

4. The purpose of this paper is to provide the Committee with the updated cycle of business as the final step in the 2023/24 effectiveness review process.

### **BACKGROUND**

5. The Committee carried out its annual effectiveness review at this meeting. This included a review of its terms of reference, amendments to which were approved by the Committee at that meeting.
6. The final step in the effectiveness review process is the development a cycle of business for the Committee.

### **ASSESSMENT**

Cycle of Business:

7. A cycle of business provides order and structure and sets a Committee work plan for the year. This, together with the Board Assurance Framework and forward planner drives agenda setting. It also:
  - 7.1. allows papers to be planned in advance, giving Directors and report writers the opportunity to plan necessary pre-committee forums and align cycles of business;
  - 7.2. schedules compliance related reports according to legislative or regulatory timeframes;
  - 7.3. provides focus for reporting and an opportunity to see where there may be duplication, gaps, and interrelationships;
  - 7.4. generates commitment to review matters that may sometimes be vulnerable to postponement;
  - 7.5. allows for easy tracking of the Committee's adherence to the cycle which is a marker of an effective Committee;
  - 7.6. provides for a collective awareness and agreement of the areas where it applies its focus on an annual basis; and
  - 7.7. removes the ad hoc elements of agenda setting.

8. Whilst it is inevitable that other items will arise from time to time, the cycle allows them to be prioritised - perhaps coming later on the agenda.
9. The cycle of business at **Annex 1** has been designed to do all the above. It includes further detail on the pre-committee forums, lead presenters, purpose of reports and any relevant and/or helpful commentary. It also includes reference to the duties for the Committee in the terms of reference so members can see and demonstrate that the reporting expected for each area will in fact provide appropriate assurance, generate discussion, and allow for the right balance of challenge and support.

Continued monitoring of the cycle of business:




10. A monitoring report will be provided to each meeting under the consent section in the agenda, and where issues of escalation are required i.e. where cycle needs to be adjusted or reporting is overdue, these will be drawn out in a short paper by the Director of Corporate Governance/Board Secretary.
11. The monitoring report appears at **Annex 2** and is completed for Q1.

**RECOMMENDATION: The Committee is asked to:**

- (a) Review and approve the 2024/25 cycle of business at Annex 1; and**
- (b) Note the cycle of business monitoring document at Annex 2.**

PAPER	PRE or POST C'EE FORUM	FREQUENCY	Q1a	Q1b	Q2	Q3	Q4	LEAD	PURPOSE	COMMENT
<b>AUDIT, RISK AND ASSURANCE COMMITTEE - CYCLE OF BUSINESS 2024/25</b>										
For the rationale for this Committee's cycle see Note 8										
<b>Annual filings</b>										
Annual accounts planning and emerging issues report	ELT	Annually						EDOF	Assurance	
Annual report timetable	ELT	Annually						BS	Assurance	
Audited accounts	ELT and Board	Annually						EDOF	Endorsement	
Annual report	ELT and Board	Annually						BS	Endorsement	
Head of internal audit report and opinion	ELT and Board	Annually						Internal Audit	Assurance	
Audit report on accounts	ELT and Board	Annually						Audit Wales	Assurance	
Self-assessment against Governance Code 2017	ELT	Annually						BS	Assurance	Review of self-assessment by AC ahead of declaration of same in annual report in Q1b
<b>Internal Audit</b>										
Audit Plan	ELT	Annually						Internal Audit	Approval	
Internal audit reports	ELT and C'ees	Quarterly						Internal Audit	Assurance	Relevant directors to be in attendance for limited assurance reviews
<b>Audit Wales</b>										
Audit Plan	ELT and Board	Annually						Audit Wales	Review	SFI 3.4.1 AC must ensure cost efficient external audit service is delivered; SFI 3.4.3 AC to review plan and associated costs. Noted to Board
Update report	N/A	Quarterly						Audit Wales	Assurance	
Annual Audit Report	ELT and Board	Annually						Audit Wales	Assurance	Audit report for calendar year. Copy to Board in AAA
Structured Assessment	ELT and Board	Annually						Audit Wales	Assurance	May also be presented at other times depending upon audit plan
Other Non-Core Reports	ELT and Board	Various						Audit Wales	Assurance	Non-core reports are those outside of the Structured Assessment work and are included in the Audit Plan
<b>Losses &amp; Special Payments/Single Tender Waivers</b>										
Quarterly lossess and special payments report	N/A	Quarterly						EDOF	Approval	See Note 1
Tender update report and single tender waiver request	N/A	Quarterly						EDOF	Assurance	Closed session
<b>Counter fraud</b>										
Counter fraud update report	N/A	Quarterly						EDOF	Assurance	Closed session. See Note 6
Counter fraud annual report	ELT	Annually						EDOF	Assurance	Closed session. See Note 6
Counter fraud update work plan	ELT	Annually						EDOF	Approval	Closed session. See Note 6
<b>Standing Orders &amp; Standing Financial Instructions</b>										
Standing Orders & Standing Financial Instructions	ELT and Board	Annually						BS	Endorsement	Amendments to standing orders, standing financial instructions, scheme of reservation and delegation and associated schedules
Breach of Standing Orders & Standing Fin. Instructions	ELT	Ad Hoc						BS	Discussion/Assurance	
Governance Practice Notes	ELT	Annually						BS	Approval	Annual review of practice notes related to SOs and SFIs
<b>Whistleblower, Declarations, Gifts &amp; Hospitality</b>										
Annual report on declarations of interest	ELT	Annually						BS	Assurance	Audit committee to provide report to Board on adequacy of arrangements for DOI annually
Report on gifts and hospitality	ELT	Annually						BS	Assurance	
Whistleblower report	TBC	TBC						BS	TBC	See Note 2
<b>Other</b>										
Near Miss Report	QUEST	Annually						TBC	Assurance	See Note 3
Quality and Performance Management Framework	ELT	Bi-Annually						EDON	Assurance	See Note 7
<b>Policy</b>										
Policy report	ELT	Quarterly						BS	Assurance	Position on policies including those outstanding for review etc. See Note 4
Policies	Policy Group	Ad Hoc						BS	Approval	Policies within the purview of this Committee - see Note 5
Financial procedures	TBC	Ad Hoc						EDOF	Approval	SFI 1.1.3 all financial procedures must be approved by the EDof and Audit Committee
<b>Risk Management</b>										
Review of risk related elements in IMTP	STB	Annually						BS	Assurance	
Board Assurance Framework	ELT	Each meeting						BS	Assurance	
Corporate Risk Register	ELT	Each meeting						BS	Assurance	
Audit Recommendation Tracker	ELT	Each meeting						BS	Assurance	
<b>GOVERNANCE</b>										
Escalations from Board Committees	Board Committee	Ad Hoc						Committee Chair	Various	
Committee effectiveness reviews and annual reports	All Committees	Annually						BS	Approval	This includes the annual report and amendments to TORs for all Board Committees and WASPT
Audit Committee effectiveness review annual report	Audit/Board	Annually						BS	Approval	
Audit Committee Review of Terms of Reference	Audit/Board	Annually						BS	Approval	
Audit Committee Cycle of Business annual refresh	Audit/Board	Annually						BS	Approval	
Audit Committee Review of Annual Priorities	None	Quarterly						Chair	Review	
All Wales Audit Committee Chair's Meeting Report	AWACC	Bi-annually						Chair	Review	Added 19.09.23
<b>PROMPTS</b>										
External Reports	n/a	As required						TBC	TBC	

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

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

1	<b>Losses and special payments</b>	Whilst SFIs provide for approval of these, the payments are in effect already made when they are presented to the AC. All payments are made within SFI delegated limits. Further work with DOFs and Finance Academy at the next version of the SFIs to look at whether ACs should retrospectively approve such payments.
2	<b>Whistleblowing</b>	Staff can currently raise concerns through the traditional routes of line management and escalation set out in the All Wales Procedure for Raising Concerns, and through the sensitive issues function in Datix. A new Speaking Up Safely framework is in development by the Director of People and Culture with oversight of the implementation with the People and Culture Committee in 2023/24. The whistleblowing process and arrangements for special investigations to come to Audit Committee. Propose regular verbal updates from the Chair of the People and Culture Committee in the interim. See pages 39 and 40 of Audit Committee Handbook. <a href="https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/512760/PU1934_Audit_committee_handbook.pdf">https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/512760/PU1934_Audit_committee_handbook.pdf</a> Audit Committee 25 July 2023 agreed that the whistleblowing process and arrangements for special investigations will come to Audit Committee with verbal updates from the Chair of the People and Culture Committee on arrangements. Cycled in for once per year.
3	<b>Near Miss Report</b>	NAO effectiveness review outcomes recommends AC reviews information on 'near misses' to help determine whether the systems in place are sufficiently robust to mitigate future risk events. Propose this is a report directed by QUEST  Audit Committee 25 July agreed that near misses would be monitored by QUEST. It noted that QUEST receives patient safety reporting which is predominantly based on the significant and catastrophic harm with moderate harm and near misses incorporated into thematic content. A more explicit near miss reporting will be developed, however there is limited capacity in the team to do so this year given the need to deal with the core requirements of national reportable incidents, Coroner requests and the Duty of Candour. Discussions in H&S Board Development 220224 on near misses. In Datix a report of no harm is categorised as a near miss so can start looking at developing that reporting. Cycled in for once per year to revisit.
4	<b>Policy report</b>	Each Committee has included in their cycles of business a report on the policies in their remit and their currency. An overarching report is being developed for this Committee's oversight.  11.09.23: The Policies Report will be taken to AC quarterly, and it will not be necessary for a separate report for each Committee to be taken providing an update. The CoB has been updated to read that the Policies Report will be taken to the Committee quarterly rather than annually, and the CoB Monitoring report has been updated as well.
5	<b>TOR 3.2 (a) The Committee will support the Board with regard to its responsibilities for governance by reviewing: the policies for ensuring compliance with relevant regulatory, legal and code of conduct and accountability requirements.</b>	Key corporate policies include - Counter Fraud Policy - Charitable Funds Investment Policy - Standards of Business Conduct - Whistleblowing Policy - Public Sector Payment Policy (All Wales) - Risk Policy - Data Protection Policy - Health & Safety Policy - Information Governance Policy - Information Risk Policy - Information Security Policy
6	<b>Local Counter Fraud</b>	Local Counter Fraud Specialists (LCFSs) are responsible for developing the anti-fraud, bribery and corruption culture within their respective health service areas and for investigating fraud cases within their own local health trusts and boards. The Welsh ministers and the NHS Counter Fraud Authority (NHS CFA) have entered into a service agreement under section 83 of the Government of Wales Act 2006, to ensure that appropriate provision is in place to tackle all matters connected to Fraud, Bribery and Corruption. It is the role of the LCFS to ensure regular engagement and reporting to senior members surrounding the work completed within this field, with the audit committee being recognised as an appropriate recipient to the status and developments of the service. Service strands of hold to account, prevent and deter, inform and involve, and strategic governance
7	<b>QPMF</b>	Implementation of the QPMF to be overseen by AC. Outcomes from the framework remains with FPC. Cycled in twice per year for 2024/25 when it is anticipated this work will complete.
8	<b>Cycle of Business</b>	The cycle has been developed to align with the duties for the Committee set out in the terms of reference. Of note, paragraph 3.5 of the terms of reference requires the Committee's programme of work to 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. progress is monitored against the requirement of the Auditors' Management Letter; i. the Committee receives and reviews key Trust Annual Reports e.g., Trust Annual Report, Infection Control Annual Quality Statement; Annual Governance Statement and make recommendations to the Board for their adoption; and j. the Committee reviews the content of the Corporate Risk Register and obtain assurance that control measures are in place to mitigate all identified risks.

PAPER	PRE or POST C'EE FORUM	FREQUENCY	Q1a	Q1b	Q2	Q3	Q4	LEAD	PURPOSE	COMMENT
<b>AUDIT, RISK AND ASSURANCE COMMITTEE - CYCLE OF BUSINESS 2024/25</b>										
For the rationale for this Committee's cycle see Note 8										
<b>Annual filings</b>										
Annual accounts planning and emerging issues report	ELT	Annually						EDOF	Assurance	
Annual report timetable	ELT	Annually						BS	Assurance	
Audited accounts	ELT and Board	Annually						EDOF	Endorsement	
Annual report	ELT and Board	Annually						BS	Endorsement	
Head of internal audit report and opinion	ELT and Board	Annually						Internal Audit	Assurance	
Audit report on accounts	ELT and Board	Annually						Audit Wales	Assurance	
Self-assessment against Governance Code 2017	ELT	Annually						BS	Assurance	
<b>Internal Audit</b>										
Audit Plan	ELT	Annually						Internal Audit	Approval	
Internal audit reports	ELT and C'ees	Quarterly						Internal Audit	Assurance	
<b>Audit Wales</b>										
Audit Plan	ELT and Board	Annually						Audit Wales	Review	Q1a: Programmed as not ready for Q4 23/24.
Update report	N/A	Quarterly						Audit Wales	Assurance	
Annual Audit Report	ELT and Board	Annually						Audit Wales	Assurance	Q1a: Programmed as not ready for Q4 23/24.
Structured Assessment	ELT and Board	Annually						Audit Wales	Assurance	
Other Non-Core Reports	ELT and Board	Various						Audit Wales	Assurance	
<b>Losses &amp; Special Payments/Single Tender Waivers</b>										
Quarterly losses and special payments report	N/A	Quarterly						EDOF	Approval	
Tender update report and single tender waiver request	N/A	Quarterly						EDOF	Assurance	
<b>Counter fraud</b>										
Counter fraud update report	N/A	Quarterly						EDOF	Assurance	
Counter fraud annual report	ELT	Annually						EDOF	Assurance	
Counter fraud update work plan	ELT	Annually						EDOF	Approval	
<b>Standing Orders &amp; Standing Financial Instructions</b>										
Standing Orders & Standing Financial Instructions	ELT and Board	Annually						BS	Endorsement	
Breach of Standing Orders & Standing Fin. Instructions	ELT	Ad Hoc						BS	Discussion/Assurance	
Governance Practice Notes	ELT	Annually						BS	Approval	
<b>Whistleblower, Declarations, Gifts &amp; Hospitality</b>										
Annual report on declarations of interest	ELT	Annually						BS	Assurance	
Report on gifts and hospitality	ELT	Annually						BS	Assurance	
Whistleblower report	TBC	TBC						BS	TBC	
<b>Other</b>										
Near Miss Report	QUEST	Annually						TBC	Assurance	
Quality and Performance Management Framework	ELT	Bi-Annually						EDON	Assurance	
<b>Policy</b>										
Policy report	ELT	Quarterly						BS	Assurance	
Policies	Policy Group	Ad Hoc						BS	Approval	
Financial procedures	TBC	Ad Hoc						EDOF	Approval	
<b>Risk Management</b>										
Review of risk related elements in IMTP	STB	Annually						BS	Assurance	
Board Assurance Framework	ELT	Each meeting						BS	Assurance	
Corporate Risk Register	ELT	Each meeting						BS	Assurance	
Audit Recommendation Tracker	ELT	Each meeting						BS	Assurance	
<b>GOVERNANCE</b>										
Escalations from Board Committees	Board Committee	Ad Hoc						Committee Chair	Various	
Committee effectiveness reviews and annual reports	All Committees	Annually						BS	Approval	
Audit Committee effectiveness review annual report	Audit/Board	Annually						BS	Approval	
Audit Committee Review of Terms of Reference	Audit/Board	Annually						BS	Approval	
Audit Committee Cycle of Business annual refresh	Audit/Board	Annually						BS	Approval	
Audit Committee Review of Annual Priorities	None	Quarterly						Chair	Review	
All Wales Audit Committee Chair's Meeting Report	AWACC	Bi-annually						Chair	Review	Added 19.09.23
<b>PROMPTS</b>										
External Reports	n/a	As required						TBC	TBC	

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

**Key: Pre-agenda setting**

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

**Key: Post-agenda setting**

- Presented as cycled
- Ad hoc / item considered - not programmed
- Item deferred
- Reporting developing



**GIG**  
CYMRU  
**NHS**  
WALES

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

<b>AGENDA ITEM No</b>	<b>11</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>	30 April 2024
<b>EXECUTIVE</b>	Trish Mills, Director of Corporate Governance/Board Secretary
<b>AUTHOR</b>	Trish Mills, Director of Corporate Governance/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 2023/24 financial year, for review and receipt by the Audit Committee. Both registers have been presented as at the 31 March 2024.
2. It is a requirement of the Trust's Standing Orders and the Committee's Terms of Reference that the Registers be received by the Committee at least once annually.

### RECOMMENDATION

3. The Audit Committee is requested to:
  - 3.1 Confirm receipt of the Board and Executive Leadership Team Register of Interests as at the 31 March 2024;
  - 3.2 Confirm receipt of the Gifts, Hospitality, Sponsorship Register as at the 31 March 2024.

### KEY ISSUES/IMPLICATIONS

4. The Standards of Business Conduct Policy that was approved in July 2023 addressed a number of recommendations in the limited assurance internal audit in 22/23. The publicly available register for members interests has been in place for 12 months and this will be expanded this quarter to include decision makers in line with the audit recommendations.
5. Communications regarding the gifts, hospitality and sponsorship elements of the policy will continue throughout the year.

### 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

## **SITUATION**

1. The purpose of this paper is to present the Register of Interests and the Register of Gifts, Hospitality & Sponsorship for the 2023/24 financial year, for review and receipt by the Audit Committee. Both registers have been presented as at the 31 March 2024.

## **BACKGROUND**

### Declarations of Interest

2. The Trust's Standing Orders provision 8.1 requires all Board members to declare any personal or business interests they may have which may affect or be perceived to affect the conduct of their role as a Board member.
3. Standing Order 8.1.3 states that the Chief Executive, through the Board Secretary, will ensure that a Register of Interests is established and maintained as a formal record of interest declared by all Board members.
4. Standing Order 9.4.1 states that the Audit Committee will review and report to the Board "upon the adequacy of the arrangements for declaring, registering and handling interests at least annually". This report serves as the mechanism through which the Register is received by the Audit Committee.

### Declarations of Gifts, Hospitality and Sponsorship

5. 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".
6. 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).
7. 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.

## **ASSESSMENT**

### Declarations of Interest and Annual Eligibility Checks

8. The annual Board member eligibility checks – which include the due diligence required on the individual declarations in addition to wider due diligence considerations – are in process. This activity informs the wider standards of business conduct framework in addition to the annual confirmation of declarations of interest.
9. The Register of Interests – which includes the declarations made by all members of the Board and Executive Leadership Team, including Trade Union Partners at the Board – has been reviewed and updated, and is presented as at the 31 March 2024 (Annex 1). This register is publicly available on the Trust website and is linked to the agenda for the Board and all Committees.
10. The revised Standards of Business Conduct Policy, approved in July 2023, provides broadens the collection of centrally held and publicly available declarations for decision-makers.
11. At its meeting in July 2023 the Committee noted that the declarations for the cohort of ‘decision-makers’ as defined in the Standards of Business Conduct Policy would be sought in 2024 so as not to duplicate efforts (as declarations from the Assistant Directors’ Leadership Team were sought in Spring 2023).
12. The collection of declarations from the decision-makers is underway in April 2024. Once complete and updated decision-makers interests will be published on the Trust’s website. It is anticipated this work will conclude in May 2024.

### Declarations of Gifts, Hospitality and Sponsorship

13. Since the approval of the Standards of Business Conduct Policy in July 2023 there have been a series of organisational-wide communications to aid understanding of the policy requirements, specifically in relation to gifts. These communications will be delivered on an ongoing basis throughout the year, particularly in the lead up to festive periods.
14. The offers of Gifts, Hospitality and Sponsorship which have been declared to the Board and officers within Directorates in the 2023/24 financial year until the 31 March 2024 are detailed within the enclosed Register (Annex 2). The Director of Corporate Governance/Board Secretary reviews and where necessary provides advice on declarations made.

## **RECOMMENDATION**

**15. The Audit Committee is requested to:**

**15.1 Confirm receipt of the Board and Executive Leadership Team Register of Interests as at the 31 March 2024;**

**15.2 Confirm receipt of the Gifts, Hospitality, Sponsorship Register as at the 31 March 2024.**

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		
CURRAN, Peter	Non-Executive Director * Chair of the Audit Committee * Member of the Finance and Performance Committee * Member of the Remuneration Committee	Trustee of Action for Children [1097940]	Position in Charity or Voluntary Organisation	01 February 2021		
		Company Director - Action for Children [04764232]	Directorships	01 February 2021		
		Company Director - Action for Children (Wales) Ltd [10011497]	Directorships	05 April 2022		
		Trustee of National Youth Arts Wales [1170643]	Position in Charity or Voluntary Organisation	06 May 2021		
		Company Director - National Youth Arts Wales [10449512]	Directorships	06 May 2021		
		Non-Executive Director for Taff Housing	Position in Charity or Voluntary Organisation	01 May 2022		
		Company Director - Team Police Ltd [12518812]	Directorships	01 January 2022		
		Independent Board Member of the Project Board - National Contemporary Art Gallery for Wales	Any Other Interest	01 January 2024		
		Interim Finance Director for Torfaen Leisure Trust	Directorships	01 September 2023	29 February 2024	
		Interim Independent Member – Kaplan International Colleges UK Ltd [05268303]	Directorships	01 March 2024		
		Independent Member – Kaplan Open Learning (inc member of the Audit & Risk Committee)	Directorships	21 March 2024		
		DAVIES, Kevin	Non-Executive Director * Member of Academic Partnerships Committee * Member of Charity 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		
Patron Motivation and Learning Trust	Position in Charity or Voluntary Organisation			2014	December 2023	
Chair ABF The Soldiers Charity (Glamorgan)	Position in Charity/Voluntary Organisation			2015		
Member Royal College Nursing	Any other interest			1978		
DENNIS, Colin	Chair of Trust Board and Non-Executive Director * Chair of Remuneration Committee	Chair - Citizen Housing [Charity] (previously WM Housing Group)	Position in Charity or Voluntary Organisation	01 January 2015		
		Company Director - Citizen Treasury PLC (previously WM Housing Treasury Ltd)	Directorships	29 August 2017		
		Company Director - Citizen Treasury Vehicle Ltd	Directorships	04 September 2017		
		Chair - North Devon Homes	Position in Charity or Voluntary Organisation	01 October 2021		
		Company Director - North Devon Homes	Directorships	01 April 2022		
		Chair - Green Square Accord (Housing Association)	Position in Charity or Voluntary Organisation	26 March 2024		
		Company Director - LowCarbonLiving Homes Ltd [04207671]	Directorships	26 March 2024		
		Company Director - Green Square Estates Ltd [8719365]	Directorships	26 March 2024		
		Managing Director (Employed) at My Choice Healthcare Limited.	Any Other Interest	01 June 2019		
		Non-Executive Board Member at RHA (Social Housing Organisation - Community Benefit Societ)	Position in Charity or Voluntary Organisation	01 November 2019		
EVANS, Bethan	Non-Executive Director * Chair of Quality, Patient Experience & Safety Committee * Member of Charity Committee * Member of Finance & Performance Committee * Member of People & Culture Committee * Member of Remuneration Committee	Company Director - My Choice Healthcare South Wales Limited	Directorships	11 March 2020		
		Company Director - Moorlands Rehabilitation (Staffordshire) Limited.	Directorships	20 December 2019		
		Company Director - Springfield (Bargoed) Limited.	Directorships	12 March 2020		
		Company Director - Homes of Excellence Limited	Directorships	19 March 2021		
		Company Director - Victoria House Care Property Limited	Directorships	05 March 2020		
		Company Director - My Choice Healthcare (Four) Limited	Directorships	27 April 2022		
		Company Director - Luk Ros Property Limited	Directorships	12 March 2020		
		<i>[Previously called Homes of Excellence Healthcare Limited, Company name changed 12.08.2022 - #12513139]</i>	Directorships	12 March 2020		
		Company Director - Hawthorn Court Property Limited	Directorships	27 April 2022		
		<i>[Previously called My Choice Healthcare (Three) Limited, Company name changed 12.08.2022 - #13371375]</i>	Directorships	27 April 2022		
		Company Director - Ocean Living Property Limited	Directorships	22 July 2022		
		Company Director - Hawthorn Court Care Limited	Directorships	22 July 2022		
		Company Director - Glyncomel Property Limited	Directorships	01 July 2022		
		Company Director - My Choice Healthcare (Two) Limited	Directorships	01 July 2022		
		Company Director - Carmarthen Care Limited	Directorships	02 January 2024		
		Company Director - Towy Castle Property Limited	Directorships	01 September 2023		
		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 &amp; Vice Chair of the Trust Board</b> * Chair of Charity Committee * Member of Audit Committee * Member of Finance & Performance Committee * Member of Quality, Patient Experience & Safety Committee	Management Consultant primarily working in third sector Associate Director of SamKat Consulting Ltd in my capacity as self-employed management consultant Charity Trustee - Stroke Association Trustee, Chair Wales Advisory Group.	Interest in Companies and Securities Directorships Position in Charity or Voluntary Organisation	01 May 2019 01 June 2021 08 October 2020		
<b>KILLENS, Jason</b>	<b>Chief Executive</b>	Charitable Company - Stroke Association - Company Director Honorary Professor - Swansea University Member of the Order of St John	Directorships Personal or Departmental Sponsorship Any Other Interest	08 October 2020 2019 2009		
<b>LEWIS, Angela</b>	<b>Director of Workforce and Organisational Development [12 September 2022]</b>	Nil Declaration				
<b>MARSH, Rachel</b>	<b>Executive Director of Strategy, Planning and Performance</b>	Nil Declaration				
<b>MILLS, Patricia (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 Charity Committee * Member of People & Culture Committee * Member of Quality, Patient Experience & Safety Committee [ended 31/03/2023] * 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		November 2023
<b>SAMMUT, Jonathan (Jonny)</b>	<b>Director of Digital Services [appointed 26.09.2023]</b>	Relative (Parent) is a Non-Executive Director for Social Care Wales Fellow of the British Computer Society – FBCS Panel Member of the UK CIO Advisory Panel – Digital Health	Any Other Interest Any Other Interest Any Other Interest	01 April 2017 04 March 2024 05 July 2023		
<b>SINGH, Anoop Joga (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 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		31 December 2023
<b>SWINBURN, Andrew (Andy)</b>	<b>Executive Director of Paramedicine</b>	Strategic Advisor to College of Paramedics	Any Other Interest	01 January 2020		
<b>TURLEY, Christopher</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>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		

REF	DATE OF DECLARATION	INDIVIDUAL	GIFT/DONATION/HOSPITALITY	VALUE	ACCEPTED Y/N	Reviewed by Board Secretary
1	11/05/2023	Chris Jones, EMS Co-ordination <i>Signed by their line manager, Kate Blackmore.</i>	- Invitation to Austrian Embassy via Frequentis (a software company which provide software in co-ordination centres). Event scheduled for the 22/06/2023.	Unknown.	Accepted	Reviewed and advice given; no concerns raised.
2	11/05/2023	Anwen Stevens, Digital Directorate, OCP Team <i>Signed by their line manager Keith Williams.</i>	- Invitation to Austrian Embassy via Frequentis (a software company which provide software in co-ordination centres). Event scheduled for the 22/06/2023.	Unknown.	Accepted	Reviewed and advice given; no concerns raised.
3	11/05/2023	Kate Blackmore, Head of Service for EMS Co-ordination <i>Signed by their line manager, Jon Edwards.</i>	- Invitation to Austrian Embassy via Frequentis (a software company which provide software in co-ordination centres). Event scheduled for the 22/06/2023.	Unknown.	Accepted	Reviewed and advice given; no concerns raised.

**Register of Gifts, Hospitality and Sponsorships Declared – 2023/2024**

**31 March 2024**

<b>REF</b>	<b>DATE OF DECLARATION</b>	<b>INDIVIDUAL</b>	<b>GIFT/DONATION/HOSPITALITY</b>	<b>VALUE</b>	<b>ACCEPTED Y/N</b>	<b>Reviewed by Board Secretary</b>
<b>4</b>	11/05/2023	Richard Davies, Assistant Director of Capital, and Estates <i>Signed by Chris Turley.</i>	- Invitation to the IHEEM Gala Awards from Stuart Douglas, Director of NHS Wales Shared Services Partnership – Specialist Estates Services. The Gala was held on the 11 May 2023.	£30	Yes	Reviewed and accepted; no concerns raised.
<b>5</b>	20/09/2023	Lee Brooks, Executive Director of Operations – Sponsorship Declaration	- Additional night’s accommodation paid for by provider of PG Cert Course due to lack of travel options to return on the last day of the course. Provider Henley Business School.	£100-150	Yes	Reviewed and accepted; no concerns raised.
<b>6</b>	23/10/2023	Estelle Hitchon, on behalf of Jason Killens – for WAST Awards 2023 [10 Oct 2023]	- Two Fortnum and Mason hampers offered as gifts for the WAST Awards 2023 to Jason Killens, from Alumni Global on the 22/09/23. They were onwardly gifted to two colleagues winning awards (CEO Award & Chair’s Award).	£500	Yes	Reviewed and accepted; no concerns raised.

**Register of Gifts, Hospitality and Sponsorships Declared – 2023/2024**

**31 March 2024**

<b>REF</b>	<b>DATE OF DECLARATION</b>	<b>INDIVIDUAL</b>	<b>GIFT/DONATION/HOSPITALITY</b>	<b>VALUE</b>	<b>ACCEPTED Y/N</b>	<b>Reviewed by Board Secretary</b>
<b>7</b>	11/12/2023	Emma Shand, EA to the Director of Operations – but declaration relates to general / wider Ops staff.	11/12/2023 – Ferrero Rocher and Thorntons chocolates from Veezu T/A Dragon Taxis. No opportunity to refuse as the person rang the doorbell and left them at Reception. As they are food / perishable items they need to be consumed. Split across areas at VPH that utilise Dragon Taxis on the corporate account for the movement of staff and patients.	£25	Y	Reviewed and accepted; no concerns raised.
<b>8</b>	04/03/2024	Martyn Tucker, EMS Neath Locality	2 sofas received from a WAST member of staff. He bought the new sofas and donated his old ones. Received on the 10 September 2023. The sofas were donated by colleague Ian Southard 22343796.	Unknown	Y	Reviewed and accepted; no concerns raised.
<b>9</b>	17/04/2024	Clare Langshaw, Head of Service, EPRR & Specialist Operations	Snack packs for frontline staff received during festive period from Rapid Relief Team (a UK charity) and distributed to WAST colleagues. Offer made / received on the 19 December 2023.	c.£200	Y	Reviewed and accepted; no concerns raised.

**Register of Gifts, Hospitality and Sponsorships Declared – 2023/2024****31 March 2024**

REF	DATE OF DECLARATION	INDIVIDUAL	GIFT/DONATION/HOSPITALITY	VALUE	ACCEPTED Y/N	Reviewed by Board Secretary
			RRT offered the same gifts to other UK ambulance services. RRT did not seek publicity or anything in exchange for receipt of the snack packs.			