

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

Date of Meeting: **2:00 PM, Thursday 25 June 2026**  
Venue: **Virtual via Zoom/ Dolau Cothi Meeting Room**

Present: Dr Neil Wooding, Chair, Hywel Dda University Health Board (VC)  
Mr Maynard Davies, Independent Member (Information Technology) (VC)  
Cllr. Rhodri Evans, Independent Member (Local Authority) (VC)  
Ms Ann Murphy, Independent Member (Trade Union) (VC)  
Mr Winston Weir, Independent Member (Finance) (VC)  
Mr Michael Imperato, Independent Member (Legal) (VC)  
Mr Iwan Thomas, Independent Board Member (VC)  
Mr Neil Prior, Independent Board Member (Community) (VC)  
Ms Sarah Harraway, Independent Board Member (Community) (VC)  
Professor Philip Kloer, Chief Executive (VC)  
Mrs Lisa Gostling, Executive Director of Workforce and Organisational Development / Deputy Chief Executive Officer (VC)  
Mr Huw Thomas, Executive Director of Finance (VC)  
Mr Lee Davies, Executive Director of Strategy and Planning (VC)  
Mr Mark Henwood, Executive Medical Director (VC)  
Mr James Severs, Executive Director of Allied Health Professions and Health Science (VC)  
Ms Alwena Hughes Moakes, Director of Communications and Engagement (VC)  
Mr Keith Jones, Director of Operational Planning & Performance (VC) (deputising for Mr Andrew Carruthers, Chief Operating 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)  
Ms Donna Coleman, Regional Director Llais West Wales (VC)

In Attendance: Mr David Williams, Audit Manager, Audit Wales (VC)  
Mrs Joanne Wilson, Director of Corporate Governance / Board Secretary (VC)  
Ms Clare James, Head of Corporate Governance (VC)  
Ms Karen Richardson, Corporate & Partnership Governance Officer (VC)  
Mrs Rachel Davies, Corporate Governance Administrator (VC)  
Ms Annere Martin, Committee Services Officer (Minutes)

| Minutes Ref.     | Item                                                                                                                                                                                                          | Action |
|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|
| <b>PM(26)129</b> | <b>Welcome and apologies / Croeso ac ymddiheuriadau</b>                                                                                                                                                       |        |
|                  | Dr. Neil Wooding welcomed everyone to this Extraordinary Public Board meeting, convened to approve year-end documentation and apologised for the delayed start, which had resulted from technological issues. |        |

Apologies for absence were received from:

- Mrs Eleanor Marks, Vice-Chair
- Mrs Chantal Patel, Independent Member (University)
- Mr Tegryn Jones, Chair, Stakeholder Reference Group
- Dr Jonathan Arthur, Healthcare Professionals Forum Chair
- Mr Michael Gray, Director of Social Care and Housing, Pembrokeshire County Council

**PM(26)130**

**Declaration of Interests / Datganiad o Ddiddordeb**

No declarations of interest were made.

**PM(26)131**

**Committee Annual Reports / Adroddiadau Blynnyddol y Pwyllgor**

Introducing the report, Mrs Joanne Wilson, Director of Corporate Governance/Board Secretary, explained that the purpose of this Agenda item was 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 2025/26 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 extended this thanks to the Executive Leads, the members and in attendance members for their contribution. She also apologised for the inclusion of a draft report for the Audit and Risk Assurance Committee (ARAC), as the Head of Internal Audit's opinion had been awaited at the time of publication of the Agenda. This had now been received, and the revised report would be circulated to Board Members following the meeting and updated on the website.

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

Presenting the ARAC Annual Report 2025/26, Cllr. Rhodri Evans again apologised for the inclusion of the draft report. He expressed thanks to Committee Members for their commitment and contribution and to Mrs Wilson, Ms Charlotte Wilmshurst, Assistant Director of Assurance and Risk, and Ms Clare Moorcroft Committee Services Officer, and the team for their support during the year. Cllr. Evans noted that the Head of Internal Audit gave an overall limited opinion for the year. While this was disappointing, a risk-based approach had been followed in setting the plan with it recognised the Health Board set the plan to review the high risk areas.

**Charitable Funds Committee (CFC)**

Mr Iwan Thomas introduced the CFC Annual Report 2025/26. He wished to express thanks to Committee Members for their input,

scrutiny and support and to Mrs Nicola Llewelyn, Head of Hywel Dda Health Charities, as well as the various projects and Finance, Corporate and Legal departments across the Health Board, for their efforts in submitting funding applications. In particular, the Committee had approved over £370,000 in funding from the *Making a Difference* Fund. In addition, the Committee had alerted the Board to concerns regarding tendered costs for the proposed development of Therapeutic Gardens at Prince Philip Hospital and advised on two funding applications that were not approved.

#### **Digital, Data and Innovation Committee (DDIC)**

Mr Maynard Davies introduced the DDIC Annual Report 2025/26, reporting that the Committee, established in April 2025, had made a strong start in its first year and was helping to advance the Health Board's digital agenda constructively. He expressed thanks to the digital teams for their delivery and to Mrs Wilson for help in establishing the Committee.

#### **Health and Safety Committee (HSC)**

Ms Ann Murphy introduced the HSC Annual Report 2025/26, advising that, whilst she had nothing further to add to the report, she extended her thanks for the support given to the Committee.

#### **Finance and Performance Committee (FPC)**

Mr Michael Imperato described the FPC's first year as particularly challenging because of continued financial pressures and the breadth of the performance agenda. However, the Board ended the year just under the financial control target. He wished to express thanks to Committee Members and to those who support the Committee.

#### **Mental Health Legislation Committee (MHLC)**

On behalf of Mrs Chantal Patel, Mr Iwan Thomas outlined the MHLC Annual Report 2025/26. He wished to thank all those involved with the Committee from officers to practitioners, as well as hospital managers who sit on the Mental Health Legislation Scrutiny Group (MHL SG). Mr Thomas stated the MHLC's focus was on a sensitive area of care, emphasising oversight of legislative requirements, reviews of patient risks at key locations and of the Board being unable to provide a community place of safety order to certain individuals as well.

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

Mr Neil Prior set out the PODCC Annual Report 2025/26, his first as Chair, and thanked his predecessors, Ms Anna Lewis and Mrs Eleanor Marks, for their work during the last 12 months. He also extended his thanks to Mrs Lisa Gostling, Executive Director of Workforce and Organisational Development / Deputy Chief Executive, Mrs Wilson and Ms Claire Evans, Committee Services Officer and the team for the support given to the Committee. Mr Prior reported that the Committee had to deal with a number of issues around the scale and pace of change that the Health Board

had experienced related to workforce risk, particularly around recruitment and retention, and culture measured through the staff survey, the *Speak Up* channel and Equality, Diversity, and Inclusion.

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

Cllr. Rhodri Evans, speaking for Mrs Eleanor Marks, introduced the QSEC Annual Report 2025/26. He noted that the Committee had experienced an exceptionally challenging year, characterised by sustained operational pressures, fragile services and the ongoing requirement to strengthen governance as part of the Health Board's recovery and improvement journey. He expressed thanks to everyone involved with the Committee.

### **Strategy and Planning Committee (SPC)**

Mr Winston Weir introduced the SPC Annual Report 2025/26, reporting that the Committee was established in April 2025. He summarised the Committee's work, which saw the refreshed *A Healthier Mid and West Wales* Strategy, improved alignment of population health 24/7 approach, care integration with the emerging *Community by Design Strategic Plan*, first and early prevention and review of the Clinical Services Plan.

Dr. Wooding concluded that the Committees had delivered a positive and productive year of activity over the preceding 12 months.

**Decision:** The Board ENDORSED the Hywel Dda University Health Board's (HDdUHB) Committee Annual Reports for 2025/26.

PM(26)132

### **Duty of Candour Annual Report / Adroddiad Blynyddol Dyletswydd Gonestrwydd**

Ms Cathie Steele, Interim Assistant Director of Nursing Assurance and Safeguarding, presented the Duty of Candour Annual Report 2025/26 on behalf of Ms Sharon Daniel, Executive Director of Nursing, Quality and Patient Experience. Ms Steele explained the Duty of Candour is one of the key statutory duties within the Health Board's quality and governance arrangements and provides the Board with the assurance on how the organisation is meeting its responsibilities in relation to openness, transparency, learning and improvement. Furthermore, the report set out the required summary of cases, themes, learning and improvement alongside the arrangements in place for ensuring oversight of compliance. Board Members were advised that the report had previously been considered through QSEC and had been further strengthened and updated.

Thanks were recorded for the support provided by the Communications Team in preparing the report. One image had been removed from the front page during the publication of meeting papers but would be added to the website.

**Decision:** The Board APPROVED the Duty of Candour Annual Report 2025/26.

PM(26)133

**Annual Assessment of Board Effectiveness 2025/26 / Asesiad Blynyddol o Effeithiolrwydd y Bwrdd 2025/26**

Mrs Wilson outlined the annual assessment process, describing it as a rigorous and regular self-assessment and evaluation of the Health Board's operation and performance and that of its Committees. The Board considered its effectiveness during 2025/26 at the Board Seminar held on April 23 2026. The assessment was based on evidence from a wide range of external and internal assurance that was provided to the Health Board on how it performed during the year and this was fully reviewed and debated by ARAC on 7 May. Across the 10 areas assessed, Mrs Wilson explained two had changed from the previous year, one area, *Systems and Structures related to Quality and Safety*, had gone up to a level four from a level three with *Risk Management and Compliance* moving from level four to level three. Mrs Wilson was hopeful this area would return to a level four next year as the Board had been redeveloping and redesigning its Board assurance framework.

Dr. Wooding observed that the assessment reflected good progress and provided a balanced, robust, and disciplined level of assurance grounded in the reality of what Board was trying to achieve overall. Professor Kloer described the outcome as a fair reflection of effectiveness and welcomed the progress being made through the Board Assurance Framework, noting that work was on track to address the remaining issues during the year.

**Decision:** The Board TOOK ASSURANCE from the process undertaken to review its effectiveness in 2025/26, including the Board Seminar discussion on April 23 2026 and the Audit and Risk Assurance Committee review on May 7 2026.

PM(26)134

**Head of Internal Audit Opinion and Annual Report 2025/26 / Barn Pennaeth Archwilio Mewnol ac Adroddiad Blynyddol 2025/26**

Mrs Wilson presented the Head of Internal Audit Opinion and Annual Report 2025/26 on behalf of Mr James Johns, Head of Internal Audit, NHS Wales Shared Services Partnership. The report set out the overall opinion on the Board's framework on governance, risk management and control using a risk-based approach. Board Members were advised that the Head of Internal Audit overall opinion this year was limited, which was regarded as disappointing. Mrs Wilson advised that ARAC had received a detailed report as to why the opinion had been formed. From the opinions issued during the year, the Board received three Substantial Assurance, 10 Reasonable Assurance and 10 Limited Assurance.

Cllr Evans, speaking as Chair of ARAC, agreed the limited assurance position was disappointing, however, he and Mrs Wilson had met with the Head of Internal Audit and a new standard operating procedure had been put in place to improve ways of working.

Dr. Neil Wooding shared those concerns and noted the frustration that a great deal of hard work was taking place across Committees and the organisation while the overall assurance remained limited. The key issue for Dr Wooding was that the outcome partly demonstrated that people were not taking seriously across many parts of the organisation the requirement to ensure that the Board delivers on its recommendations and improves the quality of its services and processes. He went on to say that the challenge for the Health Board was to ensure that this was addressed over the course of this year.

**Decision:** The Board TOOK ASSURANCE from the Head of Internal Audit Opinion and Annual Report 2025/26.

**PM(26)135**

**HDdUHB Annual Report and Final Accounts for 2025/26 /  
Adroddiad Blynyddol BIPHDd/Cyfrifon Terfynol ar gyfer  
2025/26**

Professor Kloer presented the Annual Report for 2025/26 and thanked the Director of Finance and Director of Governance and their teams for their support in preparing it. He emphasised that there was much in the year's work of which the organisation could be proud in improving services for the population, while also recognising that improvement was still needed and that the public did not always experience care in the way they would want. He thanked the public for their forbearance and acknowledged that the statutory duty to break even, or to deliver a balanced Integrated Medium-Term Plan (IMTP) over three years, had not been achieved and remained a priority for the current year.

Mr Huw Thomas, Executive Director of Finance, then outlined the four core elements being brought forward: the Performance Report 2025/26, the Accountability Report 2025/26, the Audited Annual Accounts, and the Letter of Representation to Audit Wales. He thanked colleagues who had contributed to the Performance Report, including Ms Mandi Chesterman, Senior Performance Management Analyst and the Performance Team, and preparing the Accounts, including the Finance team. He also acknowledged the contributions made by Ms Rhian Davies ahead of her retirement as Assistant Director of Finance; Ms Fiona Hancock, Senior Communications Officer, for assembling a well-presented Annual Report; ARAC chaired by Cllr Evans for providing assurance to the Board and Mrs Wilson ensuring robust governance. He also noted the high level of year-end scrutiny provided through the FPC through Mr Imperato's chair.

Members heard that the accounts presented a true and fair view of the Health Board's position throughout the year. Financial

performance remained materially adverse: day-to-day expenditure overspent the statutory Revenue Resource Limit by £20,089,000, however, was slightly below the Target Control Total of £21m given to the Board by Welsh Government.

Cumulative three-year overspend had reached £ 112,043,000 and the three-year target had not been achieved. By contrast, the Capital Resource Target was achieved, with a small underspend of £38,000, and one supplier-payment measure within 30 days of receipt of goods or invoices reached the target of 96.6 percent.

Cllr Evans, speaking as Chair of ARAC, extended thanks to the Audit Wales team, particularly to Mr David Williams, Audit Manager, for his attendance at the meeting, and to the Internal Audit team for their contribution during the year. For assurance to the Board, Cllr Evans confirmed that all elements of the annual report, such as the Performance Report 2025/26, the Accountability Report 2025/26 and the Audited Annual Accounts had all been reviewed and approved in detail by the Committee in draft form in May 2026 and the final draft stage on the Tuesday of that week. He was content that all the required changes requested by Audit Wales and Welsh Government had been made and a robust audit trail retained and therefore recommended these for final approval by the Board following the forthcoming discussion on the ISA 260.

**PM(26)136**

**Audit Wales ISA 260 and Letter of Representation / Swyddfa Archwilio Cymru SRA 260/ Lythyr o Gynrychiolaeth**

The Board considered the Audit Wales ISA 260 report and the Letter of Representation following the year-end accounts process.

Mr David Williams, Audit Manager, Audit Wales, reported the paper summarised the main findings from the audit of the 2025/26 Annual Report and Accounts and confirmed that the review was complete.

He stated that Audit Wales intended to issue an unqualified true and fair audit opinion and a qualified regularity opinion as the Health Board did not meet its Revenue Resource Allocation over a three-year period. The Auditor General also intended to issue a substantive report which would explain why Audit Wales' audit opinion in respect of the regularity of expenditure was qualified. This report would also refer to the fact that the Health Board did not meet its financial duty to have an approved three-year IMTP.

He added that there were no significant matters to report, no uncorrected misstatements and no audit recommendations.

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

**Decision:** The Board APPROVED the Performance Report, Accountability Report, and Annual Accounts comprising the

Annual Report 2025/26 were approved for submission to Welsh Government by 30 June 2026 and for presentation at the Board's Annual General Meeting on 30 July 2026.

**PM(26)137**

**Date and Time of Next Meeting**

9:30am, Thursday, 30 July 2026