



**GIG**  
CYMRU  
**NHS**  
WALES

Bwrdd Iechyd Prifysgol  
Bae Abertawe  
Swansea Bay University  
Health Board



<b>Meeting Date</b>	<b>28<sup>th</sup> January 2021</b>	<b>Agenda Item</b>	<b>5.1</b>
<b>Report Title</b>	<b>Corporate Governance Report</b>		
<b>Report Author</b>	Leah Joseph, Corporate Governance Officer		
<b>Report Sponsor</b>	Pam Wenger, Director of Corporate Governance		
<b>Presented by</b>	Pam Wenger, Director of Corporate Governance		
<b>Freedom of Information</b>	Open		
<b>Purpose of the Report</b>	To report on corporate governance matters arising since the previous meeting.		
<b>Key Issues</b>	<p>There are a number of corporate governance matters which have to be reported to the board as a regular item in-line with standing orders. This report encompasses all such issues as one agenda item.</p> <p>The Board is asked to receive the updates in relation to :</p> <ul style="list-style-type: none"> <li>• Matters considered In-Committee;</li> <li>• Affixing the Common Seal;</li> <li>• Welsh Health Circulars;</li> <li>• Business Cycle.</li> </ul>		
<b>Specific Action Required</b> <i>(please choose one only)</i>	<b>Information</b>	<b>Discussion</b>	<b>Assurance</b>
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Recommendations</b>	<p>Members are asked to:</p> <ul style="list-style-type: none"> <li>• <b>NOTE</b> the report; and</li> <li>• <b>APPROVE</b> the changes to the Committee arrangements and <b>AGREE</b> that these will be reviewed monthly by the Chair, Chief Executive and Director of Corporate Governance</li> </ul>		

# CORPORATE GOVERNANCE REPORT

## 1. INTRODUCTION

To report on corporate governance matters arising since the previous meeting.

## 2. BACKGROUND

There are a number of corporate governance matters which have to be reported to the board as a regular item in-line with standing orders. This report encompasses all such issues as one agenda item.

## 3. GOVERNANCE AND RISK ISSUES

### (i) Matters Considered In-Committee

In accordance with standing orders, the health board is required to report any decisions made in private session, to the next available public meeting of the board.

The following items during the in-committee board session in November 2020:

- **Key Issues Report from In-Committee Board Committee meetings** - a report on key issues discussed at recent meetings was received for assurance;
- **Transcatheter aortic valve insertion (TAVI)** – an update report was received for assurance
- **Chair's Actions** – two separate actions were received for ratification;
- **Swansea Wellness Centre** – a business justification case was received for approval.
- **Fairfield** – a report was received for approval on the sale of 'Fairfield' a Health Board property located on the Cefn Coed site.
- **Singleton Hospital Cladding** – a business case for Singleton Hospital cladding was approved.

### (ii) Affixing the Common Seal

In-line with standing orders, a routine report on documents to which the common seal has been affixed is required. Attached at **appendix 1** are details taken from the seal register. The Corporate Governance Team are currently reviewing the process regarding affixing the common seal.

### (iii) Welsh Health Circulars (WHCs)

Welsh Government issues WHCs around specific topics. The WHCs set out in **appendix 2** have been received since the last meeting and are available via the [Welsh Government website](#), where further details as to the risks and governance issues are available.

### (iv) Board Business Cycle

At each meeting, the board receives copy of its business cycle which outlines the business planned for each meeting. This is at **appendix 3**. The Corporate Governance Team will be reviewing the board business cycle for 2021 onwards in conjunction with the Chair and Chief Executive. The Board Business Cycle for 2021/22 will be finalised for the Board Meeting in March 2021.

**(v) Board and Committee arrangements**

As the health board continues to manage its Covid-19 response, the board committee arrangements will remain streamlined with reduced executive director attendances, agendas focused on Covid-19 items and shorter meetings.

**4. FINANCIAL IMPLICATIONS**

There are no financial implications arising within this report.

**5. RECOMMENDATIONS**

Members are asked to:

- **NOTE** the report;
- **APPROVE** the changes to the Committee arrangements and **AGREE** that these will be reviewed monthly by the Chair, Chief Executive and Director of Corporate Governance

<b>Governance and Assurance</b>		
<b>Link to Enabling Objectives</b> <i>(please choose)</i>	<b>Supporting better health and wellbeing by actively promoting and empowering people to live well in resilient communities</b>	
	Partnerships for Improving Health and Wellbeing	<input checked="" type="checkbox"/>
	Co-Production and Health Literacy	<input type="checkbox"/>
	Digitally Enabled Health and Wellbeing	<input type="checkbox"/>
	<b>Deliver better care through excellent health and care services achieving the outcomes that matter most to people</b>	
	Best Value Outcomes and High Quality Care	<input type="checkbox"/>
	Partnerships for Care	<input checked="" type="checkbox"/>
	Excellent Staff	<input type="checkbox"/>
	Digitally Enabled Care	<input type="checkbox"/>
Outstanding Research, Innovation, Education and Learning	<input type="checkbox"/>	
<b>Health and Care Standards</b>		
<i>(please choose)</i>	Staying Healthy	<input type="checkbox"/>
	Safe Care	<input type="checkbox"/>
	Effective Care	<input type="checkbox"/>
	Dignified Care	<input type="checkbox"/>
	Timely Care	<input type="checkbox"/>
	Individual Care	<input type="checkbox"/>
	Staff and Resources	<input checked="" type="checkbox"/>
<b>Quality, Safety and Patient Experience</b>		
The common seal is applied to legal and official documents which develop services, buildings, processes and systems to enhance the way in which the health board functions and support and patients. In addition, Welsh health circulars provide advice, guidance and information relating to changes in process or services which work to enhance services.		
<b>Financial Implications</b>		
There are no financial implications associated with this report.		
<b>Legal Implications (including equality and diversity assessment)</b>		
The common seal is primarily used to seal legal documents such as transfers of land, lease agreements and other important/key contracts. The seal may only be fixed to a document if the board or committee of the board has determined it shall be completed under seal, or if a transaction to which the document relates has been approved by the board or committee of the board. Any legal implications relating to Welsh health circulars would be identified in the individual documents.		
<b>Staffing Implications</b>		
There are no staffing implications contained within this report.		
<b>Long Term Implications (including the impact of the Well-being of Future Generations (Wales) Act 2015)</b>		
Welsh health circulars provide advice, guidance and information relating to changes in process or services which work to enhance the way in which NHS Wales organisations function and would therefore potentially have individual long-term impacts.		
<b>Report History</b>	This report is a standard item on the board's business cycle.	
<b>Appendices</b>	Appendix 1 - Affixing of the common seal Appendix 2 – Welsh Health Circulars Appendix 3 – Board business cycle	

## REGISTER OF SEALINGS

Document Number	Date Signed	Document Details
48/20	04.11.20	Morrison Hospital Carrier Chiller No.4 Compound 3
49/20	10.11.20	Morrison + PHW hospitals Hotlabs
50/20	10.11.20	Mother and Baby unit Tonna Hospital
51/20	10.11.20	Covid Testing Margam
52/20	10.11.20	Licence for alterations – Ground floor + basement of 48 The Kingsway Swansea
53/20	10.11.20	Proposed Elective Orthopaedics Theatres at NPT + Singleton Hospitals
54/20	10.11.20	Singleton Hospital Coffee Shop Refurbishment
55/20	10.11.20	CT Simulator Refurbishment Singleton Hospital
56/20	11.11.20	Option agreement - Brynwhilach Farm Llangyfelach
57/20	11.11.20	Lease Agreement – Brynwhilach Farm Llangyfelach
58/20	17.11.20	Ground floor & Basement of 48 The Kingsway Swansea
59/20	08.12.20	Anti-ligature Learning Disability Bungalows
60/20	08.12.20	Works Contract for development of Solar Farm at Brynwhilach Farm

**Appendix 2**

<b>WHC number and title</b>	<b>Date received</b>	<b>Recipients</b>
NHS Wales Annual Planning Framework 2021-22 WHC (2020) 022	14/12/2020	Health Boards; NHS Trusts; NHS Support Organisations; NHS Special Health Authorities.
Clinical Assessment of COVID-19 in the Community WHC (2020) 024	22/12/2020	GP Senior Partners and Practice Managers; GP Out of Hours; 111; WAST ambulatory teams
2021-22 Health Board and Public Health Wales NHS Trust Allocations WHC (2020) 025	22/12/2020	Chief Executives; Directors of Finance.
EU Exit – Continuity of Medicine Supply at the End of the Transition Period WHC (2020) 023	23/12/2020	Chief Pharmacists; Community Pharmacists; General Practitioners; and Dispensing Doctor Practices.