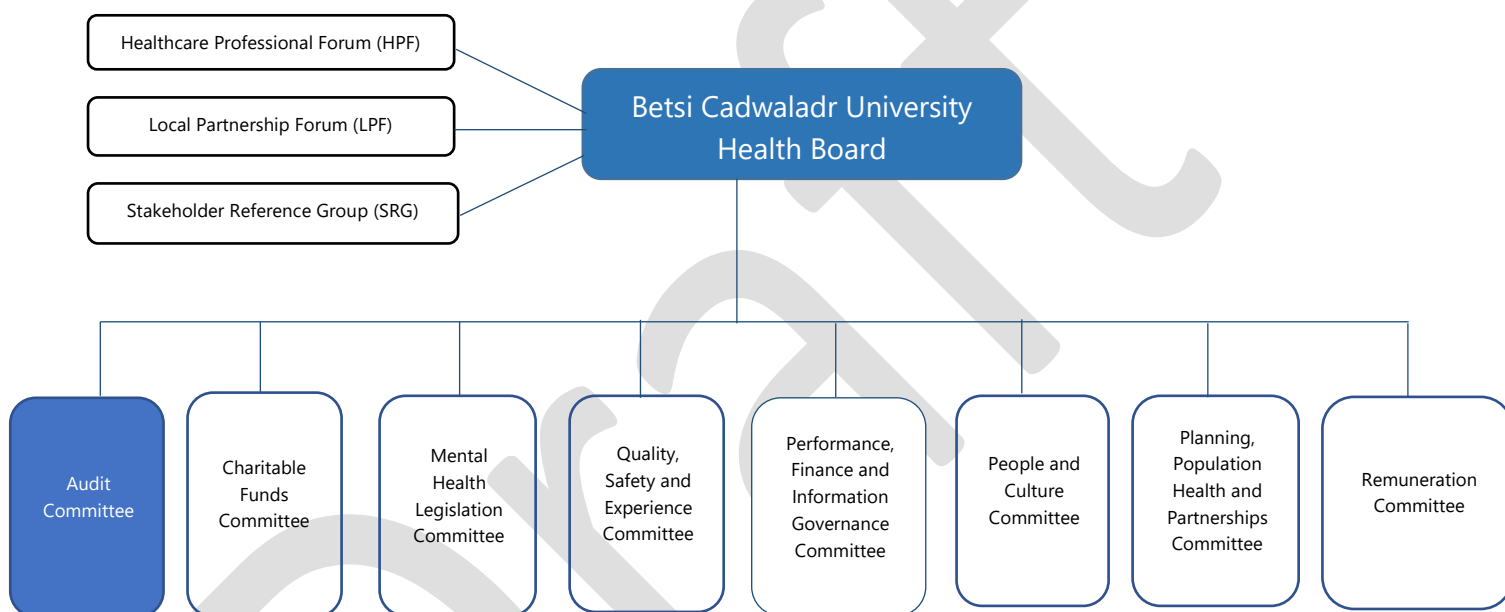


AUDIT COMMITTEE

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	TOR meeting with Committee Chair & Executive Lead	21/12/23	Developed as a draft for review with Committee Chair and Executive Lead. The ToR were also reviewed at the Audit Committee held on 12/01/24
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24

1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Audit Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

2) Purpose

The purpose of the Audit Committee is to;

- 2.1 Advise and assure the Board and the Accountable Officer on whether effective arrangements are in place, through the design and operation of the Health Board's system of assurance, to support them in their decision taking and in discharging their accountabilities for securing the achievement of the Health Board's objectives, in accordance with the standards of good governance determined for the NHS in Wales.
- 2.2 The Committee independently monitors, reviews and reports to the Board on the processes of governance, and where appropriate, facilitates and supports, through its independence, the attainment of effective processes.
- 2.3 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.
- 2.4 The Committee's principal duties encompass the following:
- 2.4.1 Review the establishment and 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.
 - 2.4.2 Seek assurance that the systems for financial reporting to Board, including those of budgetary control, are effective, and that financial systems processes and controls are operating.
 - 2.4.3 Work with the all Committees of the Board to ensure that governance and risks are part of an embedded assurance framework that is 'fit for purpose'.
 - 2.4.4 Receive an assurance on delivery against relevant Planning Objectives aligned to the Committee accordance with Board approved timescales, as set out in BCUHB's Annual Plan.

3) Responsibilities of the Committee and Delegated Powers

The Audit Committee shall provide advice, assurance and support to the Board in ensuring the provision of high quality, safe healthcare for its citizens, as follows:

3.1 Governance, Risk Management and Internal Control

3.1.1 The Committee shall review the adequacy of the Health Board'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) that supports the achievement of the organisation's objectives and designed to support the public disclosure statements that flow from the assurance processes, including the Accountability Reports.

This includes:

- the organisations ability to achieve its objectives,
- compliance with relevant regulatory requirements, standards, quality and service delivery requirements and other directions and requirements set by the Assembly Government and others,
- the reliability, integrity, safety and security of the information collected and used by the organisation,
- the efficiency, effectiveness and economic use of resources, and
- the extent to which the organisation safeguards and protects all its assets, including its people to ensure the provision of high quality, safe healthcare for its citizens.

3.1.2 In particular, the Committee will review the adequacy of:

- all risk and control related disclosure statements, together with any accompanying Head of Internal Audit documents and opinion, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board;
- the underlying assurance processes that indicate the degree of the achievement of strategic and planning objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
- the policies for ensuring compliance with relevant regulatory, legal and code of conduct and accountability requirements; and
- the policies and procedures for all work related to fraud and corruption as set out in Welsh Government Directions and as required by the Counter Fraud and Security Management Service.

3.1.3 In carrying out this work, the Committee will primarily utilise the work of Internal Audit, Clinical 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.

3.1.4 This will be evidenced through the Committee's use of an effective assurance framework to guide its work and that of the audit and assurance functions that report to it.

3.1.5 The Committee will seek assurance that effective systems are in place to manage risk, that the organisation has an effective framework of internal controls to address principal risks (those likely to directly impact on achieving strategic objectives), and that the effectiveness of that framework is regularly reviewed.

- 3.1.6 Monitor the assurance environment and challenge the build-up of assurance on the management of key risks across the year, and ensure that the Internal Audit plan is based on providing assurance that controls are in place and can be relied upon (particularly where there is a significant shift between the inherent and residual risk profile), and review the internal audit plan in year as the risk profile changes.
- 3.1.7 Seek assurance on delivery against Planning Objectives aligned to the Committee, considering and scrutinising the frameworks, charts/charters and action plans that are developed, supporting and endorsing these as appropriate.
- 3.1.8 Consider and recommend to the Board approval of any changes to the Risk Management Framework and oversee development of the Board Assurance Framework (BAF).
- 3.1.9 The Committee will be responsible for reviewing the Health Board's Standing Orders and Standing Financial Instructions and Scheme of Delegation annually, (including associated framework documents as appropriate), monitoring compliance, and reporting any proposed changes to the Board for consideration and approval.
- 3.1.10 To receive annually a full report of all offers of gifts, hospitality, sponsorship and honoraria recorded by the Health Board and report to the Board the adequacy of these arrangements.
- 3.1.11 To review and report to the Board annually the arrangements for declaring, registering, and handling interests.
- 3.1.12 Approve the writing-off of losses or the making of special payments within delegated limits.
- 3.1.13 Receive an assurance on Post Payment Verification Audits through bi-annual reporting to the Committee.
- 3.1.14 Receive a report on all Single Tender Actions and extensions of contracts.

3.2 Internal Audit

- 3.2.1 The Committee shall ensure that there is an effective internal audit (including capital / PFI function) established by management that meets mandatory Internal Audit Standards for NHS Wales and provides appropriate independent assurance to the Committee, Chief Executive and Board.
- 3.2.2 This will be achieved by:
- review and approval of the Internal Audit Strategy, Charter, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation;
 - review of the adequacy of executive and management responses to issues identified by audit, inspection and other assurance activity, in accordance with the Charter;
 - regular consideration of the major findings of internal audit work (and management's response), and ensure co-ordination between the Internal and External Auditors to optimise audit safety;
 - ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation; and

- annual review of the effectiveness of internal audit.

3.3 External Audit

- 3.3.1 The Committee shall review the work and findings of the External Auditor and consider the implications and management's responses to their work. This will be achieved by:
- discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other External Auditors and inspection bodies in the local health economy;
 - discussion with the External Auditors of their local evaluation of audit risks and assessment of the Local Health Boards/NHS Trusts and associated impact on the audit fee;
 - review all External Audit reports, including agreement of the Annual Audit Report and Structured Assessment before submission to the Board, and any work carried outside the annual audit plan, together with the appropriateness of management responses; and
 - review progress against the recommendations of the annual Structured Assessment.

3.4 Other Assurance Functions

- 3.4.1 The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications on the governance of the organisation.
- 3.4.2 The Committee's programme of work will be designed to provide assurance that the work carried out by the whole range of external review bodies is brought to the attention of the Board. This will ensure that the Health Board is aware of the need to comply with related standards and recommendations of these review bodies and the risks of failing to comply. These will include, but will not be limited to, any reviews by Inspectors and other bodies (e.g. Healthcare Inspectorate Wales, Welsh Risk Pool, etc), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc).
- 3.4.3 The Audit and Risk Assurance Committee and the Quality, Safety and Experience Committee both have a role in seeking and providing assurance on Clinical Audit in the organisation. The Audit and Risk Assurance Committee will seek assurance on the overall plan, its fitness for purpose and its delivery. The Quality, Safety and Experience Committee will seek more detail on the clinical outcomes and improvements made as a result of clinical audit. The internal audit function will also have a role in providing assurance on the Annual Clinical Audit Plan.
- 3.4.4 The Audit and Risk Assurance Committee will also seek assurances where a significant activity is shared with another organisation and collaborative, in particular the NHS Wales Shared Services Partnership, Welsh Health Specialised Services Committee, Emergency Ambulance Services Committee and other regional committees. The Audit and Risk Assurance Committee will expect to receive assurances from internal audit performed at these organisations that risks in the services provided to them are adequately managed and mitigated with appropriate controls.

3.5 Management

- 3.5.1 The Committee shall request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- 3.5.2 The Committee may also request specific reports from individual functions within the organisation (e.g. clinical audit), as they may be appropriate to the overall arrangements.
- 3.5.3 The Committee may also request or commission special investigations to be undertaken by Internal Audit, directors or managers to provide specific assurance on any areas of concern that come to its attention.
- 3.5.4 The Committee shall review the Annual Accounts and Financial Statements before submission to the Board, focusing particularly on:
- the ISA 260 report to those charged with governance;
 - changes in, and compliance with, accounting policies and practices;
 - unadjusted mis-statements in the financial statements;
 - major judgemental areas;
 - significant adjustments resulting from the audit;
 - other financial considerations include review of the Schedule of Losses and Compensation.
 - the Management Letter of Representation to the External Auditors
- 3.5.5 The Audit Committee should prepare an Annual Report to the Health Board, timed to support the preparation of the Annual Governance Statement. The report should include, as a minimum:
- A specific statement confirming that the draft Annual Governance Statement is consistent with the view of the Committee on the organisation's system of internal control and that it supports the Board's approval of the Statement, subject to any reasonable limitations that the Committee wishes to draw to the attention of the Board;
 - That the system of risk management in the organisation is adequate in identifying risks and allowing the Board to understand the appropriate management of those risks;
 - That the Committee has reviewed the system of assurance, and believes that it is fit for purpose;
 - That there are no areas of significant duplication or omission in the systems of governance in the organisation that have come to the Committee's attention and not been adequately resolved; and
That the current self-assessment by the organisation against the relevant risk management standards is consistent with the Committee's understanding, gained through its assurance work.
- 3.5.6 The Committee should also ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board.

- 3.5.7 The Committee should also ensure the provision of 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.
- 3.5.8 Assure the Board in relation to its compliance with relevant national practice, mandatory guidance, healthcare standards and duties, including Duty of Quality, Duty of Candour, Quality Standards and Quality Management ensuring the Board is supported to make strategic decisions through a quality lens.

4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
2 x Independent Members (one of whom will be designated as Vice Chair) NB: At least one of the two Independent Members should be a member of the Quality, Safety & Experience Committee

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Finance (Executive Lead)
Director of Corporate Governance
Other Attendees
Other Executive Directors as required by the Chair
Other Senior Managers as required by the Chair
Head of Internal Audit
Head / Individual responsible for Clinical Audit
Local Counter Fraud Specialist
Representative of Auditor General (External Audit)

- 4.3 The membership of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account 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.
- 4.4 The Chair of the organisation should not be a member of the Audit Committee and will not normally attend. The Director of Corporate Governance and Executive Director of Finance will normally attend. The Accountable Officer and other Executive Directors will attend whenever they are required to do so by the Committee Chair, and at least annually to discuss the assurance relating to the Annual Governance Statement.
- 4.5 Membership of the Committee will be reviewed on an annual basis.

5) Quorum and Attendance

- 5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members, including the Executive Director of Finance (or their nominated deputy) and the Director of Corporate Governance (or their nominated deputy)
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 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.

6) Agenda and Papers

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Executive Director of Finance / Director of Corporate Governance) at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Executive Lead.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two working days of the meeting. The minutes and table of actions will be circulated to the Committee Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for final review.

7) In Committee

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8) Meetings

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Executive Lead.
- 8.4 The Committee may, subject to the approval of the Health Board, establish Groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Director of Corporate Governance.

9) Reporting

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committees activities.
 - Bring to the Board's specific attention any significant matter under consideration by the Committee.
 - Ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

10) Accountability, Responsibility, Authority and Access

- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and

accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

- 10.2 The Committee is authorised by the Board to investigate or have investigated any activity (clinical and non clinical) within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the Health Board relevant to the Committee's remit, and ensuring patient/client and staff confidentiality, as appropriate. It may seek relevant information from any:
- Employee (and all employees are directed to cooperate with any reasonable request made by the Committee);
 - Any other committee or group set up by the Board to assist it in the delivery of its functions.
- 10.3 The Audit Committee will seek assurance on an overall Clinical Audit plan, its fitness for purpose and its delivery. The role of the Audit Committee is to seek assurance on:
- Does the organisation have a plan - and is it fit for purpose?
 - Is it completed on time?
 - Does it cover all relevant issues?
 - Is it making a difference and leading to demonstrable change?
 - Is change supported by recognised improvement methodologies?
 - Does the organisation support clinical audit effectively?

It should be noted that the Quality, Safety and Experience Committee will seek more detail on the clinical outcomes and improvements made as a result of clinical audit.

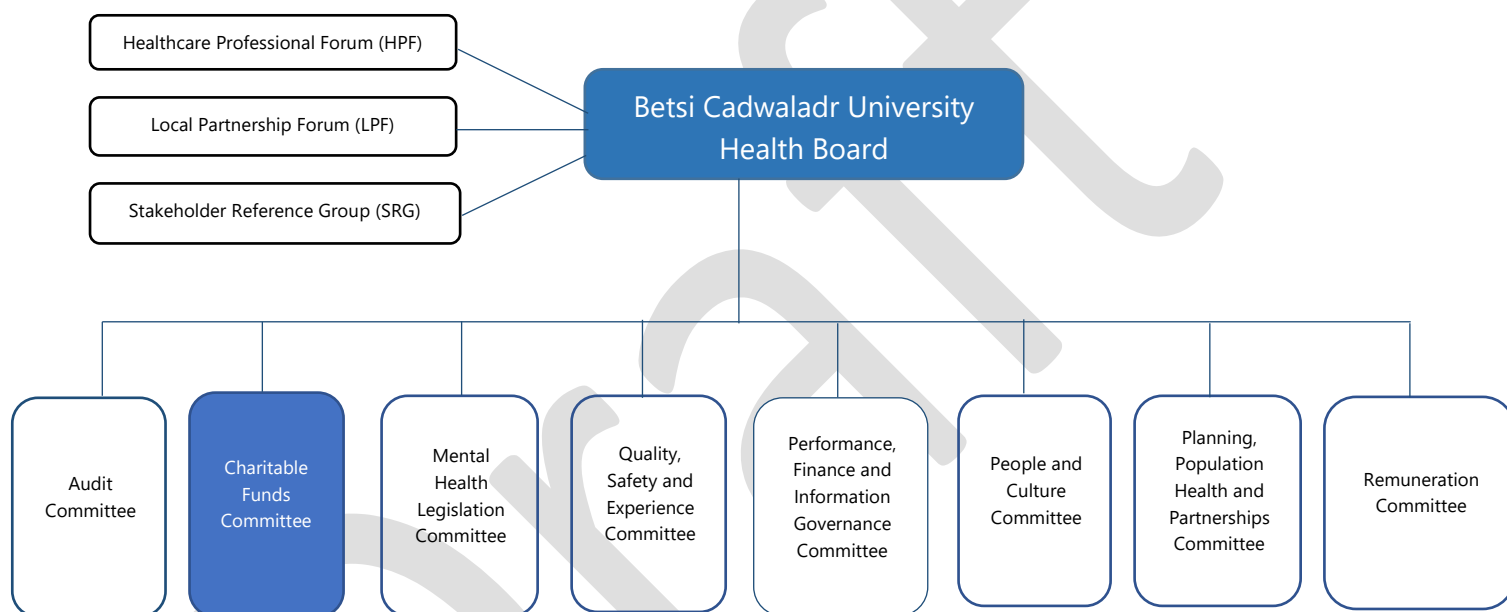
- 10.4 The Audit Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.5 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Committee.
- 10.6 The Head of Internal Audit and the Auditor General and his representatives shall have unrestricted and confidential access to the Chair of the Audit Committee at any time, and vice versa.
- 10.7 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.
- 10.8 The Chair of Audit Committee shall have reasonable access to Executive Directors and other relevant senior staff.

11) Review Date

- 11.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

CHARITABLE FUNDS COMMITTEE

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	ToR meeting with Committee Chair & Executive Lead	18/12/23	Developed as a draft for review with Committee Chair and Executive Lead. The ToR were also reviewed at the Charitable Funds Committee held on 11/01/24
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24

1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Charitable Funds Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

2) Purpose

The purpose of the Charitable Funds Committee is:

- 2.1 To make and monitor arrangements for the control and management of the Health Board's Charitable Funds, within the budget, priorities and spending criteria determined by the Board and consistent with the legislative framework and that these decisions are made with the interest of the Charity in conjunction with the overarching strategy deployed by the Health Board.
- 2.2 To provide assurance to the Board in its role as corporate trustee of the charitable funds held and administered by the Health Board. This includes an engagement and liaison role with charitable partnerships that operate with the Health Board.
- 2.3 To receive an assurance on delivery against relevant Planning Objectives aligned to the Committee, in accordance with Board approved timescales, as set out in the Health Board's Annual Plan.
- 2.4 To agree issues to be escalated to the Board with recommendations for action.
- 2.5 To recommend endorsement to the Trustees with regards to the annual report, annual account and strategy and to monitor this through the Charitable Funds Committee.
- 2.6 To ensure that, before charitable funds are applied towards service delivery, there has been a clear and open decision making process which is independent of the Health Board's decisions concerning the use of its exchequer funds.

3) Responsibilities of the Committee and Delegated Powers

The Charitable Funds Committee is required by the Board to:

- 3.1 Within the budget, priorities and spending criteria determined by the Health Board as Corporate trustee, and consistent with the requirements of the Charities Act 2011 (or any modification of these acts), to apply the charitable funds in accordance with its respective governing documents.
- 3.2 To devise, implement and approve appropriate procedures and policies to ensure that fundraising and accounting systems, grant making are robust, donations are received and

coded as instructed and that all expenditure is reasonable, clinically and ethically appropriate.

- 3.3 To ensure that the Health Board policies and procedures for charitable funds investments are followed.
- 3.4 In addition, to make decisions involving the sound investment of charitable funds in a way that both preserves their value and produces a proper return consistent with prudent investment and ensuring compliance with:
 - 3.4.1 Trustee Act 2000
 - 3.4.2 The Charities Act 2011
 - 3.4.3 The Charities Act 2022
 - 3.4.4 Terms of the fund's governing documents
- 3.5 To receive at least twice a year reports for ratification from the Executive Director of Finance, and investment decisions and action taken through delegated powers upon the advice of the Health Board's investment adviser.
- 3.6 To oversee and monitor the functions performed by the Executive Director of Finance as defined in the Health Board's Standing Financial Instructions.
- 3.7 To monitor the progress of fundraising appeals where these are in place and considered to be material.
- 3.8 Seek assurance on delivery against Planning Objectives aligned to the Committee, considering and scrutinising the programmes and processes that are developed and implemented, supporting and endorsing these as appropriate.
- 3.9 To monitor and review the Health Board's scheme of delegation for Charitable Funds expenditure and to set and reflect in Financial Procedures the approved delegated limits for expenditure from Charitable Funds.
- 3.10 Overseeing the day-to-day management of the investments of the charitable funds in accordance with the investment strategy set down from time to time by the Corporate Trustees, and in accordance with the requirements of the Health Board's Standing Financial Instructions. This will include engagement, liaison and co-ordination with charitable partnerships so that the Committee is informed on relevant arrangements. The Committee is not constituted make decisions on commercial arrangements with those Charitable Partnerships.
- 3.11 The appointment of an Investment Manager (where appropriate) to advise it on investment matters and the delegation of day-to-day management of some or all of the investments to that Investment Manager. The Investment Manager, if appointed, must actively manage the charitable fund on behalf of the Corporate Trustee. In exercising this power, the Committee must ensure that:
 - The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it;
 - There are in place adequate internal controls and procedures which will ensure that the power is being exercised properly and prudently;

- The performance of the person or persons exercising the delegated power is regularly reviewed;
 - Where an investment manager is appointed, that the person is regulated under the Financial Services Act 1986;
 - Acquisitions or disposal of a material nature outside the terms of agreement must always have written authority of the Committee or the Chair of the Committee in conjunction with the Executive Director of Finance.
- 3.12 Ensuring that the banking arrangements for the charitable funds should be kept entirely distinct from the Health Board's NHS funds.
- 3.13 Ensuring that arrangements are in place to maintain current account balances at minimum operational levels consistent with meeting expenditure obligations, the balance of funds being invested in interest bearing deposit accounts.
- 3.14 The amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments.
- 3.15 The operation of an investment pool when this is considered appropriate to the charity in accordance with charity law and the directions and guidance of the Charity Commission. The Committee shall propose the basis to the Health Board for applying accrued income to individual funds in line with charity law and Charity Commission guidance.
- 3.16 Obtaining appropriate professional advice to support its investment, fundraising and grant making activities.
- 3.17 Regularly reviewing investments to see if other opportunities or investment services offer a better return.
- 3.18 Reviewing alternative sources of funding to donations and legacies which could provide the Committee with additional leverage and access to additional funds.
- 3.19 To monitor and review BCUHB's scheme of delegation for Charitable Funds expenditure and to set and reflect in Financial Procedures the approved delegated limits for expenditure from Charitable Funds. The following thresholds are approved in the Charitable Funds Procedure:
 "Expenditure less than £5,000 shall only need approval by the nominated fund manager. All expenditure in excess of £5,000 will require the approval of the Charitable Funds Committee. All expenditure relating to contracts and in excess of £1,000,000 will require the approval of the Health Board in line with Welsh Government requirements".
- 3.20 In addition, the following expenditure types regardless of value require Charitable Funds Committee consideration and approval:
- Research & development expenditure.
 - Pay expenditure.
 - Requests of any nature resulting in ongoing charitable funds/grants commitment.
- 3.21 The following expenditure types also require Charitable Funds Committee consideration and approval:

- Unusual or novel expenditure requests under £5,000.
- Overseas training requests including conferences and seminars requiring the attendance of participants outside of the UK.
- Higher award and academic studies for which significant benefit to the Health Board can be quantified through training and development objectives.

- 3.22 Chairs Actions are by strict exception only. The Chair's decision on which items can be approved outside of the Committee will be final and all items approved outside of the full Committee will be reported to the next Committee meeting for ratification.
- 3.23 The [Charitable Funds Committee] must [ensure] before applying charitable funds towards service delivery that there has been a clear and open decision-making process which is independent of the Health Board's decisions concerning the use of its exchequer funds.
- 3.24 The Committee will seek assurance on the management of principal risks within the Board Assurance Framework and Corporate Risk Register allocated to the Committee and provide assurance to the Health Board that risks are being managed effectively and report any areas of significant concern e.g. where risk tolerance is exceeded, lack of timely action, etc.
- 3.25 Recommend acceptance of risks that cannot be brought within the Health Board's risk appetite/tolerance to the Board through the Committee Update Report.
- 3.26 Assure the Board in relation to its compliance with relevant national practice, mandatory guidance, healthcare standards and duties, including Duty of Quality, Duty of Candour, Quality Standards and Quality Management ensuring the Board is supported to make strategic decisions through a quality lens.

4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERSHIP
Independent Member (Chair)
2 x Independent Members (one of whom will be designated as Vice Chair)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Team Members that are In Attendance and a Trustee
Executive Director of Finance (Executive Lead)
Executive Director of Transformation, Strategic Planning and Commissioning
In Attendance
At least one Clinical Executive (Rotated between the Executive Clinical Executive Directors)
Director of Partnerships, Engagement and Communications
Other Attendees
Other Executive Directors as required by the Chair
Other Senior Managers as required by the Chair
Head of Charitable Funds and Charitable Partnerships

- 4.3 The membership of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account 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 and the Charity Commission. There must be no fewer than 2 Independent Members
- 4.4 Membership of the Committee will be reviewed on an annual basis.
- 4.5 In the event of a vote, the Chair will have the casting vote.

5) Quorum and Attendance

- 5.1 A quorum shall consist of no less than three members of the Committee to include the Chair of the Committee.
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any "in attendance Trustee member" be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 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.

6) Agenda and Papers

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Executive Director of Finance) at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Executive Lead.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two days of the meeting. The minutes and table of actions will be circulated to the Committee Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.

- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for final review.

7) In Committee

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8) Meetings

- 8.1 The Committee will meet quarterly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Executive Lead.
- 8.4 The Committee may, subject to the approval of the Health Board, establish Groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Director of Corporate Governance.

9) Reporting

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committees activities.
 - Bring to the Board's specific attention any significant matter under consideration by the Committee.
 - Ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

10) Accountability, Responsibility and Authority

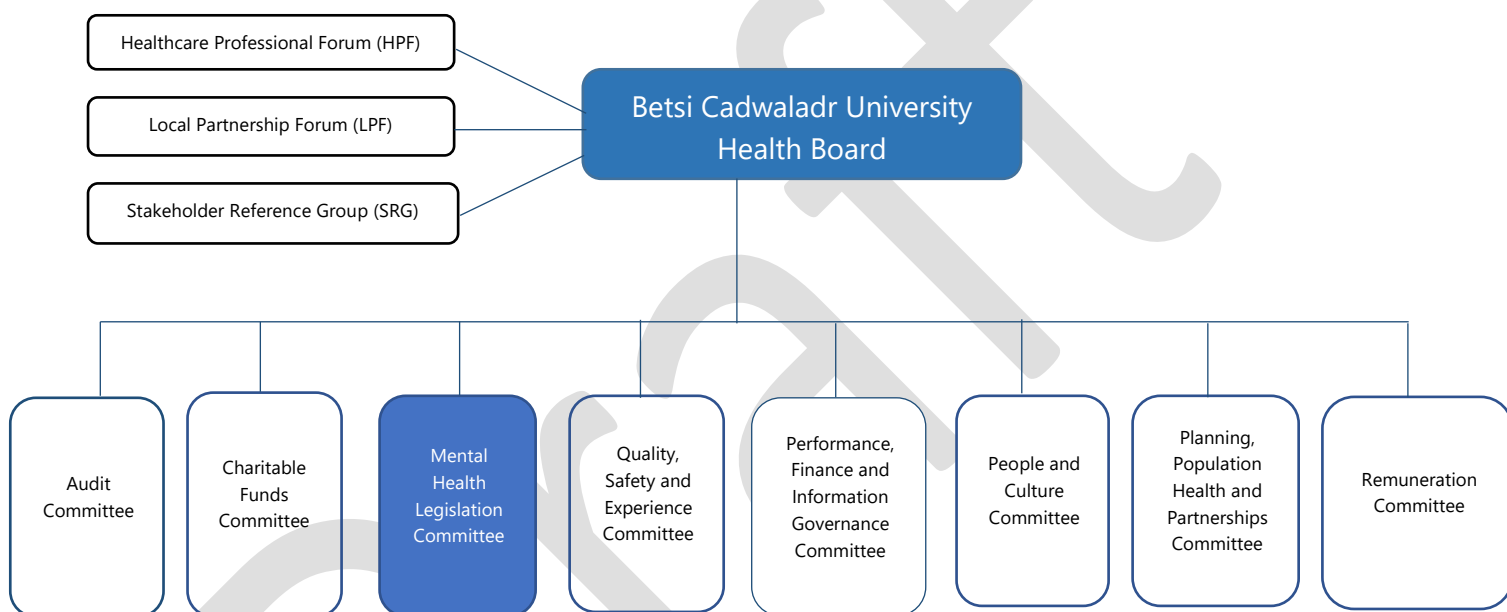
- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Committee.
- 10.4 The Committee shall embed the corporate goals and priorities, e.g., equality and human rights through the conduct of its business, and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the well-being of Future Generations Act.

11) Review Date

- 11.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

MENTAL HEALTH LEGISLATION COMMITTEE

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	TOR meeting with Committee Chair & Executive Lead	22/12/23	Developed as a draft for review with Committee Chair and Executive Lead. The ToR were also reviewed at the introductory meeting of the Mental Health Legislation Committee held on 11/01/24
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24

1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Mental Health Legislation Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

2) Purpose

The purpose of the Mental Health Legislation Committee is to

- 2.1 Provide assurance that those functions of the Mental Health Act 1983, as amended and Mental Capacity Act, 2005, as amended which have been delegated to officers and staff are being carried out correctly:
- 2.1.1 The wider operation of the two Acts in relation to the Health Board's area is appropriate and effective,
 - 2.1.2 The Health Board's responsibilities as Hospital Managers are being discharged effectively and lawfully.
 - 2.1.3 The Health Board is compliant with Codes of Practice for the two Acts.
- 2.2 Identify any areas of concern in relation to compliance with mental health legislation and agree issues to be escalated to the Board with recommendations for action.
- 2.3 Seek assurance on the management of principal risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern.

3) Responsibilities of the Mental Health Legislation Committee

The Committee shall provide advice, assurance and support to the Board in ensuring the provision of high quality, safe healthcare for its citizens (all ages), as follows:

- 3.1 Review reports in relation to the two Acts from Healthcare Inspectorate Wales visits, NHS Wales Executive and other external scrutiny bodies and approve the action plans for monitoring.
- 3.2 Consider issues arising from related Committees or Health Board Groups.
- 3.3 Receive Mental Health Legislation Assurance Reports to ensure compliance with the Codes of Practice. In respect of its provision of assurance to the Board, the Mental Health Legislation will seek assurances that:

- 3.3.1 The operation of mental health legislation is exercised fairly and lawfully and that specific issues related to compliance are managed through its Committee and Group structures.
- 3.3.2 The powers provided by the Mental Health Act 1983 (notably the Board's delegated functions as Hospital Managers) are being exercised reasonably, fairly and lawfully and that specific issues related to compliance are managed through the Board's Committee and Group structure.
- 3.3.3 The powers provided by the Mental Capacity Act 2005 (notably in regard to the Deprivation of Liberty) are being exercised reasonably, fairly and lawfully and that decisions by the Court of Protection are implemented appropriately.
- 3.3.4 Identified matters of risk relating to compliance with mental health legislation are being appropriately mitigated.
- 3.4 Ensure Associate Hospital Managers are being appointed, trained and appraised effectively to ensure the proper discharge of their duties; ensure that there is appropriate access to mental health advocates; and draw on the experience of both Associate Hospital Managers and mental health advocates to receive assurance on the quality of care provided to patients.
- 3.5 Ensure policies and procedures are in place to facilitate compliance with the Mental Health Act 1983 and the Mental Capacity Act 2005.
- 3.6 Ensure that staff have the requisite skills and competencies to discharge the Board's responsibilities by overseeing training of those staff who exercise the functions of mental health legislation.
- 3.7 Ensure that relevant legislation, in particular, the Human Rights Act 1998, the Equality Act 2010, and the Data Protection Act 1998, are adhered to.
- 3.8 Assure the Board in relation to its compliance with relevant national practice, mandatory guidance, healthcare standards and duties, including Duty of Quality, Duty of Candour, Quality Standards and Quality Management ensuring the Board is supported to make strategic decisions through a quality lens.

4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
2 x Independent Members (one of whom will be designated as Vice Chair)

4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director with responsibility for Mental Health and Learning Disabilities (Executive Lead)
Executive Director of Nursing and Midwifery
Executive Medical Director
Medical Director for Mental Health and Learning Disabilities
At least one of the Medical Directors of the Integrated Health Communities
Executive Director of Operations
Deputy Director of Quality Governance
Senior Manager for Mental Health Act
Senior Manager for Mental Capacity Act
At least one Director of Operations from the Integrated Health Communities
Head of Safeguarding
Other Attendees
The Chair can if required, invite Hospital Managers to attend Committee
The Chair can if required, invite representatives of partner agencies to attend Committees.

4.3 The membership of the Committee reflected above shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account 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.

4.4 Membership of the Committee will be reviewed on an annual basis.

5) Quorum and Attendance

- 5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members (who must be the Executive Director with responsibility for Mental Health and Learning Disabilities or their nominated Deputy).
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also invite representatives of partner agencies who have a role in relation to the Legislation and/or co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 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.

6) Agenda and Papers

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Executive Director with responsibility for Mental Health and Learning Disabilities) at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Executive Lead.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two working days of the meeting. The minutes and table of actions will be circulated to the Committee Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for final review.

7) In Committee

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8) Meetings

- 8.1 The Committee will meet quarterly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Executive Lead.
- 8.4 The Committee may, subject to the approval of the Health Board, establish Groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Director of Corporate Governance.

9) Reporting

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committees activities.
 - Bring to the Board's specific attention any significant matter under consideration by the Committee.
 - Ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

10) Accountability, Responsibility and Authority

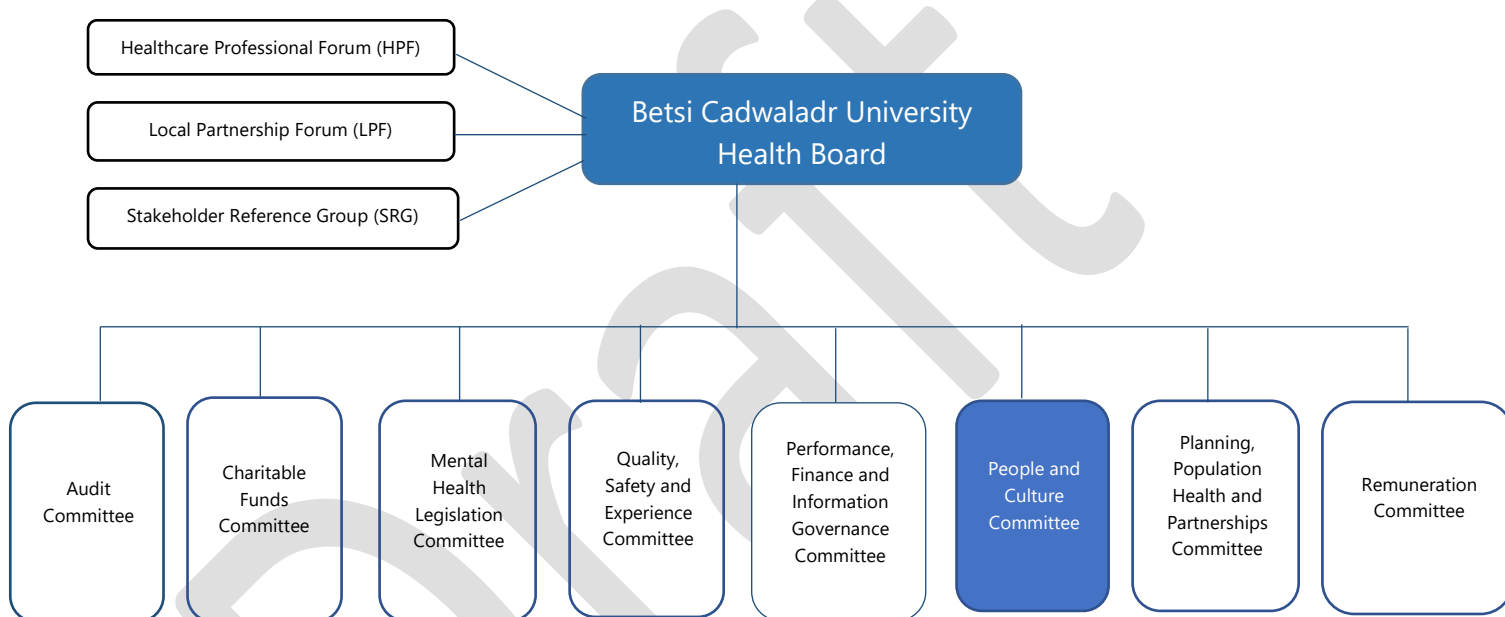
- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Committee.

11) Review Date

- 11.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

PEOPLE AND CULTURE COMMITTEE

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	ToR meeting with Committee Chair and Executive Lead	08/01/24	Developed as a draft for review with Committee Chair and Executive Lead. The ToR were also reviewed at the introductory meeting of the People Committee held on 12/01/24
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24

1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the People and Culture Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

2) Purpose

The purpose of the People and Culture Committee is:

- 2.1 To provide assurance to the Board on compliance with legislation, guidance and best practice around the People and Organisational Development (OD) agenda including:
- Culture
 - Leadership Development
 - Engagement
 - Workforce Planning
 - Recruitment and Retention
 - Wellbeing
 - Welsh Language and Culture
- 2.2 To provide assurance to the Board on the implementation of the Health Board's People and OD Strategy, and the all-Wales Health & Social Care Workforce Strategy, ensuring these are consistent with the Board's overall strategic direction and with any requirements and standards set for NHS bodies in Wales.
- 2.3 To provide assurance to the Board on the organisation's ability to create and manage a strong, high performance organisational culture for all its people (including workforce, volunteers and stakeholders).
- 2.4 To seek assurance on the management of principle risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern.

3) Responsibilities of the People and Culture Committee

The People and Culture Committee shall provide advice, assurance and support to the Board in ensuring the provision of high quality, safe healthcare for its citizens and workforce as follows:

- 3.1 To provide assurance to the Board on compliance with legislation, guidance and best practice around People and OD agenda, learning from work undertaken nationally and internationally, ensuring the Health Board is continually improving.
- 3.2 To provide assurance to the Board on the implementation of the Health Board's People and OD Strategy, and the all-Wales Health & Social Care Workforce Strategy, ensuring these are

consistent with the Board's overall strategic direction and with any requirements and standards set for NHS bodies in Wales.

- 3.3 To provide assurance to the Board on the implementation and monitoring of the Health Board's Equality, Diversity and Inclusion arrangements
- 3.4 To provide assurance that the organisation is discharging its functions and meeting its responsibilities with regard to the research and innovation activity carried out within the Health Board in relation to staff development.
- 3.5 Provide assurance that there are appropriate arrangements to ensure education and commissioning meets future workforce needs.
- 3.6 To receive assurance on delivery against all relevant People Planning Objectives.
- 3.7 To recommend acceptance of risks that cannot be brought within the Health Board's risk appetite/tolerance to the Board through the Committee Update Report.
- 3.8 To receive assurance through any Committee Update Reports (that may be in existence or developed) and other management group reports that risks relating to their areas are being effectively managed across the whole of the Health Board's activities (including for hosted services and through partnerships and Joint Committees as appropriate).
- 3.9 Assure the Board in relation to its compliance with relevant national practice, mandatory guidance, healthcare standards and duties, including Duty of Quality, Duty of Candour, Quality Standards and Quality Management ensuring the Board is supported to make strategic decisions through a quality lens.
- 3.10 Oversight, delivery and monitoring of Health and Safety strategies, planning, policies, performance and regulatory compliance.
- 3.11 Provide assurance that there are appropriate arrangements to ensure education, learning and commissioning meets future workforce needs.
- 3.12 Delegated powers to consider reports on the position in regard to whistleblowing and Speaking Out Safely.

4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
2 x Independent Members (one of whom will be designated as Vice Chair)

4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Workforce and Organisational Development (Executive Lead)
Chief Executive
Executive Director of Operations
Executive Director (with responsibility for Welsh Language)
Other Attendees
Other Executive Directors as required by the Chair
Other Senior Managers as required by the Chair

- 4.3 The membership of the Committee reflected above shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account 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.
- 4.4 Membership of the Committee will be reviewed on an annual basis.

5) Quorum and Attendance

- 5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members.
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 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.

6) Agenda and Papers

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Executive Director of Workforce and Organisational Development) at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.

- 6.3 All papers must be approved by the Executive Lead.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two days of the meeting. The minutes and table of actions will be circulated to the Committee Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for final review.

7) In Committee

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8) Meetings

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Executive Lead.
- 8.4 The Committee may, subject to the approval of the Health Board, establish Groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Director of Corporate Governance.

9) Reporting

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committee's activities.

- Bring to the Board's specific attention any significant matter under consideration by the Committee.
- Ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

10) Accountability, Responsibility and Authority

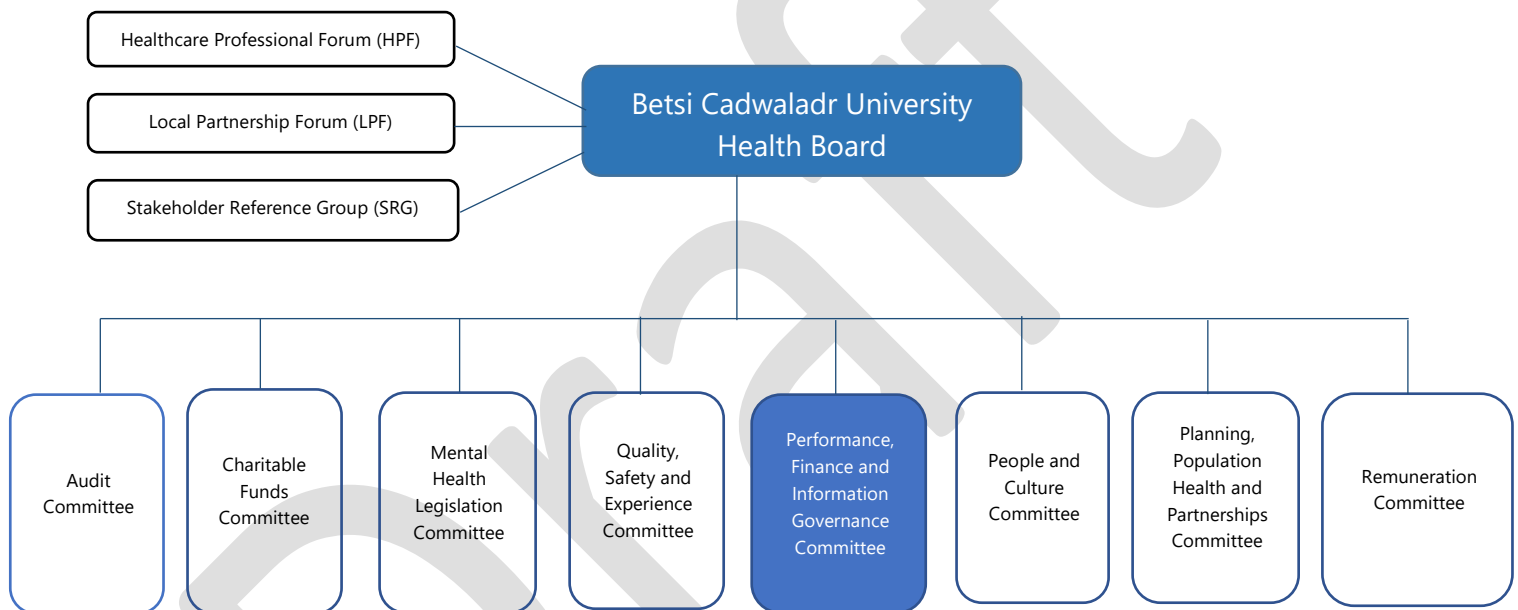
- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Committee.
- 10.4 The Committee shall embed the corporate goals and priorities, e.g. equality and human rights through the conduct of its business, and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the Well-being of Future Generations Act.

11) Review Date

- 11.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

PERFORMANCE, FINANCE & INFORMATION GOVERNANCE COMMITTEE

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	TOR meeting with Committee Chair & Executive Lead	22/12/23	Developed as a draft for review with Committee Chair and Executive Lead.
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24

1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Performance, Finance and Information Governance Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

2) Purpose

The purpose of the Performance, Finance and Information Governance Committee is:

- 2.1 To advise and assure the Board in discharging its responsibilities with regard to its current and forecast financial position and performance.
- 2.2 Oversight, delivery and monitoring of financial strategy, planning, policies and performance including capital and external contracting.
- 2.3 Oversight, delivery and monitoring of performance strategies, framework, policies, WG / local targets and performance reports.
- 2.4 Monitoring the performance of external contracts including shared services and primary care. The Committee will provide advice on the adoption of a set of key indicators of quality of care against which the Health Board performance will be regularly assessed and reported on.
- 2.5 To seek assurance on the management of principle risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern.
- 2.6 To monitor the performance and oversight of Information Governance.

3) Responsibilities of the Committee and Delegated Powers

- 3.1 The Performance, Finance and Information Governance Committee is required by the Board to:
 - 3.1.1 Provide evidence based and timely advice to the Board on the development of finance and performance related strategies and the Integrated Medium Term Plan/Annual Plan.
 - 3.1.2 Provide evidence based and timely advice to the Board on the delivery of Strategies/aspects of strategies relating to finance, performance and information governance.

- 3.1.3 Oversee and provide evidence based and timely advice to the Board on relevant risks and mitigation.
- 3.1.4 Provide relevant and timely advice to the Board on developing the Integrated Medium Term Plan in relation to:
- The financial performance of the Health Board.
 - The operational performance of the Health Board and associated impact on Improvement Plans.
 - Evidence based assurance on the financial position, forecasting, and the capital programme.
 - Evidence based assurance to the Board and Accountable Officer on whether effective arrangements are in place through the operation of the governance framework for data processing and information management.
- 3.1.5 Receive the results of relevant investigations and provide the Board with assurance around the implementation of accepted recommendations.
- 3.1.6 Seeking assurance in relation to the compliance with relevant national practice and mandatory guidance and healthcare standards and duties, including Duty of Quality, Duty of Candour, Quality Standards and Quality Management in relation to the business of the committee.

3.2 Financial Management

- 3.2.1 Seek assurance on the Financial Planning process.
- 3.2.2 Monitor financial performance and cash management against revenue budgets and statutory duties.
- 3.2.3 Consider submissions to be made in respect of revenue or capital funding and the service implications of such changes, including screening and review of financial aspects of business cases as appropriate for submission to Board in line with Standing Financial Instructions.
- 3.2.4 Monitor turnaround and transformation programmes' progress and impact/pace of implementation of organisational savings plans.
- 3.2.5 Receive quarterly assurance reports arising from performance reviews, including performance and accountability reviews of individual directorates, divisions and sites.
- 3.2.6 Determine any new awards in respect of Primary Care contracts.

3.3 Performance Management and Accountability

- 3.3.1 Review and endorse revisions to the Health Board's overall Performance Management Framework (to be reviewed on a three yearly basis or sooner if required).
- 3.3.2 Ensure scrutiny of the performance and resources dimensions of the Quality and Performance Report (QAP)
- 3.3.3 Monitor performance and quality outcomes against Welsh Government targets including access times, efficiency measures and other performance improvement indicators, including local targets.

- 3.3.4 Review in year progress in implementing the financial and performance aspects of the Integrated Medium Term Plan (IMTP)
- 3.3.5 Review and monitor performance against external contracts.
- 3.3.6 Receive assurance reports arising from Performance and Accountability Reviews of individual teams.
- 3.3.7 Receive assurance reports in respect of the Shared Services Partnership.
- 3.3.8 Review post implementation, the extent to which benefits from business cases have been realised.

3.4 Capital Expenditure and Working Capital

- 3.4.1 Approve and monitor progress of the Capital Programme.

3.5 Workforce

- 3.5.1 Monitor the financial aspects of workforce planning to meet service needs in line with agreed strategic plans.
- 3.5.2 Consider and determine any proposals from the Primary Care Panel (via the Executive Team) in relation to whether the Health Board should take on responsibility for certain GP Practices.

3.6 Information Governance

- 3.6.1 Oversee the development of the Health Board's strategies and plans for maintaining the trust of patients and public through its arrangements for handling and using information, including personal information, safely and securely, consistent with the Board's overall strategic direction and any requirements and standards set for NHS bodies in Wales.
- 3.6.2 Oversee the direction and delivery of the Health Board's information governance strategies to drive change and transformation in line with the Health Board's integrated medium term plan that will support modernisation using information and technology.
- 3.6.3 Consider the information governance implications arising from the development of the Health Board's corporate strategies and plans or those of its stakeholders and partners.
- 3.6.4 Consider the information governance implications for the Health Board of internal and external reviews and reports.
- 3.6.5 Oversee the development and implementation of a culture and process for data protection by design and default (including Privacy Impact Assessments) in line with legislation (e.g. General Data Protection Regulation).
- 3.6.6 Oversee the direction and delivery of the Health Board's Cyber security policy (details of which will be taken in private session of the committee)
- 3.6.7 Oversee the direction and delivery of the Health Board's Patient records management.
- 3.6.8 Oversee the direction and delivery of the Health Board's National systems and programmes.

4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
2 x Independent Members (one of whom will be designated as Vice Chair)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Finance (Executive Lead)
Executive Director of Operations
Chief Digital and Information Officer
OTHER ATTENDEES
Other Executive Directors as Required by the Chair
Other Senior Managers as required by the Chair

- 4.3 The membership of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account 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.
- 4.4 Membership of the Committee will be reviewed on an annual basis.

5) Quorum and Attendance

- 5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members. In the interests of effective governance, it is expected that a minimum of two Executive Directors will also attend. In the event of a vote which is tied, the Committee Chair shall have a casting vote.
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 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.

6) Agenda and Papers

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Executive Director of Finance) at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Executive Lead.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two working days of the meeting. The minutes and table of actions will be circulated to the Committee Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for final review.

7) In Committee and Sub Committee

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8) Meetings

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Executive Lead.
- 8.4 The Committee may, subject to the approval of the Health Board, establish Groups to carry out on its behalf specific aspects of Committee Business.
- 8.6 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.

8.7 The Committee Secretary shall be determined by the Director of Corporate Governance.

9) Reporting

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committees activities.
 - Bring to the Board's specific attention any significant matter under consideration by the Committee.
 - Ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

10) Accountability, Responsibility and Authority

- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Committee.
- 10.4 The Committee, through its Chair and members, shall work closely with the Board's other Committees including joint committees/Advisory Groups to provide advice and assurance to the Board through the:
- Joint planning and co-ordination of Board and Committee business
 - Sharing of information
- 10.5 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 arrangements.

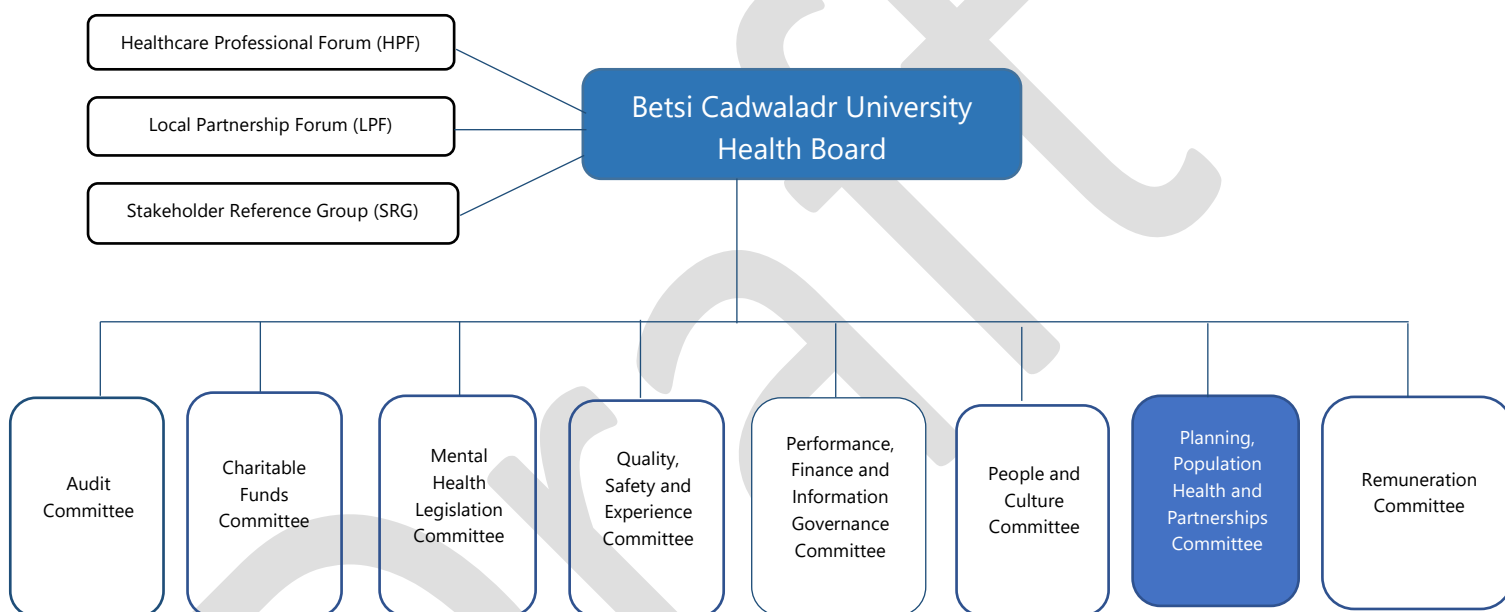
- 10.6 The Committee shall embed the corporate goals and priorities, e.g, equality and human rights through the conduct of its business, and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the well-being of Future Generations Act.
- 10.7 The Committee may investigate or have investigated any activity (clinical and non-clinical) within its terms of reference. It may seek relevant information from any:
- Employee - and all employees are directed to cooperate with any legitimate request made by the Committee
 - Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 10.8 It may also obtain outside legal or other independent professional advice and 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.
- 10.9 It may consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business.
- 10.10 It will review risks from the Board Assurance Framework and Corporate Risk Register that are assigned to the Committee by the Board and advise the Board on the appropriateness of the scoring and mitigating actions in place.

11) Review Date

- 11.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

PLANNING, POPULATION HEALTH AND PARTNERSHIPS COMMITTEE

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	TOR meeting with Committee Chair & Executive Lead	14/12/23	Developed as a draft for review with Committee Chair and Executive Lead. This was also reviewed at the introductory meeting of the PPHP Committee held on 10/01/24
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24

1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Planning, Population Health and Partnerships Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

2) Purpose

The purpose of the Planning, Population Health and Partnerships Committee is to:

- 2.1 Provide advice and assurance to the Board with regard to the development and oversight of the Health Board's Long term planning, Integrated Medium Term Plan and Annual Operating Plan ensuring that enabling strategies are aligned to these plans.
- 2.2 Ensuring effective partnership arrangements are in place to improve Population Health and reduce health inequalities.
- 2.3 Oversight, delivery and monitoring (by exception) of Population Health improvement and health inequalities strategies, policies and performance informed through Population Needs Assessment.
- 2.4 To seek assurance on the management of principle risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern.

3) Responsibilities of the Planning, Population Health and Partnerships Committee

The Planning, Population Health and Partnerships Committee shall provide advice, assurance and support to the Board as follow:

- 3.1 To provide advice, assurance and support to the Board on compliance with legislation, guidance and best practice around the Planning, Population Health and Partnerships agenda, learning from work undertaken nationally and internationally, ensuring the Health Board can continually improve the quality of healthcare for the population.
- 3.2 To provide advice and insight to the Board on the implementation of the strategies related to the Committee's remit are consistent with the Board's overall strategic direction and with any requirements and standards set for NHS bodies in Wales.
- 3.3 To provide advice, assurance and insight to the Board on the organisation's ability to create and manage strong, planning, population health and partnership arrangements, including through a robust data strategy.

- 3.4 Provide the Board with advice and insight on the development of the Health Board's Integrated Medium Term Plan (IMTP), and Long term planning based on robust business intelligence and modelling, and assure the development of delivery plans within the scope of the Committee and their subsequent alignment to the Population Health Needs assessment.
- 3.5 Seek assurances on all outstanding plans in relation to the National Networks and Joint Committees including commitments agreed with Partner organisations.
- 3.6 To receive assurance through any Update Reports (that may be in existence or developed) and other management group reports that risks relating to their areas are being effectively managed across the whole of the Health Board's activities (including for hosted services and through partnerships and Joint Committees as appropriate).
- 3.7 To receive assurance on the development of plans for Digital and Information Management. Noting that operational assurance of Information Governance requirements is under the remit of the Health Board's Performance, Finance and Information Governance Committee.
- 3.8 To seek insights and relevant information from Committee Advisory Groups where relevant to the remit of this agenda.
- 3.9 Assure the Board in relation to its compliance with relevant national practice, mandatory guidance, healthcare standards and duties, including Duty of Quality, Duty of Candour, Quality Standards, Quality Management and the Civil Contingencies Act ensuring the Board is supported to make strategic decisions through a quality lens.

4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
2 x Independent Members (one of whom will be designated as Vice Chair)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Transformation, Strategic Planning and Commissioning (Executive Lead)
Executive Director of Public Health
Director of Partnerships, Engagement and Communications
Chief Digital and Information Officer
Other Attendees
Other Executive Directors as required by the Chair
Other Associate Directors as required by the Chair
Llais to be invited to attend – dependent on the agenda and if requested by the Chair

- 4.3 The membership of the Committee reflected above shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account 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.
- 4.4 Membership of the Committee will be reviewed on an annual basis.

5) Quorum and Attendance

- 5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members.
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 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.

6) Agenda and Papers

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Executive Director of Transformation, Strategic Planning and Commissioning) at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Executive Lead.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two working days of the meeting. The minutes and table of actions will be circulated to the Committee Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.

- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for final review.

7) In Committee

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8) Meetings

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Executive Lead.
- 8.4 The Committee may, subject to the approval of the Health Board, establish groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Director of Corporate Governance.

9) Reporting

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committee's activities.
 - Bring to the Board's specific attention any significant matter under consideration by the Committee.
 - Ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

10) Accountability, Responsibility and Authority

- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Committee.
- 10.4 The Committee shall embed the corporate goals and priorities, e.g. equality and human rights through the conduct of its business, and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the Well-being of Future Generations Act.

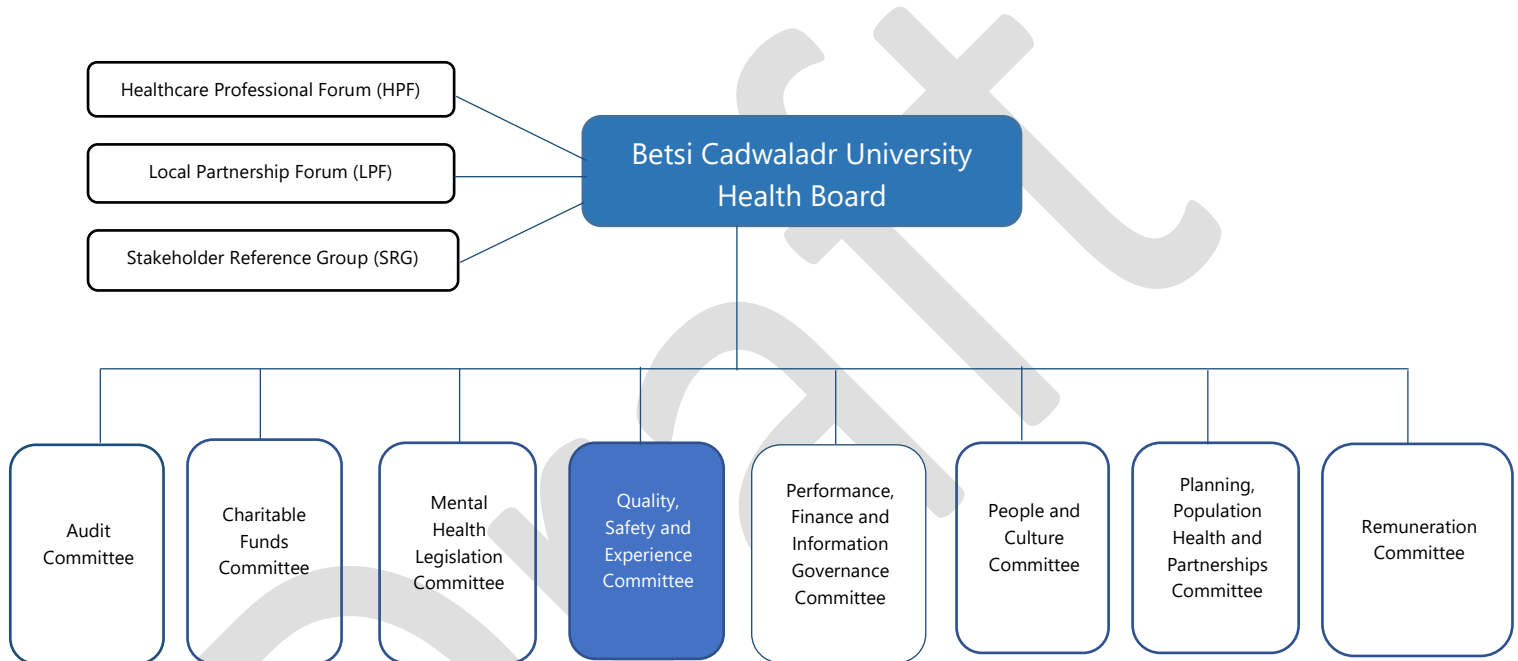
11) Review Date

- 11.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.



QUALITY, SAFETY AND EXPERIENCE COMMITTEE

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	ToR Meeting with Committee Chair and Executive Lead	15/12/23	Developed as a draft for review with Committee Chair and Executive Lead. The ToR were also reviewed at QSE Committee held on 19/12/23
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24

1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Quality, Safety and Experience Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

2) Purpose

The purpose of the Quality, Safety and Experience Committee is to provide assurance to the Board on the Quality and Safety of services that is commissioned and provided the population of North Wales. More specifically:

- 2.1 Scrutinise, assess and seek assurance in relation to the patient experience, safety, impact, quality and health outcomes of the services provided by the Health Board.
- 2.2 Provide evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to the quality and safety of health care provided and secured by the Health Board.
- 2.3 Provide assurance to the Board that the Health Board has an effective strategy and delivery plan(s) for improving the quality and safety of care patients receive, commissioning quality and safety impact assessments where considered appropriate. Including consideration of Annual Plan/Integrated Medium Term Plan
- 2.4 Provide assurance that the organisation, at all levels, has the right governance arrangements and strategy in place to ensure that the care planned or provided.

3) Responsibilities of the Quality, Safety & Experience Committee and Delegated Powers

The Quality, Safety & Experience Committee is required by the Board to:

- 3.1 Provide advice to the Board on the adoption of a set of key indicators of quality of care against which the Health Board's performance will be regularly assessed and reported on.
- 3.2 Seek assurance on the management of principal risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern.
- 3.3 Ensure the right enablers are in place to promote a positive culture of quality improvement based on best evidence.

- 3.4 Seek assurance on delivery against Planning Objectives aligned to the Committee, considering and scrutinising the processes that are developed and implemented, supporting and endorsing these as appropriate.
- 3.5 Provide assurance that all reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the quality and safety of care provided, and in particular that sources of internal assurance are reliable, there is the capacity and capability to deliver, and lessons are learned from patient safety incidents, complaints and claims.
- 3.6 Provide assurance to the Board in relation to improving the experience of patients, including for those services provided by other organisations or in a partnership arrangement. Patient Stories and Board to Floor Walkabouts will feature as a key area for patient experience and lessons learnt.
- 3.7 Provide assurance to the Board in relation to its responsibilities for the quality and safety of mental health, primary and community care, public health, health promotion, prevention and health protection activities and interventions in line with the Health Board's strategies. Including consideration of health and safety matters that fall under the responsibilities of this Committee.
- 3.8 Ensure that the organisation is meeting the requirements of the NHS Concerns, Complaints and Redress Arrangements (Wales) Regulations.
- 3.9 Approve the required action plans in respect of any concerns investigated by the Ombudsman.
- 3.10 Agree actions, as required, to improve performance against compliance with incident reporting.
- 3.11 Provide assurance that the Central Alert Systems process is being effectively managed with timely action where necessary.
- 3.12 Provide assurance on the delivery of action plans arising from investigation reports and the work of external regulators.
- 3.13 Approve the annual clinical audit plan, ensuring that internally commissioned audits are aligned with strategic priorities.
- 3.14 Provide assurance that a review process to receive and act upon clinical outcome indicators suggesting harm or unwarranted variation is in place and operating effectively at operational level, with concerns escalated to the Board.
- 3.15 Consider advice on clinical effectiveness, and where decisions about implementation have wider implications with regard to prioritisation and finances, prepare reports for consideration by the Executive Team who will collectively agree recommendations for consideration through relevant Committee structures.
- 3.16 Provide assurance in relation to the organisation's arrangements for safeguarding vulnerable people, children and young people.

- 3.17 Approve policies and plans within the scope of the Committee, having taken an assurance that the quality and safety of patient care has been considered within these policies and plans.
- 3.18 Assure the Board in relation to its compliance with relevant national practice, mandatory guidance, healthcare standards and duties, including Duty of Quality, Duty of Candour, Quality Standards and Quality Management ensuring the Board is supported to make strategic decisions through a quality lens.
- 3.19 Develop a work plan which sets clear priorities for improving quality, safety and experience each year, together with intended outcomes, and monitor delivery throughout the year.
- 3.20 Refer quality & safety matters which impact on other Board Committees and vice versa.
- 3.21 Agree issues to be escalated to the Board with recommendations for action.

4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
2 x Independent Members (one of whom will be designated as Vice Chair)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Nursing and Midwifery (Executive Lead)
Executive Medical Director
Executive Director of Therapies and Health Sciences
Other Executive Directors as required by the Chair including:
Executive Director of Operations
Executive Director of Workforce and Organisational Development
Executive Director of Public Health
Other Senior Managers as required by the Chair including
Director of Performance
Associate Director of Quality Assurance
Director of Mental Health and Learning Disabilities
Senior Associate Medical Director
Chair of Healthcare Professionals Forum (Associate Board Member)
Representative of Llais

- 4.3 The membership or attendee of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account 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 Membership of the Committee will be reviewed on an annual basis.

5) Quorum and Attendance

- 5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members. To include a minimum of two Executive Directors one of whom must be a Clinical Executive Director.
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 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.

6) Agenda and Papers

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Executive Director of Nursing and Midwifery) at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Executive Lead.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two working days of the meeting. The minutes and table of actions will be circulated to the Committee Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for final review.

7) In Committee

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8) Meetings

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Executive Lead.
- 8.4 The Committee may, subject to the approval of the Health Board, establish Groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Director of Corporate Governance.

9) Reporting

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committees activities.
 - Bring to the Board's specific attention any significant matter under consideration by the Committee.
 - Ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

10) Accountability, Responsibility and Authority

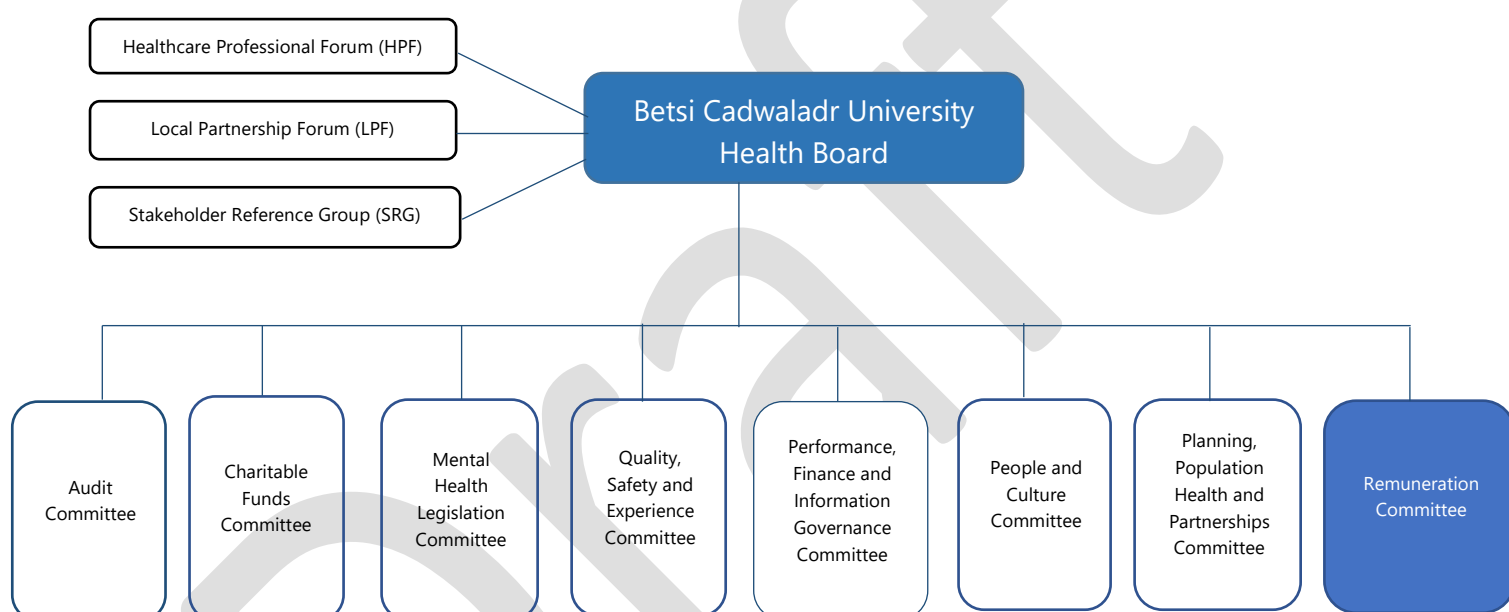
- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Committee.
- 10.4 The Committee shall embed the corporate goals and priorities, e.g, equality and human rights through the conduct of its business, and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the well-being of Future Generations Act.

11) Review Date

- 11.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

REMUNERATION COMMITTEE

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	TOR meeting with Committee Chair & Executive Lead	19/12/23	Developed as a draft for review with Committee Chair and Executive Lead. The ToR were also reviewed at the Remuneration Committee held on 23/01/24
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24

1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Remuneration Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below. The Committee has no power to modify or develop pay schemes.

2) Purpose

- 2.1 The purpose of the Remuneration Committee is to provide advice to the Board on the Health Board'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.
- 2.2 The Committee will approve, on behalf of the Board, the remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by Welsh Government.

3) Responsibilities of the Committee and Delegated Powers

- 3.1 The Remuneration Committee is required by the Board to provide oversight and assurance on:
- 3.1.1 Objectives for Executive Directors and other VSMs and their performance assessment.
 - 3.1.2 Performance management systems in place for those in the positions mentioned above and its application.
 - 3.1.3 Proposals to make additional payments to medical Consultants outside of normal terms and conditions.
 - 3.1.4 Proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the provision of the Regulations and in accordance with Ministerial instructions.
 - 3.1.5 Consider and approve Voluntary Early Release applications and redundancy/severance payments in respect of Executive Director/Director posts, in line with Standing Orders and extant Welsh Government guidance. The Committee to be advised also of all Voluntary Early Release Scheme applications and severance payments.
 - 3.1.6 Approve any Strategic Advisor arrangements, including scope and pay.
- 3.2 The Remuneration Committee is required by the Board, within the remit of the Committee to:
- 3.2.1 Oversee and provide evidence based and timely advice to the Board on relevant risks and concerns.

- 3.2.2 Receive the results of relevant audits (clinical and non-clinical) and any other relevant investigations and provide the Board with evidence based impact assessment of the implementation of the recommendations.

3.3 The Remuneration Committee is authorised by the Board to comment specifically upon:

- 3.3.1 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.
 - 3.3.2 To be sighted on the objectives set by the Chief Executive for their direct reports; also to receive confirmation that those individuals have set objectives for their own direct reports, and that appropriate and timely performance reviews are planned/ have taken place.
 - 3.3.3 Proposals to make additional payments to consultants outside national terms of service.
 - 3.3.4 Proposals regarding resignation and exiting arrangements for executives and very senior managers, ensuring the proper calculation and scrutiny of payments in accordance with the relevant Welsh Government guidance.
 - 3.3.5 Approve removal and relocation expenses outside of policy.
- 3.4 Consider and approve any Voluntary Early Release Scheme in line with Standing Orders and extant Welsh Government guidance.
- 3.5 Monitor compliance with issues of professional registration, including the revalidation processes for medical and dental staff and registered nurses, midwives and health visitors and all other registered professionals.
- 3.6 Consider reports on behalf of the Board giving an account of progress where any exclusion in respect of Upholding Professional Standards in Wales (UPSW) has lasted more than six months.
- 3.7 Consider reports on behalf of the Board giving an account of progress on performers list regulatory cases.
- 3.8 Consider reports on behalf of the Board on the position as regards whistleblowing and Speak Out Safely affecting executives and senior managers.
- 3.9 Consider specifically the Executive Director/VSM Update Report to include an appendix to the report highlighting all VSM posts in one place.
- 3.10 Assure the Board in relation to its compliance with relevant national practice, mandatory guidance, healthcare standards and duties, including Duty of Quality, Duty of Candour, Quality Standards and Quality Management ensuring the Board is supported to make strategic decisions through a quality lens.

4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
NB: The Chair of the Health Board will be the Chair of this Committee
All Independent Members (one of whom will be designated as Vice Chair)
The Chair of the Audit Committee will be appointed to this Committee either as Vice-Chair or a member (to be agreed with Chair of the Health Board)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Workforce & Organisational Development (Executive Lead)
Chief Executive
Director of Corporate Governance
Other Executive Directors as required by the Chair

- 4.3 The attendance of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account 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.
- 4.4 Membership of the Committee will be reviewed on an annual basis.
- 4.5 Other Directors/Officers will attend as required by the Committee Chair, as well as any others from within or outside the organisation who the Committee considers should attend, taking into account the matters under consideration at each meeting.
- 4.6 The Executive Director of Finance may be invited to attend as required, and will be consulted on any paper to be submitted to the Committee that may have financial implications.

5) Quorum and Attendance

- 5.1 A quorum shall consist of at least three Independent Members, one of whom should be the Committee Chair or Vice-Chair. In the interests of effective governance, it is expected that a minimum of two Executive Directors will also be in attendance.
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.

- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 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.

6) Agenda and Papers

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Executive Director of Workforce & Organisational Development) at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Executive Lead.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two days of the meeting. The minutes and table of actions will be circulated to the Committee Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for final review.

7) In Committee

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8) Meetings

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Executive Lead.

- 8.4 The Committee may, subject to the approval of the Health Board, establish Groups to carry out on its behalf specific aspects of Committee Business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Director of Corporate Governance.

9) Reporting

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committee's activities.
 - Bring to the Board's specific attention any significant matter under consideration by the Committee.
 - Ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

10) Accountability, Responsibility and Authority

- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Committee.
- 10.4 The Committee may investigate or have investigated any activity (clinical and non-clinical) within its terms of reference. It may seek relevant information from any:
- Employee - and all employees are directed to cooperate with any legitimate request made by the Committee

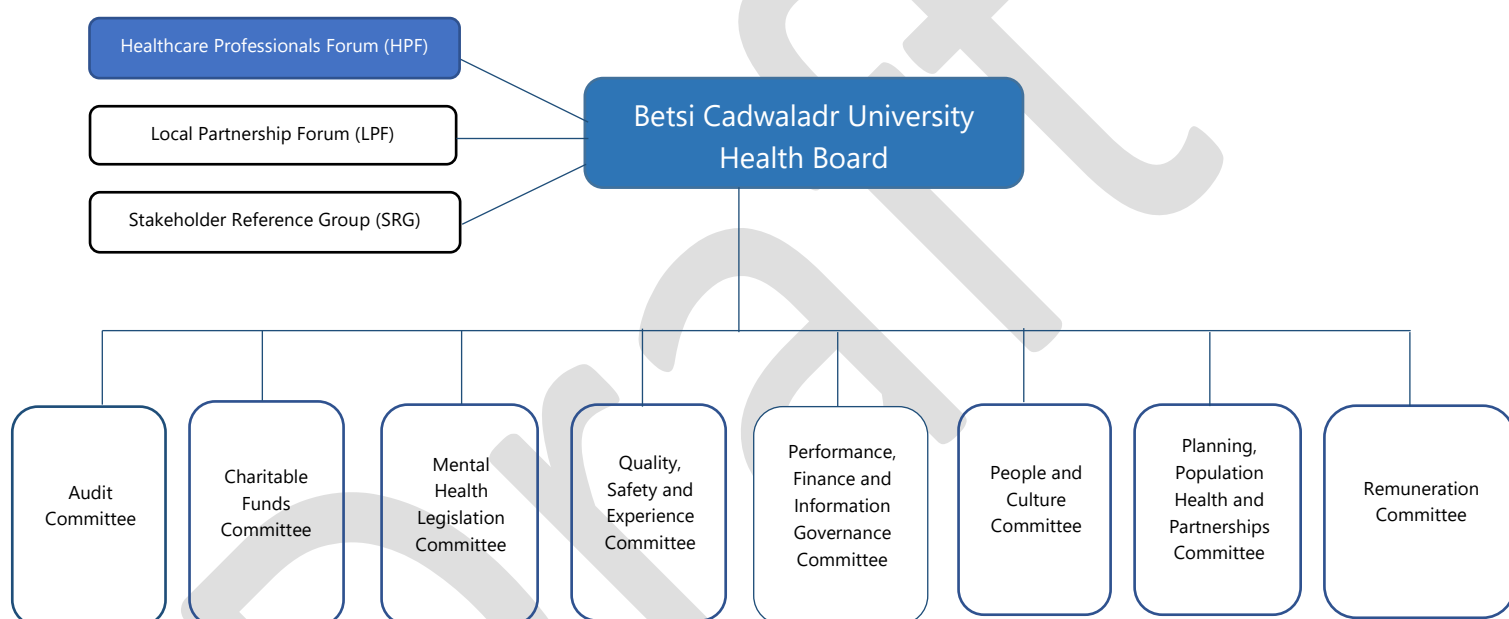
- Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 10.5 It may also obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.
- 10.6 The Chief Executive will present for approval:
- Any new or amended senior manager roles who are regular Board attenders (or amendments to statutory Officer roles)
 - Approval of all proposed senior interim appointments that exceed the top of the relevant salary banding.
- 10.7 The Committee will monitor and approve interim senior manager appointments as follows:
- Range up to £500/day – quarterly report summarising number, location, duration and cost of supernumerary interim appointments
 - Range £501-£1,000/day – all interim roles to be reported on individually as per 4.5.1 above including whether supernumerary or covering an established vacancy
 - Over £1000/day – role and maximum pay to be agreed in advance for up to six months unless it is to cover an Officer member absence or vacancy; (or in support of a declared Major Incident) or quarterly monitoring.
- 10.8 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.
- 10.9 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference.
- 10.10 The Committee shall embed the corporate goals and priorities through the conduct of its business, and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the Well-Being of Future Generations Act.

11) Review Date

- 11.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

HEALTHCARE PROFESSIONALS FORUM

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	TOR meeting with Committee Chair & Executive Lead	18/12/23	Developed as a draft for review with Committee Chair and Executive Lead
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24

1) Introduction

- 1.1 The Healthcare Professionals Forum's role is to provide a balanced, multi-disciplinary view of healthcare professional issues to advise the Board on local strategy and delivery. Its role does not include consideration of healthcare professional terms and conditions of service. The detailed operating arrangements in respect of this Committee are set out below.

2) Purpose

- 2.1 The purpose of the Healthcare Professionals Forum is to:
- Facilitate engagement and debate amongst the wide range of clinical interests within the Health Board's area of activity, with the aim of reaching and presenting a cohesive and balanced healthcare professional perspective to inform the Health Board's decision making.

3) Responsibility of the Advisory Group

- 3.1 The Board must set out, the relationships and accountabilities with others, as well as the National Professional Advisory Group.

4) Membership

- 4.1 Formal membership of the Advisory Group shall comprise of the following:

MEMBERS
Chair – nominated from within the membership of the Healthcare Professionals Forum by its members and approved by the Minister
Vice Chair - nominated from within the membership of the Healthcare Professionals Forum by its members and approved by the Minister
The membership of the Healthcare Professionals Forum reflects the structure of the seven health Statutory Professional Advisory Committees set up in accordance with Section 190 of the NHS (Wales) Act 2006. Membership of the Forum shall therefore comprise the following eleven (11) members (or nominated deputy): <ul style="list-style-type: none">• Welsh Medical Committee<ul style="list-style-type: none">○ Primary and Community Care Medical representative○ Mental Health Medical representative○ Specialist and Tertiary Care medical representative• Welsh Nursing and Midwifery Committee<ul style="list-style-type: none">○ Community Nursing and Midwifery representative○ Hospital Nursing and Midwifery representative• Welsh Allied Health Professions Committee

- Therapies representative
- Welsh Scientific Advisory Committee
 - Scientific representative
- Welsh Optometric Committee
 - Optometry representative
- Welsh Dental Committee
 - Dental representative
- Welsh Pharmaceutical Committee
 - Hospital and Primary Care representative
 - Community Pharmacists representative

4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Lead – Executive Director of Therapies and Health Sciences
Secretariat – as determined by the Director of Corporate Governance

4.3 Where the Board determines it appropriate, the Health Board may extend membership to other individuals in order to ensure an appropriate balance in representation amongst healthcare professional groupings and across the range of primary, community and secondary service provision.

5) Member Responsibilities and Accountability

5.1 The Chair

5.1.1 The Chair is responsible for the effective operation of the Healthcare Professionals Forum:

- Chairing meetings
- Establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all business is conducted in accordance with its agreed operating arrangements; and
- Developing positive and professional relationships amongst the Healthcare Professionals Forum’s membership and between the Healthcare Professionals Forum and the Health Board, and in particular its Chair, Chief Executive and clinical Directors.

5.1.2 The Chair shall work in close harmony with the Chairs of the Health Board’s other advisory groups, and, supported by the Director of Corporate Governance, shall ensure that key and appropriate issues are discussed by the Healthcare Professionals Forum in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

5.1.3 As Chair of the Healthcare Professionals Forum, they will be appointed as an Associate Member of the Health Board. The Chair is accountable for the conduct of their role as Associate Member on the Health Board to the Minister, through the Health Board Chair. They are also accountable to the Health Board for the conduct of business in accordance with the governance and operating framework set by the Health Board.

5.2 The Vice Chair

5.2.1 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, and this deputisation includes acting in the role of Associate Member of the Health Board.

5.2.2 The Vice Chair is accountable through the Healthcare Professionals Forum Chair to the Health Board for their performance as Vice Chair, and to their nominating body or grouping for the way in which they represent their views at the Healthcare Professionals Forum.

5.3 Members

5.3.1 The Healthcare Professionals Forum shall function as a coherent advisory group, all members being full and equal members and sharing responsibility for the decisions of the Healthcare Professionals Forum.

5.3.2 All members must:

- Be prepared to engage with and contribute fully to the Healthcare Professionals Forum's activities and in a manner that upholds the standards of good governance – including the values and standards of behaviour – set for the NHS in Wales.
- Comply with their terms and conditions of appointment.
- Equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes.
- Promote the work of the Healthcare Professionals Forum within the healthcare professional discipline they represent.

5.3.3 Forum members are accountable through the Healthcare Professionals Forum Chair to the Health Board for their performance as Group members, and to their nominating body or grouping for the way in which they represent the views of their body or grouping at the Healthcare Professionals Forum.

6) Appointment and Terms of Office

6.1 Appointments to the Healthcare Professionals Forum shall be made by the Board, based upon nominations received from the relevant healthcare professional group, and in accordance with any specific requirements or directions made by the Welsh Ministers. Members shall be appointed for a period specified by the Board, but for no longer than

four (4) years in any one term. Those members can be reappointed but may not serve a total period of more than eight (8) years consecutively.

- 6.2 The **Chair** will be nominated from within the membership of the Healthcare Professionals Forum, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination will be subject to consideration by the Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. Their appointment as Chair will be made by the Minister, but it will not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 6.3 The Chair's term of office will be for a period of up to two (2) years, with the ability to stand as Chair for an additional one (1) year, in line with that individual's term of office as a member of the Healthcare Professionals Forum. That individual may remain in office for the remainder of their term as a member of the Healthcare Professionals Forum after their term of appointment as Chair has ended.
- 6.4 The **Vice Chair** will be nominated from within the membership of the Healthcare Professionals Forum, by its members, in a manner determined by the Board, subject to the condition that they be appointed from a different healthcare discipline to that of the Chair, along with any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration and appointment by the Board. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board. In the Healthcare Professionals Forum Chair's absence, the Vice Chair will also perform the role of Associate Member on the Health Board. The appointment of the Vice Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 6.5 The Vice Chair's term of office will be for a period of up to two (2) years, with the ability to stand as Vice Chair for an additional one (1) year, in line with that individual's term of office as a member of the Healthcare Professionals Forum. That individual may remain in office for the remainder of their term as a member of the Healthcare Professionals Forum after their term of appointment as Vice Chair has ended.
- 6.6 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform the Healthcare Professionals Forum 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 Healthcare Professionals Forum Chair will advise the Board in writing of any such cases immediately.
- 6.7 The Health Board will require Forum members to confirm in writing their continued eligibility on an annual basis.

6.8 Resignation, suspension and removal of members

- A member of the may resign office at any time during the period of appointment by giving notice in writing to the Healthcare Professionals Forum Chair and the Board.
- If the Board, having consulted with the Healthcare Professionals Forum Chair and the nominating body or group, considers that:
 - It is not in the interests of the health service in the area covered by the Healthcare Professionals Forum that a person should continue to hold office as a member; or
 - It is not conducive to the effective operation of the Healthcare Professionals Forum it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.
- A nominating body or group may request the removal of a member appointed to the Healthcare Professionals Forum to represent their interests by writing to the Board setting out an explanation and full reasons for removal.
- If an Healthcare Professionals Forum member fails to attend any meeting of the Group for a period of six months or more, the Board may remove that person from office unless they are satisfied that:
 - The absence was due to a reasonable cause; and
 - The person will be able to attend such meetings within such period as the Board considers reasonable.
- Before making a decision to remove a person from office, the Board may suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

6.9 Relationship with the Board

- The Healthcare Professionals Forum's main link with the Board is through the Healthcare Professionals Forum Chair's membership of the Board as an Associate Member.
- The Board may determine that designated Board members or Health Board officers shall be in attendance at Advisory Group meetings. The Healthcare Professionals Forum's Chair may also request the attendance of Board members or Health Board officers, subject to the agreement of the Health Board Chair.
- The Board shall determine the arrangements for any joint meetings between the Health Board and the Healthcare Professionals Forum.
- The Board's Chair shall put in place arrangements to meet with the Healthcare Professionals Forum Chair on a regular basis to discuss the Healthcare Professionals Forum's activities and operation.

6.10 Rights of Access to Health Board for Professional Groups

- The Health Board Chair, on the advice of the Chief Executive and/or Director of Corporate Governance, may recommend that the Board afford direct right of access to any professional group, in the following, exceptional circumstances:
 - Where the Healthcare Professionals Forum recommends that a matter should be presented to the Board by a particular healthcare professional grouping, e.g., due to the specialist nature of the issues concerned; or
 - Where a healthcare professional group has demonstrated that the Healthcare Professionals Forum has not afforded it due consideration in the determination of its advice to the Board on a particular issue.
- The Board may itself determine that it wishes to seek the views of a particular healthcare professional grouping on a specific matter, in accordance with Standing Order 6.5.7.

6.11 Relationship with the National Professional Advisory Group

- The Healthcare Professionals Forum Chair (or Healthcare Professionals Forum Vice-Chair) will be a member of the National Professional Advisory Group.

7) Quorum and Attendance

- 7.1 The Standing Order's on which these Terms of Reference are based do not specify a quorum for Healthcare Professionals Forum's, however it is considered to be good governance that at least one quarter of the agreed membership must be present to ensure the quorum of the Healthcare Professionals Forum and must include the Chair or Vice Chair of the Group. If a meeting is not quorate, any decisions made must be ratified at the next meeting of the Healthcare Professionals Forum.

8) Agenda and Papers

- 8.1 The Advisory Group Secretary is to hold an agenda setting meeting with the Chair and /or Vice Chair and the Executive Lead (Executive Director of Therapies and Health Sciences) at least six weeks before the meeting date.
- 8.2 The agenda will be based around the Advisory Group work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Advisory Group members. Following approval, the agenda and timetable for request of papers will be circulated to all Advisory Group members.
- 8.3 All papers must be approved by the Executive Lead.
- 8.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 8.5 A draft table of actions will be issued within two working days of the meeting. The minutes and table of actions will be circulated to the Advisory Group Chair and Executive Lead

within seven days to check the accuracy, prior to sending to Members to review within the next seven days.

- 8.6 Members must forward amendments to the Advisory Group Secretary within the next seven days. The secretariat will then forward the final version to the Advisory Group Chair for final review.

9) Meetings

- 9.1 The Healthcare Professionals Forum will meet quarterly and an annual schedule of meetings will be determined by the corporate calendar.
- 9.2 The Healthcare Professionals Forum may be convened at short notice if requested by the Chair.
- 9.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Healthcare Professionals Forum in discussion with the Executive Director of Therapies and Health Sciences.
- 9.4 The Healthcare Professionals Forum may, subject to the approval of the Health Board, establish Groups to carry out on its behalf specific aspects of Healthcare Professionals Forum business.
- 9.5 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 therefore requires, wherever possible, the Healthcare Professionals Forum to hold meetings in public unless there are specific, valid reasons for not doing so.
- 9.6 The Healthcare Professionals Forum secretariat shall be determined by the Director of Corporate Governance.

10) In Committee

- 10.1 The Healthcare Professionals Forum can operate with a 'closed' function to receive updates on the management of sensitive and /or confidential information.

11) Reporting and Assurance Arrangements

- 11.1 The Advisory Group, through its Chair and members, shall work closely with the other Committees and Advisory Groups to provide advice and assurance to the Board through joint planning and co-ordination of Board and Advisory Group business including sharing of information.
- 11.2 The Advisory Group Chair, supported by the Advisory Group Secretary, shall:

- Report formally, regularly and on a timely basis to the Board on the Advisory Group's activities.
- Bring to the Board's specific attention any significant matter under consideration by the Committee.
- Ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

11.3 The Advisory Group will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

12) Accountability, Responsibility and Authority

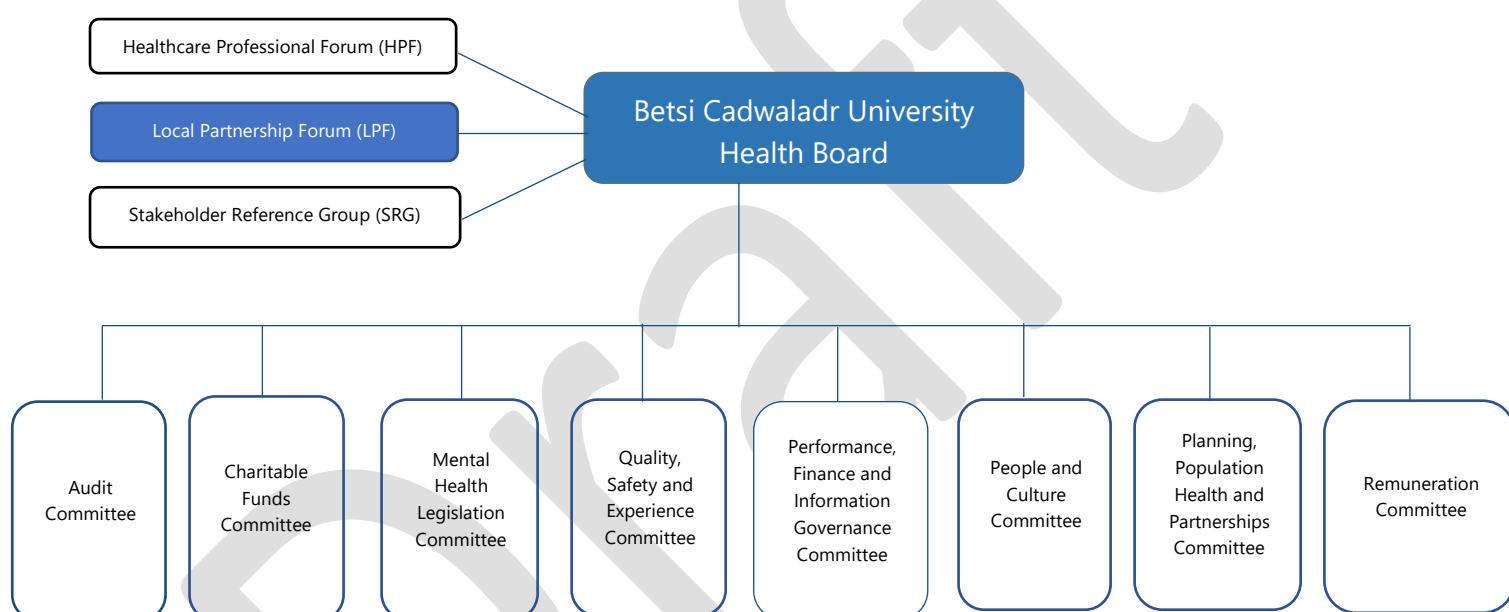
- 12.1 Although the Board has delegated authority to the Healthcare Professionals Forum for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 12.2 The Healthcare Professionals Forum is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 12.3 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Healthcare Professionals Forum.

13) Review Date

- 13.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Forum for approval by the Board.

LOCAL PARTNERSHIP FORUM

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	TOR meeting with Committee Chair & Executive Lead	09/01/24	Developed as a draft for review with Committee Chair and Executive Lead
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24

1) Introduction

- 1.1 The Board has a statutory duty to take account of representations made by persons who represent the interests of the communities it serves. To help discharge this duty the Board has appointed Advisory Groups to provide advice to the Board in the exercise of its functions. The Board Advisory Groups include the Stakeholder Reference Group. The detailed operating arrangements in respect of this Advisory Group are set out below.
- 1.2 The BCUHB Local Partnership Forum is the formal mechanism through which management and trade unions and professional bodies (hereafter referred to as staff organisations) work together to improve health services for the people of Wales. It is the forum where key stakeholders will engage with each other to inform, debate and seek to agree local priorities on workforce and health service issues.
- 1.3 At the earliest opportunity, the Board will engage with staff organisations in key discussions at Health Board, Local Partnership Forum and Locality/Divisional level.
- 1.4 All members are full and equal members of the forum and collectively share responsibility for the decisions made. Should any party be in disagreement with decisions taken, a note will be included within the minutes of the meeting.
- 1.5 The Local Partnership Forum will provide the formal mechanism for consultation, negotiation and communication between the staff organisations and management. The TUC principles of partnership will apply. These principles are attached at Appendix 1.

2) Purpose

- 2.1 The purpose of the Local Partnership Forum is to:
 - Establish a regular and formal dialogue between the Board's Executive and staff organisations on matters relating to workforce and health service issues.
 - Enable employers and staff organisations to put forward issues affecting the workforce.
 - Provide opportunities for staff organisations and managers to input into organisation service development plans at an early stage.
 - Consider the implications on staff of service reviews and identify and seek to agree new ways of working.
 - Consider the implications for staff of NHS reorganisations at a national or local level and to work in partnership to achieve mutually successful implementation.
 - Appraise and discuss in partnership the financial performance of the organisation on a regular basis.
 - Appraise and discuss in partnership the Board services and activity and its implications.
 - Provide opportunities to identify and seek to agree quality issues, including clinical

- governance, particularly where such issues have implications for staff.
- Communicate to the partners the key decisions taken by the Board and senior management.
 - Consider national developments in NHS Wales Workforce and Organisational Strategy and the implications for the Board including matters of service re-profiling.
 - Negotiate on matters subject to local determination.
 - Ensure staff organisation representatives are afforded reasonable paid time off to undertake trade union duties
 - To develop in partnership appropriate facilities arrangements using A4C Facilities Agreement as a minimum standard.

3) General Principles

- 3.1 The Health Board and Local Partnership Forum accepts that partnerships help the workforce and management work through challenges and to grow and strengthen their organisations. Relationships are built on trust and confidence and demonstrate a real commitment to work together.
- 3.2 The principles of true partnership working between staff organisations and Management are as follows:
- Staff organisations and management show joint commitment to the success of the organisation with a positive and constructive approach.
 - They recognise the legitimacy of other partners and their interests and treat all parties with trust and mutual respect.
 - They demonstrate commitment to employment security for workers and flexible ways of working.
 - They share success – rewards must be felt to be fair.
 - They practice open and transparent communication – sharing information widely with openness, honesty and transparency.
 - They must bring effective representation of the views and interests of the workforce.
 - They must demonstrate a commitment to work with and learn from each other.
- 3.3 All members must:
- Be prepared to engage with and contribute fully to the Forum's activities and in a manner that upholds the standards of good governance set for the NHS in Wales.
 - Comply with their terms and conditions of appointment.
 - Equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes.
 - Promote the work of the Local Partnership Forum within the professional discipline he/she represents.
- 3.4 A Code of Conduct is attached as Appendix 2.

4) Membership

- 4.1 All members of the Local Partnership Forum are full and equal members and share responsibility for the decisions of the Local Partnership Forum. The NHS organisation shall agree the overall size and composition of the Local Partnership Forum in consultation with those staff organisations the Health Board recognises for collective bargaining. The Trade Union member of the Health Board will be expected to attend the Local Partnership Forum in an ex-officio capacity.
- 4.2 As a minimum, the membership of the Local Partnership Forum shall comprise:

MEMBERS
Chair (The Health Board Chief Executive and Staff Organisation Chair will co-chair the Local Partnership Forum, this will be done on a rotational basis)
Health Board Management Representation shall consist of the following post holders (or nominated deputy):
Chief Executive (co-Chair)
Executive Director of Workforce and Organisational Development
Executive Director of Nursing and Midwifery
Executive Director of Finance
Executive Director of Operations
Representative IHC Director
Associate Director of Workforce and Organisational Development – Human Resources
Assistant Director – Organisational Development
Director of Estates and Facilities
Director of Mental Health
Other Executive Directors and others may also be members or may be co-opted dependent upon the agenda
Staff Representation shall consist of:
The Board recognises those staff organisations listed in Appendix 3 for the representation of members who are employed by the organisation
Staff representatives must be employed by the organisation and accredited by their respective organisations for the purposes of bargaining. If a representative ceases to be employed by the Board or ceases to be a member of a nominating organisation then they will automatically cease to be a member of the Local Partnership Forum. Full time officers of the staff organisations may attend meetings subject to prior notification and agreement
Members of the Local Partnership Forum who are unable to attend a meeting may send a deputy, providing such deputies are eligible for appointment to the Local Partnership Forum

5) Quorum, Attendance and Roles of the Advisory Group

5.1 Quorum

- 5.1.1 Every effort will be made by all parties to maintain a stable membership. There should be 50% attendance of both parties for the meeting to be quorate.

- 5.1.2 There should be a minimum of 5 Health Board Management representatives and 5 Staff representatives at a meeting for it to be quorate.
- 5.1.3 If a meeting is not quorate no decisions can be made but information may be exchanged. Where joint chairs agree, an extraordinary meeting may be scheduled within 7 calendar days' notice.
- 5.1.4 Consistent attendance and commitment to participate in discussions is essential. Where a member of the Local Partnership Forum does not attend on 3 consecutive occasions, the Joint Secretaries will write to the member and bring the response to the next meeting for further consideration and possible removal.

5.2 Officers

- 5.2.1 The Staff Organisation Chair, Vice Chair and Secretary will be elected from the Local Partnership Forum. Best practice requires these three officers to come from different staff organisations.

5.3 Chairs

- 5.3.1 The Management and Staff Organisation Chair will chair the Local Partnership Forum. This will be done on a rotational basis. In the absence of the Chair(s) the Vice Chair(s) will act as Chair. The Chairs shall work in partnership with each other and, as appropriate, with the Chairs of the Board's other advisory groups. Supported by the Board Secretary, Chairs shall ensure that key and appropriate issues are discussed by the Local Partnership Forum in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

5.4 Joint Secretaries

- 5.4.1 Each side of the Local Partnership Forum should appoint/elect its own Joint Secretary. The Management and Staff Organisation Secretary will be responsible for the preparation of the agendas and minutes of the meetings held, and for obtaining the agreement of the Management and Staff Organisation Chairs.
- 5.4.2 The Director of Workforce and Organisational Development will act as Management Secretary and will be responsible for the maintenance of the constitution of the membership, the circulation of agenda and minutes and notification of meetings.

5.5 Other Groups

- 5.5.1 When it is considered appropriate, the Local Partnership Forum can decide to appoint a Group to hold detailed discussion on a particular issue(s). Nominated representatives to Groups will communicate and report regularly to the Local Partnership Forum.

6) Agenda and Papers

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Executive Director of Workforce and Organisation Development) at least six weeks before the meeting date.
- 6.2 The agenda will be based around the Advisory Group work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Advisory Group members. Following approval, the agenda and timetable for request of papers will be circulated to all Advisory Group members.
- 6.3 All papers must be approved by the Executive Lead.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two working days of the meeting. The minutes and table of actions will be circulated to the Advisory Group Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.
- 6.6 Members must forward amendments to the Advisory Group Secretary within the next seven days. The Advisory Group Secretary will then forward the final version to the Advisory Group Chair for final review.

7) In Committee

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8) Meetings

- 8.1 Meetings will be held on a quarterly however this may be changed to reflect the need of either Health Board Management or Staff Representatives.
- 8.2 The business of the meeting shall be restricted to matters pertaining to Local Partnership Forum issues and should include local operational issues. Board wide strategic issues and issues that have all Wales wide implications shall be referred to the Welsh Partnership Forum via the Board.
- 8.3 The Local Partnership Forum has the capacity to co-opt others onto the Local Partnership Forum or its Group as deemed necessary by agreement.

9) Reporting

- 9.1 The Advisory Group, through its Chair and members, shall work closely with the other Committees and Advisory Groups to provide advice and assurance to the Board through joint planning and co-ordination of Board and Advisory Group business including sharing of information.
- 9.2 The Advisory Group Chair, supported by the Advisory Group Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Advisory Group's activities.
 - Bring to the Board's specific attention any significant matter under consideration by the Committee.
 - Ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Advisory Group will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

10) Accountability, Responsibility and Authority

- 10.1 Although the Board has delegated authority to the Local Partnership Forum for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Local Partnership Forum is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
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11) Review Date

- 11.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

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

Appendix 2

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 member

Appendix 3

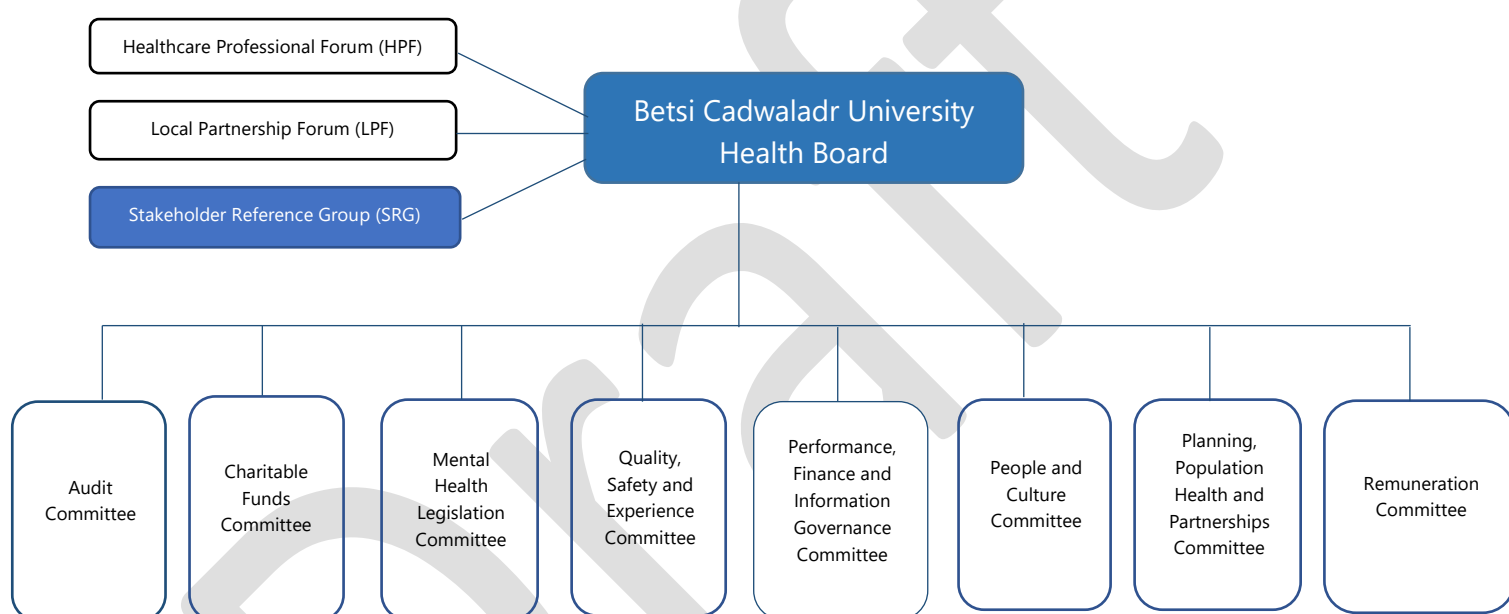
List of Recognised Trade Unions / Professional Bodies referred to as 'staff organisations'

The following Staff Organisations (Trade Union and Professional Organisations) are recognised as staff organisations for the purposes of the Local Partnership Forum.

- Britain's General Union (GMB)
- British Association of Occupations Therapists
- British Dental Association
- British Dietetic Association
- British Medical Association
- British Orthoptic Society
- Chartered Society of Physiotherapy
- Federation of Clinical Scientists
- Royal College of Midwives
- Royal College of Nursing
- Society of Chiropodists & Podiatrists
- Society of Radiographers
- Unison
- Unite

STAKEHOLDER REFERENCE GROUP

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
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1) Introduction

- 1.1 The Board has a statutory duty to take account of representations made by persons who represent the interests of the communities it serves. To help discharge this duty the Board has appointed Advisory Groups to provide advice to the Board in the exercise of its functions. The Board Advisory Groups include the Stakeholder Reference Group. The detailed operating arrangements in respect of this Advisory Group are set out below.

2) Purpose

- 2.1 The role of the Stakeholder Reference Group is to provide independent advice on any aspect of Health Board business. This may include:
- Early engagement and involvement in the determination of the Health Board's overall strategic direction
 - Provision of advice on specific service proposals prior to formal consultation; as well as
 - Feedback on the impact of the Health Board's operations on the communities it serves.

3) Responsibilities of the Advisory Group and Delegated Powers

- 3.1 The Stakeholder Reference Group provides a forum to facilitate full engagement and active debate amongst stakeholders from across the communities served by the Health Board, with the aim of reaching and presenting a cohesive and balanced stakeholder perspective to inform the Health Board's decision making.
- 3.2 The Stakeholder Reference Group's role is distinctive from that of Llais, who have a statutory role in representing the interests of patients and the public in their areas. The Stakeholder Reference Group shall represent those stakeholders who have an interest in, and whose own role and activities may be impacted by the decisions of the Health Board. Membership may include community partners, provider organisations, special interest and other groups operating within the Health Board's area.
- 3.3 It does not cover those stakeholders whose interests are represented within the remit of other Advisory Groups established by the Health Board e.g., the Healthcare Professionals Forum and Local Partnership Forum.
- 3.4 In addition to the provisions in 3.2 above the Board must set out, the relationships and accountabilities with others, such as the Regional Partnership Board.

4) Membership

- 4.1 The membership of the Stakeholder Reference Group, including the approval of nominations to the Group; the appointment of Chair and Vice Chair; definition of member

roles, powers and terms and conditions of appointment (including remuneration and reimbursement) will be determined by the Board, taking account of the views of its stakeholders.

- 4.2 There shall be no minimum or maximum requirement in terms of membership size. In determining the number of members, the Board shall take account of the need to ensure the Stakeholder Reference Group's size is optimal to ensure focused and inclusive activity.
- 4.3 Membership must be drawn from within the area served by Health Board, and shall ensure involvement from a range of bodies and groups operating within the communities serviced by the Health Board. Where the Board determines it appropriate, the Health Board may extend membership to individuals in order to represent a key stakeholder group where there are not already formal bodies or groups established or operating within the area and who may represent the interests of these stakeholders on the Stakeholder Reference Group.
- 4.4 In determining the overall size and composition of the Stakeholder Reference Group, the Board must take account of the:
- Demography of the areas served by the Health Board
 - Need to encourage and reflect the diversity of the locality, to incorporate different ages, race, religion and beliefs, sexual orientation, gender, including transgender, disability and socio-economic status. Where appropriate, the Health Board shall support positive action to increase representation
 - Balance needed in both the range of difference stakeholders and the geographical areas covered, taking particular care to avoid domination by any particular stakeholder type or geographical area
 - Design and operation of the partnership/stakeholder fora already influencing the work of the Health Board at local community levels
 - Need to complement, and not duplicate the work of Llais
 - Need to guard against the over involvement of particular stakeholders through their roles across the range of partnership/stakeholder arrangements in place.
- 4.5 The Board shall keep under review the size and composition of the Stakeholder Reference Group to ensure it continues to reflect an appropriate balance in stakeholder representation.

5) Member Responsibilities and Accountability

5.1 The Chair

- 5.1.1 The Chair is responsible for the effective operation of the Stakeholder Reference Group:
- Chairing Group meetings
 - Establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all Group business is conducted in accordance with its agreed operating arrangements; and

- Developing positive and professional relationships amongst the Group's membership and between the Group and the Health Board and its Chair and Chief Executive.

5.1.2 The Chair shall work in close harmony with the Chairs of the Health Board and other advisory groups, and, supported by the Director of Corporate Governance, shall ensure that key and appropriate issues are discussed by the Group in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

5.1.3 As Chair of the Stakeholder Reference Group, they may also be an Associate Member of the Health Board. The Chair is accountable for the conduct of their role as Associate Member on the Health Board to the Minister, through the Health Board Chair. They are also accountable to the Health Board for the conduct of business in accordance with the governance and operating framework set by the Health Board.

5.2 The Vice Chair

5.2.1 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, and this deputisation includes acting in the role of Associate Member of the Health Board.

5.2.2 The Vice Chair is accountable, through the Stakeholder Reference Group Chair to the Health Board, for their performance as Vice Chair, and to their nominating body or grouping for the way in which they represent their views at the Stakeholder Reference Group.

5.3 Members

5.3.1 The Stakeholder Reference Group shall function as a coherent Advisory Body, all members being full and equal members and sharing responsibility for the decisions of the Stakeholder Reference Group

5.3.2 All members must:

- Be prepared to engage with and contribute fully to the Stakeholder Reference Group's activities and in a manner that upholds the standards of good governance – including the values and standards of behaviour – set for the NHS in Wales
- Comply with their terms and conditions of appointment
- Equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes
- Promote the work of the Stakeholder Reference Group within the communities it represents.

5.3.3 Stakeholder Reference Group members are accountable, through the Stakeholder Reference Group Chair to the Health Board for their performance as Group

members, and to their nominating body or grouping for the way in which they represent the views of their body or grouping at the Stakeholder Reference Group.

5.3.4 The following should attend Advisory Group meetings:

IN ATTENDANCE
Executive Lead - Director of Partnerships, Engagement and Communications
Other Exec Directors as requested by the Chair
The SRG requires engagement from many Health Board colleagues and this will be determined by the Chair and Exec Director lead
Secretariat – As determined by the Director of Corporate Governance

5.3.5 The membership is based upon nominations received from stakeholder bodies / groups and the current sectors represented are shown in Appendix 1.

6) Appointment and Terms of Office

- 6.1 Appointments to the Stakeholder Advisory Group shall be made by the Board, based upon nominations received from stakeholder bodies / groups. The Board may seek independent expressions of interest to represent a key stakeholder group where it has determined that formal bodies or groups are not already established or operating within the area that may represent the interests of these stakeholders on the Stakeholder Reference Group.
- 6.2 The nomination and appointment process shall be open and transparent, and in accordance with any specific requirements or directions made by the Welsh Ministers. The appointments process shall be designed in a manner that meets the communication and involvement needs of all stakeholders eligible for appointment.
- 6.3 The Director of Corporate Governance, on behalf of the Chair of the Board, will oversee the process of nomination and appointment to the Stakeholder Reference Group.
- 6.4 Members shall be appointed for a period specified by the Board, but for no longer than three (3) years in any one term. Those members can be reappointed but may not serve a total period of more than five (5) years consecutively. The Board may, where it considers it appropriate, make interim or short term appointments to the Stakeholder Reference Group to fulfil a particular purpose or need.
- 6.5 The **Chair** shall be nominated from within the membership of the Stakeholder Reference Group, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration by the Health Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. The appointment as Chair shall be made by the Minister, but it shall not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.

- 6.6 The Chair's term of office shall be for a period of up to two (2) years, with the ability to stand as Chair for an additional one (1) year, in line with that individual's term of office as a member of the Stakeholder Reference Group. That individual may remain in office for the remainder of their term as a member of the Stakeholder Reference Group after their term of appointment as Chair has ended.
- 6.7 The **Vice Chair** shall be nominated from within the membership of the Stakeholder Reference Group, by its members in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration and appointment by the Health Board. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board. In the Stakeholder Reference Group Chair's absence, the Vice Chair shall also perform the role of Associate Member on the Health Board. The appointment of the Vice Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 6.8 The Vice Chair's term of office shall be for a period of up to two (2) years, with the ability to stand as Vice Chair for an additional one (1) year, in line with that individual's term of office as a member of the Stakeholder Reference Group. That individual may remain in office for the remainder of their term as a member of the Stakeholder Reference Group after their term of appointment as Vice Chair has ended.
- 6.9 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform the Stakeholder Reference Group 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 Board in writing of any such cases immediately.
- 6.10 The Health Board will require Stakeholder Reference Group members to confirm in writing their continued eligibility on an annual basis.
- 6.11 Resignation, suspension and removal of members**
- A member of the may resign office at any time during the period of appointment by giving notice in writing to the Stakeholder Reference Group Chair and the Board.
 - If the Board, having consulted with the Stakeholder Reference Group Chair and the nominating body or group, considers that:
 - It is not in the interests of the health service in the area covered by the Stakeholder Reference Group that a person should continue to hold office as a member; or
 - It is not conducive to the effective operation of the Stakeholder Reference Group it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.
 - A nominating body or group may request the removal of a member appointed to the Stakeholder Reference Group to represent their interests by writing to the Board setting out an explanation and full reasons for removal.

- If an Stakeholder Reference Group member fails to attend any meeting of the Group for a period of six months or more, the Board may remove that person from office unless they are satisfied that:
 - The absence was due to a reasonable cause; and
 - The person will be able to attend such meetings within such period as the Board considers reasonable.
- Before making a decision to remove a person from office, the Board may suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

6.12 Relationship with the Board

- The Stakeholder Reference Group's main link with the Board is through the Stakeholder Reference Group Chair's membership of the Board as an Associate Member.
- The Board may determine that designated Board members or Health Board officers shall be in attendance at Advisory Group meetings. The Stakeholder Reference Group's Chair may also request the attendance of Board members or Health Board officers, subject to the agreement of the Health Board Chair.
- The Board shall determine the arrangements for any joint meetings between the Health Board and the Stakeholder Reference Group.
- The Board's Chair shall put in place arrangements to meet with the Stakeholder Reference Group Chair on a regular basis to discuss the Stakeholder Reference Group's activities and operation.

6.13 Relationship between the Stakeholder Reference Group and others.

- The Board must ensure that the Stakeholder Reference Group's advice represents a balanced, co-ordinated stakeholder perspective from across the local communities served by the Health Board.
- The Stakeholder Reference Group shall:
 - Ensure effective links and relationships with other advisory groups, local and community partnerships and other key stakeholders who do not form part of the Stakeholder Reference Group membership
 - Ensure its role, responsibilities and activities are known and understood by others; and
 - Take care to avoid unnecessary duplication of activity with other bodies/groups with an interest in the planning and provision of NHS services, e.g., Regional Partnership Boards.

6.14 Working with Llais

- The Stakeholder Reference Group shall make arrangements to ensure designated Llais members receive the Stakeholder Reference Group's papers and are invited to attend Stakeholder Reference Group meetings.

- The Stakeholder Reference Group shall work together with Liaisons within the area covered by the Health Board to engage and involve those within the local communities served whose views may not otherwise be heard.

7) Quorum

- 7.1 The Standing Order's on which these Terms of Reference are based do not specify a quorum for Stakeholder Reference Group's, however it is considered to be good governance that at least one quarter of the agreed membership must be present to ensure the quorum of the Stakeholder Reference Group and must include the Chair or Vice Chair of the Group. If a meeting is not quorate, any decisions made must be ratified at the next meeting of the Stakeholder Reference Group.

8) Agenda and Papers

- 8.1 The Advisory Group Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Director of Partnerships, Engagement and Communications) at least six weeks before the meeting date.
- 8.2 The agenda will be based around the Advisory Group work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Advisory Group members. Following approval, the agenda and timetable for request of papers will be circulated to all Advisory Group members.
- 8.3 All papers must be approved by the Executive Lead.
- 8.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 8.5 A draft table of actions will be issued within two working days of the meeting. The minutes and table of actions will be circulated to the Advisory Group Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.
- 8.6 Members must forward amendments to the Advisory Group Secretary within the next seven days. The Advisory Group Secretary will then forward the final version to the Advisory Group Chair for final review.

9) Meetings

- 9.1 The Stakeholder Reference Group will meet quarterly and an annual schedule of meetings will be determined by the corporate calendar.
- 9.2 The Stakeholder Reference Group may be convened at short notice if requested by the Chair.

- 9.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Stakeholder Reference Group in discussion with the Director of Partnerships, Engagement and Communications.
- 9.4 The Stakeholder Reference Group may, subject to the approval of the Health Board, establish Groups to carry out on its behalf specific aspects of Stakeholder Reference Group business.
- 9.5 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 therefore requires, wherever possible, the Stakeholder Reference Group to hold meetings in public unless there are specific, valid reasons for not doing so.
- 9.6 The Stakeholder Reference Group secretariat shall be determined by the Director of Corporate Governance.

10) In Committee

- 10.1 The Stakeholder Reference Group can operate with a 'closed' function to receive updates on the management of sensitive and /or confidential information.

11) Reporting and Assurance Arrangements

- 11.1 The Advisory Group, through its Chair and members, shall work closely with the other Committees and Advisory Groups to provide advice and assurance to the Board through joint planning and co-ordination of Board and Advisory Group business including sharing of information.
- 11.2 The Advisory Group Chair, supported by the Advisory Group Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Advisory Group's activities.
 - Bring to the Board's specific attention any significant matter under consideration by the Committee.
 - Ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 11.3 The Advisory Group will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

12) Accountability, Responsibility and Authority

- 12.1 Although the Board has delegated authority to the Stakeholder Reference Group for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 12.2 The Stakeholder Reference Group is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 12.3 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Stakeholder Reference Group.

13) Review Date

- 13.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

Appendix 1

The membership is made up of representatives from the following sectors:

Third Sector	6 places
Independent Sector	1 place
Town / Community Councils	1 place
Housing Associations	1 place
Carers	1 place
Local Authorities	6 places
Disability / Equality	1 place
North Wales Regional Equality Network	1 place
Hospices	1 place
LGBTQ	1 place
TOTAL	20

This membership will be reviewed by the Chair and Director of Partnerships, Engagement and Communication on an annual basis.