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Bwrdd Iechyd
Addysgu Powys
Powys Teaching
Health Board

Model Standing Orders

Reservation and Delegation of Powers

For Local Health Boards

ADOPTED BY POWYS TEACHING HEALTH BOARD – MAY 2024
REVISED MAY 2025 & JANUARY 2026

Schedule 4

BOARD COMMITTEE ARRANGEMENTS

This Schedule forms part of, and shall have effect as if incorporated in the Local Health Board Standing Orders

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Audit, Risk and Assurance Committee

Terms of Reference & Operating Arrangements

Approved May 2025

1. INTRODUCTION

1.1 Section 2 of Powys Teaching Health Board's (referred to in this document as 'PTHB' or the 'health board') Standing Orders provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the THB either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees".

1.2 The Board has established a committee to be known as the **Audit, Risk and Assurance** (referred to throughout this document as 'the Committee'). The Committee has been established in order to enable the scrutiny and review of matters related to audit, financial accounting, assurance and risk management, to a level of depth and detail not possible in Board meetings. The Terms of Reference and operating arrangements set by the Board in respect of this committee are provided below.

2. PURPOSE

2.1 The purpose of the Committee is to support the Board and Accounting Officer by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report by:

- independently monitoring, reviewing and reporting to the Board on the processes of governance, risk management and internal control in accordance with the standards of good governance determined for the NHS in Wales;
- advising the Board and the Accountable Officer on where, and how, its system of assurance may be strengthened and developed further;
- Maintaining an appropriate financial focus demonstrated through robust financial reporting and maintenance of sound systems of internal control; and

- Working with the other committees of the Board to provide assurance that governance and risk managements arrangements are adequate and part of an embedded Board Assurance Framework that is 'fit for purpose'.

3. DELEGATED POWERS AND AUTHORITY

3.1 The Audit, Risk and Assurance Committee will advise the Board and Accountable Officer on:

- the design, operation and effectiveness of strategic processes for risk management, internal control and corporate governance across the whole of the organisation's activities;
- the Annual Accountability Report, which includes the Annual Governance Statement;
- the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors;
- the planned activity and results of internal and external audit;
- adequacy of management response to issues identified by audit activity, including external audit's management letter;
- assurances relating to the management of risk and corporate governance requirements for the organisation;
- systems for financial reporting to the Board (including those of budgetary control);
- proposals for tendering for the purchase of audit and non-audit services from contractors who provide audit services; and
- anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.

The Audit, Risk and Assurance Committee will also periodically review its own effectiveness and report the results of that review to the Board.

3.2 The Committee's workplan will include:

A report regarding the system of risk and assurance in operation within the Health Board, this may include:

- any significant changes to the organisations framework for managing risk
- any significant changes to the organisations framework for managing board assurance
- progress updates in relation to the ongoing development and integration of risk and assurance systems and processes
- a progress report from the Head of Internal Audit summarising:
 - ✓ work performed (and a comparison with work planned);
 - ✓ key issues emerging from the work of internal audit;
 - ✓ management response to audit recommendations;
 - ✓ changes to the agreed internal audit plan; and
 - ✓ any resourcing issues affecting the delivery of the objectives of internal audit
- a progress report (written/verbal) from the External Audit representative summarising work done and emerging findings (this may include, where relevant to the organisation, aspects of the wider work carried out by the Wales Audit Office, for example, Value for Money reports and good practice findings)
- management assurance reports
- reports (where appropriate) on action taken within the Board's Scheme of Delegation as regards:
 - use of single tender waivers
 - extensions of contracts:
 - writing off of losses; or
 - the making of special payments
- A report summarising progress in the implementation of audit recommendations, together with a copy of the Audit Recommendations Tracker

and when appropriate the Committee will be provided with:

- proposals for the terms of reference of internal audit / the internal audit charter
- the internal audit strategy

- the Head of Internal Audit's Annual Opinion and Report
- quality assurance reports on the internal audit function
- the draft accounts of the organisation
- the draft Annual Accountability Report which includes the Annual Governance Statement
- a report on any changes to accounting policies
- external Audit's management letter
- a report on any proposals to tender for audit functions
- a report on co-operation between internal and external audit
- the organisation's Risk Management strategy and Board Assurance Framework
- regular reporting on Information Governance arrangements to ensure compliance with statutory obligations in relation to data protection legislation, national frameworks and good practice,
- periodic reporting on Post Payment Verification Audits
- periodic reporting on financial controls
- periodic reporting on declarations of interest and gifts and hospitality; and
- annual review of the Board's Standing Orders and Standing Financial Instructions, monitoring compliance and reporting any proposed changes to the Board for consideration and approval.
- assurance reporting regarding arrangements for the performance management of digital and information management and technology (IM&T) systems including:
 - the monitoring of digital related objectives and priorities as set out in the Board's Integrated Plan; and
 - the monitoring of the annual business plan for IM&T.

3.3 In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions,

but will not be limited to these. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of good governance, risk management and internal control, together with indicators of their effectiveness.

3.4 The Committee's programme of work will also be designed to provide assurance that:

- there is an effective internal audit function that meets the standards set for the provision of internal audit in the NHS in Wales and provides appropriate independent assurance to the Board and the Accountable Officer through the Committee;
- there is an effective counter fraud service that meets the standards set for the provision of counter fraud in the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer through the Committee;
- there is an effective clinical audit and quality improvement function that meets the standards set for the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer through the Patient Experience, Quality & Safety Committee;
- there are effective arrangements in place to secure active, ongoing assurance from management with regard to their responsibilities and accountabilities, whether directly to the Board and the Accountable Officer or through the work of the Board's committees;
- the work carried out by key sources of external assurance, in particular, but not limited to the health board's external auditors, is appropriately planned and co-ordinated and that the results of external assurance activity complements and informs (but does not replace) internal assurance activity;
- the work carried out by the whole range of external review bodies is brought to the attention of the Board, and that the organisation is aware of the need to comply with related standards and recommendations of these review bodies, and the risks of failing to comply; and
- the results of audit and assurance work specific to the health boards, and the implications of the findings of wider audit and assurance activity relevant to the Health Boards's operations,

are appropriately considered and acted upon to secure the ongoing development and improvement of the organisations governance arrangements.

Authority

- 3.5 The Committee is authorised by the Board to investigate or have investigated any activity 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 any relevant information from any:
- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
 - any other committee, subcommittee or group set up by the Board to assist it in the delivery of its functions.
- 3.6 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary (subject to the Board's procurement, budgetary and any other applicable standing requirements).

Access

- 3.7 The Head of Internal Audit and the Engagement Partner/Audit Manager of External Audit shall have unrestricted and confidential access to the Chair of the Audit Committee.
- 3.8 The Committee will meet with Internal and External Auditors and the nominated Local Counter Fraud Specialist without the presence of officials on at least one occasion each year.
- 3.9 The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

- 3.10 The Committee may, subject to the approval of the LHB Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

4. MEMBERSHIP

Members

4.1 Membership will comprise:

Chair	Independent Member of the Board
Vice Chair	Independent Member of the Board
Members	Independent Member of the Board x 2

Additional Independent Members of the Board may be appointed if required.

The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

Attendees

4.2 In attendance: The following members of the Executive Team will be regular attendees:

- The Accountable Officer
- Executive Director of Finance, Capital and Support Services
- Director of Corporate Governance / Board Secretary

Other attendees will be:

- Head of Internal Audit
- Local Counter Fraud Specialist
- Representative of the Auditor General/External Audit

4.3 By invitation: The Committee Chair may extend invitations to attend committee meetings to the following:

- other Executive Directors not listed above;
- other Senior Managers
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter and
- representatives from Llais on an observer basis.

Secretariat

4.4 The secretariat for the Committee will be provided by the Corporate Governance Team.

Member Appointments

4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of PTHB - taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government.

4.6 Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board.

4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of PTHB.

Support to Committee Members

4.8 The Director of Corporate Governance / Board Secretary, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5. COMMITTEE MEETINGS

Quorum

5.1 At least **three** members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.

5.1 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

- 5.2 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than four times a year, and in line with the Health Board's annual plan of Board Business.
- 5.3 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

- 5.2 Section 3.1 of PTHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
 - meetings may be held virtually with opportunities extended to the public to observe meetings held virtually on request;
 - issue an annual programme of meetings (including timings and venues) and its annual programme of business;
 - publish agendas and papers on the Health Board's website in advance of meetings;
 - ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read;
 - where appropriate items may be included as 'consent' items (items that do not require discussion or debate either because they are routine or have already been unanimously agreed. A Consent agenda allows the Committee to approve all these items together without discussion which can free up the meeting for more substantial discussion. When using a Consent Agenda, the Chair will invite members to request a discussion on any item on the Consent Agenda. If a request is made this item will move onto the Main Agenda for discussion); and
 - through PTHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

Withdrawal of individuals in attendance

5.5 There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g., business that relates to a confidential matter. In such cases the Chair (advised by the Director of Corporate Governance / Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee shall resolve:

That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest in accordance with Section 1(2) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

Other meeting arrangements

5.6 Committee meetings will be held via virtual means unless otherwise specified.

Should a meeting be held in person this will be agreed by the Chair and confirmed in advance by the Director of Corporate Governance/Board Secretary. In-person meeting arrangements will be co-ordinated and communicated by the Corporate Governance Team.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for the audit and assurance. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

6.2 The Committee, through its Chair and members, shall work closely with the Board’s other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business (holding joint meetings where appropriate);
- sharing of appropriate information; and
- appropriate escalation of concerns.

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

- 6.3 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework and Standards of Behaviour Policy, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

7.1 The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, and the submission of written assurance reports;
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the Chair of PTHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g. Annual General Meeting, or to community partners and other stakeholders, where this is considered appropriate, e.g. where the committee's assurance role relates to a joint or shared responsibility.

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

7.3 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in PTHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum
 - Issue of Committee papers (some papers are confidential)

9. CHAIR'S ACTION ON URGENT MATTERS

- 9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance / Board Secretary as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two other Independent Members of the Committee. The Director of Corporate Governance / Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.
- 9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

- 10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair will report any changes to the Board for ratification.



Finance and Performance Committee

Terms of Reference & Operating Arrangements

Approved May 2025

1. INTRODUCTION

- 1.1 Section 2 of the Standing Orders of the Powys Teaching Health Board (referred to throughout this document as 'PTHB', the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health Board either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of its business extends equally to the work carried out on its behalf by committees".

- 1.2 In-line with Standing Orders and the Board's Scheme of Delegation and Reservation of Powers, the Health Board has established a committee to be known as the **Finance and Performance Committee** (referred to throughout this document as 'the Committee'). The Terms of Reference and operating arrangements set by the Board in respect of this committee are set out below.

2. PURPOSE

- 2.1 The scope of the Committee extends to the full range of PTHB responsibilities. This encompasses the delivery and performance management of all directly provided and commissioned services. The purpose of the Committee is to provide advice and assurance to the Board on the effectiveness of arrangements in place for securing the achievement of the Board's aims and objectives, in accordance with the standards of good governance determined for the NHS in Wales. In doing so, the Committee will seek assurance that there is ongoing development of an improving performance culture which continuously strives for excellence and focuses on improvement in all aspects of the health board's business, in line with the Board's Framework for Improving Performance.

ADVICE

- 2.2 The Committee will provide accurate, evidence based (where possible) and timely advice to the Board and its committees in respect of the ongoing development of an improving performance culture which continuously strives for excellence and focuses on improvement in all aspects of the Health Board's business, in line with the Board's Framework for Improving Performance.

2.3 **ASSURANCE**

In respect of the achievement of the Boards' strategic aims, objectives and priorities, the Committee will seek assurances:

- a. on timely and appropriate access to health care services to achieve the best health outcomes within agreed targets, for directly provided and commissioned services;
- b. on performance against national and locally set quality and safety measures of care together with compliance to legislative requirements ensuring services are safe, personal, effective and continuously improving;
- c. that services are improving efficiency and productivity, and financial plans are being delivered;
- d. risks are suitably identified, mitigated and residual risks controlled, and corrective actions are taken as required to sustain or improve performance.

3. DELEGATED POWERS AND AUTHORITY

3.1 With regard to specific powers delegated to it by the Board, the Committee will play a key role in monitoring the achievement of the Board's strategic aims, objectives and priorities and will:

A. Seek assurance that arrangements for **financial management** and **financial performance** are sufficient, effective and robust, including:

- the allocation of revenue budgets, based on allocation of funding and other forecast income;
- the monitoring of financial performance against revenue budgets and statutory financial duties;
- the monitoring of performance against capital budgets;
- the monitoring of progress against savings plans, cost improvement programmes and implementation of the efficiency framework;
- the monitoring of budget expenditure variance and the corrective actions being taken to improve performance;
- the monitoring of activity and financial information for external contracts to ensure performance within specified contract terms, conditions and quality thresholds;
- the monitoring of arrangements to ensure efficiency, productivity and value for money;
- the monitoring of delivery against the agreed Discretionary Capital Programme; and
- the adequacy of standing financial instructions, including the application of capital and estates controls.

B. Seek assurance that arrangements for the **performance management** and **accountability** of **directly provided** and **commissioned services** are sufficient, effective and robust, including:

- the ongoing implementation of the Board's Framework for Improving Performance, enabling appropriate action to be taken when performance against set targets deteriorates, and support and promote continuous improvement in service delivery;
- the monitoring of performance information against the Board's Well-being and Enabling Objectives and associated outcomes;
- the monitoring of performance information against National Outcome Frameworks, including the NHS Wales Outcomes Framework, the Public Health Outcomes Framework and the Social Services Outcomes Framework, developed in-line with the Wellbeing of Future Generations Act and the Social Services Wellbeing Act;
- the monitoring of performance information across directly provided services including outpatients, theatres, community and inpatient services, mental health and LD, women and children's services;
- the monitoring of performance information across commissioned services including Primary Care, outpatients, community and inpatient services, mental health, women and children's services, NHS Wales Joint Commissioning Committee and NHS Wales Shared Services Partnership;
- the monitoring of poor performance through effective and comprehensive exception reporting, including trajectories for improved performance; and
- the review of performance through comparison to best practice and peers and identifying areas for improvement.

C. Seek assurance that arrangements for **information management** are sufficient, effective and robust, including:

- the monitoring of information related objectives and priorities as set out in the Board's IMTP and Annual Plan;

D. Seek assurance that arrangements for the **Health and Safety** of all employees and of those who may be affected by work-related activities, such as patients, members of the public, volunteers, contractors etc. are sufficient, effective and robust

E. Seek assurance that arrangements for the **performance management of capital, estates and support services related standards and systems** are sufficient, effective and robust, including:

- the monitoring of capital and estates related objectives and priorities as set out in the Board's IMTP and Annual Plan;
- the monitoring of compliance with Health Technical Memorandums;
- the monitoring of progress in delivery Board-approved capital business cases and programmes of work.
-

3.1 The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in-line with the Board's Management of Policies and Other Written Control Documents Policy and Scheme of Delegation and Reservation of Powers.

3.2 The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Strategic Risk Register.

Authority

3.4 The Committee is authorised by the Board to investigate or have investigated any activity 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 any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
- any other committee, sub committee or group set up by the Board to assist it in the delivery of its functions.

3.5 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary (subject to the Board's procurement, budgetary and any other applicable standing requirements).

Access

3.6 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.

3.7 The Chair of the Committee shall have reasonable access to

Executive Directors and other relevant senior staff.

Sub Committees

3.8 The Committee may, subject to the approval of the Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

Committee Programme of Work

3.9 Each year the Board will determine the Committee's priorities for its annual programme of work, based on the Board's Assurance Framework and Strategic Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

4. MEMBERSHIP

Members

4.1 Membership will comprise:

Chair	Vice Chair of the Board
Vice Chair	Independent Member of the Board
Members	Independent Members of the Board x2

Additional Independent Members of the Board may be appointed if required.

The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

Attendees

4.2 In attendance: The following Executive Directors of the Board will be regular attendees:

- Executive Director of Finance, Capital and Support Services (Joint Officer Lead)
- Executive Director of Commissioning, Performance and Planning (Joint Officer Lead)
- Executive Director of People and Culture

- Executive Director of Primary Care, Community and Mental Health
- Executive Director of Therapies and Health Sciences

4.3 **By invitation:**

The Committee Chair extends an invitation to the PTHB Chair and Chief Executive to attend committee meetings.

The Committee Chair will extend invitations to attend committee meetings, dependent upon the nature of business, to the following:

- other Executive Directors not listed above;
- other Senior Managers and
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

4.4 The secretariat for the Committee will be provided by the Corporate Governance Team.

Member Appointments

4.6 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of PTHB - taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government.

4.7 Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board.

4.8 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of PTHB.

Support to Committee Members

4.9 The Director of Corporate Governance/Board Secretary, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least **three** members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.
- 5.2 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

- 5.3 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than six times a year, and in line with the Health Board's annual plan of Board Business.
- 5.4 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

- 5.5 Section 3.1 of PTHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
 - meetings may be held virtually with opportunities extended to the public to observe meetings held virtually on request;
 - issue an annual programme of meetings (including timings and venues) and its annual programme of business;
 - publish agendas and papers on the Health Board's website in advance of meetings;
 - ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read;
 - where appropriate items may be included as 'consent' items (items that do not require discussion or debate either because they are routine or have already been unanimously agreed. A Consent Agenda allows the Committee to approve all these items together without discussion which can free up the meeting for more substantial discussion. When using a

Consent Agenda, the Chair will invite members to request a discussion on any item on the Consent Agenda. If a request is made this item will move onto the Main Agenda for discussion); and

- through PTHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

Withdrawal of individuals in attendance

5.6 There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g., business that relates to a confidential matter. In such cases the Chair (advised by the Director of Corporate Governance / Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee shall resolve:

That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest in accordance with Section 1(2) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

Other meeting arrangements

5.7 Committee meetings will be held via virtual means unless otherwise specified.

Should a meeting be held in person this will be agreed by the Chair and confirmed in advance by the Director of Corporate Governance/Board Secretary. In-person meeting arrangements will be co-ordinated and communicated by the Corporate Governance Team.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions (as set out within these terms of reference), the Board retains overall responsibility and accountability for all matters relating to delivery and performance. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

6.2 The Committee will work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business (holding joint meetings where appropriate);
- sharing of appropriate information; and
- applicable escalation of concerns.

in doing so, this contributes to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

6.3 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

7.1 The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, and the submission of written assurance reports;
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the Chair of PTHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g., Annual General Meeting, or to community partners and other stakeholders, where this is considered appropriate, e.g., where the committee's assurance role relates to a joint or shared responsibility.

7.3 The Director of Corporate Governance/Board Secretary shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of further committees established.

7.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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

- Quorum

9. CHAIR'S ACTION ON URGENT MATTERS

9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance/Board Secretary as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two other Independent Members of the Committee. The Director of Corporate Governance/Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair Director of Corporate Governance will report any changes to the Board, for approval.



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Powys Teaching
Health Board

Patient Experience, Quality and Safety Committee

Terms of Reference & Operating Arrangements

Approved May 2025

1. INTRODUCTION

- 1.1 Section 2 of the Standing Orders of the Powys Teaching Health Board (referred to throughout this document as 'PTHB', the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health Board either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of its business extends equally to the work carried out on its behalf by committees".

- 1.2 The Health Board has established a committee to be known as the **Patient Experience, Quality and Safety Committee** (referred to throughout this document as 'the Committee'). The Terms of Reference and operating arrangements set by the Board in respect of this committee are provided below.

2. PURPOSE

- 2.1 The scope of the Committee extends to the full range of PTHB responsibilities. This encompasses all areas of patient experience, quality and safety relating to patients, carers and service users, within directly provided services and commissioned services. The Committee will embrace the Health and Care Quality Standards as the Framework in which it will fulfil its purpose:

- Safe
- Effective
- Timely
- Person Centred
- Efficient
- Equitable

2.1 ADVICE

The Committee will provide accurate, evidence based (where possible) and timely advice to the Board and its committees in respect of the development of the following matters, consistent with the Board's overall strategic direction

- Citizen Experience; and
- Quality and Safety of directly provided and commissioned services.

2.2 ASSURANCE

In respect of the achievement of the Boards' strategic aims, objectives and priorities, the Committee will seek assurances on:

- b. The robustness of the Board's Clinical Quality Framework;
- c. the experience of patients, citizens and carers ensuring continuous learning;
- d. the provision of high quality, safe and effective healthcare within directly provided and commissioned services;
- e. the effectiveness of arrangements in place to support Research and Innovation and
- f. compliance with mental health legislation, including the Mental Health Act 1983 (amended 2007) and the Mental Capacity Act 2005.

3 DELEGATED POWERS AND AUTHORITY

3.3 With regard to the powers delegated to it by the Board, the Committee will:

- A. Seek assurance that the Health Board's has relevant total quality management frameworks in place (via the Integrated Quality and Performance Framework and other associated plans) to ensure quality is central to health board activity, is aligned to national standards and is embedded in practice.
- B. Seek assurance that arrangements for capturing the **experience of patients, citizens and carers** are sufficient, effective and robust, including:
 - the delivery of the Patient Experience Framework;
 - patient experience in primary care; and
 - the implementation of Putting Things Right regulations (to include patient safety incidents, complaints, compliments, clinical negligence claims and inquests) reporting trends, with particular emphasis on ensuring that lessons are learned.
- C. Seek assurance that arrangements for **the provision of high quality, safe and effective healthcare** are sufficient, effective and robust, including:
 - the systems and processes in place to ensure efficient, effective, timely, dignified and safe delivery of directly provided services;

- the commissioning assurance arrangements in place to ensure efficient, effective, timely, dignified and safe delivery of commissioned services;
- the arrangements in place to undertake, review and act on clinical audit activity which responds to national and local priorities;
- the recommendations made by internal and external review bodies, ensuring where appropriate, that action is taken in response;
- the arrangements in place to ensure that there are robust infection, prevention and control measures in place in all settings; receipt of the Medical Appliances Annual Report;
- the development of the board's Duty of Quality Annual Report; and
- performance against key quality focussed performance indicators and metrics.

D. Seek assurance on the arrangements in place to support

Improvement and Innovation, including:

- an overview of the research and development activity within the organisation;
- alignment with the national objectives published by Health and Care Research Wales (HCRW);
- an overview of the quality improvement activity within the organisation.

E. Seek assurance that arrangements for **compliance with mental health legislation** are sufficient, effective and robust, including:

- the Mental Health Act 1983 Code of Practice for Wales and associated regulations;
- the Mental Capacity Act 2005 Code of Practice and associated regulations;
- the Mental Capacity Act 2005 Deprivation of Liberty Safeguards Code of Practice and associated regulations; and
- the Mental Health Measure (Wales) 2010.

3.4 The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in-line with the Board's Management of Policies and Other Written Control Documents Policy and Scheme of Delegation and Reservation of Powers.

- 3.5 The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Strategic Risk Register.

Authority

- 3.4 The Committee is authorised by the Board to investigate or have investigated any activity 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 any relevant information from any:
- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
 - any other committee, sub committee or group set up by the Board to assist it in the delivery of its functions.
- 3.5 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary (subject to the Board's procurement, budgetary and any other applicable standing requirements).

Access

- 3.6 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.
- 3.7 The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

- 3.8 The Committee may, subject to the approval of the Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.
- 3.9 The Committee has established a sub-committee, named the **Mental Health Act Power of Discharge Group**. The purpose of this group is to review and monitor how the operation of the delegated functions under Section 23 of the Mental Health Act 1983 are being exercised. This group will report through to the Patient Experience, Quality & Safety Committee providing assurance in-line with its agreed Terms of Reference.

Committee Programme of Work

- 3.10 Each year the Board will determine the Committee's priorities for its

annual programme of work, based on the Board's Assurance Framework and Strategic Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

4 MEMBERSHIP

Members

4.1 Membership will comprise:

Chair	Vice Chair of the Board
Vice Chair	Independent Member of the Board
Members	Independent Members of the Board x2

Additional Independent members of the Board may be appointed if required.

The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

Attendees

4.2 In attendance: The following Executive Directors of the Board will be regular attendees:

- Executive Director of Nursing, Quality, Women and Family Health (Officer Lead)
- Executive Director of Allied Health Professions, Health Science and Digital
- Executive Medical Director
- Executive Director of Public Health
- Executive Director of Primary Care, Community and Mental Health

4.3 By invitation:

The Committee Chair extends an invitation to the PTHB Chair and Chief Executive to attend committee meetings.

The Committee Chair will extend invitations to attend committee meetings, dependent upon the nature of business, to the following:

- other Executive Directors not listed above;
- other Senior Managers

- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter and
- representatives from Llais on an observer basis

Secretariat

4.5 The secretariat for the Committee will be provided by the Corporate Governance Team.

Member Appointments

4.4 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of PTHB - taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government.

4.5 Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board.

4.6 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of PTHB.

Support to Committee Members

4.7 The Director of Corporate Governance / Board Secretary, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5 COMMITTEE MEETINGS

Quorum

5.4 At least **three** members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.

5.5 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can

invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

- 5.6 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than four times a year, and in line with the Health Board's annual plan of Board Business.
- 5.7 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

- 5.8 Section 3.1 of PTHB Standing Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
 - meetings may be held virtually with opportunities extended to the public to observe meetings held virtually on request;
 - issue an annual programme of meetings (including timings and venues) and its annual programme of business;
 - publish agendas and papers on the Health Board's website in advance of meetings;
 - ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read;
 - where appropriate items may be included as 'consent' items (items that do not require discussion or debate either because they are routine or have already been unanimously agreed. A Consent Agenda allows the Committee to approve all these items together without discussion which can free up the meeting for more substantial discussion. When using a Consent Agenda, the Chair will invite members to request a discussion on any item on the Consent Agenda. If a request is made this item will move onto the Main Agenda for discussion); and
 - through PTHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and

Withdrawal of individuals in attendance

5.6 There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g., business that relates to a confidential matter. In such cases the Chair (advised by the Director of Corporate Governance / Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee shall resolve:

That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest in accordance with Section 1(2) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

Other meeting arrangements

5.7 Committee meetings will be held via virtual means unless otherwise specified.

Should a meeting be held in person this will be agreed by the Chair and confirmed in advance by the Director of Corporate Governance/Board Secretary. In-person meeting arrangements will be co-ordinated and communicated by the Corporate Governance Team.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, the Board retains overall responsibility and accountability for all matters relating to patient experience, quality and safety. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

6.2 The Committee, through its Chair and members, shall work closely with the Board's other committees, joint and sub

committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business (holding joint meetings where appropriate);
- sharing of appropriate information; and
- appropriate escalation of concerns.

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

- 6.3 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

7.1 The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, and the submission of written assurance reports;
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the Chair of PTHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g., Annual General Meeting, or to community partners and other stakeholders, where this is considered appropriate, e.g., where the committee's assurance role relates to a joint or shared responsibility.

7.2 The Director of Corporate Governance / Board Secretary shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of further committees established.

- 7.3 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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

- Quorum

9. CHAIR'S ACTION ON URGENT MATTERS

- 9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance / Board Secretary as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two other Independent Members of the Committee. The Director of Corporate Governance / Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.
- 9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision

10. REVIEW

- 10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair or Director of Corporate Governance will report any changes to the Board, for approval.



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MENTAL HEALTH ACT HOSPITAL MANAGERS POWER OF DISCHARGE GROUP

Terms of Reference and Operating Arrangements

**July 2025 (at Patient Experience, Quality and
Safety Committee)**

1. INTRODUCTION

- 1.1 Powys Teaching Health Board (PTHB) is required under the Mental Health Act (MHA) Code of Practice (para 37.8) to develop a scheme of delegation for the duties identified by the MHA legislation. PTHB has taken a decision to delegate the power of discharge under the MHA to the 'Power of Discharge Group'.
- 1.2 The Power of Discharge Group (PODG) is a Sub-Group of the PTHB Patient Experience, Quality & Safety Committee which is directly accountable to the PTHB Board. The Chair of the PODG must be a member of the Patient Experience, Quality & Safety Committee and will for assurance purposes make regular reports to the Patient Experience, Quality & Safety Committee on the work of the PODG.
- 1.3 The PODG will comprise MHA Hospital Managers who have been independently appointed. The MHA Hospital Managers sit as panels of three or more in order to exercise their power of discharge as detailed in the MHA Code of Practice. The decisions made by the panels are binding and therefore are not required to be ratified by the Patient Experience, Quality & Safety Committee or by the Health Board. However, the procedures and behaviours adopted by the panel are subject to scrutiny and as such the MHA Hospital Managers are accountable to the Board via the Patient Experience, Quality & Safety Committee.
- 1.4 In undertaking these responsibilities, the Health Board is committed to organisational learning and continuous improvement in the effective application of the Mental Health Act.

2. REQUIREMENTS OF THE MHA

- 2.1 The primary purpose of the 1983 Act is to ensure that compulsory measures can be taken, where necessary and justified, to ensure that people who suffer from a mental disorder get the care and treatment they need. Because these provisions place people under compulsion (for example to receive treatment) the 1983 Act also contains a number of safeguards. These include, for example, a right to apply for discharge to the MHA Hospital Managers. MHA Hospital Managers have a central role in operating the provisions of the Act and as detailed above the Health Board has made the decision to delegate this responsibility to the PODG, and assurance will be provided to the Board through monitoring by the Patient Experience, Quality & Safety Committee.

3. PURPOSE

3.1 The purpose of the PODG is to:

- Consider all relevant issues for MHA Hospital Managers to undertake their role in accordance with PTHB and legislative requirements.
- Receive activity monitoring reports on the use of the Mental Health Act.
- Ensure that discharge panels are acting in a fair and reasonable manner and exercised lawfully.
- Consider updates regarding recommendations made during panel hearings.
- Discuss and agree training for MHA Hospital Managers.
- Receive professional advice to support the discharge of the MHA Hospital Manager Role.
- Provide a forum for consideration of any matter impacting on the decision making for discharge of patients detained under the Mental Health Act.
- Receive development/discussion sessions to improve overall knowledge of services.

3.2 The PODG will, in respect of its provision of advice to the Patient Experience, Quality & Safety Committee, comment specifically upon:

- Processes in place to support discharge panels.
- Advise on issues arising from discharge panels and appeals of an unusual or contentious nature.
- Discuss any impact of legislative changes on role of MHA Hospital Managers.
- Highlight any impact of service changes on the ability to undertake the MHA Hospital Manager role effectively.

3.3 To achieve this, the Patient Experience, Quality & Safety Committee shall provide assurance to the Board that:

- MHA Hospital Managers are effectively equipped and trained to undertake their role.
- PTHB provides appropriate support to ensure the Discharge Panels operate effectively.
- PTHB is aware of the impact of any legislative or service changes impacting on the Discharge panel's considerations and recommendations

4. MEMBERSHIP

4.1 The membership of the PODG is as follows: -

Chair	Independent Member (who must be a member of the Patient Experience, Quality & Safety Committee)
Members	All of the Mental Health Act Managers appointed by PTHB
By invitation	The Committee Chair may invite: any other PTHB officials and/or any others from within or outside the organisation

The invitees may be asked to attend all or part of a meeting to assist it with its discussions on any particular matter.

4.2 Secretariat

The secretariat for the PODG will be via the Mental Health Act Administration Team.

4.3 Member Appointments

The membership of the Committee shall be determined by the Patient Experience, Quality & Safety Committee, based on the recommendation of the PODG Chair and the membership of the PODG will be reviewed annually.

5. SUPPORT

5.1 The PODG will receive support from the Mental Health Act Administration Department.

6. MEETINGS

6.1 Quorum

A Quorum of a third of the whole number, including the Independent Member of the Health Board as Chair of the PODG.

6.2 Frequency of Meetings

Meetings shall be held no less than four times a year or more frequently if deemed necessary by the chair of the PODG.

6.3 Other meeting arrangements

Meetings will be held via digital means (Microsoft Teams) as

standard. Should the Group wish to meet in person, this will be confirmed in advance by the Chair and organised by the Mental Health Act Administration Department.

7. RELATIONSHIP AND ACCOUNTABILITIES

7.1 The PODG is directly accountable to the Health Board for its performance in exercising the functions set out in these terms of reference. The accountability is achieved by the appointment of a PODG chair who must be included in the membership of the Patient Experience, Quality & Safety Committee. Accountability will also be achieved by the submission of six-monthly Mental Health Compliance reports to the Patient Experience, Quality & Safety Committee acting on behalf of the Board. The Patient Experience, Quality & Safety Committee will also provide assurance reports to the Board, which will include information relating to its monitoring role of the PODG.

8. REPORTING AND ASSURANCE ARRANGEMENTS

- 8.1 The PODG Chair shall:
- report formally, regularly and on a timely basis to the Patient Experience, Quality & Safety Committee on the PODG's activities. This includes verbal updates on activity and written reports throughout the year;
 - bring to the Patient Experience, Quality & Safety Committee's Chair specific attention any significant matters needing their consideration.
 - ensure appropriate escalation arrangements are in place to alert the PTHB Chair, Vice Chair, Chief Executive (Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the PTHB.

9. REVIEW

9.1 The PODG terms of reference shall be reviewed annually by the Patient Experience, Quality & Safety Committee.



People and Culture Committee

Terms of Reference & Operating Arrangements

Approved May 2025

1. INTRODUCTION

- 1.3 Section 2 of the Standing Orders of the Powys Teaching Health Board (referred to throughout this document as 'PTHB', the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health Board either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of its business extends equally to the work carried out on its behalf by committees".

- 1.4 In-line with Standing Orders and the Board's Scheme of Delegation and Reservation of Powers, the Health Board has established a committee to be known as the **People and Culture Committee** (referred to throughout this document as 'the Committee'). The Terms of Reference and operating arrangements set by the Board in respect of this committee are set out below.

2. PURPOSE

- 2.1 The role of the People and Culture Committee is to advise the Board on all matters relating to staff and workforce planning of the Health Board and enhance the environment that supports and values staff in order to engage the talent and nurture the leadership capability of individuals and teams working together to drive the desired culture throughout the health service to deliver safer better healthcare.
- 2.2 The Committee will provide advice and assurance to the Board in relation to the direction and delivery of the organisational development and other related strategies to drive continuous improvement and to achieve the objectives of the Health Board's Strategies and Strategic Plans.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 The Committee will, in respect of its provision of advice and assurance to the Board:

Culture and Values:

- Oversee a credible process for assessing, measuring and reporting on the "culture of the organisation" on a consistent basis over time.

- Oversee the coherence and comprehensiveness of the ways in which the Health Board engages with staff and with staff voices, including the staff survey, and report on the intelligence gathered, and its implications.
- Oversee the development of a person-centred open and learning culture that is caring and compassionate, which nurtures talent and inspires innovation and excellence.
- Seek assurance that there is positive progress on equality and diversity, including shaping and setting direction, monitoring progress and promoting understanding inside and outside the Health Board.
- Promote staff engagement and partnership working.
- Seek assurance that the organisation adopts a consistent working environment which promotes staff well-being, where people feel safe and are able to raise concerns, and where bullying and harassment are visibly and effectively addressed.
- Support the enhancement of collaborative working relationships across the Health Board between professions and other stakeholders including representative bodies and regulators to improve culture.

Organisational Development & Capacity:

- Seek assurance on the implementation of the Board's Organisational Development Strategic Framework; Seek assurance that the systems, processes and plans used by the Health Board have integrity and are fit for purpose in the following areas:
 - strategic approach to growing the capacity of the workforce;
 - analysis and use of sound workforce, employment and demographic intelligence;
 - the planning of current and future workforce capacity;
 - effective recruitment and retention;
 - new models of care and roles;
 - agile working;
 - identification of urgent capacity problems and their resolution
 - continuous development of personal and professional skills;
 - talent management
- Seek assurance on the Health Board's plans for ensuring the development of leadership and management capacity, including the Health Board's approach to succession planning;
- Seek assurance that workforce and organisational development plans, including those developed with strategic partners, are informed by the Sustainable Development Principle as defined by the Well-being of Future Generations (Wales) Act 2015.

Performance Reporting:

- Seek assurances that governance (including risk management)

arrangements are appropriately designed and operating effectively to ensure the provision of high quality, legal and safe workforce practices, processes and procedures.

- Scrutinise workforce and organisational development performance issues and key performance indicators and the associated plans to deliver against these requirements, achieved by establishing a succinct set of key performance and progress measures (in the form a performance dashboard) relating to the full purpose and function of the Committee, including:
 - The Health Board's strategic priorities relating to people;
 - organisational culture;
 - strategies to promote and protect staff Health & Wellbeing;
 - workforce utilisation and sustainability;
 - recruitment, retention and absence management strategies;
 - strategic communications;
 - workforce planning;
 - plans regarding staff recruitment, retention and remuneration;
 - succession planning and talent management;
 - staff appraisal and performance management;
 - Training, development and education; and
 - Management & leadership capacity programmes.
- Seek assurance on the implementation of those strategic plans developed in partnership which related to workforce and culture, including the Workforce Futures Strategic Framework.
- Seek assurance on the implementation of the Health Board's transformation workstreams such as the Better Together Portfolio Board relevant to people, organisational development or any other areas within the Committees remit;
- Ensure there is an effective system in place to consider and respond in a timely manner to workforce and organisational development performance audits received across the organisation and an effective system in place to monitor progress on actions resulting from such audits.
- Monitor and scrutinise relevant internal and external audit reports, management responses to action plans.

3.6 The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in-line with the Board's Management of Policies and Other Written Control Documents Policy and Scheme of Delegation and Reservation of Powers.

3.7 The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Strategic Risk Register.

Statutory Compliance:

3.8 Seek assurance, on behalf of the Board, that current statutory and regulatory compliance and reporting requirements are met, including:

- Equality & Diversity Legislation
- Welsh Language Standards
- Consultation on Organisational Change
- Mandatory and Statutory Training

Authority

3.5 The Committee is authorised by the Board to investigate or have investigated any activity 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. The Committee may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
- any other committee, sub committee or group set up by the Board to assist it in the delivery of its functions.

3.6 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary (subject to the Board's procurement, budgetary and any other applicable standing requirements).

Access

3.7 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.

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

Sub Committees

3.9 The Committee may, subject to the approval of the Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

Committee Programme of Work

3.10 Each year the Board will determine the Committee's priorities for its

annual programme of work, based on the Board's Assurance Framework and Strategic Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

4. MEMBERSHIP

Members

4.1 Membership will comprise:

Chair	Independent Member of the Board
Vice Chair	Independent Member of the Board
Members	Independent Members of the Board x 2

Additional Independent Members of the Board may be appointed if required.

The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

Attendees

4.2 In attendance: The following Executive Directors of the Board will be regular attendees:

- Executive Director of People and Culture (Officer Lead)
- Executive Director of Commissioning, Performance and Planning
- Executive Director of Finance, Capital & Support Services
- Executive Director of Primary Care, Community and Mental Health
- Executive Director of Allied Health Professions, Health Science and Digital

4.3 By invitation:

The Committee Chair extends an invitation to the PTHB Chair and Chief Executive to attend committee meetings.

The Committee Chair will extend invitations to attend committee meetings, dependent upon the nature of business, to the following:

- other Executive Directors not listed above;
- other Senior Managers
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its

- discussions on any particular matter and
- representatives from Llais on an observer basis.

Secretariat

4.6 The secretariat for the Committee will be provided by the Corporate Governance Team.

Member Appointments

- 4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of PTHB - taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government.
- 4.6 Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board.
- 4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of PTHB.

Support to Committee Members

- 4.8 The Director of Corporate Governance/Board Secretary, on behalf of the Committee Chair, shall:
- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
 - ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least **three** members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.
- 5.2 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

- 5.3 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than four times a year, and in line with the Health Board's annual plan of Board Business.
- 5.4 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

- 5.5 Section 3.1 of PTHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
 - meetings to be held virtually with opportunities extended to the public to observe meetings held virtually on request;
 - issue an annual programme of meetings (including timings and venues) and its annual programme of business;
 - publish agendas and papers on the Health Board's website in advance of meetings;
 - ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read;
 - where appropriate items may be included as 'consent' items (item that do not require discussion or debate either because they are routine or have already been unanimously agreed. A Consent Agenda allows the committee to approve all these items together without discussion which can free up the meeting for more substantial discussion. When using a Consent Agenda, the Chair will invite members to request a discussion on any item on the Consent Agenda. If a request is made this item will move onto the Main Agenda for discussion); and
 - through PTHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

Withdrawal of individuals in attendance

5.6 There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g., business that relates to a confidential matter. In such cases the Chair (advised by the Director of Corporate Governance / Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee shall resolve:

That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest in accordance with Section 1(2) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

Other meeting arrangements

5.7 Committee meetings will be held via virtual means unless otherwise specified.

Should a meeting be held in person this will be agreed by the Chair and confirmed in advance by the Director of Corporate Governance/Board Secretary. In-person meeting arrangements will be co-ordinated and communicated by the Corporate Governance Team.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions (as set out within these terms of reference), the Board retains overall responsibility and accountability for all matters relating to people and culture. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

6.2 The Committee will work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business (holding joint meetings where appropriate);
- sharing of appropriate information; and

- applicable escalation of concerns.

in doing so, this contributes to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

- 6.3 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

7.1 The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, and the submission of written assurance reports;
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the Chair of PTHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g., Annual General Meeting, or to community partners and other stakeholders, where this is considered appropriate, e.g., where the committee's assurance role relates to a joint or shared responsibility.

7.3 The Director of Corporate Governance/Board Secretary shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of further committees established.

7.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in PTHB's

Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

9. CHAIR’S ACTION ON URGENT MATTERS

9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance/Board Secretary as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two other Independent Members of the Committee. The Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

9.2 Chair’s action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair or Director of Corporate Governance will report any changes to the Board, for approval.



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Powys Teaching
Health Board

Planning, Partnerships & Population Health Committee

Terms of Reference & Operating Arrangements

Approved May 2025

1. INTRODUCTION

- 1.1 Section 2 of the Standing Orders of the Powys Teaching Health Board (referred to throughout this document as 'PHTB', the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health Board either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of its business extends equally to the work carried out on its behalf by committees".

- 1.2 In-line with Standing Orders and the Board's Scheme of Delegation and Reservation of Powers, the Health Board has established a committee to be known as the **Planning, Partnerships and Population Health Committee** (referred to throughout this document as 'the Committee'). The Terms of Reference and operating arrangements set by the Board in respect of this committee are set out below.

2. PURPOSE

- 2.1 The scope of the Committee extends to all areas of Planning, Partnership Working and Population Health, across the full breadth of the Health Board's responsibilities.

2.2 **ADVICE**

The Committee will provide accurate, evidence based (where possible) and timely advice to the Board and its committees in respect of the development of the following matters consistent with the Board's overall strategic direction:

- a. strategy, strategic frameworks and plans consistent with the board's overall strategic direction;
- b. business cases and service planning proposals;
- c. the alignment of supporting and enabling strategies, including workforce, capital, estates digital;
- d. the implications for service planning arising from strategies and plans developed through the Joint Committees of the Board or other strategic partnerships, collaborations or working arrangements approved by the Board; and
- e. the Health Board's priorities and plans to improve population health and wellbeing.

2.3 **ASSURANCE**

In respect of the achievement of the Boards' strategic aims, objectives and priorities, the Committee will seek assurances:

- a. that Health Board planning arrangements are appropriately designed and operating effectively to monitor the provision of high quality, safe healthcare and services across the whole of the Health Board's responsibilities (directly provided and commissioned);
- b. plans and arrangements for the following matters are received and appropriately aligned:
 - (i) Joint committee and partnership planning;
 - (ii) Engagement and communication; and
 - (iii) Civil Contingencies and Business Continuity;
- c. that partnership governance and partnership working is effective and successful; and
- d. that those arrangements in place to improve population health and wellbeing are robust and effective and delivering intended outcomes.

3. DELEGATED POWERS AND AUTHORITY

3.1 With regard to specific powers delegated to it by the Board, the Committee will play a key role in the development of the Health Board's aims, objectives and priorities, and in doing so will:

Strategic Planning

- a. Seek assurance that the Health Board's Planning Framework is robust and fit for purpose, including the approach to developing the Integrated Plan and Annual Plan
- b. Seek assurance that the health board has sufficient enabling plans to support the achievement of strategic objectives including oversight of key organisational transformation programmes such as the Better Together Portfolio
- c. Seek assurance that the Health Board's arrangements for engagement and consultation in respect of service change matters are robust and effective;
- d. Seek assurance that national and regional planning guidance is used to inform the development of strategic plans;
- e. Seek assurance on the process for the development of the Board's Capital Discretionary Programme and Capital Business Cases;
- f. Seek assurance that the Health Board's Strategic Commissioning Framework is robust and fit for purpose;
- g. Seek assurance on the effectiveness of the Health Board's Civil Contingency Plans and Major Incident Planning;

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- h. Seek assurance that plans respond to the Wellbeing of Future Generations Act (Wales) 2015; and
- i. Seek assurance that the Health Board's plans give due regard to the Socio-economic Duty for Wales.

Partnership Working

- a. receive the strategies and plans developed in partnership with key strategic partners including the Regional Partnership Board
- b. monitor work undertaken with partner organisations and stakeholders to influence the provision of services to meet current and future population need
- c. seek assurance that partnership governance and partnership working is effective and successful.

Population Health

- a. consider population health needs assessments and other key information that underpins the strategic planning process to ensure the robustness and best fit of developing plans;
- b. consider plans for whole-system pathway development and re-design;
- c. seek assurance on the adequacy of programmes to promote healthy lifestyles to the Powys population;
- d. seek assurance on the work of the Health Board to reduce health inequalities.

3.2 The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in-line with the Board's Management of Policies and Other Written Control Documents Policy and Scheme of Delegation and Reservation of Powers.

3.3 The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Strategic Risk Register.

Authority

3.4 The Committee is authorised by the Board to investigate or have investigated any activity 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. The Committee may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and

- any other committee, sub committee or group set up by the Board to assist it in the delivery of its functions.

3.4 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary (subject to the Board’s procurement, budgetary and any other applicable standing requirements).

Access

3.6 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.

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

Sub Committees

3.8 The Committee may, subject to the approval of the Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

Committee Programme of Work

3.9 Each year the Board will determine the Committee’s priorities for its annual programme of work, based on the Board’s Assurance Framework and Strategic Risk Register. This approach will ensure that the Committee’s focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee’s annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee’s programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

4. MEMBERSHIP

Members

4.1 Membership will comprise:

Chair	Independent Member of the Board
Vice Chair	Independent Member of the Board
Members	Independent Members of the Board x2

Additional Independent Members of the Board may be appointed if required.

The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

Attendees

4.2 In attendance: The following Executive Directors of the Board will be regular attendees:

- Executive Director of Planning, Performance and Commissioning (Joint Officer Lead)
- Executive Director of Public Health (Joint Officer Lead)

4.3 By invitation:

The Committee Chair extends an invitation to the PTHB Chair and Chief Executive to attend committee meetings.

The Committee Chair will extend invitations to attend committee meetings, dependent upon the nature of business, to the following:

- other Executive Directors not listed above;
- other Senior Managers
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter and
- representatives from Llais on an observer basis

Secretariat

4.7 The secretariat for the Committee will be provided by the Corporate Governance Team.

Member Appointments

4.8 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of PTHB - taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government.

4.9 Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board.

4.10 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of PTHB.

Support to Committee Members

4.6 The Director of Corporate Governance/Board Secretary, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5. COMMITTEE MEETINGS

Quorum

5.1 At least **three** members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.

5.2 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

5.3 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held four times a year, and in line with the Health Board's annual plan of Board Business.

5.4 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

5.5 Section 3.1 of PTHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:

- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
- meetings may be held virtually with opportunities extended to the public to observe meetings held virtually on request;
- issue an annual programme of meetings (including timings and venues) and its annual programme of business;
- publish agendas and papers on the Health Board's website in

- advance of meetings;
- ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read;
- where appropriate items may be included as 'consent' items (items that do not require discussion or debate either because they are routine or have already been unanimously agreed. A Consent Agenda allows the Committee to approve all these items together without discussion which can free up the meeting for more substantial discussion. When using a Consent Agenda, the Chair will invite members to request a discussion on any item on the Consent Agenda. If a request is made this item will move onto the Main Agenda for discussion); and
- through PTHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

Withdrawal of individuals in attendance

5.6 There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g., business that relates to a confidential matter. In such cases the Chair (advised by the Director of Corporate Governance / Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee shall resolve:

That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest in accordance with Section 1(2) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

Other meeting arrangements

5.7 Committee meetings will be held via virtual means unless otherwise specified.

Should a meeting be held in person this will be agreed by the Chair

and confirmed in advance Director of Corporate Governance/Board Secretary. In-person meeting arrangements will be co-ordinated and communicated by the Corporate Governance Team.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions (as set out within these terms of reference), the Board retains overall responsibility and accountability for all matters relating to performance and resources.

The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

6.2 The Committee will work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business (holding joint meetings where appropriate);
- sharing of appropriate information; and
- applicable escalation of concerns.

in doing so, this contributes to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

6.3 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

7.1 The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, and the submission of Committee minutes and written reports;
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the Chair of PTHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters

that may affect the operation and/or reputation of the Health Board.

- 7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g., Annual General Meeting, or to community partners and other stakeholders, where this is considered appropriate, e.g., where the committee's assurance role relates to a joint or shared responsibility.
- 7.4 The Director of Corporate Governance / Board Secretary shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of further committees established.
- 7.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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

- Quorum

9. CHAIR'S ACTION ON URGENT MATTERS

- 9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance / Board Secretary as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two other Independent Members of the Committee. The Director of Corporate Governance / Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.
- 9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

- 10.2 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair or Director of Corporate Governance will report any changes to the Board, for approval.
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Addysgu Powys
Powys Teaching
Health Board

Charitable Funds Committee

Terms of Reference & Operating Arrangements

Approved May 2025

1.INTRODUCTION

1.3 Section 2 of Powys Teaching Health Board's (referred to throughout this document as PTHB or the health board) Standing Orders provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the HEALTH BOARD either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees".

1.4 In line with Standing Orders and PTHB's Scheme of Delegation, the Board has established a committee to be known as the **Charitable Funds Committee** (referred to throughout this document as 'the Committee'). The detailed Terms of Reference and operating arrangements set by the Board in respect of this Committee are detailed below.

2.PURPOSE

2.1 The purpose of the Committee is to:

- Oversee the strategic direction and development of PTHB's Charity;
- make and monitor arrangements for the control and management of the Charity's Funds, within the budget, priorities and spending criteria determined by the Board and consistent with the legislative framework; and
- provide assurance to the Board, in its role as corporate trustee, of the charitable funds held and administered by the Health Board.

2.2 The Charitable Funds Committee shall:

- Oversee the strategic direction and development of the PTHB Charity, including its annual programme of work; branding and promotion and fundraising activities.
- operate within the budget, priorities and spending criteria determined by the health board, and should be consistent with the requirements of the Charities Act 2022 (or any modification of these

acts) to apply the charitable funds in accordance with its respective governing documents.

- devise, implement and approve appropriate procedures and policies to ensure that fundraising and accounting systems are robust, donations received are coded as instructed and that all expenditure is reasonable, clinically and ethically appropriate.
- ensure that the health board's policies and procedures for charitable funds investments are followed.
- 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:
 - ✓ Trustee Act 2000
 - ✓ The Charities Act 2022
 - ✓ Terms of the fund's governing documents
- receive at least twice a year reports for ratification from the Executive Director of Finance, Capital and Support Services the investment decisions and action taken through delegated powers upon the advice of the health board's investment adviser.
- oversee and monitor the functions performed by the Executive Director of Finance, Capital and Support Services as defined in the health board's Standing Financial Instructions.
- monitor the progress of Charitable Appeal Funds where these are in place and considered to be material.
- 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. DELEGATED POWERS AND DUTIES OF THE EXECUTIVE DIRECTOR OF FINANCE, CAPITAL AND SUPPORT SERVICES

3.1 The Executive Director of Finance, Capital and Support Services has prime responsibility for the health board's Charitable Funds as defined in the health board's Standing Financial Instructions. The specific powers, duties and responsibilities delegated to the Executive Director of Finance, Capital and Support Services are:

- The administration of all existing charitable funds;

- To identify any new charity that may be created (of which the health board is trustee) and to deal with any legal steps that may be required to formalise the trusts of any such charity;
- Provide guidelines with respect to donations, legacies and bequests, fundraising and trading income;
- Responsibility for the management of investment of funds held on trust;
- Ensure appropriate banking services are available to the health board; and
- Prepare reports to the Health Board's Board including the Annual Accounts.

4. DELEGATED POWERS AND AUTHORITY

4.1 The Committee is responsible for:

- 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 Trustees, and in accordance with the requirements of the health board's Standing Financial Instructions.
- The appointment of an Investment Manager (where appropriate) to advise it on investment matters and may delegate 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 Trustees. 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, Capital and Support Services.

- Ensuring that the banking arrangements for the charitable funds should be kept entirely distinct from the health board's NHS funds.
- 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.
- The amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments.
- 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 Board of PTHB for applying accrued income to individual funds in line with charity law and Charity Commission guidance.
- Obtaining appropriate professional advice to support its investment activities.
- Regularly reviewing investments to see if other opportunities or investment services offer a better return.
- Reviewing alternative sources of funding to donations and legacies which could provide the Committee with additional leverage and access to additional funds.
- By giving reasonable notice, require the attendance of any of the officers or employees and auditors of the Board at any meeting.

Authority

4.2 The Committee is authorised by the Board to investigate or have investigated any activity 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 any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and

Vice Chair
Members

Independent Member of the Board
Independent Members of the Board x 1,
Executive Director of Finance, Capital and
Support Services and one nominated Executive
Director

Attendees

5.2 In attendance

- Director of Corporate Governance/Board Secretary
- Charity Manager
- Head of Financial Services

Secretariat

5.3 The secretariat for the Committee will be provided by the Corporate Governance Team.

5.4 **Member Appointments**

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

5.5 Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board.

5.6 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of PTHB.

Support to Committee Members

5.7 The Director of Corporate Governance/Board Secretary, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development (OD) for committee members as part of the Health Board's overall development

4. COMMITTEE MEETINGS

Quorum

- 6.1 At least **three** members must be present to ensure the quorum of the Committee. Of these three, two must be independent members (one of whom is the Chair or Vice Chair and one must be the Executive Director of Finance, Capital and Support Services, or nominated representative.
- 6.2 Where members notify the Committee Chair or Committee Secretariat that they are unable to attend a meeting, and there is a danger that the Committee will not be quorate the Chair can invite another independent member to become a temporary member of the Committee.

Frequency of Meetings

- 6.3 The Chair of the Committee in agreement with Committee Members, shall determine the timing and frequency of meetings. However, meetings shall be held no less than four times a year, and in line with the health board's annual plan of Board Business. However, additional meetings will be called in agreement with the Chair of the Committee if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

- 6.4 Section 3.1 of PTHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
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 - ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read;
 - where appropriate items may be included as 'consent' items (items that do not require discussion or debate either because

they are routine or have already been unanimously agreed. A Consent agenda allows the Committee to approve all these items together without discussion which can free up the meeting for more substantial discussion. When using a Consent Agenda, the Chair will invite members to request a discussion on any item on the Consent Agenda. If a request is made this item will move onto the Main Agenda for discussion); and

- through PTHB’s website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

Withdrawal of individuals in attendance

6.5 There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g., business that relates to a confidential matter. In such cases the Chair (advised by the Director of Corporate Governance/Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee shall resolve:

That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest in accordance with Section 1(2) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

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

7.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for the Charitable Funds agenda. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

- 7.2 The Committee, through its Chair and members, shall work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business;
 - sharing of appropriate information; and
 - appropriate escalation of concerns.
- in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.
- 7.3 The Committee shall embed the health board's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

8.REPORTING AND ASSURANCE ARRANGEMENTS

- 8.1 The Committee Chair shall:
- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, and written reports;
 - bring to the Board's specific attention any significant matters under consideration by the Committee;
 - ensure appropriate escalation arrangements are in place to alert the Chair of PTHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 8.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g., Annual General Meeting, or to community partners and other stakeholders, where this is considered appropriate, e.g., where the committee's assurance role relates to a joint or shared responsibility.
- 8.3 The Director of Corporate Governance/Board Secretary shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of further committees established.

8.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee’s self-assessment and evaluation.

9.APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 9.1 The requirements for the conduct of business as set out in PTHB’s Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum
 - Issue of Committee papers
 - The Committee will not hold its meetings in public

10.CHAIR’S ACTION ON URGENT MATTERS

- 10.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance/Board Secretary as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least one other Independent Members of the Committee and the Executive Director of Finance, Capital and Support Services. The Director of Corporate Governance/Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.
- 10.2 Chair’s action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

11.REVIEW

- 11.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair or Director of Corporate Governance will report any changes to the Board, for approval.

Executive Committee

Terms of Reference & Operating Arrangements

Approved May 2025

1. INTRODUCTION

- 1.1 Section 2 of the Standing Orders of the Powys Teaching Health Board (referred to throughout this document as 'PTHB', the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health Board either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's

commitment to openness and transparency in the conduct of its business extends equally to the work carried out on its behalf by committees”.

- 1.2 In line with Standing Orders and the Board’s Scheme of Delegation and Reservation of Powers, the Health Board has established a committee to be known as the **Executive Committee** (referred to throughout this document as ‘the Committee’). The Terms of Reference and operating arrangements set by the Board in respect of this committee are set out below.

2 PURPOSE

- 2.1 The Executive Committee has been constituted by the Board and is the executive decision-making committee of the organisation, chaired by the Chief Executive as Accountable Officer.
- 2.2 The Accountable Officer is responsible for the overall organisation, management and staffing of the Health Board. This includes its arrangements related to quality, safety and standards of care, as well as matters of finance, together with any other aspect relevant to the conduct of the Health Board’s business, such as partnership responsibilities, in pursuance of the strategic directions set by the Health Board’s Board, and in accordance with its statutory responsibilities and the Strategic Objectives approved by the Health Board.
- 2.3 The Executive Committee is responsible for ensuring the effective and efficient operational co-ordination of all functions of the organisation, and thus supporting the Chief Executive to discharge the responsibilities delegated to the Accountable Officer.

3 DELEGATED POWERS AND AUTHORITY

- 3.1 The key responsibilities of the Executive Committee are outlined below:
- a) To provide the Board with advice and assurance concerning all aspects of setting and delivering the strategic direction for the Board, and the delivery of its associated strategies and plans;
 - b) To support and advise the Board and its Committees in exercising its key functions:
 - To set strategy and shape culture;
 - To make and take decisions;

- Taking and providing assurance;
 - Setting risk appetite and overseeing corporate risks;
- c) To lead delivery of the Board's strategies and plans aligned to national plans and policy requirements;
 - d) To ensure effective operational management of the Health Board, enabling critical issues to be anticipated, discussed and action plans agreed and impact monitored and reported;
 - e) To ensure that there is appropriate integration, connection and liaison between individual services, between clinical and corporate functions and between strategic and operational matters both inside the organisation and for the Health Board in partnership;
 - f) To ensure the organisation remains fit for purpose by continuously reviewing effectiveness and efficiency of the organisational structure and support functions and also the Health Board's participation in partnership mechanisms;
 - g) To provide a forum for key policy and strategic areas to be debated and refined before they are discussed formally with the Board and/or responsible committees and/or approved depending on the delegated powers of the Committee;
 - h) To support individual directors to deliver their delegated responsibilities by providing a forum for briefing, exchange of information, mutual support, resolution of issues and achievement of agreement;
 - i) To make management decisions on issues within the remit of the Executive Committee, in-line with the Board's Scheme of Delegation, Framework of Reservation of Powers/Decisions and Authorisation Matrix.

3.1.1 With regard to the specific powers delegated to it by the Board, the Committee's programme of work will include:

- a) Leading and overseeing the Health Board's planning and performance to achieve and deliver NHS Wales' requirements for planning e.g. quarterly and annual plans and also local planning and objectives/priorities approved by the Health Board;
- b) Taking forward actions arising from national and local objectives and performance requirements, developing integrated performance reporting and managing the delivery of action plans and reporting against their progress;
- c) Agreeing and monitoring the delivery of action plans and directing where further action is required to improve

- performance, by holding services and functions to account for required improvements and reporting against progress;
- d) Agreeing business cases for service developments, improvements and investments in line with the Scheme of Delegation as agreed by the Board.
 - e) Reviewing the capital programme prior to consideration by the relevant Health Board Committee and approval by the Board;
 - f) Developing, directing and monitoring the delivery of the Health Board's key sub strategies and plans including ensuring the responsibilities for improving the health and wellbeing of the population of Powys, as well as service delivery are included in these plans and programmes of work.
 - g) Monitoring financial performance to ensure that the Health Board's meets its statutory duties;
 - h) Ensuring the effective management of monitoring requirements of Welsh Government and other regulators;
 - i) Implementing and managing the structures, processes and responsibilities for identifying and managing the key risks facing the organisation and its partnerships; informing discussions and reporting to the Audit, Risk and Assurance Committee, other relevant committees and the Board;
 - j) Keeping the operational effectiveness of policies and procedures under review; approval of a policy framework and operational arrangements for the organisation and approval of policies not reserved for Board approval or a designated committee of the Board;
 - k) Providing advice and assurance to the Committees of the Board and/or the Board on matters related to quality, safety, standards, planning, commissioning, service level agreements, partnership arrangements and change management initiatives;
 - l) Ensuring staff are kept up to date and actively engaged with regard to Health Board wide and partnership issues and matters;
 - m) Acting as the forum in which Directors and senior managers can formally raise concerns and issues for discussion, making decisions on these issues and matters;
 - n) Ensuring there is an effective business planning process in place for the Health Board, which will include the formulation of business frameworks, sequencing and prioritisation of business flows and acting as an effective mechanism through which reporting is co-ordinated and agreed to the Health Board and its

committees in line with the Health Board's Board Assurance Framework arrangements.

Authority

- 3.3 The Committee is authorised by the Board to investigate or have investigated any activity 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 and in line with information governance legislation and requirements.
- 3.4 The Committee may seek any relevant information from any:
- employee (and all employees are directed to co-operate with any reasonable request made by the Committee); and
 - any other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 3.5 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary (subject to the Board's procurement, budgetary and any other applicable standing requirements).

Sub Committees & Working Groups

- 3.6 The Committee may, subject to the approval of the Accountable Officer, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business and responsibilities. Sub groups will report to the Executive Committee who in turn will report relevant items to the health boards Board and other committees.
- 3.7 The Committee has established to assist with the discharging of its responsibilities, a series of sub-committees and groups. It is recognised that these groups will have cross-cutting and connected portfolios and will receive their direction via the Executive Committee. The Executive Committee will act as the locus for the co-ordination of the direction and business of these sub-committees and groups. The Executive Committee will agree integrated annual work programmes for these groups and will receive regular reports on progress to inform reporting to the Board and its committees. Programmes of work for these groups/sub-committees will be adjusted as required and aligned to the overall annual programme of business of the Executive Committee.

The current sub groups of the Executive Committee (January 2025)

are shown in appendix 1.

Other Groups or response structures may be established, as required, in response to emerging priorities or emergency situations as they throughout the year.

4 MEMBERSHIP

Members

4.9 Membership will comprise:

- Chair
 - Chief Executive Officer (Accountable Officer)
- Vice Chair
 - Deputy Chief Executive Officer
- Executive Directors
 - Executive Director of Finance, Capital and Support Services (Vice Chair)
 - Executive Director of People & Culture
 - Executive Medical Director
 - Executive Director of Nursing, Quality, Women and Family Health
 - Executive Director of Public Health
 - Executive Director of Allied Health Professions, Health Sciences and Digital
 - Executive Director of Primary Care, Community and Mental Health
 - Executive Director of Planning, Performance and Commissioning

Attendees

4.10 In attendance: The following members will be standing/regular attendees:

- Director of Corporate Governance / Board Secretary
- Director of Improvement and Transformation
- Associate Director of Capital, Estates and Property;
- Corporate Business Manager / minute taker

4.11 By invitation: The Committee Chair may invite other officers, staff or officials (from within or outside the organisation) to attend all or part of a meeting to assist the Committee in discharging its responsibilities on any particular matter.

Secretariat

4.12 The secretariat for the Committee will be provided by the Corporate Governance Directorate via the Director of Corporate Governance.

5 COMMITTEE MEETINGS

Quorum

5.3 At least four full members must be present to ensure the quorum of the Committee, one of whom must be the Committee Chair or Vice Chair.

5.4 Where members are unable to attend a meeting, a nominated deputy should be asked to attend. Deputies will not count towards the quorum where decisions are required.

Frequency of Meetings

5.5 The Chair of the Committee, supported by the Director of Corporate Governance, shall determine the timing and frequency of meetings, which shall be held no less than **monthly**. This will be in line with an agreed programme of annual business for the Committee, which will be agreed each year and will be regularly reviewed (at least for each six month period, ideally quarterly).

5.6 The Chair of the Committee may call additional meetings if required to be taken forward between scheduled meetings.

5.7 Meetings can be held either in person or through electronic means.

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

7.1 Although the Board has delegated authority to the Committee for the exercise of certain functions (as set out within these terms of reference), the Board and Accountable Officer retain overall responsibility and accountability for all matters relating to the operations of the organisation.

7.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

7.3 The Committee will work closely with the Board's other committees, joint and sub committees and groups to provide advice, performance updates and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business;
- sharing of appropriate information; and
- applicable escalation of concerns.

In doing so, this will contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall assurance framework arrangements.

7.4 The Committee shall embed the Health Board's corporate standards, strategic objectives, well-being objectives, priorities and requirements, e.g., equality and human rights through the conduct of its business.

9. REPORTING AND ASSURANCE ARRANGEMENTS

9.1 The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, and the submission of Committee minutes and written reports;
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the Chair of PTHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

9.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g. Annual General Meeting, or to community partners and other stakeholders, where this is considered appropriate, e.g. where the committee's assurance role relates to a joint or shared responsibility.

9.3 The Director of Corporate Governance, on behalf of the Board shall oversee a process of regular and rigorous self assessment and evaluation of the Committee's performance and operation.

9.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee’s self-assessment and evaluation.

11. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

11.1 The requirements and standards for the conduct of business as set out in PTHB’s Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum
- Issue of papers
- Committee meetings will not be held in public, however, to ensure public accountability, the Chief Executive, as the Committee Chair, shall report formally, regularly and on a timely basis to the Board on the Committee’s activities.

12. REVIEW

12.1 These Terms of Reference shall be reviewed annually by the Committee. The Director of Corporate Governance will report any changes to the Board, for approval.

Appendix 1 Executive Committee Sub Group Details

The following sub committees / working groups are directly accountable to the Executive Committee:





GIG
CYMRU
NHS
WALES

Bwrdd Iechyd
Addysgu Powys
Powys Teaching
Health Board

Remuneration and Terms of Service Committee

Terms of Reference & Operating Arrangements

Approved May 2025

1. INTRODUCTION

- 1.1 Section 2 of Powys Teaching Health Board's (referred to throughout this document as PTHB or the health board) Standing Orders provides that

"The Board may and, where directed by the Welsh Government must, appoint Committees of the THB either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees".

- 1.2 In line with Standing Orders and PTHB's Scheme of Delegation, the Board has established a committee to be known as the **Remuneration and Terms of Service Committee** (referred to throughout this document as 'the Committee'). The Committee has been established in order to enable the scrutiny and review of matters related to remuneration and terms of service to a level of depth and detail not possible in Board meetings. The detailed Terms of Reference and operating arrangements set by the Board in respect of this Committee are detailed below.

2. PURPOSE

- 2.1 The purpose of the Committee is to:

- provide **assurance** to the Board in relation to 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;
- provide **advice** to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government; and
- perform certain, specific functions as delegated by the Board and listed below.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 With regard to the specific powers delegated to it by the Board, the Committee will advise the Board in relation to:
- 3.1.1 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;
 - 3.1.2 the performance management system in place for those in the positions mentioned above and its application seeking assurance that relevant objectives are set and monitored;
 - 3.1.3 proposals to make additional payments to consultants;
 - 3.1.4 proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance;
 - 3.1.5 consider and approve Voluntary Early Release Scheme (VERS) applications and severance payments in line with Standing Orders and extant Welsh Government guidance; and

Authority

- 3.2 The Committee is authorised by the Board to investigate or have investigated any activity 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 any relevant information from any:
- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
 - any other committee, sub committee or group set up by the Board to assist it in the delivery of its functions.
- 3.3 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary (subject to the Board's procurement, budgetary and any other applicable standing requirements).
- 3.4 The Committee will develop for the Board's approval a scheme of delegated decision making, which will be appended to these terms of reference, which outlines those decisions the Committee is authorised to take on behalf of the Board.

Access

- 3.5 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.
- 3.6 The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

- 3.7 The Committee may, subject to the approval of the Health Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

4. MEMBERSHIP

Members

4.1 Membership will comprise:

Chair	Chair of the Board
Vice Chair	Vice Chair of the Board
Members	Independent Members x 3, to include the Chair of the Audit, Risk and Assurance Committee and the Chair of the People and Culture Committee.

The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

Attendees

4.2 In attendance: The following members of the Executive Team will be regular attendees:

- the Chief Executive
- Executive Director of People and Culture
- Director of Corporate Governance / Board Secretary

4.3 By invitation: The Committee Chair may extend invitations to attend committee meetings to the following:

- other Executive Directors; and
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

4.4 The secretariat for the Committee will be provided by the Corporate Governance Team.

Member Appointments

4.5 The membership of the Committee shall be determined by the Board, based on section 4.1 above and the recommendation of the Chair of PTHB - taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government.

4.6 Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office.

4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of PTHB.

Support to Committee Members

4.8 The Director of Corporate Governance/Board Secretary, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the health board's overall OD programme developed by the Executive Director of People and Culture.

5. COMMITTEE MEETINGS

Quorum

5.1 At least **three** members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice

Chair.

- 7.5 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

- 7.6 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than four times a year, and in line with the Health Board's annual plan of Board Business.
- 7.7 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Withdrawal of individuals in attendance

- 5.4 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 a particular matter.

Other meeting arrangements

- 7.8 Committee meetings will be held via virtual means unless otherwise specified.

Should a meeting be held in person this will be agreed by the Chair and confirmed in advance by the Director of Corporate Governance/Board Secretary. In-person meeting arrangements will be co-ordinated and communicated by the Corporate Governance Team.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for the remuneration and terms of service agenda. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

6.2 The Committee, through its Chair and members, shall work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business;
- sharing of appropriate information; and
- appropriate escalation of concerns.

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

6.4 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

7.1 The Committee Chair shall:

- report formally and on a timely basis to the Board on the Committee's activities, in a manner agreed by the Board;
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the Chair of PTHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the health board.

The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g. Annual General Meeting, or to community partners and other stakeholders, where this is considered appropriate, e.g. where the committee's assurance role relates to a joint or shared responsibility.

7.2 The Director of Corporate Governance/Board Secretary, on behalf of the Board shall oversee a process of regular and rigorous self assessment and evaluation of the Committee's performance and operation including that of further committees established.

7.3 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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

- Quorum
- Committee will not hold meetings in public

9. CHAIR'S ACTION ON URGENT MATTERS

9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance/Board Secretary as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two other Independent Members of the Committee. The Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair or Director of Corporate Governance will report any changes to the Board, for approval.

Pharmaceutical Applications Panel

Terms of Reference & Operating Arrangements

May 2020

1. INTRODUCTION

- 1.1 Section 2 of Powys Teaching Health Board's (referred to throughout this document as PTHB or the health board) Standing Orders provides that *"The Board may and, where directed by the Welsh Government must, appoint Committees of the THB either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by Committees"*.
- 1.2 In line with Standing Orders and PTHB's Scheme of Delegation, the Board has established a committee to be known as the **Pharmaceutical Applications Panel** (referred to throughout this document as 'the Panel'). The Panel has been established in order to consider all applications to provide Pharmaceutical Services in the Powys area and where appropriate determine such applications on behalf of the health board.
- 1.3 The requirement to establish a Pharmaceutical applications Panel is set out in the National Health Service (Pharmaceutical Services) (Wales) Regulations 2013. Detailed Terms of Reference and the operating arrangements set by the Board in respect of this Panel are detailed below.

2 PURPOSE

2.1 The purpose of the Panel will be to consider all applications to provide Pharmaceutical Services in the Powys area, and where appropriate to determine applications in relation to the above matters, on behalf of PTHB.

3 DELEGATED POWERS AND AUTHORITY

3.1 With regard to the National Health Service (Pharmaceutical Services) (Wales) Regulations 2013, and the specific powers delegated to it by the Board the Panel will consider:

- All full applications for inclusion in the Pharmaceutical List of Powys Teaching Health Board;
- Applications for change of ownership;

- Applications from existing Pharmaceutical Contractors who wish to open additional premises;
- Applications from existing Pharmaceutical Contractors who wish to relocate their premises;
- Applications from existing Pharmaceutical Contractors who wish to provide additional services to those already provided;
- Applications from existing Pharmaceutical Contractors who wish to withdraw a service/services from existing premises;
- Applications by General Medical Practitioners to provide Pharmaceutical Services and to extend dispensing areas; and
 - Applications in respect of rurality i.e. "Controlled Localities".

The Panel will also note:

- 'Serious Difficulty' applications which have been approved at officer level.
- Change of ownership applications which have been approved at officer level.

3.2 The Panel will work as part of the structures and decision-making processes of the organisation and will be accountable to the Board for its decisions on behalf of the Board in relation to pharmaceutical matters as outlined above.

Authority

3.3 The Panel is authorised by the Board to undertake work on behalf of the health board in relation to the roles and responsibilities of the Panel outline in 3.1 above.

3.4 The Panel is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

Access

3.5 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Panel.

3.6 The Chair of the Panel shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Panels

3.7 The Panel may, subject to the approval of the Board, establish sub-Panels or task and finish groups to carry out on its behalf specific aspects of Panel business.

4 MEMBERSHIP

Members

4.1 Membership will comprise of the following members:

Chair	Independent member of the Board (Community Member)
Vice Chair	Vice Chair of the Health Board (with specific responsibilities for primary care, community and mental health services)
Members	Independent member of the Board (Finance) Executive Director of Primary Care, Community and Mental Health Chief Pharmacist Assistant Medical Director Assistant Director of Primary Care

5.2 In attendance:
The following will be in attendance at meetings of the Panel:

- NHS Wales Shared Services (NWSSP) – Primary Care Services representative

Representatives of the following organisations may be invited to attend at the request of the Chair.

- Community Pharmacy Wales (CPW) representative
- Dyfed Powys Local Medical Panel (LMC) representative

The involvement of Independent Members will ensure a 'lay' perspective is included in the decision making of the Panel.

Other attendees will be co-opted as necessary and appropriate.

Secretariat

4.2 The secretariat for the Panel will be provided by the Primary Care Services Team, NHS Wales Shared Services.

Member Appointments

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

Support to Panel Members

4.5 The Board Secretary, on behalf of the Panel Chair, shall arrange the provision of advice and support to Panel members on any aspect related to the conduct of their role.

5. PANEL MEETINGS

Quorum

5.1 At least four members must be present to ensure the quorum of the Panel, including:

- the Chair or Vice Chair;
- one other Independent Member of the Board
- the Executive Director of Primary Care, Community and Mental Health

5.2 Where members notify the Panel Chair or Panel Secretariat that they are unable to attend a meeting, and there is a danger that the Panel will not be quorate the Chair can invite another independent member of the Board to become a temporary member of the Panel.

Frequency of Meetings

5.3 The Panel shall meet as required to conduct its business.

Withdrawal of individuals in attendance and declarations of interest

5.4 The Panel may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of a particular matter.

5.5 No person who has any direct or indirect pecuniary interest in the application, or any other current personal interest, or who is associated with any person who has any current personal interest may take part in the proceedings at any stage. Any member who anticipates such an interest should declare it in advance in order that arrangements may be made for the attendance of a deputy.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS PANELS/GROUPS

6.1 Although the Board has delegated authority to the Panel for the exercise of certain functions as set out within these terms of reference. The Panel is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

6.2 The Panel shall embed the health board's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

7.1 The Panel Chair shall report its work and decisions to the Board.

8. APPLICABILITY OF STANDING ORDERS TO PANEL BUSINESS

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

- 8.1
- Quorum
 - Frequency of meetings
 - Issue of Panel papers
 - Panel will not hold meetings in public

9. CHAIR'S ACTION ON URGENT MATTERS

9.1

There may, occasionally, be circumstances where decisions which would normally be made by the Panel need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Panel. In these circumstances, the Chair of the Panel, supported by the Board Secretary as appropriate, may deal with the matter on behalf of the Panel - after first consulting with at least three other Members of the Panel. The Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Board for consideration and ratification. Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

10.1 These Terms of Reference shall be reviewed annually by the Panel. The Panel Chair will report any changes to the Board for ratification.