

# PTHB Board Meeting Supplementary Pack (1)

Wed 29 September 2021, 10:15 - 14:00

## Agenda

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10:15 - 10:15  
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### 1. PRELIMINARY MATTERS

 Board\_Agenda\_29Sept21\_Final (1).pdf (3 pages)

1.1. Welcome and apologies for absence

1.2. Declarations of interest

1.3. Minutes of previous meeting: 28 July 2021 for approval

1.4. Matters arising from the minutes of previous meeting

1.5. Board Action Log

1.6. Update Reports of the

1.6.1. Chair

1.6.2. Chief Executive

 Board\_Item\_1.6b\_CEO's Report for Board -Sept 2021.pdf (5 pages)

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10:15 - 10:15  
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### 2. ITEMS FOR APPROVAL/RATIFICATION/DECISION

2.1. Endorsement of the Strategic Approach to Systems Resilience

2.2. Strategic Service Change Proposals

2.2.1. Changes to services commissioned by WHSSC

2.2.2. South East Wales Vascular Services

2.2.3. South Wales Adult Thoracic Surgical Centre Strategic Outline Case

2.3. Pharmaceutical Needs Assessment

2.4. Environment and Sustainability Strategic Plan










 Board\_Item\_2.4\_Environment and Sustainability\_Decarbonisation Sept 2021.pdf (14 pages)

Patterson, Liz  
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## 2.5. Board Level Policies - Fire Safety

## 2.6. Board and Committee Arrangements

### 2.6.1. Committee Terms of Reference 2021/22

-  Board\_Item\_2.6a\_\_Committee ToRs\_2021-22.pdf (7 pages)
-  Board\_Item\_2.6ai\_AppA\_Audit Risk & Assurance Committee\_ToR\_Sept21\_Draft.pdf (13 pages)
-  Board\_Item\_2.6aii\_AppB\_Patient Experience Quality & Safety Committee\_ToR\_Sept21\_Draft.pdf (11 pages)
-  Board\_Item\_2.6aiii\_AppC\_Planning, Partnerships & Population Health Committee\_ToR\_Sept21\_Draft.pdf (10 pages)
-  Board\_Item\_2.6aiv\_AppD\_D&P Committee\_ToR\_Sept21\_Draft.pdf (12 pages)
-  Board\_Item\_2.6av\_AppE\_Workforce & Culture Committee\_ToR\_Sept21\_Draft.pdf (11 pages)
-  Board\_Item\_2.6avi\_AppF\_Charitable Funds Committee\_ToR\_Sept21\_Draft.pdf (11 pages)
-  Board\_Item\_2.6aviii\_AppH\_Executive Committee\_ToR\_Sept21\_Draft.pdf (9 pages)
-  Board\_Item\_2.6avii\_AppG\_RATS Committee\_TOR\_Sept21\_Draft.pdf (9 pages)

### 2.6.2. Annual Priorities 2021/22

## 2.7. Laboratory Information Network Cymru (LINC) Programme Business Case

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## 3. ITEMS FOR DISCUSSION

### 3.1. Nurse Staffing Levels Action (Wales) Assurance Reports

### 3.2. Integrated Performance Overview

### 3.3. Financial Performance

### 3.4. Corporate Risk Register, September 2021

### 3.5. Report of the Chief Officer of the Community Health Council

### 3.6. Assurance Reports of the Board's Committees

-  Board\_Item\_3.6a.\_AppA\_Executive Committee Chair's Assurance Report\_Sep21.pdf (9 pages)

#### 3.6.1. PTHB Committees

#### 3.6.2. Joint Committees

### 3.7. Assurance Report of the Board's Partnership Arrangements

### 3.8. Report of the Board's Local Partnership Forum

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## 4. ITEMS FOR INFORMATION

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10:15 - 10:15  
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## 5. OTHER MATTERS

5.1. Any other urgent business

5.2. Close

5.3. Date of next meeting:

*24 November 2021 at 10.00 via Microsoft Teams*

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**POWYS TEACHING HEALTH BOARD  
BOARD MEETING  
WEDNESDAY 29 SEPTEMBER 2021  
10.15 – 14:00  
TO BE HELD VIA MICROSOFT  
TEAMS**



**GIG**  
CYMRU  
**NHS**  
WALES

Bwrdd Iechyd  
Addysgu Powys  
Powys Teaching  
Health Board

**AGENDA**

Time	Item	Title	Attached / Oral	Presenter
<b>1: PRELIMINARY MATTERS</b>				
10.15am	<b>1.1</b>	Welcome and Apologies for Absence	Oral	Chair
	<b>1.2</b>	Declarations of Interest	Oral	All
	<b>1.3</b>	Minutes of Previous Meeting: 28 July 2021 (for approval)	Attached	Chair
	<b>1.4</b>	Matters Arising from the Minutes of the Previous Meeting	Oral	Chair
	<b>1.5</b>	Board Action Log	Attached	Chair
	<b>1.6</b>	Update from the: a) Chair b) Chief Executive	Attached Attached	Chair Chief Executive
<b>2: ITEMS FOR APPROVAL/RATIFICATION/DECISION</b>				
10.35am	<b>2.1</b>	Strategic Approach to System Resilience	Presentation	Medical Director and Director of Primary, Community Care and MH
10.55am	<b>2.2</b>	Strategic Service Change Proposals: a) Changes to services commissioned by WHSSC b) South East Wales Vascular Services c) South Wales Adult Thoracic Surgical Centre Strategic Outline Case	Attached	Director of Planning and Performance
11.15am	<b>2.3</b>	Pharmaceutical Needs Assessment	Attached	Medical Director
11.30am	<b>2.4</b>	Environment and Sustainability Strategic Plan	Attached	Director of Planning and Performance
11.45am	<b>2.5</b>	PTHB Fire Safety Policy	Attached	Director of Workforce and OD
12.00pm	<b>COMFORT BREAK</b>			

12.20pm	<b>2.6</b>	Board and Committee Arrangements: a) Committee Terms of Reference 2021/22 b) Annual Priorities 2021/22	Attached	Board Secretary
12.35pm	<b>2.7</b>	Laboratory Information Network Cymru (LINC) Programme Business Case	Attached	Director of Finance and IT
<b>3: ITEMS FOR DISCUSSION</b>				
12.45pm	<b>3.1</b>	Nurse Staffing Levels Act (Wales) Assurance Report	Attached	Director of Nursing and Midwifery
12.55pm	<b>3.2</b>	Performance Overview against National Outcomes Framework, August, 2021/22	Attached	Director of Planning and Performance
1.10pm	<b>3.3</b>	Financial Performance, Month 05 of 2021/22	Attached	Director of Finance and IT
1.25pm	<b>3.4</b>	Corporate Risk Register, September 2021	Attached	Board Secretary
1.35pm	<b>3.5</b>	Report of the Chief Officer of the Community Health Council	Attached	Chief Officer of CHC
1.45pm	<b>3.6</b>	Assurance Reports of the Board's Committees a) PTHB Committees b) Joint Committees	Attached	Committee Chairs Chief Executive
	<b>3.7</b>	Assurance Report of the Board's Partnership Arrangements	Attached	Chief Executive
	<b>3.8</b>	Report of the Board's Local Partnership Forum	Attached	Director of Workforce and OD
<b>4: OTHER MATTERS</b>				
	4.1	Any Other Urgent Business	Oral	Chair
2.00pm	4.2	Close		
	4.3	Date of the Next Meeting: ▪ 24 November 2021 at 09:00 via Microsoft Teams		

Key:

Well-being Objective 1: Focus on Well-being	
Well-being Objective 2: Early Help and Support	
Well-being Objective 3: Tackle the Big Four	
Well-being Objective 4: Joined Up Care	
Well-being Objective 5: Workforce Futures	
Well-being Objective 6: Innovative Environments	
Well-being Objective 7: Digital First	
Well-being Objective 8: Transforming in Partnership	
All Well-being Objectives	

**MESSAGE TO THE PUBLIC:**

**Powys Teaching Health Board is committed to openness and transparency, and conducts as much of its business as possible in a session that members of the public are normally welcome to attend and observe. However, in light of the current advice and guidance in relation to Coronavirus (COVID-19), the Board has agreed to run meetings by electronic / telephony means as opposed to in a physical location, for the foreseeable future. This will mean that members of the public will not be able attend meetings in person. The Board has taken this decision in the best interests of protecting the public, our staff and Board members. The meeting will be available to view by the public both in real time by a live-stream and after the meeting when it has been uploaded to the website.**

Patterson, Liz  
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Agenda item: 1.6b	
BOARD MEETING	DATE OF MEETING: 29 September 2021
<b>Subject:</b>	<b>CHIEF EXECUTIVE REPORT</b>
<b>Approved and Presented by:</b>	Carol Shillabeer, Chief Executive
<b>Prepared by:</b>	Carol Shillabeer, Chief Executive
<b>Other Committees and meetings considered at:</b>	Elements of this report may have been considered at various committees or meetings prior to being presented.

#### PURPOSE:

This report is intended to keep the Board up to date with key developments at a national and local level.

It sets out for the Board areas of work being progressed and achievements that are being made, which may not be subject to consideration by a Committee of the Board, or may not be directly reported to the Board through Board reports.

#### RECOMMENDATION(S):

The Board is asked to DISCUSS any key issues relating to the report.

Approval/Ratification/Decision	Discussion	Information
	✓	

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**THE PAPER IS ALIGNED TO THE DELIVERY OF THE FOLLOWING STRATEGIC OBJECTIVE(S) AND HEALTH AND CARE STANDARD(S):**

Strategic Objectives:	1. Focus on Wellbeing	✓
	2. Provide Early Help and Support	✓
	3. Tackle the Big Four	✓
	4. Enable Joined up Care	✓
	5. Develop Workforce Futures	✓
	6. Promote Innovative Environments	✓
	7. Put Digital First	✓
	8. Transforming in Partnership	✓
Health and Care Standards:	1. Staying Healthy	✓
	2. Safe Care	✓
	3. Effective Care	✓
	4. Dignified Care	✓
	5. Timely Care	✓
	6. Individual Care	✓
	7. Staff and Resources	✓
	8. Governance, Leadership & Accountability	✓

**EXECUTIVE SUMMARY:**

This report draws attention to a number of key, high priority areas including:

- An overview of the current service status and key issues of escalation
- An update on key engagement and involvement activity
- An update on senior staff changes

Some of these items will be covered in more detail during the Board meeting.

**DETAILED BACKGROUND AND ASSESSMENT:**

**Overview of current service status**

The Board as well as, increasingly, the general public will be aware of the increasing pressures that have been placed on the health and social care system over the last few months. Media coverage over recent days has highlighted significant difficulty in terms of urgent and emergency care responses particularly in ambulance services. These pressures have been seen in Scotland and parts of England and are part of a wider pattern of service pressure.

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In relation to the incidence of COVID -19, in the last report to Board the case incidence rate stood at 228 per 100k population in Powys, against a Wales average of 189 per 100k. As at 24<sup>th</sup> September 2021, the case rate for Powys stands at 453 per 100k population, against a Wales average of 582 per 100k population. This rate in Powys represents widespread community transmission and is far higher than the rates in either of the previous two waves. The Test, Trace, Protect service has been under pressure as a result of the increased rates and additional resource has been deployed particularly via Powys County Council to the contact tracing element. Testing activity is high, as is the positivity rate (the proportion of people with positive test results compared to the total population tested). Whilst the increased activity has been absorbed to date, this will need to be kept under review going forward. Much of case rate increase is in the younger age group, although people of all ages are contracting the virus.

The severe effects of the virus have been significantly avoided or reduced as a result of the vaccination and this has resulted in proportionately fewer admissions to hospital and deaths. The numbers of people being admitted to hospital as a result of the virus however is increasing and the modelling suggests a doubling of admissions between July (the last report to the Board) and the end of October. Overwhelmingly it is people who are unvaccinated who are experiencing a hospital admission with escalation to intensive care.

The COVID-19 Vaccination Programme has now progressed to the next stage. Following the Joint Committee on Vaccination and Immunisation (JCVI) publication of advice to Governments and the policy decisions that followed, the next stage of the campaign includes:

1. 3<sup>rd</sup> primary vaccination dose for people who are severely immunocompromised
2. Booster vaccine for people in cohorts 1 – 9 (people over 50, and those under 50 years who are clinically vulnerable). The time interval for the booster is from 6 months after the administration of the second dose.
3. Extended 12 – 15-year-olds clinically extremely vulnerable criteria (widening the range of conditions for 2 dose vaccination)
4. Universal 12 – 15-year olds (one dose vaccination at this stage)

The Programme in Powys is now underway with people in care homes starting to receive their booster dose; frontline health and care staff receiving their booster and people with severe immunosuppression receiving their 3<sup>rd</sup> primary dose. The 12 – 15 year olds universal programme has started with invitations extended through the month of October, with a focus on half term holiday as a key opportunity to vaccinate children and young people.

Service pressures, particularly in urgent and emergency care, are significant. This is affecting the response times of emergency ambulance services and sadly this has affected the experience of people in Powys who have needed to call for emergency assistance. An apology is extended to all those for

whom the experience has been poor. The pressures stem from the number of people in hospital for whom community services, including significantly social care, are unavailable. Social care in particular has seen an increase in demand for services and the same workforce shortfall caused by increased covid-19 case rates as other sectors. This has meant that home care services have been affected. In addition, admissions to several care homes have been delayed with care homes having to temporarily close to admissions due to covid infection rates and/or staff absence. This inability to discharge patients in the usual way and timescales has resulted in the inability to admit patients to hospital in a timely manner, with ambulance services often detained at the Emergency Department of District General Hospitals for several hours, thus affecting their availability for new call outs.

Primary care services are maintaining resilience during a very busy time. GP services in particular are reporting high level of demand and again some staff absence is affecting the provision of services. GP practices in particular are trying to manage urgent/same day care services as well as the catch-up on the high numbers of patients who have not had their routine checks for long term conditions. Dialogue is underway to ensure a supportive approach to primary care during this difficult time.

Mental health services continue to be largely resilient despite increased demand for services. Whilst flexibility of service provision continues, the range of services remains 'as usual'. These services are being kept under close review given the significance of maintaining both routine and emergency provision.

The item on the Board agenda relating to System Resilience is key in bringing forward the actions that are being taken and are proposed in managing the significant pressure. This includes the potential to invoke the Local Choices Framework. This Framework enables NHS organisations to review and determine the provision of services locally, dependent on the extent of pressures. Whilst the Framework was originally published by Welsh Government last year, the Health Board has not reached a threshold to invoke it in practice. Detailed assessment work was undertaken last winter to consider how to implement the Framework and this will be drawn upon again over the coming weeks. To date, the Health Board has not reduced or suspended any services. Services do however continue to operate with the infection, prevention and control measures required in line with Welsh Government guidance, which impacts on the number of people that can be seen through services.

### **Key engagement and involvement activity**

A range of engagement and involvement activity has taken place since the last report including:

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- A Showcase event with the Directorate of Planning and Performance. This event enabled the sharing of development, innovation and challenges some of the Directorates service areas have managed over the last 18 months or so. The Environment and Sustainability agenda, the North Powys Wellbeing Programme, the Transformation and Value Team and the Communication and Engagement Team gave excellent presentations of their achievements.
- Dyfed-Powys Chief Executives Forum. This provided an opportunity for Chief Executives across public services in Dyfed-Powys to discuss key strategic and operational matters pertinent to the region. Key discussion focused on cross sector support for the health and care system pressures and further dialogue is underway specifically with Mid and West Wales Fire and Rescue Service on their potential support role.
- Public Engagement Session. This took place on 14<sup>th</sup> September as part of the generally monthly session held throughout this year. An overview of the position on COVID-19 was given along with an update on the Vaccination Programme. Opportunity was taken to share with the public the building pressures on the urgent and emergency care system. As always a range of excellent questions were asked during the Q&A session.
- Meeting with political representatives both from the Welsh and UK Parliaments have taken place both in group briefing session and some individually. Key matters discussed relate to access and pressures in service provision in primary care, dental services and more broadly the urgent and emergency care system.

### **Senior Staff Changes**

The Health Board welcomes Stephen Powell the Assistant Director of Performance and Contracting who joins the Directorate of Planning and Performance from Wye Valley NHS Trust. This is a key role in assisting the organisation to continuously improve performance both within services directly provided and those commissioned from other organisations.

Following a process earlier in the summer, Hayley Thomas, Director of Planning and Performance has been appointed Deputy Chief Executive. Hayley has operated as interim Chief Executive from early in 2021. Congratulations are extended to Hayley.

Patterson, Liz  
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<b>BOARD MEETING</b>		<b>Date of Meeting: 29 September 2021</b>
<b>Subject:</b>	<b>ENVIRONMENT &amp; SUSTAINABILITY – ENVIRONMENTAL POLICY STATEMENT</b>	
<b>Approved and Presented by:</b>	Hayley Thomas, Director of Planning and Performance	
<b>Prepared by:</b>	Wayne Tannahill, AD Estates and Property / Steven Bromley, Environment and Sustainability Manager	
<b>Other Committees and meetings considered at:</b>	Executive Committee: 15th September 2021 Innovative Environments Group: 23 August 2021	

## **PURPOSE:**

**The report proposes an Environmental Policy Statement in relation to its commitment to progress as a matter of priority key actions in relation to Environment and Sustainability.**

The report outlines briefly the global and national position in relation to the environment and decarbonisation, and to proposes action to be undertaken by the Health Board in relation to the climate crisis and its impact on health.

Further, the report highlights the environmental issues in relation to biodiversity and set out duties as a public sector organisation, including the agreement of a Biodiversity Action Plan.

The paper sets out the requirements of the recently published NHS Wales Decarbonisation Strategic Delivery Plan, and for the development of a specific plan in response. This provides a set of guiding principles enabling the organisation to plan to achieve the demanding CO<sub>2</sub>e reduction targets across a range of services and activities.

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## RECOMMENDATION(S):

The Board is asked to:

- **APPROVE** an updated Environment Policy Statement
- **APPROVE** the key priorities in the Biodiversity Action Plan
- **APPROVE** the Decarbonisation Delivery Plan approach

Approval/Ratification/Decision	Discussion	Information
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✓

✓

✗

## THE PAPER IS ALIGNED TO THE DELIVERY OF THE FOLLOWING STRATEGIC OBJECTIVE(S) AND HEALTH AND CARE STANDARD(S):

Strategic Objectives:	1. Focus on Wellbeing	
	2. Provide Early Help and Support	
	3. Tackle the Big Four	✓
	4. Enable Joined up Care	
	5. Develop Workforce Futures	
	6. Promote Innovative Environments	✓
	7. Put Digital First	
	8. Transforming in Partnership	
Health and Care Standards:	1. Staying Healthy	
	2. Safe Care	
	3. Effective Care	
	4. Dignified Care	
	5. Timely Care	
	6. Individual Care	
	7. Staff and Resources	✓
	8. Governance, Leadership & Accountability	✓

## EXECUTIVE SUMMARY:

The Health Boards Annual Plan outlines key actions relating to the Environment and Sustainability. This work is closely aligned to the Innovative Environments Well-Being Objective within the health and care strategy.

**Policy Statement:** It is important for the Board to be able to make a public statement indicating the commitment to acting in support of improving the environment and sustainability. The full statement is provided in the main report; and summarised as:

***Powys Teaching Health Board recognises its impacts on the environment and is committed to supporting the Welsh Government's***

***declaration of a Climate Change and Nature Emergency. The Board commits to prioritise the delivery of actions in the national NHS decarbonisation and biodiversity plans as a minimum, and strives to go beyond these wherever possible.***

**Decarbonisation:** the recently published NHS Wales Decarbonisation Strategic Delivery Plan [<https://gov.wales/nhs-wales-decarbonisation-strategic-delivery-plan>] sets out 46 Initiatives and 135 Key Action targets to help meet two headline objectives:

- 1) 16% carbon reductions by 2024
- 2) 34% carbon reductions by 2030

A key deliverable is:

Decarbonisation Action Plans will be developed by Health Boards, Trusts, and NWSSP Procurement – these will be regularly updated and committed to within Integrated Medium-Term Plans on a 2-yearly basis.

**Biodiversity:** The focus on the Environment also includes important issues such as biodiversity. The public sector in Wales has duties under the Environment (Wales) Act 2016. There are 17 priority actions proposed in the Biodiversity Action Plan, including the requirement to include biodiversity consideration in all appropriate capital and estates projects, the development of site biodiversity opportunities across the Health Board estate and the planning of 2 native provenance trees for every 1 felled.

## **DETAILED BACKGROUND AND ASSESSMENT:**

### **Context**

The issue of climate change and environmental sustainability is critical. The context is global, national and local. This report sets out the scale of the issue, the challenge ahead and the actions that the Health Board seeks to progress in playing its part in reaching environmental sustainability.

**Global:** *If global health care was a country it would be the 5th biggest emitter of carbon dioxide.* **Climate Change Conference of the Parties (COP26)** conference will be hosted by the UK this Autumn, and brings into sharp relief the emphasis and urgency around the need to collectively and collaboratively change behaviours for the benefit of the planet and the health of the population.

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UN CLIMATE  
CHANGE  
CONFERENCE  
UK 2021  
IN PARTNERSHIP WITH ITALY

## The UK will host the 26th UN Climate Change Conference of the Parties (COP26) in Glasgow on 31 October – 12 November 2021.

The world is currently not on track to limit global warming to 1.5 degrees. The targets announced in Paris would result in warming well above 3 degrees by 2100 compared to pre-industrial levels. Continuing at the current rates, temperatures will continue to rise, bringing further catastrophic flooding, bush fires, extreme weather and destruction of species. Progress in recent months has helped to bend the temperature curve closer to 2 degrees; however current actions are not enough to achieve the limit of global warming to 1.5 degrees. The world needs to **halve emissions over the next decade** and reach net zero carbon emissions by the middle of the century to limit global temperature rises to 1.5 degrees.

**Nationally Determined Contributions.** As part of the Paris Agreement, each country agreed to communicate or update emissions reduction targets – known as Nationally Determined Contribution (NDC) – every five years to reflect the highest possible ambition and progression over time. These targets set out how far countries plan to reduce emissions across their entire economy and/or in specific sectors. 2020 marked the end of the first five-year cycle, meaning that countries are expected to update their 2030 targets before the meeting in Glasgow.

To do this, the UK COP Presidency is working with countries and partners to:

- Accelerate the transition from coal to clean power
- Protect and restore nature for the benefit of people and climate
- Accelerate the transition to zero emission vehicles

**National:** In 2021, during the new Welsh Government's first ministerial address, the First Minister, Mark Drakeford, stated:

***"In my new government, the environment will not just have a seat at the Cabinet table; it will be a consideration in everything we do."***

There are a number of drivers for change within the public sector:





**Environment (Wales) Act 2016:** sets Welsh Government's strategic objective, decarbonisation and biodiversity loss targets.

**Well-being of Future Generations (Wales) Act 2015:** details a more collaborative and inclusive way of working considering the three pillars of sustainability – Environment, Social & Economic.



As a result of these two documents and following the Welsh Government declaring a climate change emergency in 2019, **NHS Wales and the Welsh Government published a Decarbonisation Strategic Delivery Plan** to which all NHS health boards and trusts in Wales are now committed. This 46-point initiative plan details both specific and high-level descriptive interventions to help meet the overall targets:

- 1) **16% carbon reductions by 2024**
- 2) **34% carbon reductions by 2030**

The plan states, '*Decarbonisation Action Plans*' will be developed by Health Boards, Trusts, and NWSSP Procurement – these will be regularly updated and committed to within Integrated Medium Term Plans on a 2-yearly basis'. The Health Boards will be regularly assessed to ensure targets are being met.

**Local context:** the Health Boards **Integrated Medium Term Plan** and Annual Plan, 2021-2022 states: *The PTHB Environment and Decarbonisation Framework responds to the critical need to tackle climate change, carbon emissions, and biodiversity loss, aligned to the NHS Wales Decarbonisation Strategic Delivery Plan and Environment (Wales) Act 2016. The ability to drive change is supported by targeted Capital funding from Welsh Government, and PTHB will work jointly with the Welsh Government Energy Service and Re:fit Cymru, who provide technical guidance and access to further funding. This will complement the work to maintain ISO14001 certification.*

As a result, a suite of delivery plans have been developed to take forward the intentions outlined in the Annual Plan. These includes:

1. **Environment Policy Statement**
2. **Decarbonisation Priority Actions**
3. **Biodiversity Priority Actions**

## **ENVIRONMENT POLICY STATEMENT**

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The publication of the Policy Statement forms a core part of articulating publicly the Boards commitment to act to promote the environment and sustainability. in our current IMTP. It seeks to enable an action focused approach with openness and transparency on progress.

### **Environment Policy Statement**

Climate Change is the single greatest challenge to global health and threatens all life on this planet. Without action this jeopardises not only our way of life, but also that of future generations.

**Powys Teaching Health Board recognises its impacts on the environment and supports the Welsh Government's declaration of a Climate Change and Nature Emergency. The Board commits to prioritise the delivery of actions in the national NHS decarbonisation and biodiversity plans as a minimum, and strives to go beyond these wherever possible.**

Environment and Sustainability will become a central theme throughout the organisation. 'Life cycle' principles, which consider environmental impacts of products and services, will support the decision-making processes.

Carbon reduction and biodiversity improvements will be made utilising our certified ISO14001 (2015) Environment Management System, for the benefit of patients, staff and the environment. This will be done through five areas of activity:

- Waste
- Energy and Water
- Travel
- Procurement
- Building Design and Biodiversity

The Health Board will deliver against initiatives and actions in the 'NHS Decarbonisation Strategic Delivery Plan 2021-2030' and publish an updated delivery plan every two years through the IMTP.

Powys Teaching Health Board is committed to continual improvement, reducing our impact on the environment and increasing the protection of biodiversity. This policy will be reviewed every three years or sooner, and progress reported for all to see.

### **DECARBONISATION PRIORITY ACTIONS**

The Health Board has been acting to reduce its impacts on the environment and has already made a number of significant steps towards a more sustainable

future. The focus moving forward is to accelerate the pace of change through continuing this critical work. The Health Board aims to:

- meet national targets and reduce its impacts on the environment and the public
- improve patient and staff experience,
- improve working conditions,
- help reduce circa £70m backlog maintenance,
- significantly reduce estates risks.

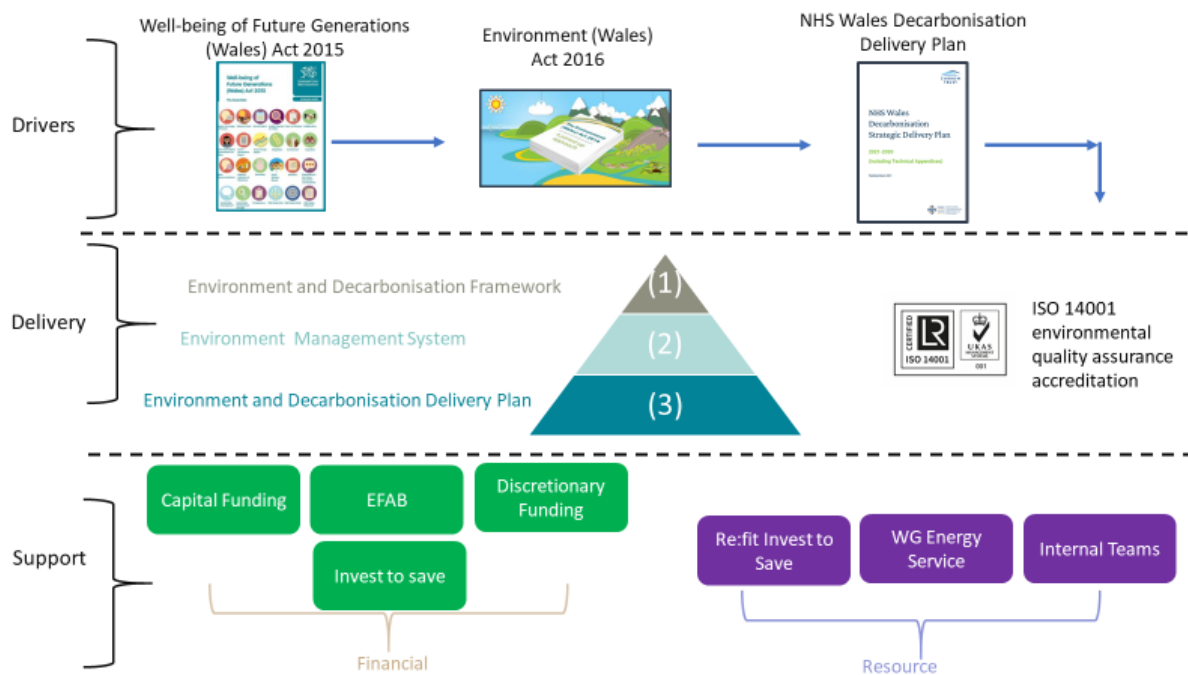







Figure 1: Drivers, Delivery and support

Carbon reduction and biodiversity improvements will be made throughout the organisation, utilising our certified ISO14001 (2015) Environment Management System, for the benefit of patients, staff and the environment. This will be done through five work areas:

				
<p><b>Waste</b> We aim to reduce or eliminate waste streams from our processes as far as practicable. Generating less waste, promoting reuse and recycling, recovering as much as possible from waste products.</p>	<p><b>Energy &amp; Water</b> Our electricity shall be REGO-backed to ensure we maximise our renewable energy use and all new major projects will lead on renewable generation on site.</p>	<p><b>Travel</b> We are committed to reducing our travel-related emissions through remote working and digital triage and consultations. e-miles will be promoted above grey miles.</p>	<p><b>Procurement</b> We shall embed life-cycle processes into our purchasing decisions and develop suitable weighting to sustainable procurement services.</p>	<p><b>Buildings &amp; Biodiversity</b> All new buildings and refurbishments shall meet or exceed BREAM standards and maximise decarbonisation benefits. Biodiversity will be protected and enhanced across the estate and surrounding areas.</p>

Carbon emissions are measured and reported based on the following 3 scopes:

**Scope 1:** Direct (onsite) emissions from combustion of gas and other fuels

**Scope 2:** Offsite emissions resulting from the generation of electricity and other energy purchased

**Scope 3:** Emissions made by third parties in connection with operational activities including the procurement of goods and services

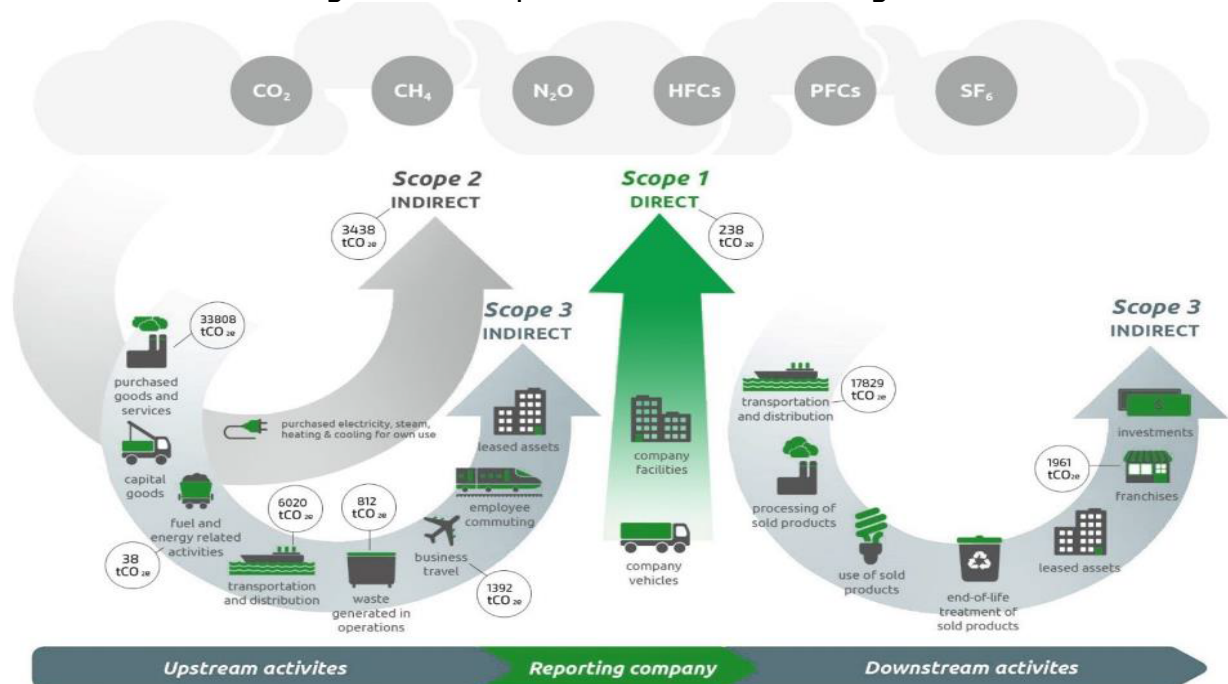


Figure 4: 3 Scopes of emissions

## Priority Actions for decarbonisation:

Table 1: Decarbonisation Priorities

No.	Action
D1	Implement best practice carbon management with dedicated roles in place to undertake Delivery Plan initiatives.
D2	Proactively communicate the Climate Emergency to staff and the public with the aim of stimulating low carbon behaviours and growing engagement in the decarbonisation agenda.
D3	Drive the engagement required for decarbonisation across each organisation's leadership team – Finance, Procurement, Estates, and Capital Project teams will engage to develop a focussed and active approach to project implementation.
D4	Progress a transformational energy and water efficiency retrofit programme across the estate – every building with a long-term future will have undergone a multi-technology energy-efficient upgrade by 2030.
D5	Fully replace all existing lighting with LED lighting by 2025
D6	Progress low carbon heat generation for all non-acute sites larger than 1,000m <sup>2</sup> by 2030.
D7	Take an active approach to efficient control of energy in our buildings. All buildings will have up-to-date, standardised, and effective building management systems (BMS). Dedicated resource to optimise the use of energy by BMS control will be put in place by 2023.
D8	Determine the overall viable potential for onsite renewable energy generation at each NHS organisation by 2023. Install half of this potential by 2026, and the remainder by 2030.
D9	Develop and build low carbon buildings to net zero standard – engage and collaborate with NHS partners across the UK on the emerging net zero building standard for hospitals, and adopt a net zero building accreditation approach which will be defined by 2022.
D10	All project teams to have an independent client-side sustainability representative to provide due diligence support for the optimal low carbon design across all development stages – and be responsible for ensuring the Net Zero Framework process is followed.
D11	Integrate Modern Methods of Construction (MMC) into the design and construction of new buildings – this will consider modular design, offsite fabrication, and just-in-time delivery to minimise construction-related carbon emissions.
D12	Install electric vehicle charging points in new developments beyond minimum requirements, and future-proof new car parks by installing infrastructure to enable straightforward installation of future charging points.
D13	Prioritise low carbon heating solutions as a key design principle. No fossil fuel combustion systems are to be installed as the primary heat source.

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D14	Incorporate the principles of sustainable transportation into the design of new sites (in addition to electric vehicle infrastructure) in line with the Welsh Government's Active Travel Action Plan for Wales.
D15	NWSSP will work with Health Boards and Trusts to develop the best practice approach for EV charging technology, procurement, and car park space planning – this will include consideration of NHS Wales' own fleet, staff vehicles, and visitor EV charging
D16	A standardised system of vehicle management for owned and leased vehicles will be developed to plan, manage, and assess vehicle performance – this will entail central fleet management oversight within each organisation
D17	All new cars and light goods fleet vehicles procured across NHS Wales after April 2022 will be battery-electric wherever practically possible. In justifiable instances where this not suitable, ultra-low emission vehicles should be procured.
D18	All new medium and large freight vehicles procured across NHS Wales after April 2025 will meet the future modern standard of ultralow emission vehicles in their class.
D19	All Health Boards and Trusts will appraise the use of staff vehicles for business travel alongside existing pool cars. Health Boards and Trusts will update their business travel policies to prioritise the use of electric pool cars, electric private vehicles and public transport.
D20	All-Wales strategic estate planning will have carbon efficiency as a core principle – quantified carbon will be a key decision metric for planning new developments, rationalisation of the estate, and championing smart ways of working.
D21	NWSSP and Welsh Government will develop an approach to land use to advise Health Boards and Trusts on land identification, collaboration with Local Authorities and the community, and the appraisal approach for renewable energy and greenhouse gas removal.
D22	NHS Wales will explore and progress large scale renewable generation with private wire connection to our sites
D23	Support the Welsh Government's target for 30% of the Welsh workforce to work remotely, by continuing to facilitate flexible and smart working, developing the existing approach to remote working technology, and rationalising existing office space.
D24	Continue to utilise technology to increase the efficiency of engagements between staff and the public where suitable.
D25	Health education will be used to champion decarbonisation across our service – we will encourage sustainable healthcare practice, waste efficiency, and low carbon staff and patient behaviour
D26	Explore methods of minimising gas wastage and technologies to capture expelled medical gases.
D27	Take a patient-centric approach to optimise inhaler use, focusing on a reduction in the over-reliance of reliever inhalers where

	possible and emphasising the importance of inhaler-specific disposal and recycling.
D28	Support the development of pan-Wales guidance by 2022 for best practice reduction of pharmaceutical waste.
D29	Develop 'plastics in healthcare' initiatives to address waste in the delivery of health care - this will aim to tackle PPE, single use plastics, and packaging waste.
D30	Work with pharmacists and prescribers to build upon and support existing efforts to encourage responsible disposal of inhalers

### Resourcing delivery:

There are a number of avenues of support to enable delivery of the key actions including:

**Capital funding:** discretionary allocations and bids for All Wales Capital Funding. An element of the Discretionary Capital allowances already ringfenced for estates improvements, such as boiler replacements and major capital business case submissions are strongly supported by Welsh Government in terms of the decarbonisation credentials – a further £0.25M was added to the Bro Dyfi, Machynlleth project approval earlier this year for photovoltaic (PV) energy.

**Estates Funding Advisory Board (EFAB):** a pilot was initiated for financial year 2021/2022 and it is hoped that this will become a permanent funding stream. Health Boards were invited to bid for national funding which included: Estates Infrastructure - £10M, and Decarbonisation - £14M.

**Welsh Government, Invest to Save:** focussed on investments requiring payback periods of less than 8 years.

**Welsh Government Energy Service (WGES):** is a four-year programme (2018-2022) funded by the Welsh Government, providing free support to public sector organisations and community groups to help them progress their energy efficiency and renewable energy projects. Included in this service is Re:fit Cymru linked with the UK-wide Re:fit and provided by Local Partnerships, offering bespoke framework and contract management to help provide resources needed and to ensure value for money. Funding routes are optional.

**Re:fit:** is a UK-wide Official Journal of the European Union (OJEU) procured framework providing large-scale guaranteed savings through an Energy Performance Contracts (EPCs) to public sector bodies. The work which Re:fit will enable will act to deliver against several of the Decarbonisation Strategic Delivery Plan initiatives and targets.

**Cynnal Cymru:** in conjunction with the staff led Green Bees group, a 'carbon literacy' training course was identified with Cynnal Cymru. This has developed



into a PTHB membership arrangement by which bespoke training can be developed and delivered, which will also act to meet specific decarbonisation initiatives and targets: *'Powys Teaching Health Board has an opportunity to be the first NHS organisation in Wales to take a coherent and co-ordinated approach to decarbonisation that not only involves well-researched and technologically ambitious internal strategies and action plans, but supports these with staff training using the award-winning Carbon Literacy Project. Carbon Literacy training unlocks the creative potential and enthusiasm of colleagues, teams, even whole departments to deconstruct the climate change emergency and identify simple everyday actions that can contribute to an organisational decarbonisation plan. This training, used in combination with Public Health Wales' "Call to Action" workshops (designed by Cynnal Cymru) can ensure that decarbonisation and environmental management is a shared responsibility and an opportunity to improve clinical care and staff well-being.'*

**Health Board Team:** the Health Board has a small dedicated Environment team resource, however it is important to note that all staff, departments and directorates have a part to play in supporting the environment and decarbonisation. Re:fit Cymru and the Welsh Government Energy Service will provide expert support and consultancy advice for the health board decarbonisation delivery. The process includes the engagement of contractors to undertake packages of work activity, with the assurance that the savings are underwritten by the arrangement.

## BIODIVERSITY

Under section 6 (s6) of the Environment (Wales) Act 2016 public authorities that exercise their functions in relation to Wales have a duty to maintain and enhance biodiversity and promote the resilience of ecosystems. Under section 6 (7) of the Act all public authorities must, before the end of 2019 and before the end of every third year after 2019, publish a report on actions undertaken to comply with the s6 duty. The duty to have regard for conserving biodiversity can be defined as follows:

*'You should be able to show your duty to have regard for conserving biodiversity if you have identified ways to integrate biodiversity when you:*

- *develop policies and strategies and put them into practice*
- *manage the planning system*
- *manage:*
  - *your land and buildings*
  - *woodlands and nature reserves*
  - *gardens, parks and public open space*
  - *community amenities*
  - *waste and pollution*
  - *energy and water*
  - *wood and plant products*

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- *develop infrastructure, such as roads, buildings or flood defences*
- *make decisions about procurement*
- *implement economic, environmental and social programmes*

Operation of the s6 duty across Wales will be evaluated following the publication of the first round of reports.

**Table 2: Summary of actions – Biodiversity Plan**

No.	Action
B1	Maintain an environment policy and ensure reference to the protection and enhancement of biodiversity.
B2	Biodiversity impacts and aspects are considered as part of the health board's environmental management system.
B3	Relevant legislation/obligations and updates are tracked as part of the environmental management system to ensure compliance.
B4	Develop, maintain and deliver site-specific grounds maintenance plans and ensure the provision for biodiversity and ecosystem improvements.
B5	Through capital procedures, consider the impact of construction materials and specify materials from well managed sources as per EMS/D/1.10.1.
B6	Ensure Control of Contractors documentation is adhered to and that all contractors are trained appropriately to minimise harm to the environment, in line with EMS/D/1.10.1.
B7	Comply with any planning consent issues pertaining to water, habitat and species management.
B8	For any major Welsh Government funded capital schemes look to achieve BREEAM 'very good' for refits and 'excellent' for new builds and comply with clause LE05 (Long term impact on biodiversity).
B9	In addition to Objective 8, if appropriate, any major Welsh Government funded capital scheme should consult with local wildlife organisations to strengthen the provision of biodiversity and ecosystem improvements.
B10	Ensure capital procedures are adhered to and that an environment and sustainability representative reviews projects prior to construction. Through the capital procedures ensure any recommendations made by the Environment & Sustainability team are given due consideration.
B11	Consider alternative less harmful to health and the environment substances as part of COSHH evaluations.
B12	Understand the environmental impact of any capital works and consider alternative materials, wherever practical.
B13	Carry out and maintain tree surveys for hospital sites.
B14	Ensure an environment and sustainability representative sits on the health board's Capital Control Group.



B15	Develop and Publish a Biodiversity plan to meet statutory requirements.
B16	For every tree felled on PTHB land at least 2 native local provenance trees are planted in appropriate places.
B17	Improve biodiversity potential across all owned sites.

### MANAGING RISKS TO DELIVERY

There are several risks to delivery that require managing to enable successful delivery of the commitments, including

- **Balancing priorities given the ongoing Pandemic:** the imperative to support the decarbonisation agenda is clear and immediate. There is a significant challenge in balancing the critical response to the COVID-19 pandemic with the need to drive forward the initiatives required to implement the mitigations to climate change. Cross-organisational involvement in the agenda is key and leadership at all level central to ensuring the environmental agenda in progressed.
- **Resource:** the Health Board has invested in an Environment team over the last few years, however it is small. Securing additional resources through all Wales avenues will be key. This includes NWSSP-SES, WGES and Re:fit Cymru, Cynnal Cymru, etc. Staff groups such as Green Bees can beneficially support the organisational response. All avenues of potential funding need to continue to be explored to support the current successful allocation of capital from Discretionary, All Wales and EFAB, in addition to the Invest to Save opportunities via Re:fit.
- **Timeliness of response:** the NHS Wales Decarbonisation Strategic Delivery Plan sets a series of demanding challenges, and whilst the Health Board has already made some strong progress in some areas, there are targets in 2021 and subsequent years which may be difficult to achieve in terms of resource availability, access to funding and the current condition of the aging estate.

### NEXT STEPS:

If approved, the Executive Committee will oversee the implementation of the Environment and Sustainability Priorities and report through to the relevant Board Committee.

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**Agenda item: 2.6a**

**BOARD MEETING**

**Date of Meeting:**  
**29 September 2021**

<b>Subject :</b>	<b>BOARD COMMITTEE ARRANGEMENTS: TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2021/22</b>
<b>Approved and Presented by:</b>	Rani Mallison, Board Secretary
<b>Prepared by:</b>	Rani Mallison, Board Secretary
<b>Other Committees and meetings considered at:</b>	Board Meeting, 28 July 2021

**PURPOSE:**

At its meeting on 28 July 2021, the Board approved a revised assurance committee structure for 2021/22. This paper has therefore been prepared to seek the Board's AGREEMENT of the respective Terms of Reference and Operating Arrangements for those Committees constituted by the Board for 2021/22.

**RECOMMENDATION(S):**

It is recommended that the Board APPROVES the Terms of Reference and Operating Arrangements for the following assurance committees constituted for the financial year 2021/22:

- a) Audit, Risk and Assurance Committee;
- b) Patient Experience, Quality & Safety Committee
- c) Workforce & Culture Committee
- d) Delivery & Performance Committee
- e) Planning, Partnership and Public Health Committee
- f) Charitable Funds Committee;
- g) Remuneration and Terms of Service Committee; and
- h) Executive Committee.

<b>Approval/Ratification/Decision</b>	<b>Discussion</b>	<b>Information</b>
✓	✓	✗

**THE PAPER IS ALIGNED TO THE DELIVERY OF THE FOLLOWING STRATEGIC OBJECTIVE(S) AND HEALTH AND CARE STANDARD(S):**

Strategic Objectives:	1. Focus on Wellbeing	✓
	2. Provide Early Help and Support	✓
	3. Tackle the Big Four	✓
	4. Enable Joined up Care	✓
	5. Develop Workforce Futures	✓
	6. Promote Innovative Environments	✓
	7. Put Digital First	✓
	8. Transforming in Partnership	✓
Health and Care Standards:	1. Staying Healthy	✓
	2. Safe Care	✓
	3. Effective Care	✓
	4. Dignified Care	✓
	5. Timely Care	✓
	6. Individual Care	✓
	7. Staff and Resources	✓
	8. Governance, Leadership & Accountability	✓

**EXECUTIVE SUMMARY:**

In March 2019, the Board established the following committees:

1. Audit, Risk and Assurance Committee;
2. Experience, Quality & Safety Committee;
  - i. Mental Health Act Power of Discharge Group;
3. Performance & Resources Committee;
4. Strategy & Planning Committee;
5. Charitable Funds Committee;
6. Remuneration and Terms of Service Committee; and
7. Executive Committee

In April 2021, the Board held discussion regarding the effectiveness of Board and Committee arrangements, including its committee structure and identified the following areas for strengthening and improvement:

- the need to ensure strategy development was a collective board matter and not a committee responsibility;
- the need to ensure assurances could be received on the Health Board's arrangements for strategy development;
- ensuring the right balance between strategy and operational matters;
- ongoing board development opportunities to continually ensure the appropriate culture and practice;
- opportunity for committee chairs to come together to share intelligence to inform learning;
- the need for improved reporting to include intelligence and analysis to support scrutiny, assurance and action tracking.

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Work was taken forward to develop revised board committee arrangements with the Board agreeing to establish the following committees for 2021/22:

- a) Audit, Risk & Assurance Committee;
- b) Patient Experience, Quality & Safety Committee
  - o Mental Health Act Power of Discharge Group
- c) Workforce & Culture Committee
- d) Delivery & Performance Committee
- e) Planning, Partnership and Public Health Committee
- f) Charitable Funds Committee;
- g) Remuneration and Terms of Service Committee; and
- h) Executive Committee;

#### **a) Audit, Risk & Assurance Committee**

The purpose of the Audit, Risk and Assurance Committee is to review the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report.

It is proposed that the Audit, Risk and Assurance Committee continues as currently constituted, meeting on a bi-monthly basis. The Terms of Reference and Operating Arrangements for this Committee are attached at **Appendix A**.

Committee membership for 2021/22, was agreed as:

Chair	Tony Thomas
Vice Chair	Mark Taylor
Member (Independent)	Matthew Dorrance
Member (Independent)	Rhobert Lewis
Member (Independent)	Ronnie Alexander
<i>Executive Lead (not a formal member)</i>	<i>Board Secretary with Director of Finance and IT</i>

#### **b) Patient Experience, Quality & Safety Committee**

The purpose of the Patient Experience, Quality and Safety Committee is to provide: evidence based and timely advice to the board to assist it in discharging its functions and meeting its responsibilities with regard to the quality and safety of healthcare (provided and commissioned); and assurance to the Board in relation to the Health Board's arrangements for safeguarding and improving the quality and safety of patient centred healthcare (commissioned and provided) in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales.

The Terms of Reference and Operating Arrangements for this Committee are attached at **Appendix B**. The Committee will meet on a bi-monthly basis.

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Committee membership for 2021/22, was agreed as:

Chair	Melanie Davies
Vice Chair	Trish Buchan
Member (Independent)	Ian Phillips
Member (Independent)	Mark Taylor
Member (Independent)	Frances Gerrard
<i>Executive Lead (not a formal member)</i>	<i>Director of Nursing &amp; Midwifery</i>

The Health Board 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 **MHA Power of Discharge Group**. It is proposed that this Group continues as currently constituted. The Terms of Reference for this were recently reviewed and presented to Board in April 2021.

### **c) Workforce & Culture Committee**

The purpose of the Workforce 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 Board to deliver safer better healthcare. The Committee will also provide advice and assurance to the Board in relation to the direction and delivery of the Organisational Development Strategic Framework and other related frameworks to drive continuous improvement and to achieve the objectives of the Health Board.

The Terms of Reference and Operating Arrangements for this Committee are attached at **Appendix C**. The Committee will meet on a quarterly basis.

Committee membership for 2021/22, was agreed as:

Chair	Ian Phillips
Vice Chair	Matthew Dorrance
Member (Independent)	Susan Newport
Member (Independent)	Trish Buchan
<i>Executive Lead (not a formal member)</i>	<i>Director of Workforce &amp; OD</i>

### **d) Delivery & Performance Committee**

The purpose of the Delivery & Performance 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.

The Terms of Reference and Operating Arrangements for this Committee are attached at **Appendix D**. The Committee will meet on a bi-monthly basis.

Committee membership for 2021/22, was agreed as:

Chair	Mark Taylor
Vice Chair	Tony Thomas
Member (Independent)	Melanie Davies
Member (Independent)	Ronnie Alexander
Member (Independent)	Rhobert Lewis
<i>Executive Lead (not a formal member)</i>	<i>Director of Planning &amp; Performance with the Director of Finance &amp; IT</i>

#### **e) Planning, Partnership & Public Health Committee**

The purpose of the Planning, Partnership & Public Health Committee is to provide the Board with advice and assurance on the effectiveness of arrangements for developing the Health Board's strategies and plans to achieve the delivery of high quality and safe services, consistent with the Board's overall strategic direction and any requirements and standards set for NHS bodies in Wales. The Committee will also provide advice and assurance to the Board on arrangements for: ensuring that strategic collaboration and effective partnership arrangements are in place; and that there are effective mechanisms in place in respect of improving public health and reducing health inequities.

The Terms of Reference and Operating Arrangements for this Committee are attached at **Appendix E**. The Committee will meet on a quarterly basis.

Committee membership for 2021/22, was agreed as:

Chair	Trish Buchan
Vice Chair	Ian Phillips
Member (Independent)	Melanie Davies
Member (Independent)	Ronnie Alexander
Member (Independent)	Rhobert Lewis
<i>Executive Lead (not a formal member)</i>	<i>Director of Planning &amp; Performance with the Director of Public Health</i>

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#### **f) Charitable Funds Committee**

The purpose of the Charitable Funds Committee is to make and monitor arrangements for the control and management of charitable funds, on behalf of the Board, as corporate trustees of the charitable funds held and administered by the Health Board.

It is proposed that the Charitable Funds Committee continues as currently constituted, meeting on quarterly basis. The Terms of Reference and Operating Arrangements for this Committee are attached at **Appendix F**.

Committee membership for 2021/22, was agreed as:

Chair	Vivienne Harpwood
Vice Chair	Rhobert Lewis
Member (Independent)	Trish Buchan
Member (Independent)	Frances Gerrard
Member (Executive)	Pete Hopgood
Member (Executive)	Alison Davies
<i>Executive Leads</i>	<i>Board Secretary with Director of Finance and IT</i>

#### **g) Remuneration and Terms of Service Committee**

The purpose of the Remuneration and Terms of Service Committee is to consider and approve the remuneration and terms of service for the Chief Executive, Executive Directors and other very senior staff within the framework set by the Welsh Government, on behalf of the Board.

It is proposed that the Remuneration and Terms of Service Committee continues as currently constituted, meeting on quarterly basis. The Terms of Reference and Operating Arrangements for this Committee are attached at **Appendix G**.

Committee membership for 2021/22, was agreed as:

Chair	Vivienne Harpwood
Vice Chair	Melanie Davies
Member (Independent)	Tony Thomas
Member (Independent)	Susan Newport
Member (Independent)	Mark Taylor
<i>Executive Lead (not a formal member)</i>	<i>Chief Executive Officer</i>

#### **h) Executive Committee**

The Executive Committee is the executive decision-making committee of the organisation, chaired by the Chief Executive as Accountable Officer. 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.

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.

It is proposed that the Executive Committee continues as currently constituted. The Terms of Reference and Operating Arrangements for this Committee are attached at **Appendix H**.

Membership of this Committee is inclusive of all Executive Directors.

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# **Audit, Risk and Assurance Committee**

## **Terms of Reference & Operating Arrangements**

**September 2021**

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## **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.
- 1.3 The detailed Terms of Reference and operating arrangements approved by the Board for this Committee are detailed 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

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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 organisations 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.

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### 3.2 The Committee's workplan will include:

- a report summarising any significant changes to the organisation's strategic risks and a copy of the strategic/corporate Risk Register;
- 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;

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- 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;
- periodic reporting on Post Payment Verification Audits, and arrangements for managing 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.

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;

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- 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 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 HB'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

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- 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, in accordance with the Board's procurement, budgetary and other 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 Audit 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 a minimum of four (4) members, comprising:

Chair	Independent Member of the Board
Vice Chair	Independent Member of the Board
Members	Independent Member of the Board x 3

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

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## Attendees

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

- The Accountable Officer
- Director of Finance and IT
- 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; 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 Office of the Board Secretary.

## 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

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members are determined by the Board, based upon the recommendation of the Chair of PTHB.

### **Support to Committee Members**

- 4.8 The Board Secretary, on behalf of the Committee Chair, shall:
- 4.9 The 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 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**

- 5.3 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 quarterly 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**

- 5.4 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

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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);
- 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; 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 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.

## **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;
- 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 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 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.

7.3 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of

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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.

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## **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
- 8.2 The Board and Board Committee Handbook provides detailed guidance on the conduct of the Committees business.

### **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 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 will report any changes to the Board for ratification.

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# **Patient Experience, Quality and Safety Committee**

## **Terms of Reference & Operating Arrangements**

**September 2021**

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## 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 Standards as the Framework in which it will fulfil its purpose:

- Staying Healthy
- Safe Care
- Effective Care
- Dignified Care
- Timely Care
- Individual Care
- Staff and Resources

### 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.

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## 2.2 ASSURANCE

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

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

## 3 DELEGATED POWERS AND AUTHORITY

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

- A. Seek assurance that the Health Board's **Clinical Quality Framework** remains appropriate, is aligned to the National Quality Framework, 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 Plan; 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;

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- 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;
- the development of the board's Annual Quality Statement and Annual Quality Priorities; 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.

3.2 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 Policy Management Framework 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 Corporate Risk Register.

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## **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.

- 3.5 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**

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- 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 Corporate 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 member of the Board x3
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:
- Director of Nursing and Midwifery (Officer Lead)
  - Director of Therapies and Health Sciences
  - Medical Director
  - Director of Public Health
  - Director of Primary, Community Care 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 and

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- 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 Office of the Board Secretary will provide secretariat services to the Committee.

## **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 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

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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 **bi-monthly**, 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);
  - 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; 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 Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the

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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.

## **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;
  - 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.
- 7.3 The 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**

- 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

## **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 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

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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 will report any changes to the Board for ratification.
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# **Planning, Partnerships & Population Health Committee**

## **Terms of Reference & Operating Arrangements**

**September 2021**

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## 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 **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.
- 1.3 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. PURPOSE

### 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:

- a. strategy, strategic frameworks and plans for the delivery of high quality and safe services, 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.

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## 2.2 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 adequate, effective and robust and achieving intended outcomes:
  - (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 Medium-Term Plan and Annual Plan
- b. Seek assurance that the health board has sufficient enabling plans to support the achievement of strategic objectives
- 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;

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**APPROVED BY BOARD XX**

- 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;
- 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. consider the development of strategies and plans developed in partnership with key strategic partners
- 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 Policy Management Framework 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 Corporate 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.

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**APPROVED BY BOARD XX**

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.

- 3.5 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 Corporate 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

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Vice Chair                      Independent member of the Board

Members                        Independent member of the Board x3

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:

- Director of Planning & Performance (Joint Officer Lead)
- Director of Public Health (Joint Officer Lead)
- Director of Finance and IT
- Director of Therapies and Health Sciences
- Director of Primary, Community Care 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 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 Office of the Board Secretary will provide secretariat services to the Committee.

## **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.

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- 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 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 **Quarterly**, 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

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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);
- 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; 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 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.

## **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.

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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;
- 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.

- 7.3 The 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.

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- 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**

- 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

## **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 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 will report any changes to the Board for ratification.
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**APPENDIX D**



# **Delivery and Performance Committee**

## **Terms of Reference & Operating Arrangements**

**September 2021**

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Board Meeting  
29 September 2021  
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## 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 **Delivery 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.
- 1.3 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.

## 2. PURPOSE

- 2.1 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.

### 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 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.

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## 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.

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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 and WHSCC, EASC 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 **compliance with Health and Safety Regulations and Fire Safety Standards** are sufficient, effective and robust, including:

- the operating practices in respect of: staff health and safety; stress at work; patient health and safety, i.e., patient falls, patient manual handling; violence and aggression; fire safety; risk assessment processes; safe handling of loads; and hazardous substances

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

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- the monitoring of information related objectives and priorities as set out in the Board's IMTP and Annual Plan;
- the monitoring of the implementation and application of information related legislation, policies and standards, including GDPR and Freedom of Information;
- the review of arrangements to protect the integrity of data and information to ensure valid, accurate, complete and timely data and information is available for use within the organisation;
- the reporting of data breaches, incidents and complaints, ensuring lessons are learned;
- the recommendations arising from national and local audits and self-assessments, including assessment against the Caldicott Standards; and
- the monitoring of arrangements to support the continued development of business intelligence and capacity.

E. Seek assurance that arrangements for the **performance management of digital and information management and technology (IM&T) systems** are sufficient, effective and robust, including:

- the monitoring of digital related objectives and priorities as set out in the Board's IMTP and Annual Plan; and
- the monitoring of the annual business plan for IM&T.

F. 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.

3.2 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 Policy Management Framework 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 Corporate Risk Register.

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## **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.

- 3.5 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 Corporate 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.

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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	3 x Independent member of the Board
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:

- Director of Finance and IT (Joint Officer Lead)
- Director of Planning and Performance (Joint Officer Lead)
- Director of Workforce & OD
- Director of Primary, Community Care and Mental Health
- 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.

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## Secretariat

- 4.4 The Office of the Board Secretary will provide secretariat services to the Committee.

## 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 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.

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**APPROVED BY BOARD XX****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 **bi-monthly**, 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);
  - 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; 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 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).*

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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.

## **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;
  - 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;

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- 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 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**

- 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

## **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 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 will report any changes to the Board for ratification.
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# **Workforce and Culture Committee**

## **Terms of Reference & Operating Arrangements**

**September 2021**

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## 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 **Workforce 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.
- 1.3 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.

## 2. PURPOSE

The role of the Workforce 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.

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:

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### **Culture & 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 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;

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- 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 workforce;
  - 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.
- 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.

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 Policy Management Framework and Scheme of Delegation and Reservation of Powers.

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

**Statutory Compliance:**

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
- Wellbeing of Future Generations Act (where relevant to this Committee)
- Consultation on Organisational Change
- Mandatory and Statutory Training

**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.

- 3.5 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**

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- 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 Corporate 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 2 x Independent member of the Board

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:

- Director of Workforce & OD (Officer Lead)
- Director of Planning and Performance
- Director of Finance & IT
- Director of Primary, Community Care and Mental Health
- Director of Therapies and Health Sciences

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**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 Office of the Board Secretary will provide secretariat services to the Committee.

**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 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**

**APPROVED BY BOARD XX**

- 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 **Quarterly**, 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);
  - 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; 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 Board

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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.

## **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;
- 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.

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## **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.**

### **7.3 The 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**

### **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

## **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**

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the Committee, supported by the 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 will report any changes to the Board for ratification.
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# **Charitable Funds Committee**

## **Terms of Reference & Operating Arrangements**

**September 2021**

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## 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 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"*.
- 1.2 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 Committee has been established in order to enable the scrutiny and review of matters related to the health board's charitable funds to a level of depth and detail not possible in Board meetings.
- 1.3 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.

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### **3. SCOPE AND DUTIES**

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 2011 (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 2011
  - ✓ Terms of the fund's governing documents
- receive at least twice a year reports for ratification from the Director of Finance and IT 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 Director of Finance and IT 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.

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#### **4. DELEGATED POWERS AND DUTIES OF THE DIRECTOR OF FINANCE**

4.1 The Director of Finance 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 Director of Finance 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 Board including the Annual Accounts.

#### **5. DELEGATED POWERS AND AUTHORITY**

5.1 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:

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- ✓ 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 Director of Finance.
- 
- 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.

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- 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**

5.2 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.

5.3 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, in accordance with the Board's procurement, budgetary and other requirements.

**Access**

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

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

**Sub Committees**

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

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## **6. MEMBERSHIP**

### **Members**

6.1 A minimum of five (5) members, comprising:

Chair                      Independent Member of the Board

Vice Chair                Independent Member of the Board

Members

- Independent Member of the Board x2
- Director of Nursing and Midwifery
- Director of Finance and IT

### **Attendees**

6.2 In attendance

- Board Secretary
- Charity Manager
- Head of Financial Accounts

### **Secretariat**

6.3 Secretary              As determined by the Board Secretary

### **Member Appointments**

6.4 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.

6.5 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.

6.6 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.

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## **Support to Committee Members**

6.7 The 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 OD programme developed by the Director of Workforce & OD.

## **7. COMMITTEE MEETINGS**

### **Quorum**

- 7.1 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 Director of Finance and IT, or nominated representative.
- 7.2 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**

- 7.3 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 quarterly, 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.

### **Withdrawal of individuals in attendance**

- 7.4 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 Board Secretary where appropriate) shall

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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.

## **8. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS**

8.1 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.

8.2 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.

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- 8.3 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.

## **9. 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.
- 7.3 The 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.

## **10. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

- 10.1 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

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## **11. CHAIR'S ACTION ON URGENT MATTERS**

- 11.1 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 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 Director of Finance. 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.
- 11.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

## **12. REVIEW**

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

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# **Executive Committee**

## **Terms of Reference & Operating Arrangements**

**September 2021**

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Board Meeting  
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## **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.

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### **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.
- 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.

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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 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) 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;
- i) 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;
- j) 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;

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- k) Ensuring staff are kept up to date and actively engaged with regard to Health Board wide and partnership issues and matters;
- l) 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;
- m) 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. All reporting to the Health Board and to Committees of the Board will be co-ordinated via the Executive Committee from any sub-committees or groups established by the Executive Committee.

- 3.7 The Committee has established to assist with the discharging of its responsibilities, the following sub-committees and groups. It is recognised that these groups will have cross-cutting and connected

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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 Executive Committee is currently undertaking a review of its sub-structure and the ways in which it discharges its responsibilities either directly through the annual work programme of the Executive Committee or advised and taken forward by agreed sub-groups. Therefore, the list below will be subject to change.*

In addition, a Chief Executive-led **Renewal Portfolio Board** will be established, as a formal part of the Board's Executive Committee. This will be used as the mechanism to drive, govern and co-ordinate the work required. A dedicated meeting of the Executive Committee will be held every four weeks, operating as the Renewal Portfolio Board, with those Powers Delegated by the Board to the Executive Committee (as set out in the Executive Committee Terms of Reference and Operating Arrangements).

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**

#### **4.1 Membership will comprise:**

- Chair
  - Chief Executive (Accountable Officer)
- Vice Chair
  - Deputy Chief Executive
- Executive Directors
  - Director of Primary, Community Care and Mental Health
  - Medical Director
  - Director of Nursing and Midwifery
  - Director of Public Health
  - Director of Therapies & Health Sciences

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- Director of Workforce, Organisational Development & Support Services
- Director of Finance & IT
- Director of Planning & Performance

## **Attendees**

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

- Board Secretary
- Associate Director of Corporate Business
- Corporate Business Officer

4.3 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**

4.4 The secretariat for the Committee will be provided by the Chief Executive's Office and will be determined by the Associate Director of Corporate Business.

# **5 COMMITTEE MEETINGS**

## **Quorum**

- 5.1 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.
- 5.2 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**

- 5.3 The Chair of the Committee 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).

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

## **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 and Accountable Officer retain overall responsibility and accountability for all matters relating to the operations of the organisation.
- 6.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.3 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.
- 6.4 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.

## **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;

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- 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 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.

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**

8.1 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.

## **9. REVIEW**

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

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# Remuneration and Terms of Service Committee

## Terms of Reference & Operating Arrangements

**September 2021**

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## 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.
- 1.3 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.

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### **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:

- 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;
- objectives for Executive Directors and other VSMs and their performance assessment;
- performance management system in place for those in the positions mentioned above and its application;
- proposals to make additional payments to consultants;
- proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance;
- consider and approve Voluntary Early Release Scheme (VERS) applications and severance payments in line with Standing Orders and extant Welsh Government guidance; and
- monitor compliance with issues of professional regulations.

#### **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

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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, in accordance with the Board's procurement, budgetary and other 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.

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#### **4. MEMBERSHIP**

##### **Members**

4.1 Membership will comprise of a minimum of five (5) members:

Chair	Chair of the Board
Vice Chair	Vice Chair of the Board
Members	At least three other Independent Members of the Board, to include the Chair of the Audit, Risk and Assurance 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 Workforce & OD
- 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 Office of the Board Secretary.

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## **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 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 Director of Workforce & OD.

## **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 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.

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### **Frequency of Meetings**

- 5.3 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 quarterly, 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.

### **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.

## **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

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of assurance are incorporated into the Board's overall risk and assurance framework.

- 6.3 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.

## **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.

- 7.1 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 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.

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## **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
  - 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 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 will report any changes to the Board, via the Audit Committee, for ratification.

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Reporting Committee:	Executive Committee
Committee Chair	Carol Shillabeer
Date of last meeting:	15 <sup>th</sup> September 2021
Paper prepared on:	20 <sup>th</sup> September 2021

## KEY DECISIONS AND MATTERS CONSIDERED BY THE COMMITTEE

I am pleased to provide the Board with a summary of the matters considered by the Executive Committee when it met on 29<sup>th</sup> July, 11<sup>th</sup> August, 25<sup>th</sup> August, 8<sup>th</sup> September and 15<sup>th</sup> September.

### 29<sup>th</sup> July 2021

#### 1. STAFF FLU VACCINATIONS

The Committee DISCUSSED the proposed approach to staff flu vaccinations. Importantly the campaign for this coming season would need to build on previous years but also take into account any opportunity regarding the broader covid-19 vaccination (when more was known from JCVI). It was AGREED that the Workforce and OD Team would consider the leadership approach (either via Occupational Health or Mass Vaccination).

### 11<sup>th</sup> August 2021

#### 1. PATHOLOGY SAMPLE TRANSPORT TO SHREWSBURY AND TELFORD LABORATORIES

It was reported that that the existing contract for the transportation of pathology specimens from North & Mid Powys sites into the Shrewsbury and Telford Laboratories had been in place since 2010. Powys Teaching Health Board was not a partner in the Shropshire Commissioning Consortium at that time therefore Shropshire, Telford and Wrekin CCG had met the cost of pathology transport provision for Powys Teaching Health Board over the time period. The Committee APPROVED the updated contract and recognised that Powys would now be liable to cover its share of costs for the service.

## **2. WORKFORCE AND ORGANISATIONAL DEVELOPMENT DIRECTORATE REALIGNMENT**

A formal consultation regarding a proposed realignment had been developed which had been informed by feedback from Executive colleagues. It was suggested that WOD Business Managers would have an increased focus upon case management which would in turn enable a post to be implemented for Planning. Work would be undertaken throughout the health board to ensure that managers were able to enact WOD policies as required and upskilling would be undertaken where required. The suggested structure would provide career progression for staff and would remain cost neutral. The Committee APPROVED the realignment and it was suggested that targeted support may be required in some areas.

## **3. MUSCULOSKELETAL PRACTITIONER BUSINESS CASE**

An MSK Practitioner Business Case was presented. It was reported that the MSK Practitioner was part of the transformation proposal to support improved, earlier intervention and outcomes for patients who have been delayed in accessing treatment due to COVID-19. The position would rely upon cluster funding to support for the initial two years, the health board would fund year three and beyond. The Committee SUPPORTED the MSK Practitioner Business Case which would be presented to Cluster Leads for support on 12<sup>th</sup> August 2021.

## **4. BREXIT AND PANDEMIC INFLUENCES ON FOOD SUPPLY MARKET**

The Committee RECEIVED the report which provided a summary of the Exit from the EU and Pandemic influences on the food supply markets, the anticipated impact on food purchasing costs and the suggested mitigating actions. It was noted that the industry recognised likely food inflation rate of 8-12% presented an estimated risk of a £33K-£50K cost pressure for the health board's food requirements. It was suggested that the health board could mitigate this pressure within the following four areas:

- Reduction of food waste
- Food production methodology improvements
- Review of the food choices offered to Patients and Staff
- Introduction of a more dynamic charging mechanism to ensure full cost recovery.

The Committee APPROVED the item on the basis of cost recovery and noted that further consideration regarding catering provision may be required should costs continue to rise.

## **5. INVESTMENTS BENEFITS GROUP SUMMARY REPORT**

The Committee RECEIVED the report which provided an overview of matters considered by the Investments Benefits Group since the last report



received by the Committee. It was noted that as time progressed the reports would provide more in-depth tracking of the investments made and the benefits realisation. The Committee NOTED the report.

## **6. VALUE BASED HEALTHCARE UPDATE**

The Committee RECEIVED the update and were informed that an opportunity had arisen to invest into shared access to Health Economist advice and support via the Rural Value Group (in collaboration with Betsi Cadwallader University Health Board, Hywel Dda University Health Board and Aberystwyth University). This would present a cost of £20k per year over two years, access to such expertise would usually cost in excess of £200k.

The Committee SUPPORTED the item, including the investment into the Health Economist advice however it was requested that it was ensured that the appropriate governance was implemented to ensure that Powys received the appropriate amount support from the post in line with the investment made.

**25<sup>th</sup> August 2021**

## **1. SOUTH WALES ADULT THORACIC SURGICAL CENTRE STRATEGIC OUTLINE CASE**

The Committee RECEIVED the report and noted that the health board had been requested to confirm its support by 2nd September 2021. A number of concerns were raised by Committee members, notably that the request for support was prior to consideration by WHSSC Joint Committee. Whilst there is broad support for the development, the Committee AGREED that due process needed to be followed and that a response would be returned confirming that the item would need to be considered by WHSSC Joint Committee and the Board prior to the health board confirming its support.

## **2. PROPOSAL FOR MEDACS MANAGED SERVICE FOR LOCUM PROVISION**

The Committee RECEIVED a proposal for the use of MEDACS as a managed service for the provision of Locum services. The paper provided the potential benefits of the service. It was noted that other health boards were using the service and that there were no risks in association with signing up to the service. It was noted that other health boards were also able to use additional providers where required. It was requested that it be ensured that there were no unintended consequences from using MEDACS and it be ensured that current locums are not destabilised. The Committee APPROVED the item subject to the feedback provided by the Committee.

## **3. HEALTH AND SAFETY POLICIES**

The Committee DISCUSSED the Health and Safety Policies:

- The First Aid at Work Policy was APPROVED.
- The Committee SUPPORTED the Management of Contractors Policy IN PRINCIPLE but recognised that further clarification regarding the responsibility of estates for works and further detail and clarification in relation Non-Estates Contractors was required.
- The Committee discussed the draft policy, offered comments and AGREED that further work was required on the Health and Safety Policy.

#### **4. FIRE SAFETY POLICY**

The Committee RECEIVED the Policy and NOTED the following key changes:

- Updates had been in relation to a refreshed Welsh Health Care Technical Memorandum in relation to Fire.
- Updates had been made in relation to the updates Smoke Free Premises (Wales) Act.
- Updates in relation to Dangerous Substances and Atmospheres (Medical and Bottled Gases).
- Updates to the Operational Management Structure. The Director of Primary Community Care and Mental Health had now established arrangements for the Operational deployment of Fire Safety Management. Fire Safety Co-ordinators had been identified for each site and work was noted to be underway in relation to a complete number of Fire Wardens. A roll out of training was underway and it was anticipated that this would be completed for all sites by the end of September 2021.

The Committee APPROVED the Policy, subject to amendments based on the feedback provided by the Committee.

#### **5. WELSH LANGUAGE STANDARDS ANNUAL MONITORING REPORT**

The Committee RECEIVED the report. It was noted that there had been less progress than was preferable due to the impact of the pandemic. The percentage of Welsh speaking staff had slightly increased, as had the number of staff engaged with learning Welsh. The following matters were highlighted as the three main areas of risk:

- Issues in relation to the ability of reception staff to answer queries in Welsh.
- Improving job advertisements, including the recommendation of Welsh Language as essential for some roles. This has not been implemented due to difficulties in recruiting.
- The translation of documents. It was noted that Welsh Government has recently approved a translation software as appropriate for use. Procurement for this would be sought as soon as it was possible.

The Committee NOTED the item and RECOGNISED the associated risks.

**8<sup>th</sup> September 2021**

### **1. AUDIOLOGY BUSINESS CASE**

It was reported that developments and requirements in relation to audiology and ear care generally had changed over the last few years. Ear Syringing had been discontinued within General Medical Services and ear care had been impacted by the pandemic across Powys. A Welsh Health Circular had been received in April 2019 which mandated requirements around audiology/ear care. Welsh Government would expect the requirements to be implemented by the health board by October 2021.

The Committee APPROVED the business case and confirmed that the health board would work towards implementation in Quarter 4.

### **2. GENERAL MEDICAL SERVICES - ENHANCED SERVICES**

The Committee RECEIVED a proposal for managing Enhanced Services. It was considered that Welsh Government had taken a position in relation to Directed Enhanced Services and the cessation of the relaxation of the COVID-19 related agreement at the end of September 2021. No specific instruction regarding Local Enhanced Services/National Enhanced Services had been issued. The Committee considered a range of options and agreed to a discussion with contractors regarding a temporary modification of the LES/NES to recognise the wider system pressures. It was suggested that a review of LES/NES's would be pertinent in the remainder of 2021/22 in light of the renewal and recovery work underway. This would be followed up during Quarter 3.

### **3. SECURITY MEASURES POLICY**

The Committee RECEIVED and DISCUSSED the Policy. A number of comments were provided and it was AGREED that further work was required prior to decision by the Committee.

### **4. AUDIT WALES DRAFT REPORT ON QUALITY GOVERNANCE**

The Committee discussed the Draft Report on Quality Governance undertaken by Audit Wales. It was noted that this audit is taking place in each health board and that a local and thematic national report would be produced. Further discussion with Audit Wales would take place as part of the clearance process. A Management Response would then be required.

### **5. AUDIT WALES REVIEW OF WHSSC GOVERNANCE ARRANGEMENTS**

The Committee RECEIVED and NOTED the Audit Wales Review of WHSSC Governance Arrangements. It was noted that the visibility of quality reporting would be increased at the Joint Committee and this was

welcomed. Further that work to strengthen the visibility of quality as part of the Health Boards Patient Experience, Quality and Safety Committee would take place.

**15<sup>th</sup> September 2021**

### **1. ENDORSEMENT OF THE STRATEGIC APPROACH TO SYSTEM RESILIENCE**

The Committee discussed the current system pressures and the need to strengthen further the system resilience in preparation for a difficult autumn and winter. It was noted that the August period had brought unprecedented pressures for that time of the year with challenges regarding social care availability, staff availability, hospital discharge and flow and ambulance service pressures. The Committee AGREED that a specific System Resilience Approach be developed, working with partners.

### **2. STRATEGIC SERVICE CHANGE PROPOSALS**

The papers outlined a range of services developments and changes that required Executive and then Board consideration. These include:

a) Changes to services commissioned by WHSSC. The Health Board were collectively proposing to move commissioning responsibility from the NHS Collaborative to Welsh Health Specialised Services.

b) South East Wales Vascular Services. Following a consultation process, it is expected that a proposal be considered by the Board. Due to the need for provider health boards to consider further detail, the paper was not available for review at this time. Consideration would be given to this in terms of presenting straight to the Board.

c) South Wales Adult Thoracic Surgical Centre Strategic Outline Case. Following the consultation that took place regarding these services, the Strategic Outline Case had now been prepared. It was noted that at this stage the options remain broad and the next stage would determine the final proposals and detailed costing/benefits etc. The Committee AGREED that the SOC would be presented to the Board.

### **3. PHARMACEUTICAL NEEDS ASSESSMENT**

The Medical Director presented the work that has been undertaken in relation to the Pharmaceutical Needs Assessment. A consultation has taken place with some feedback received. This would be presented to the Board.

### **4. NURSE STAFFING LEVELS ACT (WALES) ASSURANCE REPORT**

The Director of Nursing and Midwifery provided the report which gave an overview of the position against the Nurse Staffing Act. The Committee DISCUSSED the report and offered comments to enable further clarification. The report would be presented to the Board.

### **5. ENVIRONMENT AND SUSTAINABILITY STRATEGIC PLAN**

The draft Strategic Plan had been developed to outline the actions the Health Board would take in relation to Decarbonization and wider issues of biodiversity. Given the significant of the environmental challenge and the social responsibility role of the Health Board, a Strategic Plan would feature as a key priority for the Board. It was noted that the Welsh Government had set clear targets and expectations of health boards and this plan would assist in meeting those. The Committee provided comments to enable further refinement for presentation to the Board.

## **6. LABORATORY INFORMATION NETWORK CYMRU (LINC) PROGRAMME BUSINESS CASE**

The Business Case presented relates to collaborative work across NHS Wales organisations to modernise laboratory reporting. Whilst the Health Board is not a provider of laboratory services, the provision from commissioned providers is key. It was noted that Welsh Government support for the Business Case is key and that detailed dialogue had already been undertaken by the national lead for this programme. The Committee AGREED to recommend the case to the Board with some additional commentary.

## **7. INTEGRATED PERFORMANCE OVERVIEW**

The report was presented by the Director of Planning and Performance who reminded the Committee that overview reporting remains in place as a result of the pandemic. The new Assistant Director of Performance and Contracting would provide vital leadership in further developing the report format, including the analysis and actions in each area from the accountable Director. It was also noted that the review of arrangements in relation to Executive Committee sub-groups means that these reports would be considered at the formal Executive Committee. The Committee discussed the key areas of performance and AGREED to progress the report for Board consideration.

## **8. FINANCIAL PERFORMANCE**

The report was presented by the Director of Finance and IT outlining the month 05 position. A small in-month underspend (31k) was reported which takes the cumulative position to a small overspend (32k). A breakeven forecast continues for year end. It was noted that block contract arrangements continue and that this would be kept under review. The longer term financial outlook was discussed in terms of the need to ensure the preparation for challenging financial and service pressures ahead. The Committee AGREED to progress the report for presentation to the Board.

## **9. BOARD AND COMMITTEE ARRANGEMENTS**

An overview of the revised arrangements was provided, noting further detail would be prepared for consideration at the Board.

## **10. CORPORATE RISK REGISTER, SEPTEMBER 2021**

The risk register was discussed including feedback from the Risk and Assurance Group. It was noted that discussions regarding the Renewal Portfolio risk register were underway, ensuring a feed through and alignment to Corporate risk reporting. The Committee DISCUSSED the risks ahead of presentation and discussion at the Board.

## **11. AUDIT WALES DRAFT REPORT ON QUALITY GOVERNANCE, MANAGEMENT RESPONSE**

The Committee received an update that the previously discussed draft Audit Wales report on Quality Governance had been further modified to take account of comments. The Management Response was therefore required in order that the report can be considered by the Audit, Risk and Assurance Committee and the Patient Experience, Quality and Safety Committee. The Committee DISCUSSED the generally positive report and indicated the recommendations being helpful in further progressing the organisations Clinical Quality Framework.

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### **Sub-Groups of Executive Committee**

There are a number of sub-groups of the Executive Committee which enable a greater degree of development and review of specific priorities and issues. The sub-groups are currently under review and some of the sub-group items have therefore been considered by the Executive Committee more directly.

The following key agenda items were considered:

#### **a. Strategic Planning and Commissioning Group**

The Strategic Planning and Commissioning Group last met on 12<sup>th</sup> May 2021, the next meeting is due to be held on 10<sup>th</sup> November. An update regarding this meeting will be reported to the next meeting of the Board.

#### **b. Delivery and Performance Group**

- i. Finance Performance Report - Month 4
- ii. Performance Overview
- iii. Workforce Report
- iv. Commissioning Assurance Framework

#### **c. Quality Governance Group**

The Quality Governance Group has not met since the last meeting of the Board. The sub-structure of the Executive Committee is under review, therefore all items which would previously have reported via the Quality

Governance Group are reporting to the Executive Committee until the Committee sub-structure is finalised.

### **ITEMS TO BE ESCALATED TO THE BOARD**

There are no matters for escalation to the Board at this time.

### **NEXT MEETING**

The next meeting of the Executive Committee is scheduled for 6<sup>th</sup> October 2021.