

## Bundle Audit & Risk Assurance Committee 22 October 2019

### 2.5 Standing Orders and Standing Financial Instructions

*Presenter: Joanne Wilson*

SBAR Revised Standing Orders & Standing Financial Instructions ARAC October 2019

Annex 1 - Table of Amendments

LHB Revised Standing Orders Final



**PWYLLGOR ARCHWILIO A SICRWYDD RISG  
AUDIT AND RISK ASSURANCE COMMITTEE**

<b>DYDDIAD Y CYFARFOD: DATE OF MEETING:</b>	22 October 2019
<b>TEITL YR ADRODDIAD: TITLE OF REPORT:</b>	Revised Standing Orders and Standing Financial Instructions
<b>CYFARWYDDWR ARWEINIOL: LEAD DIRECTOR:</b>	Joanne Wilson, Board Secretary
<b>SWYDDOG ADRODD: REPORTING OFFICER:</b>	Alison Gittins, Head of Corporate & Partnership Governance

**Pwrpas yr Adroddiad (dewiswch fel yn addas)**

**Purpose of the Report (select as appropriate)**

Ar Gyfer Penderfyniad/For Decision

**ADRODDIAD SCAA  
SBAR REPORT**

**Sefyllfa / Situation**

To present Hywel Dda University Health Board's (HDdUHB's) revised Standing Orders (SOs) and Standing Financial Instructions (SFIs) to the Audit and Risk Assurance Committee for consideration, prior to their onward submission to the Board for approval on 28<sup>th</sup> November 2019.

Members have been previously informed that officers at Welsh Government have been revising the Model Standing Orders for Local Health Boards, NHS Trusts and the Welsh Health Specialised Services Committee (WHSSC) and also producing Model Standing Orders for EASC. This work has now been completed and revised model documents have been issued under Welsh Health Circular 2019/027 on 12<sup>th</sup> September 2019 with a directive that action to implement the Reviewed Model Standing Orders be completed by no later than 30<sup>th</sup> November 2019.

**Cefndir / Background**

It is necessary to ensure that Local Health Board, Trust, WHSSC and EASC Model Standing Orders are kept up to date and take account of any developments, and NHS organisations in Wales are required to review their Standing Orders against these Model Standing Orders on an annual basis.

HDdUHB approved the original version of its Standing Orders and Standing Financial Instructions at its Board meeting in July 2010 and revised versions in September 2011, September 2012, May 2014, November 2015, January 2017, March 2018 and May 2019.

In September 2019, Welsh Government issued revised Model Standing Orders for Local Health Boards (LHBs), Trusts, the Welsh Health Specialised Services Committee (WHSSC) and the Emergency Ambulance Services Committee (EASC). These revised Model Standing Orders reflect a number of changes to legislation which require a change in the governance arrangements within NHS organisations, such as the Social Services and Well-being (Wales) Act 2014 and the Well-being of Future Generations (Wales) Act 2015.

As part of the latest review, consideration has been given to those sections which may be for

local resolution and those which are subject to ministerial direction or are of a legislative requirement. This information, together with the amendments made during the latest review, are detailed in *Annex 1- Review of NHS Wales LHB Model Standing Orders (September 2019) Table of Amendments, Cross Reference to Legislation and Confirmation of Sections which are not for variation by NHS Body*.

Welsh Government also issues Model Standing Financial Instructions (SFIs) which are incorporated within Schedule 2 of the Standing Orders. Whereas the timing of their review has traditionally coincided with the review of Model Standing Orders, on this occasion they are being reviewed to a different timeline, and a Task and Finish Group has been established to take this work forward with the involvement of a representative of the Board Secretaries and Director of Finance Networks.

## **Asesiad / Assessment**

### **Standing Orders (SOs)**

HDdUHB's Standing Orders have been reviewed against the revised Model Standing Orders and the following local amendments have been made (in red font and strikethrough on the documentation attached):

- Reference to Hywel Dda University Local Health Board throughout where the Model Standing Orders require insertion of the NHS organisation's name;
- Reference to Audit & Risk Assurance Committee throughout where the Model Standing Orders require insertion of the name of the Committee established to consider audit matters;
- Reference to HDdUHB's Standards of Behaviour Policy throughout where the Model Standing Orders require insertion of the title of the relevant policy;
- Insertion of HDdUHB's address on page 8 of the documentation;
- Hyperlink added to where details on the role of the Board Secretary within HDdUHB and how to contact them can be accessed from HDdUHB's website;
- Confirmation on page 51 of the documentation that a summary equality impact assessment has been carried out on the Standing Orders prior to their formal adoption by the Board;
- Hyperlinks added on page 65 of the documentation to where the Standing Financial Instructions, Values & Standards of Behaviour Framework, Standards of Behaviour Policy, Risk & Assurance Framework and other key policy documents can be accessed from HDdUHB's and WG's websites.

### **Schedule 1 – Scheme of Reservation and Delegation of Powers**

HDdUHB's Scheme of Delegation was approved by the Board at its meeting on 29<sup>th</sup> November 2018. This detailed electronic scheme of delegation encompasses all delegations including Standing Orders, Standing Financial Instructions, financial delegations, legislative compliance, other delegations and responsibilities, both at delegated lead and operational responsibility level. It has been further expanded through Directorate delegations and is kept under regular review. A hyperlink has been added on page 56 to where the current Scheme of Delegation can be accessed from HDdUHB's website.

### **Schedule 2.1 - Standing Financial Instructions (SFIs)**

As outlined above, as the Model Standing Financial Instructions are being reviewed to a different timeline, HDdUHB's Standing Financial Instructions remain unchanged to those approved by the Board in May 2019. A hyperlink has been added on page 67 of the documentation to where the Standing Financial Instructions can be accessed from HDdUHB's

website;

### **Schedule 3 – Board Committee Arrangements**

Terms of Reference for HDdUHB's Board level Committees were most recently presented to the Board as part of their annual review for approval between March and May 2019 and hyperlinks to these are included in Schedule 3 on page 68 of the documentation. All Terms of Reference for all Board level Committees are also made available to Members within the Resource section of HDdUHB's e-Board software.

### **Schedule 4 - Joint Committee Arrangements**

Hyperlinks are included on page 69 to the following:

- Welsh Health Specialised Services Committee (WHSSC) Standing Orders and Standing Financial Instructions;
- Emergency Ambulance Services Committee (EASC) Standing Orders.

### **Schedule 5 – Advisory Groups**

Terms of Reference for HDdUHB's Advisory Groups were most recently presented for Board approval between May and September 2019, other than for the Local Partnership Forum Terms of Reference which are due for consideration at their next Forum meeting on December 2019 and will be presented for Board approval in January 2020. Hyperlinks to these are included on page 70 of the documentation and all Terms of Reference for HDdUHB Advisory Groups are made available to Members within the Resource section of HDdUHB's e-Board software.

### **Argymhelliad / Recommendation**

The Audit & Risk Assurance Committee is asked to:

- Consider the amendments to HDdUHB's Standing Orders since those approved by the Board in May 2019.
- Consider whether any further local amendments are required.
- Recommend the revised version of the Standing Orders and Standing Financial Instruction to the Board on 28<sup>th</sup> November 2019 for approval.

<b>Amcanion: (rhaid cwblhau)</b>	
<b>Objectives: (must be completed)</b>	
Committee ToR Reference Cyfeirnod Cylch Gorchwyl y Pwyllgor	5.10 The Committee will be responsible for reviewing the UHB's Standing Orders and Standing Financial Instructions annually, (including associated framework documents as appropriate), monitoring compliance, and reporting any proposed changes to the Board for consideration and approval.
Cyfeirnod Cofrestr Risg Datix a Sgôr Cyfredol: Datix Risk Register Reference and Score:	Not Applicable
Safon(au) Gofal ac Iechyd: Health and Care Standard(s):	Governance, Leadership and Accountability

Amcanion Strategol y BIP: UHB Strategic Objectives:	Not Applicable
Amcanion Llesiant BIP: UHB Well-being Objectives: <a href="#">Hyperlink to HDdUHB Well-being Statement</a>	Not Applicable

<b>Gwybodaeth Ychwanegol: Further Information:</b>	
Ar sail tystiolaeth: Evidence Base:	Model Standing Orders and Standing Financial Instructions
Rhestr Termau: Glossary of Terms:	Included within the body of the report
Partïon / Pwyllgorau â ymgynhorwyd ymlaen llaw y Pwyllgor Archwilio a Sicrwydd Risg: Parties / Committees consulted prior to Audit and Risk Assurance Committee:	Not Applicable

<b>Effaith: (rhaid cwblhau) Impact: (must be completed)</b>	
<b>Ariannol / Gwerth am Arian: Financial / Service:</b>	Robust governance arrangements underpinning financial management contribute towards internal control and value for money being achieved
<b>Ansawdd / Gofal Claf: Quality / Patient Care:</b>	Where applicable, included within the report.
<b>Gweithlu: Workforce:</b>	Where applicable, included within the report.
<b>Risg: Risk:</b>	A sound system of internal control ensures that any risks to the achievement of the Health Board's objectives are identified, assessed and managed.
<b>Cyfreithiol: Legal:</b>	Model SOs are issued by Welsh Ministers to Health Boards using powers of direction provided in section 12 (3) of the National Health Service (Wales) Act 2006. Health Boards in Wales must agree SOs for the regulation of their proceedings and business. SOs are designed to translate the statutory requirements set out in the Local Health Boards (Constitution, Membership and Procedures) (Wales) Regulations 2009 (S.I. 2009/779 (W.67)) into day to day operating practice, and, together with the adoption of a Scheme of Decisions reserved to the Board; a Scheme of Delegations to officers and others; and SFIs, they provide the regulatory framework for the business conduct of the Health Board.

<b>Enw Da: Reputational:</b>	Not Applicable
<b>Gyfrinachedd: Privacy:</b>	No direct impacts
<b>Cydraddoldeb: Equality:</b>	<p>The model SOs and SFIs have been subject to an Equality Impact Assessment as part of the NHS Reform Programme, and the revised SOs were subject to an in-house EqIA screening in September 2012, the outcome of which indicated no negative impacts in relation to the Health Board's duties under the Equality Act 2010. A summary report was produced to this effect. The March 2014 revisions have been scrutinised with no negative impacts identified, therefore, no amendments will be made to the report produced in September 2012.</p> <p>The most recent amendments outlined above and attached have been subject to an EqIA Screening, and there is no evidence at this stage of potential adverse impact in relation to equality, diversity or human rights. Should any issues arise at any stage following implementation of the revised SOs, a full EqIA will be undertaken as appropriate.</p>

**Review of NHS Wales Local Health Board Model Standing Orders – September 2019**  
**Table of Amendments, Cross Reference to Legislation and Confirmation of Sections which are not for variation by NHS Body**

\* = The Local Health Boards (Constitution, Membership and Procedures) (Wales) Regulations 2009

Page Number	Previous Paragraph Reference	New Paragraph Reference	Section Heading	Reason for Amendment (if applicable)	Cross reference to legislation	Requirement of legislation – local amendment not permissible	Issued under Direction – local amendment not permissible
2	1	1	Forward	To reflect regulations	*Part 3, Regulation 15(6)	✓	
2	2	2	Forward	LHB to add title of their local Standards of Behaviour Framework/Policy	n/a		
8	<b>Section A</b>						
8	i)	i)	Statutory Framework	To reflect different position of Powys Teaching Local Health Board	The Local Health Boards (Establishment and Dissolution) (Wales) Order 2003	✓	
8	v)	v)	Statutory Framework	Amendment to better reflect legislative position	NHS (Wales) Act 2006, para 4 of Schedule 2	✓	
8	v)	vi)	Statutory Framework	Paragraph v) split to form two paragraphs.	NHS (Wales) Act 2006, Sections 12 and 13/Local Health Boards (Directed Functions) (Wales) Regulations 2009		
8	vi)	n/a deleted	Statutory Framework	Paragraph deleted and moved relocated as reader has already been to the direction making powers in para v) so for clarity subsequent paragraphs set out the directions issued for joint working			
9	vii)	vii)	Statutory Framework	Joint Committee amended to read 'WHSSC' – previous SOs only referred to one joint committee	The Welsh Health Specialised Services Committee (Wales) Directions 2009	✓	

9	n/a	viii)	Statutory Framework	New paragraph added to include EASC in SOs	The Emergency Ambulance Services Committee (Wales) Directions 2014	✓	
9	viii)		Statutory Framework	Paragraph renumbered and new sentence added to capture deleted section vi)			
9	x)	xi)	Statutory Framework	Paragraph renumbered and amendment to better reflect legal position with regard to the 2000 Regulations which predate the power in the 2006 Act but the NHS (Consequential Provisions) Act 2006 provides for the continuity of the law as if made under the NHSWA 2006	National Health Service Bodies and Local Authorities Partnership Arrangements (Wales) Regulations 2000/NHS (Wales) Act 2006	✓	
9	x)	xi)	Statutory Framework	Sentence added to reflect change in legislation	Social Services and Well-being (Wales) Act 2014	✓	
10	xi)	xii)	Statutory Framework	Paragraph renumbered and sentence added by legal services to recognise this also includes working with English bodies.	NHS Act 2006, Section 72	✓	
10	n/a	xiv)	Statutory Framework	New paragraph added by to reflect new legislative requirement.	Social Services and Well-being (Wales) Act 2014/The Partnership Arrangements (Wales) Regulations 2015	✓	
10	n/a	xv)	Statutory Framework	New paragraph added by to reflect new legislative requirement.	Well-being of Future Generations (Wales) Act 2015	✓	
10	xiii)	xvi)	Statutory Framework	Paragraph renumbered and replaced to reflect new Welsh language requirements	The Welsh Language Standards (No.7) Regulations 2018	✓	



Previously on page 9	xv)	n/a moved to new para 1.4.4	Statutory Framework	Paragraph regarding indemnity moved to new para 1.4.4 under Responsibilities of Board Members			
11	xvi)	xviii)	NHS Framework	Paragraph renumbered and amendment to reflect current name of Welsh Government and to improve grammar			
11	xviii)	xx)	NHS Framework	Main paragraph renumbered and new paragraph with link to Governance eManual inserted to ensure clarity re what is meant by the NHS Wales Values and Standards of Behaviour Framework			
11	xix)	xxi)	NHS Framework	Paragraph renumbered and amended and reference added to the Well-being of Future Generations Act (WBFGA)			
11	xx)	xxii)	NHS Framework	Paragraph renumbered and amended to reflect change from Ministerial Letters to Welsh Health Circulars in 2014			
12	xxi)	xxiii)	Local Health Board Framework	Paragraph renumbered and reference added to SFI's forming part of SOs and Schedule 2.1			
12	xxii)-xxiv)	xxiv)-xxvi)	Local Health Board Framework	Paragraphs renumbered due to additional paragraphs being added			
12	xxv)	xxvii)	Applying Standing Orders	Paragraph renumbered and LHB to add title of their local Standards of Behaviour Framework/Policy. Wording also added to re-enforce need for individual LHB to agree arrangements for Joint Committees	*Part 3, Regulation 15(5)	✓	
13	n/a	xxix)	Applying Standing Orders	Final paragraph regarding failure to comply with standing orders separated from previous paragraph to give emphasis.			
13	xxvii)	xxx)	Variation and Amendment of Standing Orders	Paragraph renumbered and cross reference in bullet point 3 amended from 6.5.14 to 7.5.14			

13 - 14	xxx)	xxxiii)	The role of the Board Secretary	Paragraph renumbered and additional sentence added to improve grammar			
13 - 14	xxx)	xxxiii)	The role of the Board Secretary	Paragraph renumbered and amended to reflect provisions within Model Role Profile issued in 2009			
14	xxxii)	xxxiv)	The role of the Board Secretary	Paragraph renumbered due to additional paragraphs being added			
15	<b>Section B : Standing Orders</b>						
15	1.0.2	1.0.2	The Local Health Board	To reflect different position of Powys Teaching Local Health Board	The Local Health Boards (Establishment and Dissolution) (Wales) Order 2003	✓	
15	1.1.1	1.1.1	Membership of Local Health Boards	Amendments regarding appointment of board members to better reflect regulations	*Part 2, Regulations 4(1), 4(2) and 4(6)	✓	
15	1.1.2	1.1.2	Membership of Local Health Boards	Amendment to delete typographical error			
16	1.1.3	1.1.3	Membership of Local Health Boards	<u>Officer Members [to be known as Executive Directors</u> - No amendments	*Part 2, Regulation 3(2)	✓	
16	1.1.4	1.1.4	Membership of Local Health Boards	<u>Non Officer Members [to be known as Independent Members</u> - No amendments			✓
16	n/a	1.1.5	Membership of Local Health Boards	<u>Associate Members</u> – new paragraph added to help clarify position with regard total number of Associate Members that may be appointed	*Part 2, Regulation s 4(3) and 4(4)		

16	1.1.5	1.1.6	Membership of Local Health Boards	Paragraph renumbered and amended to reflect legislation as Minister "may" appoint and therefore has a choice in the matter.	*Part 2, Regulation 4(4)	✓	✓
				Regulations are not specific re post holders but current arrangements have previously been determined.			
				To remain current until directed otherwise by the Minister.			
16	1.1.6	1.1.7	Membership of Local Health Boards	Paragraph renumbered	*Part 2, Regulation 4(4) and 4(5)	✓	
16	1.1.7	1.1.8	Membership of Local Health Boards	<u>Use of term "independent members"</u> - paragraph renumbered			
17	1.3.1	1.3.1	Tenure of Board Members	Amendment to make clearer that time served relates positions held on the Board even if these are different positions. It should also be noted that different arrangements are in place for Associate Members who are Chairs of the Stakeholder Reference Group and Health Professionals Forum who serve a shorter term. Refer to Schedule 5.1, Paragraph 1.4.6 for SRG and Schedule 5.2, Paragraph 1.4.6 for HPF.	*Part 2, Regulation 6 (5)	✓	
17	1.3.2	1.3.2	Tenure of Board Members	Amended to reflect reasons for appointment = necessary or expedient and to better reflect wording regarding holding a position on the same board and the total tenure that an individual can serve (which includes time appointed by Minister if relevant).	*Part 2, Regulations 4(4) and 7(5)	✓	
18	n/a	New 1.4.4	Responsibilities of Board Members	Paragraph moved from page 10, xiii) (see above)			

18 - 19	1.4.4-1.4.11	1.4.5-1.4.12	Responsibilities of Board Members	Paragraphs renumbered due to above insertion.			
20	2.0.3	2.0.3	Reservation and Delegation of LHB Functions	Sentences removed to ensure information is high level. Reference to SO 2.0.4 amended to SO 4.			
Previously on page 18	2.0.4	n/a	NHS Wales Shared Services	Information updated, deleted from this section and moved to Section 4			
20	2.2.1	2.2.1	Delegation of Board functions	'shall' replaced with 'may' as 'shall' implies that the board must delegate. Sentence added to re-enforce that some functions cannot be delegated as issued under direction			
20	2.2.2	2.2.2	Delegation of Board functions	'shall' replaced with 'may' as 'shall' implies that the board must delegate.			
21	2.3.1	2.3.1	Delegation to officers	'will' replaced with 'may' as 'will' implies that the board must delegate.			
21	2.3.2	2.3.2	Delegation to officers	Correction of typographical error			
21	3	3	Committees	No amendments	*Part 3, Regulation 14		
22	n/a	3.2.2	Joint Committees	Information moved from 3.5 – Joint Committees established by the LHB to ensure better flow within document.			
22	3.5.2	3.2.3	Joint Committees	Previously para 3.5.2 – reference to EASC added	The Welsh Health Specialised Services Committee (Wales) Directions 2009 and The Emergency Ambulance Services Committee (Wales) Directions 2014	✓	
22	3.5.3	3.2.4	Joint Committees	Previously para 3.5.3	*Part 3, Regulation 15(5)	✓	

23	3.3	3.3	Sub-Committees	No amendments	*Part 3, Regulation 14(a), Regulation 15(4)	✓	
23	3.4	3.4	Committees	No amendments	*Part 3, Regulation 14(a), Regulation 15(4)	✓	✓
							regarding committees to be established as a minimum in 3.4.1
23	3.4.2	3.4.2	Committees	Deleted paragraph relating to structures to reduce duplication			
23	3.4.3	3.4.3	Committees	No amendments except correction of typographical error - each Committee must have SOs	*Schedule 3	✓	
23	3.4.3	3.4.3	Committees	Deleted paragraph relating to structures to reduce duplication			
24	3.4.6	3.4.6	Committees	'normally' removed after discussion with Board Secretaries to avoid confusion Paragraphs deleted in 3.4.2 and 3.4.3 added to this section			
Previously on page 22	3.5	n/a moved	Joint Committees	Section deleted and moved to 3.2 above			
24	3.6 - 3.8	3.5 - 3.7	Other Committees, Confidentiality & Reporting to the Board	Paragraphs renumbered			
24 - 25	2.0.4	4	Shared Services	Section moved to improve flow and some historical information removed.			
25	4	5	Advisory Groups	All subsequent paragraphs renumbered as NHS Wales Shared Services Partnership moved to section 4.			✓ - requirement for 3 Advisory Groups
25	4.0.1	5.0.1	Advisory Groups	Paragraph renumbered and 'organisations' added following comments from WAO	*Schedule 3, 4(2)		
25	4.0.2	5.0.2	Advisory Groups	Paragraph renumbered			
25	4.0.3	5.0.3	Advisory Groups	Paragraph renumbered. No amendments - refers to requirement to meet in public	*Schedule 3, 8(1)		

25 - 26	4.1	5.1	Advisory Groups	Paragraph renumbered and information common to all Advisory Groups amended to ensure consistency and brought together in one section to avoid duplication			
26	n/a	5.2.1	Advisory Groups	Advice and Feedback - as above.			
27	4.3	5.6	Stakeholder Reference Group	Section renumbered and main body of text moved to Schedule 5.1 with Terms of Reference			
28	4.10.1	5.8.1	Relationship between SRG and others	Paragraph renumbered and Local Service Boards replaced with Regional Partnership Boards			
29			Stakeholder Reference Group	Line added regarding need to refer to Schedule 5.1 for detailed Terms of Reference			
29	4.13	5.10	Healthcare Professionals Forum	Main body of text moved to Schedule 5.2 with Terms of Reference			
30	4.20.2	5.13.2	Healthcare Professionals Forum	Paragraph renumbered and cross reference amended from 6.5.7 to 7.5.7			
30			Healthcare Professionals Forum	Line added regarding need to refer to Schedule 5.2 for detailed Terms of Reference			
30	4.23	5.15	Local Partnership Forum	Main body of text moved to Schedule 5.3 with Terms of Reference			
31			Local Partnership Forum	Line added regarding need to refer to Schedule 5.3 for detailed Terms of Reference			
31	5.0.1	6.0.1	Working in Partnership	Paragraph renumbered and language modernised to complement <i>A Healthier Wales</i> and changes in legislation re plans			
31	5.0.2	6.0.2	Working in Partnership	Paragraph renumbered and Local Service Boards replaced with Regional Partnership Boards			

31 - 32	n/a	6.0.3	Working in Partnership	New paragraph added to reflect the SSWB and WBFG requirements			
32	5.0.3	6.0.4	Working in Partnership	Paragraph renumbered due to additional paragraph being added			
32	5.1.1	6.1.1	Community Health Councils	Paragraph renumbered and amended to reflect updated legislation	Community Health Councils (Constitution, Membership and Procedures) (Wales) Regulations 2010/Community Health Councils (Establishment, Transfer of Functions and Abolition) (Wales) Order 2010 Amended by Community Health Councils (Constitution, Membership and Procedures) (Wales) (Amendment) Regulations 2015	✓	
33	5.1.5	6.1.5	Community Health Councils	Paragraph renumbered - Board shall make arrangements to meet with CHC	Community Health Councils (Constitution, Membership and Procedure) (Wales) Regulations 2010, Regulation 30	✓	
33	6.1.1	7.1.1	Putting the Citizen First	Paragraph renumbered and wording amended in response to comments from WAO and new Welsh Language requirements	Section 44, Welsh Language (Wales) Measure 2011	✓	
34	6.2.4	7.2.4	Annual Plan of Board Business	Paragraph renumbered and amended to include need to publish on website. Original intention to remove need to publish at organisations offices but this is required by legislation so not permitted.	Public Bodies (Admission to meetings) Act 1960, Section 1, subparagraph 4	✓	

34	6.2.5	7.2.5	Annual General Meeting	Section amended to include need to publish on website			
34	n/a	7.2.6	Annual General Meeting	Added paragraph re information which must be presented to AGM to ensure consistency with Manual for Accounts			
34	6.3	7.3	Calling Meetings	Paragraph renumbered - 7.3.2 specifies timescale for notice when calling a meeting which is applicable under some circumstances	*Schedule 3, 2(1)	✓	
35	6.4.3	7.4.3	Notifying and Equipping Board members	Paragraph renumbered and 'calendar' added to clarify number of days for advance publication of papers. Regulations specify 'clear' days but Board Secretaries preferred term 'calendar'	*Schedule 3, 2(3)	✓	
35	6.4.4	7.4.4	Notifying and Equipping Board members	Paragraph renumbered and amended to reflect need for additional impact assessments. Previously only referred to equality			
36	6.4.6	7.4.6	Notifying and Equipping Board members	Paragraph renumbered - Board members calling meetings	*Schedule 3, 2(5)	✓	
36	6.4.7	7.4.7	Notifying the public and others	Paragraph renumbered, ref to para 6.3 amended to 7.3 'calendar' added to clarify number of days for advance notice papers and ensure consistency with 7.4.3.	Public Bodies (Admission to meetings) Act 1960, Section 1, subparagraph 4	✓	
36	6.5.1	7.5.1	Admission of the public, press and observers	Paragraph renumbered - Deleted reference to induction loop - there are a number of alternative means for improving accessibility and adding this reference does not reflect this	Public Bodies (Admission to meetings) Act 1960, Section 1	✓	



36	6.5.2	7.5.2	Admission of the public, press and observers	Paragraph renumbered and Committees added to reflect legislation  Note: Letter issued in November 2009 advising that Audit Committees should 'operate in private'	* Schedule 3, 8 & Public Bodies (Admission to meetings) Act 1960, Section 1	✓	
37	6.5.7	7.5.7	Addressing the Board	Paragraph renumbered and correction of typographical error			
38	6.5.10	7.5.10	Quorum	Paragraph renumbered	*Schedule 3, 6	✓	
40	6.5.24	7.5.24	Voting	Paragraph renumbered and 'organisations' added following comments from WAO	*Schedule 3, 4(2)	✓	
40	6.5.25	7.5.25	Voting	Paragraph renumbered - refers to majority voting	*Schedule 3, 4(1)	✓	
40	6.6	7.6	Record of Proceedings	Paragraph renumbered - Amendments to some sub-sections	*Schedule 3, 5 and 7	✓	
40	6.6.2	7.6.2	Record of Proceedings	Paragraph renumbered - Data Protection Legislation updated			
40 - 41	6.7.1	7.7.1	Confidentiality	Paragraph renumbered - LHB to add title of their local Standards of Behaviour Framework/Policy			
41	7.0.1	8.0.1	Values and Standards of Behaviour	Paragraph renumbered - LHB to add title of their local Standards of Behaviour Framework/Policy			
41	7.1.1	8.1.1	Declaration of Interests	Paragraph renumbered - LHB to add title of their local Standards of Behaviour Framework/Policy and reference to reporting to Chair and Board Secretary added to reflect practice			
43	7.2.8	8.2.8	Members with pecuniary (financial) interests	Paragraph renumbered	*Regulation 17	✓	
44	7.5	8.5	Dealing with offers of gifts, hospitality and sponsorship	Paragraph renumbered and extended to include reference to sponsorship following discussions with Board Secretaries Network			

44	7.5.1	8.5.1	Dealing with offers of gifts, hospitality and sponsorship	Paragraph renumbered - LHB to add title of their local Standards of Behaviour Framework/Policy and requirement for Board to 'approve' rather than 'adopt'			
44	7.5.3	8.5.3	Dealing with offers of gifts and hospitality	Paragraph renumbered and reference to sport removed as specifically prohibited in LHB policies			
45	n/a	8.6	Sponsorship	New section added			
45 - 46	7.6, 7.6.1 and 7.6.2	8.7, 8.7.1 and 8.7.2	Register of Gifts, Hospitality and Sponsorship	Paragraphs renumbered and reference to sponsorship added			
46	7.6.3	8.7.3	Register of Gifts and Hospitality	Paragraph renumbered and wording added to ensure clear paragraph refers gifts and hospitality only. Cross reference to 7.5.3 amended to 8.5.3			
46	7.6.5	8.7.5	Register of Gifts and Hospitality	Paragraph renumbered and wording added to refer to sponsorship	Schedule 3, Part 4, Para 33 of NHS (Wales) Act 2006 re Trusts. Does not appear to be a corresponding requirement for LHBs	✓	
46	8.0.1	9.0.1	Signing and Sealing of Documents	Paragraph renumbered and reference to Committees removed as they do not have authority to seal documents			
47	8.0.2	9.0.2	Signing and Sealing of Documents	Paragraph renumbered	Schedule 3, Part 4, Para 33(1) of NHS (Wales) Act 2006 re Trusts	Reflects requirement for Trusts	
47	8.2.1	9.2.1	Signature of documents	Paragraph renumbered and removed word 'normally' after discussions with Board Secretaries Network			
47	9.0.3	10.0.3	Gaining Assurance on Conduct of LHB Business	Paragraph renumbered and reference to Shared Services amended with correct title of NWSSP			

48	n/a	10.0.4 and 10.0.5	Gaining Assurance on Conduct of LHB Business	Paragraphs added to strengthen need to gain assurance from EASC and WHSSC			
48	9.2.3	10.2.3	Reviewing the performance of the Board, its Committees and Advisory Groups	Paragraph renumbered and title of Welsh Government updated			
49	9.3.1	10.3.1	External Assurance	Paragraph renumbered and amended to provide correct terminology for Audit General for Wales			
49	9.3.3	10.3.3	External Assurance	Paragraph renumbered and amended to reflect correct title of Public Accounts Committee			
49	9.3.4	10.3.4	External Assurance	Paragraph renumbered and reference to legislation removed on advice of WAO			
50	11.0.1	12.0.1	Review of Standing Orders	Paragraph renumbered and reference to equality removed to reflect widening of impact assessments			
50	11.0.2	12.0.2	Review of Standing Orders	As above			
55			Individuals to who powers have been delegated	Paragraph 3 - 'normally' removed after discussions with Board Secretaries Network			
57	5	5	Schedule of Matters Reserved for the Board	LHB to add title of their local Standards of Behaviour Framework/Policy			
58	16	16	Schedule of Matters Reserved for the Board	Amended to say Board 'approves' appointment of Chief Executive in accordance with regulations	*Part 2, Regulation 4(2) and 4(6) (must have regard to guidance issued by WG)	✓	
64			Schedule 2	Reference to SFIs forming Schedule 2.1 added together with page for addition of SFIs			
64			NHS Framework	Amended to reflect re-introduction of Welsh Health Circulars in 2014			

67	Schedule 4	Schedule 4	Terms of Reference Joint Committees	Reference added to Schedule 4.1 - WHSSC and Schedule 4.2 - EASC			
68 - 89	Schedule 5	Schedule 5	Advisory Groups	Text added from main SOs to strengthen Terms of Reference and avoid duplication			✓ - requirement for 3 Advisory Groups
69 - 75	n/a	Schedule 5.1	Stakeholder Reference Group	See above			
76 - 81	n/a	Schedule 5.2	Healthcare Professionals' Forum	See above			
82 - 89	n/a	Schedule 5.3	Local Partnership Forum	See above and Model Terms of Reference for Local Partnership Forum incorporated			

# **Standing Orders**

**Reservation and Delegation of Powers**

## **Hywel Dda University Local Health Board**

Standing Orders, Reservation and Delegation of Powers for  
Hywel Dda University Local Health Board

Status: **Draft for ARAC October 2019**

Update – September 2019 (v4)

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## Foreword

These Model Standing Orders are issued by Welsh Ministers to Local Health Boards using powers of direction provided in section 12 (3) of the National Health Service (Wales) Act 2006. Local Health Boards (LHBs) in Wales must agree Standing Orders (SOs) for the regulation of their proceedings and business. When agreeing SOs LHBs must ensure they are made in accordance with directions as may be issued by Welsh Ministers. These SOs are designed to translate the statutory requirements set out in the Local Health Boards (Constitution, Membership and Procedures) (Wales) Regulations 2009 (S.I. 2009/779 (W.67)) into day to day operating practice, and, together with the adoption of a Scheme of decisions reserved to the Board; a Scheme of delegations to officers and others; and Standing Financial Instructions (SFIs), they provide the regulatory framework for the business conduct of the LHB.

These documents form the basis upon which the LHB's governance and accountability framework is developed and, together with the adoption of the LHB's **Standards of Behaviour Policy** [~~LHB to insert title of relevant policy~~], is designed to ensure the achievement of the standards of good governance set for the NHS in Wales.

All LHB Board members and officers must be made aware of these Standing Orders and, where appropriate, should be familiar with their detailed content. The Board Secretary will be able to provide further advice and guidance on any aspect of the Standing Orders or the wider governance arrangements within the LHB.

Further information on governance in the NHS in Wales may be accessed at [www.wales.nhs.uk/governance-emanual/](http://www.wales.nhs.uk/governance-emanual/)

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## Section A – Introduction

### Statutory framework

- i) **The Hywel Dda University Local Health Board** (the LHB) is a statutory body that was established on 1<sup>st</sup> June 2009 and became operational on the 1 October 2009 under **The Local Health Boards (Establishment and Dissolution) (Wales) Order 2009 (S.I. 2009/778)**, “the Establishment Order”.

### ~~FOR POWYS INSERT~~

~~Powys Teaching Local Health Board (the LHB) is a statutory body that was established on 1 April 2003 and became operational on the 1 June 2003 under **The Local Health Boards (Establishment and Dissolution) (Wales) Order 2003 (S.I. 2003/148)**, “the Establishment Order”.~~

- ii) The principal place of business of the LHB is – **Corporate Offices, Ystwyth Building, St David’s Park, Carmarthen, SA31 3BB.**
- iii) All business shall be conducted in the name of **Hywel Dda University** LHB, and all funds received in trust shall be held in the name of the LHB as a corporate Trustee.
- iv) LHBs are corporate bodies and their functions must be carried out in accordance with their statutory powers and duties. Their statutory powers and duties are mainly contained in the **NHS (Wales) Act 2006** which is the principal legislation relating to the NHS in Wales. Whilst the **NHS Act 2006** applies equivalent legislation to the NHS in England, it also contains some legislation that applies to both England and Wales. The NHS (Wales) Act 2006 and the NHS Act 2006 are a consolidation of the NHS Act 1977 and other health legislation which has now been repealed. The NHS (Wales) Act 2006 contains various powers of the Welsh Ministers to make subordinate legislation and details how LHBs are governed and their functions.
- v) Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Welsh Ministers have made **the Local Health Boards (Constitution, Membership and Procedures) (Wales) Regulations 2009 (S.I. 2009/779)** (“The Constitution Regulations”) which set out the constitution and membership arrangements of LHBs, which includes a requirement for LHBs to make SOs for the regulation of its proceedings and business including provision for the Boards suspension.

Standing Orders, Reservation and Delegation of Powers for  
Hywel Dda University Local Health Board

- vi) Sections 12 and 13 of the NHS (Wales) Act 2006 provide for Welsh Ministers to confer functions on LHBs and to give directions about how they exercise those functions. LHBs must act in accordance with those directions. Most of the LHB's statutory functions are set out in the **Local Health Boards (Directed Functions) (Wales) Regulations 2009 (S.I. 2009/1511)**.
- vii) **The Welsh Health Specialised Services Committee (Wales) Directions 2009 (2009/35)** provide that the seven LHBs in Wales will work jointly to exercise functions relating to the planning and securing of specialised and tertiary services and for the purpose of jointly exercising those functions will establish the Welsh Health Specialised Services Committee ("WHSSC"). Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Welsh Ministers have made the **Welsh Health Specialised Services Committee (Wales) Regulations 2009 (S.I. 2009/3097)** which make provision for the constitution and membership of the WHSSC including its procedures and administrative arrangements.
- viii) **The Emergency Ambulance Services Committee (Wales) Directions 2014 (2014/8)** as amended by the **Emergency Ambulance Services (Wales) Amendment Directions 2016 (2016/8)** provide that the seven LHBs in Wales will work jointly to exercise functions relating to the planning and securing of emergency ambulance services and for the purpose of jointly exercising those functions will establish the Emergency Ambulance Services Committee ("EASC"). Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Minister has made **The Emergency Ambulance Services Committee (Wales) Regulations 2014 (2014/566)** which make provision for the constitution and membership of the EASC including its procedures and administrative arrangements.
- ix) In addition to directions the Welsh Ministers may from time to time issue guidance which LHBs must take into account when exercising any function. However in some cases the relevant function may be contained in other legislation. In exercising their powers LHBs must be clear about the statutory basis for exercising such powers.
- x) As a statutory body, the LHB has specified powers to contract in its own name and to act as a corporate trustee. The LHB also has statutory powers under sections 194 and 195 of the NHS (Wales) Act 2006 to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- xi) The **National Health Service Bodies and Local Authorities Partnership Arrangements (Wales) Regulations 2000 (S.I. 2000/2993)** have effect as made under section 33 of the NHS (Wales) Act 2006 enable LHBs, NHS Trusts and Local Authorities to enter into any partnership arrangements to exercise certain NHS functions and health-related functions as specified in

the Regulations. The arrangement can only be made if it is likely to lead to an improvement in the way in which NHS functions and health-related functions are exercised, and the partners have consulted jointly with all affected parties, and the arrangements fulfil the objectives set out in the Area Plan developed in accordance with the **Social Services and Well-being (Wales) Act 2014 (2014)**.

- xii) Section 72 of the NHS Act 2006 places a duty on NHS bodies to co-operate with each other in exercising their functions. NHS bodies includes the NHS bodies in England such as the NHS Commissioning Board, NHS Trust and NHS Foundation Trusts and, for the purpose of this duty, also includes bodies such as NICE, the Health and Social Care Information Centre and Health Education England.
- xiii) Section 82 of the NHS Act 2006 places a duty on NHS bodies and local authorities to co-operate with one another in order to secure and advance the health and welfare of the people of England and Wales.
- xiv) Further duties and powers placed on health boards in relation to co-operation and partnership with local authorities and other partners in Wales are set out in the **Social Services and Well-being (Wales) Act 2014**. This Act establishes the legal framework for meeting people's needs for care and support and imposes general and strategic duties on local authorities and LHBs in order to effectively plan and provide a sufficient range and level of care and support services. The **Partnership Arrangements (Wales) Regulations 2015 (2015/1989)**, made under Part 9 of the **Social Services and Well-being (Wales) Act 2014** set out the arrangements made and provides for LHBs and local authorities to pool funds for the purpose of providing specified services.

Guidance on the provisions of Part 9 can be found at <https://gov.wales/docs/dhss/publications/151218part9en.pdf>

- xv) The **Well-being of Future Generations (Wales) Act 2015** also places duties on LHBs and some Trusts in Wales. Sustainable development in the context of the Act means the process of improving economic, social, environmental and cultural well-being of Wales by taking action, in accordance with the sustainable development principle, aimed at achieving the well-being goals.
- xvi) The Welsh Language (Wales) Measure 2011 makes provision with regards to the development of standards of conduct relating to the Welsh language. These standards replace the requirement for a Welsh Language Scheme previously provided for by Section 5 of the Welsh Language Act 1993. The Welsh Language Standards (No.7) Regulations 2018 (2018/411) came into force on the 29 June 2018 and specifies standards in relation to the conduct of Local Health Boards. The Local Health Board will ensure that it has arrangements in place to meet those

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standards which the Welsh Language Commissioner has required by way of a compliance notice under section 44 of the 2011 Measure.

- xvii) LHBs are also bound by any other statutes and legal provisions which govern the way they do business. The powers of LHBs established under statute shall be exercised by LHBs meeting in public session, except as otherwise provided by these SOs.

## NHS framework

- xviii) In addition to the statutory requirements set out above, LHBs must carry out all business in a manner that enables them to contribute fully to the achievement of the Welsh Government's vision for the NHS in Wales and its standards for public service delivery. The governance standards set for the NHS in Wales are based upon the Welsh Government's Citizen Centred Governance principles. These principles provide the framework for good governance and embody the values and standards of behaviour that are expected at all levels of the service, locally and nationally.
- xix) Adoption of the principles will better equip LHBs to take a balanced, holistic view of their organisations and their capacity to deliver high quality, safe healthcare services for all its citizens within the NHS framework set nationally.
- xx) The overarching NHS governance and accountability framework incorporates these SOs; the Schedules of Reservation and Delegation of Powers; SFIs together with a range of other frameworks designed to cover specific aspects. These include the NHS Values and Standards of Behaviour Framework\*; the *'Doing Well, Doing Better: Standards for Health Services in Wales'* (formally the Healthcare Standards) Framework, the NHS Risk and Assurance Framework, and the NHS planning and performance management systems.  
  
\* The NHS Wales Values and Standards of Behaviour Framework can be accessed via the following link:  
<http://www.wales.nhs.uk/governance-emanual/values-and-standards-of-behaviour-framew>
- xxi) The Welsh Ministers, reflecting their constitutional obligations and legal duties under the **Well-being of Future Generations (Wales) Act 2015**, have stated that sustainable development should be the central organising principle for the public sector and a core objective for the NHS in all it does.
- xxii) Full, up to date details of the other requirements that fall within the NHS framework – as well as further information on the Welsh Government's Citizen Centred Governance principles - are provided on the NHS Wales

Governance e-manual which can be accessed at [www.wales.nhs.uk/governance-emanual/](http://www.wales.nhs.uk/governance-emanual/). Directions or guidance on specific aspects of LHB business are also issued electronically, usually under cover of a Welsh Health Circular.

## Local Health Board Framework

- xxiii) Schedule 2 provides details of the key documents that, together with these SOs, make up the LHB's governance and accountability framework. These documents must be read in conjunction with these SOs and will have the same effect as if the details within them were incorporated within the SOs themselves. The Standing Financial Instructions form Schedule 2.1 of these SOs.
- xxiv) LHBs will from time to time agree and approve policy statements which apply to the LHB's Board members and/or all or specific groups of staff employed by **Hywel Dda University** LHB and others. The decisions to approve these policies will be recorded in an appropriate Board minute and, where appropriate, will also be considered to be an integral part of the LHB's SOs and SFIs. Details of the LHB's key policy statements are also included in Schedule 2.
- xxv) LHBs shall ensure that an official is designated to undertake the role of the Board Secretary (the role of which is set out in paragraph xxxiii below).
- xxvi) For the purposes of these SOs, the members of the LHB shall collectively to be known as "the Board" or "Board members"; the officer and non-officer members shall be referred to as Executive Directors and Independent Members respectively; and the Chief Officer and the Chief Finance Officer shall respectively be known as the Chief Executive and the Director of Finance – SOs 1.1.2 refers.

## Applying Standing Orders

- xxvii) The SOs of the LHB (together with SFIs and the ~~Values and Standards of Behaviour Framework~~ **Standards of Behaviour Policy**), will, as far as they are applicable, also apply to meetings of any formal Committees established by the LHB, including any Advisory Groups, sub-Committees, joint-Committees and joint sub-Committees. These SOs may be amended or adapted for the Committees as appropriate, with the approval of the Board. *Further details on committees may be found in Schedule 3 of these SOs and further details on joint-Committees may be found in Schedule 4.*
- xxviii) Full details of any non-compliance with these SOs, including an explanation of the reasons and circumstances must be reported in the first instance to the Board Secretary, who will ask the **Audit and Risk Assurance Committee** to formally consider the matter and make proposals

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Hywel Dda University Local Health Board



to the Board on any action to be taken. All Board members and LHB officers have a duty to report any non-compliance to the Board Secretary as soon as they are aware of any circumstance that has not previously been reported.

- xxix) **Ultimately, failure to comply with SOs is a disciplinary matter that could result in an individual's dismissal from employment or removal from the Board.**

### **Variation and amendment of Standing Orders**

- xxx) Although these SOs are subject to regular, annual review by the LHB, there may, exceptionally, be an occasion where it is necessary to vary or amend the SOs during the year. In these circumstances, the Board Secretary shall advise the Board of the implications of any decision to vary or amend SOs, and such a decision may only be made if:

- The variation or amendment is in accordance with regulation 15 of the Constitution Regulations and does not contravene a statutory provision or direction made by the Welsh Ministers;
- The proposed variation or amendment has been considered and approved by the **Audit and Risk Assurance Committee** and is the subject of a formal report to the Board; and
- A notice of motion under Standing Order 7.5.14 has been given.

### **Interpretation**

- xxxi) During any Board meeting where there is doubt as to the applicability or interpretation of the SOs, the Chair of the LHB shall have the final say, provided that his or her decision does not conflict with rights, liabilities or duties as prescribed by law. In doing so, the Chair shall take appropriate advice from the Board Secretary and, where appropriate the Chief Executive or the Director of Finance (in the case of SFIs).

- xxxii) The terms and provisions contained within these SOs aim to reflect those covered within all applicable health legislation. The legislation takes precedence over these SOs when interpreting any term or provision covered by legislation.

### **The role of the Board Secretary**

- xxxiii) The role of the Board Secretary is crucial to the ongoing development and maintenance of a strong governance framework within LHBs, and is a key source of advice and support to the LHB Chair and other Board members. Independent of the Board, the Board Secretary acts as the guardian of good governance within the LHB. The Board Secretary is responsible for:

- Providing advice to the Board as a whole and to individual Board members on all aspects of governance;
- Facilitating the effective conduct of LHB business through meetings of the Board, its Advisory Groups and Committees;
- Ensuring that Board members have the right information to enable them to make informed decisions and fulfil their responsibilities in accordance with the provisions of these SOs;
- Ensuring that in all its dealings, the Board acts fairly, with integrity, and without prejudice or discrimination;
- Contributing to the development of an organisational culture that embodies NHS values and standards of behaviour; and
- Monitoring the LHB's compliance with the law, SOs and the governance and accountability framework set by the Welsh Ministers;

As advisor to the Board, the *Board Secretary's* role does not affect the specific responsibilities of Board members for governing the organisation. The Board Secretary is directly accountable for the conduct of their role to the Chair in respect of matters relating to responsibilities of the Board, its Committees and Advisory Groups, and reports on a day to day basis to the Chief Executive with regard to the wider governance of the organisation and their personal responsibilities.

xxxiv) Further details on the role of the Board Secretary within **Hywel Dda University** LHB, including details on how to contact them, **are available via the following hyperlink to the LHB's website:**  
<http://www.wales.nhs.uk/sitesplus/862/page/91581>

## Section B – Standing Orders

### 1. THE LOCAL HEALTH BOARD

- 1.0.1 The LHB's principal role is to ensure the effective planning and delivery of the local NHS system, within a robust governance framework, to achieve the highest standards of patient safety and public service delivery, improve health and reduce inequalities and achieve the best possible outcomes for its citizens, and in a manner that promotes human rights.
- 1.0.2 The LHB was established by the **Local Health Boards (Establishment and Dissolution) (Wales) Order 2009** (S.I. 2009/778) and most of its functions are contained in the **Local Health Boards (Directed Functions) (Wales) Regulations 2009** (S.I. 2009/1511). The LHB must ensure that all its activities are in exercise of those functions or other statutory functions that are conferred on it.

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- 1.0.3 To fulfil this role, the LHB will work with all its partners and stakeholders in the best interests of its population.

### 1.1 Membership of the Local Health Board

- 1.1.1 The membership of the LHB shall be no more than 20 members comprising the Chair, Vice Chair, non-officer members (appointed by the Minister for Health and Social Services), the Chief Executive (appointed by the Board with the involvement of the Chief Executive, NHS Wales) and officer members (appointed by the Board).
- 1.1.2 For the purposes of these SOs, the members of the LHB shall collectively to be known as "the Board" or "Board members"; the officer and non-officer members (which will include the Chair) shall be referred to as Executive Directors and Independent Members respectively; and the Chief Officer and the Chief Finance Officer shall respectively be known as the Chief Executive and the Director of Finance. All such members shall have full voting rights. There may also be Associate Members who do not have voting rights.

### Officer Members [to be known as Executive Directors]

- 1.1.3 A total of 9 (including the Chief Executive), appointed by the Board, whose responsibilities include the following areas: Medical; Finance; Nursing; Primary Care and Community and Mental Health Services; Strategic and Operational Planning; Workforce and Organisational Development; Public Health; Therapies and Health Science. Executive Directors may have other responsibilities as determined by the Board and set out in the scheme of delegation to officers.

### Non Officer Members [to be known as Independent Members]

- 1.1.4 A total of 9, appointed by the Minister for Health and Social Services, including: an elected member of a local authority whose area falls within the LHB area; a current member or employee of a Third Sector organisation within the LHB area; a trade union official; a person who holds a post in a University that is related to health; and five other Independent Members who together have experience and expertise in legal; finance; estates; Information Technology; and community knowledge and understanding.

### Associate Members

- 1.1.5 A total of 4 associate members may be appointed to the Board. They will attend Board meetings on an ex-officio basis, but will not have any voting rights.
- 1.1.6 No more than three Associate Members may be appointed by the Minister for Health and Social Services. This may include:
- Director of Social Services (nominated by local authorities in the LHB area)
  - Chair of the Stakeholder Reference Group
  - Chair of the Healthcare Professionals' Forum
- 1.1.7 The Board may appoint an additional Associate Member to assist in carrying out its functions, subject to the agreement of the Minister for Health and Social Services.

### Use of the term 'Independent Members'

- 1.1.8 For the purposes of these SOs, use of the term 'Independent Members' refers to the following voting members of the Board:
- Chair
  - Vice Chair
  - Non Officer Members

unless otherwise stated.

## **1.2 Joint Directors**

1.2.1 Where a post of Executive Director of the LHB is shared between more than one person because of their being appointed jointly to a post:

- i) Either or both persons may attend and take part in Board meetings;
- ii) If both are present at a meeting they shall cast one vote if they agree;
- iii) In the case of disagreement no vote shall be cast; and
- iv) The presence of both or one person will count as one person in relation to the quorum.

## **1.3 Tenure of Board members**

1.3.1 Independent Members and Associate Members appointed by the Minister for Health and Social Services shall be appointed for a period specified by the Welsh Ministers, but for no longer than 4 years in any one term. These members can be reappointed but may not hold office as a member or associate member for the same Board for a total period of more than 8 years. Time served need not be consecutive and will still be counted towards the total period even where there is a break in the term.

1.3.2 Any Associate Member appointed by the Board will be for a period of up to one year. An Associate member may be re-appointed if necessary or expedient for the performance of the LHBs functions. If re-appointed they may not hold office as an Associate Member for the same Board for a total period of more than four years. Time served includes time as a Ministerial appointment (if relevant) which need not be consecutive and will still be counted towards the total period even where there is a break in the term. An Independent or Associate Member appointed by the Minister for Health and Social Services who has already served the maximum 8 years as a Ministerial appointment to the same Board will not be eligible for appointment by the Board as an Associate Member.

1.3.3 Executive Directors' tenure of office as Board members will be determined by their contract of appointment.

1.3.4 All Board members' tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements, so far as they are applicable, as specified in Schedule 2 of the Constitution Regulations. Any member must inform the Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The Chair will advise the Minister in writing of any such cases immediately.

1.3.5 The LHB will require Board members to confirm in writing their continued

eligibility on an annual basis.

## **1.4 The Role of the LHB Board and responsibilities of individual members**

### Role

1.4.1 The principal role of the LHB is set out in SO 1.0.1. The Board's main role is to add value to the organisation through the exercise of strong leadership and control, including:

- Setting the organisation's strategic direction
- Establishing and upholding the organisation's governance and accountability framework, including its values and standards of behaviour
- Ensuring delivery of the organisation's aims and objectives through effective challenge and scrutiny of the LHB's performance across all areas of activity.

### Responsibilities

1.4.2 The Board will function as a corporate decision-making body, Executive Directors and Independent Members being full and equal members and sharing corporate responsibility for all the decisions of the Board.

1.4.3 Independent Members who are appointed to bring a particular perspective, skill or area of expertise to the Board must do so in a balanced manner, ensuring that any opinion expressed is objective and based upon the best interests of the health service. Similarly, Board members must not place an over reliance on those individual members with specialist expertise to cover specific aspects of Board business, and must be prepared to scrutinise and ask questions about any contribution that may be made by that member.

1.4.4 LHBs shall issue an indemnity to any Chair and Independent Member in the following terms: "A Board [or Committee] member, who has acted honestly and in good faith, will not have to meet out of their personal resources any personal liability which is incurred in the execution of their Board function. Such cover excludes the reckless or those who have acted in bad faith".

1.4.5 Associate Members, whilst not sharing corporate responsibility for the decisions of the Board, are nevertheless required to act in a corporate manner at all times, as are their fellow Board members who have voting rights.

1.4.6 All Board members must comply with their terms of appointment. They must equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development

programmes, engaging fully in Board activities and promoting the LHB within the communities it serves.

- 1.4.7 **The Chair** – The Chair is responsible for the effective operation of the Board, chairing Board meetings when present and ensuring that all Board business is conducted in accordance with these SOs. The Chair may have certain specific powers delegated by the Board and set out in the Scheme of Delegation.
- 1.4.8 The Chair shall work in close harmony with the Chief Executive and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.
- 1.4.9 **The Vice-Chair** – The Vice-Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing chair resumes their duties or a new chair is appointed.
- 1.4.10 In addition to their corporate role across the breadth of the Board’s responsibilities, the Vice-Chair has a specific brief to oversee the LHB’s performance in the planning, delivery and evaluation of primary care, community health and mental health services ensuring a balanced care model to meet the needs of the population within the LHB’s area.
- 1.4.11 **Chief Executive** – The Chief Executive is responsible for the overall performance of the executive functions of the LHB. They are the appointed Accountable Officer for the LHB and shall be responsible for meeting all the responsibilities of that role, as set out in their Accountable Officer Memorandum.
- 1.4.12 **Lead roles for Board members** – The Chair will ensure that individual Board members are designated as lead roles or “champions” as required by the Welsh Ministers or as set out in any statutory or other guidance. Any such role must be clearly defined and must operate in accordance with the requirements set by the LHB, the Welsh Ministers or others. In particular, no operational responsibilities will be placed upon any Independent Member fulfilling such a role. The identification of a Board member in this way shall not make them more vulnerable to individual criticism, nor does it remove the corporate responsibility of the other Board members for that particular aspect of Board business.

## 2. RESERVATION AND DELEGATION OF LHB FUNCTIONS

- 2.0.1 Subject to any directions that may be given by the Welsh Ministers, the Board shall make arrangements for certain functions to be carried out on its behalf so that the day to day business of the LHB may be carried out

effectively and in a manner that secures the achievement of its aims and objectives. In doing so, the Board must set out clearly the terms and conditions upon which any delegation is being made.

2.0.2 The Board's determination of those matters that it will retain, and those that will be delegated to others shall be set out in a:

- i) Schedule of matters reserved to the Board;
- ii) Scheme of delegation to committees and others; and
- iii) Scheme of delegation to officers.

all of which must be formally adopted by the Board in full session and form part of these SOs.

2.0.3 Subject to Standing Order 4, the LHB retains full responsibility for any functions delegated to others to carry out on its behalf.

## **2.1 Chair's action on urgent matters**

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

2.1.2 Chair's action may not be taken where either the Chair or the Chief Executive has a personal or business interest in an urgent matter requiring decision. In this circumstance, the Vice-Chair or the Executive Director acting on behalf of the Chief Executive will take a decision on the urgent matter, as appropriate.

## **2.2 Delegation of Board functions**

2.2.1 The Board may agree the delegation of any of their functions, except for those set out within the 'Schedule of Matters Reserved for the Board' within the Model Standing Orders (see paragraph 2.0.2.(i)) to Committees and others, setting any conditions and restrictions it considers necessary and following any directions or regulations given by the Welsh Ministers. These functions may be carried out:

- i) By a Committee, sub-Committee or officer of the LHB (or of another LHB or Trust); or
- ii) By another LHB; NHS Trust; Strategic Health Authority or Primary Care Trust in England; Special Health Authority; or

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iii) Jointly with one or more bodies including local authorities through a joint-Committee, sub-Committee or joint sub-Committee.

2.2.2 The Board may agree and formally approve the delegation of specific executive powers to be exercised by Committees, sub-Committees, joint-Committees or joint sub-Committees which it has formally constituted.

## **2.3 Delegation to officers**

2.3.1 The Board may delegate certain functions to the Chief Executive. For these aspects, the Chief Executive, when compiling the Scheme of Delegation to Officers, shall set out proposals for those functions they will perform personally and shall nominate other officers to undertake the remaining functions. The Chief Executive will still be accountable to the Board for all functions delegated to them irrespective of any further delegation to other officers.

2.3.2 This must be considered and approved by the Board (subject to any amendment agreed during the discussion). The Chief Executive may periodically propose amendments to the Scheme of Delegation to Officers and any such amendments must also be considered and approved by the Board.

2.3.3 Individual Executive Directors are in turn responsible for delegation within their own directorates/departments/localities in accordance with the framework established by the Chief Executive and agreed by the Board.

## **3. COMMITTEES**

### **3.1 LHB Committees**

3.1.1 The Board may and, where directed by the Welsh Ministers must, appoint Committees of the LHB 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. The Board shall, wherever possible, require its Committees to hold meetings in public unless there are specific, valid reasons for not doing so.

#### *Use of the term 'Committee'*

3.1.2 For the purposes of these SOs, use of the term 'Committee' incorporates the following:

- Board Committee
- joint-Committee

- sub-Committee
- joint sub-Committee

unless otherwise stated. The Board's Advisory Groups are referred to separately.

## **3.2 Joint Committees**

3.2.1 The Board may, and where directed by the Welsh Ministers must, together with one or more LHBs or NHS Trusts or the local authorities operating within the LHB's area, appoint joint-Committees or joint sub-Committees. These may consist wholly or partly of the LHB's Board members or Board members of other health service bodies or of persons who are not LHB Board members or Board members of other health service bodies. Any such appointments must be made in accordance with the Board's defined requirements on membership (including definition of member roles, powers and terms and conditions of appointment) and any directions given by the Welsh Ministers.

3.2.2 The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others on its behalf. The Board shall wherever possible determine, in agreement with its partners, that its joint-Committees hold meetings in public unless there are specific, valid reasons for not doing so.

3.2.3 The Board shall establish, as a minimum, the following joint-Committees:

- The Welsh Health Specialised Services Committee (WHSSC).
- The Emergency Ambulance Services Committee

### Joint Committee Standing Orders, terms of reference and operating arrangements

3.2.4 The Board shall formally approve SOs or terms of reference and operating arrangements for each joint-Committee established. These must establish its governance and ways of working, setting out, as a minimum:

- The scope of its work (including its purpose and any delegated powers and authority);
- Membership (including member appointment and removal; role, responsibilities and accountability; and terms and conditions of office) and quorum;
- Meeting arrangements;
- Communications;
- Relationships and accountabilities with others (including the LHB Board its Committees and Advisory Groups);
- Any budget, financial and accounting responsibility;
- Secretariat and other support;

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- Training, development and performance; and
- Reporting and assurance arrangements.

3.2.5 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the joint-Committee, keeping any such aspects to the minimum necessary. The detailed SOs or terms of reference and operating arrangements for those joint-Committees established by the Board are set out in Schedule 4.

### **3.3 Sub-Committees**

3.3.1 A Committee appointed by the Board may establish a sub-Committee to assist it in the conduct of its business provided that the Board approves such action. Where the Board has authorised a Committee to establish sub-Committees they cannot delegate any executive powers to the sub-Committee unless authorised to do so by the Board.

### **3.4 Committees established by the LHB**

3.4.1 The Board shall establish a Committee structure that it determines best meets its own needs, taking account of any regulatory or Welsh Government requirements. As a minimum, it must establish Committees which cover the following aspects of Board business:

- Quality and Safety;
- Audit;
- Information governance;
- Charitable Funds;
- Remuneration and Terms of Service; and
- Mental Health Act requirements.

3.4.2 In designing its Committee structure and operating arrangements, the Board shall take full account of the need to:

- Embed corporate standards, priorities and requirements, e.g., equality and human rights across all areas of activity; and
- Maximise cohesion and integration across all aspects of governance and assurance.

3.4.3 Each Committee established by or on behalf of the Board must have its own SOs or detailed terms of reference and operating arrangements, which must be formally approved by the Board. These must establish its governance and ways of working, setting out, as a minimum:

- The scope of its work (including its purpose and any delegated powers and authority);
- Membership and quorum;
- Meeting arrangements;

- Relationships and accountabilities with others (including the Board its Committees and Advisory Groups)
- Any budget and financial responsibility, where appropriate;
- Secretariat and other support;
- Training, development and performance; and
- Reporting and assurance arrangements.

3.4.4 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the Committee, keeping any such aspects to the minimum necessary.

3.4.5 The membership of any such Committees - including the designation of Chair; definition of member roles and powers and terms and conditions of appointment (including remuneration and reimbursement) - will usually be determined by the Board, based on the recommendation of the LHB Chair, and subject to any specific requirements, directions or regulations made by the Welsh Ministers. Depending on the Committee's defined role and remit, membership may be drawn from the LHB Board, its staff (subject to the conditions set in Standing Order 3.4.6) or others not employed by the LHB.

3.4.6 Executive Directors or other LHB officers shall not be appointed as Committee Chairs, nor should they be appointed to serve as members on any Committee set up to review the exercise of functions delegated to officers or to review Mental Health Tribunals (in accordance with the Mental Health Act 1983). Designated LHB officers shall, however, be in attendance at such Committees, as appropriate.

*Full details of the Committee structure established by the Board, including detailed terms of reference for each of these Committees are set out in Schedule 3.*

### **3.5 Other Committees**

3.5.1 The Board may also establish other Committees to help the LHB in the conduct of its business.

### **3.6 Confidentiality**

3.6.1 Committee members and attendees must not disclose any matter dealt with by or brought before a Committee in confidence without the permission of the Committee's Chair.

### **3.7 Reporting activity to the Board**

3.7.1 The Board must ensure that the Chairs of all Committees operating on its behalf report formally, regularly and on a timely basis to the Board on their activities. Committee Chairs' shall bring to the Boards specific attention

any significant matters under consideration and report on the totality of its activities through the production of minutes or other written reports.

#### **4. NHS WALES SHARED SERVICES PARTNERSHIP**

- 4.0.1 From 1 June 2012 the function of managing and providing Shared Services to the health service in Wales was given to Velindre NHS Trust. The Trust's Establishment Order has been amended to reflect the fact that the Shared Services function has been conferred on it.
- 4.0.2 The **Velindre National Health Service Trust Shared Services Committee (Wales) Regulations 2012** (S.I. 2012/1261) ("the Shared Services Regulations") require the Velindre NHS Trust to establish a Shared Services Committee which will be responsible for exercising the Trust's Shared Services functions. The Shared Services Regulations prescribe the membership of the Shared Services Committee in order to ensure that all LHBs and Trusts in Wales have a member on the Shared Services Committee and that the views of all the NHS organisations in Wales are taken into account when making decisions in respect of Shared Services activities.
- 4.0.3 The Director of Shared Services will be designated as Accountable Officer for Shared Services.
- 4.0.4 These arrangements necessitate putting in place a Memorandum of Co-operation Agreement and a Hosting Agreement between all LHBs and Trusts setting out the obligations of NHS bodies to participate in the Shared Services Committee and to take collective responsibility for setting the policy and delivery of the Shared Services to the health service in Wales. Responsibility for the exercise of the Shared Services functions will not rest with the Board of Velindre NHS Trust but will be a shared responsibility of all NHS bodies in Wales.
- 4.0.5 The Shared Services Committee is to be known as the Shared Services Partnership Committee for operational purposes.

#### **5. ADVISORY GROUPS**

- 5.0.1 The LHB has a statutory duty to take account of representations made by persons and organisations who represent the interests of the communities it serves, its officers and healthcare professionals. To help discharge this duty, the Board may and where directed by the Welsh Ministers must, appoint Advisory Groups to the LHB to provide advice to the Board in the exercise of its functions.
- 5.0.2 The LHB's Advisory Groups include a Stakeholder Reference Group, Healthcare Professionals' Forum and Local Partnership Forum. *The membership and terms of reference for these groups are set out in*

## *Schedule 5.*

5.0.3 The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others to advise it in the conduct of its business. The Board shall, wherever possible, require its Advisory Groups to hold meetings in public unless there are specific, valid reasons for not doing so.

### **5.1 Terms of reference and operating arrangements**

5.1.1 The Board must formally approve terms of reference and operating arrangements for the Advisory Groups. These must establish the governance arrangements and ways of working, setting out, as a minimum:

- The scope of its work (including its purpose and any delegated powers and authority);
- Membership (including member appointment and removal, role, responsibilities and accountabilities, and terms and conditions of office) and quorum;
- Meeting arrangements;
- Communications;
- Relationships with others (including the LHB Board, its Committees and Advisory Groups) as well as other relevant local and national groups);
- Any budget and financial responsibility;
- Secretariat and other support;
- Training, development and performance; and
- Reporting and assurance arrangements.

5.1.2 In doing so, the Board shall specify which of these SOs are not applicable to the operation of the Advisory Group, keeping any such aspects to the minimum necessary. The detailed terms of reference and operating arrangements are set out in Schedule 5.

5.1.3 The Board may determine that the Advisory Group shall be supported by sub-groups to assist it in the conduct of its work, or the Advisory Group may itself determine such arrangements, provided that the Board approves such action.

### **5.2 Support to the Advisory Groups**

5.2.1 The LHB's Board Secretary, on behalf of the Chair, will ensure that the Advisory Groups are properly equipped to carry out their role by:

- Co-ordinating and facilitating appropriate induction and organisational development activity;
- Ensuring the provision of governance advice and support to the

Advisory Group Chair on the conduct of its business and its relationship with the LHB and others;

- Ensuring the provision of secretariat support for Advisory Group meetings (for specific arrangements relating to Local Partnership Forum see Schedule 5.3, paragraph 1.7.1);
- Ensuring that the Advisory Group receives the information it needs on a timely basis;
- Ensuring strong links to communities/groups/professionals as appropriate; and
- Facilitating effective reporting to the Board

enabling the Board to gain assurance that the conduct of business within the Advisory Group accords with the governance and operating framework it has set.

### **5.3 Confidentiality**

5.3.1 Advisory Group members and attendees must not disclose any matter dealt with by or brought before a Group in confidence without the permission of the Advisory Group Chair.

### **5.4 Advice and feedback**

5.4.1 The LHB may specifically request advice and feedback from the Advisory Groups on any aspect of its business, and they may also offer advice and feedback even if not specifically requested by the LHB. The Groups may provide advice to the Board:

- At Board meetings, through the SRG and HPF Chair's participation as Associate Members;
- In written advice;
- In any other form specified by the Board.

### **5.5 Reporting activity**

5.5.1 The Board shall ensure that the Chairs of all Advisory Groups report formally, regularly and on a timely basis to the Board on their activities. Advisory Group Chairs shall bring to the Board's specific attention any significant matters under consideration and report on the totality of its activities through the production of minutes or other written reports.

5.5.2 Each Advisory Group shall also submit an annual report to the Board through the Chair within 6 weeks of the end of the reporting year setting out its activities during the year and detailing the results of a review of its performance and that of any sub-groups it has established.

5.5.3 Each Advisory Group shall report regularly on its activities to those whose interests they represent.

## **5.6 THE STAKEHOLDER REFERENCE GROUP (SRG)**

### Role

5.6.1 The SRG's role is to provide independent advice on any aspect of LHB business. This may include:

- Early engagement and involvement in the determination of the LHB's overall strategic direction;
- Provision of advice on specific service proposals prior to formal consultation; as well as
- Feedback on the impact of the LHB's operations on the communities it serves.

5.6.2 The SRG provides a forum to facilitate full engagement and active debate amongst stakeholders from across the communities served by the LHB, with the aim of reaching and presenting a cohesive and balanced stakeholder perspective to inform the LHB's decision making.

5.6.3 The SRG's role is distinctive from that of Community Health Councils (CHCs), who have a statutory role in representing the interests of patients and the public in their areas. The SRG shall represent those stakeholders who have an interest in, and whose own role and activities may be impacted by the decisions of the LHB. Membership may include community partners, provider organisations, special interest and other groups operating within the LHBs area.

5.6.4 It does not cover those stakeholders whose interests are represented within the remit of other Advisory Groups established by the LHB, e.g., the Healthcare Professionals' Forum and Local Partnership Forum.

5.6.5 In addition to the provisions above the Board must set out, the relationships and accountabilities with others, such as the Regional Partnership Board.

## **5.7 Relationship with the Board**

5.7.1 The SRG's main link with the Board is through the SRG Chair's membership of the Board as an Associate Member.

5.7.2 The Board may determine that designated Board members or LHB officers shall be in attendance at Advisory Group meetings. The SRG's Chair may also request the attendance of Board members or LHB officers, subject to the agreement of the LHB Chair.

5.7.3 The Board shall determine the arrangements for any joint meetings



between the LHB Board and the SRG.

5.7.4 The Board's Chair shall put in place arrangements to meet with the SRG Chair on a regular basis to discuss the SRG's activities and operation.

## **5.8 Relationship between the SRG and others**

5.8.1 The Board must ensure that the SRG's advice represents a balanced, co-ordinated stakeholder perspective from across the local communities served by the LHB. The SRG shall:

- Ensure effective links and relationships with other advisory groups, local and community partnerships and other key stakeholders who do not form part of the SRG membership;
- Ensure its role, responsibilities and activities are known and understood by others; and
- Take care to avoid unnecessary duplication of activity with other bodies/groups with an interest in the planning and provision of NHS services, e.g., Regional Partnership Boards.

## **5.9 Working with Community Health Councils**

5.9.1 The SRG shall make arrangements to ensure designated CHC members receive the SRG's papers and are invited to attend SRG meetings.

5.9.2 The SRG shall work together with CHCs within the area covered by the LHB to engage and involve those within the local communities served whose views may not otherwise be heard.

***Refer to Schedule 5.1 for detailed Terms of Reference and Operating Arrangements***

## **5.10 THE HEALTHCARE PROFESSIONALS' FORUM (HPF)**

### Role

5.10.1 The HPF's role is to provide a balanced, multi-disciplinary view of healthcare professional issues to advise the Board on local strategy and delivery. Its role does not include consideration of healthcare professional terms and conditions of service.

5.10.2 The HPF shall facilitate engagement and debate amongst the wide range of clinical interests within the LHB's area of activity, with the aim of reaching and presenting a cohesive and balanced healthcare professional perspective to inform the LHB's decision making.

## **5.11 Terms of reference and operating arrangements**

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5.11.1 In addition to the provisions in 5.2.1 above the Board must set out, the relationships and accountabilities with others, as well as the National Professional Advisory Group.

## **5.12 Relationship with the Board**

5.12.1 The HPF's main link with the Board is through the HPF Chair's membership of the Board as an Associate Member.

5.12.2 The Board may determine that designated Board members or LHB officers shall be in attendance at Advisory Group meetings. The HPF's Chair may also request the attendance of Board members or LHB officers, subject to the agreement of the LHB Chair.

5.12.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the HPF.

5.12.4 The Board's Chair shall put in place arrangements to meet with the HPF Chair on a regular basis to discuss the HPF's activities and operation.

## **5.13 Rights of Access to the LHB Board for Professional Groups**

5.13.1 The LHB Chair, on the advice of the Chief Executive and/or Board Secretary, may recommend that the Board afford direct right of access to any professional group, in the following, exceptional circumstances:

- i) Where the HPF recommends that a matter should be presented to the Board by a particular healthcare professional grouping, e.g., due to the specialist nature of the issues concerned; or
- ii) Where a healthcare professional group has demonstrated that the HPF has not afforded it due consideration in the determination of its advice to the Board on a particular issue.

5.13.2 The Board may itself determine that it wishes to seek the views of a particular healthcare professional grouping on a specific matter, in accordance with Standing Order 7.5.7.

## **5.14 Relationship with the National Professional Advisory Group**

5.14.1 The HPF Chair (or HPF Vice-Chair) will be a member of the National Professional Advisory Group.

***Refer to Schedule 5.2 for detailed Terms of Reference and Operating Arrangements***

## **5.15 THE LOCAL PARTNERSHIP FORUM (LPF)**

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## Role

5.15.1 The LPF's role is to provide a formal mechanism where the LHB, as employer, and trade unions/professional bodies representing LHB employees (hereafter referred to as staff organisations) work together to improve health services for the citizens served by the LHB - achieved through a regular and timely process of consultation, negotiation and communication. In doing so, the LPF must effectively represent the views and interests of the LHB's workforce.

5.15.2 It is the forum where the LHB and staff organisations will engage with each other to inform, debate and seek to agree local priorities on workforce and health service issues; and inform thinking around national priorities on health matters.

### **5.16 Relationship with the Board and others**

5.16.1 The LPF's main link with the Board is through the Executive members of the LPF.

5.16.2 The Board may determine that designated Board members or LHB staff shall be in attendance at LPF meetings. The LPF's Chair may also request the attendance of Board members or LHB staff, subject to the agreement of the LHB Chair.

5.16.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the LPF's staff representative members.

5.16.4 The Board's Chair shall put in place arrangements to meet with the LPG's Joint Chairs on a regular basis to discuss the LPF's activities and operation.

5.16.5 The LPF shall ensure effective links and relationships with other groups/fora at a local and, where appropriate, national level.

***Refer to Schedule 5.3 for detailed Terms of Reference and Operating Arrangements***

## **6. WORKING IN PARTNERSHIP**

6.0.1 The LHB shall work constructively in partnership with others to plan and secure the delivery of an equitable, high quality, whole system approach to health, well-being and social care for its citizens. This will be delivered in accordance with its statutory duties and any specific requirements or directions made by the Welsh Ministers, e.g., the development of population assessments and area plans.

6.0.2 The Chair shall ensure that the Board has identified all its key partners and other stakeholders and established clear mechanisms for engaging with and involving them in the work of the LHB through:

- The LHB's own structures and operating arrangements, e.g., Advisory Groups; and
- The involvement (at very local and community wide levels) in partnerships and community groups – such as Regional Partnership and Public Service Boards – of Board members and LHB officers with delegated authority to represent the LHB and, as appropriate, take decisions on its behalf.

6.0.3 The Social Services and Well-Being (Wales) Act 2014 sets out duties for working in partnership with local authorities complementing existing duties under section 82 of the NHS Act 2006 (duty to cooperate with local authorities) and sections 10 (arrangements with other bodies) and 38 (duty to make services available to enable the discharge of local authority functions) of the NHS (Wales) Act 2006. This includes “Partnership Arrangements” established under the direction of Regional Partnership Boards and under which the LHB may carry out any of the specified functions on behalf of the partnership body and may established pooled funds for specified purposes. An advice note on partnership working – implications for health boards and NHS Trusts from the Social Services and Well-being (Wales) Act 2014 and the Well-being of Future Generations (Wales) Act 2015 has been published and it can be found here: [https://socialcare.wales/cms\\_assets/hub-downloads/Partnership-working---implications-for-health-boards-and-NHS-Trusts.pdf](https://socialcare.wales/cms_assets/hub-downloads/Partnership-working---implications-for-health-boards-and-NHS-Trusts.pdf)

6.0.4 The Board shall keep under review its partnership arrangements to ensure continued clarity around purpose, desired outcomes and partner responsibilities. It must ensure timely action to change, adapt or end partnerships where they no longer serve a useful purpose, in accordance with its statutory duties; any specific requirements or directions made by the Welsh Ministers; and the agreed terms and conditions for the partnership.

## **6.1 Community Health Councils (CHCs)**

6.1.1 The **Community Health Councils (Constitution, Membership and Procedures) (Wales) Regulations 2010** (S.I. 2010/288) (as amended) and the **Community Health Councils (Establishment, Transfer of Functions and Abolition) (Wales) Order 2010** (S.I. 2010/289) place a range of duties on LHBs in relation to the engagement and involvement of CHCs in its operations.

6.1.2 In discharging these duties, the Board shall work constructively with the CHCs working jointly within the LHB's area by ensuring their involvement

in:

- The planning of the provision of its healthcare services;
- The development and consideration of proposals for changes in the way in which those services are provided; and
- The Board's decisions affecting the operation of those healthcare services that it has responsibility for

and formally consulting with those CHCs working jointly within the LHB's area on any proposals for substantial development of the services it is responsible for.

6.1.3 The Board shall ensure that each relevant CHC is provided with the information it needs on a timely basis to enable it to effectively discharge its functions.

#### *Relationship with the Board*

6.1.4 The Board may determine that designated CHC members shall be invited to attend Board meetings.

6.1.5 The Board shall make arrangements for regular joint meetings between the CHC members and the Board, to be held not less than once every three calendar months and ensuring attendance of at least one third of the Board's members.

6.1.6 The Board's Chair shall put in place arrangements to meet with the relevant CHC Chair(s) on a regular basis to discuss matters of common interest.

## **7. MEETINGS**

### **7.1 Putting Citizens first**

7.1.1 The LHB's business will be carried out openly and transparently in a manner that encourages the active engagement of its citizens, community partners and other stakeholders. The LHB, through the planning and conduct of meetings held in public, shall facilitate this in a number of ways, including:

- Active communication of forthcoming business and activities;
- The selection of accessible, suitable venues for meetings;
- The availability of papers in English and Welsh languages and in accessible formats, such as Braille, large print, easy read (where requested or required) and in electronic formats;
- Requesting that attendees notify the LHB of any access needs sufficiently in advance of a proposed meeting, and responding

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appropriately, e.g., arranging British Sign Language (BSL) interpretation at meetings; and

- Where appropriate, ensuring suitable translation arrangements are in place to enable the conduct of meetings in either English or Welsh,

in accordance with legislative requirements, e.g., Disability Discrimination Act, as well as its Communication Strategy and provisions made in response to the compliance notice issued by the Welsh Language Commissioner under section 44 of the Welsh Language (Wales) Measure 2011 .

7.1.2 The Chair will ensure that, in determining the matters to be considered by the Board, full account is taken of the views and interests of the communities served by the LHB, including any views expressed formally to the LHB, e.g., through the SRG or CHCs.

## **7.2 Annual Plan of Board Business**

7.2.1 The Board Secretary, on behalf of the Chair, shall produce an Annual Plan of Board business. This plan will include proposals on meeting dates, venues and coverage of business activity during the year, taking account that ordinary meetings of the Board will be held at regular intervals and as a minimum six times a year. The Plan shall also set out any standing items that will appear on every Board agenda.

7.2.2 The plan shall set out the arrangements in place to enable the LHB to meet its obligations to its citizens as outlined in paragraph 6.1.1 whilst also allowing Board members to contribute in either English or Welsh languages, where appropriate.

7.2.3 The plan shall also incorporate formal Board meetings, regular Board Development sessions and, where appropriate, the planned activities of the Board's Committees and Advisory Groups.

7.2.4 The Board shall agree the plan for the forthcoming year by the end of March, and this plan will be published on the organisations website. .

### Annual General Meeting (AGM)

7.2.5 The LHB must hold an AGM in public no later than the 31 July each year. At least 10 calendar days prior to the meeting a public notice of the intention to hold the meeting, the time and place of the meeting, and the agenda, shall be displayed bilingually (in English and Welsh) at the LHBs principal sites and on the LHB's website.

The notice shall state that:

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- Electronic or paper copies of the Annual Report and Accounts of the LHB are available, on request, prior to the meeting; and
- State how copies can be obtained, in what language and in what format, e.g. as Braille, large print, easy read etc.

7.2.6 The AGM must include presentation of the Annual Report and audited accounts, together with (where applicable), an audited abridged version of the annual accounts and funds held on trust accounts, and may also include presentation of other reports of interest to citizens and others, such as the organisation's annual quality statement.

7.2.7 A record of the meeting shall be submitted to the next ordinary meeting of the Board for agreement.

### **7.3 Calling Meetings**

7.3.1 In addition to the planned meetings agreed by the Board, the Chair may call a meeting of the Board at any time. Individual Board members may also request that the Chair call a meeting provided that at least one third of the whole number of Board members, support such a request.

7.3.2 If the Chair does not call a meeting within seven days after receiving such a request from Board members, then those Board members may themselves call a meeting.

### **7.4 Preparing for Meetings**

#### Setting the agenda

7.4.1 The Chair, in consultation with the Chief Executive and Board Secretary, will set the Agenda. In doing so, they will take account of the planned activity set in the annual cycle of Board business; any standing items agreed by the Board; any applicable items received from the Board's Committees and Advisory Groups; and the priorities facing the LHB. The Chair must ensure that all relevant matters are brought before the Board on a timely basis.

7.4.2 Any Board member may request that a matter is placed on the Agenda by writing to the Chair, copied to the Board Secretary, at least 12 calendar days before the meeting. The request must set out whether the item of business is proposed to be transacted in public and shall include appropriate supporting information. The Chair may, at their discretion, include items on the agenda that have been requested after the 12 day notice period if this would be beneficial to the conduct of board business.

#### Notifying and equipping Board members

7.4.3 Board members shall be sent an Agenda and a complete set of supporting

papers at least 10 calendar days before a formal Board meeting. This information may be provided to Board members electronically or in paper form, in an accessible format, to the address provided, and in accordance with their stated preference. Supporting papers may, exceptionally, be provided, after this time provided that the Chair is satisfied that the Board's ability to consider the issues contained within the paper would not be impaired.

- 7.4.4 No papers will be included for consideration and decision by the Board unless the Chair is satisfied (subject to advice from the Board Secretary, as appropriate) that the information contained within it is sufficient to enable the Board to take a reasonable decision. This will include evidence that appropriate impact assessments have been undertaken and taken into consideration. Impact assessments shall be undertaken on all new or revised policies, strategies, guidance and or practice to be considered by the Board, and the outcome of that assessment shall accompany the report to the Board to enable the Board to make an informed decision.
- 7.4.5 In the event that at least half of the Board members do not receive the Agenda and papers for the meeting as set out above, the Chair must consider whether or not the Board would still be capable of fulfilling its role and meeting its responsibilities through the conduct of the meeting. Where the Chair determines that the meeting should go ahead, their decision, and the reason for it, shall be recorded in the minutes.
- 7.4.6 In the case of a meeting called by Board members, notice of that meeting must be signed by those members and the business conducted will be limited to that set out in the notice.

#### Notifying the public and others

- 7.4.7 Except for meetings called in accordance with Standing Order 7.3, at least 10 calendar days before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed bilingually (in English and Welsh):
- At the LHB's principal sites; On the LHB's website, together with the papers supporting the public part of the Agenda; as well as
  - Through other methods of communication as set out in the LHB's communication strategy.
- 7.4.8 When providing notification of the forthcoming meeting, the LHB shall set out when and how the Agenda and the papers supporting the public part of the Agenda may be accessed, in what language and in what format, e.g., as Braille, large print, easy read, etc.

## **7.5 Conducting Board Meetings**

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### Admission of the public, the press and other observers

- 7.5.1 The LHB shall encourage attendance at its formal Board meetings by the public and members of the press as well as LHB officers or representatives from organisations who have an interest in LHB business. The venue for such meetings shall be appropriate to facilitate easy access for attendees and translation services; and shall have appropriate facilities to maximise accessibility.
- 7.5.2 The Board and its committees shall conduct as much of its formal business in public as possible. 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 Board 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).*
- 7.5.3 In these circumstances, when the Board is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Board in public session. Wherever possible, that reporting shall take place at the end of a private session, by reconvening a Board meeting held in public session.
- 7.5.4 The Board Secretary, on behalf of the Chair, shall keep under review the nature and volume of business conducted in private session to ensure such arrangements are adopted only when absolutely necessary.
- 7.5.5 In encouraging entry to formal Board Meetings from members of the public and others, the Board shall make clear that attendees are welcomed as observers. The Chair shall take all necessary steps to ensure that the Board's business is conducted without interruption and disruption. In exceptional circumstances, this may include a requirement that observers leave the meeting.
- 7.5.6 Unless the Board has given prior and specific agreement, members of the public or other observers will not be allowed to record proceedings in any way other than in writing.

### Addressing the Board, its Committees and Advisory Groups

- 7.5.7 The Board will decide what arrangements and terms and conditions it feels are appropriate in extending an invitation to observers to attend and

address any meetings of the Board, its Committees and Advisory Groups, and may change, alter or vary these terms and conditions as it considers appropriate. In doing so, the Board will take account of its responsibility to actively encourage the engagement and, where appropriate, involvement of citizens and stakeholders in the work of the LHB, (whether directly or through the activities of bodies such as CHCs and the LHB's Advisory Groups representing citizens and other stakeholders) and to demonstrate openness and transparency in the conduct of business.

#### Chairing Board Meetings

- 7.5.8 The Chair of the LHB will preside at any meeting of the Board unless they are absent for any reason (including any temporary absence or disqualification from participation on the grounds of a conflict of interest). In these circumstances the Vice Chair shall preside. If both the Chair and vice-chair are absent or disqualified, the Independent Members present shall elect one of the Independent Members to preside.
- 7.5.9 The Chair must ensure that the meeting is handled in a manner that enables the Board to reach effective decisions on the matters before it. This includes ensuring that Board members' contributions are timely and relevant and move business along at an appropriate pace. In doing so, the Board must have access to appropriate advice on the conduct of the meeting through the attendance of the nominated Board Secretary. The Chair has the final say on any matter relating to the conduct of Board business.

#### Quorum

- 7.5.10 At least six Board members, at least three of whom are Executive Directors and three are Independent Members, must be present to allow any formal business to take place at a Board meeting.
- 7.5.11 If the Chief Executive or an Executive Director is unable to attend a Board meeting, then a nominated deputy may attend in their absence and may participate in the meeting, provided that the Chair has agreed the nomination before the meeting. However, Board members' voting rights cannot be delegated so the nominated deputy may not vote or be counted towards the quorum. If a deputy is already a Board member in their own right, e.g., a person deputising for the Chief Executive will usually be an Executive Director, they will be able to exercise their own vote in the usual way but they will not have any additional voting rights.
- 7.5.12 The quorum must be maintained during a meeting to allow formal business to be conducted, i.e., any decisions to be made. Any Board member disqualified through conflict of interest from participating in the discussion on any matter and/or from voting on any resolution will no longer count towards the quorum. If this results in the quorum not being met that

particular matter or resolution cannot be considered further at that meeting, and must be noted in the minutes.

### Dealing with motions

7.5.13 In the normal course of Board business items included on the agenda are subject to discussion and decisions based on consensus. Considering a motion is therefore not a routine matter and may be regarded as exceptional, e.g. where an aspect of service delivery is a cause for particular concern, a Board member may put forward a motion proposing that a formal review of that service area is undertaken by a Committee of the Board. The Board Secretary will advise the Chair on the formal process for dealing with motions. No motion or amendment to a motion will be considered by the Board unless moved by a Board member and seconded by another Board member (including the Chair).

7.5.14 **Proposing a formal notice of motion** – Any Board member wishing to propose a motion must notify the Chair in writing of the proposed motion at least 12 days before a planned meeting. Exceptionally, an emergency motion may be proposed up to one hour before the fixed start of the meeting, provided that the reasons for the urgency are clearly set out. Where sufficient notice has been provided, and the Chair has determined that the proposed motion is relevant to the Board's business, the matter shall be included on the Agenda, or, where an emergency motion has been proposed, the Chair shall declare the motion at the start of the meeting as an additional item to be included on the agenda.

7.5.15 The Chair also has the discretion to accept a motion proposed during a meeting provided that the matter is considered of sufficient importance and its inclusion would not adversely affect the conduct of Board business.

7.5.16 **Amendments** - Any Board member may propose an amendment to the motion at any time before or during a meeting and this proposal must be considered by the Board alongside the motion.

7.5.17 If there are a number of proposed amendments to the motion, each amendment will be considered in turn, and if passed, the amended motion becomes the basis on which the further amendments are considered, i.e., the substantive motion.

7.5.18 **Motions under discussion** – When a motion is under discussion, any Board member may propose that:

- The motion be amended;
- The meeting should be adjourned;
- The discussion should be adjourned and the meeting proceed to the next item of business;
- A Board member may not be heard further;

- The Board decides upon the motion before them;
- An ad hoc Committee should be appointed to deal with a specific item of business; or
- The public, including the press, should be excluded.

7.5.19 **Rights of reply to motions** – The mover of a motion (including an amendment) shall have a right of reply at the close of any debate on the motion or the amendment immediately prior to a vote on the proposal.

7.5.20 **Withdrawal of motion or amendments** – A motion or an amendment to a motion, once moved and seconded, may be withdrawn by the proposer with the agreement of the seconder and the Chair.

7.5.21 **Motion to rescind a resolution** – The Board may not consider a motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six months unless the motion is supported by the (simple) majority of Board members.

7.5.22 A motion that has been decided upon by the Board cannot be proposed again within six months except by the Chair, unless the motion relates to the receipt of a report or the recommendations of a Committee/Chief Executive to which a matter has been referred.

#### Voting

7.5.23 The Chair will determine whether Board members' decisions should be expressed orally, through a show of hands, by secret ballot or by recorded vote. The Chair must require a secret ballot or recorded vote if the majority of voting Board members request it. Where voting on any question is conducted, a record of the vote shall be maintained. In the case of a secret ballot the decision shall record the number voting for, against or abstaining. Where a recorded vote has been used the Minutes shall record the name of the individual and the way in which they voted. Associate Members may not vote in any meetings or proceedings of the Board.

7.5.24 In determining every question at a meeting the Board members must take account, where relevant, of the views expressed and representations made by individuals or organisations who represent the interests of the community and healthcare professionals within the LHB's area. Such views will usually be presented to the Board through the Chairs of the LHB's Advisory Groups and the CHC representative(s).

7.5.25 The Board will make decisions based on a simple majority view held by the Board members present. In the event of a split decision, i.e., no majority view being expressed, the Chair shall have a second and casting vote.

7.5.26 In no circumstances may an absent Board member or nominated deputy vote by proxy. Absence is defined as being absent at the time of the vote.

## **7.6 Record of Proceedings**

7.6.1 A record of the proceedings of formal Board meetings (and any other meetings of the board where the Board members determine) shall be drawn up as 'minutes'. These minutes shall include a record of Board member attendance (including the Chair) together with apologies for absence, and shall be submitted for agreement at the next meeting of the Board, where any discussion shall be limited to matters of accuracy. Any agreed amendment to the minutes must be formally recorded.

7.6.2 Agreed minutes shall be circulated in accordance with Board members' wishes, and, where providing a record of a formal Board meeting shall be made available to the public both on the LHB's website and in hard copy or other accessible format on request, in accordance with any legislative requirements, e.g., Data Protection Act 2018, the General Data Protection Regulation 2018, and the LHB's Communication Strategy and Welsh language requirements.

## **7.7 Confidentiality**

7.7.1 All Board members (including Associate Members), together with members of any Committee or Advisory Group established by or on behalf of the Board and LHB officials must respect the confidentiality of all matters considered by the LHB in private session or set out in documents which are not publicly available. Disclosure of any such matters may only be made with the express permission of the Chair of the Board or relevant Committee, as appropriate, and in accordance with any other requirements set out elsewhere, e.g., in contracts of employment, within the Values and Standards of Behaviour framework, **the Standards of Behaviour Policy**, or legislation such as the Freedom of Information Act 2000, etc.

## **8. VALUES AND STANDARDS OF BEHAVIOUR**

8.0.1 The Board must adopt a set of values and standards of behaviour for the LHB that meets the requirements of the NHS Wales Values and Standards of Behaviour framework. These values and standards of behaviour will apply to all those conducting business by or on behalf of the LHB, including Board members, LHB officers and others, as appropriate. The framework adopted by the Board, **the Standards of Behaviour Policy**, will form part of these SOs.

### **8.1 Declaring and recording Board members' interests**

- 8.1.1 **Declaration of interests** – It is a requirement that all Board members must declare any personal or business interests they may have which may affect, or be perceived to affect the conduct of their role as a Board member. This includes any interests that may influence or be perceived to influence their judgement in the course of conducting the Board's business. Board members must be familiar with the Values and Standards of Behaviour Framework, **the Standards of Behaviour Policy**, and their statutory duties under the Constitution Regulations. Board members must notify the Chair and Board Secretary of any such interests at the time of their appointment, and any further interests as they arise throughout their tenure as Board members.
- 8.1.2 Board members must also declare any interests held by family members or persons or bodies with which they are connected. The Board Secretary will provide advice to the Chair and the Board on what should be considered as an 'interest', taking account of the regulatory requirements and any further guidance, e.g., the Values and Standards of Behaviour framework. If individual Board members are in any doubt about what may be considered as an interest, they should seek advice from the Board Secretary. However, the onus regarding declaration will reside with the individual Board member.
- 8.1.3 **Register of interests** – The Chief Executive, through the Board Secretary will ensure that a Register of Interests is established and maintained as a formal record of interests declared by all Board members. The register will include details of all Directorships and other relevant and material interests which have been declared by Board members.
- 8.1.4 The register will be held by the Board Secretary, and will be updated during the year, as appropriate, to record any new interests, or changes to the interests declared by Board members. The Board Secretary will also arrange an annual review of the Register, through which Board members will be required to confirm the accuracy and completeness of the register relating to their own interests.
- 8.1.5 In line with the Board's commitment to openness and transparency, the Board Secretary must take reasonable steps to ensure that the citizens served by the LHB are made aware of, and have access to view the LHB's Register of Interests. This may include publication on the LHB's website.
- 8.1.6 **Publication of declared interests in Annual Report** – Board members' directorships of companies or positions in other organisations likely or possibly seeking to do business with the NHS shall be published in the LHB's Annual Report.

## 8.2 Dealing with Members' interests during Board meetings

- 8.2.1 The Chair, advised by the Board Secretary, must ensure that the Board's

decisions on all matters brought before it are taken in an open, balanced, objective and unbiased manner. In turn, individual Board members must demonstrate, through their actions, that their contribution to the Board's decision making is based upon the best interests of the LHB and the NHS in Wales.

8.2.2 Where individual Board members identify an interest in relation to any aspect of Board business set out in the Board's meeting agenda, that member must declare an interest at the start of the Board meeting. Board members should seek advice from the Chair, through the Board Secretary before the start of the Board meeting if they are in any doubt as to whether they should declare an interest at the meeting. All declarations of interest made at a meeting must be recorded in the Board minutes.

8.2.3 It is the responsibility of the Chair, on behalf of the Board, to determine the action to be taken in response to a declaration of interest, taking account of any regulatory requirements or directions made by the Welsh Ministers. The range of possible actions may include determination that:

- i) The declaration is formally noted and recorded, but that the Board member should participate fully in the Board's discussion and decision, including voting. This may be appropriate, for example where the Board is considering matters of strategy relating to a particular aspect of healthcare and an Independent Member is a healthcare professional whose profession may be affected by that strategy determined by the Board;
- ii) The declaration is formally noted and recorded, and the Board member participates fully in the Board's discussion, but takes no part in the Board's decision;
- iii) The declaration is formally noted and recorded, and the Board member takes no part in the Board discussion or decision;
- iv) The declaration is formally noted and recorded, and the Board member is excluded for that part of the meeting when the matter is being discussed. A Board member must be excluded, where that member has a direct or indirect financial interest in a matter being considered by the Board.

8.2.4 In extreme cases, it may be necessary for the member to reflect on whether their position as a Board member is compatible with an identified conflict of interest.

8.2.5 Where the Chair is the individual declaring an interest, any decision on the action to be taken shall be made by the Vice Chair, on behalf of the Board.

8.2.6 In all cases the decision of the Chair (or the Vice Chair in the case of an interest declared by the Chair) is binding on all Board members. The Chair should take advice from the Board Secretary when determining the action to take in response to declared interests; taking care to ensure their

exercise of judgement is consistently applied.

8.2.7 **Members with pecuniary (financial) interests** – Where a Board member, or any person they are connected with<sup>1</sup> has any direct or indirect pecuniary interest in any matter being considered by the Board, including a contract or proposed contract, that member must not take part in the consideration or discussion of that matter or vote on any question related to it. The Board may determine that the Board member concerned shall be excluded from that part of the meeting.

8.2.8 The Constitution Regulations define ‘direct’ and ‘indirect’ pecuniary interests and these definitions always apply when determining whether a member has an interest. These SOs must be interpreted in accordance with these definitions.

8.2.9 **Members with Professional Interests** - During the conduct of a Board meeting, an individual Board member may establish a clear conflict of interest between their role as a LHB Board member and that of their professional role outside of the Board. In any such circumstance, the Board shall take action that is proportionate to the nature of the conflict, taking account of the advice provided by the Board Secretary.

### 8.3 Dealing with officers’ interests

8.3.1 The Board must ensure that the Board Secretary, on behalf of the Chief Executive, establishes and maintains a system for the declaration, recording and handling of LHB officers’ interests in accordance with the Values and Standards of Behaviour Framework.

### 8.4 Reviewing how Interests are handled

8.4.1 The Audit Committee will review and report to the Board upon the adequacy of the arrangements for declaring, registering and handling interests at least annually.

### 8.5 Dealing with offers of gifts<sup>2</sup>, hospitality and sponsorship

8.5.1 The **Standards of Behaviour Policy** approved by the Board prohibits Board members and LHB officers from receiving gifts, hospitality or benefits in kind from a third party which may reasonably give rise to suspicion of conflict between their official duty and their private interest, or may reasonably be seen to compromise their personal integrity in any way.

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<sup>1</sup> In the case of persons who are married to each other or in a civil partnership with each other or who are living together as if married or civil partners, the interest of one person shall, if known to the other, be deemed for the purpose of this Standing Order to be also an interest of the other.

<sup>2</sup>The term gift refers also to any reward or benefit.



8.5.2 Gifts, benefits or hospitality must never be solicited. Any Board member or LHB officer who is offered a gift, benefit or hospitality which may or may be seen to compromise their position must refuse to accept it. This may in certain circumstances also include a gift, benefit or hospitality offered to a family member of a Board member or LHB officer. Failure to observe this requirement may result in disciplinary and/or legal action.

8.5.3 In determining whether any offer of a gift or hospitality should be accepted, an individual must make an active assessment of the circumstances within which the offer is being made, seeking advice from the Board Secretary as appropriate. In assessing whether an offer should be accepted, individuals must take into account:

- **Relationship:** Contacts which are made for the purpose of information gathering are generally less likely to cause problems than those which could result in a contractual relationship, in which case accepting a gift or hospitality could cause embarrassment or be seen as giving rise to an obligation;
- **Legitimate Interest:** Regard should be paid to the reason for the contact on both sides and whether it is a contact that is likely to benefit the LHB;
- **Value:** Gifts and benefits of a trivial or inexpensive seasonal nature, e.g., diaries/calendars, are more likely to be acceptable and can be distinguished from more substantial offers. Similarly, hospitality in the form of a working lunch would not be treated in the same way as more expensive social functions, travel or accommodation (although in some circumstances these may also be accepted);
- **Frequency:** Acceptance of frequent or regular invitations particularly from the same source would breach the required standards of conduct. Isolated acceptance of, for example, meals, tickets to public, cultural or social events would only be acceptable if attendance is justifiable in that it benefits the LHB; and
- **Reputation:** If the body concerned is known to be under investigation by or has been publicly criticised by a public body, regulators or inspectors, acceptance of a gift or hospitality might be seen as supporting the body or affecting in some way the investigation or negotiations and it should always be declined.

8.5.4 A distinction may be drawn between items offered as hospitality and items offered in substitution for fees for broadcasts, speeches, lectures or other work done. There may be circumstances where the latter may be accepted if they can be used for official purposes.

## 8.6 Sponsorship

- 8.6.1 In addition gifts and hospitality individuals and the organisation may also receive sponsorship. Sponsorship is an offer of funding to an individual, department or the organisation as a whole from an external source whether in cash, goods, services or benefits. It could include an offer to sponsor a research or operational post, training, attendance at a conference, costs associated with meetings, conferences or a working visit. The sponsorship may cover some or all of the costs.
- 8.6.2 All sponsorship must be approved prior to acceptance in accordance with the Values and Standards of Behaviour Framework, **the Standards of Behaviour Policy**, and relevant procedures. A record of all sponsorship accepted or declined will also be maintained.

## 8.7 Register of Gifts, Hospitality and Sponsorship

- 8.7.1 The Board Secretary, on behalf of the Chair, will maintain a register of Gifts, Hospitality and Sponsorship to record offers of gifts, hospitality and sponsorship made to Board members. Executive Directors will adopt a similar mechanism in relation to LHB officers working within their Directorates.
- 8.7.2 Every Board member and LHB officer has a personal responsibility to volunteer information in relation to offers of gifts, hospitality and sponsorship, including those offers that have been refused. The Board Secretary, on behalf of the Chair and Chief Executive, will ensure the incidence and patterns of offers and receipt of gifts, hospitality and sponsorship are kept under active review, taking appropriate action where necessary.
- 8.7.3 When determining what should be included in the Register with regard to gifts and hospitality, individuals shall apply the following principles, subject to the considerations in Standing Order 8.5.3:
- **Gifts:** Generally, only gifts of material value should be recorded. Those with a nominal value, e.g., seasonal items such as diaries/calendars would not usually need to be recorded.
  - **Hospitality:** Only significant hospitality offered or received should be recorded. Occasional offers of 'modest and proportionate'<sup>3</sup> hospitality need not be included in the Register.

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<sup>3</sup> Examples of 'modest and proportionate' hospitality that need not be included in a Hospitality register include a working sandwich lunch or a buffet lunch incidental to a conference or seminar attended by a variety of participants.

8.7.4 Board members and LHB officers may accept the occasional offer of modest and proportionate hospitality but in doing so must consider whether the following conditions are met:

- Acceptance would further the aims of the LHB ;
- The level of hospitality is reasonable in the circumstances;
- It has been openly offered; and,
- It could not be construed as any form of inducement and will not put the individual under any obligation to those offering it.

8.7.5 The Board Secretary will arrange for a full report of all offers of Gifts, Hospitality and Sponsorship recorded by the LHB to be submitted to the **Audit and Risk Assurance Committee** at least annually. The **Audit and Risk Assurance Committee** will then review and report to the Board upon the adequacy of the LHB's arrangements for dealing with offers of gifts, hospitality and sponsorship.

## **9. SIGNING AND SEALING DOCUMENTS**

9.0.1 The common seal of the LHB is primarily used to seal legal documents such as transfers of land, lease agreements and other important/key contracts. The seal may only be fixed to a document if the Board has determined it shall be sealed, or if a transaction to which the document relates has been approved by the Board.

9.0.2 Where it is decided that a document shall be sealed it shall be fixed in the presence of the Chair or Vice Chair (or other authorised independent Member) and the Chief Executive (or another authorised individual) both of whom must witness the seal.

### **9.1. Register of Sealing**

9.1.1 The Board Secretary shall keep a register that records the sealing of every document. Each entry must be signed by the persons who approved and authorised the document and who witnessed the seal. A report of all sealings shall be presented to the Board at least bi-annually.

### **9.2 Signature of Documents**

9.2.1 Where a signature is required for any document connected with legal proceedings involving the LHB, it shall be signed by the Chief Executive, except where the Board has authorised another person or has been otherwise directed to allow or require another person to provide a signature.

9.2.2 The Chief Executive or nominated officers may be authorised by the Board

to sign on behalf of the LHB any agreement or other document (not required to be executed as a deed) where the subject matter has been approved either by the Board or a Committee to which the Board has delegated appropriate authority.

### **9.3 Custody of Seal**

9.3.1 The Common Seal of the LHB shall be kept securely by the Board Secretary.

## **10. GAINING ASSURANCE ON THE CONDUCT OF LHB BUSINESS**

10.0.1 The Board shall set out explicitly, within a Risk and Assurance Framework, how it will be assured on the conduct of LHB business, its governance and the effective management of the organisation's risks in pursuance of its aims and objectives. It shall set out clearly the various sources of assurance, and where and when that assurance will be provided, in accordance with any requirements determined by the Welsh Ministers.

10.0.2 The Board shall ensure that its assurance arrangements are operating effectively, advised by its **Audit and Risk Assurance Committee**.

10.0.3 Assurances in respect of the services provided by the NHS Wales Shared Services Partnership shall primarily be achieved by the reports of the Director of Shared Services to the Shared Services Partnership Committee, and reported back by the Chief Executive (or their nominated representative). Where appropriate, and by exception, the Board may seek assurances direct from the Director of Shared Services. The Director of Shared Services and the Shared Services Partnership Committee shall be under an obligation to comply with any internal or external audit functions being undertaken by or on behalf of the LHB.

10.0.4 Assurances in respect of the functions discharged by WHSSC and EASC shall **be** achieved by the reports of the respective Joint Committee Chair, and reported back by the Chief Executive. Reference should be made to paragraph 3.2 above regarding the governance arrangements which should be agreed for each of the Joint Committees.

10.0.5 Arrangements for seeking and providing assurance in respect of any other services provided on behalf of or in association with the LHB shall be clearly identified and reflected within the practice of the organisation and within the relevant agreements.

### **10.1 The role of Internal Audit in providing independent internal assurance**

10.1.1 The Board shall ensure the effective provision of an independent internal

audit function as a key source of its internal assurance arrangements, in accordance with NHS Wales Internal Auditing Standards and any other requirements determined by the Welsh Ministers.

10.1.2 The Board shall set out the relationship between the Head of Internal Audit (HIA), the **Audit and Risk Assurance Committee** and the Board. It shall:

- Approve the Internal Audit Charter (incorporating the definition of internal audit) and adopt the Internal Auditing Standards (incorporating the code of ethics);
- Ensure the HIA communicates and interacts directly with the Board, facilitating direct and unrestricted access;
- Require Internal Audit to confirm its independence annually; and
- Ensure that the Head of Internal Audit reports periodically to the Board on its activities, including its purpose, authority, responsibility and performance. Such reporting will include governance issues and significant risk exposures.

## **10.2 Reviewing the performance of the Board, its Committees and Advisory Groups**

10.2.2 The Board shall introduce a process of regular and rigorous self-assessment and evaluation of its own operations and performance and that of its Committees and Advisory Groups. Where appropriate, the Board may determine that such evaluation may be independently facilitated.

10.2.3 Each Committee and, where appropriate, Advisory Group must also submit an annual report to the Board through the Chair within 6 weeks of the end of the reporting year setting out its activities during the year and including the review of its performance and that of any sub-Committees it has established.

10.2.4 The Board shall use the information from this evaluation activity to inform:

- The ongoing development of its governance arrangements, including its structures and processes;
- Its Board Development Programme, as part of an overall Organisation Development framework; and
- The Board's report of its alignment with the Welsh Government's Citizen Centred Governance Principles.

## **10.3 External Assurance**

10.3.1 The Board shall ensure it develops effective working arrangements and relationships with those bodies that have a role in providing independent, external assurance to the public and others on the LHB's operations, e.g., the Auditor General for Wales and Healthcare Inspectorate Wales.

10.3.2 The Board may be assured, from the work carried out by external audit and others, on the adequacy of its own assurance framework, but that external assurance activity shall not form part of, or replace its own internal assurance arrangements, except in relation to any additional work that the Board itself may commission specifically for that purpose.

10.3.3 The Board shall keep under review and ensure that, where appropriate, the LHB implements any recommendations relevant to its business made by the Welsh Government's Audit Committee, the National Assembly for Wales's Public Accounts Committee and other appropriate bodies.

10.3.4 The LHB shall provide the Auditor General for Wales with any assistance, information and explanation which the Auditor General thinks necessary for the discharge of their statutory powers and responsibilities.

## **11. DEMONSTRATING ACCOUNTABILITY**

11.0.1 Taking account of the arrangements set out within these SOs, the Board shall demonstrate to the communities it serves and to the Welsh Ministers a clear framework of accountability within which it:

- Conducts its business internally;
- Works collaboratively with NHS colleagues, partners, service providers and others; and
- Responds to the views and representations made by those who represent the interests of the communities it serves and other stakeholders, including its officers and healthcare professionals.

11.0.2 The Board shall, in publishing its strategic and operational level plans, set out how those plans have been developed taking account of the views of others, and how they will be delivered by working with their community and other partners.

11.0.3 The Board shall also facilitate effective scrutiny of the LHB's operations through the publication of regular reports on activity and performance, including publication of an Annual Report.

11.0.4 The Board shall ensure that within the LHB, individuals at all levels are supported in their roles, and held to account for their personal performance through effective performance management arrangements.

## **12. REVIEW OF STANDING ORDERS**

~~12.0.1 [The Board Secretary shall arrange for an appropriate impact assessments to be carried out on a draft of these SOs prior to their formal adoption by the Board, the results of which shall be presented to the Board for~~

~~consideration and action, as appropriate. The fact that an assessment has been carried out shall be noted in the SOs.]~~

- 12.0.1 A summary equality impact assessment has been carried out on these SOs prior to their formal adoption by the Board.
- 12.0.2 These SOs shall be reviewed annually by the **Audit and Risk Assurance Committee**, which shall report any proposed amendments to the Board for consideration. The requirement for review extends to all documents having the effect as if incorporated in SOs, including the appropriate impact assessments.

# Schedule 1

## **MODEL SCHEME OF RESERVATION AND DELEGATION OF POWERS**

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



# MODEL SCHEME OF RESERVATION AND DELEGATION OF POWERS

## Introduction

As set out in Standing Order 2, the Board - subject to any directions that may be made by the Welsh Ministers - shall make appropriate arrangements for certain functions to be carried out on its behalf so that the day to day business of the LHB may be carried out effectively, and in a manner that secures the achievement of the organisation's aims and objectives. The Board may delegate functions to:

- i) A Committee, e.g., Quality and Safety Committee;
- ii) A sub-Committee, e.g., a locality based Quality and Safety Committee taking forward matters within a defined area. Any such delegation would, subject to the Board's authority, usually be via a main Committee of the Board;
- iii) A joint-Committee or joint sub-Committee, e.g., with other LHBs established to take forward matters relating to specialist services; and
- iv) Officers of the LHB (who may, subject to the Board's authority, delegate further to other officers and, where appropriate, other third parties, e.g. shared/support services, through a formal scheme of delegation)

and in doing so, must set out clearly the terms and conditions upon which any delegation is being made. These terms and conditions must include a requirement that the Board is notified of any matters that may affect the operation and/or reputation of the LHB.

The Board's determination of those matters that it will retain, and those that will be delegated to others are set out in the following:

- Schedule of matters reserved to the Board;
- Scheme of delegation to Committees and others; and
- Scheme of delegation to officers.

all of which form part of the LHB's SOs.

## DECIDING WHAT TO RETAIN AND WHAT TO DELEGATE: GUIDING PRINCIPLES

The Board will take full account of the following principles when determining those matters that it reserves, and those which it will delegate to others to carry out on its behalf:

- ***Everything is retained by the Board unless it is specifically delegated in accordance with the requirements set out in SOs or SFIs***
- ***The Board must retain that which it is required to retain (whether by statute or as determined by the Welsh Ministers) as well as that which it considers is essential to enable it to fulfil its role in setting the organisation's direction, equipping the organisation to deliver and ensuring achievement of its aims and objectives through effective performance management***
- ***Any decision made by the Board to delegate functions must be based upon an assessment of the capacity and capability of those to whom it is delegating responsibility***
- ***The Board must ensure that those to whom it has delegated powers (whether a Committee, partnership or individuals) remain equipped to deliver on those responsibilities through an ongoing programme of personal, professional and organisational development***
- ***The Board must take appropriate action to assure itself that all matters delegated are effectively carried out***
- ***The framework of delegation will be kept under active review and, where appropriate, will be revised to take account of organisational developments, review findings or other changes***
- ***Except where explicitly set out, the Board retains the right to decide upon any matter for which it has statutory responsibility, even if that matter has been delegated to others***
- ***The Board may delegate authority to act, but retains overall responsibility and accountability***
- ***When delegating powers, the Board will determine whether (and the extent to which) those to whom it is delegating will, in turn, have powers to further delegate those functions to others.***

## HANDLING ARRANGEMENTS FOR THE RESERVATION AND DELEGATION OF POWERS: WHO DOES WHAT

### The Board

The Board will formally agree, review and, where appropriate revise schedules of reservation and delegation of powers in accordance with the guiding principles set out earlier.

### The Chief Executive

The Chief Executive will propose a Scheme of Delegation to Officers, setting out the functions they will perform personally and which functions will be delegated to other officers. The Board must formally agree this scheme.

In preparing the scheme of delegation to officers, the Chief Executive will take account of:

- The guiding principles set out earlier (including any specific statutory responsibilities designated to individual roles);
- Their personal responsibility and accountability to the Chief Executive, NHS Wales in relation to their role as designated Accountable Officer; and
- Associated arrangements for the delegation of financial authority to equip officers to deliver on their delegated responsibilities (and set out in SFIs).

The Chief Executive may re-assume any of the powers they have delegated to others at any time.

### The Board Secretary

The Board Secretary will support the Board in its handling of reservations and delegations by ensuring that:

- A proposed schedule of matters reserved for decision by the Board is presented to the Board for its formal agreement;
- Effective arrangements are in place for the delegation of LHB functions within the organisation and to others, as appropriate; and
- Arrangements for reservation and delegation are kept under review and presented to the Board for revision, as appropriate.

### The Audit & Risk Assurance Committee

The Audit & Risk Assurance Committee will provide assurance to the Board of the effectiveness of its arrangements for handling reservations and delegations.

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## Individuals to who powers have been delegated

Individuals will be personally responsible for:

- Equipping themselves to deliver on any matter delegated to them, through the conduct of appropriate training and development activity; and
- Exercising any powers delegated to them in a manner that accords with the LHB's values and standards of behaviour.

Where an individual does not feel that they are equipped to deliver on a matter delegated to them, they must notify **the Board Secretary** [~~LHB to insert details~~] of their concern as soon as possible in so that an appropriate and timely decision may be made on the matter.

In the absence of an officer to whom powers have been delegated, those powers will be exercised by the individual to whom that officer reports, unless the Board has set out alternative arrangements.

If the Chief Executive is absent their nominated Deputy may exercise those powers delegated to the Chief Executive on their behalf. However, the guiding principles governing delegations will still apply, and so the Board may determine that it will reassume certain powers delegated to the Chief Executive or reallocate powers, e.g., to a Committee or another officer.

### **SCOPE OF THESE ARRANGEMENTS FOR THE RESERVATION AND DELEGATION OF POWERS**

The Scheme of Delegation to officers referred to here shows only the "top level" of delegation within the LHB. The Scheme is to be used in conjunction with the system of control and other established procedures within the LHB.

The LHB's Scheme of Delegation was approved by the Board at its meeting on 29<sup>th</sup> November 2018. This detailed electronic scheme of delegation encompasses all delegations including Standing Orders, Standing Financial Instructions, financial delegations, legislative compliance, other delegations and responsibilities, both at delegated lead and operational responsibility level. It has been further expanded through Directorate delegations and is kept under regular review. It can be accessed via the following hyperlink to LHB's website:

<http://www.wales.nhs.uk/sitesplus/862/page/49971>

## SCHEDULE OF MATTERS RESERVED TO THE BOARD<sup>4</sup>

THE BOARD		AREA	DECISIONS RESERVED TO THE BOARD
1	FULL	GENERAL	The Board may determine any matter for which it has statutory or delegated authority, in accordance with SOs <sup>5</sup>
2	FULL	GENERAL	The Board must determine any matter that will be reserved to the whole Board. These are:  <b>[LHB to insert details]</b>
3	FULL	OPERATING ARRANGEMENTS	Adopt the standards of governance and performance (including the quality and safety of healthcare, and the patient experience) to be met by the LHB, including standards/requirements determined by professional bodies/others, e.g., Royal Colleges

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<sup>4</sup> Any decision to reserve a matter, and the manner in which that retained responsibility is carried out will be in accordance with any regulatory and/or Assembly Government requirements.

<sup>5</sup> Except for those decisions delegated to the Welsh Health Specialised Services Committee (WHSSC).

4	FULL	OPERATING ARRANGEMENTS	<p>Approve, vary and amend:</p> <ul style="list-style-type: none"> <li>▪ SOs;</li> <li>▪ SFIs;</li> <li>▪ Schedule of matters reserved to the LHB;</li> <li>▪ Scheme of delegation to Committees and others; and</li> <li>▪ Scheme of delegation to officers.</li> </ul> <p>In accordance with any directions set by the Welsh Ministers.</p>
5	FULL	OPERATING ARRANGEMENTS	Approve the LHB's Values and Standards of Behaviour framework <b>[LHB to insert title of relevant policy]</b>
6	FULL	OPERATING ARRANGEMENTS	Approve the LHB's framework for performance management, risk and assurance
7	FULL	OPERATING ARRANGEMENTS	Approve the introduction or discontinuance of any significant activity or operation. Any activity or operation shall be regarded as significant if the Board determines it so based upon its contribution/impact on the achievement of the LHB's aims, objectives and priorities
8	FULL	OPERATING ARRANGEMENTS	Ratify any urgent decisions taken by the Chair and the Chief Executive in accordance with Standing Order requirements
9	FULL	OPERATING ARRANGEMENTS	Ratify in public session any instances of failure to comply with SOs

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10	FULL	OPERATING ARRANGEMENTS	Approve arrangements relating to the discharge of the LHB's responsibility as a bailee for patients' property
11	FULL	OPERATING ARRANGEMENTS	Approve policies for dealing with complaints and incidents
12	FULL	OPERATING ARRANGEMENTS	Approve individual compensation payments in line with SFIs
13	FULL	OPERATING ARRANGEMENTS	Approve individual cases for the write off of losses or making of special payments above the limits of delegation to the Chief Executive and officers
14	FULL	OPERATING ARRANGEMENTS	Approve proposals for action on litigation on behalf of the LHB
15	FULL	OPERATING ARRANGEMENTS	Authorise use of the LHB's official seal
16	FULL	ORGANISATION STRUCTURE & STAFFING	Approve appointment and manage appraisal, discipline and dismissal of the Chief Executive
17	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the appointment, appraisal, discipline and dismissal of the Executive Directors and any other Board level appointments, e.g., the Board Secretary
18	FULL	ORGANISATION STRUCTURE & STAFFING	Require, receive and determine action in response to the declaration of Board members' interests, in accordance with advice received, e.g. From Audit Committee
19	FULL	ORGANISATION STRUCTURE & STAFFING	Approve, [arrange the] review, and revise the LHB's top level organisation structure and corporate policies

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20	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, [arrange the] review, revise and dismiss LHB Committees, including any joint Committees directly accountable to the Board
21	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, equip, review and (where appropriate) dismiss the Chair and members of any Committee, joint Committee or Group set up by the Board
22	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, equip, review and (where appropriate) dismiss individuals appointed to represent the Board on outside bodies and groups
23	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the terms of reference and reporting arrangements of all Committees, joint-Committees and groups established by the Board
24	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the arrangements relating to the discharge of the LHB's responsibilities as a corporate trustee for funds held on trust
25	FULL	STRATEGY & PLANNING	Determine the LHB's strategic aims, objectives and priorities
26	FULL	STRATEGY & PLANNING	Approve the LHB's Integrated Medium Term Plan, including the balanced Medium Term Financial Plan
27	FULL	STRATEGY & PLANNING	Approve the LHB's Risk Management Strategy and plans
28	FULL	STRATEGY & PLANNING	Approve the LHB's citizen engagement and involvement strategy, including communication

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29	FULL	STRATEGY & PLANNING	Approve the LHB's partnership and stakeholder engagement and involvement strategies
30	FULL	STRATEGY & PLANNING	Approve the LHB's key strategies and programmes related to: <ul style="list-style-type: none"> <li>▪ Population Health Needs Assessment and Commissioning Plan</li> <li>▪ The development and delivery of patient centred clinical services for their population</li> <li>▪ Improving quality and patient safety outcomes</li> <li>▪ Workforce and Organisational Development</li> <li>▪ Infrastructure, including IM &amp; T, Estates and Capital (including major capital investment and disposal plans)</li> </ul>
31	FULL	STRATEGY & PLANNING	Approve the LHB's budget and financial framework (including overall distribution of the financial allocation and unbudgeted expenditure)
32	FULL	STRATEGY & PLANNING	Approve new contracts for the LHB to provide, or to secure provision from providers for Personal Medical; Dental; Pharmacy; Optometry services to some or all of the LHB's population Services
33	FULL	STRATEGY & PLANNING	Approve individual contracts (other than NHS contracts) above the limit delegated to the Chief Executive set out in the Standing Financial Instructions
34	FULL	PERFORMANCE & ASSURANCE	Approve the LHB's audit and assurance arrangements
35	FULL	PERFORMANCE & ASSURANCE	Receive reports from the LHB's Executive on progress and performance in the delivery of the LHB's strategic aims, objectives and priorities and approve action required, including improvement plans
36	FULL	PERFORMANCE & ASSURANCE	Receive reports from the LHB's Committees, groups and other internal sources on the LHB's performance and approve action required, including improvement plans

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37	FULL	PERFORMANCE & ASSURANCE	Receive reports on the LHB's performance produced by external regulators and inspectors (including, e.g., WAO, HIW, etc) that raise issue or concerns impacting on the LHB's ability to achieve its aims and objectives and approve action required, including improvement plans, taking account of the advice of Board Committees (as appropriate)
38	FULL	PERFORMANCE & ASSURANCE	Receive the annual opinion of the LHB's Chief Internal Auditor and approve action required, including improvement plans
39	FULL	PERFORMANCE & ASSURANCE	Receive the annual management report from the Auditor General for Wales and approve action required, including improvement plans
40	FULL	PERFORMANCE & ASSURANCE	Receive the annual opinion on the LHB's performance against <i>Doing Well, Doing Better: Standards for Health Services in Wales</i> (formally the Healthcare Standards) and approve action required, including improvement plans
41	FULL	REPORTING	Approve the LHB's Reporting Arrangements, including reports on activity and performance locally, to citizens, partners and stakeholders and nationally to the Assembly Government
42	FULL	REPORTING	Receive, approve and ensure the publication of LHB reports, including its Annual Report and annual financial accounts

<b>ADDITIONAL AREAS OF RESPONSIBILITY DELEGATED TO CHAIR, VICE CHAIR AND INDEPENDENT MEMBERS</b>			
	CHAIR		[individual LHB to insert details, in accordance with statutory and Assembly Government requirements
	VICE CHAIR		[individual LHB to insert details, in accordance with statutory and Assembly Government requirements
	CHAMPION/ NOMINATED LEAD		[individual LHB to insert details, in accordance with statutory and Assembly Government requirements

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## ~~DELEGATION OF POWERS TO COMMITTEES AND OTHERS<sup>6</sup>~~

~~Standing Order 2 provides that the Board may delegate powers to Committees and others. In doing so, the Board has formally determined:~~

- ~~▪ the composition, terms of reference and reporting requirements in respect of any such Committees; and~~
- ~~▪ the governance arrangements, terms and conditions and reporting requirements in respect of any delegation to others, including [individual LHBs to insert details]~~

~~in accordance with any regulatory requirements and any directions set by the Welsh Ministers.~~

~~The Board has delegated a range of its powers to the following Committees and others:~~

- ~~▪ [LHB to insert details]~~
- ~~▪ [LHB to insert details]~~

~~The scope of the powers delegated, together with the requirements set by the Board in relation to the exercise of those powers are as set out in i) Committee terms of reference, and ii) Formal arrangements for the delegation of powers to others. Collectively, these documents form the LHB's Scheme of Delegation to Committees.~~

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<sup>6</sup> As defined in Standing Orders

## **SCHEME OF DELEGATION TO EXECUTIVE DIRECTORS, OTHER DIRECTORS AND OFFICERS**

The LHB SOs and SFIs specify certain key responsibilities of the Chief Executive, the Director of Finance and other officers. The Chief Executive's Job Description, together with their Accountable Officer Memorandum sets out their specific responsibilities, and the individual job descriptions determined for Executive Director level posts also define in detail the specific responsibilities assigned to those post holders. These documents, set out in **[insert details]**, together with the schedule of additional delegations below and the associated financial delegations set out in the SFIs form the basis of the LHB's Scheme of Delegation to Officers.

<b>DELEGATED MATTER</b>	<b>RESPONSIBLE OFFICER(S)</b>
<b>[LHB to determine]</b>	<b>[LHB to determine]</b>

This scheme only relates to matters delegated by the Board to the Chief Executive and their Executive Directors, together with certain other specific matters referred to in SFIs.

Each Executive Director is responsible for delegation within their department. They shall produce a scheme of delegation for matters within their department, which shall also set out how departmental budget and procedures for approval of expenditure are delegated.

## Schedule 2

### KEY GUIDANCE, INSTRUCTIONS AND OTHER RELATED DOCUMENTS

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

#### LHB framework

The LHB's governance and accountability framework comprises these SOs, incorporating schedules of Powers reserved for the Board and Delegation to others, together with the following documents:

- **SFIs** (see Schedule 2.1 below) – available via the following hyperlink to the LHB's website):  
<http://www.wales.nhs.uk/sitesplus/documents/862/Item%203.7.1%20Revised%20Standing%20Orders%2C%20Standing%20Financial%20Instructions%20and%20Committee%20ToRs.pdf>
- **Values and Standards of Behaviour Framework** – available via the following hyperlink:  
<http://www.wales.nhs.uk/governance-emanual/values-and-standards-of-behaviour-framework>
- **Standards of Behaviour Policy** – available via the following hyperlink to the LHB's website:  
<http://www.wales.nhs.uk/sitesplus/documents/862/248-StandardsofBehaviourPolicyV4.pdf>
- **Risk and Assurance Framework**- available via the following hyperlink to the LHB's website:  
<http://www.wales.nhs.uk/sitesplus/documents/862/608-RiskManagementFramework.pdf>
- **Key policy documents [LHB to insert details]** - available via the following hyperlink to the LHB's website:  
<http://www.wales.nhs.uk/sitesplus/862/page/59037>

agreed by the Board. These documents must be read in conjunction with the SOs

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and will have the same effect as if the details within them were incorporated within the SOs themselves.

These documents may be accessed by: **contacting the Corporate Governance Team, Corporate Offices, Ystwyth Building, St David's Park, Carmarthen.**

### **NHS Wales framework**

Full, up to date details of the guidance, instructions and other documents that together make up the framework of governance, accountability and assurance for the NHS in Wales are published on the NHS Wales Governance e-Manual which can be accessed at [www.wales.nhs.uk/governance-emanual/](http://www.wales.nhs.uk/governance-emanual/). Directions or guidance on specific aspects of LHB business are also issued electronically, usually under cover of a Welsh Health Circular.

## Schedule 2.1

### **MODEL STANDING FINANCIAL INSTRUCTIONS FOR HYWEL DDA UNIVERSITY LOCAL HEALTH BOARD**

**This Schedule forms part of, and shall have effect as if incorporated in the  
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*Available via the following hyperlink to the LHB's website:*

*<http://www.wales.nhs.uk/sitesplus/documents/862/Item%203.7.1%20Revised%20Standing%20Orders%2C%20Standing%20Financial%20Instructions%20and%20Committee%20ToRs.pdf>*

*~~[Local Health Board SFIs to be inserted]~~*

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# Schedule 3

## BOARD COMMITTEE ARRANGEMENTS

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

~~*[LHB to insert details, including detailed Terms of Reference  
and Operating Arrangements for each Committee]*~~

- Audit and Risk Assurance Committee
- Business Planning & Performance Assurance Committee
- Charitable Funds Committee
- Finance Committee
- Mental Health Legislation Assurance Committee
- Quality, Safety & Experience Assurance Committee
- Remuneration and Terms of Service Committee
- University Partnership Committee
- Primary Care Applications Committee

Terms of Reference for Board Committees available via the following hyperlink to the  
LHB's website:

<http://www.wales.nhs.uk/sitesplus/862/page/99740>

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# Schedule 4

## JOINT COMMITTEE ARRANGEMENTS

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

~~*[LHB to insert details, including detailed terms of reference  
and operating arrangements for each Committee]*~~

Schedule 4.1 – Welsh Health Services Specialised Services Committee  
Schedule 4.2 – Emergency Ambulance Services Committee

Available via the following hyperlinks:

### Welsh Health Specialised Services Committee (WHSSC)

- [WHSSC Standing Orders, Reservation and Delegation of Powers](#)
- [WHSSC Standing Financial Instructions](#)

### Emergency Ambulance Services Committee (EASC)

[EASC Standing Orders](#)

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# Schedule 5

## ADVISORY GROUPS

### Terms of Reference and Operating Arrangements

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

*[LHB to insert details, including detailed terms of reference and operating arrangements for each Advisory Group. These must include and take account of the information detailed below in the model SO's]*

Schedule 5.1 – Stakeholder Reference Group  
Schedule 5.2 – Health Professionals Forum  
Schedule 5.3 – Local Partnership Forum

Terms of Reference for Board Advisory Groups available via the following hyperlink to the LHB's website:

<http://www.wales.nhs.uk/sitesplus/862/page/99740>

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# Schedule 5.1

## Stakeholder Reference Group

### Terms of Reference and Operating Arrangements

#### THE STAKEHOLDER REFERENCE GROUP (SRG)

##### 1.1 Role

1.1.1 The SRG's role is to provide independent advice on any aspect of LHB business. This may include:

- Early engagement and involvement in the determination of the LHB's overall strategic direction;
- Provision of advice on specific service proposals prior to formal consultation; as well as
- Feedback on the impact of the LHB's operations on the communities it serves.

1.1.2 The SRG provides a forum to facilitate full engagement and active debate amongst stakeholders from across the communities served by the LHB, with the aim of reaching and presenting a cohesive and balanced stakeholder perspective to inform the LHB's decision making.

1.1.3 The SRG's role is distinctive from that of Community Health Councils (CHCs), who have a statutory role in representing the interests of patients and the public in their areas. The SRG shall represent those stakeholders who have an interest in, and whose own role and activities may be impacted by the decisions of the LHB. Membership may include community partners, provider organisations, special interest and other groups operating within the LHBs area.

1.1.4 It does not cover those stakeholders whose interests are represented within the remit of other Advisory Groups established by the LHB, e.g., the Healthcare Professionals' Forum and Local Partnership Forum.

1.1.5 In addition to the provisions in 1.1.3 above the Board must set out, the relationships and accountabilities with others, such as the Regional Partnership Board.

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## **1.2 Membership**

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

## **1.3 Member Responsibilities and Accountability:**

### The Chair

- 1.3.1 The Chair is responsible for the effective operation of the SRG:
- Chairing Group meetings;
  - Establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all Group business is conducted in accordance with its agreed operating arrangements; and
  - Developing positive and professional relationships amongst the Group's membership and between the Group and the LHB's Board and its Chair and Chief Executive.
- 1.3.2 The Chair shall work in close harmony with the Chairs of the LHB's other advisory groups, and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Group in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.
- 1.3.3 As Chair of the SRG, they may as an Associate Member of the LHB Board. The Chair is accountable for the conduct of their role as Associate Member on the LHB Board to the Minister, through the LHB Chair. They are also accountable to the LHB Board for the conduct of business in accordance with the governance and operating framework set by the LHB.

### The Vice Chair

- 1.3.4 The Vice Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing Chair resumes their duties or a new chair is appointed, and this deputisation includes acting in the role of Associate Member of the LHB Board.
- 1.3.5 The Vice Chair is accountable, through the SRG Chair to the LHB Board, for their performance as Vice Chair, and to their nominating body or grouping for the way in which they represent their views at the SRG.

### Members

- 1.3.6 The SRG shall function as a coherent Advisory Body, all members being full and equal members and sharing responsibility for the decisions of the SRG.
- 1.3.7 All members must:
- Be prepared to engage with and contribute fully to the SRG's activities and in a manner that upholds the standards of good governance – including the values and standards of behaviour – set for the NHS in Wales;

- Comply with their terms and conditions of appointment;
- Equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
- Promote the work of the SRG within the communities it represents.

1.3.8 ~~SRG members are accountable, through the SRG Chair to the LHB Board for their performance as Group members, and to their nominating body or grouping for the way in which they represent the views of their body or grouping at the SRG.~~

#### **1.4 Appointment and terms of office**

1.4.1 ~~Appointments to the SRG shall be made by the Board, based upon nominations received from stakeholder bodies/groupings. The Board may seek independent expressions of interest to represent a key stakeholder group where it has determined that formal bodies or groups are not already established or operating within the area that may represent the interests of these stakeholders on the SRG.~~

1.4.2 ~~The nomination and appointment process shall be open and transparent, and in accordance with any specific requirements or directions made by the Welsh Ministers. The appointments process shall be designed in a manner that meets the communication and involvement needs of all stakeholders eligible for appointment;~~

1.4.3 ~~The Board Secretary, on behalf of the Chair of the LHB, will oversee the process of nomination and appointment to the SRG.~~

1.4.4 ~~Members shall be appointed for a period specified by the Board, but for no longer than 3 years in any one term. Those members can be reappointed but may not serve a total period of more than 5 years consecutively. The Board may, where it considers it appropriate, make interim or short term appointments to the SRG to fulfil a particular purpose or need.~~

1.4.5 ~~The **Chair** shall be nominated from within the membership of the SRG, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration by the LHB Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. The appointment as Chair shall be made by the Minister, but it shall not be a formal public appointment. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the~~

## Regulations.

- 1.4.6 ~~The Chair's term of office shall be for a period of up to two (2) years, with the ability to stand as Chair for an additional one (1) year, in line with that individual's term of office as a member of the SRG. That individual may remain in office for the remainder of their term as a member of the SRG after their term of appointment as Chair has ended.~~
- 1.4.7 ~~The **Vice Chair** shall be nominated from within the membership of the SRG, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Ministers. The nomination shall be subject to consideration and appointment by the LHB Board. The Constitution Regulations provide that the Welsh Ministers may appoint an Associate Member of the Board. In the SRG Chair's absence, the Vice Chair shall also perform the role of Associate Member on the LHB Board. The appointment of the Vice Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the Regulations.~~
- 1.4.8 ~~The Vice Chair's term of office shall be for a period of up to two (2) years, with the ability to stand as Vice Chair for an additional one (1) year, in line with that individual's term of office as a member of the SRG. That individual may remain in office for the remainder of their term as a member of the SRG after their term of appointment as Vice Chair has ended.~~
- 1.4.9 ~~A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform the SRG Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The SRG Chair will advise the Board in writing of any such cases immediately.~~
- 1.4.10 ~~The LHB will require SRG members to confirm in writing their continued eligibility on an annual basis.~~

## **1.5 Resignation, suspension and removal of members**

- 1.5.1 ~~A member of the SRG may resign office at any time during the period of appointment by giving notice in writing to the SRG Chair and the Board.~~
- 1.5.2 ~~If the Board, having consulted with the SRG Chair and the nominating body or group, considers that:~~
- ~~■ It is not in the interests of the health service in the area covered by the SRG that a person should continue to hold office as a member;~~  
~~or~~
  - ~~■ It is not conducive to the effective operation of the SRG~~

~~it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.~~

~~1.5.3 A nominating body or group may request the removal of a member appointed to the SRG to represent their interests by writing to the Board setting out an explanation and full reasons for removal.~~

~~1.5.4 If an SRG member fails to attend any meeting of the Group for a period of six months or more, the Board may remove that person from office unless they are satisfied that:~~

- ~~i) The absence was due to a reasonable cause; and~~
- ~~ii) The person will be able to attend such meetings within such period as the Board considers reasonable.~~

~~1.5.5 Before making a decision to remove a person from office, the Board may suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.~~

## **1.6 Relationship with the Board**

~~1.6.1 The SRG's main link with the Board is through the SRG Chair's membership of the Board as an Associate Member.~~

~~1.6.2 The Board may determine that designated Board members or LHB officers shall be in attendance at Advisory Group meetings. The SRG's Chair may also request the attendance of Board members or LHB officers, subject to the agreement of the LHB Chair.~~

~~1.6.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the SRG.~~

~~1.6.4 The Board's Chair shall put in place arrangements to meet with the SRG Chair on a regular basis to discuss the SRG's activities and operation.~~

## **1.7 Relationship between the SRG and others**

~~1.7.1 The Board must ensure that the SRG's advice represents a balanced, co-ordinated stakeholder perspective from across the local communities served by the LHB. The SRG shall:~~

- ~~▪ Ensure effective links and relationships with other advisory groups, local and community partnerships and other key stakeholders who do not form part of the SRG membership;~~



- ~~Ensure its role, responsibilities and activities are known and understood by others; and~~
- ~~Take care to avoid unnecessary duplication of activity with other bodies/groups with an interest in the planning and provision of NHS services, e.g., Regional Partnership Boards.~~

## **~~1.8 Working with Community Health Councils~~**

~~1.8.1 The SRG shall make arrangements to ensure designated CHC members receive the SRG's papers and are invited to attend SRG meetings.~~

~~1.8.2 The SRG shall work together with CHCs within the area covered by the LHB to engage and involve those within the local communities served whose views may not otherwise be heard.~~

## Schedule 5.2

### Health Professionals' Forum Terms of Reference and Operating Arrangements

#### THE HEALTHCARE PROFESSIONALS' FORUM (HPF)

##### 1.1 — Role

- 1.1.1 The HPF's role is to provide a balanced, multi-disciplinary view of healthcare professional issues to advise the Board on local strategy and delivery. Its role does not include consideration of healthcare professional terms and conditions of service.
- 1.1.2 The HPF shall facilitate engagement and debate amongst the wide range of clinical interests within the LHB's area of activity, with the aim of reaching and presenting a cohesive and balanced healthcare professional perspective to inform the LHB's decision making.

##### 1.2 Terms of reference and operating arrangements

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

##### 1.3 Membership

- 1.3.1 The membership of the HPF reflects the structure of the seven health Statutory Professional Advisory Committees set up in accordance with Section 190 of the NHS (Wales) Act 2006. Membership of the HPF shall therefore comprise the following eleven (11) members, as a minimum:

- Welsh Medical Committee
  - Primary and Community Care Medical representative
  - Mental Health Medical representative

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- ⊖ ~~Specialist and Tertiary Care medical representative~~
- ~~Welsh Nursing and Midwifery Committee~~
  - ⊖ ~~Community Nursing and Midwifery representative~~
  - ⊖ ~~Hospital Nursing and Midwifery representative~~
- ~~Welsh Therapies Advisory Committee~~
  - ⊖ ~~Therapies representative~~
- ~~Welsh Scientific Advisory Committee~~
  - ⊖ ~~Scientific representative~~
- ~~Welsh Optometric Committee~~
  - ⊖ ~~Optometry representative~~
- ~~Welsh Dental Committee~~
  - ⊖ ~~Dental representative~~
- ~~Welsh Pharmaceutical Committee~~
  - ⊖ ~~Hospital Pharmacists representative~~
  - ⊖ ~~Community Pharmacists representative~~

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

#### **1.4 Member Responsibilities and Accountability:**

##### *The Chair*

1.4.1 ~~The Chair is responsible for the effective operation of the HPF:~~

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

1.4.2 ~~The Chair shall work in close harmony with the Chairs of the LHB's other advisory groups, and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the HPF in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.~~

~~1.4.3 As Chair of the HPF, they will be appointed as an Associate Member of the LHB Board. The Chair is accountable for the conduct of their role as Associate Member on the LHB Board to the Minister, through the LHB Chair. They are also accountable to the LHB Board for the conduct of business in accordance with the governance and operating framework set by the LHB.~~

#### ~~The Vice Chair~~

~~1.4.4 The Vice-Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing chair resumes their duties or a new chair is appointed, and this deputisation includes acting in the role of Associate Member of the LHB Board.~~

~~1.4.5 The Vice Chair is accountable through the HPF Chair to the LHB Board for their performance as Vice Chair, and to their nominating body or grouping for the way in which they represent their views at the HPF.~~

#### ~~Members~~

~~1.4.6 The HPF shall function as a coherent advisory group, all members being full and equal members and sharing responsibility for the decisions of the HPF.~~

~~1.4.7 All members must:~~

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

~~1.4.8 Forum members are accountable through the HPF Chair to the LHB Board for their performance as Group members, and to their nominating body or grouping for the way in which they represent the views of their body or grouping at the HPF.~~

### **1.5 Appointment and terms of office**

~~1.5.1 Appointments to the HPF shall be made by the Board, based upon nominations received from the relevant healthcare professional group, and in accordance with any specific requirements or directions made by the Welsh Ministers. Members shall be appointed for a period specified by the~~

Board, but for no longer than 4 years in any one term. Those members can be reappointed but may not serve a total period of more than 8 years consecutively.

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

eligibility on an annual basis.

#### **1.6 Resignation, suspension and removal of members**

1.6.1 A member of the HPF may resign office at any time during the period of appointment by giving notice in writing to the HPF Chair and the Board.

1.6.2 If the Board, having consulted with the HPF Chair and the nominating body or group, considers that:

- It is not in the interests of the health service in the area covered by the HPF that a person should continue to hold office as a member; or
- It is not conducive to the effective operation of the HPF

it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.

1.6.3 A nominating body or group may request the removal of a member appointed to the HPF to represent their interests by writing to the Board setting out an explanation and full reasons for removal.

1.6.4 If a member fails to attend any meeting of the HPF for a period of six months or more, the Board may remove that person from office unless they are satisfied that:

- i) The absence was due to a reasonable cause; and
- ii) The person will be able to attend such meetings within such period as the Board considers reasonable.

1.6.5 Before making a decision to remove a person from office, the Board may suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

#### **1.7 Relationship with the Board**

1.7.1 The HPF's main link with the Board is through the HPF Chair's membership of the Board as an Associate Member.

1.7.2 The Board may determine that designated Board members or LHB officers shall be in attendance at Advisory Group meetings. The HPF's Chair may also request the attendance of Board members or LHB officers, subject to the agreement of the LHB Chair.

~~1.7.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the HPF.~~

~~1.7.4 The Board's Chair shall put in place arrangements to meet with the HPF Chair on a regular basis to discuss the HPF's activities and operation.~~

#### ~~1.8 Rights of Access to the LHB Board for Professional Groups~~

~~1.8.1 The LHB Chair, on the advice of the Chief Executive and/or Board Secretary, may recommend that the Board afford direct right of access to any professional group, in the following, exceptional circumstances:~~

- ~~i) Where the HPF recommends that a matter should be presented to the Board by a particular healthcare professional grouping, e.g., due to the specialist nature of the issues concerned; or~~
- ~~ii) Where a healthcare professional group has demonstrated that the HPF has not afforded it due consideration in the determination of its advice to the Board on a particular issue.~~

~~1.8.2 The Board may itself determine that it wishes to seek the views of a particular healthcare professional grouping on a specific matter, in accordance with Standing Order 6.5.7.~~

#### ~~1.9 Relationship with the National Professional Advisory Group~~

~~1.9.1 The HPF Chair (or HPF Vice-Chair) will be a member of the National Professional Advisory Group.~~

## Schedule 5.3

### Local Partnership Forum Advisory Group Terms of Reference and Operating Arrangements

#### 1.1 Role and Purpose

- 1.1.1 The LHB Local Partnership Forum (LPF) is the formal mechanism where NHS Wales's employers and trade unions/professional bodies (hereafter referred to as staff organisations) work together to improve health services for the people of Wales. It is the forum where key stakeholders will engage with each other to inform, debate and seek to agree local priorities on workforce and health service issues.
- 1.1.2 At the earliest opportunity, the Board will engage with staff organisations in the key discussions at the LHB Board, LPF and Locality/Divisional level.
- 1.1.3 All members are full and equal members of the forum and collectively share responsibility for the decisions made.
- 1.1.4 The LPF will provide the formal mechanism for consultation, negotiation and communication between the staff organisations and management. The TUC principles of partnership will apply. These principles are attached at Appendix 1.
- 1.1.5 The purpose of the LPF will be to:
- Establish a regular and formal dialogue between the Board's Executive and staff organisations on matters relating to workforce and health service issues.
  - Enable employers and staff organisations to put forward issues affecting the workforce.

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- ~~Provide opportunities for staff organisations and managers to input into organisation service development plans at an early stage.~~
- ~~Consider the implications on staff of service reviews and identify and seek to agree new ways of working.~~
- ~~Consider the implications for staff of NHS reorganisations at a national or local level and to work in partnership to achieve mutually successful implementation.~~
- ~~Appraise and discuss in partnership the financial performance of the organisation on a regular basis.~~
- ~~Appraise and discuss in partnership the Board services and activity and its implications.~~
- ~~Provide opportunities to identify and seek to agree quality issues, including clinical governance, particularly where such issues have implications for staff.~~
- ~~Communicate to the partners the key decisions taken by the Board and senior management.~~
- ~~Consider national developments in NHS Wales Workforce and Organisational Strategy and the implications for the Board including matters of service re-profiling.~~
- ~~Negotiate on matters subject to local determination.~~
- ~~Ensure staff organisation representatives are afforded reasonable paid time off to undertake trade union duties~~
- ~~To develop in partnership appropriate facilities arrangements using A4C Facilities Agreement as a minimum standard.~~

1.1.6 ~~In addition the LPF can establish LPF sub groups to establish ongoing dialogue, communication and consultation on service and operational management issues specific to Divisions/Directorates/Service areas. Where these sub groups are developed they must report to the LHB LPF.~~

## ~~1.2~~ ~~————~~ **General Principles**

1.2.1 ~~The LHB and LPF accepts that partnerships help the workforce and management work through challenges and to grow and strengthen their organisations. Relationships are built on trust and confidence and demonstrate a real commitment to work together.~~

1.2.2 The principles of true partnership working between staff organisations and Management are as follows:

- Staff organisations and management show joint commitment to the success of the organisation with a positive and constructive approach
- They recognise the legitimacy of other partners and their interests and treat all parties with trust and mutual respect
- They demonstrate commitment to employment security for workers and flexible ways of working
- They share success – rewards must be felt to be fair
- They practice open and transparent communication – sharing information widely with openness, honesty and transparency
- They must bring effective representation of the views and interests of the workforce
- They must demonstrate a commitment to work with and learn from each other

All members must:

- be prepared to engage with and contribute fully to the LPF's activities and in a manner that upholds the standards of good governance set for the NHS in Wales;
- comply with their terms and conditions of appointment;
- equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
- promote the work of the LPF within the professional discipline they represent.

1.2.3 A Code of Conduct is attached as Appendix 2.

### **1.3 Membership**

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

#### Management Representatives

1.3.2 Management will normally consist of the following members of management representatives:

- Chief Executive
- Finance Director

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- General Managers/Divisional Managers (as locally identified)
- Director of Workforce and OD
- Workforce and OD staff (as locally identified)

1.3.3 Other Executive Directors and others may also be members or may be co-opted dependent upon the agenda.

#### Staff Representatives

1.3.4 The Board recognises those staff organisations listed in Appendix 3 for the representation of members who are employed by the organisation.

1.3.5 Staff representatives must be employed by the organisation and accredited by their respective organisations for the purposes of bargaining. If a representative ceases to be employed by the Board or ceases to be a member of a nominating organisation then they will automatically cease to be a member of the LPF. Full time officers of the staff organisations may attend meetings subject to prior notification and agreement.

1.3.6 Members of the LPF who are unable to attend a meeting may send a deputy, providing such deputies are eligible for appointment to the LPF.

### **1.4 Quorum**

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

1.4.2 If the meeting is not quorate no decisions can be made but information may be exchanged. Where joint chairs agree extraordinary meeting may be scheduled within 7 calendar days' notice.

1.4.3 Consistent attendance and commitment to participate in discussions is essential. Where a member of the LPF does not attend on 3 consecutive occasions, the Joint Secretaries will write to the member and bring the response to the next meeting for further consideration and possible removal.

### **1.5 Officers**

1.5.1 The Staff Organisation Chair, Vice Chair and Secretary will be elected from the LPF annually. Best practice requires these three officers to come from different staff organisations.

### **1.6 Chairs**

1.6.1 The Management and Staff Organisation Chair will chair the LPF. This will be done on a rotational basis. In the absence of the Chair(s) the Vice

~~Chair(s) will act as Chair. The Chairs shall work in partnership with each other and, as appropriate, with the Chairs of the Board's other advisory groups. Supported by the Board Secretary, Chairs shall ensure that key and appropriate issues are discussed by the LPF in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.~~

#### **1.7 Joint Secretaries**

~~1.7.1 Each side of the LPF should appoint/elect its own Joint Secretary. The Management and Staff Organisation Secretary will be responsible for the preparation of the agendas and minutes of the meetings held, and for obtaining the agreement of the Management and Staff Organisation Chairs.~~

~~1.7.2 The Director of Workforce and OD will act as Management Secretary and will be responsible for the maintenance of the constitution of the membership, the circulation of agenda and minutes and notification of meetings.~~

#### **1.8 Sub Committees**

~~1.8.1 When is considered appropriate, the LPF can decide to appoint a subcommittee, to hold detailed discussion on a particular issue(s). Nominated representatives to sub committees will communicate and report regularly to the LPF.~~

#### **1.9 Management of Meetings**

~~1.9.1 Meetings will be held bi-monthly but this may be changed to reflect the need of either staff organisations or management.~~

~~1.9.2 The business of the meeting shall be restricted to matters pertaining to LPF issues and should include local operational issues. Board wide strategic issues and issues that have LHB/Trust wide implications shall be referred to the Welsh Partnership Forum via the LHB Board.~~

~~1.9.3 The minutes shall normally be distributed 10 days after the meeting and no later than 7 days prior to meeting. Items for the agenda and supporting papers should be notified to the Management Secretary as early as possible, and in the event at least two weeks in advance of the meeting.~~

~~1.9.4 The LPF has the capacity to co-opt others onto the LPF or its sub groups as deemed necessary by agreement.~~

## **Appendix 1**

### **Six Principles of Partnership Working**

- a shared commitment to the success of the organisation
- a focus on the quality of working life
- recognition of the legitimate roles of the employer and the trade union
- a commitment by the employer to employment security
- openness on both sides and a willingness by the employer to share information and discuss the future plans for the organisation
- adding value — a shared understanding that the partnership is delivering measurable improvements for the employer, the union and employees

## Appendix 2

### Code of Conduct

#### ~~A code of conduct for meetings sets ground rules for all participants:~~

- ~~Respect the meeting start time and arrive punctually~~
- ~~Attend the meeting well-prepared, willing to contribute and with a positive attitude~~
- ~~Listen actively. Allow others to explain or clarify when necessary~~
- ~~Observe the requirement that only one person speaks at a time~~
- ~~Avoid 'put downs' of views or points made by colleagues~~
- ~~Respect a colleague's point of view~~
- ~~Avoid using negative behaviours e.g. sarcasm, point-scoring, personalisation~~
- ~~Try not to react negatively to criticism or take as a personal slight~~
- ~~Put forward criticism in a positive way~~
- ~~Be mindful that decisions have to be made and it is not possible to accommodate all individual views~~
- ~~No 'side-meetings' to take place~~
- ~~Respect the Chair~~
- ~~Failure to adhere to the Code of Conduct may result in the suspension or removal of the LPF member.~~

## Appendix 3

### List of Recognised Trade Unions/Professional Bodies referred to as 'staff organisations' within these Standing Orders

- British Medical Association (BMA)
- Royal College of Nursing (RCN)
- Royal College of Midwives (RCM)
- UNISON
- UNITE
- GMB
- British Orthoptic Society
- Society of Radiographers
- British Dental Association
- Society of Chiropractors and Podiatrists
- Federation of Clinical Scientists
- Chartered Society of Physiotherapy (CSP)
- British Dietetic Association
- British Association of Occupational Therapists (BAOT)