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University NHS Trust

WELSH AMBULANCE SERVICES UNIVERSITY NHS TRUST

MINUTES OF THE OPEN MEETING OF THE AUDIT, RISK AND ASSURANCE COMMITTEE OF THE WELSH AMBULANCE SERVICES UNIVERSITY NHS TRUST HELD ON THURSDAY 1 MAY 2025 IN CARDIFF MRD AND VIA TEAMS

Meeting Commenced at 09:30

PRESENT:

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

IN ATTENDANCE:

Jayne Beeslee	Non-Executive Director (Left after Item 20/25)
Julie Boalch	Assistant Director of Corporate Governance and Risk
Bethan Evans	Non-Executive Director (Left after item 20/25)
Christian Fox	Trade Union Partner
Fflur Jones	Audit Wales
Angela Lewis	Director of Culture Change (Item 21/25 only)
Osian Lloyd	Head of Internal Audit, NWSSP
Trish Mills	Director of Corporate Governance/Board Secretary
Carl Kneeshaw	Director of People
Steve Owen	Corporate Governance Officer
Alex Payne	Corporate Governance Manager
Jessica Price	Head of Financial Accounting
Felicity Quance	Internal Audit
Jonathan Sweet	Head of Service OD
Yvonne Thomas	Audit Wales
Lisa Trounce	Head of Compliance and Assurance
Chris Turley	Executive Director of Finance and Corporate Resources
Liam Williams	Executive Director of Quality and Nursing (Left after item 22/25)

OBSERVERS:

Skye Banks	Compliance Administrator
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APOLOGIES:

Judith Bryce	Assistant Director of Operations
Damon Turner	Trade Union Partner
Carl Window	Local Counter Fraud Manager

19/25 PROCEDURAL MATTERS

The Chair welcomed all to the meeting, noting the apologies of Judith Bryce, Damon Turner and Carl Window.

Minutes: The Minutes of the Audit, Risk and Assurance Committee (ARAC) meeting held on 6 March 2025 were approved.

Action Log:

Action Number: 3/25 - Internal Audit Report: Roll out of Pentrox. The environmental benefits of reducing Entonox use were discussed, with Pentrox contributing to a lower carbon footprint. *Ceri Jackson queried if the carbon footprint impact was being captured and were there any indicators being taken to the Finance and Performance Committee (FPC).* It was agreed that in terms of reporting medical gases, Ed Roberts advised this was reported through the Decarbonisation Action Plan. In terms of the metrics being reported to FPC it was agreed this would be investigated further and an update provided for the next ARAC meeting. This was part of the decarbonisation report, which was reported through FP&C and the use of Entonox has reduced following the introduction of Pentrox. Agreed that the action was closed.

Action Number: 3/25a – Internal Audit Reports: Trish Mills suggested that it would be helpful to lift out specific sections of the triple-A reports from committees like Finance and Performance (F&P) and share them with the Audit, Risk, and Assurance Committee (ARAC) to ensure that discussions on internal audit reports are transparent and integrated across committees. This approach would also involve informing other committees, such as Quest, about discussions that took place in ARAC. This suggestion was agreed upon to enhance the flow of information and ensure comprehensive oversight. *This will be taken forward by the Corporate Governance Team where reports have already been received by a committee, to ensure that the discussion/outcome was fed into subsequent committees.* As this was in the work programme it was proposed for closure. Agreed that the action was closed.

Action Number: 6/25 – Audit Tracker: Revised Audit Dates: Trish Mills agreed to discuss with the Executive Leadership Team whether to remain with three revised dates, reduce them to two, and then report back to the Audit and Risk Assurance Committee (ARAC). *The preference from the ELT was that the maximum permitted revised dates should be two, as opposed to three. The Audit Tracker format will be adjusted from 2025/26 onwards.* Given the position has been reached, subject to the ARAC being content with the position, this action was proposed for closure. Agreed that the action was closed.

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

Committee AAA Report: March 2025: The Committee AAA report dated 6 March 2025 was received.

RESOLVED: The Committee:

- (1) **Noted the apologies of Judith Bryce, Damon Turner and Carl Window**
- (2) **Approved the Minutes of 6 March 2025.**
- (3) **Noted the update on the actions as described.**
- (4) **Noted there were no further declarations of interests recorded other than those listed on the Register of Interests.**
- (5) **Received the committee AAA dated 6 March 2025.**

20/25 ANNUAL BOARD AND COMMITTEE EFFECTIVENESS REVIEWS 2024/25 (ALL COMMITTEES)

Trish Mills presented the Annual Committee Effectiveness Reviews for 2024/25.

Trish Mills stated that the Trust Board will receive a report on the effectiveness of its committees (and its own effectiveness) at its 29 May meeting, as well as all committee annual reports and terms of reference for approval. All the committees' terms of reference have been amended to include a specific strategic development and delivery section.

Part one

This update included the finalised 2024/25 annual report for the Audit, Risk and Assurance Committee (ARAC), and its amended terms of reference and cycle of business for 2025/26 following a review of these at the 06 March 2025 meeting. Updates to these documents following that meeting included discussions on its effectiveness in the meeting and changes to terms of reference and operating arrangements as a result. These documents were for the committee's approval and presentation to the board on 29 May 2025. Members were asked to consider priorities for the committee for 2025/26.

Following a discussion ARAC members welcomed the continuous review through ARAC Non- Executive Director (NED) meetings as opposed to the more formal review completed in previous years. Members also acknowledged the huge amount of work involved. They also noted that the approach to committee effectiveness was thorough, positive and constructive. Members approved the changes to the terms of reference, the 2024/25 annual report and the cycle of business for 2025/26, for the ARAC.

Members considered and discussed ARAC's priorities for 2025/26 which included a focus on the further work to streamline the committee structure, and the relates changes to the Trust's Board Committee framework, during 2025/26.

Part two

Trish Mills advised that part two provided an overview of the effectiveness of the other committees. This was in line with the ARAC's purpose to advise and assure the Trust Board and the Accountable Officer on whether effective arrangements were in place to support them in their decision taking, and in discharging their accountabilities for securing the achievement of the Trust's objectives.

Each committee had reviewed its terms of reference and assurance reporting arrangements, alongside benchmarking against committee structures in other UK ambulance services. Following this comprehensive review it has been concluded that the areas of oversight and scrutiny delegated by the board were appropriate for the Trust's size and complexity. Annexes five to 10 were presented, with Annex 11 detailing the learning from these reviews. This will be incorporated into the Governance Directorate's Local Directorate's Plans (LDP) so that progress is monitored. It was noted that Annex 11 would be reviewed again by ARAC in September to track progress. All committees were effective in the way in which they operated, noting they all met as scheduled, that each meeting met quorum, delivered extensively and diligently on their delegated responsibilities, and have reflected on changes that would make them more effective and add value. All committees have endorsed their terms of reference for 2025/62, approved their annual reports for 2024/25, and their cycles of business for 2025/26. It was noted that within the extensive annual review across the committee framework, there were no material changes proposed at this time with regards to the number or remit of the committees. There are opportunities for development of the Board Committee framework however, with reference to the Academic Partnership Committee (APC).

It was noted that in Q1 and Q2, further work will be undertaken on the opportunities for development. This will include a fresh look at the spread across committees to affect material change to frequency and volume, and to address areas of concern related to quoracy and resilience. A core group, including ARAC NEDs, the Executive Director of Finance and Corporate Resources, and the Director of Corporate Governance/Board Secretary, will guide this work with the results reported back to ARAC in September 2025.

In addition to the Chair of ARAC, Chairs of the Finance and Performance Committee (FPC), Quality, Patient Experience and Safety Committee (QuEST) Committee, Charity Committee (CC) and People and Culture Committees (PCC) were in attendance to speak to their annual reports and the outputs of the annual effectiveness reviews, as well as to provide their views on the process and outputs of this year's reviews.

The Chairs welcomed the shift in terms of reference to a more strategic overview and recognised the nuances and responsibilities of each committee. It was suggested there could be a focus on identifying specific areas within the committees that warranted a deeper dive; with the aim to apply appropriate scrutiny to these issues while

maintaining the natural rhythm of the committee's agenda. The new approach of facilitated discussions using MENTIMETER was very effective and positive, fostering open conversations where people could share and explore ideas.

Trish Mills added that themed agendas at the commissioning stage have proven effective, creating a cohesive "golden thread" throughout. This approach helped maintain focus and structure. Going forward, the aim was to continue this practice, ensuring themes ran through committee work and incorporating deep dives as needed.

From the PCC perspective, Carl Kneeshaw added it was valuable to hear from people about their lived experiences, whether positive, negative, or neutral. Furthermore, involving Trade Union (TU) partners in these committee discussions was crucial for effective partnership working.

Liam Williams added that compiling the agendas, particularly for QuEST, involved ensuring that the most relevant and appropriate items were included, despite the volume of submissions. He made the point that at every QuEST Committee meeting it began with a patient's story, highlighting the care involved in working with the family and colleagues.

In terms of the Remuneration Committee, Trish Mills advised it was primarily reactive, dealing with annual objectives and eligibility, as well as unpredictable changes, especially at the executive level and exit settlements. Previously, meetings were infrequent, leading to a backlog of minutes. Now, the committee meets quarterly, ensuring meetings were short, effective, and papers were succinct.

Ceri Jackson accepted that while the Equality Quality Impact Assessment (EqIA) process was generally robust, added that timing can sometimes be an issue. She had noted during her review of the effectiveness review it became clear that capturing this as a priority was essential and sought clarity on the process involved. It was agreed that Trish Mills would provide further guidance on the completion of EqIAs as a substantive item at the next meeting.

Following a query on the well-being objectives, Trish Mills explained that the Strategic Transformation Board ensured a long-term view of the three main well-being objectives. The Trust's new report front covers – which will be implemented in the coming weeks - includes reference to both Trust's overarching strategic and well-being objectives, which will aid the audience's reading of papers going forward as it requires report authors to indicate the relevant objectives.

Trish Mills reported that the Welsh Ambulance Services Partnership Team (WASPT) annual effectiveness review conducted in March, that the outcome confirmed the committee remained effective and has not undergone significant change.

Committee members thanked the Corporate Governance Team, Chairs and all members of committees for their engagement in this important work. Audit Wales and Internal Audit also commended the transparent approach and thoroughness of the reviews. Fflur Jones, Audit Wales Auditor, noted that she had taken a keen interest in the discussions today for information which will inform the 2025 Structured Assessment. Fflur praised the Trust's open-minded approach to effectiveness reviews and the assurance that this gives the Trust Board regarding the effectiveness of the operation of the Board Committees. Fflur noted the Trust's willingness to take consider fundamental changes rather than just making tweaks and noted the positive integration of well-being objectives throughout the work of the committees. It was noted that Audit Wales would be considering the inclusion of well-being objectives within the 2025 Structured Assessment.

RESOLVED: The committee:

- (1) Reviewed and approved changes to ARAC's terms of reference at Annex 2 and its operating arrangements as set out in its annual report.**
- (2) Discussed and agreed the committee's priority for 2025/26.**
- (3) Approved the committee's annual report at Annex 1.**
- (4) Approved the committee's cycle of business at Annex 3.**
- (5) Noted the future work to be carried out on streamlining committees in Q1 and Q2.**
- (6) Noted the changes to the operating arrangements at Annex 11 and terms of reference at Annexes 5 to 10 for:**
 - **Charity Committee**
 - **Finance and Performance Committee**
 - **People and Culture Committee**
 - **Quality, Patient Experience and Safety Committee**
 - **Remuneration Committee****and endorsed these and the annual reports for onward approval by the Trust Board and Corporate Trustee (for Charity Committee).**
- (7) Noted the progress against the changes to operating arrangements agreed following the 2023/24 effectiveness reviews and further work on conducting board visits pan-Wales.**

21/25 INTERNAL AUDIT REPORTS

Osian Lloyd gave an update on the Internal Audit Progress Report explaining that out of 20 planned reviews, 13 were completed and included in today's papers, with reasonable outcomes with seven reviews still in progress.

The 111 Wales review has been delayed due to technical issues however, this will not affect the ability to provide an opinion to the Trust.

In terms of Key Performance Indicators there has been an Improvement in the manager response indicator from Red to Amber, but a slight dip in the report turnaround indicator from Green to Amber. Efforts were ongoing to return this to Green.

Risk Management and Board Assurance Framework –Reasonable Assurance

Felicity Quance explained that the purpose of this review was to assess the effectiveness of the procedures for identification, management and reporting of the strategic and key operational risk through the Board Assurance Framework (BAF) and the Corporate Risk Register (CRR). The key finding was that the current BAF would develop in 2025 into a strategic BAF that will focus more explicitly on its strategic objectives.

All six objectives in the audit were rated 'reasonable assurance.' The only matter requiring management attention was the need to ensure risk management documentation was updated to reflect the changes in approach that were envisaged in the coming months.

Trish Mills explained that in terms of the remaining Risk Appetite Statements, these were being finalised. Furthermore, the recruitment for a Risk Manager has been challenging, and once filled, will create more capacity to focus on the BAF.

Julie Boalch welcomed the pragmatic approach to this audit highlighting that key risks were being reported effectively through board committees. Despite challenges with the electronic system (Datix Risk Module), mechanisms were in place to support reporting.

Occupational Health and Wellbeing Support – Reasonable Assurance

Felicity Quance explained that the purpose of this review was to evaluate the programmes in place at the Trust to improve the Occupational Health and Wellbeing services and promote staff wellbeing, and arrangements in place to monitor effectiveness.

Despite efforts to achieve a 6% sickness absence target, the Trust's rates remained higher than NHS England Ambulance Services, with recent figures showing an 8% sickness rate compared to NHS England's 6.5%. The implementation of the Health and Wellbeing Plan approved in November 2024 and the occupational health and wellbeing referral system, aimed to improve the timeliness of the support provided.

All four objectives in the audit were rated 'reasonable assurance' and there were four medium priority management actions raised. These included the need for detailed deliverables in the Health & Wellbeing Plan, enhanced performance reporting, improved reporting to assess the quality and impact of initiatives, and regular feedback from managers on attendance management training sessions.

Members noted the importance of addressing musculoskeletal issues, particularly for staff in sedentary roles, and the need for leadership and management to encourage physical breaks away from desks. Additional assurance was provided on proactive measures, including increased physiotherapy referrals and improved performance for referral to first contact.

Carl Kneeshaw commented that the PCC had an oversight of the audit actions. The next steps included a continued focus on proactive health and wellbeing measures and regular updates to PCC on metrics and deep dives into absence management and occupational health usage.

Rhiannon Beaumont-Wood raised the issue of musculoskeletal (MSK) issues involving staff, particularly those whose roles were primarily sedentary and if there was a management focus on prevention. Liam Williams confirmed there were several measures in place in respect of MSK, which included encouraging staff in these roles to take regular breaks.

Speaking Up Safely– Reasonable Assurance

Felicity Quance commented that the purpose of this audit was to review the implementation of the framework and assess its impact in promoting a culture that enabled staff to effectively and openly raise concerns.

The NHS Wales Speaking Up Safely (SUS) Framework (WHC/2023/036) highlighted the importance of fostering a culture where individuals could raise concerns without fear of victimisation or detrimental treatment. The Trust has implemented several measures to support this, including the appointment of a lead Guardian and the use of the Work in Confidence (WIC) platform to record and manage concerns. Following high-profile cases, the Welsh Government (WG) has mandated NHS organisations to undertake self-assessments against the framework and develop action plans to address any gaps.

Three objectives in the audit were rated 'reasonable assurance' and one (review and analysis of recurring themes and trends) was rated limited assurance. There were five medium, and one high priority management action raised. Those actions included developing an action plan to address gaps identified in the self-assessment.

The committee discussed the challenges of auditing cultural impact and noted significant progress in this area. It was recognised that the Trust has made progress in addressing concerns and taking proactive action in problematic areas, noting there has been an increase in the NHS staff survey related to colleagues feeling able to raise concerns.

Angie Lewis acknowledged this audit highlighted challenges in assessing the cultural impact of the SUS framework. Angie Lewis added that the appointment of a guardian

was unique in NHS Wales, and it followed the National Guardian model used by ambulance services in England, to enhance the culture of SUS.

Angie Lewis further commented that since the audit conducted from December to January, significant progress has been made. Lessons learned will continue to be addressed, and themes will be identified in the first annual report.

Rhiannon Beaumont-Wood sought clarity if there was a sense of assurance regarding the resolution of concerns raised through this route. Angie Lewis explained she was confident concerns were being raised due to the framework being embedded and the Guardian being appointed.

Christian Fox commented that the process has become smoother and more efficient, which was a positive step. Building staff confidence and trust in the team will take time, but as the process continued to evolve, it should help in gradually building that trust.

Following a query on staff resources, Angie Lewis updated the Committee on the current staffing levels, adding that recruitment was underway for a further Speaking Up Safely Guardian, to support the existing Guardian Lizzie O'Shea. The intention is that this person would support the work of the Speaking Up Safely Guardian.

Trish Mills clarified the point on Recommendation six. The ARAC oversees whistleblowing arrangements, but SUS falls under the PCC. An annual report on SUS was not appropriate for ARAC; instead, it will be presented to PCC every six months and then to the Trust Board. The discussion from this meeting will be captured and included in a front cover to accompany the report, ensuring continuity and crossover.

RESOLVED: The committee received the following Internal Audit reports: Risk Management and Board Assurance Framework, Occupational Health and Wellbeing Support and Speaking Up Safely.

22/25 AUDIT WALES REPORTS

The Audit Wales progress report and Audit Plan for 2025/26 were received from Fflur Jones and Yvonne Thomas respectively.

The performance audit update included the review of Urgent Emergency Care, which was currently in clearance. Fieldwork was due to begin on the review of Digital Systems to support transformation, with the project brief now issued and agreed. The 2025 Structured Assessment associated deep dive on managing estates and local review of Non-Emergency Patient Transport service would begin later in the year.

Audit Plan for the financial accounts:

In presenting the report Yvonne Thomas outlined the risks identified during planning which included the risk of management override, which was a mandated risk included in all audit plans. Specific risks for the Trust included property, plant, and equipment and intangible assets. The audited accounts are due to be presented to the board on 26 June 2025 and the Auditor General scheduled to sign off the accounts on 27 June 2025. There were no significant issues to highlight to the board at this stage. The audit fee has been slightly increased this year due to the potential for additional work around property, plant, and equipment and intangible assets.

Chris Turley explained that the Finance team have reviewed the detailed final audit plan and found no concerns. A slight variance in the fee needs to be managed, but it was not material. The draft accounts will be submitted by the deadline, and detailed audit work will start after the bank holiday.

Ceri Jackson asked in respect to the transfer and discharge work whether the commissioning context was considered. Fflur Jones advised that as part of the unscheduled care it would consider it from the Joint Commissioning Committee perspective.

RESOLVED: The Committee received the Audit Wales update reports and the detailed audit plan.

23/25 SELF-ASSESSMENT AGAINST THE CORPORATE GOVERNANCE CODE FOR CENTRAL GOVERNMENT DEPARTMENTS 2017 - 2025 REVIEW

Trish Mills gave assurance that the Trust was compliant with all elements of the Corporate Governance Code for Central Government Departments 2017 as stated in the Trust Annual Report that would come to Board in June. There were no elements currently showing as 'explain'. Trish Mills verified that this was another element of the effectiveness review, which the board will have sight of.

Trish Mills added that it will be referred to in the AAA and agreed it would be sent to the Chair of the Board.

RESOLVED: Members Reviewed the 2024/25 self-assessment against the Corporate Governance Code for Central Government Departments 2017, ahead of confirming compliance with the Code in the 2024/25 Accountability Report.

24/25 REGISTERS

The following two Registers were presented to the Committee by Trish Mills:

Annual Report on Board Member Register of Interests 2024/25

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.

Gifts, Hospitality & Sponsorship Register 2024/25

Standing Order 8.7 requires the Director of Corporate Governance/Board Secretary "on behalf of the Chair, to maintain a register of Gifts, Hospitality and Sponsorship to record offers of gifts, hospitality and sponsorship made to Board members.

The Registers will now be made publicly available on the Trust website. The increase in reporting gifts and hospitality requests was noted. This importance of transparency, especially with suppliers, and the efforts to improve communication around gifts, hospitality, secondary employment, and sponsorship was recognised.

The committee recognised that it was a requirement of Trust's Standing Orders and the Committee's Terms of Reference that the Registers be received by the Committee at least once annually.

RESOLVED: The Committee confirmed receipt of the Trust Board Register of Interests as at the 31 March 2025 and confirmed receipt of the Gifts, Hospitality, Sponsorship Register as at the 31 March 2025.

25/25 RISK REPORTING SCHEDULE - 2025/26

Julie Boalch explained that the 2025/26 schedule considered the six Board meetings ensuring there was no duplication of reporting at any Board or Committee so that all forums were receiving the most up-to-date information and was here for approval. The committee approved the revised risk reporting schedule for 2025/26.

RESOLVED: The revised Risk Reporting Schedule for 2025/26 was approved.

26/25 REFLECTIONS AND SUMMARY OF ACTIONS

Members reflected that the particular focus on the annual board and committee effectiveness review demonstrated the substantial, excellent work delivered by the Board Secretary and the wider Corporate Governance Directorate. The outputs of this provided significant assurance to the committee of the effectiveness of the current board and committee arrangements. Members commented on the positive, constructive and collaborative nature of the meeting, noting the excellent collaboration with Internal and External Auditors.

Meeting concluded at 12:30

Date of next meeting: 24 June 2025