

COFNODION Y CYFARFOD PWYLLGOR ARCHWILIO A SICRWYDD RISG CYMERADWYO APPROVED MINUTES OF THE AUDIT AND RISK ASSURANCE COMMITTEE MEETING

Date and Time of Meeting:	9.30am, 29 th May 2019
Venue:	Boardroom, Corporate Offices, Ystwyth Building, St David's Park, Carmarthen

Present:	Mr Paul Newman, Interim Vice-Chair (Committee Chair)
	Mr Mike Lewis, Independent Member (Committee Vice-Chair)
	Mr Owen Burt, Independent Member
	Cllr. Simon Hancock, Independent Member
In Attendance:	Mrs Judith Hardisty, Interim Chair (part)
	Ms Ann-Marie Harkin, Wales Audit Office (part)
	Mr Jeremy Saunders, Wales Audit Office
	Ms Leanne Malough, Wales Audit Office
	Mr Simon Cookson, Director of Audit & Assurance, NWSSP
	Mr James Johns, Head of Internal Audit
	Mr Steve Moore, HDdUHB Chief Executive (part)
	Mrs Joanne Wilson, Board Secretary
	Mr Huw Thomas, Director of Finance
	Ms Alexandra Williams-Fry, Senior Communications Officer, deputising for
	Ms Sarah Jennings, Director of Partnerships & Corporate Services (part)
	Mrs Lisa Gostling, Director of Workforce & Organisational Development
	(part)
	Ms Fiona Powell, Assistant Director of Finance (part)
	Ms Jennifer Thomas, Senior Finance Business Partner (part)
	Ms Julie Bowen, Finance Business Partner (part)
	Ms Clare Moorcroft, Committee Services Officer (Minutes)

Agenda Item	Item	
AC(19)104	Introductions and Apologies for Absence	
	Mr Paul Newman, Audit & Risk Assurance Committee (ARAC) Chair, welcomed everyone to the meeting. Apologies for absence were received from:	
	 Mr David Powell, Independent Member 	
	 Mrs Charlotte Beare, Head of Assurance and Risk 	
	 Ms Sarah Jennings, Director of Partnerships & Corporate Services 	

AC(19)105	Declaration of Interests		
	No declarations of interest were made.		

AC(19)106	Minutes of the Meetings held on 23 rd April and 7 th May 2019			
	RESOLVED – that the minutes of the Audit & Risk Assurance			
	Committee meetings held on 23 rd April and 7th May 2019 be			
	APPROVED as a correct record.			

AC(19)107	Table of Actions	
	An update was provided on the Table of Actions from the meetings held on 23 rd April and 7 th May 2019 and confirmation received that outstanding actions had been progressed. It was agreed that all completed actions would be removed. Members' attention was drawn to the various attachments to the Table of Actions, which related to specific updates. In terms of Matters Arising:	
	AC(18)247 – noting that the date of this action has passed, Mrs Joanne Wilson advised that an update will be provided at the next meeting.	нт
	AC(19)06 – this action will be kept open, to reflect ongoing work by the Finance Committee.	
	AC(19)42 – updates have been provided to the Chair of ARAC and are appended to the Table of Actions. Concerns regarding non-compliance with the European Working Time Directive (EWTD) have been noted in the ARAC Update Report to Board for 30 th May 2019.	
	AC(19)53 – Mr Newman noted that the full-year figures relating to Concerns were not yet incorporated into the Annual Report presented to ARAC. Mrs Wilson advised that these will be included in the Performance Section, and agreed to discuss this with Ms Alexandra Williams-Fry.	JW/AF
	AC(19)64 – a revised management response will be presented to the next meeting.	
	AC(19)68 – Mr Newman noted the appended response, suggesting that the update supplied still does not provide clarity regarding dates. As it is likely that more than 6 years has passed, the UHB may need to rely on the date of knowledge argument being later. It may, however, already be too late to take legal action. Mrs Wilson agreed to provide this information to Mrs Karen Miles, the owner of the action.	JW
	AC(19)96 – Mr Newman reminded Members that this was due to be discussed at Executive Team, and requested an update on progress. Mr Huw Thomas advised that he has raised this matter with Mrs Mandy Rayani, Director of Nursing, Quality & Patient Experience, and reported that the issue of patient experience and feedback has been discussed in more general terms at Executive Team. Mr Steve Moore confirmed that there had been discussions last week on how this matter will be taken forward. Members heard that funding has been allocated for the 'Friends and Family Test' patient feedback system and this will be part of Hywel Dda University Health Board's 3 year plan.	
AC(19)108	Matters Arising not on the Agenda	
7,100	There were no matters arising not on the agenda	

	There were no matters arising not on the agenda.		
AC(19)109	Draft Overview & Performance Report (Section of HDdUHB Annual		
	Report) Mrs Wilson advised that the Overview and Performance Chapter form the front part of the Hywel Dda University Health Board Annual Report.		
	The other component parts are also presented today, as separate		

agenda items. Members heard that the timescales for production of the Annual Report had been brought forward by Welsh Government (WG), and that the work of Ms Williams-Fry and the communications team in achieving the revised deadlines should be recognised. The Annual Report is to be submitted to Wales Audit Office by 31st May 2019, and must be given final approval and submitted to WG by 1st July 2019. Ms Williams-Fry explained that ARAC is being requested to consider the information presented and confirm that it accurately reflects the business conducted by HDdUHB during the year, recognising that there is certain data still to be added. In view of the deadline later this week, Members were asked to provide comments to Ms Williams-Fry as soon as possible.

Referencing page 4, Mrs Judith Hardisty advised that her title should be 'Interim Chair' rather than 'Acting Chair'. Mr Newman suggested that perhaps page 7 was too late in the document to begin outlining Key Achievements and Developments. Noting reference to the Cylch Caron Integrated Resource Centre, Tregaron on page 20, Mr Newman queried the statement that 'the full business case is in progress', having understood that the project was further advanced than this. Mr Moore advised that there have been delays caused by contractual issues. Commending the document and the level of detail included, Cllr. Simon Hancock suggested that in view of the shortened WG deadlines, the Committee should record its thanks to those involved in preparing the report.

Ms Williams-Fry left the Committee meeting.

The Committee:

- DISCUSSED and provided feedback on the document;
- APPROVED draft content subject to feedback;
- DELEGATED authority to the Chair of ARAC to action sign-off of the final version prior to submission to Welsh Government on 1st July 2019.

AC(19)110 | Audit & Risk Assurance Committee Annual Report

Mr Newman presented the Audit & Risk Assurance Committee Annual Report, reminding Members that they had seen a draft at the previous meeting and have had the opportunity to provide comments.

The Committee **ENDORSED** the content of the report for onward submission to the Board.

AC(19)111 Internal Audit review of Health and Care Standards and the Governance and Leadership Accountability Module

DEFERRED to 25th June 2019 meeting.

AC(19)112 | Head of Internal Audit Opinion

The Committee was presented with the Head of Internal Audit Annual Report and Opinion 2018/19. Mr James Johns reminded Members that a draft of this document had been presented to the previous meeting, and outlined the following key messages:

The overall opinion, detailed in Section 1.2, is one of Reasonable Assurance, which represents a positive outcome. Further information on how this opinion was reached is provided in Section 1.4, which explains

that 7 of the 8 assurance domains are rated Reasonable Assurance, with one (Workforce Management) rated Limited Assurance. Additional detail regarding the Head of Internal Audit Opinion is provided in Section 2.4, which includes a summary of the findings in each of the domains. Section 2.6 outlines the Statement of Conformance, the basis for which includes the External Quality Assessment exercise. Other work being conducted across NHS Wales is detailed in Section 3; in response to discussions at ARAC's previous meeting, this now includes the overall Head of Internal Audit Opinion for NHS Wales Shared Services Partnership (NWSSP). Section 5 details the outcomes of individual audits. Mr Johns concluded by drawing Members' attention to the various appendices, and reiterated that the overall opinion of Reasonable Assurance is a positive one, with only a small number of audits having been rated Limited Assurance.

Mr Newman thanked Mr Johns for his report, which represents an excellent summary of work during the year.

The Committee **RECEIVED** the Head of Internal Audit Annual Report and Opinion 2018/19.

AC(19)113 | Governance, Leadership and Accountability Standard

Mr Moore presented the Governance, Leadership and Accountability (GLA) Standard, which supports the Annual Governance Statement, and sets out expectations of health organisations for working within a legal and regulatory framework. Mr Moore thanked Mrs Wilson and her team for their work on this document. Mrs Wilson reminded Members that a draft of this document had been discussed in detail by ARAC at its previous meeting. The draft GLA had also been circulated to all Board Members for comment and had been reviewed by Internal Audit, with all suggested amendments incorporated. Mr Newman had approved the version presented by Chair's Action.

The Committee:

- Was ASSURED that the Governance, Leadership and Accountability Standard reflects the current systems and processes relating to governance, leadership and accountability within the UHB;
- RECOMMENDED approval of the GLA by the Board.

AC(19)114 | Accountability Report

Mr Moore presented members with the Accountability Report, which forms part of the HDdUHB Annual Report and Accounts for 2018/19. As with the previous item, Mr Moore thanked Mrs Wilson and the Governance Team for their work in compiling the Accountability Report. Mrs Wilson again reminded Members that a draft of this document had been discussed in detail by ARAC at its previous meeting. A number of Board Members had submitted comments and amendments, together with representatives from Internal Audit (IA), Wales Audit Office (WAO) and WG. An audit trail of all amendments had been compiled and shared with the Chair of ARAC, who had approved these via Chair's Action. Mrs Wilson thanked IA and WAO for their comments, which had been constructive.

Mr Owen Burt noted that on page 92, Mr Mike Lewis was described as 'Independent Member – Third Finance' which should read 'Independent Member – Finance'.

JW

Subject to the above amendment, the Committee **SUPPORTED** the content of the Accountability Report, in order to provide assurance to the Board that a robust governance process was enacted during the year and **RECOMMENDED** its subsequent approval to the Board.

AC(19)115 Audit Enquiries to those Charged with Governance and Management

Mr Thomas introduced the Audit Enquiries to those charged with Governance and Management report, advising that this is a standard requirement and reminding Members that this also had been discussed by ARAC at its previous meeting. Several amendments had been made since, in response to feedback, specifically in relation to the EWTD and the Legislative Assurance Framework.

Ms Ann-Marie Harkin welcomed the response provided, stating that this was extremely comprehensive. Noting the question regarding compliance with laws on page 8, Mr Newman enquired whether this is a standard question asked of all public bodies. Having been advised that this is the case, Mr Newman suggested that it is a somewhat 'bold' question and answer. Mr Thomas indicated that the response reflects that the organisation has gained assurance to a reasonable level; it is not possible to provide absolute assurance.

The Committee **APPROVED** submission of the response via the Annual Accounts process to the Auditor General for Wales.

AC(19)116 Wales Audit Office ISA 260 and Letter of Representation

Ms Harkin presented the Wales Audit Office ISA 260 and Letter of Representation, advising that this sets out the results of the audit of HDdUHB's financial statements. The document is a statutory requirement, and must include comments on specific items. Members heard that the financial audit has been completed, with WAO having received the required documents to the specified timescales. Ms Harkin emphasised that the latter represents a significant achievement. As outlined in the report, it is the Auditor General's intention to issue a qualified audit opinion on the financial statements. There are no uncorrected misstatements, and very few corrected misstatements. which reflects the quality of the UHB's data and processes. There were no significant issues arising from the audit and WAO has no concerns about the qualitative aspects of the UHB's accounting practices and financial reporting. No significant difficulties had been encountered and there was nothing which needed to be reported or brought to the attention of the UHB. Ms Harkin thanked Mr Thomas and his team for their cooperation during the audit process and concluded by confirming that in undertaking the audit, WAO have complied with the required ethical standards and have not been compromised in terms of objectivity. The Letter of Representation is a standard requirement in a prescribed format, as set out at Appendix 1.

Mr Newman thanked all of those involved for their contribution.

The Committee **NOTED** the Wales Audit Office ISA 260 and Letter of Representation.

AC(19)117 | Final Accounts for 2018/19

Mr Thomas presented the Final Accounts for 2018/19, thanking WAO

for their cooperation. Members were informed that, in April 2019, WAO had highlighted three particular risks relating to the Annual Accounts: management override, year-end bias and the new finance team structure. The response received from WAO has confirmed that the first two of these risks have been managed without material impact on the accounts. With regards to the third risk, Mr Thomas was pleased with the way in which his team had completed the Annual Accounts in compliance with the required deadline, and how the team had worked with WAO. Members heard that there had been no significant changes to the presentation since the previous meeting. Mr Thomas wished, however, to highlight achievements in terms of deficit improvement, noting that in a like-for-like comparison between years, the deficit had been reduced by £7m. This had been achieved through various measures, including savings schemes and Turnaround projects. Members were also reminded about the increased expenditure in hospital and community services, which appears at odds with the UHB's intentions and ambitions for growth in Primary Care services. Mr Thomas suggested that achieving change in this regard will be challenging and requires further work and reflection.

Drawing attention to page 10, and the trend in staff costs, Mr Thomas stated that this appears more dramatic than it actually is, and that there has been a reduction in staff costs as a percentage of overall spend. This reflects the significant work undertaken by Mrs Lisa Gostling and her team. Referencing the Statement of Financial Position, Members' attention was drawn to the year-on-year shift in Provisions, which relates to the Welsh Risk Pool and the increased number and value of clinical negligence claims. There are various factors compounding this increase. Information regarding Cash Flows is also provided, however there is nothing significant to report in this regard. Mr Thomas reminded Members of the three Key Judgemental Areas identified: Provisions, CHC Provisions and Fixed Assets. With regard to CHC, there are concerns in terms of risk, with Mr Thomas suggesting that as the latter stages of the historical claims are reached, the claims are likely to be more complex and longer-standing and, therefore, potentially more costly. In relation to Fixed Assets, Mr Thomas queried whether the organisation adequately values the cost of the WG-funded capital it utilises, and suggested that this be considered more fully in future business cases. Mr Thomas concluded by highlighting the single material change to the Annual Accounts made since the previous meeting, a change to the Operating Lease notes, wherein the UHB has declared details of land and building operating leases.

Mr Mike Lewis thanked Mr Thomas for the helpful summary, offering two observations on the presentation: On the CHC Provisions slide, the date should read '31 March 2019' rather than 2018; secondly, the graph outlining the annual deficit has a negative scale, which makes it appear that the deficit has increased rather than decreased. Mrs Hardisty observed that the graphs also suggest that clinical negligence claims have increased, despite increased expenditure on staff, and recommended that this be reviewed before information is presented at the Annual General Meeting. In response to Mr Thomas' earlier comments regarding expenditure on Primary Care, Mrs Hardisty suggested that the split between 'Primary Healthcare Services' and

'Hospital and Community Health Services' is somewhat misleading. The former is expenditure on contractor services only, whereas the latter includes a number of community services such as District Nursing and Community Hospitals. If it were possible to split the latter category into 'Acute' and 'Community', this may provide a better representation and demonstrate a shift in expenditure. Mr Thomas, whilst noting that it is not currently possible to make this distinction within the Annual Accounts, which are in a prescribed format, agreed that the suggested split could be considered for internal reporting, such as to Finance Committee. It was also suggested that WG could be lobbied regarding making this distinction within future Annual Accounts, on the basis that the current split is 'out of synch' with healthcare models and not necessarily fit for purpose.

Mr Newman reminded Members of previous discussions regarding Clinical Negligence claims, and the suggestion that previous years' claims be analysed in an exercise to assess whether future predictions/ allocations are realistic. With regard to the pool of historic CHC claims remaining, Mr Newman enquired whether these are likely to be resolved in the current financial year or be carried over into next year. Whilst he was hopeful that the majority of cases will be completed this year, Mr Thomas stated that it is difficult to give an absolute guarantee that all will be. Mr Newman suggested that it would be beneficial to conduct a similar review exercise regarding CHC claims to provide data for future claim projections.

HT

Mrs Hardisty and Mr Moore left the Committee meeting.

The Committee **APPROVED** the Final Accounts 2018/19 for onward ratification by the Board at its 29th May 2019 meeting.

AC(19)118 Internal Audit Plan Progress Report Mr Johns presented the Internal Audit (IA) Plan Progress report, highlighting those audits completed since the previous meeting, detailed in the table on page 2. The Committee CONSIDERED the Internal Audit Progress Report and the assurance available from the finalised Internal Audit reports.

AC(19)119 **Integrated Care Fund Follow-up (Reasonable Assurance)** Mr Johns presented the Integrated Care Fund Follow-up report, which had received a Reasonable Assurance rating, recognising improvements made since the previous Limited Assurance audit. Of the 17 recommendations made, 15 had been fully implemented, which represents good progress. Cllr. Hancock noted that the terminology had changed from 'Intermediate Care Fund' to 'Integrated Care Fund'; however, there are various instances of the former being used in the report and these JJ require correction. Mr Newman enquired whether the management response is satisfactory; Mr James confirmed that it is and that it will be followed up as required. The Committee **NOTED** the Integrated Care Fund Follow-up (Reasonable Assurance) report.

AC(19)120 | Savings Planning & Cost Improvement Programmes (CIP)

(Reasonable Assurance	(R	eas	ona	ble	Ass	uran	ce
-----------------------	----	-----	-----	-----	-----	------	----

DEFERRED to 25th June 2019 meeting.

AC(19)121 Discharge Processes Follow Up (Reasonable Assurance)

Mr Johns introduced the Discharge Processes Follow-up report, which having previously received a Limited Assurance rating, had been rated as Reasonable Assurance, reflecting the progress made. Two further recommendations had been made and progress in response to these was noted.

Referencing the management response to Recommendation 1, Mr Newman noted that this is impacted/affected by Local Authority partners; querying whether this is beyond the UHB's control and whether the timescale of September 2019 is, therefore, somewhat optimistic. Mrs Wilson noted this would need to be considered by the Lead Director and if the timescales were not achieved these would be subject to scrutiny through the Executive Performance Reviews and ARAC.

The Committee **NOTED** the Discharge Processes Follow-up (Reasonable Assurance) report.

AC(19)122 Preparedness & Compliance with the Nurse Staffing Act (Substantial Assurance)

Mr Johns presented the Preparedness & Compliance with the Nurse Staffing Act report, advising that this had received a rating of Substantial Assurance, with 1 medium level priority regarding display of information identified. The report was positive overall, with areas of good practice noted.

Mr Lewis was somewhat surprised by the rating of this report. Whilst accepting the results of the audit, he was unsure that it reflected the position across the whole organisation. Mr Lewis particularly highlighted Objective 4, querying whether this had been assessed as satisfactory. Mr James emphasised that a great deal of work is taking place within the UHB to implement the requirements of the Nurse Staffing Act. Members were informed that a report on this topic is due to be considered by the Quality, Safety & Experience Assurance Committee (QSEAC), with Mr Thomas advising that the UHB is in the midst of a roll-out exercise, which is being conducted on a risk-based approach. It may be that 'all reasonable steps' are being taken at this point in time. Mr Newman shared Mr Lewis' concerns, noting that the findings relating to Objective 4 highlight how meeting the Nurse Staffing Act is often dependent on utilisation of temporary staff. In response to a request for clarification in this regard, Mr James advised that he did not have detailed figures or percentages immediately available. It was noted that future issues with workforce demand and supply may result in the UHB being unable to recruit sufficient numbers of temporary staff, impacting on the organisation's ability to comply with the Act. Whilst content with the IA findings, Mr Newman suggested that it would be useful for ARAC to receive more detailed information regarding numbers, in order to gauge potential risk. Mr Simon Cookson suggested that this area could be re-audited in 6 months.

The Committee **NOTED** the Preparedness & Compliance with the Nurse Staffing Act (Substantial Assurance) report.

JJ

JJ

AC(19)123 Budget Planning (Reasonable Assurance) DEFERRED to 25th June 2019 meeting.

AC(19)124 Asset Register (no rating)

DEFERRED to 25th June 2019 meeting.

AC(19)125 Welsh Health Circular WHC/2019/006 – NHS Wales National Clinical Audit and Outcome Review Plan Annual Rolling Programme for 2019/20

Mrs Wilson introduced the WHC/2019/006 – NHS Wales National Clinical Audit and Outcome Review Plan Annual Rolling Programme for 2019/20, suggesting that this was of particular interest in view of planned discussions on Clinical Audit at ARAC's August 2019 meeting.

Referencing previous discussions around non-participation, Mr Newman suggested that the statement on page 2 that 'Health boards and trusts in Wales are required to fully participate in all national clinical audits and outcome reviews listed in the annual National Clinical Audit & Outcome Review Annual Plan' is fairly unambiguous in this regard. Mrs Wilson reminded Members that this WHC has only recently been issued by WG, and was hopeful that it would assist with future discussions.

Ms Fiona Powell, Ms Jennifer Thomas, Ms Julie Bowen and Ms Harkin left the Committee meeting.

The Committee **NOTED** the Welsh Health Circular WHC/2019/006 – NHS Wales National Clinical Audit and Outcome Review Plan Annual Rolling Programme for 2019/20 report.

AC(19)126 | Review of PADR Process (Limited Assurance)

Mrs Lisa Gostling joined the Committee meeting.

Mr Johns presented the Review of Personal Appraisal Development Review (PADR) Process (Limited Assurance) report, which had examined PADR processes across a sample of areas, considering both compliance and quality. The audit had resulted in a Limited Assurance rating, due to the quality of objectives within a number of PADRs not meeting UHB policy requirements. There were also issues relating to training and compliance levels; however, the one high priority recommendation related to quality of PADRs.

Mrs Lisa Gostling advised that on first receipt of the report, she was extremely concerned by its findings and had requested copies of all the relevant PADRs. Whilst those from one particular ward were of very poor quality, Mrs Gostling felt that the others were reasonable, although she acknowledged that they lacked detail in terms of actions and timescales for objectives. Mrs Gostling had, therefore, been more assured once she had examined the PADRs in question. Cllr. Hancock noted reference to 'unacceptable objectives' and requested an example. One was provided, which was absolutely at odds with the Values and Behaviours expected of UHB staff, and Mrs Gostling would be meeting with both the manager who had signed off the PADR, and

the staff member who had suggested this objective. Mr Lewis enquired whether issues were caused by managers not having received training in PADRs, resulting in objectives which are not SMART (Specific, Measurable, Achievable, Realistic, Timely). Mrs Gostling suggested that there is a variety of reasons for poor quality PADRs, acknowledging that the current PADR form is not particularly conducive to defining timescales for actions and objectives. The Workforce & OD department will look into changing the format to address this issue. Various other actions are being taken, including additional training, with two sessions having taken place already. Mr Newman drew attention to the table on page 10, noting that 146 objectives had been assessed as not specific and 188 not measurable, and asked Mrs Gostling whether her assessment differed. Mrs Gostling explained that the PADRs did contain high level objectives, however the level of detail is lacking, for example definition of actions/steps required to achieve objectives.

Mr Newman noted that other matters had been highlighted within the report, such as issues around the Electronic Staff Record (ESR) system. Whilst under-reporting of PADRs had been suggested on numerous occasions previously, Mr Newman was surprised to see a suggestion that the number of PADRs had been overstated on ESR. Mrs Gostling explained that this was an issue with one department, where a data entry error had occurred, with the number of PADRs required being erroneously entered as the number of PADRs conducted. Mr Newman suggested that potential over-reporting was of more concern than under-reporting and enquired whether this was a unique occurrence. Mrs Gostling was hopeful that it was, whilst acknowledging that testing would need to be conducted to establish this beyond doubt. The specific error identified during the audit had now been rectified. Mr Newman recognised that Mrs Gostling has responded to the recommendations and that most would be concluded by the end of this calendar year. Mrs Gostling outlined the actions taken to date, with all PADRs in the audit being reviewed on an individual basis with managers. Those identified as particularly poor will need to be rewritten. A random sample of future PADRs will also be reviewed by Mrs Gostling. Mr Johns advised that the responses to recommendations had been broken down into individual components, which should assist in following-up. Mr Newman suggested that this area be re-audited in 2020, emphasising the importance of PADRs in identifying meaningful objectives for staff, and in valuing their contribution to the organisation. Mr Newman commended the format, content and quality of the report, praising in particular the methodology utilised during the audit. It was agreed that this would be fed back to those who conducted the fieldwork.

JJ

JJ

The Committee **NOTED** the Review of PADR Process (Limited Assurance) report.

AC(19)127	Any Other	Business

There was no other business reported.

AC(19)128 Date and Time of Next Meeting 9.30am, 25th June 2019, Boardroom, Corporate Offices, Ystwyth Building, St David's Park, Carmarthen