Bwrdd Iechyd Prifysgol Hywel Dda University Health Board

CYFARFOD BWRDD PRIFYSGOL IECHYD UNIVERSITY HEALTH BOARD MEETING

DYDDIAD Y CYFARFOD: DATE OF MEETING:	29 July 2021
TEITL YR ADRODDIAD: TITLE OF REPORT:	Revised Governance Structure and Arrangements
CYFARWYDDWR ARWEINIOL: LEAD DIRECTOR:	Maria Battle, Chairman Steve Moore, Chief Executive Officer
SWYDDOG ADRODD: REPORTING OFFICER:	Maria Battle, Chairman Steve Moore, Chief Executive Officer

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

This paper presents to Board the revised governance arrangements that will be put in place following the proposals made at the 27th May 2021 Public Board meeting, together with the revised Terms of Reference for the Board's assurance Committees, for the Board's approval.

Cefndir / Background

Previous reports to Board have set out the Health Board's approach to ensuring the appropriate level of Board oversight and scrutiny in order to maintain good governance and discharge its responsibilities effectively during the COVID-19 pandemic.

Since the Board's decision to stand down its COVID-19 Command and Control structure and consolidate this into revised formal governance arrangements, work has been ongoing to establish new Terms of Reference for the Board's assurance Committees, taking lessons learned from the streamlining of assurance structures necessarily undertaken in response to the pandemic, and aligning these more closely to the Strategic and Planning Objectives set out in HDdUHB's Annual Plan.

Asesiad / Assessment

Following discussion at Board Seminar on 15th April 2021 and the subsequent proposals presented to Board on 27th May 2021, the following revised governance arrangements have been put in place in relation to the new configuration of HDdUHB's assurance Committees:

Establishment of the Strategic Development & Operational Delivery Committee

- This has been established to replace the 'Planning' and 'Performance' elements of the previous People, Planning and Performance Assurance Committee, to receive an assurance on all relevant Planning Objectives falling in the main under Strategic Objective 4 (*The best health and wellbeing for our individuals, families and our communities*) and Strategic Objective 5 (*Safe, sustainable, accessible and kind care*), as set out in HDdUHB's Annual Plan with a focus on:
    - NHS Delivery Framework requirements

- Public Health, health inequalities and screening services
- Transformation fund
- Delivery of the "*A Healthier Mid and West Wales"* and Bronglais Hospital plan
- Transforming MH and Transforming LD plan
- Integrated locality plan
- Children's and young people plans
- Out of Hours care
- National clinical audits compliance
- Fragile services plans
- Care home/domiciliary care market support & development

- In terms of the Sub-Committees underpinning the Strategic Development and Operational Delivery Committee, only the Information Governance Sub-Committee (RISC) has been removed, to report under the Sustainable Resources Committee.
- Both Formal and In Attendance membership has been streamlined, with a number of the In Attendance members required only to attend to present their individual agenda items, where appropriate.

  See Appendix 1 for the Strategic Development and Operational Delivery Committee Terms of Reference for approval.

Establishment of the People, Organisational Development & Culture Committee

- This has been established to replace the 'People' element of the previous People, Planning and Performance Assurance Committee, to receive an assurance on all relevant Planning Objectives falling in the main under Strategic Objective 1 (*Putting people at the heart of everything we do*), 2 (*Working together to be the best we can be*) and 3 (*Striving to deliver and develop excellent services*) as set out in HDdUHB's Annual Plan, with a focus on:
  - Education and development of staff, recruitment, retention and talent management. Becoming an employer of choice
  - Performance and Quality management systems, business intelligence capabilities and improvement training
  - Patient experience, engagement and empowerment
  - HR policies, diversity and inclusion
  - Carers support
  - Regulatory and professional bodies compliance
  - Arrangements to support on-going transformation and board assurance framework development
  - Research, development and innovation planning/delivery
- In terms of the Sub-Committees underpinning the People, Organisational Development & Culture, the Research & Innovation Sub-Committee will now report to this Committee.
- Both Formal and In Attendance membership has been streamlined, with a number of the In Attendance members required only to attend to present their individual agenda items, where appropriate.

  See Appendix 2 for the People, Organisational Development & Culture Committee Terms of Reference for approval.

Establishment of the Sustainable Resources Committee

- This has been established to replace the previous Finance Committee, to receive an assurance on all relevant Planning Objectives falling in the main under Strategic Objective 6 (*Sustainable use of resources*), with a focus on:

- Financial plans and delivery of the Route Map to financial recovery
- Improving value
- PROMS/FROMS roll out and impact
- Carbon reduction and green health initiatives
- Foundational Economy work
- National IT programmes delivery
- Budget setting

- In terms of the Sub-Committees underpinning the Sustainable Resources Committee, the Information Governance Sub-Committee will now report to this Committee.
- Both Formal and In Attendance membership has been streamlined, with a number of the In Attendance members required only to attend to present their individual agenda items, where appropriate.

  See Appendix 3 for the Sustainable Resources Committee Terms of Reference for approval.

Revisions to the Quality, Safety and Experience Assurance Committee (QSEAC) Terms of Reference

- The Quality, Safety and Experience Assurance Committee will be re-named the Quality, Safety and Experience Committee (QSEC) and retain its previous Terms of Reference with the inclusion of an additional responsibility to receive assurances on all relevant Planning Objectives aligned to this Committee.
- Both Formal and In Attendance membership has been streamlined, with a number of the In Attendance members required only to attend to present their individual agenda items, where appropriate.
- In terms of the Sub-Committees underpinning the Quality, Safety and Experience Committee, only the Research and Innovation Sub-Committee (RISC) has been removed from this Committee to the People, Organisational Development & Culture Committee.
- Work remains ongoing in relation to reviewing the underpinning governance arrangements for QSEC.

  See Appendix 4 for the revised Quality, Safety and Experience Committee Terms of Reference for approval.

Revisions to the Health and Safety Assurance Committee (HSAC) Terms of Reference

- The Health and Safety Assurance Committee will be re-named the Health and Safety Committee (HSC) and retain its previous Terms of Reference with the inclusion of an additional responsibility to receive assurances on all relevant Planning Objectives aligned to this Committee.
- Emergency planning and civil contingencies planning will also move under the remit of this Committee from the previous People, Planning & Performance Assurance Committee
- Both Formal and In Attendance membership has been streamlined, with a number of the In Attendance members required only to attend to present their individual agenda items, where appropriate.

  See Appendix 5 for the revised Health and Safety Committee Terms of Reference for approval.

Revisions to the Audit and Risk Assurance Committee (ARAC) Terms of Reference

- The Audit and Risk Assurance Committee will retain the term' Assurance' in its title and

retain its previous Terms of Reference with the inclusion of an additional responsibility to receive assurances on all relevant Planning Objectives aligned to this Committee.

- Both Formal and In Attendance membership has been streamlined, with a number of the In Attendance members required only to attend to present their individual agenda items, where appropriate.

  See Appendix 6 for the revised Audit and Risk Assurance Committee Terms of Reference for approval.

Revisions to the Charitable Funds Committee (CFC) Terms of Reference

- The Charitable Funds Committee will retain its previous Terms of Reference with the inclusion of an additional responsibility to receive assurances on all relevant Planning Objectives aligned to this Committee.
- Both Formal and In Attendance membership has been streamlined, with a number of the In Attendance members required only to attend to present their individual agenda items, where appropriate.

  See Appendix 7 for the revised Charitable Funds Committee Terms of Reference for approval.

Revisions to the Remuneration and Terms of Service Committee (RTSC)Terms of Reference

- The Remuneration and Terms of Service Committee will retain its previous Terms of Reference, albeit updated in light of revised SOs approved by the Board in May 2021, and with the inclusion of an additional responsibility to approve any Strategic Advisor arrangements including scope and salary.

  Terms of Reference for the Remuneration and Terms of Service Committee will be reviewed at their next meeting in August and presented to the Board meeting in September for approval.

Revisions to the Mental Health Legislation Assurance Committee (MHLAC)Terms of Reference

- The Mental Health Legislation Assurance Committee will be re-named the Mental Health Legislation Committee (MHLC) and retain its previous Terms of Reference.

  See Appendix 8 for the revised Mental Health Legislation Committee Terms of Reference for approval.

Advisory Groups

- In terms of the Statutory Advisory Groups, all Terms of Reference will remain the same as previously. For reference, see Appendix 9 and 10 for the Stakeholder Reference Group and Healthcare Professionals Forum Terms of Reference (Staff Partnership Forum Terms of Reference identified separately on the July 2021 Board agenda for approval).
- Terms of Reference for the non-statutory Ethics Panel, established initially in response to the health care challenges brought about by the COVID-19 pandemic to support ethical decision-making across the Health Board, attached at Appendix 11 for reference. This advisory Panel has proved a valuable support to the Health Board's decision making process since its formation in April 2020 and continues to develop and provide advice on broader issues across Hywel Dda.

- Terms of Reference for the proposed non-statutory Advisory Group, Diversity and Inclusion Advisory Group, will be developed for Board approval in September 2021 to incorporate the Black, Asian and Minority Ethnic (BAME) Advisory Group, Enfys LGBTQ+ Network and other parts of our workforce that may feel excluded.

Operational Arm

Operational governance arrangements are currently under review in light of standing down the Command & Control structure, and will be shared with the Board at its September 2021 meeting as part of the Chief Executive's Report.

Argymhelliad / Recommendation

The Board is asked to:

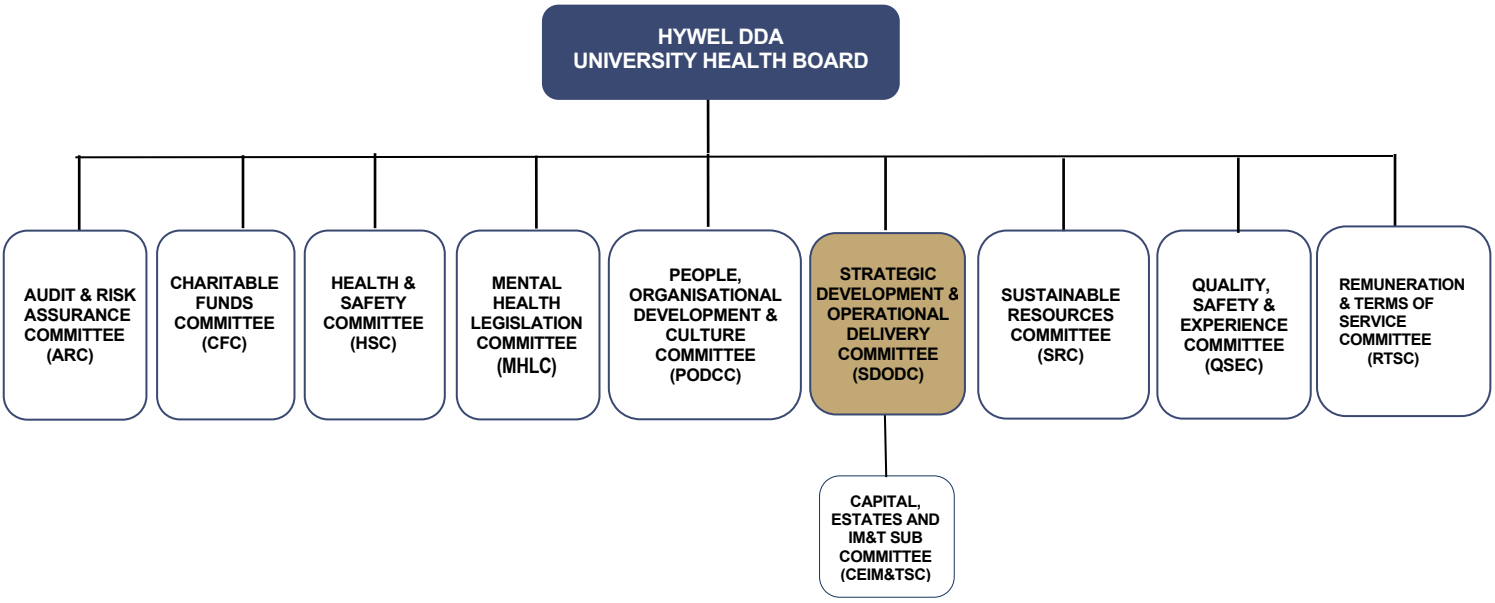
- **NOTE** the revised formal governance arrangements set out;
- **APPROVE** the revised Terms of Reference for both the newly agreed and existing Board assurance Committees.

Amcanion: (rhaid cwblhau) **Objectives: (must be completed)**	
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): Hyperlink to NHS Wales Health & Care Standards	Governance, Leadership and Accountability
Amcanion Strategol y BIP: UHB Strategic Objectives: Hyperlink to HDdUHB Strategic Objectives	All Strategic Objectives are applicable
Amcanion Llesiant BIP: UHB Well-being Objectives: Hyperlink to HDdUHB Well-being Objectives Annual Report 2018-2019	9. All HDdUHB Well-being Objectives apply

Gwybodaeth Ychwanegol: **Further Information:**	
Ar sail tystiolaeth: Evidence Base:	Standing Orders Standing Financial Instructions
Rhestr Termau: Glossary of Terms:	Contained within the body of the report
Partïon / Pwyllgorau â ymgynhorwyd ymlaen llaw y Cyfarfod Bwrdd Iechyd Prifysgol: Parties / Committees consulted prior to University Health Board:	Chair CEO All Board Members

Effaith: (rhaid cwblhau) Impact: (must be completed)	
Ariannol / Gwerth am Arian: **Financial / Service:**	There are no financial implications associated with this paper
Ansawdd / Gofal Claf: **Quality / Patient Care:**	Adherence to the Standing Orders ensures the correct governance procedures are in place to support quality, safety and patient experience
Gweithlu: **Workforce:**	There are no staffing implications associated with this report
Risg: **Risk:**	The Health Board has a statutory responsibility to ensure it has Standing Orders in place by which to manage its day-to-day business.
Cyfreithiol: **Legal:**	The Health Board has a statutory responsibility to ensure it has Standing Orders in place by which to manage its day-to-day business. NHS (Wales) Act 2006 – Schedule 3, Part 2, paragraph "An NHS trust may do anything which appears to it to be necessary or expedient for the purposes of or in connection with its functions." Public Bodies (Admission to meetings) Act 1960 – S.1(2) A body may, by resolution, exclude the public from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings; and where such a resolution is passed, this Act shall not require the meeting to be open to the public during proceedings to which the resolution applies. Para 6.5.2 of the revised Standing Orders indicates that board meetings will be held in public where possible (the point being that there will be occasions that it is not possible).
Enw Da: **Reputational:**	The Health Board has a duty to ensure the decisions made during the pandemic are undertaken in an open and transparent way.
Gyfrinachedd: **Privacy:**	Not Applicable
Cydraddoldeb: **Equality:**	Not Applicable

Bwrdd Iechyd Prifysgol Hywel Dda University Health Board



STRATEGIC DEVELOPMENT & OPERATIONAL DELIVERY COMMITTEE

TERMS OF REFERENCE

Version	Issued To	Date	Comments
V0.1	Hywel Dda University Health Board	29.07.2021	For Approval

STRATEGIC DEVELOPMENT & OPERATIONAL DELIVERY COMMITTEE

1. Constitution

1.1 The Strategic Development & Operational Delivery Committee (the Committee) has been established as a Committee of the Hywel Dda University Health Board (HDdUHB) and constituted from 1st August 2021.

2. Purpose

The purpose of the Strategic Development & Operational Delivery Committee is:

2.1 To receive an assurance on delivery against all relevant Planning Objectives falling in the main under Strategic Objectives 4 (*The best health and wellbeing for our individuals, families and our communities*) and 5 (*Safe, sustainable, accessible and kind care*), in accordance with the Board approved timescales, as set out in HDdUHB's Annual Plan.

2.2 Provide assurance to the Board that the planning cycle is being taken forward and implemented in accordance with University Health Board and Welsh Government requirements, guidance and timescales.

2.3 Provide assurance to the Board that, wherever possible, University Health Board plans are aligned with partnership plans developed with Local Authorities, Universities, Collaboratives, Alliances and other key partners, such as the Transformation Group who form part of A Regional Collaboration for Health (ARCH).

2.4 Provide support to the Board in its role of scrutinising performance and assurance on overall performance and delivery against Health Board plans and objectives, including delivery of key targets, giving early warning on potential performance issues and making recommendations for action to continuously improve the performance of the organisation and, as required, focus in detail on specific issues where performance is showing deterioration or there are issues of concern.

2.5 Provide assurance to the Board that the data on which performance is assessed is reliable and of high quality and that any issues relating to data accuracy are addressed.

2.6 Seek assurance on the management of principal risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern e.g. where risk tolerance is exceeded, lack of timely action.

2.7 Recommend acceptance of risks that cannot be brought within the UHBs risk appetite/tolerance to the Board through the Committee Update Report.

2.8 Receive assurance through Sub-Committee Update Reports that risks relating to their areas are being effectively managed across the whole of the Health Board's activities

(including for hosted services and through partnerships and Joint Committees as appropriate).

3. Key Responsibilities

The Strategic Development and Operational Delivery Committee shall:

3.1 Seek assurance on delivery against all Planning Objectives aligned to the Committee, considering and scrutinising the plans and programmes that are developed and implemented, supporting and endorsing these as appropriate (PO 1D, 4A, 4B, 4C, 4D, 4E, 4F, 4G, 4J, 4L, 4M, 4N, 4O, 5A, 5B, 5E, 5F, 5G, 5H, 5I, 5J, 5L, 5M, 5N, 5O, 5P, 5Q).

3.2 Review business cases, prior to Board approval, including the development of the Programme Business Case for the new hospital and the Programme Business Case for the repurposing of the Glangwili and Withybush General Hospital sites (PO 5C and 5D), underpinned by a robust process for continuous engagement to support delivery (PO 2C).

3.3 Seek assurance on delivery of the Health Board's Annual Recovery Plan through the scrutiny of quarterly monitoring reports.

3.4 Seek assurance on the development of the Health Board's Integrated Medium Term Plan (IMTP), based on robust business intelligence and modelling, and assure the development of delivery plans within the scope of the Committee, their alignment to the Health Board's Plan/IMTP and the Health Board's strategy and priorities (PO 3E).

3.5 Seek assurances on all outstanding plans in relation to the National Networks and Joint Committees including commitments agreed with Swansea Bay UHB/A Regional Collaboration for Health (ARCH); Mid Wales Joint Committee; Sexual Assault Referral Centre (SARC); National Collaborative (PO 5N).

3.6 Seek assurances on the development and implementation of a comprehensive approach to performance delivery and quality management, to incorporate all performance requirements set by the Board, WG, regulators and inspectors, that enables all staff with managerial responsibility to strive for excellence whilst effectively delivering the basics (PO 3A).

3.7 Scrutinise the performance reports (including those related to external providers) prepared for submission to the Board, ensure exception reports are provided where performance is off track, and undertake deep dives into areas of performance as directed by the Board

3.8 Consider the Health Board's approach to reducing health inequalities and the interventions aimed at addressing the causes. (PO 4K).

3.9 Consider the new process that is established, involving all clinical service areas and individual clinical professionals, whereby the Health Board is assessed against local and national clinical effectiveness standards / NHS Delivery Framework requirements

and fully contribute to all agreed national and local audits, including mortality audits (PO 5K).

3.10 Provide assurance to the Board that arrangements for Capital, Estates and IM&T are robust.

3.11 Consider proposals from the Capital, Estates and IM&T Sub Committee on the allocation of capital and agree recommendations to the Board.

3.12 Seek assurances on the delivery of the requirements arising from HDdUHB's regulators, WG and professional bodies (PO 3B).

3.13 Refer planning and performance matters which impact on quality and safety to the Quality, Safety & Experience Committee (QSEC), and vice versa.

3.14 Refer matters which impact on data quality and data accuracy to the Sustainable Resources Committee (SRC), and vice versa.

3.15 Approve relevant corporate policies and plans within the scope of the Committee.

3.16 Review and approve the annual work plans for any Sub-Committee which has delegated responsibility from the Strategic Development & Operational Delivery Committee and oversee delivery.

3.17 Agree issues to be escalated to the Board with recommendations for action.

4. Membership

4.1 Formal membership of the Committee shall comprise of the following:

Member
Independent Member (Chair)
Independent Member (Vice Chair)
3 x Independent Members

4.2 The following should attend Committee meetings:

In Attendance
Director of Strategic Development and Operational Planning (Lead Executive)
Director of Finance
Director of Operations
Director of Primary, Community & Long Term Care
Other Lead Executives to be invited to attend for their relevant Planning Objectives aligned to the Committee i.e. Director of Therapies and Health Science for PO 4E, 5L; Medical Director/Deputy CEO for PO 4L, 4N, 5K; Director of Public Health for PO 4A, 4B, 4D, 4G, 4J, 4K, 4M, 4O
Hywel Dda Community Health Council representative (not counted for quoracy purposes)

4.3 Membership of the Committee will be reviewed on an annual basis.

5. Quorum and Attendance

5.1 A quorum shall consist of no less than three of the membership and must include as a minimum the Chair or Vice Chair of the Committee, and two other Independent Member(s), together with half of the identified In Attendance members.

5.2 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB 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.

5.3 Any senior officer of the UHB or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting to assist with discussions on a particular matter.

5.4 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.

5.5 Should any officer member be unavailable to attend, they may nominate a deputy with full voting rights to attend in their place, subject to the agreement of the Chair.

5.6 The Chair of the UHB reserves the right to attend any of the Committee's meetings as an ex officio member.

5.7 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Strategic Development & Operational Delivery Committee.

5.8 The Committee can arrange to meet with Internal Audit and External Audit (and, as appropriate, nominated representatives of Healthcare Inspectorate Wales), without the presence of officers, as required.

5.9 The Chair of the Strategic Development & Operational Delivery Committee shall have reasonable access to Executive Directors and other relevant senior staff.

5.10 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. Agenda and Papers

6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director (Director of Strategic Development & Operational Planning), at least **six** weeks before the meeting date.

6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from

Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.

6.3 All papers must be approved by the Lead/relevant Director.

6.4 The agenda and papers will be distributed **seven** days in advance of the meeting.

6.5 The minutes and action log will be circulated to members within **ten** days to check the accuracy.

6.6 Members must forward amendments to the Committee Secretary within the next **seven** days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

7. In Committee

7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8. Frequency of Meetings

8.1 The Committee will meet bi-monthly and shall agree an annual schedule of meetings. Any additional meetings will be arranged as determined by the Chair of the Committee in discussion with the Lead Executive.

8.2 The Chair of the Committee, in discussion with the Committee Secretary, shall determine the time and the place of meetings of the Committee and procedures of such meetings.

9. Accountability, Responsibility and Authority

9.1 Although, as set out within these terms of reference, the Board has delegated authority to the Committee for the exercise of certain functions, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens, through the effective governance of the organisation.

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

9.3 The Committee shall embed the UHB's vision, corporate standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.

9.4 The requirements for the conduct of business as set out in the UHB's Standing Orders are equally applicable to the operation of the Committee.

10. Reporting

10.1 The Committee, through its Chair and members, shall work closely with the Board's other Committees, including joint/sub committees and groups, to provide advice and assurance to the Board through the:
10.1.1 joint planning and co-ordination of Board and Committee business;
10.1.2 sharing of information.

10.2 In doing so, the Committee shall contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

10.3 The Committee may establish sub-committees or working/task and finish groups to carry out on its behalf specific aspects of Committee business. The Committee will receive an update following each sub-committee or working/task and finish group meeting detailing the business undertaken on its behalf. The Sub-Committee reporting to this Committee is:
10.3.1 Capital, Estates & IM&T Sub-Committee.

10.4 The Committee Chair, supported by the Committee Secretary, shall:
10.4.1 Report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes the submission of a Committee update report, as well as the presentation of an annual report within six weeks of the end of the financial year.
10.4.2 Bring to the Board's specific attention any significant matters under consideration by the Committee.
10.4.3 Ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive or Chairs of other relevant Committees, of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the UHB.

10.5 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self assessment and evaluation of the Committee's performance and operation, including that of any sub committees established.

11. Secretarial Support

11.1 The Committee Secretary shall be determined by the Board Secretary.

12. Review Date

12.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

Planning Objectives Aligned to Strategic Development & Operational Delivery Committee

P.O. Ref	Recovery Plan Section	Planning Objective	Executive Lead
1D	2	By September 2021 propose new planning objectives for the following year to pilot and test innovate approaches to offering people with complex and/or rising health and care needs (accounting for 15% - 30% of our population) greater control over the choice of care and support they need. The aim of these approaches must be to improve the value (outcome vs cost) from the services we provide.	Jill Paterson
2C	4	Review our capacity and capability for continuous engagement in light of COVID 19 and the ambitions set out in the continuous engagement strategy approved by Board in January 2019, and implement improvements over the next 1 year	Lee Davies
3A	4	To develop and implement a comprehensive approach to performance delivery and quality management that enables staff at all levels to strive for excellence whilst effectively delivering the basics. This approach will incorporate all performance requirements set by the Board, WG, regulators and inspectors and will be fully rolled out to all staff with managerial responsibilities by 31st March 2022.	Huw Thomas
3B	5	Over the next 3 years to deliver the requirements arising from our regulators, WG and professional bodies	Jo Wilson (AW and IA) Lee Davies (CHC) Mandy Rayani (CIW/HIW, Coroner, HSE, PSOB) Andrew Carruthers (DU & MWWF&R) Lisa Gostling/Phil Kloer (HEIW) Phil Kloer (peer reviews, RCs, GMC) Jill Paterson (GMC, LMC, other Independent contractors) Alison Shakeshaft (HCPC)

3E	4	Business intelligence and modelling – to establish real-time, integrated, easily accessible and comprehensible data to support our clinicians and managers with day to day operational planning as well as support the organisation's strategic objective to improve value of its services and shift resources into primary and community settings. The initial phase of this, involving as a minimum hospital data, should be in place by September 2021 with full inclusion of all health and social care data (as a minimum) by March 2024	Huw Thomas
4C	2	For each of the three WG supported Transformation Fund schemes, develop and implement a plan to enhance, continue, modify or stop. These initiatives must form part of the planning objective to develop locality plans (5i) by March 2022	Jill Paterson
4E	2	Implement a plan to train all Health Board Therapists in “Making Every Contact Count”, and offer to their clients by March 2022	Alison Shakeshaft
4G		Develop a local plan to deliver "Healthy Weight: Healthy Wales" and implement by March 2022.	Ros Jervis
4L	3	Design and implement a process that continuously generates new proposals that can be developed into planning objectives aimed at constantly moving us towards a comprehensive “social model for health” and cohesive and resilient communities. The process needs to involve our local population as well as a diverse set of thought and system leaders from across society	Phil Kloer
4N	3	Create and implement a process in partnership with local authorities, PSBs and other stakeholders that engages and involves representatives of every aspect of the food system. This will include growers, producers, distributors, sellers, those involved in preparation and the provision of advice to individuals & organisations and thought leaders in this field. The aim is to identify opportunities to optimise the food system as a key determinant of wellbeing. The opportunities identified will then need to be developed into proposed planning objectives for the Board and local partners for implementation from April 2023 at the latest	Phil Kloer

4O	2	Based on the learning from the cluster pilot, develop and implement a comprehensive, systematic and coordinated social prescribing service across Hywel Dda	Ros Jervis
5C	3	Produce a final business case by March 2024 for the implementation of a new hospital in the south of the Hywel Dda area for the provision of urgent and planned care (with architectural separation between them). This will be on a site between Narberth and St Clears. Using the experience and change brought about by the COVID pandemic, the plan should be focussed on minimising the need for patients and staff to attend and, for those who require overnight care, the shortest clinically appropriate length of stay.	Lee Davies
5D	3	Produce and agree the final business case by March 2024 for the repurposing of the Glangwili and Withybush General Hospital sites in line with the strategy published in November 2018	Lee Davies
5E	3	With relevant partners, develop a plan by 2024 to address access, travel, transport and the necessary infrastructure to support the new hospital configuration taking into account the learning from the COVID pandemic	Lee Davies
5F	3	Fully implement the Bronglais Hospital strategy over the coming 3 years as agreed at Board in November 2019 taking into account the learning from the COVID pandemic	Andrew Carruthers
5G	2	Implement the remaining elements of the Transforming MH & develop and implement a Transforming LD strategy in line with “Improving Lives, Improving Care” over the next 3 years and also develop and implement a plan for Transforming specialist child and adolescent health services (CAMHS) and autistic spectrum disorder and ADHD.	Andrew Carruthers
5H	2	Develop an initial set of integrated Locality plans by September 2021 (with further development thereafter) based on population health and wellbeing and which are focused on the principles of sustainable and resilient services, timely advice and support to the local community on health and wellbeing, maintaining social connection, and independence and activity. This will require co-production with Local Authority Partners and the Third Sector. The scope of this will include all Community, Primary Care, Third sector, Local Authority and other Public Sector partners. These integrated Locality Plans will require a review of resources that ensure the optimal use of technology and digital solutions, Primary care and Community estate and a multiprofessional / skilled workforce that enables new ways of working in order that the following principles are achieved - 1. Increased time spent at home 2. Support for self care	Jill Paterson

		3. Reduction in hospital admission 4. Safe and speedy discharge 5. Support for those at the end of life	
5I	2	Undertake a comprehensive assessment of all Health Board Children & Young People Services to identify areas for improvement. From this, develop an implementation plan to address the findings by March 2024 at the latest. The assessment process and implementation plan should include the voices of children and young people and have clear links to the wider work being progressed by the RPB	Andrew Carruthers
5J	2	Develop and implement a comprehensive and sustainable 24/7 community and primary care unscheduled care service model	Jill Paterson
5K	4	Establish a new process that involves all clinical service areas and individual clinical professionals, whereby we assess ourselves against local and national clinical effectiveness standards/NHS Delivery Framework requirements and fully contribute to all agreed national and local audits (including mortality audits). All areas and clinicians will need to be able to demonstrate their findings have been used to learn and improve and the process needs to be embedded within the Health Boards Quality and Governance process	Phil Kloer
5L	2	Implement the making nutrition matter – dietetics expansion plan within two years as agreed at Board on 26th September 2019	Alison Shakeshaft
5M	4	Implement the existing national requirements in relation to clinical and other all-Wales IT systems within expected national timescales. Develop a plan and implement the full role out of the electronic patient record within 3 years. This should be real time, easily accessible, comprehensible, relevant, secure and integrated	Huw Thomas
5N	2	Implement all outstanding plans in relation to National Networks and Joint Committees. This will include commitments agreed with Swansea Bay UHB/A Regional Collaboration for Health (ARCH), Mid Wales Joint Committee, Sexual Assault Referral Centre (SARC), National Collaborative	Andrew Carruthers Mandy Rayani (SARC) Alison Shakeshaft (HASU) Lisa Gostling (Aber Uni and cross border workforce issue) Phil Kloer (ARCH)
5P	2	During 2021 produce a care home Market Position Statement and, based on the insights gained, develop new Planning Objectives for implementation from April 2022 aimed at stabilising, enhancing and reshaping the role of care home provision in the Hywel Dda area.	Jill Paterson

5Q	2	To develop and implement a plan to roll out an interface asthma services across the Health Board from April 2021, working across primary and secondary care. The aim of this is to enhance pathway value by reduce asthma related morbidity and mortality whilst improving access to expert opinion and reducing secondary care demand.	Jill Paterson

Future Planning Objectives Aligned to Strategic Development & Operational Delivery Committee

P.O. Ref	Planning Objective	Executive Lead
4F	Develop a plan by September 2021 to improve the life chances of children and young people working with the "Children's Task Force" and begin implementation in April 2022, prioritised on the basis of the opportunity to improve the lives of the most deprived	Andrew Carruthers
4J	Publish a comprehensive population needs assessment covering both the health and wellbeing needs of the local population. This will need to be done in full partnership with Public Service Boards (PSBs) and the Regional Partnership Board (RPB). By April 2023 publish a revised Area Health and Wellbeing plan based on these assessments. Implement the 1st year of these plans by March 2024	Ros Jervis
4K	By September 2022, arrange a facilitated discussion at Board which is aimed at agreeing our approach to reducing Health Inequalities. This must include an analysis of current health inequalities, trends and causes, potential options to address the inequalities (e.g. Allocate disproportionate resource to the most disadvantaged or by "Proportionate Universalism") and identify tools and interventions aimed at addressing the causes. Develop specific planning objectives by September 2023 in preparation for implementation in 2024/5.	Ros Jervis
4A	Develop and implement plans to deliver, on a sustainable basis, NHS Delivery Framework targets related public health within the next 3 years	Ros Jervis
4B	Develop and implement plans to deliver, on a sustainable basis, locally prioritised performance targets related to public health within the next 3 years	Ros Jervis
4D	Develop and implement plans to deliver, on a sustainable basis, national performance targets related to bowel, breast and cervical screening within the next 3 years	Ros Jervis
4M	In relation to the Llwynhendy TB outbreak complete all outstanding screening and establish sufficient service capacity to provide appropriate treatment to all patients identified as requiring it by March 2021	Ros Jervis
5O	Develop and implement a plan to address Health Board specific fragile services, which maintains and develops safe services until the new hospital system is established	Andrew Carruthers
5A	Develop and implement plans to deliver, on a sustainable basis, NHS Delivery Framework targets related to Quality & Safety, Primary care, Secondary care and MH services within the next 3 years (see specific requirements 5.a.i). These plans must be consistent with the Health Board's Strategy - "A Healthier Mid and West Wales"	Mandy Rayani (Q&S) / Jill Paterson (Primary Care) / Andrew Carruthers (Secondary care & MH)

5B	Develop and implement plans to deliver, on a sustainable basis, locally prioritised performance targets related to Quality & Safety, Primary care, Secondary care and MH services within the next 3 years (see specific requirements 5.b.i). These plans must be consistent with the Health Board's Strategy - "A Healthier Mid and West Wales"	Mandy Rayani (Q&S) / Jill Paterson (Primary Care) / Andrew Carruthers (Secondary care & MH)

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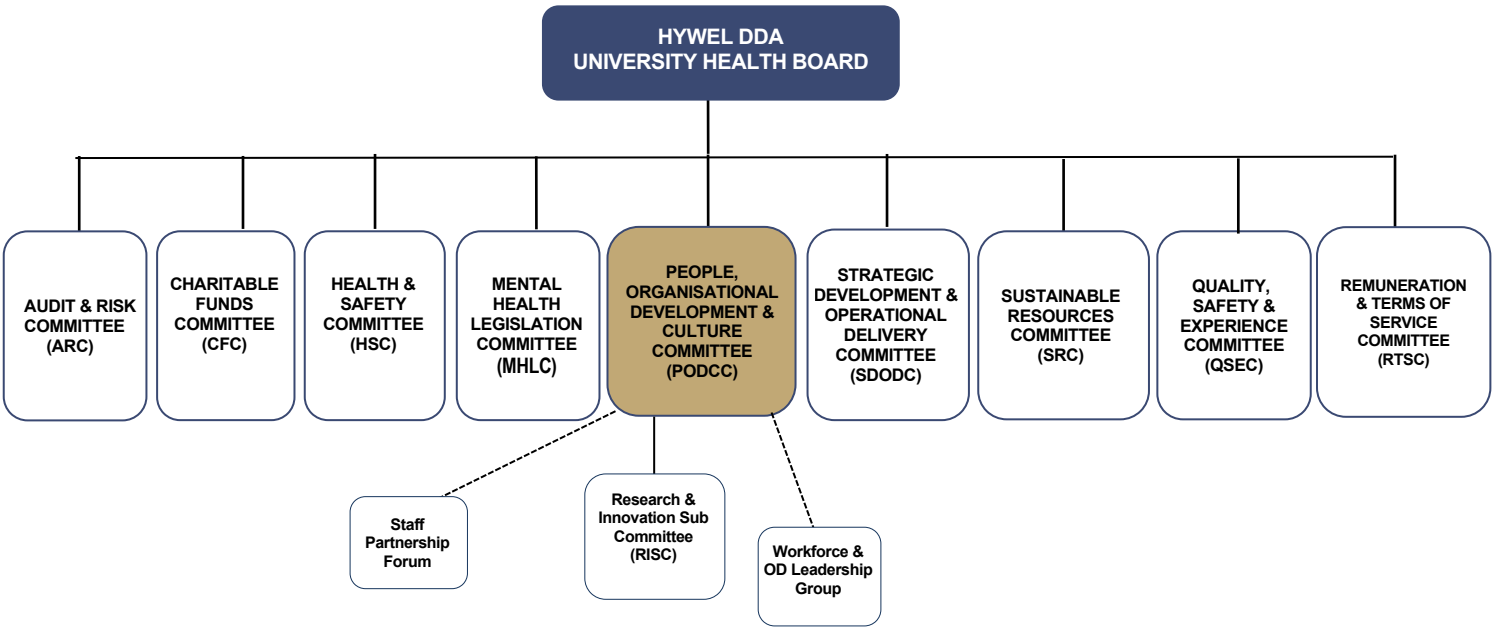

PEOPLE, ORGANISATIONAL DEVELOPMENT & CULTURE COMMITTEE

TERMS OF REFERENCE

Version	Issued To	Date	Comments
V0.1	Hywel Dda University Health Board	29.07.2021	For Approval

PEOPLE, ORGANISATIONAL DEVELOPMENT & CULTURE COMMITTEE

1. Constitution

1.1 The People, Organisational Development & Culture Committee (the Committee) has been established as a Committee of the Hywel Dda University Health Board (HDdUHB) and constituted from 1st August 2021.

2. Purpose

The purpose of the People, Organisational Development & Culture Committee is:

2.1 To provide assurance to the Board on compliance with legislation, guidance and best practice around the workforce and OD agenda, learning from work undertaken nationally and internationally, ensuring Hywel Dda University Health Board (HDdUHB) is recognised as a leader in this field.

2.2 To provide assurance to the Board on the implementation of the UHB's Workforce and OD Strategy, and the all Wales Health & Social Care Workforce Strategy, ensuring these are consistent with the Board's overall strategic direction and with any requirements and standards set for NHS bodies in Wales.

2.3 To provide assurance to the Board on the organisation's ability to create and manage strong, high performance, organisational culture arrangements.

2.4 To receive an assurance on delivery against all relevant Planning Objectives falling under Strategic Objectives 1 (*Putting people at the heart of everything we do*), 2 (*Working together to be the best we can be*) and 3 (*Striving to deliver and develop excellent services*) (see Appendix 1), in accordance with Board approved timescales, as set out in HDdUHB's Annual Plan.

2.5 To provide assurance that the organisation is discharging its functions and meeting its responsibilities with regard to the research and innovation activity carried out within the Health Board.

2.6 To seek assurance on the management of principal risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern e.g. where risk tolerance is exceeded, lack of timely action.

2.7 To recommend acceptance of risks that cannot be brought within the UHBs risk appetite/tolerance to the Board through the Committee Update Report.

2.8 To receive assurance through Sub-Committee Update Reports and other management group reports that risks relating to their areas are being effectively managed across the whole of the Health Board's activities (including for hosted services and through partnerships and Joint Committees as appropriate).

3. Key Responsibilities

The People, Organisational Development & Culture Committee shall:

3.1 Seek assurances that people and organisational development arrangements are appropriately designed and operating effectively to ensure the provision of high quality, safe services/programmes and functions across the whole of HDdUHB's activities.

3.2 Consider the implications for workforce planning arising from the development of HDdUHB's strategies and plans or those of its stakeholders and partners, including those arising from joint (sub) committees of the Board.

3.3 Ensure robust mechanisms are in place to foster a strong and high performance organisational culture of effective leadership, innovation and continuous improvement, in accordance with HDdUHB's values and behaviour framework, future-proofed to ensure their continuity and success.

3.4 Seek assurance on delivery against all Planning Objectives aligned to the Committee, considering and scrutinising the plans, models and programmes that are developed and implemented, including the annual workforce plan and associated commissioning plan, supporting and endorsing these as appropriate (PO 1A, 1B, 1C, 1F, 1G, 1I, 2A, 2B, 2D, 2G, 2H).

3.5 Consider the second 'Discovery' phase of the pandemic learning that is conducted to understand more about staff experience in order that approaches to rest, recovery and recuperation can be shaped over the next 2 years including a 'thank you offering' to staff (PO 1H).

3.6 Receive the 3 year strategic plan developed in partnership with universities, life science companies, and public service partners, for implementing to increase research, development, and innovation activity, and number of research investigators, sufficient as a minimum to deliver the Welsh Government and Health and Care Research Wales expectations and improvement targets (PO 3G).

3.7 Receive the R&D Annual Report for approval prior to submission to the Health and Care Research Wales, to ensure the UHB increases its R&D/R&I capacity, research output and research income.

3.8 Seek assurances on the requirements arising from HDdUHB's regulators, WG and professional bodies (PO 3B).

3.9 Ensure robust mechanisms are in place to deliver effective staff engagement in accordance with HDdUHB's values and behaviour framework.

3.10 Seek assurances that there is the appropriate culture and arrangements to allow HDdUHB to discharge its statutory and mandatory responsibilities with regard to Welsh language provision (workforce & patient related).

3.11 Approve Appointments made by the Advisory Appointments Committee.

3.12 Refer people, culture and organisational development matters which impact on quality and safety to the Quality, Safety & Experience Committee (QSEC), and vice versa.

3.13 Approve workforce and organisational development policies and plans within the scope of the Committee.

3.14 Review and approve the annual work plans for any Sub-Committee which has delegated responsibility from the People, Organisational Development & Culture Committee and oversee delivery.

3.15 Agree issues to be escalated to the Board with recommendations for action.

4. Membership

4.1 Formal membership of the Committee shall comprise of the following:

Member
Independent Member (Chair)
Independent Member (Vice Chair)
3 x Independent Members

4.2 The following should attend Committee meetings:

In Attendance
Director of Workforce & Organisational Development (Lead Executive)
Medical Director/ Deputy CEO (for PO 3G)
Director of Public Health (for PO 2A)
Director of Nursing, Quality & Patient Experience (for PO 1B)
Chair of HDdUHB Staff Partnership Forum

4.3 Membership of the Committee will be reviewed on an annual basis.

5. Quorum and Attendance

5.1 A quorum shall consist of no less than three of the membership and must include as a minimum the Chair or Vice Chair of the Committee, and two other Independent Member(s), together with a third of the In Attendance members.

5.2 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB 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.

5.3 Any senior officer of the UHB or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting to assist with discussions on a particular matter.

5.4 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.

5.5 Should any officer member be unavailable to attend, they may nominate a deputy with full voting rights to attend in their place, subject to the agreement of the Chair.

5.6 The Chair of the UHB reserves the right to attend any of the Committee's meetings as an ex officio member.

5.7 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the People, Organisational Development & Culture Committee.

5.8 The Committee can arrange to meet with Internal Audit and External Audit (and, as appropriate, nominated representatives of Healthcare Inspectorate Wales), without the presence of officers, as required.

5.9 The Chair of the People, Organisational Development & Culture Committee shall have reasonable access to Executive Directors and other relevant senior staff.

5.10 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. Agenda and Papers

6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director (Director of Workforce & OD), at least **six** weeks before the meeting date.

6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.

6.3 All papers must be approved by the Lead/relevant Director.

6.4 The agenda and papers will be distributed **seven** days in advance of the meeting.

6.5 The minutes and action log will be circulated to members within **ten** days to check the accuracy.

6.6 Members must forward amendments to the Committee Secretary within the next **seven** days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

7. In Committee

7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8. Frequency of Meetings

8.1 The Committee will meet bi-monthly and shall agree an annual schedule of meetings. Any additional meetings will be arranged as determined by the Chair of the Committee in discussion with the Lead Executive.

8.2 The Chair of the Committee, in discussion with the Committee Secretary, shall determine the time and the place of meetings of the Committee and procedures of such meetings.

9. Accountability, Responsibility and Authority

9.1 Although, as set out within these terms of reference, the Board has delegated authority to the Committee for the exercise of certain functions, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens, through the effective governance of the organisation.

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

9.3 The Committee shall embed the UHB's vision, corporate standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.

9.4 The requirements for the conduct of business as set out in the UHB's Standing Orders are equally applicable to the operation of the Committee.

10. Reporting

10.1 The Committee, through its Chair and members, shall work closely with the Board's other Committees, including joint/sub committees and groups, to provide advice and assurance to the Board through the:
10.1.1 joint planning and co-ordination of Board and Committee business;
10.1.2 sharing of information.

10.2 In doing so, the Committee shall contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

10.3 The Committee may establish sub-committees or working/task and finish groups to carry out on its behalf specific aspects of Committee business. The Committee will receive an update following each sub-committee or working/task and finish group meeting detailing the business undertaken on its behalf. The Sub-Committee reporting to this Committee is:
10.3.1 Research & Innovation Sub-Committee

The management group feeding into this Committee is the:
10.3.2 Workforce & OD Leadership Group

There are also other links to this Committee through the:
10.3.3 Staff Partnership Forum

10.4 The Committee Chair, supported by the Committee Secretary, shall:
10.4.1 Report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes the submission of a Committee update report, as well as the presentation of an annual report within six weeks of the end of the financial year.
10.4.2 Bring to the Board's specific attention any significant matters under consideration by the Committee.
10.4.3 Ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive or Chairs of other relevant Committees, of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the UHB.

10.5 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self assessment and evaluation of the Committee's performance and operation, including that of any sub committees established.

11. Secretarial Support

11.1 The Committee Secretary shall be determined by the Board Secretary.

12. Review Date

12.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

Planning Objectives Aligned to People, Organisational Development & Culture Committee

P.O. Ref	Recovery Plan Section	Planning Objective	Executive Lead
1A	1	Develop and implement plans to deliver, on a sustainable basis, NHS Delivery Framework targets related to workforce within the next 3 years	Lisa Gostling
1B	2	Building on the success of the command centre, develop a longer-term sustainable model to cover the following: One single telephone and email point of contact – the "Hywel Dda Health Hub" This will incorporate switchboard facilities and existing service based call handling functions into one single call-handling system linking patient appointments, online booking and call handlers All specialist teams (primary care, patient support, staff support) to have their calls answered and routed through this single point of contact Further develop the operation of the surveillance cell set up to support Test, Trace, Protect (TTP) Further develop the incident response and management cell set up to support our COVID-19 response Further develop the SharePoint function, or look at similar other systems that our Local Authority partners use, to facilitate tracking, auditing and reporting of enquiries, responses and actions Develop and implement a plan to roll out access for all patients to their own records and appointments within 3 years	Mandy Rayani
1C	1	Design a training and development programme to build excellent customer service across the Health Board for all staff in public & patient facing roles for implementation from November 2021. This programme should learn from the best organisations in the world and use local assets and expertise where possible. The organisation's values should be at the heart of this programme	Lisa Gostling
1F	1	Develop a programme for implementation by July 2021 to co-design with our staff every stage and element of our HR offer that embody our values. This will address: 1. the way the Health Board recruits new staff and provides induction; 2. all existing HR policies; 3. the way in which employee relation matters are managed and 4. equitable access to training and the Health Board's staff wellbeing services.	Lisa Gostling

		The resulting changes to policies, processes and approaches will be recommended to the Board in September 2021 for adoption	
1G	1	Develop and implement a plan to roll out OD Relationship Managers to every directorate in the Health Board from April 2021. Their role will be to support the directorates in their day to day operations, as well as helping them to widen diversity and inclusion, develop their workforce, foster positive relationships and deliver successful and supportive home working arrangements for their teams.	Lisa Gostling
1H	1	By July 2021 conduct a second 'Discovery' phase of the pandemic learning to understand more about staff experience so that approaches to rest, recovery and recuperation can be shaped over the next 2 years including a 'thank you offering' to staff.	Lisa Gostling
1I	1	Develop a set of plans for implementation from July 2021 for new or extended health and wellbeing programmes for our staff using charitable funds	Lisa Gostling
2A	2	Develop a Health Board specific plan that responds to the Regional Carers Strategy, and complete implementation by March 2024	Ros Jervis
2D	1	By December 2021 develop a clinical education plan with the central aim to develop from within and attract from elsewhere, the very best clinicians. This plan will set out the educational offer for nurses, therapists, health scientists, pharmacists, dentists, doctors, optometrists, public health specialists and physicians associates. It will also set out how we will support this with access to the best clinical educators, facilities (training, accommodation and technology) and a clear plan to grow both the number of clinicians benefiting from education and the capacity to support this	Lisa Gostling
2G	1	By October 2021 construct a comprehensive workforce programme to encourage our local population into NHS and care related careers aimed at improving the sustainability of the Health Board's workforce, support delivery of the Health Board's service objectives (both now and in the future) and offer good quality careers for our local population. This should include an ambitious expansion of our apprenticeship scheme	Lisa Gostling
2H	1	By October 2021 construct a comprehensive development programme (incorporating existing programmes) for the whole organisation which nurtures talent, supports succession planning and offers teams and individuals the opportunity to access leadership development.	Lisa Gostling
3B	5	Over the next 3 years to deliver the requirements arising from our regulators, WG and professional bodies	Jo Wilson (AW and IA) Lee Davies (CHC) Mandy Rayani (CIW/HIW, Coroner,

			HSE, PSOB) Andrew Carruthers (DU & MWWF&R) Lisa Gostling/Phil Kloer (HEIW) Phil Kloer (peer reviews, RCs, GMC) Jill Paterson (GMC, LMC, other Independent contractors) Alison Shakeshaft (HCPC)
3G	4	Develop and implement a 3 year strategic plan to increase research, development, and innovation activity, and number of research investigators sufficient as a minimum to deliver the Welsh Government and Health and Care Research Wales expectations and improvement targets (see specific requirement 3.G.i). The plan will be developed in partnership with universities, life science companies, and public service partners so as to maximise the development of new technologies and services that improve patient care and health outcomes. While making further progress in established areas including respiratory, oncology, and diabetes studies, the portfolio will target and expand into areas of organisational clinical and academic strength, including ophthalmology, orthopaedics, anaesthetics, and mental health. A function spanning clinical engineering, research and innovation will also target a threefold increase in technology trials	Phil Kloer

Future Planning Objectives Aligned to People, Organisational Development & Culture Committee

P.O. Ref	Planning Objective	Executive Lead
2B	In relation to equality, diversity and inclusion, develop and implement a rolling programme of training to raise the awareness of all Health Board staff and, as part of the process: 1. ask participants to agree specific actions they can take as either individuals or teams in their areas to create/enhance genuinely inclusive and accessible services for our population and support for our staff 2. establish a process to monitor and feedback to Board on progress and successes.	Lisa Gostling

	This programme should be completed by March 2024 and progress reported to Board at least annually as well as providing the basis of evidence for the Stonewall Workplace Equality	

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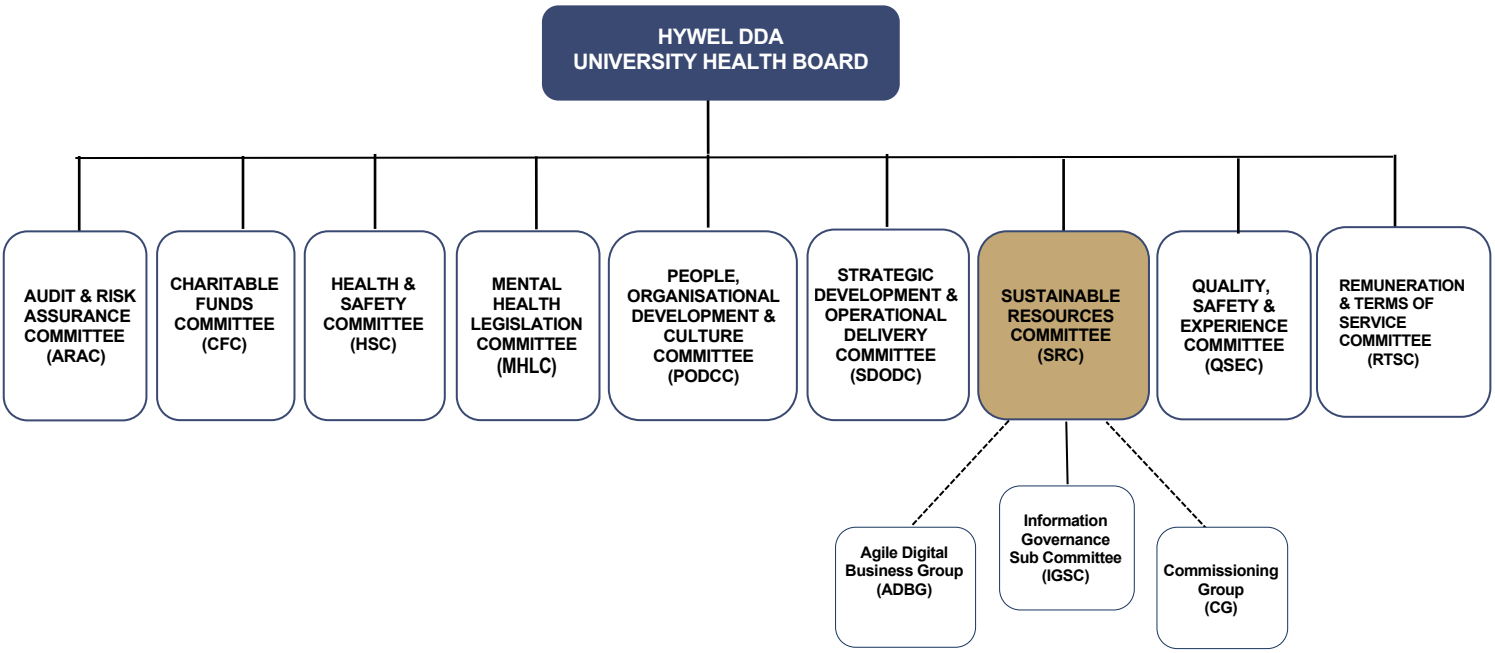


SUSTAINABLE RESOURCES COMMITTEE

TERMS OF REFERENCE

Version	Issued To	Date	Comments
V0.1	Hywel Dda University Health Board	29.07.2021	For Approval

SUSTAINABLE RESOURCES COMMITTEE

1. Constitution

1.1 The Sustainable Resources Committee (the Committee) has been established as a Committee of the Hywel Dda University Health Board (HDdUHB) and constituted from 1st August 2021.

2. Purpose

The purpose of the Sustainable Resources Committee is:

2.1 Provide assurance on financial performance and delivery against Health Board financial plans and objectives and, on financial control, give early warning of potential performance issues, making recommendations for action to continuously improve the financial position of the organisation, focusing in detail on specific issues where financial performance is showing deterioration or there are areas of concern.

2.2 To receive an assurance on delivery against all relevant Planning Objectives falling in the main under Strategic Objective 6 Sustainable Use of Resources (See Appendix 1), in accordance with the Board approved timescales, as set out in HDdUHB's Annual Plan.

2.3 To scrutinise and provide oversight of financial and revenue consequences of investment planning (both short term and in relation to longer term sustainability).

2.4 Review financial performance, review any areas of financial concern, and report to the Board.

2.5 Conduct detailed scrutiny of all aspects of financial performance, the financial implications of major business cases, projects, and proposed investment decisions on behalf of the Board.

2.6 Regularly review contractual performance with key delivery partners.

2.7 Seek assurance on the management of principal risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern e.g. where risk tolerance is exceeded, lack of timely action.

2.8 Recommend acceptance of risks that cannot be brought within the UHBs risk appetite/tolerance to the Board through the Committee Update Report.

2.9 Receive assurance through Sub-Committee Update Reports and other management/task & finish group reports that risks relating to their areas are being effectively managed across the whole of the Health Board's activities (including for hosted services and through partnerships and Joint Committees as appropriate).

3. Key Responsibilities

The Sustainable Resources Committee shall:

3.1 Undertake detailed scrutiny of the organisation's overall:

- Monthly, quarterly and year-to-date financial performance;
- Performance against the Savings Delivery and the Cost Improvement Programme providing assurance on performance against the Capital Resource Limit and cash flow forecasts.

3.2 Seek assurance on delivery against all Planning Objectives aligned to the Committee, considering and scrutinising the plans, including the 3 and 5 year financial plans, savings plans and decarbonisation plans, that are developed and implemented, supporting and endorsing these as appropriate (PO 6A, 6C, 6G and 6J).

3.3 Scrutinise the roll out of Value Based Health Care (VBHC) through outcome capability and costing assessment (PO 6B, 6D, 6E, 6F).

3.4 Scrutinise the delivery of the Health Board's approach to community wealth building and foundational economy opportunities (PO 6H).

3.5 Oversee the Health Board's approach to the development of locality resource consumption models (PO 6I).

3.6 Receive assurances in respect of Directorate performance against annual budgets, capital plans and the Cost Improvement Programme and innovation and productivity plans.

3.7 Maintain oversight of, and obtaining assurances on, the robustness of key income sources and contractual safeguards.

3.8 Review major procurements and tenders, such as outsourcing, in relation to achieving Referral to Treatment targets.

3.9 Commission regular reviews of key contracts, suppliers and partners to ensure they continue to deliver value for money.

3.10 Provide assurance to the Board that arrangements for information governance are robust.

3.11 Receive reports relating to the Health Board's Digital Programme to ensure benefits realisation from the investment made.

3.12 Review any investment/ disinvestment strategy, maintaining oversight of the investments and disinvestments, ensuring compliance with policies by:

- Establishing the overall methodology, processes and controls which govern investments and disinvestments, including the prioritisation of decisions;
- Ensuring that robust processes are followed; and

- Evaluating, scrutinising and monitoring subsequent investments/ disinvestments.

3.13 Oversee the development and implementation of a financial management improvement agenda across the organisation.

3.14 Subject to the Board's direction and approval, develop and regularly review the financial performance management framework and reporting approach, ensuring that it includes meaningful, appropriate, integrated and timely performance data and clear commentary relating to the totality of the services for which the Board is responsible.

3.15 Seek assurances on the requirements arising from HDdUHB's regulators, WG and professional bodies (PO 3B).

3.16 Review and approve financial procedures on behalf of the Health Board.

3.17 Review and approve the annual work plans for any Sub-Committee which has delegated responsibility from the Sustainable Resources Committee and oversee delivery.

3.18 Approve policies within the scope of the Committee.

3.19 Agree issues to be escalated to the Board with recommendations for action.

4. Membership

4.1 Formal membership of the Committee shall comprise of the following:

Member
Independent Member (Chair)
Independent Member (Vice Chair)
3 x Independent Members

4.2 The following should attend Committee meetings:

In Attendance
Director of Finance
Director of Operations
Director of Primary Care, Community & Long Term Care
Other Lead Executives to be invited to attend for relevant Planning Objectives aligned to the Committee i.e. Medical Director/Deputy CEO (for PO 6D, 6E, 6F), Director of Strategic Development & Operational Planning (for PO 6G))

4.3 Membership of the Committee will be reviewed on an annual basis.

5. Quorum and Attendance

5.1 A quorum shall consist of no less than three of the membership and must include as a minimum the Chair or Vice Chair of the Committee, and two other Independent Member(s), together with a third of the In Attendance members.

5.2 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB 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.

5.3 Any senior officer of the UHB or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting to assist with discussions on a particular matter.

5.4 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.

5.5 Should any officer member be unavailable to attend, they may nominate a deputy with full voting rights to attend in their place, subject to the agreement of the Chair.

5.6 The Chair of the UHB reserves the right to attend any of the Committee's meetings as an ex officio member.

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

5.8 The Committee can arrange to meet with Internal Audit and External Audit (and, as appropriate, nominated representatives of Healthcare Inspectorate Wales), without the presence of officers, as required.

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

5.10 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. Agenda and Papers

6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director (Director of Finance), at least **six** weeks before the meeting date.

6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.

6.3 All papers must be approved by the Lead/relevant Director.

6.4 The agenda and papers will be distributed **seven** days in advance of the meeting.

6.5 The minutes and action log will be circulated to members within **ten** days to check the accuracy.

6.6 Members must forward amendments to the Committee Secretary within the next **seven** days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

7. In Committee

7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8. Frequency of Meetings

8.1 The Committee will meet bi-monthly and shall agree an annual schedule of meetings. Any additional meetings will be arranged as determined by the Chair of the Committee in discussion with the Lead Executive.

8.2 The Chair of the Committee, in discussion with the Committee Secretary, shall determine the time and the place of meetings of the Committee and procedures of such meetings.

9. Accountability, Responsibility and Authority

9.1 Although, as set out within these terms of reference, the Board has delegated authority to the Committee for the exercise of certain functions, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens, through the effective governance of the organisation.

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

9.3 The Committee shall embed the UHB's vision, corporate standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.

9.4 The requirements for the conduct of business as set out in the UHB's Standing Orders are equally applicable to the operation of the Committee.

10. Reporting

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

10.1.1 joint planning and co-ordination of Board and Committee business;

10.1.2 sharing of information.

10.2 In doing so, the Committee shall contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

10.3 The Committee may establish sub-committees or working/task and finish groups to carry out on its behalf specific aspects of Committee business. The Committee will receive an update following each sub-committee or working/task and finish group meeting detailing the business undertaken on its behalf. The Sub-Committee reporting to this Committee is the:

10.3.1 Information Governance Sub-Committee

Management/task & finish groups feeding into this Committee are the:

10.3.2 Agile Digital Business Group

10.3.3 Commissioning Group

10.4 The Committee Chair, supported by the Committee Secretary, shall:

10.4.1 Report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes the submission of a Committee update report, as well as the presentation of an annual report within six weeks of the end of the financial year.

10.4.2 Bring to the Board's specific attention any significant matters under consideration by the Committee.

10.4.3 Ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive or Chairs of other relevant Committees, of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the UHB.

10.5 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self assessment and evaluation of the Committee's performance and operation, including that of any sub committees established.

11. Secretarial Support

11.1 The Committee Secretary shall be determined by the Board Secretary.

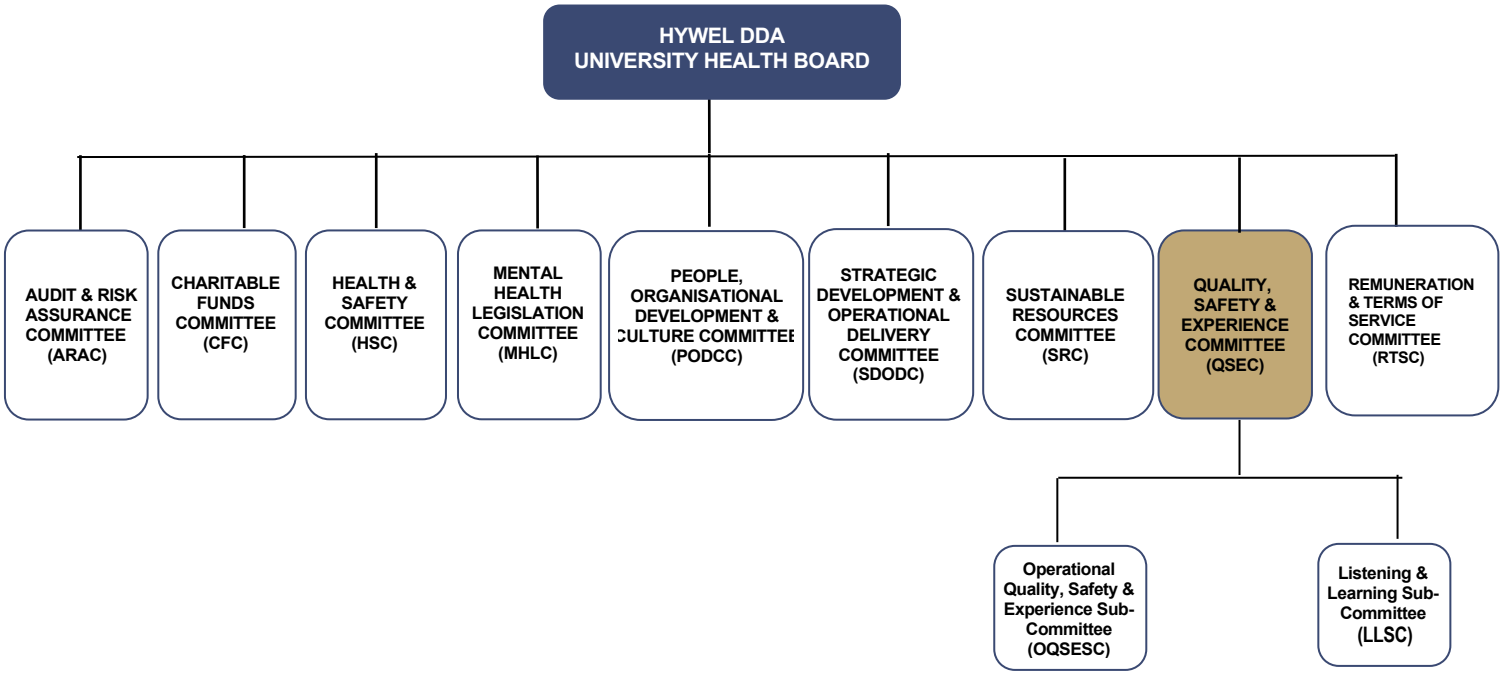
12. Review Date

12.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

Strategic Objectives Relevant to Sustainable Resources Committee

P.O. Ref	Recovery Plan Section	Planning Objective	Executive Lead
6A	5	Develop a detailed 3 year financial plan based on the finance team's assessment of allocative and technical value improvements, income opportunities and 3rd party expenditure value-for-money that can be captured within that timeframe. This plan should support the Health Board's other objectives and command the support of Welsh Government and the Board. This will require a process to allocate these opportunities to relevant budgets and support budget holders to identify, plan and deliver the changes necessary to realise those opportunities. A clear monitoring and escalation process will be required to ensure budget holders deliver their plans and Board maintains clear oversight	Huw Thomas
6B	5	Establish an on-going process to review and refresh the assessment of technical and allocative value improvements and income opportunities open to the Health Board and use this both to maintain in-year financial delivery and future budget setting.	Huw Thomas
6C	5	Construct a 5 year financial plan that achieves financial balance based on securing the opportunities arising from the implementation of the strategy "A Healthier Mid and West Wales" and progress made in the interim period on the allocative and technical value improvements, income opportunities and 3rd party expenditure value-for-money improvements. This plan will command the support of Welsh Government and the Board	Huw Thomas
6D	2	Develop the capability for the routine capture of PROMS and implement in all clinical services within 3 years. Establish the required digital technology and clinical leadership and engagement to facilitate pathway redesign based on these insights and put in place impact measurement processes to evaluate changes at a pathway level	Phil Kloer
6E	4	Design and implement a VBHC education programme to be implemented with academic institutions for managers and clinicians that could also be offered to partners	Phil Kloer
6F	4	Implement a VBHC pathway costing programme for all clinical services that is capable of being completed within 3 years, and prioritised based on the likelihood of generating change.	Huw Thomas / Phil Kloer
6G	3	To develop a plan during 2021/22 and begin implementation within the next 3 years to make all Health Board services carbon neutral by 2030 and establish Green Health initiatives across the health board estate building on the work currently underway. The aim will be to address the	Lee Davies

		climate emergency at Health Board level, improve the natural environment and support the wellbeing of our staff and public.	
6H	5	To be completed by the end of 2021/22 undertake a full analysis of our supply chain in light of the COVID-19 pandemic to assess the following: - Length and degree of fragility - Opportunities for local sourcing in support of the foundational economy - Carbon footprint - Opportunities to eliminate single use plastics and waste The resulting insights will be used to take immediate, in-year action where appropriate and develop proposed Planning Objectives for 2022/23 implementation	Huw Thomas
6I	5	By September 2021 propose new Planning Objectives to establish locality resource allocations covering the whole health budget (and social care where agreed with partners) and test innovative approaches to driving the shift of activity from secondary care settings to primary and community care. Additional aims will be to ensure secondary care thrives in doing only what it can do, shifts are based on the needs and assets of the local population, and localities progressively close the gap between budget and target resource allocation	Huw Thomas
6J	5	To develop, by 30 September, a plan to deliver £16m of recurrent savings based on opportunities for technical and allocative efficiencies across the Health Board's budgets. The savings will need to be deliverable on a pro rata basis by the end of the financial year to ensure that the underlying deficit does not further deteriorate. This will be based on the Health Board's developing opportunities framework, and developed in conjunction with budget managers across the organisation.	Huw Thomas
3B	5	Over the next 3 years to deliver the requirements arising from our regulators, WG and professional bodies	Joanne Wilson, Lee Davies, Mandy Rayani, Andrew Carruthers, Lisa Gostling/Philip Kloer



QUALITY, SAFETY & EXPERIENCE COMMITTEE

TERMS OF REFERENCE

Version	Issued To	Date	Comments
V0.1	Quality Safety & Experience Assurance Committee	16.06.2015	Approved
V0.2	Hywel Dda University Health Board	30 .07.2015	Approved
V0.3	Hywel Dda University Health Board	26.11.2015	Approved
V0.4	Quality Safety & Experience Assurance Committee	18.10.2016	Approved
V.04	Hywel Dda University Health Board	26.01.2017	Approved
V.05	Quality Safety & Experience Assurance Committee	20.02.2018	Approved
V.05	Hywel Dda University Health Board	29.03.2018	Approved
V.06	Quality Safety & Experience Assurance Committee	05.02.2019	Approved via Chair's Action 20.03.2019
V.07	Hywel Dda University Health Board	28.03.2019	Approved
V.08	Hywel Dda University Health Board	26.03.2020	Approved
V.09	Quality Safety & Experience Assurance Committee	07.04.2020	Approved via Chair's Action on 18.05.2020

V.09	Hywel Dda University Health Board	28.05.2020	Approved
V.10	Quality Safety & Experience Assurance Committee	02.02.2021	Approved
V.11	Hywel Dda University Health Board	25.03.2021	Approved
V.12	Hywel Dda University Health Board	29.07.2021	For Approval

QUALITY, SAFETY & EXPERIENCE COMMITTEE

1. Constitution

1.1 The Quality & Safety Committee was established as a Committee of the Hywel Dda University Health Board (HDdUHB) and constituted from 1st October 2009.

2. Purpose

The purpose of the Quality, Safety & Experience Committee is to:

2.1 Scrutinise, assess and seek assurance in relation to the patient impact, quality and health outcomes of the services provided by the Board.

2.2 Provide evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to the quality and safety of health care provided and secured by the University Health Board.

2.3 Provide assurance that the Board has an effective strategy and delivery plan(s) for improving the quality and safety of care patients receive, commissioning quality and safety impact assessments where considered appropriate.

2.4 Assure the development and delivery of the enabling strategies within the scope of the Committee, aligned to organisational objectives and the Annual Plan/Integrated Medium Term Plan for sign off by the Board.

2.5 To receive an assurance on delivery against relevant Planning Objectives aligned to the Committee (see Appendix 1), in accordance with Board approved timescales, as set out in HDdUHB's Annual Plan.

2.6 Provide assurance that the organisation, at all levels, has the right governance arrangements and strategy in place to ensure that the care planned or provided across the breadth of the organisation's functions, is based on sound evidence, clinically effective and meeting agreed standards.

2.7 Provide assurance that the organisation is discharging its functions and meeting its responsibilities with regards to the quality and safety of research activity carried out within the Health Board.

3. Key Responsibilities

The Quality, Safety & Experience Committee shall:

3.1 Provide advice to the Board on the adoption of a set of key indicators of quality of care against which the University Health Board's performance will be regularly assessed and reported on.

3.2 Seek assurance on the management of principal risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern e.g. where risk tolerance is exceeded, lack of timely action.

3.3 Recommend acceptance of risks that cannot be brought within the UHBs risk appetite/tolerance to the Board through the Committee Update Report.

3.4 Receive assurance through Sub-Committee Update Reports that risks relating to their areas are being effectively managed across the whole of the Health Board's activities (including for hosted services and through partnerships and Joint Committees as appropriate).

3.5 Ensure the right enablers are in place to promote a positive culture of quality improvement based on best evidence.

3.6 Seek assurance on delivery against Planning Objectives aligned to the Committee, considering and scrutinising the processes that are developed and implemented, supporting and endorsing these as appropriate (PO 1E).

3.7 Oversee the development and implementation of strengthened and more holistic approaches to triangulating intelligence to identify emerging issues and themes that require improvement or further investigation.

3.8 Provide assurance that all reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the quality and safety of care provided, and in particular that sources of internal assurance are reliable, there is the capacity and capability to deliver, and lessons are learned from patient safety incidents, complaints and claims.

3.9 Provide assurance to the Board that current and emerging clinical risks are identified and robust management plans are in place and any learning from concerns is applied to these risks as part of this management.

3.10 Provide assurance to the Board in relation to improving the experience of patients, including for those services provided by other organisations or in a partnership arrangement. Patient Stories, Patient Charter and Board to Floor Walkabouts will feature as a key area for patient experience and lessons learnt.

3.11 Provide assurance to the Board in relation to its responsibilities for the quality and safety of mental health, primary and community care, public health, health

promotion, prevention and health protection activities and interventions in line with the Health Board's strategies.

3.12 Ensure that the organisation is meeting the requirements of the NHS Concerns, Complaints and Redress Arrangements (Wales) Regulations.

3.13 Approve the required action plans in respect of any concerns investigated by the Ombudsman.

3.14 Agree actions, as required, to improve performance against compliance with incident reporting.

3.15 Provide assurance that the Central Alert Systems process is being effectively managed with timely action where necessary.

3.16 Provide assurance on the delivery of action plans arising from investigation reports and the work of external regulators.

3.17 Approve the annual clinical audit plan, ensuring that internally commissioned audits are aligned with strategic priorities.

3.18 Provide assurance that a review process to receive and act upon clinical outcome indicators suggesting harm or unwarranted variation is in place and operating effectively at operational level, with concerns escalated to the Board.

3.19 Consider advice on clinical effectiveness, and where decisions about implementation have wider implications with regard to prioritisation and finances, prepare reports for consideration by the Executive Team who will collectively agree recommendations for consideration through relevant Committee structures.

3.20 Provide assurance in relation to the organisation's arrangements for safeguarding vulnerable people, children and young people.

3.21 Receive the R&D Annual Report for approval prior to submission to the Health and Care Research Wales (to ensure the UHB increases its R&D capacity, research output and research income).

3.22 Receive decisions made with regard to significant claims against the Health Board, valued in excess of £100,000, or valued under £100,000, but which raise unusual issues or may set a precedent, and ensure that the learning from such cases is considered, with relevant actions agreed as appropriate.

3.23 Approve policies and plans within the scope of the Committee, having taken an assurance that the quality and safety of patient care has been considered within these policies and plans.

3.24 Assure the Board in relation to its compliance with relevant healthcare standards and duties, national practice, and mandatory guidance.

3.25 Develop a work plan which sets clear priorities for improving quality, safety and experience each year, together with intended outcomes, and monitor delivery throughout the year.

3.26 Review and approve work plans for Sub-Committees to scrutinise and monitor the impact on patients of the Health Board's services and their quality.

3.27 Refer quality & safety matters which impact on people, planning and performance to the People, Organisational Development & Culture Committee (PODCC) and the Strategic Development & Operational Delivery Committee (SDODC), and vice versa.

3.28 Agree issues to be escalated to the Board with recommendations for action.

4. Membership

4.1 Formal membership of the Committee shall comprise of the following:

Member
Independent Member (Chair)
6 x Independent Members (including Audit & Risk Assurance Committee Chair and People, Organisational Development & Culture Committee Chair)

4.2 The following should attend Committee meetings:

In Attendance
Director of Nursing, Quality & Patient Experience (Lead Executive)
Medical Director & Deputy CEO
Director of Operations
Director of Therapies & Health Science (Chair of Operational Quality, Safety & Experience Sub-Committee)
Director of Public Health
Director of Primary Care, Community & Long Term Care
Associate Medical Director Quality & Safety
Assistant Director of Nursing, Assurance and Safeguarding
Assistant Director of Therapies and Health Science - Professional Practice, Quality and Safety
Assistant Director, Legal Services/Patient Experience
Hywel Dda Community Health Council (CHC) Representative (not counted for quoracy purposes)

4.3 It is expected that Sub-Committee Chairs will attend QSEC for the purpose of presenting their update reports.

4.4 Membership of the Committee will be reviewed on an annual basis.

5. Quorum and Attendance

5.1 A quorum shall consist of no less than three of the membership, and must include as a minimum the Chair or Vice Chair of the Committee, and two other Independent Members, together with a third of the In Attendance members.

5.2 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB 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.

5.3 Any senior officer of the UHB or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting to assist with discussions on a particular matter.

5.4 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.

5.5 Should any officer member be unavailable to attend, they may nominate a deputy with full voting rights to attend in their place, subject to the agreement of the Chair.

5.6 The Chair of the UHB reserves the right to attend any of the Committee's meetings as an ex officio member.

5.7 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Quality Safety & Experience Committee.

5.8 The Committee can arrange to meet with Internal Audit and External Audit (and, as appropriate, nominated representatives of Healthcare Inspectorate Wales), without the presence of officers, as required.

5.9 The Chair of the Quality Safety & Experience Committee shall have reasonable access to Executive Directors and other relevant senior staff.

5.10 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. Agenda and Papers

6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director (Director of Nursing, Quality & Patient Experience) at least **six** weeks before the meeting date.

6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.

6.3 All papers must be approved by the Lead/relevant Director, ensuring these are submitted in accordance with the Standard Operating Procedure for the Management of Board and Committees.

6.4 The agenda and papers will be distributed **seven** days in advance of the meeting.

6.5 The minutes and action log will be circulated to members within **ten** days to check the accuracy.

6.6 Members must forward amendments to the Committee Secretary within the next **seven** days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

7. In Committee

7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8. Frequency of Meetings

8.1 The Committee will meet bi-monthly and shall agree an annual schedule of meetings. Any additional meetings will be arranged as determined by the Chair of the Committee in discussion with the Lead Executive.

8.2 The Chair of the Committee, in discussion with the Committee Secretary, shall determine the time and the place of meetings of the Committee and procedures of such meetings.

9. Accountability, Responsibility and Authority

9.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens, through the effective governance of the organisation.

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

9.3 The Committee shall embed the UHB's vision, corporate standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.

9.4 The requirements for the conduct of business as set out in the UHB's Standing Orders are equally applicable to the operation of the Committee.

10. Reporting

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

10.1.1 joint planning and co-ordination of Board and Committee business;
10.1.2 sharing of information.

10.2 In doing so, the Committee shall contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

10.3 The Committee may establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business. The Committee will receive an update following each sub-committee or task and finish group meeting providing an assurance on the business undertaken on its behalf. The Sub Committees reporting to this Committee are:
10.3.1 Operational Quality, Safety & Experience Sub-Committee
10.3.2 Listening & Learning Sub-Committee

10.4 The Committee Chair, supported by the Committee Secretary, shall:
10.4.1 Report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes the submission of a Committee update report, as well as the presentation of an annual report within six weeks of the end of the financial year.
10.4.2 Bring to the Board's specific attention any significant matters under consideration by the Committee.
10.4.3 Ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive or Chairs of other relevant Committees, of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the UHB.

10.5 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation, including that of any sub committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Quality & Safety Committee Handbook.

11. Secretarial Support

11.1 The Committee Secretary shall be determined by the Board Secretary.

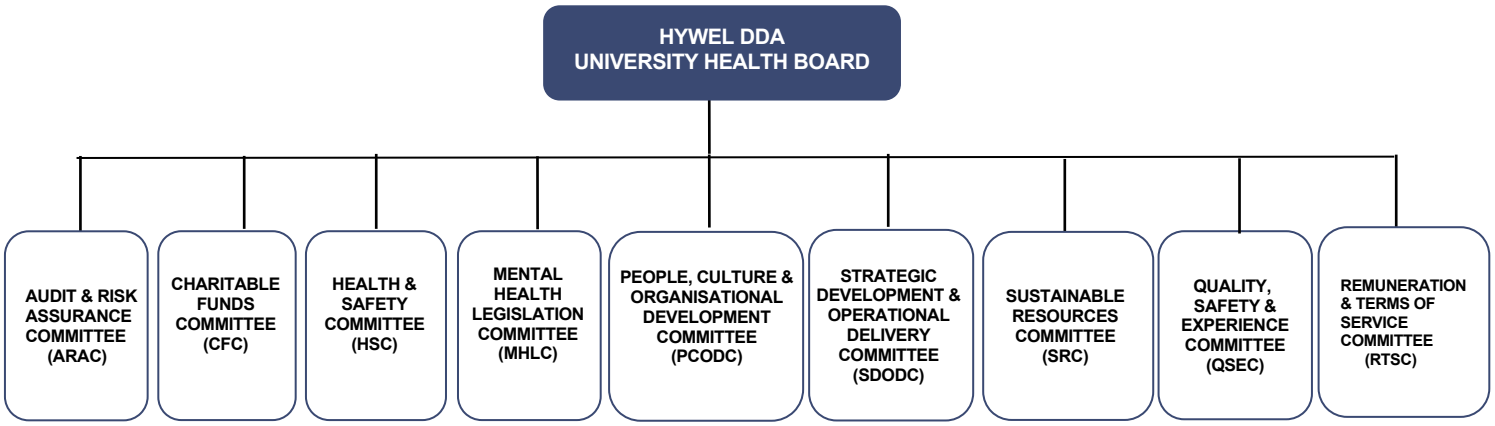
12. Review Date

12.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

Planning Objectives Aligned to Quality, Safety & Experience Committee

P.O. Ref	Recovery Plan Section	Planning Objective	Executive Lead
1E	2	During 2020/21 establish a process to maintain personalised contact with all patients currently waiting for elective care which will: 1. Keep them regularly informed of their current expected wait 2. Offer a single point of contact should they need to contact us 3. Provide advice on self-management options whilst waiting 4. Offer advice on what do to if their symptoms deteriorate 5. Establish a systematic approach to measuring harm – bringing together the clinically assessed harm and harm self-assessed by the patient and use this to inform waiting list prioritisation 6. Offer alternative treatment options if appropriate 7. Incorporate review and checking of patient consent This process needs to roll out through 2021/22	Mandy Rayani

Bwrdd Iechyd Prifysgol Hywel Dda University Health Board



HEALTH & SAFETY COMMITTEE

TERMS OF REFERENCE

Version	Issued to:	Date	Comments
V1	Hywel Dda University Health Board	26.03.2020	Approved
V1	Health & Safety Assurance Committee	14.05.2020	Approved
V2	Health & Safety Assurance Committee	17.02.2021	Reviewed
V3	Health & Safety Assurance Committee	08.03.2021	Approved (Chair's Action)
V3	Hywel Dda University Health Board	25.03.2021	Approved
V4	Hywel Dda University Health Board	29.07.2021	For Approval

HEALTH & SAFETY COMMITTEE

1. Constitution

1.1 Hywel Dda University Health Board (HDdUHB) has a statutory obligation by virtue of the Health & Safety at Work Act 1974 to establish and maintain a Health & Safety Committee:

- Section 2 sub section 7: 'It shall be the duty of every employer to establish in accordance with Regulations (i) a safety committee having the function of keeping under review measures taken to ensure the health and safety of employees and such other functions as prescribed'.

1.2 HDdUHB's Health & Safety Committee has been established as a formal Committee of the Board and constituted from 1st April 2020.

2. Purpose

2.1 Provide assurance around the UHB arrangements for ensuring the health, safety, welfare and security of all employees and of those who may be affected by work-related activities, such as patients, members of the public, volunteers contractors etc.

2.2 Advise and assure the Board on whether effective arrangements are in place to ensure organisation-wide compliance with the Health Board's Health and Safety Policy, approve and monitor delivery against the Health and Safety Committee's work programme and ensure compliance with the relevant Standards for Health Services in Wales.

2.3 Where appropriate, the Committee will advise the Board on where and how its health and safety management may be strengthened and developed further.

2.4 Provide advice on compliance with all aspects of health and safety legislation.

2.5 To receive an assurance on delivery against relevant Planning Objectives aligned to the Committee (see Appendix 1), in accordance with Board approved timescales, as set out in HDdUHB's Annual Plan.

2.6 Provide assurance to the Board that the UHB's Emergency Management Plan is underpinned by policy and protocols, planning and performance targets and strategies to address risks to business continuity.

3. Operational Responsibilities and Objectives

3.1 With regard to its role in providing advice to the Board, the Committee will comment specifically upon the adequacy of assurance arrangements and processes for the provision of an effective Health and Safety function encompassing:

- Staff Health and Safety (to include any well-being consequences in the context of Health & Safety)
- Premises Health and Safety
- Violence and Aggression (including Lone Working and Security Strategy)
- Fire Safety
- Risk Assessment

- Manual Handling
- Health, Welfare, Hazardous Substances, Safety Environment
- Patient Health and Safety – Environment Patient Falls, Patient Manual Handling

3.2 The Committee will support the Board with regard to its responsibilities for Health and Safety:

- Approve and monitor implementation of the Health and Safety Committee's work programme.
- Review the comprehensiveness of assurances in meeting the Board assurance needs across the whole of the UHB's activities, both clinical and non clinical.
- The consideration and approval of policies, as determined by the Board.

3.3 To achieve this, the Committee's programme of work will be designed to provide assurance that:

- Objectives set out in the Health and Safety Committee's Work Programme are on target for delivery in line with agreed timescales.
- Standards are set and monitored in accordance with the relevant Standards for Health Services in Wales.
- Proactive and reactive Health and Safety plans are in place across the UHB.
- Policy development and implementation is actively pursued and reviewed.
- Where appropriate and proportionate, Health and Safety incident and ill health events are investigated and action taken to mitigate the risk of future harm.
- Reports and audits from enforcing agencies and internal sources are considered and acted upon.
- Workforce, health, security and safety issues are effectively managed and monitored via relevant operational groups.
- Employee Health and Safety competence and participation is promoted.
- Decisions are based upon valid, accurate, complete and timely data and information.

3.4 Promote engagement and cooperation across the Health Board in ensuring the health, safety, welfare and security of patients, staff, contractors, and others.

3.5 Seek assurance on delivery against Planning Objectives aligned to the Committee, considering and scrutinising the plans and strategies that are developed and implemented, supporting and endorsing these as appropriate (PO 4H, 4I).

3.6 Ensure that service/business continuity plans are in place for major incidents and emergency situations that affect the provision of normal services, that staff have been trained to enable them to manage a major incident or emergency, and that lessons learned are incorporated into future planning.

3.7 Provide assurance that robust and effective safety management systems are in place operationally to deliver the Health Board's health, safety and security objectives and fulfil its statutory duties.

3.8 Ensure there is a process of review of accident, incident and notifiable disease statistics to keep an organisational focus on trends, ensure that corrective action and prioritisation of high risk issues are brought to the attention of the appropriate groups, and share learning across the organisation.

3.9 Oversee delivery of an annual work plan which includes a focus on health and safety, security and fire safety.

3.10 Ensure there is a process of review of findings of safety management system audits and seek assurance that corrective actions are put in place.

3.11 Ensure reports and factual information from external regulatory agencies are acted upon within achievable timescales.

3.12 Ensure new and revised legislation and best practice guidance is considered and how it may impact the Health Board, agreeing recommendations and guidance on the measures required to comply.

3.13 Ensure there is a process of review of the efficacy of the health, safety, fire and security training programmes and ensure this process is adequate to meet the Health Board's objectives and statutory requirements.

3.14 Ensure there is clear and effective Health and Safety communication and publicity throughout the organisation.

3.15 Provide assurance that risks relating to health, safety, security, fire and service/ business interruption/ disruption are being effectively managed across the whole of the Health Board's activities (including for hosted services and through partnerships and Joint Committees as appropriate), and provide assurance that effective risk assessments are undertaken and addressed.

3.16 Approve organisational Health and Safety Policies, Procedures, Guidelines and Codes of Practice (policies within the scope of the Committee).

3.17 Seek assurances on the requirements arising from HDdUHB's regulators, WG and professional bodies (PO 3B).

3.18 Ensure there is a process of review of Health and Safety compliance across the whole of the Health Board's business undertakings, including through a programme of Health and Safety audits and agree and monitor KPIs for Health and Safety performance to ensure evidence of compliance with external standards and regulatory requirements.

3.19 Ensure that an annual report of the Health Board's safety management systems to measure effectiveness and performance, and to provide assurance of compliance to the Board, is included within the Health and Safety Committee's Annual Report.

3.20 Agree issues to be escalated to the Board, with recommendations for action.

4. Membership

4.1 Formal membership of the Committee shall comprise of the following:

Member
Health Board Vice Chair (Chair)
Independent Member (TU - Vice Chairman)
Independent Member
Independent Member

Independent Member

4.2 The following should attend Committee meetings:

In Attendance
Director of Nursing, Quality & Patient Experience (Lead Director)
Director of Operations
Assistant Medical Director
Board Secretary
Director of Estates, Facilities & Capital Management
Deputy Director of Workforce & OD
Head of Health, Safety & Security
Staff-Side Representative (Health and Safety)

4.3 Membership of the Committee will be reviewed on an annual basis.

5. Quorum and Attendance

5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chairman or Vice-Chairman of the Committee, and one other Independent Member, together with a third of the In Attendance Members.

5.2 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB 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 Welsh Government.

5.3 Any senior officer of the UHB or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.

5.4 The Committee may also co-opt additional independent external "experts" from outside the organisation to contribute to specialised areas of discussion.

5.5 Should any officer member be unavailable to attend, they may nominate a deputy with full voting rights to attend in their place subject to the agreement of the Chairman.

5.6 The Chair of the UHB reserves the right to attend any of the Committee's meetings as an ex officio member.

5.7 The Chairman of the Health & Safety Committee shall have reasonable access to Directors and other relevant senior staff.

5.8 The Head of Internal Audit shall have unrestricted and confidential access to the Chairman of the Health & Safety Committee.

5.9 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. Agenda and Papers

6.1 The Committee Secretary is to hold an agenda setting meeting with the Chairman and/ or the Vice Chairman, at least **three** weeks before the meeting date.

6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year and requests from Committee members. Following approval, the agenda and timetable for papers will be circulated to all Committee members.

6.3 All papers must be approved by the Lead/ relevant Director.

6.4 The agenda and papers for meetings will be distributed **five** working days in advance of the meeting.

6.5 The minutes and action log will be circulated to members within **five** working days to check the accuracy.

6.6 Members must forward amendments to the Committee Secretary within the next **five** working days. The Committee Secretary will then forward the final version to the Committee Chairman for approval.

7. In Committee

7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8. Frequency of Meetings

8.1 The Committee will meet bi-monthly and shall agree an annual schedule of meetings. Any additional meetings will be arranged as determined by the Chairman of the Committee.

8.2 The Chairman of the Committee, in discussion with the Committee Secretary, shall determine the time and the place of meetings of the Committee and procedures of such meetings.

9. Accountability, Responsibility and Authority

9.1 The Committee will be accountable to the Board for its performance in exercising the functions set out in these terms of reference.

9.2 The Committee shall embed the UHB's vision, corporate standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.

9.3 The requirements for the conduct of business as set out in the UHB's Standing Orders are equally applicable to the operation of the Committee.

10. Reporting

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

10.1.1 joint planning and co-ordination of Board and Committee business;

10.1.2 sharing of information.

10.2 In doing so, the Committee shall contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

10.3 The Committee may establish groups or task and finish groups to carry out on its behalf specific aspects of Committee business. The Committee will receive an update following each group's meetings detailing the business undertaken on its behalf.

10.4 The Committee Chairman, supported by the Committee Secretary, shall:

10.4.1 Report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes the submission of a Committee update report as well as the presentation of an annual report within 6 weeks of the end of the financial year;

10.4.2 Bring to the Board's specific attention any significant matters under consideration by the Committee.

10.4.3 Ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive, or Chairmen of other relevant Committees, of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the UHB.

10.5 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self assessment and evaluation of the Committee's performance and operation, including that of any sub-committees established.

11. Secretarial Support

11.1 The Committee Secretary shall be determined by the Board Secretary.

12. Review Date

12.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

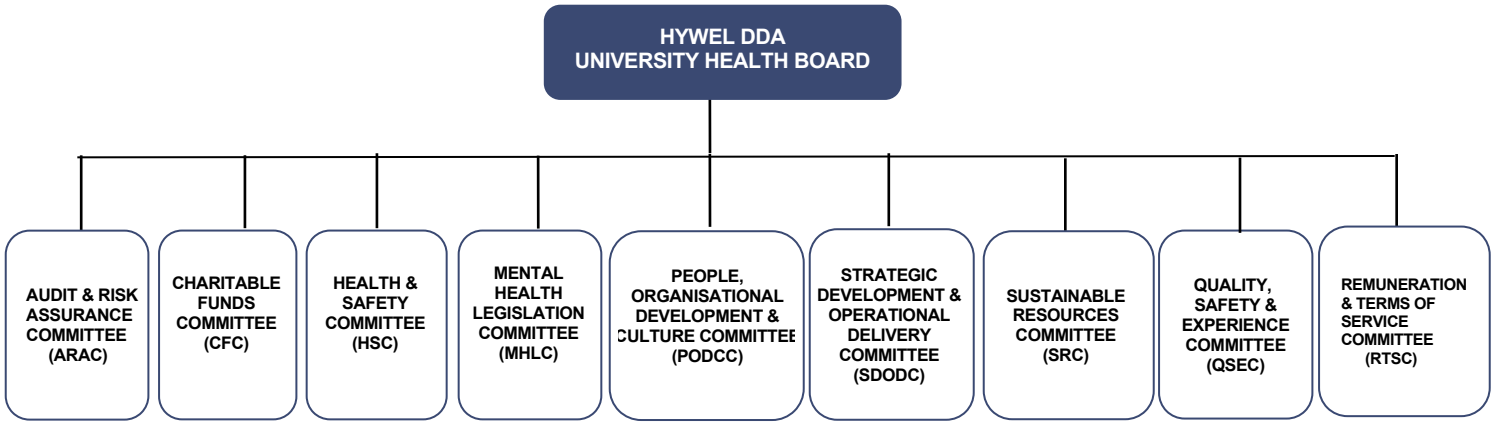
Planning Objectives Aligned to Health & Safety Committee

P.O. Ref	Recovery Plan Section	Planning Objective	Executive Lead
3B	5	Over the next 3 years to deliver the requirements arising from our regulators, WG and professional bodies (in relation to workforce)	Jo Wilson (AW and IA) Lee Davies (CHC) Mandy Rayani (CIW/HIW, Coroner, HSE, PSOB) Andrew Carruthers (DU & MWWF&R) Lisa Gostling/Phil Kloer (HEIW) Phil Kloer (peer reviews, RCs, GMC) Jill Paterson (GMC, LMC, other Independent contractors) Alison Shakeshaft (HCPC)

Future Planning Objectives Aligned to Health & Safety Committee

P.O. Ref	Planning Objective	Executive Lead
4H	Review and refresh the Health Board's emergency planning and civil contingencies / public protection strategies and present to Board by December 2021. This should include learning from the COVID 19 pandemic. The specific requirement set out in 4.H.i will be addressed as part of this	Ros Jervis
4I	Achieve Gold level for the Defence Employers Recognition scheme by March 2022	Ros Jervis

Bwrdd Iechyd Prifysgol Hywel Dda University Health Board



AUDIT AND RISK ASSURANCE COMMITTEE

TERMS OF REFERENCE

Version	Issued To	Date	Comments
V1	Audit Committee Hywel Dda Health Board Hywel Dda Health Board	08.12.2009 28.01.2010 22.07.2010	Approved Approved Approved
V2	Audit Committee	07.06.2011	Approved
V3	Hywel Dda Health Board	29.09.2011	Approved
V4	Audit Committee	11.09.2012	Approved
V5	Audit Committee	11.08.2015	Approved
V6	Audit and Risk Assurance Committee	13.10.2015	Approved
V7	Hywel Dda University Health Board	26.11.2015	Approved
V8	Audit and Risk Assurance Committee	11.10.2016	Approved
V8	Hywel Dda University Health Board	26.01.2017	Approved
V9	Audit and Risk Assurance Committee	09.01.2018	Approved
V9	Hywel Dda University Health Board	29.03.2018	Approved
V.10	Audit and Risk Assurance Committee	19.02.2019	Approved
V.10	Hywel Dda University Health Board	28.03.2019	Approved
V.11	Audit and Risk Assurance Committee	25.02.2020	Approved
V.11	Hywel Dda University Health Board	26.03.2020	Approved
V.12	Audit and Risk Assurance Committee	23.02.2021	Approved
V.12	Hywel Dda University Health Board	25.03.2021	Approved
V.13	Hywel Dda University Health Board	29.07.2021	For Approval

AUDIT & RISK ASSURANCE COMMITTEE

1. Constitution

1.1 The Audit Committee has been established as a Committee of the Hywel Dda University Health Board (HDdUHB) and constituted from 1st October 2009. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference. On 1st June 2015, the Committee took on an enhanced role and was re-named the Audit and Risk Assurance Committee (the Committee).

2. Purpose

2.1 The purpose of the Audit and Risk Assurance Committee is to advise and assure the Board and the Accountable Officer on whether effective arrangements are in place, through the design and operation of the UHB's system of assurance, to support them in their decision taking and in discharging their accountabilities for securing the achievement of the UHB's objectives, in accordance with the standards of good governance determined for the NHS in Wales.

2.2 The Committee independently monitors, reviews and reports to the Board on the processes of governance, and where appropriate, facilitates and supports, through its independence, the attainment of effective processes.

2.3 Where appropriate, the Committee will advise the Board and the Accountable Officer on where, and how, its system of assurance may be strengthened and developed further.

2.4 The Committee's principal duties encompass the following:

2.4.1 Review the establishment and maintenance of an effective system of good governance, risk management and internal control across the whole of the organisation's activities, both clinical and non-clinical.

2.4.2 Seek assurance that the systems for financial reporting to Board, including those of budgetary control, are effective, and that financial systems processes and controls are operating.

2.4.3 Work with the Quality, Safety and Experience Committee, the People Organisational Development & Culture Committee and Sustainable Resources Committee to ensure that governance and risks are part of an embedded assurance framework that is 'fit for purpose'.

2.4.4 Receive an assurance on delivery against relevant Planning Objectives aligned to the Committee (see Appendix 1), in accordance with Board approved timescales, as set out in HDdUHB's Annual Plan.

3. Key Responsibilities

The Audit and Risk Assurance Committee shall provide advice, assurance and support to the Board in ensuring the provision of high quality, safe healthcare for its citizens, as follows:

Governance, Risk Management and Internal Control

3.1 The Committee shall review the adequacy of the UHB's strategic governance and assurance arrangements and processes for the maintenance of an effective system of good governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the organisation's objectives.

3.2 In particular, the Committee will review the adequacy of:

- 3.2.1 all risk and control related disclosure statements (in particular the Accountability Report and the Annual Quality Report), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board;
- 3.2.2 the underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
- 3.2.3 the policies for ensuring compliance with relevant regulatory, legal and code of conduct and accountability requirements; and
- 3.2.4 the policies and procedures for all work related to fraud and corruption as set out in National Assembly for Wales Directions and as required by the Counter Fraud and Security Management Service.

3.3 In carrying out this work, the Committee will primarily utilise the work of Internal Audit, Clinical Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of good governance, risk management and internal control, together with indicators of their effectiveness.

3.4 This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

3.5 The Committee will seek assurance that effective systems are in place to manage risk, that the organisation has an effective framework of internal controls to address principal risks (those likely to directly impact on achieving strategic objectives), and that the effectiveness of that framework is regularly reviewed.

3.6 Monitor the assurance environment and challenge the build-up of assurance on the management of key risks across the year, and ensure that the Internal Audit plan is based on providing assurance that controls are in place and can be relied upon (particularly where there is a significant shift between the inherent and residual risk profile), and review the internal audit plan in year as the risk profile changes.

3.7 Seek assurance on delivery against Planning Objectives aligned to the Committee, considering and scrutinising the frameworks, etc that are developed, supporting and endorsing these as appropriate (PO 3F, 3H).

3.8 Consider and recommend to the Board approval of any changes to the Risk Management Framework and oversee development of the Board Assurance Framework.

3.9 Invite Lead Directors of Board level Committees to attend the Audit and Risk Assurance Committee at least annually to receive assurance that they are effectively discharging their Terms of Reference and ensuring that principal risks are being managed effectively.

3.10 Provide assurance with regard to the systems and processes in place for clinical audit, and consider recommendations from the Effective Clinical Practice Working Group on suggested areas of activity for review by internal audit.

3.11 The Committee will be responsible for reviewing the UHB's Standing Orders and Standing Financial Instructions and Scheme of Delegation annually, (including associated framework documents as appropriate), monitoring compliance, and reporting any proposed changes to the Board for consideration and approval.

3.12 To receive annually a full report of all offers of gifts, hospitality, sponsorship and honoraria recorded by the UHB and report to the Board the adequacy of these arrangements.

3.13 To review and report to the Board annually the arrangements for declaring, registering, and handling interests.

3.14 Approve the writing-off of losses or the making of special payments within delegated limits.

3.15 Receive an assurance on Post Payment Verification Audits through quarterly reporting to the Committee.

3.16 Receive a report on all Single Tender Actions and extensions of contracts.

Internal Audit and Capital/PFI

3.17 The Committee shall ensure that there is an effective internal audit and capital/PFI function established by management that meets mandatory Internal Audit Standards for NHS Wales and provides appropriate independent assurance to the Committee, Chief Executive and Board.

3.18 This will be achieved by:

- 3.18.1 review and approval of the Internal Audit Strategy, Charter, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation;
- 3.18.2 review of the adequacy of executive and management responses to issues identified by audit, inspection and other assurance activity, in accordance with the Charter;
- 3.18.3 Regular consideration of the major findings of internal audit work (and management's response), and ensure co-ordination between the Internal and External Auditors to optimise audit resources;
- 3.18.4 ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation; and
- 3.18.5 annual review of the effectiveness of internal audit.

External Audit

3.19 The Committee shall review the work and findings of the External Auditor and consider the implications and management's responses to their work. This will be achieved by:

- 3.19.1 discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other External Auditors and inspection bodies in the local health economy;
- 3.19.2 discussion with the External Auditors of their local evaluation of audit risks and assessment of the Local Health Boards/NHS Trusts and associated impact on the audit fee;
- 3.19.3 review all External Audit reports, including agreement of the annual Audit Report and Structured Assessment before submission to the Board, and any work carried outside the annual audit plan, together with the appropriateness of management responses; and
- 3.19.4 review progress against the recommendations of the annual Structured Assessment.

Other Assurance Functions

3.20 The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications on the governance of the organisation.

3.21 The Committee's programme of work will be designed to provide assurance that the work carried out by the whole range of external review bodies is brought to the attention of the Board. This will ensure that the Health Board is aware of the need to comply with related standards and recommendations of these review bodies and the risks of failing to comply. These will include, but will not be limited to, any reviews by Inspectors and other bodies (e.g. Healthcare Inspectorate Wales, Welsh Risk Pool, etc), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc).

3.22 The Audit and Risk Assurance Committee and the Quality, Safety and Experience Committee both have a role in seeking and providing assurance on Clinical Audit in the organisation. The Audit and Risk Assurance Committee will seek assurance on the overall plan, its fitness for purpose and its delivery. The Quality, Safety and Experience Committee will seek more detail on the clinical outcomes and improvements made as a result of clinical audit. The Internal audit function will also have a role in providing assurance on the Annual Clinical Audit Plan.

3.23 The Audit and Risk Assurance Committee will also seek assurances where a significant activity is shared with another organisation and collaboratives, in particular the NHS Wales Shared Services Partnership, Welsh Health Specialised Services Committee, Emergency Ambulance Services Committee and other regional committees. The Audit and Risk Assurance Committee will expect to receive assurances from internal audit performed at these organisations that risks in the services provided to them are adequately managed and mitigated with appropriate controls.

Management

3.24 The Committee shall request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

3.25 The Committee may also request specific reports from individual functions within the organisation (e.g. clinical audit), as they may be appropriate to the overall arrangements.

3.26 The Committee may also request or commission special investigations to be undertaken by Internal Audit, directors or managers to provide specific assurance on any areas of concern that come to its attention.

Financial Reporting

3.27 The Committee shall review the Annual Accounts and Financial Statements before submission to the Board, focusing particularly on:
- 3.27.1 the ISA 260 report to those charged with governance;
- 3.27.2 changes in, and compliance with, accounting policies and practices;

3.27.3 unadjusted mis-statements in the financial statements;
3.27.4 major judgemental areas;
3.27.5 significant adjustments resulting from the audit;
3.27.6 other financial considerations include review of the Schedule of Losses and Compensation.

3.28 The Committee should also ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board.

4. Membership

4.1 The membership of the Committee shall comprise of the following:

Member
Independent Member (Chair)
Independent Member (Vice-Chair)
3 x Independent Members

4.2 The following should attend Committee meetings:

In Attendance
Director of Finance
Assistant Director of Financial Planning
Board Secretary (Lead)
Representative of the Auditor General
Head of Internal Audit
Capital/Private Finance Initiative (PFI) Auditor
Local Counter Fraud Specialist
Head of Assurance and Risk
Head of Clinical Audit (as and when required)

4.3 Membership of the Committee will be reviewed on an annual basis.

5. Quorum and Attendance

5.1 A quorum shall consist of no less than three of the membership and must include as a minimum the Chair or Vice Chair of the Committee, and two other Independent Members, *together with a third of the In Attendance members*.

5.2 The membership of the Committee shall be determined by the Board, based on the recommendation of the University Health Board (UHB) 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.

5.3 Any senior officer of the UHB or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.

5.4 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.

5.5 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.

5.6 The Chief Executive, as the Accountable Officer, should be invited to attend, as a minimum when the Committee considers the draft internal audit plan, to present the draft Accountability Report and the annual accounts, and on request by the Committee.

5.7 The Chair of the UHB should not be a member of the Audit and Risk Assurance Committee and will not normally attend but may be invited by the Committee Chair to attend all or part of a meeting to assist with its discussions on any particular matter.

5.8 The Head of Internal Audit, Capital/PFI Auditor and the representative of the Auditor General shall have unrestricted and confidential access to the Chair of the Audit and Risk Assurance Committee at any time, and vice versa.

5.9 The Committee will meet with Internal, Capital/PFI and External Auditors and the Local Counter Fraud Specialist without the presence of officers on at least one occasion each year.

5.10 The Chair of the Audit and Risk Assurance Committee shall have reasonable access to Executive Directors and other relevant senior staff.

5.11 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. Agenda and Papers

6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director (Board Secretary), at least **six** weeks before the meeting date.

6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.

6.3 All papers must be approved by the Lead/relevant Director.

6.4 The agenda and papers will be distributed **seven** days in advance of the meeting.

6.5 The minutes and action log will be circulated to members within **ten** days to check the accuracy.

6.6 Members must forward amendments to the Committee Secretary within the next **seven** days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

7. In Committee

7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8. Frequency of Meetings

8.1 The Committee will meet bi-monthly and shall agree an annual schedule of meetings. Any additional meetings will be arranged as determined by the Chair of the Committee in discussion with the Lead (Board Secretary).

8.2 The Chair of the Committee, in discussion with the Committee Secretary, shall determine the time and the place of and procedures of such Committee meetings.

8.3 The External Auditor, Head of Internal Audit and Capital/PFI Auditor may request a meeting if they consider one is necessary.

9. Accountability, Responsibility and Authority

9.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

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

9.3 The Committee shall embed the UHB's vision, corporate standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.

9.4 The requirements for the conduct of business as set out in the UHB's Standing Orders are equally applicable to the operation of the Committee.

10. Reporting

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

10.1.1 joint planning and co-ordination of Board and Committee business;

10.1.2 sharing of information.

10.2 In doing so, the Committee shall contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

10.3 The Committee may establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business. The Committee will receive an update following each sub-committee or task and finish group meeting detailing the business undertaken on its behalf.

10.4 The Committee will consider the assurance provided through the work of the Board's other Committees and Sub-Committees to meet its responsibilities for advising the Board on the adequacy of the UHB's overall assurance framework.

10.5 The Committee Chair, supported by the Committee Secretary, shall:

10.5.1 Report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes the submission of a Committee update report as well as the presentation of an annual report within six weeks of the end of the financial year and timed to support the preparation of the Accountability Report. This should specifically comment on the adequacy of the assurance framework, the extent to which risk management is comprehensively embedded throughout the organisation, the integration of governance arrangements and the appropriateness of self assessment activity against relevant standards. The report will also record the results of the Committee's self assessment and evaluation.

10.5.2 Bring to the Board's specific attention any significant matter under consideration by the Committee.

10.5.3 Ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the UHB.

10.6 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self assessment and evaluation of the Committees performance and operation, including that of any sub-committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Audit Committee Handbook.

11. Secretarial Support

11.1 The Committee Secretary shall be determined by the Board Secretary.

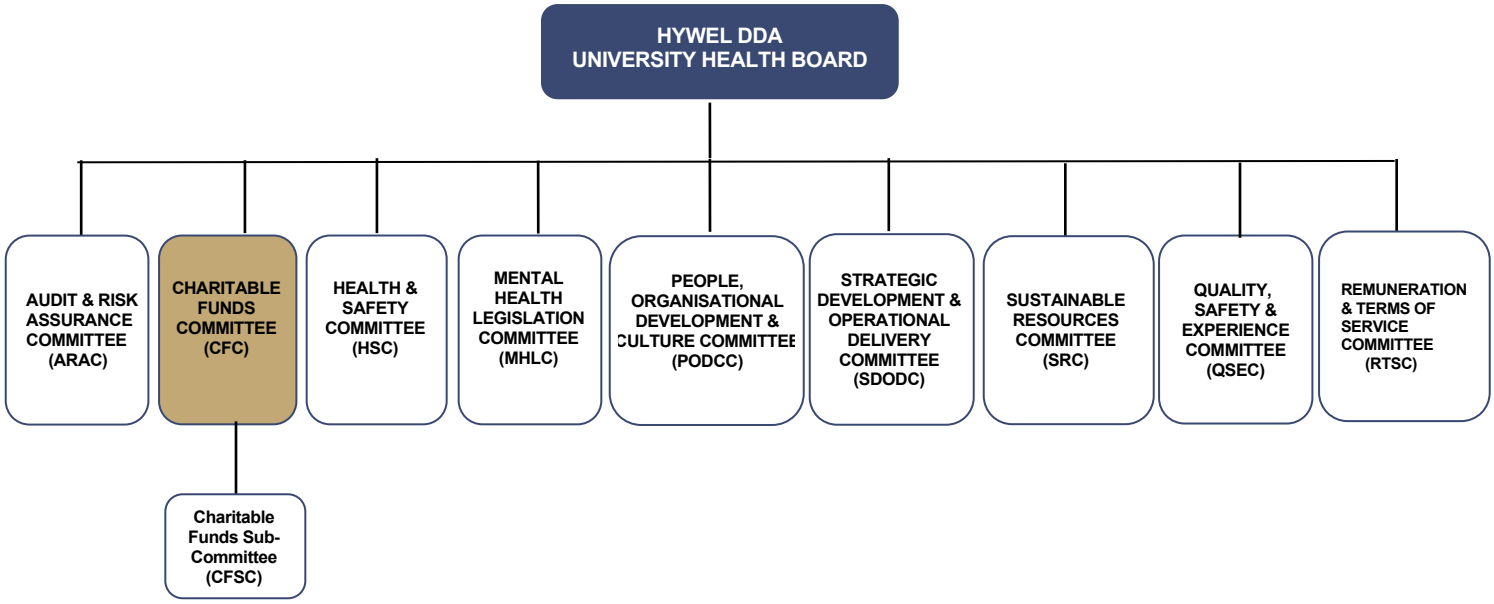
12. Review Date

12.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

Planning Objectives Aligned to Audit, Risk & Assurance Committee

P.O. Ref	Recovery Plan Section	Planning Objective	Executive Lead
3F	6	Develop a Board Assurance Framework to support the delivery of the Health Board strategic objectives over the 3 years from April 2021 supported by a clear, comprehensive and continuously updated Risk Register	Jo Wilson
3H	6	From April 2021 establish a process to gather and disseminate learning from the delivery of all Planning Objectives as part of the organisation's formal governance systems with equal importance placed on this as is placed on risk management and assurance. This learning will come from both within the organisation as it implements objectives and from our local population in their experience of the services delivered as a result of the objective being achieved	Jo Wilson

Bwrdd Iechyd Prifysgol Hywel Dda University Health Board



CHARITABLE FUNDS COMMITTEE

TERMS OF REFERENCE

Version	Issued To	Date	Comments
V0.1	Charitable Funds Committee	11.06.2012	Approved
V0.2	Hywel Dda Health Board (SO's)	27.09.2012	Approved
V0.3	Charitable Funds Committee	18.06.2013	Approved
V0.4	Charitable Funds Committee	03.09.2013	Approved
V0.5	Charitable Funds Committee	12.12.2013	Approved
V0.6	Charitable Funds Committee	09.10.2013	Approved
V0.7	Charitable Funds Committee	16.12.2014	Approved
V0.8	Charitable Funds Committee	10.03.2015	Approved
	Hywel Dda University Health Board	26.03.2015	Approved
V0.9	Charitable Funds Committee	29.06.2015	Approved
V0.10	Hywel Dda University Health Board	26.11.2015	Approved
V0.11	Charitable Funds Committee	29.11.2016	Approved
V0.12	Hywel Dda University Health Board	26.01.2017	Approved
V0.13	Charitable Funds Committee	15.06.2017	Approved

V0.14	Charitable Funds Committee	15.03.2018	Approved
V0.15	Hywel Dda University Health Board	29.03.2018	Approved
V0.16	Charitable Funds Committee	14.03.2019	Approved
V0.16	Hywel Dda University Health Board	30.05.2019	Approved
V0.17	Charitable Funds Committee	17.03.2020	Approved
V0.18	Hywel Dda University Health Board	26.03.2020	Approved
V0.19	Charitable Funds Committee	30.11.2020	Approved
V0.20	Hywel Dda University Health Board	28.01.2021	Approved
V0.21	Hywel Dda University Health Board	29.07.2021	For Approval

CHARITABLE FUNDS COMMITTEE

1. Introduction

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

1.2 In accordance with the Standing Orders (and the UHB's Scheme of Delegation), the Board has nominated a Committee to be known as the Charitable Funds Committee (the Committee). The detailed terms of reference and operating arrangements set by the Board in respect of this Committee are set out below.

1.3

2. Constitution

2.1 Hywel Dda University Local Health Board was appointed as corporate trustee of the charitable funds by virtue of Statutory Instrument 2009 No. 778 (W.66) and that its Board serves as its agent in the administration of the charitable funds held by the UHB.

2.2 The Committee has been established as a Committee of the Hywel Dda University Local Health Board (HDdUHB) and constituted from 22nd July 2010.

3. Purpose

The purpose of the Charitable Funds Committee is:

3.1 To make and monitor arrangements for the control and management of the Board's Charitable Funds, within the budget, priorities and spending criteria determined by the Board and consistent with the legislative framework.

3.2 To provide assurance to the Board in its role as corporate trustees of the charitable funds held and administered by the Health Board.

3.3 To receive an assurance on delivery against relevant Planning Objectives aligned to the Committee (see Appendix 1), in accordance with Board approved timescales, as set out in HDdUHB's Annual Plan.

3.4 To agree issues to be escalated to the Board with recommendations for action.

4. Key Responsibilities

The Charitable Funds Committee shall:

4.1 Within the budget, priorities and spending criteria determined by the UHB as trustee, and consistent with the requirements of the Charities Act 2011 (or any modification of these acts), to apply the charitable funds in accordance with its respective governing documents.

4.2 To devise, implement and approve appropriate procedures and policies to ensure that fundraising and accounting systems are robust, donations are received and coded as instructed and that all expenditure is reasonable, clinically and ethically appropriate.

4.3 To ensure that the UHB policies and procedures for charitable funds investments are followed.

4.4 In addition, to make decisions involving the sound investment of charitable funds in a way that both preserves their value and produces a proper return consistent with prudent investment and ensuring compliance with:
4.4.1 Trustee Act 2000
4.4.2 The Charities Act 2011
4.4.3 Terms of the fund's governing documents

4.5 To receive at least twice a year reports for ratification from the Executive Director of Finance, and investment decisions and action taken through delegated powers upon the advice of the UHB's investment adviser.

4.6 To oversee and monitor the functions performed by the Executive Director of Finance as defined in the UHB's Standing Financial Instructions.

4.7 To monitor the progress of Charitable Appeal Funds where these are in place and considered to be material.

4.8 Seek assurance on delivery against Planning Objectives aligned to the Committee, considering and scrutinising the programmes and processes that are developed and implemented, supporting and endorsing these as appropriate (PO 2E).

4.9 To monitor and review the UHB's scheme of delegation for Charitable Funds expenditure and to set and reflect in Financial Procedures the approved delegated limits for expenditure from Charitable Funds.

4.10 Overseeing the day to day management of the investments of the charitable funds in accordance with the investment strategy set down from time to time by the Trustees, and in accordance with the requirements of the UHB's Standing Financial Instructions.

4.11 The appointment of an Investment Manager (where appropriate) to advise it on investment matters and the delegation of day-to-day management of some or all of the investments to that Investment Manager. The Investment Manager, if appointed, must actively manage the charitable fund on behalf of Trustees. In exercising this power, the Committee must ensure that:

- 4.11.1 The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it;
- 4.11.2 There are in place adequate internal controls and procedures which will ensure that the power is being exercised properly and prudently;
- 4.11.3 The performance of the person or persons exercising the delegated power is regularly reviewed;
- 4.11.4 Where an investment manager is appointed, that the person is regulated under the Financial Services Act 1986;
- 4.11.5 Acquisitions or disposal of a material nature outside the terms of agreement must always have written authority of the Committee or the Chair of the Committee in conjunction with the Executive Director of Finance.

4.12 Ensuring that the banking arrangements for the charitable funds should be kept entirely distinct from the UHB's NHS funds.

4.13 Ensuring that arrangements are in place to maintain current account balances at minimum operational levels consistent with meeting expenditure obligations, the balance of funds being invested in interest bearing deposit accounts.

4.14 The amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments.

4.15 The operation of an investment pool when this is considered appropriate to the charity in accordance with charity law and the directions and guidance of the Charity Commission. The Committee shall propose the basis to the UHB Board for applying accrued income to individual funds in line with charity law and Charity Commission guidance.

4.16 Obtaining appropriate professional advice to support its investment activities.

4.17 Regularly reviewing investments to see if other opportunities or investment services offer a better return.

4.18 Reviewing alternative sources of funding to donations and legacies which could provide the Committee with additional leverage and access to additional funds.

4.19 By giving reasonable notice, require the attendance of any of the officers or employees and auditors of the Board at any meeting.

4.20 The following thresholds are approved in the Charitable Funds Procedure:
"Expenditure less than £10,000 shall only need approval by the nominated fund manager. All expenditure in excess of £10,000 and up to £50,000 will require the approval of the Charitable Funds Sub-Committee. Expenditure in excess of £50,000 will require the approval of the Charitable Funds Committee. Expenditure over £100,000 will require the approval of the Corporate Trustee".

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4.21 In addition, further clarification is provided in the associated guidance to budget holders as follows:
"Unusual or novel expenditure requests, and expenditure requests resulting in ongoing charitable fund commitment, or revenue resource commitment, will need prior Charitable Funds Committee approval prior to purchase, regardless of value. If this is deemed to be necessary [by senior finance staff], the authorised signatory will be advised."

4.22 It also states that the following expenditure types require Committee approval:
- *"Research & development expenditure"*
- *"Pay expenditure"*
- *"Training including conferences/seminars etc. requiring attendance of participants outside the UK"*

Therefore, items requiring urgent Chair's Action will generally be expenditure on equipment greater than £50,000 value, or anything that falls under the criteria above. All expenditure requests made via Chair's Actions will be considered on a case by case basis, as an exception rather than the rule. The presumption will be that other than equipment (in excess of £50,000) and smaller research projects (up to £25,000), items can be deferred to the next meeting.

4.23 The Chair's decision on which items can be approved outside of the Committee will be final and all items approved outside of the full Committee will be reported to the next Committee meeting for ratification.

4.24 The Committee will seek assurance on the management of principal risks within the Board Assurance Framework and Corporate Risk Register allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern e.g. where risk tolerance is exceeded, lack of timely action, etc.

4.25 Recommend acceptance of risks that cannot be brought within the UHBs risk appetite/tolerance to the Board through the Committee Update Report.

5. Membership

5.1 The membership of the Committee, acting as representatives of the Corporate Trustee, shall comprise of the following:

Member
Independent Member (Chair)
Independent Member (Vice-Chair)
3 x Independent Members
Chief Executive
Executive Director of Finance
Director of Nursing, Quality and Patient Experience (Lead Director for Hywel Dda Health Charities)

The following should attend Committee meetings:

In Attendance
Assistant Director of Finance (Finance Systems and Statutory Reporting)
Senior Finance Business Partner (Accounting & Statutory and Reporting)
Deputy Director of Operations
Head of Hywel Dda Health Charities
Staff Side Representative

5.2 A standing invitation is extended for a representative of the Hywel Dda Community Health Council to attend in an observer capacity.

5.3 Membership of the Committee will be reviewed on an annual basis.

6. Quorum and Attendance

6.1 A quorum shall consist of no less than four of the membership and must include as a minimum the Chair or Vice Chair of the Committee, and one other Independent Member, as well as the Executive Director of Finance and the Lead for Hywel Dda Health Charities (or their suitably briefed deputies).

6.2 The membership of the Committee shall be determined by the Board of the Corporate Trustee (HDdUHB), based on the recommendation of the UHB 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.

6.3 Any senior officer of the UHB or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting to assist with discussions on a particular matter.

6.4 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.

6.5 The Chair of the UHB reserves the right to attend any of the Committee's meetings as an ex officio member.

6.6 Should any officer member be unavailable to attend, they may nominate a deputy with full voting rights to attend in their place, subject to the agreement of the Chair.

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

6.8 The Committee will invite External Audit to attend once a year to provide the Committee with assurance on processes and end of year accounts.

6.9 The Committee may also extend the membership to include independent members outside of the Board (e.g. a nomination from Stakeholder Reference Group).

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

6.11 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

7. Delegated Powers and Duties of the Director of Finance

7.1 The Director of Finance has prime financial responsibility for the UHB's Charitable Funds as defined in the UHB's Standing Financial Instructions. The specific powers, duties and responsibilities delegated to the Director of Finance are:

7.1.1 Administration of all existing charitable funds.

7.1.2 To identify any new charity that may be created (of which the UHB is trustee) and to deal with any legal steps that may be required to formalise the trusts of any such charity.

7.1.3 To provide guidelines with respect to donations, legacies and bequests, fundraising and trading income.

7.1.4 Responsibility for the management of investment of funds held on trust.

7.1.5 To ensure appropriate banking services are available to the UHB.

7.1.6 To prepare reports to the UHB Board including the Annual Report and Accounts.

8. Agenda and Papers

8.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice-Chair, the Lead Director for Hywel Dda Health Charities and the Executive Director of Finance or their nominated deputies) at least **six** weeks before the meeting date.

8.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meeting, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.

8.3 All papers must be approved by the Lead/relevant Director.

8.4 The agenda and papers for meetings will be distributed **seven** days in advance of the meeting, electronically.

8.5 The minutes and action log will be circulated to members within **ten** days to check their accuracy.

8.6 Members must forward amendments to the Committee Secretary within the next **seven** days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

9. In Committee

9.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

10. Frequency of Meetings

10.1 The Committee will meet no less than quarterly and shall agree an annual schedule of meetings. Additional meetings will be arranged as determined by the Chair of the Committee, in discussion with the Lead Director.

10.2 The Chair of the Committee, in discussion with the Committee Secretary, shall determine the time and the place of meetings of the Committee and procedures of such meetings.

11. Accountability, Responsibility and Authority

11.1 Although, as set out within these terms of reference, the Board has delegated authority to the Committee for the exercise of certain functions, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens, through the effective governance of the organisation.

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

11.3 The Committee shall embed the UHB's vision, corporate standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.

11.4 The requirements for the conduct of business as set out in the UHB's Standing Orders are equally applicable to the operation of the Committee.

12. Reporting

12.1 The Committee Chair shall agree arrangements with the UHB's Chair to report to the Board in their capacity as Trustees. This may include, where appropriate, a separate meeting with the Board.

12.3 The Committee, through its Chair and members, shall work closely with the Board's other Committees, including joint/sub-committees and groups, to provide advice and assurance to the UHB through the:

12.3.1 joint planning and co-ordination of Board and Committee business;

12.3.2 sharing of information.

12.4 In doing so, the Committee shall contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

12.5 The Committee may establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business. The Committee will receive an update following each sub-committee or task and finish group meeting detailing the business undertaken on its behalf.

12.6 The Committee shall establish the Charitable Funds Operations Sub-Committee to ensure that the UHB's policies and procedures are followed in relation to specialist designated and restricted funds.

12.7 The Committee Chair, supported by the Committee Secretary, shall:

12.7.1 Report formally, regularly and on a timely basis to the Board on the Committee's activities in their capacity as trustees. This includes the submission of a written Committee update report as well as the presentation of an annual report and accounts prior to submission to the Charity Commission.

12.7.2 Bring to the Board's specific attention any significant matter under consideration by the Committee.

12.7.3 Ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive or Chairs of other relevant Committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the UHB.

12.8 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub-committees established.

13. Secretarial Support

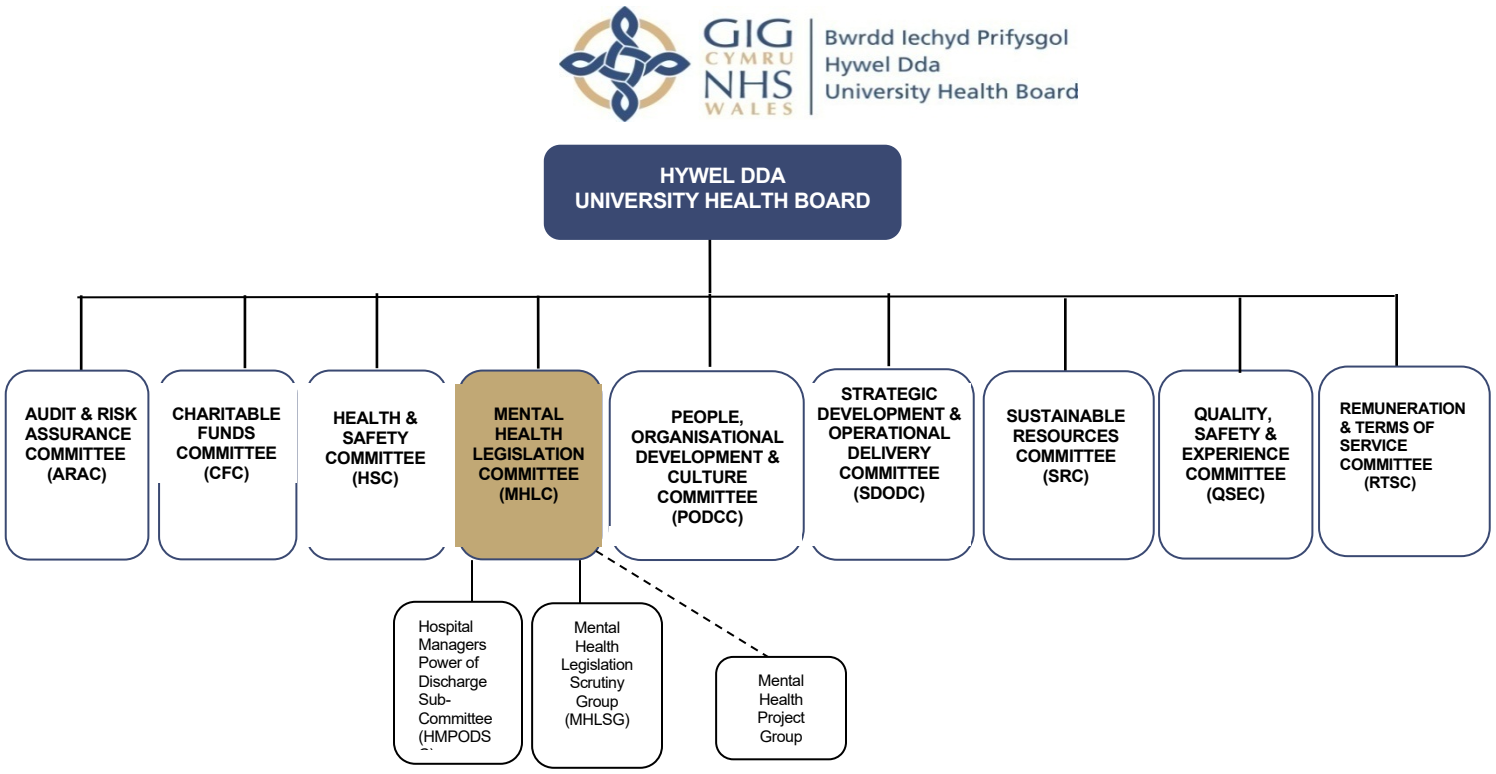
13.1 The Committee Secretary shall be determined by the Board Secretary.

14. Review Date

14.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

Planning Objectives Aligned to Charitable Funds Committee

P.O. Ref	Recovery Plan Section	Planning Objective	Executive Lead
2E	1	From April 2021 develop a programme of activities which promote awareness of the Health Board's official charity and the opportunities available to raise and use funds to make a positive difference to the health, wellbeing and experience of patients, service users and staff across Hywel Dda University Health Board. Develop clear processes for evidencing the impact of our charitable expenditure on our patients, service users and staff fundraising activities and expenditure on our staff, the patients and the public with the aim of increasing our income and expenditure levels on an annual basis.	Mandy Rayani



MENTAL HEALTH LEGISLATION COMMITTEE

TERMS OF REFERENCE

Version	Issued To	Date	Comments
V0.1	Hywel Dda Health Board	27.09.2012	Approved
V0.2	Mental Health Act Monitoring Committee	27.11.2012	Membership amended
	Hywel Dda University Health Board	22.06.2014	In Standing Orders
V0.3	Mental Health Legislation Assurance Committee	10.09.2014	Approved
	Hywel Dda University Health Board	26.11.2015	Approved
V0.4	Mental Health Legislation Assurance Committee	10.03.2016	Approved
V0.5	Mental Health Legislation Assurance Committee	07.12. 2017	Amendments
V0.6	Mental Health Legislation Assurance Committee	08.03.2018	Amendments
V0.7	Mental Health Legislation Assurance Committee	17.09.2019	Amendments
V0.8	Mental Health Legislation Assurance Committee	01.09.2020	Amendments
V.09	Mental Health Legislation Assurance Committee	02.03.2021	Approved
	Hywel Dda University Health Board	25.03.2021	Approved

V.10	Hywel Dda University Health Board	29.07.2021	For Approval

MENTAL HEALTH LEGISLATION COMMITTEE

1. Constitution

1.1 The Mental Health Legislation Committee (the Committee) has been established as a Committee of Hywel Dda University Health Board (HDdUHB) and constituted from 1st June 2015 to assure the Board that those functions of the Mental Health Act 1983, as amended, which have been delegated to officers and staff are being carried out correctly; and that the wider operation of the 1983 Act in relation to the UHB's area is operating properly.

2. Purpose

The purpose of the Mental Health Legislation Committee is to assure the Board on the following:

2.1 Those functions of the Mental Health Act 1983, as amended, which have been delegated to officers and staff are being carried out correctly; and that the wider operation of the 1983 Act in relation to the UHB's area is operating properly;

2.2 The provisions of the Mental Health (Wales) Measure 2010 are implemented and exercised reasonably, fairly and lawfully;

2.3 The UHB's responsibilities as Hospital Managers are being discharged effectively and lawfully;

2.4 The UHB is compliant with Mental Health Act, 1983 Code of Practice for Wales;

2.5 The Committee will also advise the Board of any areas of concern in relation to compliance with mental health legislation and agree issues to be escalated to the Board with recommendations for action.

3. Key Responsibilities

In respect of its provision of advice to the Board, the Mental Health Legislation Committee shall:

3.1 Review reports from Healthcare Inspectorate Wales visits, the Delivery Unit and other external scrutiny bodies and approve the action plans for monitoring through its sub-committee structure;

3.2 Review the Mental Health & Learning Disabilities Risk Register bi-annually to ensure that risks relating to compliance with mental health legislation are being appropriately managed by Mental Health Legislation Scrutiny Group;

3.3 Receive Mental Health Legislation Scrutiny Group Update Report and Minutes from previous meeting;

3.4 Consider issues arising from its Sub-Committee and Group structure;

3.5 Receive the Hywel Dda Mental Health Partnership Board Annual Report and consider issues in relation to the implementation of the Mental Health Strategy across the Hywel Dda area;

3.6 Receive update reports from the Mental Health Programme Group on improvement programmes for high quality, safe and sustainable mental health services which are consistent with the Board's overall strategic direction.

3.7 Receive Hospital Manager's Power of Discharge Committee Update Report & Minutes from previous meeting. This report should ensure compliance with the Code of Practice.

In respect of its provision of assurance to the Board, the Mental Health Legislation Committee will seek assurances that:

3.8 The operation of mental health legislation is exercised fairly and lawfully and that specific issues related to compliance are managed through its Sub-Committee and Group structure;

3.9 The wider operation of the 1983 Act (the Board's delegated functions as Hospital Managers) are being exercised reasonably, fairly and lawfully and that specific issues related to compliance are managed through its Sub-Committee and Group structure;

3.10 Identified matters of risk relating to compliance with mental health legislation are being appropriately mitigated;

3.11 Arrangements for the delegated authority of approval for Approved Clinicians and Section 12 Doctors in Wales are compliant with the Directions and Guidance from Welsh Government, and are monitored through the Mental Health Legislation Scrutiny Group;

3.12 Policies and procedures are developed and approved in line with the organisation's Written Control Document Policy, through the Mental Health Legislation Scrutiny Group;

3.13 The training requirements of those staff who exercise the functions of mental health legislation have the requisite skills and competencies to discharge the Board's responsibilities, through the Mental Health Legislation Scrutiny Group;

3.14 Ensure that relevant legislation, in particular, the Human Rights Act 1998, the Equality Act 2010, and the Data Protection Act 1998, are adhered to.

4. Membership

4.1 Formal membership of the Committee shall comprise of the following:

Member
Independent Member with responsibility for Mental Health (Board Vice-Chair) (Chair)
Independent Member (Vice Chair)
3 X Independent Members

4.2 The following should attend Committee meetings:

In Attendance
Director of Operations (Lead Director)
Director of Mental Health & Learning Disabilities Services (Lead Officer)
Associate Medical Director for Mental Health Services
Head of Nursing Mental Health & Learning Disabilities
Head of Older Adult and Learning Disability Services
Mental Health Act Administration Lead
Chair of Mental Health Legislation Scrutiny Group
Nominated representative from Dyfed/Powys Police
Nominated representative from Welsh Ambulance Services NHS Trust
Nominated representative from Carmarthenshire County Council
Nominated representative from Ceredigion County Council
Nominated representative from Pembrokeshire County Council
Nominated representative from West Wales Action for Mental Health (WWAMH)
2 x Nominated Service Users: patient representative and carer representative
Nominated representative from Primary Care: GP Lead
Nominated representative from Hywel Dda Community Health Council (not counted for quoracy purposes)
Nominated representative from Advocacy Network

4.3 The Vice-Chair of the University Health Board (UHB) shall undertake the role of Chair of the Mental Health Legislation Committee given their specific responsibility for overseeing the Board's performance in relation to mental health services.

4.4 Terms and conditions of appointment (including any remuneration and reimbursement) in respect of independent external members and service users will be determined by the Board.

4.5 Membership of the Committee will be reviewed on an annual basis.

5. Quorum and Attendance

5.1 A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee and one other Independent Member, together with a third of the In Attendance Members.

5.2 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB 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.

5.3 Any senior officer of the UHB or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting to assist with discussions on a particular matter.

5.4 The Committee may also co-opt additional independent 'external' experts from outside the organisation to provide specialist skills.

5.5 Should any officer member be unavailable to attend, they may nominate a deputy with full voting rights to attend in their place, subject to the agreement of the Chair.

5.6 The Chair of the UHB reserves the right to attend any of the Committee's meetings as an ex officio member.

5.7 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Mental Health Legislation Committee.

5.8 The Committee can arrange to meet with Internal Audit and External Audit (and, as appropriate, nominated representatives of Healthcare Inspectorate Wales), without the presence of officers, as required.

5.9 The Chair of the Mental Health Legislation Committee shall have reasonable access to Executive Directors and other relevant senior staff.

5.10 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. Agenda and Papers

6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice-Chair and Lead Director/Lead Officer at least **six** weeks before the meeting date.

6.2 The agenda will be based around the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.

6.3 All papers must be approved by the Lead Officer.

6.4 The agenda and papers will be distributed **seven** days in advance of the meeting.

6.5 The minutes and action log will be circulated to members within **ten** days to check the accuracy.

6.6 Members must forward amendments to the Committee Secretary within the next **seven** days. The Committee Secretary will then forward the final version to the Committee Chair for approval.

7. In Committee

7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8. Frequency of Meetings

8.1 The Committee will meet quarterly and shall agree an annual schedule of meetings. Any additional meetings will be arranged as determined by the Chair of the Committee in discussion with the Lead Executive.

8.2 The Chair of the Committee, in discussion with the Committee Secretary, shall determine the time and the place of meetings of the Committee and procedures of such meetings.

9. Accountability, Responsibility and Authority

9.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out within these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

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

9.3 The Committee shall embed the UHB's vision, corporate standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.

9.4 The requirements for the conduct of business as set out in the UHB's Standing Orders are equally applicable to the operation of the Committee.

10. Reporting

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

10.1.1 joint planning and co-ordination of Board and Committee business;

10.1.2 sharing of information.

10.2 In doing so, the Committee shall contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

10.3 The Committee may establish Sub-Committees or Groups to carry out on its behalf specific aspects of Committee business. The Committee will receive an update following each Sub-Committee or Group meeting detailing the business undertaken on its behalf. The Sub-Committee reporting to this Committee is:

10.3.1 Hospital Managers Power of Discharge Sub-Committee

10.3.2 Mental Health Legislation Scrutiny Group

10.4 The Committee Chair, supported by the Committee Secretary, shall:

10.4.1 Report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes the submission of a Committee update paper, as well as the presentation of an annual report within six weeks of the end of the financial year.

10.4.2 Bring to the Board's specific attention any significant matter under consideration by the Committee.

10.4.3 Ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive or Chairs of other relevant Committees, of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the UHB.

10.5 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self assessment and evaluation of the Committee's performance and operation, including that of any sub-committees established.

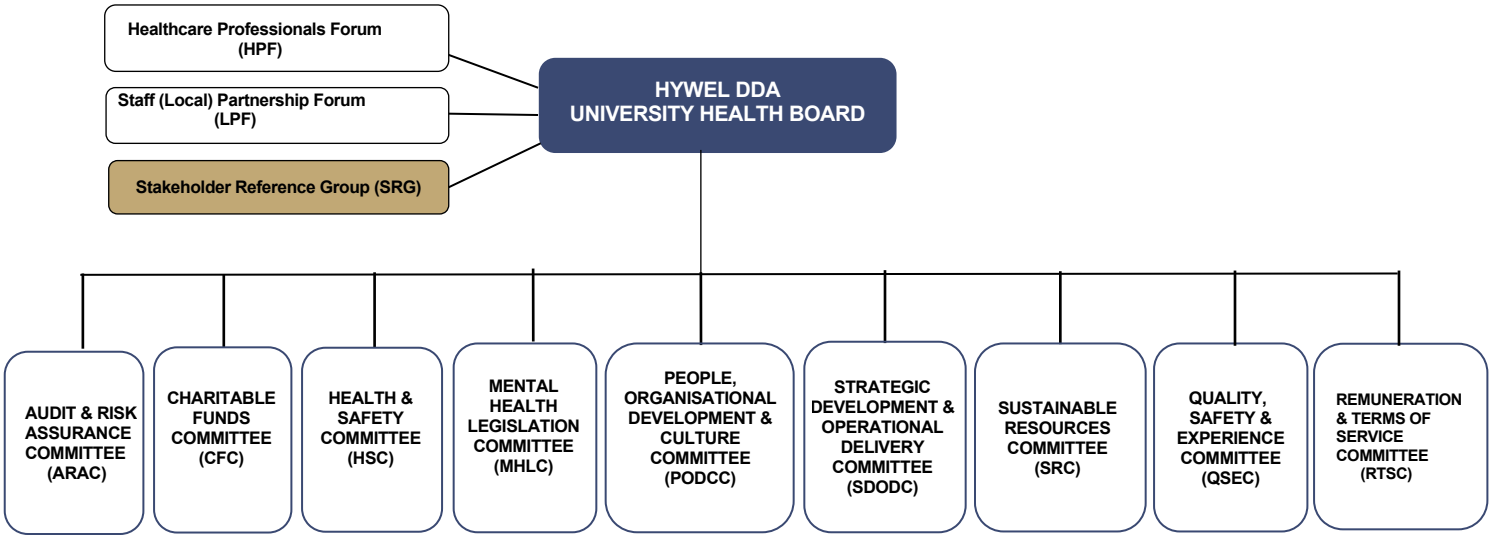
11. Secretarial Support

11.1 The Committee Secretary shall be determined by the Lead Director (Director of Operations) and will be supported by the Lead Officer (Director of Mental Health and Learning Disabilities).

12. Review Date

12.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

Bwrdd Iechyd Prifysgol
Hywel Dda
University Health Board



STAKEHOLDER REFERENCE GROUP

TERMS OF REFERENCE

Version	Issued to:	Date	Comments
V0.1	**Hywel Dda University Health Board**	25.03.2010	Approved
V0.2	**SRG**	08.06.2010	Approved
V0.2	**Board (Standing Orders)**	22.07.2010	Approved
V0.3	**SRG**	14.01.2011	Approved
V0.3	**SRG**	29.03.2011	Approved
V0.4	**SRG**	20.09.2011	Approved
V0.5	**SRG**	17.07.2012	Approved
V0.5	**Board (Standing Orders)**	27.09.2012	Approved
V0.6	**SRG**	22.01.2013	Approved
V0.6	**Board (Standing Orders)**	26.09.2013	Approved
V0.7	**SRG**	27.01.2014	Approved
V.08	**SRG**	15.10.2015	Approved
V.09	**SRG**	12.01.2017	Approved
V.09	**Hywel Dda University Health Board**	26.01.2017	Approved
V10	**SRG**	05.02.2018	Approved
V.10	**Hywel Dda University Health Board**	28.03.2019	Approved
V.11	**Hywel Dda University Health Board**	26.09.2019	Approved
V.12	**SRG**	16.04.2021	Approved

V.12	**Hywel Dda University Health Board**	27.05.2021	Approved
V.13	**Hywel Dda University Health Board**	29.07.2021	For Approval

STAKEHOLDER REFERENCE GROUP

1. Constitution

1.1 The Stakeholder Reference Group (SRG) has been established as an Advisory Group of the Hywel Dda University Health Board (HDdUHB) and was constituted from 1st June 2010.

2. Principal Duties

2.1 The purpose of the SRG is to provide:

2.1.1 Early engagement and involvement in the determination of the UHB's overall strategic direction;

2.1.2 Advice to the UHB on specific service improvement proposals prior to formal consultation; as well as

2.1.3 Feedback to the UHB on the impact of the UHB's operations on the communities it serves.

2.1.4 The SRG has responsibilities under the Equalities Act 2010.

3. Operational Responsibilities

3.1 The SRG will, in respect of its provision of advice to the Board:

3.1.1 Provide a forum to facilitate full engagement and activate debate amongst stakeholders from across the communities served by the UHB, with the aim of reaching and presenting, wherever possible, a cohesive and balanced stakeholder perspective to inform the UHB's decision-making. NB. Even when the SRG is unable to reach a consensus, it has an important role as a forum through which to draw the UHB's attention to the full range of views.

3.1.2 The SRG shall represent those stakeholders who have an interest in, and whose own roles and activities may be impacted by the decisions of the UHB and vice-versa. The SRG's role is distinctive from that of CHCs, who have a statutory role in representing the interests of patients and the public within their geographic areas.

4. Membership

4.1 The membership of the Group shall comprise:

Chair Nominated from within the membership of the SRG by its members and approved by the Board

Vice Chair Nominated from within the membership of the SRG by its members and approved by the Board.

Members The membership is drawn from within the area served by the University Health Board (UHB), and ensures involvement from a range of bodies and groups operating within the communities serviced by the UHB. It is the role of SRG members to represent fairly and fully the interests and views of those bodies and groups.

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.

The membership of the SRG will also serve as the membership of the Reference Group to advise the West Wales Regional Partnership Board (RPB), especially on matters of integration and seamless health and social care.

The membership of the SRG is made up of representatives from the following sectors with the number of representatives in brackets ():

Sector/ Organisation

- Armed Forces Covenant Representative (1)
- Carer representation (3)
- Citizens Advice (1)
- Fire & Rescue Service (1)
- Hywel Dda Community Health Council (CHC) (1)
- HDdUHB Independent Board Member (1)
- HDdUHB Director representation (1)
- HDdUHB Public Health representation (1)
- Housing Associations (1)
- Independent Sector (1)
- Mental Health representation (1)
- Natural Resources Wales representation (1)
- Patient representation (3)
- Public Service Boards representation (3)

- Siarad Iechyd/ Talking Health Member (3)
- Third Sector (CAVO, CAVS & PAVS) (1)
- Town and Community Councils (3)
- West Wales Care Partnership/ Regional Partnership Board (1)
- Welsh Ambulance Services NHS Trust (WAST) (1)

Total (29)

Additional organisational representation may be co-opted as appropriate and will include:

- Office of the Police and Crime Commissioner
- Strategic Partnerships, Diversity and Inclusion
- Local Health Board County Directors
- Mental Health
- Planning
- Engagement
- Patient Experience
- Youth Forums
- Transformation

This membership will be reviewed by the Chair and Lead Director on an annual basis.

In attendance The UHB may determine that designated Board members or UHB staff should be in attendance at SRG meetings. The SRG's Chair may also request the attendance of Board members or UHB staff, subject to the agreement of the UHB Chair.

By invitation The SRG shall make arrangements to ensure designated CHC members receive the SRG's papers and are invited to attend SRG meetings. This linkage is key, and needs to be formalised through the Hywel Dda CHC Executive Committee.

4.2 **Member Appointments**

Appointments to the SRG shall be made by the Board, based upon nominations received from stakeholder bodies/ groups. 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 are operating within the area and may represent the interests of these stakeholders on the SRG.

The nomination and appointment process shall be open and transparent, and in accordance with any specific requirements or directions made by Welsh Government. The appointments process shall be designed in a manner that meets

the communication and involvement needs of all stakeholders eligible for appointment.

Members shall be appointed for a period specified by the Board, but for no longer than three (3) years in any one term. Those members can be reappointed but may not serve a total period of more than five (5) years consecutively. The Board may, where it considers it appropriate, co-opt members to the SRG on an interim or short-term basis to fulfil a particular purpose or need.

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 Welsh Government. The nomination shall be subject to consideration by the UHB, 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.

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.

The ***Vice Chair*** shall be nominated from within the membership of the SRG, by its members, following the same process as that adopted for the Chair, subject to the condition that they be appointed from a different sector/ organisation from that of the Chair. In the SRG Chair's absence, the Vice Chair shall also perform the role of Associate Member on the LHB Board.

The Vice Chair's term of office will be as described for the Chair.

4.3 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 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.

4.4 The UHB will require SRG members to confirm in writing their continued eligibility on an annual basis.

4.5 The membership of the Group shall be determined by the Board, based on the recommendation of the UHB Chair, and subject to any specific requirements or directions made by Welsh Government**.**

5. Quorum and Attendance

5.1 A quorum shall consist of no less than one third of the membership and must include the Chair or Vice Chair of the Group. If a meeting is not quorate, any decisions made must be ratified at the next quorate meeting of the SRG.

6. Agenda and Papers

6.1 The Group's secretary is to hold an agenda-setting meeting with the Chair and the Lead Director at least **six weeks** before the meeting date.

6.2 The agenda will be based around the Group's work plan, matters arising and requests from SRG members. Following approval, the agenda and timetable for papers will be circulated to all Group members.

6.3 All papers must be approved by the relevant Director.

6.4 The agenda and papers for meetings will be distributed **seven days** in advance of the meeting.

6.5 The minutes and action log will be circulated to members within **seven days** to check the accuracy. The minutes must be an accurate record of the meeting which capture the discussions that take place.

6.6 Members must forward amendments to the Group's secretary within the next **ten days.** The Group's secretary will then forward the final version to the SRG Chair for approval.

7. Management of Meetings

7.1 The Group will meet quarterly and will agree an annual schedule of meetings consistent with the UHB's annual plan of Board business. Additional meetings will be arranged as determined by the Chair of the SRG in discussion with the Lead Director.

7.2 The Chair of the Group, in discussion with the Group's secretary, shall determine the time and the place of meetings of the Group and procedures of such meetings.

7.3 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.

8. Authority

8.1 The SRG may offer advice to the UHB through the following mechanisms:

8.1.1 at Board meetings, through the SRG Chair's participation as an Associate Member;

8.1.2 in written advice; and

8.1.3 in any other form specified by the Board.

9. Reporting and Assurance Arrangements

9.1 The SRG Chair is responsible for the effective operation of the SRG:

9.1.1 Chairing Group meetings;

9.1.2 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

9.1.3 Developing positive and professional relationships amongst the Group's membership and between the Group and the UHB's Board and its Chair and Chief Executive.

9.2 The Chair shall work in close harmony with the Chairs of the UHB'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.

9.3 The Chair of the SRG will be appointed as an Associate Member of the UHB Board. The Chair is accountable for the conduct of their role as Associate Member on the Hywel Dda University Health Board to the Minister, through the UHB Chair. They are also accountable to the Hywel Dda University Health Board for the conduct of business in accordance with the governance and operating framework set by the UHB.

9.4 The Group's Chair shall:

9.4.1 Report formally, regularly and on a timely basis to the Board on the Group's activities. This includes written updates on activity after each meeting and the presentation of an annual report reviewing the Group's activity and effectiveness against the ToRs within 6 weeks of the end of the financial year;

9.4.2 Bring to the Board's specific attention any significant matters under consideration by the Group.

9.5 The requirements for the conduct of business as set out in the UHB's Standing Orders are equally applicable to the operation of the Group.

10. Relationship Accountabilities with the Board and Other Committees of the Board

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

10.2 The Board should determine the arrangements for any joint meetings between the UHB and the SRG.

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

11. Secretarial Support

11.1 The Board Secretary will ensure that the SRG is properly equipped to carry out its role by:

11.1.1 Ensuring the provision of governance advice and support to the SRG Chair on the conduct of its business and its relationship with the UHB and others;

11.1.2 Ensuring that the SRG receives the information it needs on a timely basis;

11.1.3 Ensuring strong links to communities/ groups;

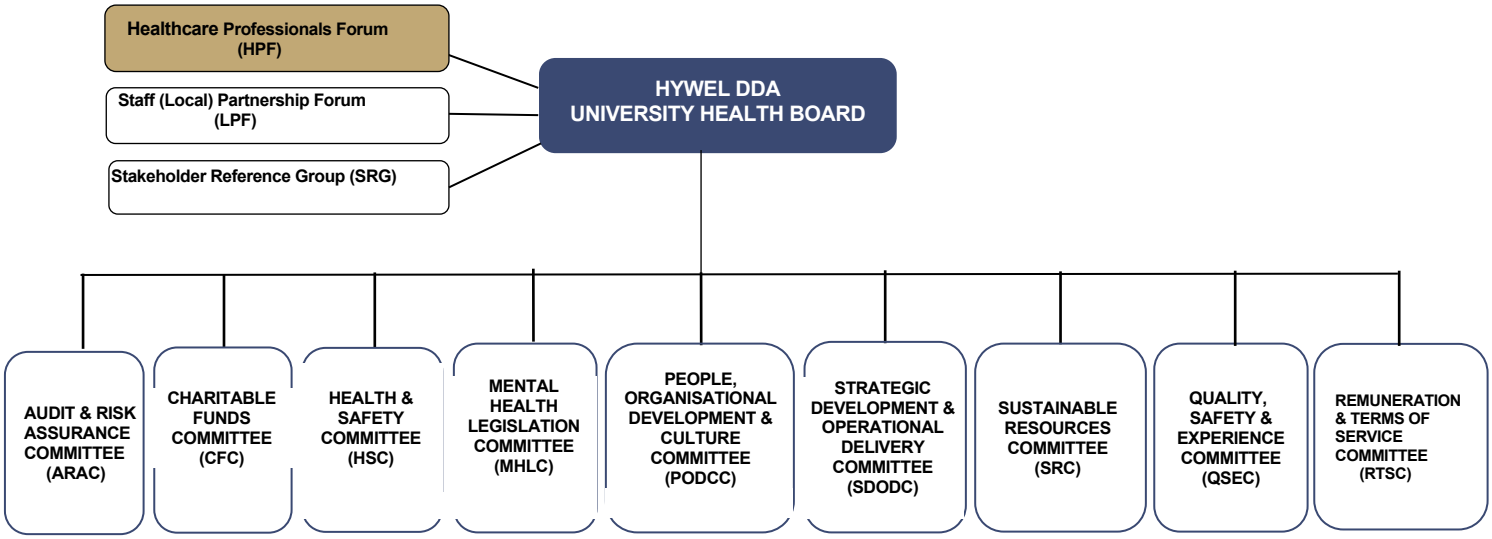
11.1.4 Facilitating effective reporting to the Board;

11.1.5 Enabling the Board to gain assurance that the conduct of business within the SRG accords with the governance and operating framework it has set.

11.2 The Group's secretary shall be determined by the Board Secretary.

12. Review Date

12.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Group for approval by the Board.



TERMS OF REFERENCE

HEALTHCARE PROFESSIONALS FORUM

Version	Issued to:	Date	Comments
V0.1	**Board**	25/03/10	Approved
V0.1	**Board (SO's)**	22/07/10	Approved
V0.2	**HPF**	23/12/11	Approved
V0.3	**HPF**	11/03/11	Approved
V0.4	**HPF**	31/10/11	Approved
V0.5	**HPF**	24/01/11	Approved
V0.6	**HPF**	05/03/12	Approved
V0.6	**LHB Board**	27/09/12	Approved
V0.7	**HPF**	20/08/13	Approved
V0.8	**Board (SO's)**	22/05/14	Approved
V0.9	**Board (SO's)**	26/11/15	Approved
V0.10	**HPF**	19/06/17	Approved
V0.10	**HPF**	08/03/18	Approved

V0.10	**Hywel Dda University Health Board**	29/03/18	Approved
V0.11	**HPF**	09/04/2019	Approved
V0.11	**Hywel Dda University Health Board**	30/05/2019	Approved
V0.12	**Hywel Dda University Health Board**	29.07.2021	For Approval

HEALTHCARE PROFESSIONALS FORUM

1. Constitution

1.1 The Healthcare Professionals Forum (HPF) has been established as an Advisory Group of the Hywel Dda University Local Health Board (the Health Board) and was constituted from December 2010.

2. Membership

2.1 The membership of the Forum shall comprise:

Chair nominated from within the membership of the Forum by its members and approved by the Minister

Vice Chair nominated from within the membership of the Forum by its members and approved by the Board.

Members the membership of the Forum 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 forum shall therefore comprise the following eleven (11) members:

<u>Welsh Medical Committee</u>
1. Primary and Community Care Medical representative
2. Mental Health Medical representative
3. Specialist and Tertiary Care Medical representative

<u>Welsh Nursing and Midwifery Committee</u>
4. Community Nursing and Midwifery representative
5. Hospital Nursing and Midwifery representative

<u>Welsh Therapies Advisory Committee</u>
6. Therapies representative

<u>Welsh Scientific Advisory Committee</u>
7. Scientific representative

<u>Welsh Optometric Committee</u>
8. Optometry representative

Welsh Dental Committee
9. Dental representative

Welsh Pharmaceutical Committee
10. Hospital Pharmacists representative
11. Community Pharmacists representative

2.2 **In attendance**

2.2.1 The Medical Director/Director of Clinical Strategy will be the Executive Lead and sponsor for the HPF. A minimum of one Director will attend all formal meetings.

2.2.2 The University Health Board (UHB) may nominate designated Board members or UHB staff be in attendance at Forum meetings. The Forum's Chair may also request the attendance of Board members or UHB staff, subject to the agreement of the UHB Chair. The following has been designated as an In Attendance member:

- Advanced Paramedic Practitioner representative

2.2.3 The University Health Board Chair and Chief Executive reserve the right to attend formal meetings.

2.3 **Member Appointments**

2.3.1 Appointments to the Forum shall be made by the Board, based upon nominations received from the relevant professional group, and in accordance with any specific requirements or directions made by the Welsh Government.

2.3.2 Members shall be appointed for a period of between 3 to 4 years in any one term. Those members can be reappointed but may not serve a total period of more than 8 years consecutively.

2.3.3 The *Chair* will be nominated from within the membership of the Forum, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Government. The nomination will be subject to consideration by the HB, 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.

2.3.4 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 Forum. That individual may remain in office for the remainder of their term as a member of the Forum after

their term of appointment as Chair has ended.

2.3.5 The *Vice Chair* shall be nominated from within the membership of the Forum, by its members by the same process as that adopted for the Chair, subject to the condition that they be appointed from a different clinical discipline from that of the Chair.

2.3.6 The Vice Chair's term of office will be as described for the Chair.

2.3.7 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 Forum 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 Forum Chair will advise the Board in writing of any such cases immediately. The UHB will require Forum members to confirm in writing their continued eligibility on an annual basis.

2.3.8 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:

2.3.8.1 the absence was due to a reasonable cause; and
2.3.8.2 the member will be able to attend such meetings within such a period as the Board considers reasonable.

3. Quorum and Attendance

3.1 A quorum shall consist of at least half of the membership and must include the Chair or Vice Chair of the Committee.

4. Principal Duties

4.1 As an Advisory Group to Hywel Dda University Health Board, the purpose of the Healthcare Professionals Forum (hereafter referred to as "the Forum"), is to provide advice to the Board on all professional and clinical issues it considers appropriate. Its role does not include consideration of professional terms and conditions of service.

5. Operational Responsibilities

5.1 As an Advisory Group to the Board, the Forum's role is to:

5.1.1 provide a balanced, multi-disciplinary view of professional issues to advise the Board on local strategy and delivery;
5.1.2 facilitate engagement and debate amongst the wide range of clinical interests within the Health Board's area of activity, with the aim of reaching and presenting a cohesive and balanced professional perspective to inform the Health Board's decision making; and
5.1.3 link in with existing internal clinical engagement structures.

6. Agenda and Papers

6.1 The Forum Secretary is to hold an agenda setting meeting with the Chair, Vice Chair and the Lead Executive (the Medical Director/Director of Clinical Strategy) at least one month before the meeting date.

6.2 The agenda will be based around the Forum's work plan, matters arising and requests from Forum members. Following approval, the agenda and timetable for papers will be circulated to all Forum members.

6.3 All papers must be approved by the Chair.

6.4 The agenda and papers for meetings will be distributed eight days in advance of the meeting, whenever possible electronically. One hard copy will be maintained by the Secretary of the Forum.

6.5 The minutes and action log will be circulated to members within seven days to check the accuracy. The minutes must be an accurate record of the meeting which capture the discussions that take place.

6.6 Members must forward amendments to the Forum secretary within the next seven days. The Forum secretary will then forward the final version to the Forum Chair for approval.

7. Management of Meetings

7.1 The Forum will meet quarterly and shall agree a schedule of meetings at least 12 months in advance, consistent with the University Health Board's annual plan of Board Business. Additional meetings will be arranged as determined by the Chair of the Forum in discussion with the Lead Executive.

7.2 The Chair of the Forum, in discussion with the Forum Secretary shall determine the time and the place of meetings of the Forum and procedures of such meetings.

7.3 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.

7.4 Should it be necessary, components of the meeting will held in private or on an informal basis

8. Authority

8.1 The Health Board may specifically request advice and feedback from the Forum on any aspect of its business, and the Forum may also offer advice and feedback even if not specifically requested by the Health Board.

8.2 The Forum may provide advice to the Board:

8.2.1 at Board meetings, through the Forum Chair's participation as Associate Member;
8.2.2 in written advice; and
8.2.3 in any other form specified by the Board.

9. Reporting and Assurance Arrangements

9.1 The Chair is responsible for the effective operation of the Forum:

9.1.1 chairing meetings;
9.1.2 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
9.1.3 developing positive and professional relationships amongst the Forum's membership and between the Forum and Hywel Dda University Health Board, and in particular it's Chair, Chief Executive and Directors.

9.2 The Chair shall work in close harmony with the Chairs of Hywel Dda Health Board's other Advisory Groups, and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Forum in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

9.3 The Chair of the HPF will be appointed as an Associate Member of the Health Board on an ex officio basis. The Chair is accountable for the conduct of their role as Associate Member on the Hywel Dda University Health Board to the Minister, through the Health Board Chair. They are also accountable to Hywel Dda University Health Board for the conduct of business in accordance with the governance and operating framework set by the Health Board.

9.4 The Forum Chair shall:
9.4.1 report formally, regularly and on a timely basis to the Board on the Forum's activities. This includes written updates on activity after each meeting and the presentation of an annual report reviewing the Forum's activity and effectiveness against the ToRs within 6 weeks of the end of the financial year*;*
9.4.2 bring to the Board's specific attention any significant matters under consideration by the Forum;

9.5 All Forum members must:
9.5.1 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;
9.5.2 comply with their terms and conditions of appointment;
9.5.3 equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
9.5.4 promote the work of the HPF within the healthcare professional discipline they

represent.

9.6 Forum members are accountable through the HPF Chair to the UHB Board for their performance as Forum 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.

9.7 The requirements for the conduct of business as set out in the UHB's Standing Orders are equally applicable to the operation of the Forum.

10. Relationship Accountabilities with the Board and Other Committees of the Board

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

10.2 The Board should determine the arrangements for any joint meetings between the UHB Board and the Forum.

10.3 The Health Board's Chair should put in place arrangements to meet with the Forum Chair on a regular basis to discuss the Forum's activities and operation.

10.4 The Health Board 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:

- 10.4.1 where the Forum recommends that a matter should be presented to the Board by a particular professional grouping, e.g. due to the specialist nature of the issues concerned; or
- 10.4.2 where a professional group has demonstrated that the Forum has not afforded it due consideration in the determination of its advice to the Board on a particular issue, or
- 10.4.3 the Board may itself determine that it wishes to seek the views of a particular professional grouping on a specific matter.

10.5 The Medical Director/Director of Clinical Strategy, on behalf of the Chair, will ensure that the Forum is properly equipped to carry out its role by:

- 10.5.1 ensuring the provision of governance advice and support to the HPF Chair on the conduct of its business and its relationship with the UHB and others;
- 10.5.2 ensuring that the HPF receives the information it needs on a timely basis;
- 10.5.3 ensuring strong links to communities / groups;
- 10.5.4 facilitating effective reporting to the Board; and
- 10.5.5 enabling the Board to gain assurance that the conduct of business within the HPF accords with the governance and operating framework it has set.

11. Relationship with the National Joint Professional Advisory Committee

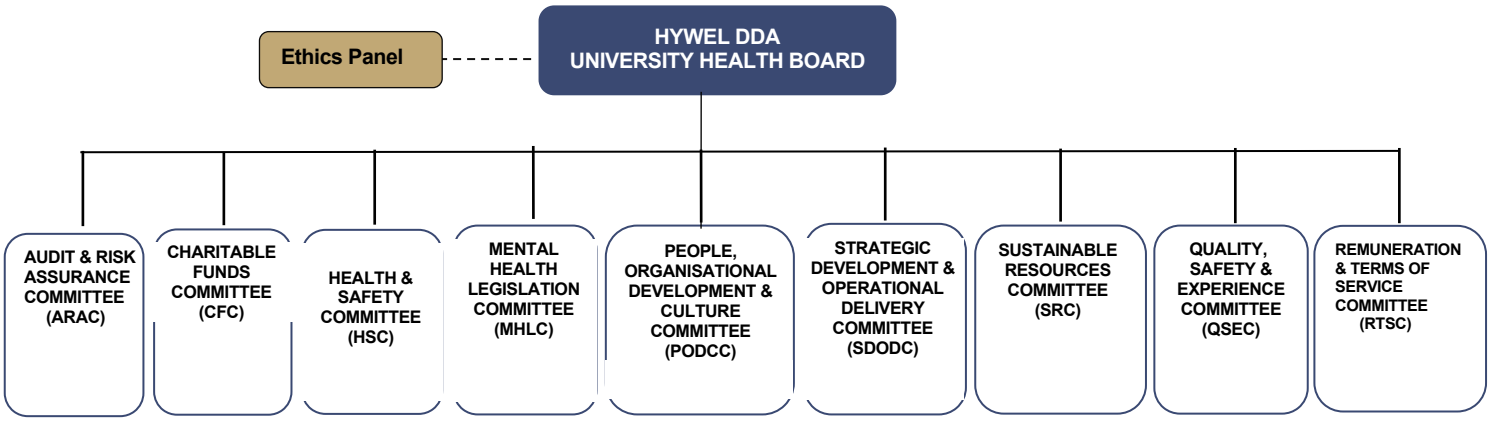
11.1 The Forum Chair will be a member of the National Joint Professional Advisory Committee.

12. Secretarial Support

12.1 The Forum Secretary shall be determined by the Medical Director/Director of Clinical Strategy.

13. Review Date

13.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Forum for approval by the Board.



TERMS OF REFERENCE

ETHICS PANEL

Version	Issued to:	Date	Comments
V0.1	Gold Strategic Group	30.03.2020	Approved in principle
V0.2	Hywel Dda University Health Board	29.07.2021	For Reference

ETHICS PANEL

1. Constitution

1.1 The Ethics Panel has been established initially in response to the COVID-19 pandemic, as a panel underpinning Gold Command Group and constituted from 1st April 2020.

1.2 The Ethics Panel will be included within the Health Board's formal governance arrangements.

2. Purpose

2.1 The purpose of the Ethics Panel is to provide:

2.1.1 Guidance to the Board, in respect of specific ethical dilemmas by:

- Providing analysis of ethically complex issues
- Identifying courses of action that are ethically problematic
- Offering reassurance where courses of action are ethically robust
- Facilitating exploration of possible solutions in discussion with the referring team

2.1.2 Support for the development of the Board's Policies & Guidelines, in line with the Health Board's Written Control Documentation process, by:

- Enabling individual members to participate constructively in developing and implementing them by providing continuing professional development in medical/clinical ethics
- Critically evaluating them where there are important ethical aspects to consider, during development and consultation phases

2.1.3 Response to consultation documents from outside bodies such as the Welsh Government and General Medical Council, that have important ethical dimensions and affect professionals in the Board

2.1.4 Education and training

- In respect of employees within the Board (increase awareness of nature and importance of ethical issues in healthcare, facilitate acquisition of basic competencies)

2.2 The aim of the advice provided by the Ethics Panel is to be consultative rather than prescriptive.

2.3 The Ethics Panel will not:

- provide legal advice;
- advise on research ethics;
- advise on specific issues of resource allocation.

3. Key Responsibilities

3.1 Through its advice, the Ethics Panel will:

3.1.1 Advise Board employees (individually or as teams) faced with difficult ethical decisions as to what courses of action are ethically permissible, those that are problematic, and those that should certainly not be pursued.

3.1.2 Signpost Board employees (individually or as teams) to where legal advice should be sought, according to Health Board due process.[1]

[1] This is the full extent of the EP's responsibility in respect of legal advice. Although members of the EP will likely have legal training, this expertise is only the background to their contribution as individual members of the EP. The EP should not be in any way seen as a source of formal legal advice to the Board or its employees.

3.1.3 Advise on the recognition and articulation of careful ethical arguments in Board Guidance and Policies through:

- advice and support during the development process by fielding members with training in ethics to support specific groups;
- critical analysis of early drafts by the Ethics Panel;
- involvement of individual members in groups tasked with implementing Board Policies and Guidance.

3.1.4 Advise individual professionals in Hywel Dda University Health Board of the need for competence in recognising and addressing ethical quandaries through:

- Using Board IT infrastructure to:
  - Raise awareness of the Ethics Panel and its activities;
  - Appropriately disseminate deliberations that illustrate important general principles;
  - Signpost and facilitate access to existing educational modules, particularly on-line resources such as the Institute of Medical Ethics.
- Participating in existing Board educational programmes such as Grand Rounds.

3.1.5 Maintain an acceptable standard of competence in healthcare ethics among its members:

- A condition of the appointment to the panel will be that candidates possess or are willing to acquire, a set of minimum competencies in line with national publications (Core competencies for clinical ethics committees. Larcher V, Slowther A-M, Watson A. Clinical Medicine 2010;10(1):30-33).
- To support development of those competencies among members, the Lead Executive of the Panel shall be responsible for coordinating and arranging a rolling programme of education for Ethics Panel corporately during regular meetings, to include occasional invited experts and dissemination of skills and competencies held by Ethics Panel members themselves.
- The Lead Executive of the Panel shall attend to maintaining competencies of the Ethics Panel corporately, both through those educational programmes and through discriminating recruitment to and dismissal from the Panel. Surveys of competencies held by Ethics Panel members individually and corporately ('skills audits') will occasionally be carried out at the discretion of and led by the Lead Executive.
- These arrangements for maintaining competencies will be reviewed annually by the Lead Executive in discussion with the Panel.

3.1.6 The Ethics Panel will support the Board with regard to its responsibilities for ethically robust planning and practice by:

- Reviewing the ***ethical basis*** of, and ***ethical arguments*** set out in, Policy and Guidance documents by those tasked with their development.
- Reviewing the ***ethical implementation*** of those Policies and that Guidance in practice.
- Feeding back to the Board through an Ethics Panel Update Report.
- By publishing minutes of Ethics Panel meetings, including anonymised summaries of any responses, on its intranet page.
- Inviting referrers to provide an update and feedback on cases after a suitable period has elapsed

4. Membership

4.1 The Ethics Panel membership should:

- reflect a range of individuals with diverse cultural and ethical lifestyles and world views
- include representatives of those who are users of healthcare as well as those who are providers of it
- include some individuals with formal training in certain key knowledge and/or skills that are essential to the functioning of the Panel:
  - Medical
  - Nursing
  - Legal
  - Moral philosophy or theology
  - Management or finance

4.2 The membership of the Ethics Panel shall comprise:

Title
HDdUHB Chair (Chair)
Medical Director & Deputy CEO (Vice-Chair)
Independent Member
Medical Representative
Primary Care
Secondary Care Representative
Nursing Representative
Allied Healthcare Representative
Patient Support Services Representative (Legal)
Mental Capacity Act Representative
Equality, Diversity & Inclusion Representative
Workforce & OD Representative
Faith & Spirituality Representative
Lay Representative
Philosopher

4.3 The Chair will be appointed by Hywel Dda University Health Board on advice from the Panel (usually agreed by election). The term will be three years, automatically renewable for a further three. Appointment for any further terms will be at the discretion of the Board on advice from the Panel.

4.4 The Vice-Chair will be selected by the Chair. The main role of the Vice-Chair is to chair meetings in the absence of the Chair, or when there is a conflict of interest in respect of a specific case requiring the Chair to step down for the duration of that discussion.

5. Quorum and Attendance

5.1 A quorum shall consist of no less than one-third of the membership and must include as a minimum the Chair or Vice Chair of the Panel.

5.2 The membership of the Panel must take account the balance of skills and expertise necessary to deliver the Panel's remit and subject to any specific requirements or directions made by the University Health Board or Welsh Government.

5.3 On behalf of the Panel and the Board, the Chair may invite:

- Any employee of the Board seeking advice from the Panel to attend all or part of a specific meeting to assist with discussions on any particular matter or to join the Panel as a co-opted member.
- Members of the Hywel Dda Stakeholder Reference Group, or another stakeholder group, where it is felt that specialist stakeholder advice is required, to contribute to Panel discussions on the specific topic in question.
- Any individual (within or outside the Board) able to provide education and training to members of the Panel that enables the Panel more effectively to fulfil its function in the Board

5.4 The Chair of the Panel reserves the right to adapt the Panel membership to suit the needs of the organisation and the circumstance (see Annex 1 attached for Ethics Panel Appointments).

5.5 In the event that urgent advice is required, a quorum of a sub-panel shall consist of no less that three individuals, comprising:

- a clinician (Primary or Secondary, depending on the situation)
- a legal representative
- a lay representative

6. Agenda and Papers

6.1 A formal agenda will be developed and issued by the Chair to members prior to each meeting. Agenda items should be submitted to the Chair not less than one week prior to the date of the meeting.

6.2 The topic of ethical consideration will be shared electronically with Ethical Reference Group members, and contributions towards core panel discussions will need to:

- Incorporate a detailed rationale for any advice or opinions provided
- Be submitted directly to the Panel secretary within 24 hours of the request for advice. Any contributions received outside of this timeframe are unlikely to be considered by the Ethics Panel.

6.3 The contributions submitted by the Ethical Reference Group will be collated by the Panel Secretary to be shared with the Ethical Panel members.

6.4 The Ethics Panel will consider and discuss the contributions of the Ethics Reference Group Members during the scheduled, virtual meeting.

6.5 Panel decisions will normally be reached by general agreement of the members present, as determined by the Chair. Where a vote is deemed necessary, it shall rest upon a simple majority of those present and will normally be conducted by a show of hands. In the event of a tie, the Chair shall have an additional casting vote. The vote shall be recorded in the minutes.

6.6 The minutes and any action log will be circulated to Members no later than one week following the meeting to check the accuracy, with any amendments forwarded to the Ethics Panel Secretary prior to their circulation to relevant parties. The minutes should be anonymised where necessary.

7. Frequency of Meetings

7.1 The Ethics Panel will meet on a quarterly basis and shall agree an annual schedule of meetings. Additional meetings will be arranged as determined by the Chair of the Ethics Panel to consider urgent requests for advice.

7.2 Where advice is required before the next scheduled meeting of the Ethics Panel, a sub panel can be convened by the Chair or Vice Chair to represent the Ethics Panel. This sub panel must report to the full Ethics Panel at the next scheduled meeting.

7.3 The Chair of the Panel, in discussion with the Panel Secretary shall determine the time and the place of meetings of the Panel and procedures of such meetings.

8. Accountability, Responsibility and Authority

8.1 The Panel is directly accountable to the Lead Director for its performance in exercising the functions set out in these terms of reference.

8.2 The Panel is authorised to consider or have investigated any activity within its terms of reference. In doing so, the Panel shall have the right to inspect any documentation of the University Health Board relevant to the Panel's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek relevant information from any:

8.2.1 Employee (and all employees are directed to co-operate with any reasonable request made by the Panel);

8.2.2 Other Committee, Sub-Committee or group established by the Board to assist in the delivery of its functions.

8.3 The Panel shall embed the University Health Board's vision, standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.

8.4 The requirements for the conduct of business as set out in the University Health Board's Standing Orders are equally applicable to the operation of the Panel.

9. Reporting

9.1 The Panel, through its Chair and Members, shall work closely with the Board and Committee's to provide advice and assurance to the Board through:

- joint planning and co-ordination of Board and Panel business; and
- sharing of information,
- in doing so, observe standards of good governance across the organisation, ensuring that all
- sources of assurance are incorporated into the Boards overall risk and assurance framework.

9.2 The Panel may, subject to the approval of the Lead Director, establish sub groups or task and finish groups to carry out on its behalf specific aspects of its business. Groups reporting to this Sub-Committee are:
9.2.1 Ethical Reference Group

9.3 The Panel will receive written update reports following each meeting which details the business undertaken on its behalf.

9.4 The Panel Chair, supported by the Panel Secretary shall:

- Report formally, regularly and on a timely basis to the Board on the Panel's activities through a written update report.
- Bring to the Medical Director's specific attention any significant matters under consideration by the Panel;

9.5 Ensure appropriate escalation arrangements are in place to alert the University Health Board Chair, Chief Executive or Chairs of other relevant Committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the University Health Board.

10. Secretarial Support

10.1 The Ethics Panel Secretary shall be determined by the Ethics Panel Lead Director.

11. Review Date

11.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Ethics Panel.

Ethics Panel Members Appointments

Member Appointments

The membership of the Ethics Panel shall be determined by the Chair of the Panel in discussion with current members of the Panel. Appointments to and dismissals from the Panel will take into account:

- any specific requirements or directions made by the Welsh Assembly Government, to which those determinations are subject
- expressed preferences of individual candidates or members
- the number of current members
- the balance of skills and expertise necessary to deliver the Panel's remit
- possession of, or willingness to acquire, the necessary competencies in ethics

Members Joining

- The membership of the Ethics Panel should not exceed 25 in number. Members will be invited to join the Panel on the basis of a short biography and statement of interest after discussion with existing members. New members will have observer status for their first three meetings, but may participate in discussions at the invitation of the Chair.
- There is no remuneration for members, but the Board expects individual Directorates to make members of the Panel available for meetings and to reimburse reasonable travel and study expenses.
- Where there are high numbers of willing and knowledgeable individuals, an Ethical Reference Group comprising individuals from one or more of the above specialty areas will be established to contribute to panel discussions.

Members Leaving

- The usual term of membership will be three years. Members who wish to remain for a second term may do so without re-applying by arrangement with the Chair. Members wishing to remain for a third or subsequent term should re-apply as new members.
- Members can stand down from the Panel at any time by informing the Chair.
- Members would usually be expected to attend at least 50% of meetings, though individual members might make prior arrangements with the Chair to remain on the Panel during a long absence (for example sickness or sabbatical).
- Three consecutive missed meetings with apologies will prompt an enquiry from the Chair as to whether the individual wishes to continue as a member.
- Five consecutive missed meetings without prior arrangement will usually constitute resignation.