

Schedule 3

BOARD COMMITTEE ARRANGEMENTS

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

1. Introduction

- 1.1 The Board may and, where directed by the Welsh Government, must appoint Committees of the LHB Board 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 This Schedule sets out the Committees that the Board has determined to be appropriate to Cardiff and Vale University Health Board, their purpose, focus, delegated powers, composition and link to the Strategy.

2. Committees

- 2.1 The Board determines that the following committees will be appointed and will align with the [strategy](#) as set out in the diagram below:

Strategy	Putting People First	Providing Outstanding Quality			Delivering in the Right Places	Acting for the Future
Committee	People and Culture	Quality			Digital and Infrastructure	Finance and Performance
		Mental Health Legislation				
	Audit and Assurance Charitable Funds Remuneration and Terms of Service					
Strategic Portfolio	Shaping our People and Culture	Shaping our Population Health and Place based Partnerships	Shaping our Quality, Value and Sustainability	Shaping our Future Clinical Services	Shaping our Future Infrastructure	Shaping our Future Generations
Strategic Risk Theme	People	Quality			Digital	Sustainability
		Health Equity			Infrastructure	

- 2.2 Specific terms of reference for each Committee can be found at the Schedule's Appendices.

3. General Terms of Reference

3.0.1 The following sections will apply to every Committee unless specifically stated otherwise in the relevant appendix.

3.1 Members

3.1.1 Each Committee will comprise a minimum 3 Independent Members and an identified Executive Lead.

3.1.2 Each Committee will have an Independent Member Chair and Vice Chair.

3.1.3 The CAVUHB website will maintain and up to date record of the Independent Members and Officer members required at each Committee.

3.1.4 The Board will determine the above attendees.

3.2 Quorum

3.2.1 Quorum for all Committees will be a minimum 2 Independent Members with the exception of Charitable Funds and Remunerations and Terms of Service Committees.

3.2.2 Substitutions of a Committee's identified Independent Members with any other Independent Member is permitted

3.2.3 Any additional information will be set out in the appendices.

3.3 Support to Committee Members

3.3.1 The Director of Corporate Governance, on behalf of the Committee Chair, shall:

- a. arrange the provision of advice and support to Committee Members on any aspect related to the conduct of their role; and
- b. ensure secretariat support to the Committee not limited to the timely provision of agendas, papers, minutes and decisions and actions and the upkeep of a rolling forward plan of work;
- c. arrange a programme of meetings between Committee Chairs and Executive Leads and Strategic Portfolio Leads to enable appropriate coordination of Committee time and focus. The forward plan will reflect these discussions;
- d. ensure the publication of all agendas and papers 5 clear days before a meeting.

3.4 Committee Chairs

3.4.1 Committee Chairs shall have the equivalent powers attribute to the Board Chair by Standing Orders within their committees including but not limited to:

- a. a determination on any conflicts of interest or motions;
- b. casting vote when required;
- c. power to take Chair's Actions within the remit of their Committee's powers.

3.4.2 Chairs will determine attendance at the meetings outlined at 3.3.1.c. as they require.

3.4.3 The Head of Internal Audit shall have unrestricted and confidential access to all Committee Chairs.

3.4.4 Chairs of Committees will ultimately be responsible to the Chair of the Board.

3.5 Frequency

3.5.1 The frequency of meetings will be determined by the Chair and published via the website.

3.6 Powers and Authority

3.6.1 Committees may, subject to the approval of the UHB Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

3.6.2 The Committee may investigate or have investigated any activity within its Terms of Reference. It may seek relevant information from any:

- a. employee (and all employees are directed to co-operate with any legitimate request made by the Committee); or
- b. other Committee, sub-committee or group set up by the Board to assist in the delivery of its functions.

3.6.3 The Committee may obtain outside legal or other independent professional advice and secure the attendance of advisors with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

3.6.4 The Committee may consider and approve any policy within the remit of the Committee's business.

3.6.5 The Committee will review risks from the Board Assurance Framework that are assigned to the Committee by the Board and advise the Board on the appropriateness of the scoring and mitigating actions in place.

3.6.6 The Committee will review projects and programmes within the Strategic Portfolio(s) assigned to the Committee.

3.6.7 Committees 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.

3.6.8 Committees may co-opt additional, non-voting, independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

3.7 Relationship and Accountabilities with the Board and other Committees/Groups

3.7.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within this schedule, it retains the overall responsibility and accountability on all matters.

3.7.2 Committees are directly accountable to the Board for their performance in exercising the functions set out in this schedule.

3.7.3 Committees, through Chairs and members, shall work closely with each other and with Sub-Committees and Advisory Groups to provide advice and assurance to the Board through the planning and coordination of Board and Committee business and sharing of information.

3.7.4 In doing so, the Committee will 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 arrangements.

3.7.5 The Committee shall embed the Health Board's strategy, corporate goals and priorities through the conduct of the business.

3.8 Reporting and Assurance Arrangements

3.8.1 The Committee Chair shall:

- a. report to each Board meeting on the Committee's key activities via the Chair's report;
- b. ensure the public minutes of each meeting of the Committee are presented to each Board meeting;
- c. ensure appropriate escalation arrangements are in place to alert the Board of any urgent/critical matters that may affect the operation and/or reputation of the Health Board;
- d. provide a written, annual report to the board on its work.

3.8.2 The Director of Corporate Governance shall support a process of self-assessment and development.

3.9 Standing Orders

3.9.1 Except where expressly stated in this schedule, the requirements for the conduct of business as set out in these Standing Orders are equally applicable to the operation of the Committees.

Appendices

1. Audit Committee
2. Charitable Funds Committee
3. Digital and Infrastructure Committee
4. Finance and Performance Committee
5. Mental Health Legislation Committee
6. Quality Committee
7. People & Culture Committee
8. Remuneration and Terms of Service Committee

Appendix 1

Audit Committee

1. Purpose

- 1.1 The purpose of the Audit Committee (“the 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 assurance framework - 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.
- 1.2 Where appropriate, the Committee will advise the Board and the Accountable Officer on where, and how, its assurance framework may be strengthened and developed further.

2. Specific Powers and Authority

- 2.1 With regard to its role in providing advice to the Board, the Committee will comment specifically upon:
 - a. the adequacy of the UHB strategic governance and assurance framework and processes for risk management and internal control designed to support the Accountable Officer’s statement on internal control, providing reasonable assurance on:
 - i. the organisation’s ability to achieve its objectives;
 - ii. compliance with relevant regulatory requirements, standards and other directions and requirements set by the Welsh Government and others;
 - iii. the reliability, integrity, safety and security of the information collected and used by the organisation;
 - iv. the efficiency, effectiveness and economic use of resources;
 - v. the extent to which the organisation safeguards and protects all its assets, including its people;
 - vi. the adequacy of the arrangements for declaring, registering and handling interests at least annually;
 - vii. the adequacy of the arrangements for dealing with offers of gifts or hospitality;
 - viii. the Board’s Standing Orders, and Standing Financial Instructions (including associated framework documents, as appropriate);

- ix. the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, the ISA 260 Report 'Communication with those charged with Governance' and managements' letter of representation to the external auditors;
- x. the Schedule of Losses and Compensation;
- xi. the planned activity and results of internal audit, external audit and the Local Counter Fraud Specialist (including strategies, annual work plans and annual reports);
- xii. the adequacy of Executive and Managements response to issues identified by Audit, Inspection and other assurance activity;
- xiii. anti-fraud policies, whistle-blowing processes and arrangements for special investigations;
- xiv. any particular matter or issue upon which the Board or the Accountable Officer may seek advice.

2.2 The Committee will support the Board with regard to its responsibilities for governance (including risk and control) by:

- a. reviewing the comprehensiveness of assurances in meeting the Board and the Accountable Officers assurance needs across the whole of the UHB's activities, both clinical and nonclinical;
- b. reviewing the reliability and integrity of these assurances; and
- c. considering and approving policies as determined by the Board.

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

- a. there is an effective Internal Audit function that meets the standards set for the provision of Internal Audit in the NHS in Wales and provides appropriate independent assurance to the Board and the Accountable Officer through the Committee;
- b. there is an effective Counter Fraud Service that meets the standards set for the provision of counter fraud in the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer through the Committee;
- c. there is an effective clinical audit and quality improvement function that meets the standards set for the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer through the Quality, Safety and Experience Committee;

- d. there are effective arrangements in place to secure active, ongoing assurance from management with regard to their responsibilities and accountabilities, whether directly to the Board and the Accountable Officer or through the work of the Board's Committees;
- e. the work carried out by key sources of external assurance, in particular, but not limited to the UHB External Auditors (Audit Wales), is appropriately planned and coordinated and that the results of external assurance activity complements and informs (but does not replace) internal assurance activity;
- f. the work carried out by the whole range of external review bodies is brought to the attention of the Board, and that the organisation is aware of the need to comply with related standards and recommendations of these review bodies, and the risks of failing to comply;
- g. the systems for financial reporting to the Board, including those of budgetary control, are effective;
- h. the results of audit and assurance work specific to the UHB, and the implications of the findings of wider audit and assurance activity relevant to the UHB's operations are appropriately considered and acted upon to secure the ongoing development and improvement of the organisation's governance arrangements.

3. Access

- 3.1 The Audit Manager of External Audit (Audit Wales) shall have unrestricted and confidential access to the Chair of the Audit Committee.
- 3.2 The Committee will meet with Internal and External Auditors (Audit Wales) and the nominated Local Counter Fraud Specialist without the presence of officials on at least one occasion each year.

Appendix 2

Charitable Funds Committee

1. Purpose

- 1.1 Cardiff and Vale University Health Board was appointed as Corporate Trustee (herein after referred to as Charity Trustee) of its charitable funds and the Board serves as its agent in the administration of the charitable funds held by the UHB.
- 1.2 The purpose of the Charitable Funds Committee (the Committee) is to:
 - a. provide advice to the Charity Trustee in the discharge of its duties and responsibilities for charitable funds;
 - b. discharge delegated responsibilities from the Charity Trustee for the control and management of Charitable Funds;
 - c. provide advice and assurance to the Charity Trustee on the delivery of the Charitable Funds Strategy, including fundraising, budgets, priorities and spending criteria;
 - d. within the strategy and budget determined by the Trustee and consistent with the requirements of the Charities Act 1993, Charities Act 2006 (or any modification of these acts) to apply the charitable funds in accordance with their respective governing documents and the UHB Charitable Funds Governance Framework;
 - e. ensure that the policies and procedures for charitable funds investments are followed;
 - f. 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 all relevant legislation including but not limited to:
 - i. The Trustee Act 2000;
 - ii. The Charities Act 1993;
 - iii. The Charities Act 2006;
 - iv. The Charities Act 2011;
 - v. The Charities Act 2016;
 - vi. terms of the Funds' Governing documents;

- g. receive, at least twice a year, reports for ratification from the Executive Director of Finance on investment decisions and action taken through delegated powers upon the advice of the investment adviser;
- h. oversee and monitor the functions performed by the Executive Director of Finance as defined in Standing Financial Instructions;
- i. monitor the progress of Charitable Appeals where these are in place and considered to be material;
- j. monitor and review the Scheme of Delegation for Charitable Funds expenditure and to set and reflect in Financial Procedures the approved delegated limits for expenditure from Charitable Funds;
- k. monitor the work of the Charitable Bids Panel.

2. Delegated Powers and Authority

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

- a. the administration of all existing charitable funds;
- b. the identification of 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;
- c. the provision of guidelines with regard to donations, legacies and bequests, fundraising and trading income;
- d. the management of investment of funds held on trust;
- e. to ensure appropriate banking services are available;
- f. the preparation of reports to the Trustee including the Annual Accounts;

2.2 The Committee is responsible for:

- a. 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 Trustee and the requirements of Standing Financial Instructions;
- b. the appointment of an investment manager to advise it on investment matters; the committee may delegate day-to-day management of some or all of the investments to that investment manager. In exercising this power the Committee must ensure that:

- i. the scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it;
- ii. there are in place adequate internal controls and procedures which will ensure that the power is being exercised properly and prudently;
- iii. the performance of the person or persons exercising the delegated power is regularly reviewed;
- iv. where an investment manager is appointed, that the person is regulated under the Financial Services Act 1986;
- v. acquisitions or disposal of a material nature must always have written authority of the Committee or the Chair of the Committee in conjunction with the Executive Director of Finance;
- c. ensuring that the banking arrangements for the charitable funds are kept entirely distinct from the UHB NHS funds;
- d. 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;
- e. the amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments;
- f. 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 for applying accrued income to individual funds in line with charity law and Charity Commissioner guidance;
- g. obtaining appropriate professional advice to support its investment activities;
- h. regularly reviewing investments to see if other opportunities or investment services offer a better return;
- i. overseeing the work of the Charitable Funds Bids Panel.

3. Sub Committees

3.1 The Charity Trustee has approved the following sub-committees of the Charitable Funds Committee:

- a. Charitable Funds Bids Panel;
- b. Staff Benefits Group.

4. Quorum

- 5.1 At least three members must be present to ensure the quorum of the Committee. Of these three, two must be Independent Members (one of whom is the Chair or Vice Chair) and one must be the Executive Lead for Charitable Funds.

Appendix 3

Digital and Infrastructure Committee

1. Purpose

1.1 The Committee is to provide assurance to the Board that:

- a. appropriate processes and systems are in place for data, information management and governance to allow the UHB to meet its stated objectives, legislative responsibilities and any relevant requirements and standards determined for the NHS in Wales.
- b. there is continuous improvement in relation to information governance within the UHB and that risks arising from this are being managed appropriately;
- c. effective communication, engagement and training is in place across the UHB for Information Governance;
- d. there is appropriate understanding and awareness of the material state of the UHB's estate and infrastructure at Committee and Executive level;
- e. the general infrastructure of the UHB is sufficient to meet the strategic objectives and, where this is challenging, that the risk is articulated and the wider impacts on delivery understood.

1.2 The Committee should seek assurance on:

- a. the development and delivery of a Digital Strategic Plan ensuring that:
 - i. it supports the overarching Strategy and IMTP;
 - ii. there is an implementation programme;
 - iii. good partnership working is in place;
 - iv. the benefits of the plan are understood and there is staff understanding and engagement;
- b. the UHB has an appropriate framework of policies, procedures and controls in place to support consistent standards-based processing of data and information to meet legislative responsibilities;
- c. recommendations made by internal and external reviewers are considered and acted upon on a timely basis;
- d. a risk register is in place and that risks are being appropriately identified, assessed and mitigated at all levels in relation to information governance, management and technology;

- e. statutory and mandatory requirements are being met such as Caldicott Guardian, FOI, GDPR etc.
- f. the development and delivery of an Infrastructure Strategic Plan.

1.3 The Committee should receive, were appropriate:

- a. data breach reports on the following areas:
 - i. serious reportable data breaches to the Information Commissioner (ICO) and the Welsh Government and any near misses that may be informative for the Committee;
 - ii. sensitive information;
 - iii. national and local auditing such as NIIAS, freedom of information, subject access requests, data quality and IG risk assessments;
 - iv. incidents – lessons learned from all recorded / reported incidents.
- b. periodic reports on development, procurement and implementation of national and local IM&T systems;
- c. the Capital and Estates Risk Register and an assessment on the wider impact on service delivery and resource allocation.

Appendix 4

Finance and Performance Committee

1. Purpose

- 1.1 The Committee is to advise and assure the Board in discharging its responsibilities with regard to its current and forecast financial position and operational performance and delivery.
- 1.2 It will achieve this through appropriate scrutiny and review to a level of depth and detail not possible in Board Meetings of:
 - a. financial plans, including delivery of savings, investment and efficiency programmes;
 - b. monthly and forecast annual financial performance;
 - c. business cases over £1m;
 - d. 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;
 - e. detailed focus on specific issues where performance is showing deterioration or where there are issues of concern.
- 1.3 The Committee will ensure that evidence based and timely interventions are implemented to drive forward improved financial and operational performance thereby allowing the Health Board to achieve the requirements and standards determined for the NHS in Wales.

2. Scope and Duties

- 2.1 With respect to Finance the Committee will:
 - a. scrutinise the Health Board's position regarding the achievement of statutory duties and financial targets;
 - b. seek assurance on the financial planning process and consider Financial Plan proposals;
 - c. monitor, review and scrutinise the robustness of Cost Reduction Programmes and Financial Tracker Systems for Corporate Departments and Clinical Boards;
 - d. scrutinise the delegated budgets within the budget plan;
 - e. review and monitor the IMTP/annual financial plan;

- f. review the monthly Financial Report prior to submission to the Board and scrutinise financial performance and cash management against revenue budgets;
- g. receive assurances with regard to the progress and impact/pace of implementation of Cost Reduction Programmes/Savings Plans;
- h. monitor and review of agreed dis-investments;
- i. review the Board's Scheme of Financial Delegation as and when necessary;
- j. receive reports arising from financial reviews, including performance and accountability reviews of Corporate Departments and Clinical Boards.

2.2 With respect to Performance the Committee will:

- a. seek assurances on the development and implementation of a comprehensive approach to performance delivery, to incorporate all performance requirements set by the Board, WG, regulators and inspectors;
- b. scrutinise and provide assurance to the Board that key performance indicators are on track and confirm that effective actions are being taken to correct unintended variations considering associated governance arrangements;
- c. review the monthly Integrated Performance Report where available prior to submission to the Board;
- d. undertake scrutiny ("deep dives") on areas of concern where the Committee considers it appropriate;
- e. monitor performance information against the Board's Objectives and associated outcomes;
- f. monitor performance information against National Outcome Frameworks and the Ministerial Priorities for the NHS in Wales;
- g. monitor performance information across commissioned services including Primary Care, outpatients, community and inpatient services, mental health, women and children's services, JCC and NHS Wales Shared Services Partnership;
- h. monitor the Regional Partnership Board annual plan.

2.3 With respect to Business Cases and Capital Investment the Committee will:

- a. review business cases over £1m and, where appropriate, recommend approval to the Board;

- b. scrutinise submissions to be made for revenue or capital funding and the service implications of such changes, including benefits realisation;
- c. monitor the Capital Programme;
- d. provide assurance to the Board that all Health Board plans consider decarbonisation impact;
- e. provide assurance to the Board that major capital investments are aligned with the Shaping Our Future Wellbeing Strategy and to provide oversight to the prioritisation of investments. The Committee will, where appropriate, be responsible for reviewing achievement of the intended outcomes following completion or implementation;
- f. consider, and provide assurance to the Board, when engagement and or consultation is appropriate on various capital build schemes or changes to services provided by the Health Board.

Mental Health Legislation Committee

1. Purpose

- 1.1 The Mental Health Legislation and Mental Capacity Act Committee (the Committee) is to seek and provide assurance to the Board or to escalate areas of concerns and advise on actions to be taken in relation to compliance with:
- a. Hospital Managers' duties under the Mental Health Act 1983;
 - b. the provisions set out in the Mental Capacity Act 2005;
 - c. in the Mental Health Measure (Wales) 2010;
 - d. the Mental Health Act 1983 Code of Practice for Wales;
 - e. the Mental Capacity Act 2005 Code of Practice;
 - f. the Mental Capacity Act 2005 Deprivation of Liberty Safeguards Code of Practice;
 - g. the associated Regulations.

2. Mental Health Act

- 2.1 The Mental Health Act 1983 covers the detention of people deemed a risk to themselves or others. It sets out the legal framework to allow the care and treatment of mentally disordered persons. It also provides the legislation by which people suffering from a mental disorder can be detained in hospital to have their disorder assessed or treated against their wishes.
- 2.2 The MHA introduced the concept of "Hospital Managers" which for hospitals managed by a Local Health Board are the Board Members. The term "Hospital Managers" does not occur in any other legislation.
- 2.3 Hospital Managers have a central role in operating the provisions of the MHA; specifically, they have the authority to detain patients admitted and transferred under the MHA. For those patients who become subject to a Community Treatment Order (CTO), the Hospital Managers are those of the hospital where the patient was detained immediately before going on to CTO - i.e. the responsible hospital or the hospital to which responsibility has subsequently been assigned.
- 2.4 Hospital Managers must ensure that patients are detained only as the MHA allows, that their treatment and care is fully compliant with the MHA and that patients are fully informed of and supported in exercising their statutory rights. Hospital Managers must also ensure that a patient's case is dealt with in line with associated legislation.

2.5 With the exception of the power of discharge, arrangements for authorising day to day decisions made on behalf of Hospital Managers have been set out in the UHB Scheme of Delegation.

3. Mental Health Measure

3.1 The Mental Health (Wales) Measure is concerned with:

- a. providing mental health services at an earlier stage for individuals who are experiencing mental health problems to reduce the risk of further decline in mental health;
- b. making provision for care and treatment plans for those in secondary mental health care and ensure those previously discharged from secondary mental health services have access to those services when they believe their mental health may be deteriorating;
- c. extending mental health advocacy provision.

4. Mental Capacity Act

4.1 The MCA covers three main areas:

- a. the process to be followed where there is doubt about a person's decision making abilities and decisions may need to be made for them (e.g. about treatment and care);
- b. how people can make plans and/or appoint other people to make decisions for them at a time in the future when they can't take their own decisions;
- c. the legal framework for caring for adult, mentally disordered, incapacitated people in situations where they are deprived of their liberty in hospitals or care homes (DoLS).

4.2 Thus the scope of MCA extends beyond those patients who have a mental disorder.

5. Scope and Duties

5.1 The Committee will:

- a. ensure that those acting on behalf of the Board in relation to the provisions of Mental Health Act and Capacity legislation, have the relevant skills, competencies and knowledge to discharge the Board's responsibilities;
- b. identify matters of risk relating to Mental Health and Capacity legislation and seek assurance that such risks are being mitigated;

- c. consider and approve relevant policies and control documents in support of the operation of Mental Health and Capacity legislation;
- d. monitor the use of the legislation and consider local trends and benchmarks;
- e. consider matters arising from the Hospital Managers' Power of Discharge sub-committee;
- f. ensure that all other relevant associated legislation is considered in relation to Mental Health and Capacity legislation;
- g. consider matters arising from visits undertaken by Healthcare Inspectorate Wales Review Service relating to legislation issues and get assurance that actions identified have been responded to appropriately in particular, issues relating to Mental Health Act 1983;
- h. consider any other information, reports related to the legislation that the Committee deems appropriate.

5.2 The Quality Committee will advise the Mental Health Legislation Committee of any complaints in relation to the Mental Health Act and Capacity legislation received from within reports from Public Services Ombudsman for Wales.

6. Sub Committees

6.1 In accordance with Regulation 12 of the Local Health Boards (Constitution, Procedure and Membership) (Wales) Regulations 2003, the Board has appointed the Power of Discharge Sub-Committee.

6.2 Three or more members drawn from the Sub-Committee will constitute a panel to consider the possible discharge or continued detention under the MHA of unrestricted patients and those subject to CTO.

6.3 The Mental Health Legislation and Governance Group is also a sub Committee. The purpose of this group is to monitor use of the MHA and deal with operational issues. Therefore allowing the MHACLC to focus on policy.

Appendix 6

Quality Committee

1. Purpose

1.1 The Quality Committee will provide:

- a. evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to quality, safety and experience of health services;
- b. assurance to the Board on the setting of local organisational Quality and Safety standards and supporting an organisational safety culture;
- c. evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to the quality, safety and experience of public health, including health improvement, healthcare public health and health protection activities;
- d. assurance to the Board in relation to the UHB arrangements for safeguarding and improving the quality and safety of patient and citizen centred health improvement and care services in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales;
- e. assurance to the Board in relation to improving the experience of patients, carers citizens and all those that come into contact with our services including those provided by other organisations or in a partnership arrangement.⁴

2. Scope and Duties

2.1 The Committee will, in respect of its provision of advice to the Board:

- a. oversee the initial development of the UHB plans for the development and delivery of high quality, equitable and safe healthcare and health improvement services consistent with the Board's overall Strategy and any requirements and standards set for NHS bodies in Wales;
- b. consider the implications for quality, safety and experience arising from the development of the UHB Strategy, Integrated Medium Term Plan or plans of its stakeholders and partners, including those arising from any Joint Committees of the Board;
- c. consider the implications for population, patient and citizen experience arising from internal and external review/investigation reports and actions arising from the work of external regulators;
- d. consider the outcomes for patient feedback methodologies in line with the National Clinical Services Framework: A Learning Health and Care System;

- e. review achievement against the Health and Care Standards in Wales to inform the Annual Quality and Annual Governance Statements;
- f. consider and approve policies as determined by the Board;
- g. review and monitor the implementation of the Health Board's Quality, Safety and Experience Framework and oversee the necessary developments to deliver the eight key areas:
 - i. organisational safety culture;
 - ii. leadership and the prioritisation of quality, safety and experience;
 - iii. patient experience and involvement in quality, safety and experience;
 - iv. patient safety learning and communication;
 - v. staff engagement and involvement in safety, quality and experience;
 - vi. patient safety, quality and experience data and insight;
 - vii. professionalism of patient safety, quality and experience;
 - viii. quality governance arrangements;
- h. ensure that the Health Boards Framework aligns to the Welsh Government Quality and Safety Framework 2021: Learning and Improving and that the organisation functions as a quality management system to ensure that care meets the six domains of quality; care that is safe, effective, patient centred, timely, efficient and equitable;
- i. review and monitor the implementation of an Equity, Equality, Experience and Patient Safety Framework throughout the Health Board.

2.2 The Committee will, in respect of its assurance role, seek assurances that quality governance arrangements are appropriately designed and operating effectively to ensure the provision of high quality, safe healthcare and improvement services across the whole of the UHB activities and responsibilities.

2.3 To achieve this, the Committee's programme of work will be designed to ensure that, in relation to all aspects of quality, safety and patient and citizen experience:

- a. there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;
- b. the organisation, at all levels has a citizen centred approach, putting citizens, patients and carers, patient safety and safeguarding above all other considerations;
- c. the care planned or provided across the breadth of the organisation's functions is consistently applied, based on public health principles, sound evidence, clinical effectiveness and meets agreed standards;

- d. the organisation, at all levels has the right systems and processes in place to deliver, from a patient, carer and citizen perspective - efficient, effective, timely and safe services;
- e. the organisation has effective systems and processes to meet the Health and Care Standards;
- f. the workforce is appropriately selected, trained, supported and responsive to ensure safe, quality and patient centred services ensuring that regulatory arrangements, professional standards and registration/revalidation requirements are maintained;
- g. there is an ethos of continual quality improvement and regular methods of updating the workforce in the skills needed to demonstrate quality improvement throughout the organisation;
- h. there is good team working, collaboration and partnership working to provide the best possible outcomes for its citizens;
- i. risks are actively identified and robustly managed at all levels of the organisation;
- j. decisions are based upon valid, accurate, complete and timely data and information including accurate and timely clinical coding;
- k. there is continuous improvement in the standard of quality, equity and safety across the whole organisation – continuously monitored through the Health and Care Standards in Wales;
- l. all reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the quality, equity and safety of care provided, and in particular that:
 - i. sources of internal assurance are reliable, e.g., internal audit and clinical audit teams have the capacity and capability to deliver;
 - ii. recommendations made by internal and external reviewers are considered and acted upon on a timely basis;
 - iii. appropriate review is carried out and corrective action is taken arising from incidents, complaints and claims, known collectively as ‘concerns;’
 - iv. data quality around the Equality Act and Socio-economic Duty is improved and used routinely in the organisation to drive improvement.

2.4 The Committee will advise the Board on the adoption of a set of key indicators of safety, quality and patient and citizen experience against which the UHB performance will be regularly assessed and reported on through the Annual Quality Statement (if required).

3. Sub Committees and Groups

- 3.1 Within the Quality, Safety and Experience Framework the Board has approved the following Sub-Committees shall report into the Quality, Safety and Experience Committee:
- a. 7 Clinical Board Quality and Safety Sub-Committees;
 - b. Clinical Effectiveness Committee;
 - c. Clinical Safety Group;
 - d. Learning Committee;
 - e. Concerns Group;
 - f. Operational Groups (by exception).
- 3.2 These Committees will report on a rolling programme as set out in the Forward Plan of the Committee and after each of their respective meetings.
- 3.3 Other Quality, Safety and Experience Committee related Groups will also report into the Committee, once established, and as and when required.
- 3.4 The Committee has authority to establish short life task and finish groups which are time limited to focus on a specific matter of advice or assurance as determined by the Board or Committee.

Appendix 7

People and Culture Committee

1. Purpose

1.1 The role and purpose of the People and Culture Committee is to:

- a. advise and assure the Board on:
 - i. the development, monitoring and delivery of the organisation's People and Culture Plan in the context of the national strategic workforce plan;
 - ii. the Health Board's values and behaviours and that they are fully applied and adopted;
 - iii. whether there is effective leadership development at all levels;
 - iv. staff wellbeing;
 - v. the delivery of the desired culture throughout the Health Board to deliver safe and continuously improving healthcare.
- b. provide assurance to the Board in relation to the direction and delivery of the milestones and key performance indicators identified within the People and Culture Plan;
- c. perform certain, specific functions delegated to the Committee on behalf of the Board in line with the Health Boards Standing Orders, Standing Financial Instructions and its Scheme of Delegation.

2. Scope and Duties

2.1 The Committee will, in respect of its provision of advice and assurance to the Board, be responsible for the following areas.

2.2 Culture and Values:

- a. seek assurance that the Health Board has a credible process for assessing, measuring and reporting on the culture of the organisation on a consistent basis over time;
- b. scrutinise the coherence and comprehensiveness of the ways in which the Health Board engages with staff and with staff voices, including the staff survey, and report on the intelligence gathered, and its implications;
- c. seek assurance on the development of a person-centred open and learning culture that is caring and compassionate, which nurtures talent and inspires innovation and excellence;
- d. seek assurance that there is positive progress on equality and diversity within the Health Board, including shaping and setting direction, monitoring progress and promoting understanding inside and outside of the Health Board and

compliance with legislative requirements applicable to equality and diversity and with the relevant aspects of the Health Board's Equity, Equality, Experience and Patient Safety Framework;

- e. seek assurance regarding the Health Board's approach to promoting staff engagement and partnership working and that staff engagement and communication plans are in place and are being delivered effectively;
- f. seek assurance that the organisation has a working environment which promotes staff well-being, where people feel safe and are able to raise concerns, and where bullying and harassment are visibly and effectively addressed. Seek assurance that any organisational learning from trends in concerns or incidents are acted upon;
- g. seek assurance that collaborative working relationships across the Health Board between professions and other stakeholders including representative bodies and regulators are effective and contribute to the delivering the Health Board's strategy.

2.3 Organisational Development and Capacity:

- a. ensure the workforce systems, processes and plans used by the Health Board have integrity and are fit for purpose in the following areas:
 - i. strategic approach to growing the capacity of the workforce;
 - ii. analysis and use of sound workforce, employment and demographic intelligence;
 - iii. the planning of current and future workforce capacity;
 - iv. effective recruitment and retention;
 - v. new models of care and roles;
 - vi. agile working;
 - vii. continuous development of personal and professional skills;
 - viii. talent management;
- b. seek assurance on the Health Board's plans for ensuring the development of leadership and management capacity, including the Health Board's approach to succession planning;
- c. seek assurance that workforce and organisational development plans, including those developed with strategic partners, are informed by the Sustainable Development Principle as defined by the Well-being of Future Generations (Wales) Act 2015.

2.4 Performance and Assurance:

- a. scrutinise workforce and organisational development performance issues and key performance indicators linked to:
 - i. the NHS Planning Framework;

- ii. Ministerial Priorities;
 - iii. the IMTP/Annual Plan;
- b. seek assurances that workforce governance arrangements are appropriately designed and operating effectively to ensure the provision of high quality, legally compliant and safe workforce practices, processes and procedures;
 - c. scrutinise risks on the Corporate Risk Register and Board Assurance Framework that fall within the remit of the Committee, including Health and Safety and working environment risks and provide assurance to the Board that controls and assurances are operating effectively;
 - d. monitor and scrutinise relevant internal and external audit reports and management responses to recommendations;
 - e. consider and ratify relevant Workforce and Organisational Development policies, procedures and initiatives prior to implementation across the Health Board with the support of the Employment Policy Sub-Group and Local Partnership Forum including the adoption of all-Wales policies;
 - f. refer people and culture matters which impact on other Board sub-committees to them. Specifically, referring quality and safety concerns to the Quality, Safety & Experience Committee, and vice versa including people and culture related findings and actions from inspections, audits and other forms of scrutiny.

2.5 Statutory Compliance:

- a. ensure, on behalf of the Board, that current statutory and regulatory compliance and reporting requirements are met, including:
 - i. Health and Safety Legislation (via the Health and Safety sub-committee);
 - ii. Equality and Diversity Legislation;
 - iii. Welsh Language Standards;
 - iv. Wellbeing of Future Generations Act (where relevant to the Committee);
 - v. Socio-economic Duty;
 - vi. consultation on organisational change;
 - vii. mandatory and statutory training.

Appendix 8

Remuneration and Terms of Service Committee

1. Purpose

1.1 The Remuneration and Terms of Service Committee "the Committee" is to provide:

- a. advice to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government;
- b. assurance to the Board in relation to the UHB arrangements for the remuneration and terms of service, including contractual arrangements, for all staff, in accordance with the requirements and standards determined for the NHS in Wales

and to perform certain, specific functions on behalf of the Board.

1.2 The Committee shall have no powers to develop or modify existing pay schemes.

2. Delegated Authority

2.1 The Board has delegated the following specific powers to the Committee:

- a. to consider and approve Voluntary Early Release scheme applications, redundancy payments and severance payments;
- b. to approve any exceptions to the Relocation Expenses Policy;
- c. to approve the appointment of Officer Members to the Board;
- c. to approve the engagement of any Board members via an agency or as a contractor;

in line with Standing Orders and extant Welsh Government guidance.

2.2 With regard to its role in providing advice and assurance to the Board, the Committee will comment specifically upon the:

- a. remuneration and terms of service for the Chief Executive, Executive Directors and other Very Senior Managers (VSMs) not covered by Agenda for Change, ensuring that the policies on remuneration and terms of service as determined from time to time by the Welsh Government are applied consistently;
- b. objectives for the Chief Executive and Executive Directors and their performance assessment;
- c. proposals to make additional payments to medical consultants;

- d. proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.

3. Membership

- 3.1 The committee will consist of the Chair and Vice Chair of the Board, the Chairs of each of the Committees and the Chief Executive (except where any conflict of interest is applicable).

4. Quorum

- 4.1 At least 3 Independent Members must be present to ensure the quorum of the Committee, one of whom must be the Chair or Vice Chair.