

## **WELSH AMBULANCE SERVICES NHS TRUST**

### **CONFIRMED MINUTES OF THE OPEN MEETING OF THE AUDIT COMMITTEE OF THE WELSH AMBULANCE SERVICES NHS TRUST HELD ON THURSDAY 20 APRIL 2023 VIA TEAMS**

**Meeting Commenced at 09:30**

#### **PRESENT :**

Martin Turner	Non-Executive Director and Committee Chair
Paul Hollard	Non-Executive Director
Ceri Jackson	Non-Executive Director
Joga Singh	Non-Executive Director

#### **IN ATTENDANCE :**

Julie Boalch	Head of Risk/Deputy Board Secretary
Lee Brooks	Executive Director of Operations
Colin Dennis	Chair of the Board
Estelle Hitchon	Director of Partnerships and Engagement
Fflur Jones	Audit Wales
Navin Kalia	Deputy Director of Finance and Corporate Resources
Jason Killens	Chief Executive Officer
Osian Lloyd	Head of Internal Audit
Trish Mills	Board Secretary
Steve Owen	Corporate Governance Officer
Alex Payne	Corporate Governance Manager
Duncan Robertson	Assistant Director of Clinical Development
Chris Turley	Executive Director of Finance and Corporate Resources (Left after Item 14/23)
Damon Turner	Trade Union Partner
Carl Window	Counter Fraud Manager

#### **APOLOGIES:**

Fflur Jones	Audit Wales
Angela Lewis	Director of People and Culture
Paul Seppman	Trade Union Partner
Liam Williams	Executive Director of Quality and Nursing

## **11/23      PROCEDURAL MATTERS**

The Chair welcomed all to the meeting and advised that it was being audio recorded.

Declarations of Interest, other than those listed in the Declarations of Interest register, there were no further declarations. The apologies as described were noted.

**RESOLVED: The apologies as described were noted.**

## **12/23      ANNUAL BOARD AND COMMITTEE EFFECTIVENESS REVIEWS 2022/23**

Trish Mills explained that The Trust's Standing Orders and Committee terms of reference require that Board Committees evaluate their effectiveness annually and prepare an annual report to the Trust Board. This report provides the evaluation of the Audit Committee's effectiveness during the 2022/23 year and makes proposals for changes to operating arrangements.

In terms of the Audit Committee effectiveness review, Trish Mills advised that the questionnaires sent were different to the other Committees as the ones used were from the National Audit Office. The results for the returned questionnaires (29% of questionnaires returned) indicated that the Committee was meeting the required standards.

Following the receipt of the questionnaires a meeting took place with the Chair and Executive Lead of the Audit Committee to focus on the questions where more than one respondent rated effectiveness as there being 'room for improvement'. This gave rise to several themes which were detailed within the report. Of particular note was to agree the reinstatement of the Audit Committee and auditors meeting in private without the presence of management. Furthermore there was a strong desire to develop a Committee induction programme which would assist new members and attendees who were unfamiliar with the operations of government and the public sector.

Another theme which came to light was the operating arrangements around whistleblowing. This work was now being implemented by the Director of People and Culture. It was noted that the Chair of the People and Culture Committee would provide an update to the Audit Committee on this work in due course.

The Committee's attention was drawn to the annual report and the terms of reference for the Audit Committee.

Following a discussion, the Committee agreed that the review of the Board Member Induction Programme and Annex was a Committee priority for 2023/24.

Trish Mills advised that effectiveness reviews had been undertaken for all other committees of the Board, with all committees having received and approved their respective annual reports and amended terms of reference. Proposed changes to operating arrangements and committee priorities for 2023/24 have also been agreed.

There had been varied responses which again like the Audit Committee were discussed at length with the respective Chairs and Committee leads.

Details of any changes to the terms of reference were outlined in the report.

Of note, the Charitable Funds Committee requested to change its name to the Charity Committee.

Trish Mills added that each Committee reports to the Board by way of an Alert, Advise, Assure (AAA) report which was circulated to the Board as soon as possible after the meeting and formed part of the next Board meeting pack of papers.

The Committee were advised that these reports and changes to committees' terms of reference would be presented to the Trust Board at its next meeting for approval.

Comments:

Clarity was sought on the definition of 'near misses' and it was agreed this would be considered through the Quest Committee as part of its normal business.

Paul Hollard, Chair of People and Culture Committee (PCC) expressed the importance of the cycles of business. He commented that the terms of reference were now accurate adding that holding the agenda setting meetings well in advance of the meeting were extremely beneficial in terms of planning ahead for PCC and all other Committees.

Ceri Jackson, Chair of the Charitable Funds Committee welcomed the in-depth review reiterating Paul Hollard's comments in respect of the improved overall process.

Joga Singh, Chair of the Finance and Performance Committee echoed the comments already made and agreed with the changes that had been implemented.

Colin Dennis, Chair of the Remuneration Committee commented there had been very minor amendments to the terms of reference and was content with the overall outcome of the review.

Paul Hollard, as a member of the Quality Patient Experience and Safety (Quest) Committee commented that the Committee had reflected on the terms of reference to see if they were still suited to the new legislation Duty of Candour and Duty of Quality.

Trish Mills added that the cycle of business for each Committee was still maturing and would be monitored at each meeting going forward.

Following a query in terms of Board effectiveness and when/where it will be discussed, Trish Mills advised that at the May Board meeting, the Board will receive a report following the Board effectiveness survey.

In terms of strategy and planning and how Non-Executive Directors (NED) contributed and what their role was, Trish Mills advised this would be drawn out and articulated more within the Trust's strategy frameworks. Colin Dennis outlined in terms of how NEDs were involved in supporting the Trust's strategy development going forward and also applying scrutiny and challenge to the strategy.

The Committee acknowledged and recognised the significant volume of work involved in producing the effectiveness reviews.

**RESOLVED: The Committee:**

- (1) Reviewed and endorsed changes to Audit Committee's terms of reference and operating arrangements in response to issues raised in questionnaires, and given the small number of responses, propose any other changes;**
- (2) Agreed that the review of the Board Member Induction Programme and Annex was the Committee's priority for 2023/24;**
- (3) Approved the Audit Committee's annual report;**
- (4) Noted the changes to the operating arrangements and terms of reference for:**
  - Academic Partnership Committee**
  - Charity Committee**
  - Finance and Performance Committee**
  - People and Culture Committee**
  - Quality, Patient Experience and Safety Committee**
  - Remuneration Committee; and endorsed these and the annual reports for onward approval by the Trust Board; and**
- (5) Confirmed there were no further assurances sought on the effectiveness of the Trust's governance arrangements for its committees.**

**13/23      STANDING ORDERS, SCHEME OF RESERVATION AND DELEGATION OF POWERS, AND STANDING FINANCIAL INSTRUCTIONS AND GOVERNANCE PRACTICE NOTES**

Trish Mills explained that the Trust's Standing Orders required an annual review to ensure they remained accurate and current. The Standing Orders (SO) included the Scheme of

Reservation and Delegation of Powers (SoRD), and the Standing Financial Instructions (SFI).

The Standing Orders underwent an extensive review by the Audit Committee in December 2021 and the Trust Board in January 2022, including a wholesale review of the SFIs and Tables A and B of the SoRD.

Whilst no changes can be made to the main body of the Model SOs until the Welsh Government review was completed, there were changes within the Trust's gift, and Trish Mills outlined these in more details.

Trish Mills reminded the Committee that governance practice notes had been developed in 2022 to aid in the interpretation and application of SOs. The practice notes were reviewed annually and Trish Mills made reference to the proposed changes as outlined in the report.

Trish Mills drew the Committee's attention to paragraph 7.4.3 in SOs which stated that Board members shall be sent an agenda and a complete set of supporting papers at least ten calendar days before a formal Board meeting. Historically, Board papers have been uploaded on the Friday before the meeting the following Thursday, therefore outside of the ten calendar days. Whilst this was a non-compliance with SOs, the requirement for papers to be uploaded to lbabs ten calendar days before a meeting, reduced the currency of information and data available to the Board and the ability for reports to make their way through internal governance processes between bi-monthly Board meetings. This has been raised with Welsh Government by the Board Secretaries Network. All endeavours were being made to ensure Board and Committee papers are available no less than seven days before a meeting. A standard operating procedure for the Corporate Governance Team was in development, which included an annex setting out the timetable for Board and Committee papers.

**RESOLVED: The Committee**

- (1) Endorsed the amendments to Schedule 3 of the SOs and Table A of the SoRD;**
- (2) Noted the non-compliance with paragraph 7.4.3 with regard to the availability of Board papers ten calendar days ahead of meetings; and**
- (3) Noted the review of the Governance Practice Notes and approved amendments to Note 002.**

**14/23 SELF ASSESSMENT AGAINST THE CORPORATE GOVERNANCE CODE FOR CENTRAL GOVERNMENT DEPARTMENTS 2017 AND THE GOVERNANCE, LEADERSHIP AND ACCOUNTABILITY HEALTH AND CARE STANDARDS**

Trish Mills explained that the self-assessment against the Corporate Governance Code for Central Government Departments (2017) had been completed and reviewed by the Executive Management Team. The Code operates on a 'comply or explain' basis whereby

any deviation from the Code's requirements must be explained within the Annual Governance Statement. The self-assessment showed that there were no areas of non-compliance.

A self-assessment had also been completed against the Governance, Leadership and Accountability domains in the Health and Care Standards 2015. There were some 'partially met' provisions concluded within the self-assessment which the Trust was aware of, which were detailed in the corresponding report. It was noted that the majority of the Health and Care Standards fall within the remit of the Quest Committee and that compliance was reviewed by Quest against the domains of safe care, effective care, dignified care, timely care, individual care, staff and resources and staying healthy, at its meeting in February 2023.

Comments:

The Committee were made aware of the risk around resourcing for the development and implementation of the Quality Strategy. 'Trish Mills advised there was a focus on this issue at the Quest Committee together with the new Quality Standards 2023 that replace the Health and Care Standards 2015'.

**RESOLVED: The Committee reviewed and approved the self-assessment against the Corporate Governance Code for Central Government Departments 2017, in addition to confirming compliance with the Code when it receives the 2022-23 Accountability Report; and reviewed and approved the self-assessment against the Governance, Leadership and Accountability domains in the Health and Care Standards 2015.**

**15/23      REGISTERS: REGISTER OF INTERESTS AND REGISTER OF GIFTS, HOSPITALITY AND SPONSORSHIP**

Trish Mills reminded the Committee that a limited assurance opinion had been received on internal audit for the Standards of Business Conduct within the Trust which the Committee reviewed at its March meeting. This audit included the Trust's approach to management of declarations of interests and gifts and hospitality. The register of interests of Board and Executive Management Team members was before the Committee at this meeting, together with the Gifts and Hospitality Register. Both had been revised in accordance with management responses to the audit recommendations.

The Gifts, Hospitality, Interests: Commercial Sponsorship and Fundraising Policy has undergone review following the recommendations as set out by internal audit. The revised Policy will be brought to the Audit Committee for endorsement at its July meeting. The Trust was also looking to facilitate electronic solutions for the register of interests.

**RESOLVED: The Committee**

**(1)      Confirmed receipt of the Board and Executive Management Team Register of Interests as at 31 March 2023; and**

- (2) **Confirmed receipt of the Gifts, Hospitality, Sponsorship Register as at 31 March 2023.**

**16/23 2 MARCH 2023 COMMITTEE AAA REPORT**

Trish Mills advised the report was presented for information.

**RESOLVED: That the report was noted.**

**17/23 REFLECTION: SUMMARY OF DECISIONS & ACTIONS**

The Chair expressed his thanks to Trish Mills and her team for the well-presented reports.

Members commented it was interesting to see other Committee reports and to be assured of the whole governance picture across the Committees.

Trish Mills added that over time the governance and assurance framework for the Trust would mature and be more robust, particularly with the re-development of the Board Assurance framework.

**Meeting concluded at: 10:21**

Date of Next Meeting: This is to be confirmed following confirmation of the submission schedule for the Annual Report and Accounts.