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## ACADEMIC PARTNERSHIP COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2026-27

#### 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.



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- 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 hereby set out in these formal terms of reference and operating arrangements.

## 2. PURPOSE

- 2.1 The Committee recognises the wealth of knowledge, expertise and skill within the Trust, as well as the need to ensure 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.
- 2.2 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.
- 2.3 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.



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### 3. DELEGATED POWERS AND AUTHORITY

The committee will support the board with regard to the following:

- 3.1 Oversee the strategic direction and development of research and innovation activities within the Trust, and to oversee the implementation of the research governance framework in accordance with the Health and Care Research Wales Research Governance Framework.
- 3.2 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.

#### Risks and Audits

- 3.3 The Committee will monitor the principal risks relevant to its remit. It will consider the controls and mitigations of related risks and provide assurance to the Board that such risks are being effectively controlled and managed.
- 3.4 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 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.



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- 4.2 The committee is authorised to approve Trust wide policies other than those policies reserved to the board.

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

### **Sub-Committees**

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

## **5. MEMBERSHIP AND QUORUM**

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



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- 5.2. The application of these provisions means that the designation of 'members' in NHS Wales committees is applied to Non-Executive Directors. This ensures there is independent scrutiny, support and challenge, and is a relevant for quorum (see below) and – where it is required – for voting
- 5.3. Notwithstanding the above, the 'members' and 'prescribed attendees' listed below are often referred to collectively as members or membership.

### **Committee Membership**

5.4 The membership of the committee will comprise:

Members:

- Three Non-Executive Directors one of whom will be designated as Chair

Prescribed attendees:

- Director of Partnerships and Engagement (Committee Lead)
- Deputy Director of People
- Executive Director of Paramedicine
- Director of Digital Services
- Deputy Director of Remote Clinical Care
- Assistant Director of Clinical Development
- Assistant Director of Research and Innovation
- Head of Workforce Education & Development
- Director of Corporate Governance/Board Secretary
- Up to two Trade Union Partners

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

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



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5.7 The Chair of the Trust Board and the Chief Executive have a standing invitation to attend meetings. In addition, the Committee Chair may invite others (either Trust staff or persons outside the Trust) attend all or part of the meeting to assist with its discussions on any particular matter. The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge, and expertise

### **Quorum**

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

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

### **Member Appointments**

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

5.11 Non-Executive Members shall be appointed to hold office for a period of one year at a time, (Membership being reviewed by the Chairman of the board on an annual basis) up to a maximum of their term of office. During this time a member may resign or be removed by the board.

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



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## 6. COMMITTEE MEETINGS

### Secretariat and Support to committee Members

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

### Frequency of Meetings

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

### Withdrawal of individuals in attendance

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

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

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



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- sharing of appropriate information;

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

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

## 8. REPORTING AND ASSURANCE ARRANGEMENTS

8.1 The committee Chair shall:

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

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



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## 9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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

- Quorum – (as set out in section 5)

## 10. REVIEW

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