

**COFNODION Y CYFARFOD BWRDD IECHYD PRIFYSGOL  
CYMERADWYO/ APPROVED  
MINUTES OF THE UNIVERSITY HEALTH BOARD MEETING**

Date of Meeting: **14:00, Thursday 26 June 2025**  
Venue: **Virtual via Zoom/ Ty Nant Meeting Room**

Present: Dr Neil Wooding Chair, Hywel Dda University Health Board  
Ms Eleanor Marks, Vice-Chair, Hywel Dda University Health Board  
Mr Maynard Davies, Independent Member (Information Technology) (VC)  
Cllr. Rhodri Evans, Independent Member (Local Authority)  
Ms Ann Murphy, Independent Member (Trade Union) (VC)  
Mr Winston Weir, Independent Member (Finance) (VC)  
Mr Michael Imperato, Independent Member (Legal) (VC)  
Ms Anna Lewis, Independent Board Member (Community) (VC)  
Mr Iwan Thomas, Independent Board Member (VC)  
Professor Philip Kloer, Chief Executive  
Mr Andrew Carruthers, Executive Director of Operations (VC)  
Mr Lee Davies, Executive Director of Strategy and Planning (VC)  
Mr James Severs, Executive Director of Allied Health Professions and Health Science (VC)  
Mr Huw Thomas, Executive Director of Finance  
Mr Lee Davies, Executive Director of Strategy and Planning (VC)  
Mr Bruce Bolam, Deputy Director Public Health/Consultant in Public Health (VC) (deputising for Dr Ardiana Gjini, Executive Director of Public Health)  
Ms Heather Hinkin, Assistant Director People Management (VC) (deputising for Mrs Lisa Gostling, Executive Director of Workforce and Organisational Development/ Deputy Chief Executive Officer)  
Ms Cathie Steele, Interim Assistant Director of Nursing Assurance and Safeguarding (VC) (deputising for Mrs Sharon Daniel, Executive Director of Nursing, Quality and Patient Experience)

In Attendance: Ms Jill Paterson, Director of Primary Care, Community and Long-Term Care (VC)  
Mrs Joanne Wilson, Director of Corporate Governance/Board Secretary  
Mr Davied Williams, Audit Wales (VC)  
Ms Claire Evans, Committee Services Officer (Minutes)

<b>Minutes Ref.</b>	<b>Item</b>	<b>Action</b>
<b>PM(25)108</b>	<b>Welcome and apologies</b>	

Dr Neil Wooding welcomed everyone to this Extraordinary Public Board meeting, convened to approve year-end documentation.

Apologies for absence were received from:

- Sarah Harraway, Independent Member (Community)
- Chantal Patel, Independent Member (University)
- Mark Henwood, Executive Medical Director

- Dr Ardiana Gjini, Executive Director of Public Health
- Lisa Gostling, Executive Director of Workforce and Organisational Development/ Deputy Chief Executive Officer
- Sharon Daniel, Executive Director of Nursing, Quality and Patient Experience
- Alwena Hughes Moakes, Communications and Engagement Director
- Michael Gray, Director of Social Services and Housing, Pembrokeshire County Council
- Llais Cymru

**PM(25)109**

**Declaration of Interests**

No declarations of interest were made.

**PM(25)110**

**Committee Annual Reports**

Introducing the report, Mrs Joanne Wilson explained that the purpose of this is to present the Health Board's Committee Annual Reports to the Board. Recognising the individual reports set out how the committees have met their terms of reference as well as identifying key areas of work intended to provide assurance, or otherwise, to the Board and how they have reviewed their effectiveness which is a requirement of Standing Orders, Each Committee Annual Report summarises the activities of the Committee during the 2024/25 financial year and when read together demonstrate the significant amount of work the Committees undertake on behalf of the Board. Mrs Wilson expressed thanks to each Committee Chair for their contribution over the year and also to all the Independent Members for their challenge and scrutiny at the meetings.

**Audit and Risk Assurance Committee (ARAC)**

Presenting the ARAC Annual Report 2024/25, Cllr. Rhodri Evans expressed thanks to Committee Members for their commitment and contribution. He expressed thanks to Charlotte Wilmshurst and Clare Moorcroft for their support during the year.

**Health and Safety Committee (HSC)**

Ms Ann Murphy introduced the HSC Annual Report 2024/25, advising that, whilst she had nothing further to add to the report, she commended the excellent work undertaken across the Health Board.

**Mental Health Legislation Committee (MHLC)**

Mrs Eleanor Marks introduced the MHLC Annual Report 2024/25, advising that she had nothing further to add to the report. She wished to thank the team for their contributions to what had been a positive year for the Committee, particularly as she stands down from her role as Chair of the Committee.

**People, Organisational Development and Culture Committee (PODCC)**

Mrs Joanne Wilson introduced the PODCC Annual Report 2024/25 on Mrs Chantal Patel's behalf. Mrs Marks expressed thanks to all those who supported her upon assuming the role of Chair of the Committee. Ms Anna Lewis expressed thanks to Mrs Chantal Patel for all her work as Chair of PODCC. The Board formally recorded its thanks to Mrs Patel.

### **Quality, Safety and Experience Committee (QSEC)**

Ms Lewis introduced the QSEC Annual Report 2024/25, reflecting on the diversity of challenges discussed through the quality lens. She expressed thanks to Mrs Wilson, and her team for their support. Further expressing thanks to Katie Lewis for her support of recording the discussions of an extremely complex committee.

### **Strategic Development and Operational Delivery Committee (SDODC)**

Presenting the SDODC Annual Report 2024/25, Mr Maynard Davies acknowledged the extensive scope of work undertaken by the Committee over the past year and confirmed that, in alignment the new governance structure, the Committee had now been formally stood down. He expressed thanks to Helen Mitchell for her support during the year.

### **Sustainable Resources Committee (SRC)**

Mr Winston Weir introduced the SRC Annual Report 2024/25, commenting that he has been delighted to Chair the Committee since April 2021. He confirmed that the new governance structure the Committee had now been formally stood down and replaced with the Finance and Performance Committee. Mr Weir expressed thanks to Committee Members and the Governance Team, particularly John Jenkins, for their contributions and support during the year. In addition, he highlighted that the Committee successfully achieved the targets set by Welsh Government and as a result, was able to provide assurance to the Board.

### **Charitable Funds Committee (CFC)**

Mr Iwan Thomas introduced the CFC Annual Report 2024/25, noting that he recently took over as Chair of the Committee following Mrs Delyth Raynsford's retirement. He wished to express thanks to the Charitable Funds Team, as well as the various projects and departments across the Health Board, for their efforts in submitting funding applications. In particular, the support of funding for the development in Bronglais Hospital.

Dr Wooding extended his gratitude to all staff involved in supporting the Committees and the preparation of the annual reports. He noted that the revised Committee structure was implemented in April 2025. Additionally, Dr Wooding expressed his appreciation to all Independent Members and supporting teams for their contributions to the Committee work over the previous year.

**Decision:**

The Board **ENDORSED** the Hywel Dda University Health Board's (HDdUHB) Committee Annual Reports for 2024/25

**PM(25)111**

**Annual Assessment of Board Effectiveness 2024/25**

Mrs Wilson presented the Annual Assessment of Board Effectiveness report for 2024/25. A new approach has been developed with a full review at Board Seminar on 17 April 2025, where the Board was asked to assess itself against 10 criteria. Following this meeting, the report was presented to ARAC on 8 May 2025, with robust discussions held regarding validation of the Board's assessment. For assurance, ARAC reviewed the supporting evidence, the governance code of conduct and a range of external assurances, to substantiate the findings. In light of the escalation criteria, which includes Board effectiveness and as part of the Targeted Intervention process, the outcome has also been shared with Welsh Government. A plan has now been developed to maintain or improve effectiveness over the forthcoming year.

**Decision:**

The Board **TOOK ASSURANCE** from the process that has been undertaken this year to review the Board's effectiveness; recognising that this has been discussed by the Board at the Board Seminar held on 17 April 2025 and was also presented to the Audit and Risk Assurance Committee on 8 May 2025 as part of its review of year-end processes.

**PM(25)112**

**Head of Internal Audit Opinion and Annual Report 2024/25**

On behalf of Mr James Johns, Head of Internal Audit, Mrs Wilson presented the Head of Internal Audit Opinion and Annual Report 2024/25. The overall audit Opinion was one of Reasonable Assurance, which was an improvement from the Limited Assurance Opinion in 2023/24. However, it was highlighted that due to receiving seven limited internal audit reports it had been a finely balanced decision between reasonable and limited assurance.

Cllr Evans expressed thanks to Mr Johns, Ms Sophie Corbett and the team for all of their hard work during the previous 12 months. Whilst welcoming the reasonable assurance opinion, he acknowledged the narrow margin of decision. He emphasised the need for strengthened governance arrangements at operational level, due to all the limited internal audits being from operational services, across the Health Board to address and mitigate ongoing concerns regarding these arrangements.

Professor Phil Kloer expressed his satisfaction with the progress made by the Health Board, while also acknowledging, on behalf of the Executive Team the narrow nature of the decision. He affirmed the Health Board's commitment to driving further improvements over the coming year.

**Decision:**

The Board **TOOK ASSURANCE** from the Head of Internal Audit Opinion and Annual Report 2024/25.

**PM(25)113**

**HDdUHB Annual Report and Final Accounts for 2024/25**

Professor Kloer presented the Annual Report and Final Accounts for 2024/25, highlighting the information provided within the report. Professor Kloer expressed thanks to staff whose efforts have enabled the Health Board to achieve significant progress in a number of areas during the year. Whilst acknowledging that there is still considerable work ahead, he extended his thanks to the Executive team and all staff for their dedication and contributions.

Mrs Wilson introduced the Performance and Accountability element, confirming its presentation to ARAC on 8 May and again on 24 June 2025. At the first ARAC meeting, a comprehensive review was undertaken, with an updated version presented to ARAC in June. Further confirming that the report for approval incorporates all comments received from Audit Wales, Internal Audit and Welsh Government. It was highlighted that on Page 176 of the original report, a record of attendance by Mr Huw Thomas at the Staff Partnership Forum had been omitted from the list. This has now been rectified.

Mr Huw Thomas introduced the Final Accounts section.

Members were reminded that there are 3 Statutory duties and 1 Administrative duty, as follows:

**Revenue Resource Performance (Statutory)**

The Health Board is required to ensure that expenditure does not exceed the aggregate of the funding allotted to it over a period of 3 financial years. Target not achieved in 2024/25

Members noted that the Health Board received £24m strategic cash only support in 2024/25 (£66m in 2023/24).

**Capital Resource Performance (Statutory)**

The Health Board is required to ensure that expenditure does not exceed the aggregate of the funding allotted to it over a period of three financial years. The Health Board underspend was £86k, and £188k cumulatively. Target achieved in 2024/25

**Duty to prepare a 3 Year Plan (Statutory)**

The submission of a three-year Integrated Medium-Term Plan (IMTP) to Welsh Government (WG) is a statutory obligation. Hywel Dda UHB has not had an approvable plan to date. Target not achieved in 2024/25

**Creditor Payment (Administrative)**

Welsh Government requires that Health Boards pay their trade creditors in accordance with the CBI Prompt Payment Code (PSP) and Government Accounting rules. The financial target is

to pay 95% of these non-NHS invoices (number, not financial value) within 30 days of delivery.

Target achieved in 2024/25

Mr Thomas expressed his thanks to the organisation for responding to the financial challenges over the previous year. The Health Board would receive an additional £26m on a conditionally recurrent basis that break-even will be achieved by year three. The Health Board also delivered £31.5m in savings during 2024/25, this is greater than previously delivered, where £14.3m of those were recurrently delivered. As a result, there will be a benefit of those in future years. Mr Thomas expressed thanks to colleagues for their diligence in ensuring the Health Board provides value for money to the taxpayer alongside our duty to provide quality and safe services for the population we serve.

Mrs Wilson and Mr Thomas expressed thanks to Fiona Hancock, Charlotte Wilmshurst, Tracy Price, the Performance Team, Rhian Davies and Tim John, who had all worked extremely hard in compiling the report. Further thanking the Committee's Chair for their review from an accuracy perspective and Internal Audit and Audit Wales in their support and scrutiny.

Cllr. Evans, in his role as ARAC Chair, added his thanks to all of those involved in preparing the Annual Report and Accounts. He confirmed that the various elements of this document have been reviewed in detail by ARAC. Also, that ARAC had received a list of all changes between draft and final versions which had been required by Welsh Government and Audit Wales and that a robust audit trail had been retained. Cllr. Evans confirmed that the Committee had approved the Annual Report and Accounts for onward ratification by the Board.

## **PM(25)114**

### **Audit Wales ISA 260 and Letter of Representation**

Mr David Williams presented the report from Audit Wales and informed the Board that although at the time of writing the report there were a few outstanding actions, these have now been completed.

Appendix 2 outlines various misstatements, all of which have been corrected. Audit Wales intend to issue an unqualified true and fair audit opinion but a qualified regularity opinion on this year's accounts.

The audit report at Appendix 3 explains the regularity opinion for 2024/25 is qualified in line with prior years. The opinion is qualified as the Health Board did not meet its revenue resource allocation over a three-year period ending 31 March 2025. Audit Wales also intend to issue a substantive report which explains why their audit opinion in respect of the regularity of expenditure is qualified. The report will also refer to the fact the Health Board did not meet its financial duty to have an approved three-year integrated medium-term plan for the period 2024-25 to 2026-27. The regularity opinion is not qualified for this. It was noted that there were no other significant matters to report. There

were no uncorrected misstatements, and there are no significant recommendations to bring to the attention of the Board.

The Letter of Representation at Appendix 4 will require signature by the relevant members of the Health Board following today's meeting.

Mr Williams placed on record his thanks to the Health Board for their support during this year's financial audit and preparation of the Annual Accounts.

**Decision:**

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

**Decision:**

The Board **APPROVED** the following – which together comprise the HDdUHB Annual Report 2024/25 – for submission to Welsh Government by 30 June 2025 and presentation at the Annual General Meeting on 25 September 2025, recognising that these have been reviewed and agreed by the relevant Board Committees:

- Performance Report for 2024/25
- Accountability Report for 2024/25
- Annual Accounts for 2024/25 (following the presentation of the Audit Wales ISA 260 and Letter of Representation to the Board)

**PM(25)115**

**Date and Time of Next Meeting**

9:30am, Thursday, 31 July 2025