

Management of Board and Committee Standard Operating Procedure

Procedure information

Procedure number: 175

Classification: Corporate

Supersedes:

175 – Management of Board and Committees standard operating procedure toolkit

Version number: 5.1

Date of Equality Impact Assessment: 17/09/2024

Approval information

Approved by: ARAC

Date of approval: 15.10.2024

Date made active: 17.10.2024 minor amendment reuploaded 22.04.2025

Review date: 15.10.2027

Summary of document:

The Standard Operating Procedure (SOP) describes the process for managing Board and Committee meetings in Hywel Dda University Health Board.

Scope:

This Standard Operating Procedure applies to both Board papers, and those of its Committees, Sub Committees and Groups. It also applies to all staff involved with preparing and presenting Board and Committee papers.

To be read in conjunction with:

[Standing Orders](#) (opens in a new tab)

[Model Standing Orders, Reservation and Delegation of Powers for Local Health Boards](#) (opens in a new tab)

[Financial Scheme of Delegation](#) (opens in a new tab)

Patient information:

[Patient Information Library](#)

Owning group:

Corporate Governance Team – Committee Services

01/10/2024

Executive Director job title:
Director of Corporate Governance/Board Secretary

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Scope

This Standard Operating Procedure applies to both Board papers, and those of its Committees, Sub Committees and Groups. It also applies to all staff involved with preparing and presenting Board and Committee papers.

All of the Health Board's Committees, Sub-Committees and Groups are mapped in relation to the Board. Any amendments to this governance structure must be done so with regard to the Protocol for Establishing and Abolishing Committees and Sub-Committees

Aim

The aim of this document is to:

- Provide clear and concise guidance for the management of Board and Committee papers in accordance with the required standard, in order that papers are succinct, relevant to the Health Board's strategic objectives and cross referenced to the relevant quality Health and Care Standard domain/enabler and risk on the Health Board's Risk Register, where appropriate.

Objectives

The aim of this document will be achieved by the following objectives:

- To ensure consistency of the content and format for all Board and Committee papers, and to ensure professionalism in all work undertaken.

Board and Committees

Clear, concise and timely information is essential in equipping the Board and its Committees to make decisions, and to be appropriately informed and assured in relation to the business of the Health Board.

The papers and reports submitted to the Board and its Committees are part of the Health Board's corporate memory, providing evidence of actions taken and decisions made over time. These papers and reports support strategy and policy formation and decision-making, and protect the interests of the Health Board, together with those of patients, staff and members of the public. All such records are considered public records under the Public Records Acts 1958 and 1967.

The Health Board's business must be carried out openly and transparently in a manner that encourages the active engagement of its service users, community partners, staff, carers and other stakeholders. The Health Board, through the planning and conduct of its Board and Committee meetings, will apply this procedure to ensure that this is facilitated by its commitment to the professional production of Board and Committee papers.

Roles and Responsibilities

Board Chair

The Health Board Chair has overall responsibility for the organisation and its governance. The Health Board Chair is responsible for:

- Providing leadership to the Board, and for managing the performance and development of the Board.
- Planning and conducting Board meetings with the Chief Executive, ensuring the effectiveness of the Board in all aspects of its role and agenda.

- Ensuring that Board Members have accurate, timely and clear information available to them to discharge their responsibilities and to meet statutory requirements.

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.

In addition to their corporate role across the breadth of the Board's responsibilities, the Vice-Chair has a specific brief to oversee the Health Board'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.

Chief Executive

The Chief Executive is the Health Board's Accountable Officer and responsible for executing policy.

The Chief Executive is responsible for:

- Ensuring the delivery of policy as agreed by the Board, and for managing the performance and development of the organisation.
- Planning and conducting Board meetings with the Chair, ensuring the effectiveness of the Board in all aspects of its role and agenda.
- Leading the executive and the organisation.

Director of Corporate Governance/Board Secretary

The Director of Corporate Governance/Board Secretary is responsible for:

- Facilitating the effective conduct of Health Board business through meetings of the Board, its Advisory Groups and Committees.
- Guiding the Board in the responsible and effective conduct of its role, providing where appropriate a discreet, challenging and independent voice in relation to Board deliberations and decision making.
- Ensuring that in all its dealings, the Board acts fairly, with integrity, and without prejudice or discrimination.
- Planning and conducting Board meetings in association with the Chair and Chief Executive.
- Reviewing the abolishment and establishment of Committees and Sub-Committees.
- Providing advice to the Board as a whole and to individual Board members on all aspects of governance.
- Ensuring that Board members have the right information to enable them to make informed decisions and fulfil their responsibilities.
- Contributing to the development of an organisational culture that embodies NHS values and standards of behaviour.
- Monitoring the Health Board's compliance with the law, Standing Orders and the governance and accountability framework set by the Welsh Ministers.

Executive Directors

Executive Directors are full and equal members of the Board and share corporate responsibility for all the decisions of the Board. They are responsible for:

- Rigorously and objectively scrutinising all proposals at Board and Committee meetings, offering dispassionate comments and identify potential improvements to all areas of work including their own.
- Ensuring the quality, accuracy and timeliness of all Board and Committee papers where they appear as the nominated 'Executive Lead' on the report.
- Signing off Board and Committee papers produced by Reporting Officers prior to submission deadlines.

Committee Executive Lead

Whilst Executive Directors are not permitted to chair Committees of the Board, they can be nominated by the Chief Executive to support Committee Chairs in their role. Committee Executive Leads are responsible for:

- Planning and conducting Committee meetings with the Committee Chair, ensuring the effectiveness of the Committee in all aspects of its role and agenda.
- Setting Committee agendas with the Chair (or Vice-Chair) that are aligned to the Terms of Reference and Committee Workplan, requests from other Committee Members, as well as emerging risks and issues, and provide guidance on Committee requirements to report writers.
- Considering, with the Chair, the length of the meeting and order of the agenda to ensure adequate time is apportioned to discuss decision and business critical items.
- Being the point of contact for the Committee Services Officer for queries and advice relating to the Committee.
- Reviewing Committee papers with the Committee Services Officer, and helping to resolve any queries and issues, prior to the papers being issued.
- Providing guidance and support to the Chair and the Committee throughout meetings.
- Providing support to the Chair at the end of each agenda item, when summarising the outcome and provide clarity to the meeting of any decisions made, including whether the Board should be alerted, advised or assured of items that have been discussed.
- Reviewing the minutes and tables of action following each meeting in line with timescales set out in the Terms of Reference.
- Contributing/supporting the regular evaluation of the performance of the Committee.
- Reviewing the committee annual work programme in conjunction with the Chair at agenda setting meetings.
- Reviewing and approving the committee Annual Report for Board, prior to the Chair.

Reporting Officers

Reporting Officers are responsible for:

- Adhering to this Standard Operating Procedure when producing Board and Committee papers.
- Producing high quality Board and Committee papers for Executive Director sign off prior to paper submission deadline.
- Seeking Chair's permission to submit late papers for the Board or its Committees outside of the paper submission deadline.

Committee Chairs

Committee Chairs are responsible for:

- Attending formal agenda Committee setting meetings as Chair or Vice-Chair, arranged in a timely manner to ensure appropriate lead in time for report writers.
- Ensuring agendas are built from the Committee work plans, identified risks (Risk Register), matters arising from previous meetings, issues emerging throughout the year, and requests from other Committee Members.
- Considering length of the meeting and order of the agenda to ensure adequate time is apportioned to discuss decision and business critical items.
- Agreeing permission for any late or deferred items from the agreed agenda.
- Ensuring the meeting runs to time all papers are taken as read, allowing more time for scrutiny.
- Contribute/steer the regular evaluation of the performance of the Committee.
- Reviewing the Committee Annual Work Programme in conjunction with the Lead Executive Director at agenda setting meeting.
- Attending Committee Chairs' meetings to ensure continuous learning and Committee effectiveness.

Independent Members

Independent Members are full and equal members of the Board and share corporate responsibility for all the decisions of the Board. They are responsible for:

- Attending Board and Committee meetings (see above for role of Independent Members as Committee Chair's), ensuring that all papers that have been issued have been read, and having a good understanding of the work of the organisation.
- Playing a full and active role in the governance of the Health Board, both clinical and corporate, taking an active part in discussions, providing challenge and support to the Board on key issues.
- Contributing to the work of the Board based upon past experience and knowledge, and the ability to stand back from day-to-day operational management.
- Contributing and accepting corporate decisions to ensure a joined-up, robust and transparent decision-making process by the Board.
- Fully understanding the business through active involvement to enable the effective performance of the organisation.
- Analysing and critically reviewing complex information and contribute to sound decision-making; and
- Contributing to the 'governance and finance' of the Health Board, ensuring it is open and honest in its work by contributing fully to the decision-making process.
- Ensuring that financial information is accurate, and that financial controls and systems of risk management and assurance are robust and defensible.
- Ensuring the Board/Committees act in the best interests of patients and public.
- Actively support and promote a healthy culture for the organisation.
- Leading by example, in line with Health Board's Values and Behaviours Framework, and be seen to live up to the highest ethical standards of integrity and probity and comply fully with the Code of Conduct for Board Members.
- Supporting the Chair in being clear about the information needed in order to discharge their role, including assurance and scrutiny.
- Participating in Committee reflective sessions held following meetings to ensure continuous learning.

Committee Services Officers (CSO)/ Committee Secretaries

Committee Services Officers are responsible for:

- Arranging timely formal agenda setting meetings with the Chair and/or Vice-Chair of the Committee and Lead Director.
- Issuing the agenda to attendees and the call for papers.
- Ensuring the presentation of high-quality information to the Board and its Committees through quality assurance.
- Attending meetings and drafting the minutes and Table of Actions.
- Keeping the Committee Work Plan, Table of Actions and Decision Log up to date.
- Ensuring the timely flow of Board and Committee papers to recipients in line with the timescales set out in the process map.
- Ensuring the timely upload of Board and Committee papers to the Health Board website.
- Arranging the regular evaluation of the performance of the Board and its Committees.
- Ensuring the preparation and adherence to the Board and Committees Annual Work Programme in conjunction with the Lead Executive Director and Board/Committee Chair.
- Drafting update reports for Board
- Contributing to the Annual Report document.

Board, Committees, Sub-Committees and Groups

The Board

The Board consists of the Chair, the Vice-Chair, Independent Members, Associate Members, the Chief Executive and Executive Directors. The Board is the pinnacle of the organisation's governance structure, and its 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.

In order that day to day business can be carried out effectively to achieve its aims and objectives, the Board has decided for certain functions to be carried out on its behalf by delegating some matters to Committees.

All of the Board's Committees, Sub-Committees and Groups are mapped in relation to the Board. Any amendments to this governance structure must be done so with regard to the Protocol for Establishing and Abolishing Committees and Sub-Committees (Appendix 1).

Committee

A Committee has decision making powers derived from the Board, a defined membership, terms of reference, rules of operation and the ability to create sub committees (subject to arrangements set out in the Health Board's committee protocol), and task and finish groups. A Committee's primary role is to provide advice and assurance to the Board. It should be chaired by a nominated Independent Member.

Sub-Committee

A Sub-Committee has decision making powers derived from its parent committee, a defined membership, terms of reference, rules of operation and a clear reporting line to its parent committee. The primary purpose of a Sub-Committee is to undertake monitoring and coordinating activity in a specified area(s) and provide assurance to the parent committee. Sub-Committees should contain at least one member drawn from the parent committee.

Group

A Group has decision making powers derived from its parent Sub-Committee, a defined membership, terms of reference, rules of operation and a clear reporting line to its parent Sub-Committee. The primary purpose of a Group is to undertake monitoring functions in a specified area, and provide assurance to the parent committee, via the Sub-Committee. Groups should contain at least one member drawn from the parent Sub-Committee.

Task and Finish Group

A Task and Finish Group can be set up by the Board, Committee or Sub-Committee to consider a specific topic, task, or project with a time limited remit. The Task and Finish Group has powers only to make recommendations to its parent Board/Committee/Sub-Committee for approval and does not have decision making powers of its own. It has a specific, time limited functional role (often to resolve a problem), a core membership and a clear reporting line to its parent Board/Committee/Sub-Committee. Once the Task and Finish Group has completed its specific function it is disbanded.

Joint Committee

The Board may, and where directed by the Welsh Ministers must, together with one or more Health Boards or NHS Trusts or the local authorities operating within the Health Board's area, appoint joint-Committees or joint sub-Committees.

In line with the Board's Standing Orders, Joint Committees are established to promote collaboration and joint working for an area or region covered by more than one organisation. They are classed as formal committees of the Board, and, in some cases other public bodies, which report directly to their respective Board governance structures. The membership comprises representatives from each partner organisation.

Regional Partnership Boards

Regional Partnership Boards have been established under the Social Services and Well-being (Wales) Act 2014 to drive the strategic regional delivery of social services in close collaboration with health.

Public Services Boards

Public Services Boards have been established under the Well-being of Future Generations (Wales) Act 2015 to improve the economic, social, environmental, and cultural well-being by strengthening joint working across all public services.

Management Groups

Management Groups are set up by Executive Directors to help them to discharge their duties and accountabilities. Each group will report to the relevant Executive Director with a robust and clear reporting structure to cascade information to and from the Board, Committees, Sub- Committees, and/or to the Executive Team as appropriate.

The Executive Director is responsible for agreeing the need for any such groups, and reporting would be via the relevant Director to the Executive Team or to the Board, Committees/Sub Committees as appropriate. Management Groups do not form part of the formal committee structure.

Control Groups

Control Groups are established by the Executive Team in response to and to oversee a specific event or incident. They do not part of the formal committee structure however reporting would be through the relevant Director to the Executive Team or to the Board, Committees/Sub Committees as appropriate.

Committee and Board – Cycle of Meetings

As stipulated in the Standing Orders, the Health Board must produce an annual plan of Board business which includes meeting dates, venues etc.

A Schedule of Board and Committee meetings is agreed in advance of each calendar year. The latest version is available on the staff intranet via the following webpage: [Board and Committee services](#) (opens in a new tab). All meeting dates are published on the Board and Committee webpages on the Health Board website.

In order to ensure the smooth running of these meetings, a formal meeting cycle has been established which commences at least 6 weeks prior to any meeting date. The flow chart (Appendix 2) illustrates the steps involved in the meeting cycle for each Board and Committee meeting.

These steps are also stipulated within the terms of reference for each committee.

Governance Response to an Emergency Situation

In response to an emergency situation such as a pandemic or another situation which substantially affects business continuity, in accordance with the Health Board's Major Incident Plan, the Board will undertake an assessment to determine which meetings will continue and their frequency. This will ensure that the Board receives positive assurance on:

- clinical leadership, engagement and ownership of developing plans.
- the health and wellbeing of staff.
- proactive, meaningful and effective communication with staff at all levels; and
- health and care system preparedness and response.

The agreed approach should remain under constant review by the Chair, CEO and Director of Corporate Governance/Board Secretary.

Pre-meeting Arrangements

Agenda setting

The Chair, in consultation with the Chief Executive and Director of Corporate Governance/Board Secretary, will set the Board meeting 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 Health Board. The Chair must ensure that all relevant matters are brought before the Board on a timely basis.

The Committee Secretaries are to hold a formal agenda setting meeting with the Chair and/or Vice Chair of the Committee and Lead Executive at least 6 weeks prior to the Committee meeting date for both quarterly and bi-monthly meetings.

The draft agenda will be based around the Committee's Work Plans, identified risks, matters arising from previous meetings, issues emerging throughout the year and requests from Committee members. Any items that should be dealt with 'In-Committee' will be identified and a separate In-committee agenda and meeting invite issued.

Forward work plans will be a standing agenda item.

Call for papers

The agenda and the timetable for the receipt of papers will be circulated via email to all Board and Committee members.

The paper deadline will be made clear from the 'Call for Papers' request issued following the agenda being set. Committee papers will be subject to a minimum of **two-week** submission deadline, and Board papers a **three-week** submission deadline prior to each meeting.

Preparing papers

All Board and Committee papers must be produced using the Board and Committee templates. The latest templates for preparing papers as well as report writing guides and a guide on the 'dos and don'ts' can be found on the Health Board's internal intranet site [Board and Committee services \(sharepoint.com\)](#) (opens in a new tab). These are also circulated with the call for papers. All report authors are advised to read these documents prior to preparing papers.

Papers must be prepared with the Board, Committee's, Sub-Committee or Group's purpose in mind, with a focus on the following:

- Delivery – what have you delivered? Have you delivered in line with agreed plan, in response to an event, etc? Are you on trajectory for delivering?
- Outcomes – Demonstrate the change in objective terms, usually specific and measurable short-term effects, that has resulted as a result of actions taken. What has changed as a result? Are you on the trajectory you set at the outset of your plan? Evidence it with performance metrics, including financial and quality.
- Impacts – Demonstrate the extent to which an action has had a particular effect. Has it had a broader, longer term, measurable effect on patients, staff, wider population, budget/savings, organisation, environment, etc?

Sources of assurance, and any limitations, should be explicit in papers to the Board and its Committees. Risks described in reports to the Board and its Committees should include relevant Risk Register references to provide assurance that they are captured on the Health Board's Risk Register.

Care must be taken to ensure that the template is completed consistently, with the text matching the various headers and descriptors, etc. Additional sub-headings may be inserted into the body of the templates, as required. All sections in the template must be fully completed before submission to the Director of Corporate Governance/Board Secretary or Committee Secretary.

Whilst Board and committee papers must clearly present all key information and facts and indicate any actions required, providing unnecessary operational information should be avoided as papers are there

to provide assurance and/or advice, and to facilitate decision-making. Board papers that are not clear and easy to read or understand can result in poor decision making.

Larger/background information/documents can be attached as appendices to the report. They must be cross-referenced within the report. These are essentially for information only and should not clog up a report with too much detail, making it sometimes difficult for the Members to clearly decipher key messages.

Committee level reporting should be tailored to the recipient and focused on the key information required by the Committee to enable it to discharge its duties in line with the role and remit set out within terms of reference. These are generally to provide assurance or advice to the Board.

Papers must be submitted to the Board and Committee Secretaries in accordance with the timetable issued for their receipt. This will ensure that the Health Board complies with the requirements of its Standing Orders.

Reporting Officers should build submission deadlines into individual work programmes to ensure all Board and Committee papers are received on time. Authors should allow sufficient time when drafting papers to ensure Executive Director approval is obtained prior to the paper deadline.

Presentations

Presentations should not exceed the allocated amount of time and should be no longer than 6 slides or 10 minutes in total with allowing time for questions.

The presentation should enhance the information that is included within any accompanying report and should not reproduce the information that has already been provided.

Presentations should be agreed in advance, and the slides issued with the papers for the meeting. The Hywel Dda UHB presentation template should be used.

Verbal updates

Decisions required by the Board or Committee: papers allow Board and Committee members appropriate time to digest and consider information in advance of the meeting so for these reasons it is not considered good governance to provide verbal updates in replacement of a paper. Assurance cannot be provided by verbal updates only reassurance. Items submitted as a paper will be a formal meeting record, whereas verbal updates will rely on the minutes of the meeting for inclusion on the record.

Deferral of an item

In some circumstances, items identified on the agenda may be deferred to the following meeting. This can only occur with permission from the Chair of the Board or relevant Committee.

A deferred item remains on the agenda for the current meeting and is marked as 'Deferred to next meeting'. The item is added to the next meeting's agenda and reference is made within the Board or Committee work plan of the deferral.

Equality Impact Assessment (EqIA)

A fully completed EqIA or an EqIA Screening, must be produced before the Health Board can make decisions or approve policies. An EqIA is a scrutiny tool that is used to ensure that decisions made are fair and do not discriminate against any protected group defined under the Equality Act 2010.

The EqIA must be completed, and quality assured by the Diversity and Inclusion team before the paper is presented for approval. All templates, support and guidance can be found on the Diversity and Inclusion Sharepoint - [Equality Impact Assessments \(EqIAs\) \(sharepoint.com\)](https://sharepoint.com)

Executive Approval of papers

Executive Directors are accountable for the **quality, accuracy** and **timeliness** of all of their meeting papers. Papers will only be accepted once they have received approval from the Lead Director before submission.

In-Committee Papers

In the interests of transparency, Board or Committees should strive to deal with as much business as possible in the public domain. Inevitably some of the Health Board's business is more appropriately considered in private session. In determining matters that should be reserved for private consideration the Health Board will consider whether the information would be exempt from disclosure under the Public Bodies Admission to Meetings Act, 1960, provision 1 (2) and the Freedom of Information Act (2000). If the information is exempt, then it should be considered during the private session 'In Committee'.

In general terms, a report will be deemed appropriate to include on the agenda or a confidential "In-Committee" meeting when:

- It contains employee identifiable information (personal information or matters affecting staff groups).
- It contains patient identifiable information.
- It contains information relating to legal proceedings (legal prohibition or disclosure could be considered contempt of court).
- The documentation is in draft format/early stages of development for future publication.
- The documentation is commercially sensitive (including third party commercial undertakings, processes or affairs, contracts or tenders).
- It would undermine public confidence or cause undue concern or potential harm or there are reputational issues to be considered (poor performance in itself is not a valid reason for determining a report to need discussion in private session).
- It would be prejudicial to the conduct of affairs.

The final decision on whether material shall be discussed in private or public session shall be made by the Chair supported by Chief Executive/Committee Lead Executive, having taken advice from the Director of Corporate Governance/Board Secretary, in accordance with this guidance. Advice may also be sought from professional advisors such as the Caldicott Guardian and Senior Information Risk Officer (SIRO).

When an In-committee meeting is required, the agenda and papers will only be shared with those listed on the Terms of Reference. Individuals may be invited to present on a specific matter. Papers are not published on the Health Board website and must remain confidential, ie not shared with any individuals not on the distribution. Any request for papers must be referred to the Director of Corporate Governance/Board Secretary for approval.

Submission of Papers and Approval

It is extremely important papers are submitted by the paper submission due dates in order to have them included in the pack of papers that are distributed to the Board or Committee members. The paper deadline will be made clear from the 'Call for Papers' request issued following the agenda being set. Committee papers will be subject to a minimum of **two-week** submission deadline, and Board papers a **three-week** submission deadline prior to each meeting.

Papers will only be accepted by the Board and Committee Secretary if they are submitted in accordance with the Standard Operating Procedure, fully completed and on the appropriate template. Where relevant, papers must detail the consultation or Committee/Sub-Committee/Group process that has been followed. Papers that do not comply will be returned to the Reporting Officer and will not be circulated with papers for the forthcoming meeting.

Prior to reports being issued, they will need to be quality assured by the Corporate Governance Team to ensure they cover all the information required, such as the reports' purpose, any relevant background or context, any relevant risk reference and score, how it meets with the Committee's role and responsibilities as set out in its Terms of Reference to ensure it is appropriate for the Committee's scrutiny, and any impacts the report may have, or be proposing.

The Corporate Governance Team have a large number of reports to quality assure within specific deadlines and where reports are late, this can have a detrimental effect on their workload and delay the issuing of Committee papers.

Papers should only be tabled during a meeting when there have been exceptional reasons for them not being available in advance, and only then with the permission of the Chair.

Paper clearance meetings with the Committee Lead Executive for a final quality assurance review of the papers prior to papers being issued to members and published on the Health Board's website.

Late Papers

Late papers will only be accepted by the Board and Committee Secretaries following approval from the Chair of the meeting. It is the Reporting Officer's responsibility to seek permission for this from the Chair of the meeting. The papers for each Board and Committee meeting contains a considerable amount of information, and late papers may not be appropriately considered in advance of the meeting. Any papers submitted after the due date for a meeting will be considered a late paper and will be provided to the Board or Committee members much closer to the meeting date.

Papers should only be tabled during a meeting when there have been exceptional reasons for their not being available in advance, and then only with the permission of the Chair.

Issuing and publishing of Board and Committee Papers

The meeting papers for Board and Committee meetings will be circulated electronically to Members **seven calendar days** in advance of the meeting. Papers are published as a 'Meeting Book' using e-Board software. The Meeting book can be annotated and downloaded by attendees using the e-Board Software.

The agenda and papers for the Board and Committee meetings are to be made available electronically from the Health Board's internet site, **six calendar days** in advance of the meeting. In-committee papers are not published on-line.

All papers are converted to pdf format and are available to members of the public to read, therefore must not contain sensitive or personal identifiable information. It is the reporting officer's responsibility to ensure that all information provided as part of papers (including appendices, etc) are fit and appropriate to be placed in the public domain.

Changes to papers after publishing is not recommended as this could impact anyone who has already commenced annotations on a previous version. In some cases, this will be unavoidable, and attendees will be notified when a paper is added or amended following submission via the e-Board Software process.

Chairs brief

A briefing will be prepared for the Chair ahead of each meeting by the Committee Secretary and will include details of apologies received, confirmation of quoracy, the agenda items and the recommendation for each one.

Attending meetings

In advance of the day of the meeting, attendees must check to ensure they have received and accepted the calendar invite. Calendar invites to Board and Committees cannot be forwarded on. If you are unable to attend, you must decline the invite advising who will be deputising for you (not applicable to IMs). Calendar invites will provide additional information such as whether it is an in-person or teams meeting. Health Board issued equipment and Health Board email accounts should be used for meetings.

Board meetings are in-person events that are live-streamed and recorded.

Whilst Committees are also in-person events, there is an acceptance that given geography and size, some attendees will attend virtually. Appendix 3 provides further information on meeting etiquette for virtual attendees.

Presenting at meetings

Members are issued with Board and Committee papers seven days in advance of each meeting, which provides Members with sufficient time to scrutinise reports and to decide whether there are any questions they may wish to raise, either before deciding on what the report is proposing, or before taking an assurance from what has been written.

Prior to reports being issued, authors should have had sight of any changes that have been made to the report following its review by the Corporate Governance Team in order that they are aware of the final version that is being presented.

When introducing reports, it is helpful to remind Members why it is being presented to the Committee and for what purpose i.e. for the Committee to 'take assurance', etc. There should only be 2 or 3 critical points to flag, expand upon or draw particular attention to, in order to allow greater time for Members' queries and questions to be discussed. This may include any risks (financial or operational), quality

issues and patient implications relating to the matter under consideration, together with any financial, legal, reputational, etc, impacts.

Presentations should be succinct. Presenters need to adhere to the time slot allocated for the item, allowing sufficient time for questions and challenge.

It is important that key member of staff attend the meeting to provide answers to queries on the paper. If any queries or questions are raised that cannot be responded to immediately, it is acceptable to say so and to undertake to follow up with a response. This will be picked up through the Committee's Table of Actions.

When it comes to agreeing the recommendation, for any decision items, the Committee should be able to form a view at the meeting. If, for any reason the Committee cannot make a decision or take adequate assurance from the content of the paper, the reporting officer may be invited to re-present their report at a later date to the Committee. This should not be seen as a failure or a backward step, it is simply the Committee doing its job.

Post meeting

Minutes are a tangible and accurate record of an officially convened meeting for its participants. Together with the agenda and associated documentation, minutes provide a long-term or permanent record of the proceedings, both for members and, where appropriate, for those who were not in attendance.

Minutes can also serve to notify or remind individuals of tasks assigned to them and/or timelines. Minutes should document the reasons for the decision and include sufficient background information for future reference.

As a public body, minutes are a formal, permanent record which will comprise a part of the 'corporate memory' and demonstrate that there is clear accountability. Minutes can also form part of an external audit and a regulatory review and may also be used in legal proceedings. Formal minutes are taken at Board and Committees which follow a strict format and must include all of the necessary elements of the meeting including declarations of interest, call to order, the approval of the previous minutes, information on reports and the details of discussions, decisions and action items. These minutes are usually distributed amongst attendees after the meeting to check accuracy and signed off by the Chair as 'unapproved' minutes. These are published on the Health Board website for openness and transparency. 'Unapproved' minutes are presented and approved at the next meeting and are the official record of the meeting.

It is also important to clarify expectations in regard to the type of detail expected for other types of meetings within the Health Board. It may be appropriate to take informal minutes, which are less strict and the language more casual, or action notes, which give a broad overview of the discussion and documents the actions. These are best used in operational meetings where the objective is simply to accomplish tasks by identifying what needs to happen and who needs to complete the action.

Whilst minutes, and other meeting documentation, of the Board and Committees is published on the Health Board website, the Freedom of Information Act allows members of public to request access to minutes, and other meeting documentation, and unless there is an applicable exemption under the Act,

these documents will be provided. Therefore, minutes or action notes should be drafted that they may be made accessible beyond the original audience.

Further guidance on taking minutes and action notes can be found at appendix 4.

Table of Actions

After each meeting a table of actions (TOA) is produced which will include:

- Minute reference (linking the item back to the agenda discussion)
- Action – what is task is required.
- Lead – who is required to complete the task and responsible for updating the action.
- Timescale – by when is the task to be completed.
- Progress - this will be RAG rated for In Progress (Amber), Not started (Red) or Complete (Green)

A draft version will be circulated 2 days following the meeting and a final version sent to everyone once minutes have been drafted and reviewed after 14 days.

The Lead Officer for each action is required to update their actions in the TOA by the paper deadline to ensure that all actions are updated prior to the meeting book being published.

Board and Committee update report

Following each Committee and In Committee meeting a report is drafted which then goes to Board to inform Members about the key discussion points and matters being discussed at each meeting.

This report is called a 3As report and provides a simple way for Committees to report to Board. The template and guidance are provided on this internal intranet link [Board and Committee services \(sharepoint.com\)](#) (opens in a new tab).

The 3As report provides a simple way for Committees/Sub-Committees/Groups to report to their parent group¹. When completed, the report should be a maximum of 2 pages.

The 3As template can be quickly completed requires the following information:

- Name and date of the meeting
- whether the meeting was quorate
- the key agenda items discussed
- a review of key risks
- what learning might be shared
- what actions are to be escalated/de-escalated and need consideration by the Board (or parent group/committee).

The body of the report asks for

¹ Parent group is the forum to which the Committee/Sub-Committee/Group reports to

- items to ‘alert’ the Board/parent group about
- key items for ‘advice’ discussed at the meeting
- key items of ‘assurance’

The full report should be a maximum of two pages. The Chair of the meeting takes notes of the 3A items of ‘alert, advise and assure’ throughout the meeting and agrees them with attendees at the conclusion of the meeting for reporting and escalation purposes.

Board and Committee Workplans

One of the first requirements for a Board or Committee to be effective and successful is to know what its work is for the coming year. Each Board or Committee has its own work plan to enable forward planning. A workplan is produced to incorporate the duties as outlined in the Committee’s Terms of Reference.

Workplans cover a range of activities including statutory reporting duties, regular items of business and priority planned pieces of work which support Board and Committees’ objectives. Should these change as a result of issues arising during the year; the Workplan will be revisited and revised accordingly.

Below is a sample of a Committee Work Plan to demonstrate how they are set up.

AGENDA ITEM/ ISSUE	LEAD	Responsible Officer	May 2023	July 2023	Sept 2023	Nov 2023	Jan 2024	March 2024
GOVERNANCE								
Welcome and Apologies	Chair	All	✓	✓	✓	✓	✓	✓
Declarations of Interests	Chair	CSO	✓	✓	✓	✓	✓	✓
Minutes from previous meeting	Chair	CSO	✓	✓	✓	✓	✓	✓
Table of Actions (ToAs)	Chair	CSO	✓	✓	✓	✓	✓	✓
Review of Terms of Reference (TORs)	Chair	JW	✓					

The Committee Services Officer is responsible for regularly reviewing the work plan after each meeting to keep this document up to date.

Chair’s Action

There may, occasionally, be circumstances where decisions which would normally be made by the Board/Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Board/Committee. In these circumstances, the Chair and the Chief Executive/Lead Committee Executive, supported by the Director of Corporate Governance/Board Secretary, may deal with the matter on behalf of the Board/Committee - after first consulting with at least two other Independent Members

Chair’s Actions must be reported to the next scheduled meeting.

Decision Log

After each meeting the Committee Services Officer will record all decisions made during the meeting in a central electronic log. Each decision is linked to the specific agenda item and paper.

References

For further guides, report writing templates etc.

[Board and Committee services](#) (opens in a new tab)

[Standing Orders](#) (opens in a new tab)

[Governance, Leadership and Accountability Standard](#) (opens in a new tab)

[NHS Wales Governance e-Manual](#) (opens in a new tab)

[Health Education and Improvement Wales](#) (opens in a new tab)

[the-practice-of-minuting-meetings-guidance-note-2nd-edition-1.pdf \(cgi.org.uk\)](#) (opens in a new tab)

Appendix 1 - Protocol for Establishing and Abolishing Committees, Sub Committees and Groups

The Board's Terms of Reference are governed by the Health Board's Standing Orders. These state that as a minimum, the Board must establish Board level Committees which cover the following aspects of Board business:

- Quality and Safety
- Audit, Risk and Assurance
- Information Governance (via Sustainable Resources Committee structure);
- Charitable Funds
- Remuneration and Terms of Service; and
- Mental Health Act requirements

The Board must agree and formally approve the delegation of any of its functions to Committees and others, and formally constitute these. The Board's determination of those matters that it will delegate to Committees and others are set out in the Scheme of Delegation to Committees and Others (Standing Order 2 of the [Hywel Dda University Health Board Standing Orders](#)) (opens in a new tab).

Each Board level Committee, established by or on behalf of the Board, must have terms of reference and operating arrangements formally approved by the Board, which has delegated authority to the Committee for the exercise of certain functions. 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.

Membership of Board level Committees are determined by the Board, based on the recommendation of the Chair, taking into account the balance of skills and expertise necessary to deliver the Committee's remit, and subject to any specific requirements or directions made by the Welsh Government.

Board level Committees are directly accountable to the Board for their performance in exercising the functions set out in their terms of reference. These terms of reference must be reviewed and reaffirmed or amended annually by the Board.

When seeking to **establish** a Board level Committee, the following must be undertaken:

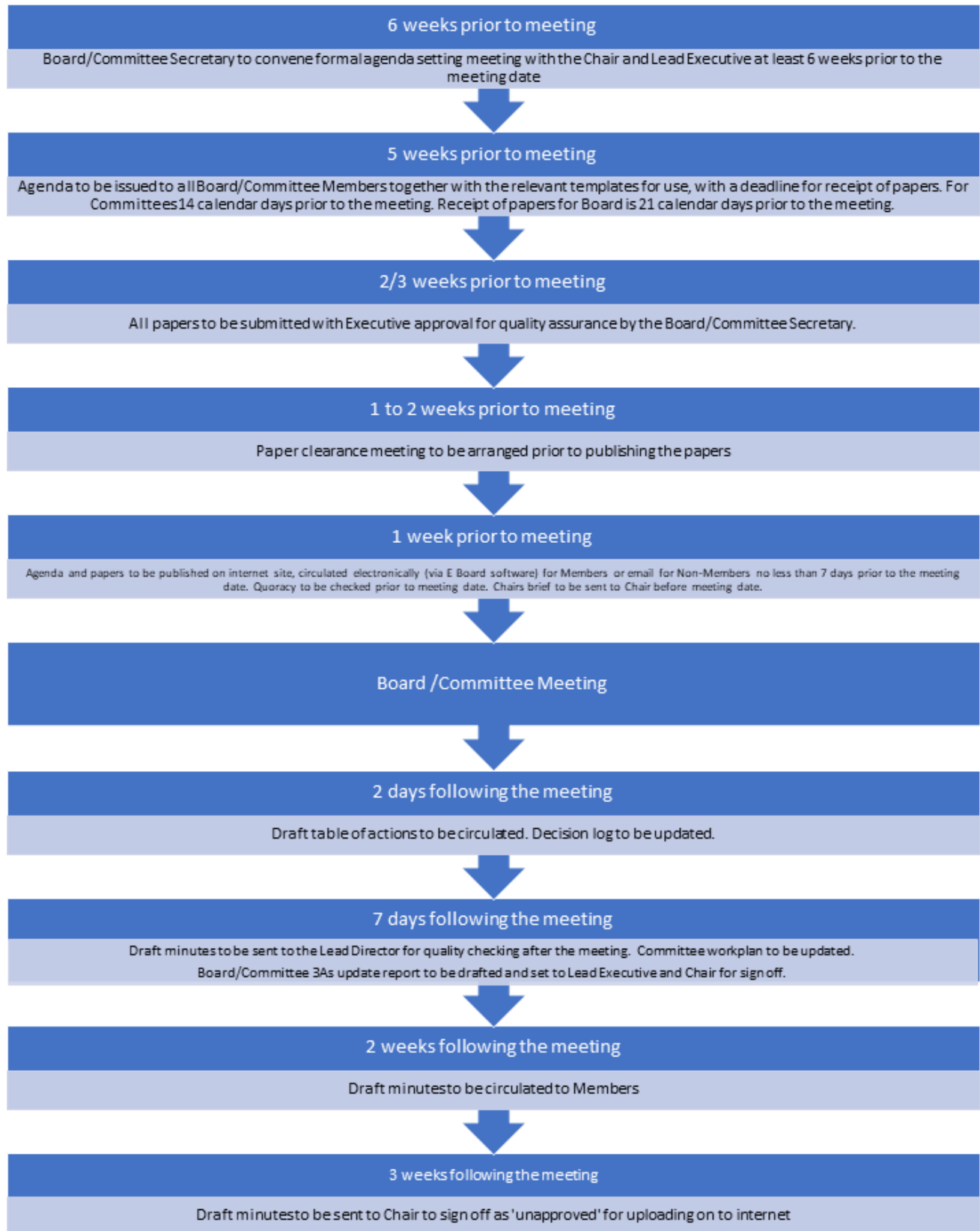
- Discussion held with the Director of Corporate Governance/Board Secretary to establish that the functions required of the proposed Board level Committee are not already being exercised elsewhere;
- Clear terms of reference must be set identifying the duties to be delegated to the proposed Board level Committee and the membership required to enact these;
- A proposal to establish a Board level Committee must be made to the Board, setting out the requirements for this.
- The Board must pass a formal resolution to establish the Board level Committee.
- Amendments must be made to the Health Board's Scheme of Delegation to Committees and Others.

When seeking to **abolish** a Board level Committee (other than those directed by Welsh Government through the model Standing Orders), the following must be undertaken:

- Discussion held with the Director of Corporate Governance/Board Secretary to establish that the functions undertaken by the Board level Committee it is proposed to abolish are being exercised elsewhere, or that these functions are no longer required.
- An exercise to be undertaken to indicate where the duties of the Board level Committee it is proposed to abolish are to be transferred, or the reasons why these are no longer needed.
- A proposal to abolish the Board level Committee must be made to the Board, setting out the rationale for this.
- The Board must pass a formal resolution to abolish the Board level Committee.
- Amendments must be made to the Health Board's Scheme of Delegation to Committees and Others.

Similarly, Committees may establish Sub-Committees, Groups, or Task and Finish Groups to carry out on their behalf specific aspects of Committee business. Committees shall have the power to establish or abolish a Sub-Committee (with reference back to the Board), and a Sub-Committee the power to establish or abolish a Group, by undertaking the same steps as above, and by-passing resolutions to these effects.

Appendix 2 - Flowchart



Appendix 3 – Virtual Meeting Etiquette

BEFORE MEETING

1. Calendar invite should be checked to ensure that the MS Teams invite has been received and is compatible with the equipment being used in the meeting i.e. Windows, Laptop/PC with a camera and microphone installed. This should be checked well in advance of the meeting, as the Corporate Governance Team may not be available or pick up requests for assistance immediately before the start of a meeting. Health Board issued equipment and Health Board email accounts should be used for meetings.
2. Attendees should be professionally presented in terms of attire and background, particularly for Public Board meetings which are live streamed to the public and subsequently available on the web. The background behind attendees must be appropriate; Attendees should use the HDdUHB Corporate Background; no whiteboards with any confidential or patient identifiable information that could be viewed by other participants if in the work environment. The use of 'blur my background' can be used to help minimise distractions and protect privacy.
3. Cameras should be positioned so that attendee's eyes are two thirds up the screen and their face is visible. Lighting may need to be adjusted to ensure the face is visible and not in shadow. Avoid sitting with your back to a window or bright light source.
4. Ensure you are ready to be on camera before turning it on
5. Microphone to be muted when attendees are not speaking. Any background noise will be distracting to other Members, and in particular the Chair. Notifications on laptop/PC and mobile phones to be muted. It is not advisable to shuffle papers, tap on the keyboard, table, or the microphone itself. Reduce other background noises, i.e., from open windows, fans, pets etc.
6. Devices are to be fully charged, software up to date prior to the start of the meeting. The use of a charger plugged into a power supply will ensure that the equipment does not run low.
7. Be familiar with how to use appropriate functions within teams while on a video call. If you are going to be required to share your screen, close documents or systems that are not in use to avoid the potential of sharing something else by accident – and practice how to share your screen in advance.

JOINING THE MEETING

1. On a Health Board site – Attendees must join the meeting 10/15 minutes before the official start time to ensure that the internet connection is working, and any technical problems can be resolved ahead of time.
2. From home - Personal devices e.g. personal PCs/laptops should be turned off to ensure maximum broadband speed for optimum connectivity.
3. Before joining the meeting, ensure your microphone is off and camera are turned on. All attendees are expected to have their camera on for the entire meeting.

4. On some occasions guest presenters may join the meeting or be called in to the meeting after it commences. When they join and leave will be recorded in the minutes. Guest presenters are not generally expected to stay for the whole meeting. When they have presented their item, the Chair will thank them and invite them to leave. The meeting Secretary should be made aware in advance of the meeting if there are any guest presenters due to participate.

DURING THE MEETING

1. Meetings are generally recorded to assist with minutes and may be available for Members who were unable to attend the meeting. Public Board meetings are both live-streamed and a link to You Tube uploaded onto the Health Board's website for the public to view. The Chair will alert attendees that the meeting will be recorded, which will allow time for any objections to be raised.
2. The Chair will welcome all participants to the meeting and ask for introductions and note any apologies. The introductions will also be a way to ensure that all Members can be heard, and that the minute taker is clear who is present. Introductions by Board Members at some meetings held in public may be bilingual.
3. The Chair will take this opportunity to remind Members to ensure that their microphones are muted until they wish to speak. This will also be an opportunity for the Chair to remind Members how they should indicate that they wish to contribute to the meeting.
4. Attendees to always be 'present' and alert, i.e., they should not be doing other work in the meeting. If they need to leave the meeting to deal with an urgent matter, they must indicate this in the chat bar and return to meeting as soon as possible.
5. Contributions by Members can be made either by direct invitation by the Chair, by indication by the Member to the Chair (if not in the room, using the 'raise hand icon' in MS Teams) or via the 'chat' function in MS Teams. Once attendees have raised a question, they should lower the hand by clicking on the hand icon again which will be highlighted to let them know that it was previously enabled.
6. Attendees should only talk when taking part in the meeting discussions. Any "non-meeting" discussions will be distracting for the minute taker and may result in important discussions being recorded inaccurately.

CHAT ETIQUETTE

1. Members can read the comments in the chat box; therefore, no comments should be documented that cannot be said out loud during the meeting room setting. For Public Board meetings, this is an open session available to the public therefore 'not for minuting' comments should not be made.
2. When contributing, there may be a delay during a live event, therefore it is advisable to allow for this when expecting an answer. Attendees should look directly at the camera and speak a little slower than usual and keeping remarks concise and to the point. The Chair will indicate when to

speak. Speaking over others and interrupting during the meeting is not advisable. This will ensure that everyone will have an opportunity to contribute to the meeting.

3. During the meeting, the main screen will be focused on the person who is speaking at the time, which is why it is important to mute microphones when not in use.
4. Attendees should remain seated and remain 'present' during the meeting. If someone has to go 'off screen', their camera should be turned off.

PRESENTATIONS

The Chair should request presenters/leads be clear whether they wish to receive comments after or during presentations. When presenting PowerPoint slides during a Public Board meeting (Live Event):

- Ensure that the PowerPoint slide set is open on the device.
- A 10 second verbal introduction should be prepared prior to starting the slide presentation (to mitigate any delay).
- Pause before moving to the next slide in the presentation.

Appendix 4 – Minute Taking Guidance

Minutes are a tangible record of the meeting for its participants and a source of information for those unable to attend. They can also serve to notify or remind individuals of tasks assigned to them and/or timelines.

Good minuting is a deceptively difficult and time-consuming task which is often under-valued. It is far more than an administrative formality. Key skills of a good minute taker include being able to:

- listen to multiple voices at the same time and capture both their arguments and tone.
- summarise an argument accurately and record decisions taken and action points on which to follow up.
- identify which parts of the discussion are material and should be recorded.
- have the confidence to ask for clarification where needed.
- have the confidence to stand firm when someone asks them to deviate from what they believe to be an accurate record.

A key factor affecting the ease of minuting a meeting is how well it is chaired. The quality of papers presented to the meeting is also important.

Minutes can take at least as long, often twice or three times as long, to draft minutes as the meeting itself took. Each organisation will have its own approach for minute writing.

Do not be intimidated by the term “minutes” as this can be misleading. The Board or Committee does not require a record of its meeting proceedings minute by minute. However, it is important to capture the essence of the meeting, including details such as:

- Decisions made
- Identification and tracking of action items
- Next steps planned

It is important to clarify expectations in regard to the type of detail expected within the minutes for the various types of meetings i.e. Board level, Assurance Committees, Sub-Committees, Groups, Task & Finish Groups, Advisory Groups.

The Board or Committee agenda will provide a useful guide or outline for taking notes and preparing the minutes, with the order and numbering of items on the minutes reflective of those on the agenda.

Before taking notes, it is important to understand the type of information that needs to be recorded at the meeting. As a general rule, all meeting minutes will need to include the following:

- Date and time of the meeting, including the mechanism through which it was held (ie in person, virtually, etc)
- Names of the meeting participants and those unable to attend (e.g. apologies)
- Declarations of interests
- Acceptance or corrections/amendments to previous meeting minutes
- Progress on actions from previous meeting

- Decisions made about each agenda item (e.g., actions taken or agreed to be taken, next steps, outcomes)
- Any other business
- Date and time of next meeting.

Use the Health Board's standard minute template customised to the agenda for the meeting. This will make it easier to jot down notes, decisions, etc. under each item as you go along. If you are taking notes by hand, consider including space below each item on the template for your hand-written notes, then print these out and use this to capture minutes.

Before the meeting, ask the Chair to provide a brief summary of the outcomes of discussions, and any decision made, at the end of each agenda item, including any items to be raised for alert, assurance and to advise the Board/parent Committee about. This will not only give attendees the opportunity to agree or suggest amendments to the summary but will also clarify the outcome of discussions for the minute taker.

Checked off attendees as they arrive. If an attendee is not known to the minute taker, through the Chair, it is advisable for everyone to introduce themselves at the start of the meeting or circulate an attendance list that they can check-off themselves.

Record decisions as well as notes on action items as soon as they occur to be sure they are recorded accurately.

Request clarification, if necessary. For example, if discussion on an item moves on without making a decision or an obvious conclusion, it is advised to clarification of the decision and/or next steps involved, e.g. one way this might done would be to say 'Excuse me, but just so that I am clear for the minutes...'

Consider recording the meeting if it will help keep up with note taking. If the meeting is recorded via MS Teams, make participants aware that they are being recorded. The recording can be useful to go back to if clarification is required. The recording should only be retained until the minutes have been approved at the next meeting.

Process of Minute Writing

Once the meeting is over, the minute writing process begins.

It is good practice to write the minutes as soon after the meeting as possible whilst everything is fresh. Request protected time for this if necessary.

Formal minutes for Board and Committees should follow the below house-style:

- minutes should be written in reported speech, i.e. past tense, and in the conditional mood for future actions (i.e. would and should, rather than will and shall)
- the Board has collective responsibility for its decisions therefore the naming of individuals should be avoided wherever possible.
- minutes should be sequentially numbered for ease of reference.

In addition, formal minutes should:

- **Not be a verbatim record** - They should summarise the key points of discussion and, especially, key challenges that have been raised, but focus on the decision or, in the case of a committee meeting, any recommendation to the board. A decision of the board should be clearly minuted and will usually reflect the recommendation contained in the associated report presented to the Board, e.g. The Board **approved** the ...', or record if there were any deviations from this.
- **Record the reasons for the decision and include sufficient background information for future reference** - This will also be useful for those not at the meeting to understand why the board has taken the decision that it has. In simple terms, the purpose of minutes is to record what was done, not what was said, but with sufficient context to give assurance that it was done properly and that, where appropriate, the Board discussed the key arguments for and against a decision, and any stakeholder impacts. If the Board or Committee requires action to be taken, the minutes should make clear who has responsibility for the action, and the date by which it should be completed by, where a deadline has been agreed. There needs to be a balance between detail and brevity that provides a reliable audit trail, notwithstanding background information is usually contained in the Board or Committee papers.
- **Where Board and Committee papers are received and no decision is required** – As a public body, these discussions need to be recorded to demonstrate accountability. Papers should not routinely go to the Board and Committees for 'noting' as they should be active, requiring decisions, or actions or receiving/providing assurance or advice. Minutes should indicate that the relevant report was 'received' (or reviewed, if that is what happened) and its contents were considered'. The minutes should record the recommendation contained in the associated report presented, e.g., 'The Board/Committee received assurance on...'
- **Have a separate Table of Actions** – This should record the minute reference, detailed action, action owner, deadline, etc. along with status. This should be updated before the next meeting and an update Table of Actions should be presented to each meeting as part of the meeting pack and often discussed after the minutes. However, the Committee Secretary should apply a materiality test before recording actions in the minutes. I.e. actions need to be relative and meaningful.
- **Attribute individual contributions** – It is common practice in the public sector to name individuals who make contributions at meetings. This is undertaken to demonstrate that there is clear accountability. Names, as opposed to titles are used throughout, ie Mr John Smith when first used, then referred to as Mr Smith throughout the minutes. It would normally be appropriate to name individuals who:
 - present a paper or report to the Board or a Committee.
 - ask a specific question.
 - make a particularly important or significant comment.
 - are charged with specific actions or to whom responsibility has been delegated by the Board.
 - have declared a potential or actual conflict of interest or similar.
 - abstain from a vote or recuse themselves.
 - request that their name be noted as dissenting from a particular decision.

- make a recommendation, provide information or answer a question based on their special expertise on the subject, for example the Chief Executive or Director of Finance
- are the subject of personnel issues under discussion such as appointments, reappointments or resignations, or of discussions on Board Effectiveness.
- **Not contain acronyms and jargon** – Unless clearly defined.

Action Notes

For some Group meetings which are less formal than Board or Committees the meeting secretary can produce action notes in replacement for formal minutes and a table of actions. The terms of reference (agenda and papers section) will set out the requirements, which is bespoke to each Group/Sub Group.

Below is an example of the headings used for action logs to record action points from meetings.

AGENDA ITEM & TITLE	ACTION NOTES	ALERT ¹ / ADVISE ² / ASSURE ³ (delete as applicable)	LEAD	TIMESCALE	PROGRESS
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Action notes are usually circulated within five calendar days to members of the meeting.

Action notes should:

- Include a short statement on each agenda item, record each action taken by the Group and a brief explanation of the rationale for any decision made.
- Where there is extensive deliberation before agreement is reached, the major differences of opinion can be summarised.
- Action notes should be edited to ensure brevity and clarity to ensure they are not overly lengthy and easy to read.
- The same tense is written throughout.

Draft minutes /action notes

For Board and Committees, a draft Table of Actions should be produced within 2 days to those identified at the meeting in order to for actions to be progressed in a timely manner.

The draft minutes/action notes should be clearly marked as 'draft' and circulated in accordance with the timescales set out in their Terms of Reference.

For Board and formal Committees, minutes should be reviewed by the Lead Committee Executive before sharing with members to check on the accuracy and completeness.

Approval of minutes /action notes

Following sign off by the Chair, the minutes should be marked as 'Unapproved' and uploaded to the Health Board's website and presented to the next meeting for approval, after which point (and subject to any amendments agreed in the meeting) they are clearly recorded as the 'approved' minutes.

Access to minutes /action notes

The Health Board's provides its auditors and regulators with full and unrestricted access to its meeting papers and minutes.

Publishing minutes

The Health Board provides complete transparency to Board and Committee meetings by publishing the papers and minutes on its website.