

# **THE STAKEHOLDER REFERENCE GROUP**

## **Terms of Reference and Operating Arrangements**

### **1. INTRODUCTION**

1.1 The Stakeholder Reference Group's (SRG) role is to provide independent advice on any aspect of University Health Board (UHB) business. This may include:

- Early engagement and involvement in the determination of the UHB overall strategic direction
- Provision of advice on specific service proposals prior to formal consultation; as well as
- Feedback on the impact of the UHB's operations on the communities it serves.

### **2. PURPOSE**

2.1 The purpose of the SRG is to:

Facilitate full engagement and active debate amongst stakeholders from across the communities served by the UHB, with the aim of reaching and presenting a cohesive and balanced stakeholder perspective to inform the UHB's decision making.

### **3. DELEGATED POWERS AND AUTHORITY**

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

- offer advice to the UHB when specifically requested on any aspect of its business
- offer advice and feedback even if not specifically requested by the UHB.

3.2 Authority

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

The SRG may provide advice to the Board:

- at Board meetings, through the SRG Chair's participation as Associate Member
- in written advice, and
- in any other form specified by the Board.

The Board may determine that the SRG should be supported by sub groups to assist it in the conduct of its work, or the SRG may itself determine such arrangements, provided that the Board approves such action.

#### **4. MEMBERSHIP**

**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 of the SRG must be drawn from within the area served by the UHB, and should ensure involvement from a range of bodies and groups operating within the communities serviced by the UHB.

In determining the overall size and composition of the SRG, the UHB must take account of the:

- demography of the areas served by the UHB;
- need to encourage and reflect the diversity of the locality, to incorporate different ages, race, religion and beliefs, sexual orientation, gender, including transgender, disability and socio-economic status;
- balance needed in both the range of difference stakeholders and the geographical areas covered, taking particular care to avoid domination by any particular stakeholder type or geographical area;
- design and operation of the partnership/stakeholder fora already influencing the work of the UHB at local community levels;
- need to complement, and not duplicate the work of CHCs; and
- need to guard against the over involvement of particular stakeholders through their roles across the range of partnership/stakeholder arrangements in place.

The Health and Social Care Facilitators will have permanent member status in recognition of their unique role. They will be full and equal members of the SRG and will count towards its quoracy.

**Secretariat** As determined by the Director of Corporate Governance.

**In Attendance** The Executive Director of Planning, Executive Nurse Director, Director of Corporate Governance, Strategic Partnership & Planning Manager, Equality Manager and Community Health Council representative will attend the SRG, and the Board may determine that designated Board members or UHB staff should be in attendance at the SRG. The SRG Chair may also request the attendance of Board members or UHB staff, subject to the agreement of the UHB Chair.

#### **Support to Committee Members**

4.6 The Director of Corporate Governance, on behalf of the SRG Chair, shall:

- arrange the provision of advice and support to group members on any aspect related to the conduct of their role, and
- ensure the provision of a programme of organisational development for SRG members as part of the UHB's overall OD programme developed by the Director of Workforce and Organisational Development.

## 5. TERMS OF OFFICE

- 5.1 Appointments to the SRG shall be made by the Board, based upon nominations received from stakeholder bodies/groupings, and in accordance with any specific requirements or directions made by the Welsh Government (WG). The Board may seek independent expressions of interest to provide a stakeholder perspective where it has determined that formal bodies or groups are not already established or operating within the area.

Members shall be appointed for a period specified by the Board, but for no longer than **three or four years** in any one term (**depending on outcome of WG review of Board Standing Orders**). Those members can be reappointed but may not serve a total period of more than five or eight years consecutively (**depending on outcome of WG review of Board Standing Orders**). The Board may, where it considers it appropriate, make interim or short term appointments to the SRG to fulfil a particular purpose or need.

- 5.2 The **Chair** will 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 the WG. The nomination will be subject to consideration by the Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. The 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.
- 5.3 The Chair's term of office will be for a period of up to two years, with the ability to stand as Chair for an additional one year (**to be reviewed following WG review of Board Standing Orders**), 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.
- 5.4 The **Vice Chair** will 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 the WAG. The nomination shall be subject to consideration by the Board, who must submit a recommendation on the nomination to the Minister for Health and Social Services. The appointment as Vice 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. In the SRG Chair's absence, the Vice Chair will also perform the role of Associate Member on the UHB Board. The appointment of the Vice Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 5.5 The Vice Chair's term of office will be for a period of up to two years, with the ability

to stand as Vice Chair for an additional one year, in line with that individual's term of office as a member of the SRG (to be reviewed following WG review of Board Standing Orders). That individual may remain in office for the remainder of their term as a member of the SRG after their term of appointment as Vice Chair has ended.

- 5.6 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 to do so 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.
- 5.7 Where the Board determines it appropriate, the UHB may extend membership to individuals in order to provide a perspective from stakeholders where there are not already formal bodies or groups established or operating within the UHB area.

## **6. RESIGNATION, SUSPENSION AND REMOVAL OF MEMBERS**

6.1 A member of the SRG may resign office at any time during the period of appointment by giving notice in writing to the SRG Chair and the Board.

6.2 If the Board, having consulted with the SRG Chair and the nominating body or group, considers that:

- it is not in the interests of the health service in the area covered by the SRG that a person should continue to hold office as a member, or
- it is not conducive to the effective operation of the SRG

it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.

A nominating body or group may request the removal of a member appointed to the SRG by writing to the Board setting out an explanation and full reasons for removal.

6.3 If an SRG member fails to attend any meeting of the Group for a period of three consecutive meetings, the Board may remove that person from office unless they are satisfied that:

- i the absence was due to a reasonable cause, and
- ii the person will be able to attend such meetings within such period as the Board considers reasonable.

6.4 Before making a decision to remove a person from office, the Board may suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

## **7. MEMBER RESPONSIBILITIES AND ACCOUNTABILITY**

### **The Chair**

- 7.1 The Chair is responsible for the effective operation of the SRG:
- chairing meetings
  - 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
  - developing positive and professional relationships amongst the Group's membership, and between the SRG and the UHB's Board and its Chair, and Chief Executive.
- 7.2 The Chair shall work in close harmony with the Chairs of the UHB's other advisory groups, and, supported by the Director of Corporate Governance, 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.
- 7.3 As Chair of the SRG, they 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 UHB Board to the Minister, through the UHB Chair. They are also accountable to the UHB Board for the conduct of business in accordance with the governance and operating framework set by the UHB.

### **The Vice Chair**

- 7.4 The Vice Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing Chair resumes their duties, or a new Chair is appointed, and this deputisation includes acting in the role of Associate Member of the UHB Board.
- 7.5 The Vice Chair is accountable to the SRG Chair for their performance as Vice Chair, and to their nominating body or grouping for the way in which they represent their views at the SRG.

### **Members**

- 7.6 The SRG shall function as a coherent advisory group, all members being full and equal members and sharing responsibility for the decisions of the SRG.
- 7.7 All members must:
- be prepared to engage with and contribute fully to the SRG'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
  - comply with their terms and conditions of appointment
  - equip themselves to fulfil the breadth of their responsibilities by participating in

- appropriate personal and organisational development programmes, and
  - promote the work of the SRG within the professional discipline they represent.
- 7.8 SRG members are accountable to the Chair for their performance as Group members, and to their nominating body or grouping for the way in which they provide an informed perspective of the matters under discussion.

### **Relationship with the Board**

- 7.9 The SRG's main link with the Board is through the SRG Chair's membership of the Board as an Associate Member.
- 7.10 The Board may determine that designated Board members or UHB officers should be in attendance at Group meetings. The SRG's Chair may also request the attendance of Board members or UHB officers, subject to the agreement of the UHB Chair.
- 7.11 The Board should determine the arrangements for any joint meetings between the UHB Board and the SRG.
- 7.12 The Chair of the Board should put in place arrangements to meet with the SRG Chair on a regular basis to discuss the SRG's activities and operation.

## **8. RELATIONSHIP BETWEEN THE SRG AND OTHERS**

- 8.1 The UHB Board must ensure that the SRG's advice provides a balanced, co-ordinated stakeholder perspective from across the local communities served by the UHB. The SRG shall:
- ensure effective links and relationships with other advisory groups, local and community partnerships and other key stakeholders who do not form part of the SRG membership;
  - ensure its role, responsibilities and activities are known and understood by others; and
  - take care to avoid unnecessary duplication of activity with other bodies/groups with an interest in the planning and provision of NHS services, e.g., Public Services Boards.
- 8.2 The SRG shall work together with Community Health Councils (CHCs) within the area covered by the UHB to engage and involve those within the local communities served whose views may not otherwise be heard
- 8.3 The SRG shall make arrangements to ensure designated CHC members receive the SRG's papers and are invited to attend SRG meetings.

## 9. SUPPORT TO THE SRG

9.1 The UHB's Director of Corporate Governance, on behalf of the Chair, will ensure that the SRG is properly equipped to carry out its role by:

- overseeing the process of nomination and appointment to the SRG;
- co-ordinating and facilitating appropriate induction and organisational development activity
- ensuring the provision of governance advice and support to the SRG Chair on the conduct of its business and its relationship with the LHB and others;
- ensuring the provision of secretariat support for SRG meetings;
- ensuring that the SRG receives the information it needs on a timely basis;
- ensuring strong links to communities/groups; and
- facilitating effective reporting to the Board

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

## 10. COMMITTEE MEETINGS

### 10.1 Quorum

At least four members or one third of the total membership whichever is greater must be present to ensure the quorum of the SRG.

### 10.2 Frequency of Meetings

Meetings shall be held bi-monthly and otherwise as the Chair of the SRG deems necessary – consistent with the UHB annual plan of Board Business.

### 10.3 Openness and Transparency

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 business. The Board therefore requires, wherever possible, the SRG to hold meetings in public unless there are specific, valid reasons for not doing so.