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Swansea Bay University
Health Board

Committee Terms of Reference



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Bwrdd Iechyd Prifysgol
Bae Abertawe

Swansea Bay University
Health Board

Audit Committee Terms of Reference

Approved at Board: January 2025
Review Due: January 2026



1. INTRODUCTION

The health board's standing orders provide that "*The Board may and, where directed by the Welsh Government must, appoint Committees of the LHB 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*".

In line with standing orders (and the health board's scheme of delegation), the board shall nominate a committee to be known as the **Audit Committee**. The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.

2. PURPOSE

The purpose of 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 health board's assurance arrangements - to support them in their decision taking and in discharging their accountabilities for securing the achievement of the health board's objectives, in accordance with the standards of good governance determined for the NHS in Wales.

Where appropriate, the committee will advise the board and the accountable officer on where and how its assurance arrangements may be strengthened and developed further.

3. SCOPE AND DUTIES

The committee's duties/responsibilities can be categorised as follows:

(a) Integrated Governance, Risk Management and Internal Control

The committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (clinical and non-clinical), that supports the achievement of the organisation's objectives.

In particular, the committee will review the adequacy and effectiveness of:

- All risk and control related disclosure statements (in particular the governance statement) together with any accompanying head of internal audit opinion, external audit opinion or other appropriate independent assurances, prior to submission to the health board;
- The underlying assurance processes that indicate the degree of achievement of the organisation's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
- The efficiency effectiveness and economic use of resources;
- The extent to which the arrangements safeguards and protects all its assets, including its people to ensure the provision of high quality, safe healthcare for its citizens;



- The organisation’s annual report;
- The board’s standing orders and standing financial instructions (including associated framework documents, as appropriate);
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications;
- The policies and procedures for all work related to counter fraud and security as required by NHS Counter Fraud Authority;
- The arrangements in place to ensure the reliability, integrity, safety and security of the information collected and used by the organisation. This will be done through regular reports made by the Information Governance Group;
- The 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 committee;
- The work carried out by the whole range of external review bodies and ensure it 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.

In carrying out this work, the committee will primarily use the work of internal audit, external audit and other assurance functions, but it will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the committee’s use of an effective assurance framework to guide its work and the audit and assurance functions that report to it.

As part of its integrated approach, the committee will have effective relationships with other key committees (for example Quality and Safety Committee) so that it understands processes and linkages. However these other committees must not usurp the Audit Committee’s role.

(b) Internal Audit

The committee shall ensure that there is an effective internal audit function which provides appropriate independent assurance to the committee, accountable officer and health board. This will be achieved by:

- Considering the provision of the internal audit service and the costs involved;
- Reviewing and approving the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework;
- Considering the major findings of internal audit work (management responses) and ensuring co-ordination between the internal and external auditors to optimise the use of audit resources;
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation;



- Monitoring the effectiveness of internal audit and carrying out an annual review.

(c) External Audit

The committee shall review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process. In particular, the committee will review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:

- Considering the appointment and performance of the external auditors, as far as the rules governing this appointment permit (make recommendations to the health board when appropriate);
- Discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the draft annual plan;
- Discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee;
- Reviewing all external audit reports, including the report to those charged with governance (before its submission to the health board) and any work undertaken outside of the annual audit plan, together with the appropriateness of management responses;
- Ensuring that there is in place a clear policy for the engagement of external auditors which informs (but not replace) internal assurance activity.

(d) Other assurance functions

The committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation.

These will include, but not be limited to, any reviews by Welsh Government's regulators or inspectors and professional bodies with responsibility for the performance of staff or functions.

In addition, the committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the committee's own areas of responsibility. In particular, this will include any clinical governance, risk management or quality committees that are established.

In reviewing the work of the quality and safety committee, and issues around clinical risk management, the committee will wish to satisfy itself on the assurance that can be gained from the clinical audit function.

(e) Counter Fraud

The committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud and security that meet NHS Counter Fraud Authority's standards and shall review the outcomes of work in these areas.

(f) Management



The committee shall request and review reports, evidence and assurance from directors and management on the overall arrangements for governance, risk management and internal control.

The committee may also request specific reports from individual functions within the organisation (for example, clinical audit).

(g) Financial Reporting

The committee shall monitor the integrity of the financial statements of the organisation and any formal announcements relating to its financial performance, including the schedule of losses and compensation.

The committee should ensure that the systems for financial reporting to the governing body, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.

The committee shall review the annual report and financial statements before submission to the health board, focussing particularly on:

- The wording in the annual governance statement and other disclosures relevant to the terms of reference of the committee;
- Changes in, and compliance with, accounting policies, practices and estimation techniques;
- Unadjusted mis-statements in the financial statements;
- Significant judgements in preparation of the financial statements;
- Significant adjustments resulting from the audit;
- Letter of representation;
- Explanations for significant variances.

(h) Whistleblowing

The committee shall review the effectiveness of the arrangements in place for allowing staff to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently.

(f) Hosted Agencies

The committee shall receive an annual report for all hosted agencies. The committee should also review the hospitality register, single tender action/quotations and risk register for hosted agencies as part of the health board's regular updates to the Audit Committee.

4. AUTHORITY

The committee is authorised by the board to investigate or have investigated any activity within its terms of reference. In doing so, the committee shall have the right to inspect any books, records or documents of the health board relevant to the committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:



- employee (and all employees are directed to cooperate with any reasonable request made by the committee); and
- other committee, sub-committee or group set up by the board to assist it in the delivery of its functions.

The committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the board’s procurement, budgetary and other requirements.

5. ACCESS

The head of internal audit shall have unrestricted and confidential access to the chair of the Audit Committee.

The chair of the Audit Committee shall have reasonable access to executive directors and other relevant senior staff.

6. MEMBERSHIP

The committee members shall comprise three independent members of the board. It may also co-opt additional independent “external” members from outside the organisation to provide specialist skills, knowledge and expertise. Executives, including Director of Finance, Director of Nursing and Patient Experience and Director of Corporate Governance will be “in attendance” at the meetings. The Chief Executive, other executive directors and senior managers to attend as required by the committee chair to assist with discussions on particular matters.

Executive Director	Membership	Frequency of Attendance
Director of Finance	In attendance	Every meeting
Director of Corporate Governance	In attendance	Every Meeting

The membership of the committee shall be determined by the board, based on the recommendation of the Chair, and subject to any specific requirements or directions made by the Welsh Government.

The accountable officer (Chief Executive) and Chair should be invited to attend meetings and should discuss at least annually with the committee the process for assurance that supports the governance statement. They should also attend when the committee considers the draft annual governance statement as well as the annual report and accounts.

7. Committee Meetings

Quorum

At least two Independent Members must be present to ensure the quorum of the committee. To ensure meetings are quorate, the chair can invite other Independent Members to attend.



Chair

An Independent Member shall chair the committee.

Secretariat

The Director of Corporate Governance will determine the secretarial and support arrangements for the committee.

Frequency of Meetings

Meetings shall be held on a bi-monthly basis.

Committee Meetings

A standard agenda must be used as the basis for discussion at each meeting. Minutes prepared following a meeting shall be circulated to members and retained by the Director of Corporate Governance as formal record of the decision making for a period of seven years.

Withdrawal of individuals in attendance

The committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of any particular matter.

The Director of Corporate Governance, on behalf of the committee chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the health board's overall organisational development programme developed by the Director of Workforce and Organisational Development.

8. Relationship and Accountabilities with the Board and its Committees and Groups

Although the board has delegated authority to the committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability in relation to its role as corporate trustee.

The committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference. Through its chair and members, it will work closely with the board's other committees and groups to provide advice and assurance to the board through the

- joint planning and co-ordination of board and committee business; and
- sharing of information.

In doing so, contributing 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 framework. This will be achieved primarily through the Audit Committee.



The committee shall embed the health board's corporate standards, priorities and requirements, for example equality, diversity and human rights, through the conduct of its business.

9. Reporting and Assurance Arrangements

The committee chair shall:

- report formally, regularly and on a timely basis to the board on the committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports, as well as the presentation of an annual report;
- bring to the board's specific attention any significant matters under consideration by the committee;
- ensure appropriate escalation arrangements are in place to alert the health board chair, chief executive or chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the health board.

The board may also require the committee chair to report upon the committee's activities at public meetings or to community partners and other stakeholders, where this is considered appropriate, for example where the committee's assurance role relates to a joint or shared responsibility.

The Director of Corporate Governance, on behalf of the board, shall oversee a process of regular and rigorous self assessment and evaluation of the committee's performance and operation including that of any sub committees established.

The committee shall provide a written annual report to the board on its activities, which will also record the results of the committee's self - assessment and evaluation.

10. Applicability of Standing Orders to Committee Business

The requirements for the conduct of business as set out in the health board's standing orders are equally applicable to the operation of the committee, except in the following areas:

- quorum
- notice of meetings
- notifying the public of meetings
- admission of the public, the press and other observers
- paper circulation.

11. Review

These terms of reference and operating arrangements shall be reviewed annually by the committee with reference to the board.





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Swansea Bay University
Health Board

Population Health & Partnerships Committee

Terms of Reference

Approved at Board: March 2025
Review Due: March 2026



1. INTRODUCTION

- 1.1 Section 2 of the Standing Orders of the Swansea Bay University Health Board (referred to throughout this document as 'SBUHB, the Board' or the 'Health Board') provides that:

“The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by Committees”.

- 1.2 In-line with Standing Orders and the Board’s Scheme of Delegation and Reservation of Powers, the Health Board has established a Committee to be known as the **Population Health Committee** (referred to throughout this document as ‘the Committee’). The Terms of Reference and operating arrangements set by the Board in respect of this Committee are set out below.
- 1.3 This Committee will not be responsible for the development of strategy, which is a collective Board responsibility and therefore reserved for full Board discussions.
- 1.4 The Committee will act as the public health conscience of the organisation to ensure the Board and organisation adopt a population health approach.

2. PURPOSE & ROLE

- 2.1 The purpose and role of the Committee is the be the Public Health conscience of the organisation”, ensuring that the board and the organisation adopt a population health approach.
- 2.2 The Committee will seek assurance from the executives on the work the Health Board is doing to embed a population health mindset across the organisation and in particular will adopt the following approaches and seek assurance on progress against each one through an agreed work programme:
- 2.2.1 Epidemiologically driven approach - the Committee will focus on specific health challenges based on epidemiological data, such as diabetes, mental health, and respiratory diseases and will receive reports on the priorities and strategies developed to address these challenges.
- 2.2.2 Life course approach - the Committee will seek assurance on addressing health challenges at different stages of life, from starting well to ageing well. As well as focusing on secondary and tertiary prevention where necessary.



- 2.2.3 Prioritised approach – seek assurance on the clear method and approach to setting priorities for the organisation to enable a shift in health outcomes and monitor progress of the changes and outcomes.
- 2.2.4 Cultural Change approach – seek assurance on the cultural change program to embed a population health mindset across the organisation. Integrated with leadership, strategic planning, and capacity building.
- 2.2.5 Engagement and lived experience – Committee to hear patient and staff stories lived experiences relevant to the work programme to support understanding and of the decisions made and the models being embedded across the Health Board.
- 2.2.6 Benchmarking and Learning – receive reports benchmarking against recognised successful models and strategies.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 With regard to specific powers delegated to it by the Board, the Committee will:
 - i. consider population health and wellbeing assessments and other key information that underpins the strategic planning process to ensure the robustness and best fit of developing plans;
 - ii. seek assurance on plans, systems and processes to deliver health improvement and increase health equity;
 - iii. seek assurance on the work of the Health Board to reduce avoidable health inequalities.
 - iv. Seek assurance on the delivery against the Population Health Strategy.
- 3.2 The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in-line with the Board’s Policy Management Framework and Scheme of Delegation and Reservation of Powers.
- 3.3 The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Health Board Risk Register.

Authority

- 3.4 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the Health Board relevant to the Committee’s remit and ensuring patient/client and staff confidentiality, as appropriate.

The Committee may seek any relevant information from any:



- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
- any other Committee, sub Committee or group set up by the Board to assist it in the delivery of its functions.

3.5 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary (subject to the Board's procurement, budgetary and any other applicable standing requirements).

Access

3.6 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.

3.7 The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

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

Committee Programme of Work

3.9 Each year the Board will determine the Committee's priorities for its annual programme of work, based on the Board's Assurance Framework and Corporate Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

4. MEMBERSHIP

Members

4.1 Membership will comprise:

Chair	Independent member (Vice Chair/Finance) of the Board
Vice Chair	Independent member (Local Authority) of the Board
Member	Independent member (Third Sector) of the Board



Independent member (University) of the Board

The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

Attendees

4.2 In attendance: The following Executive Directors of the Board will be regular attendees:

- Director of Public Health; and
- Director of Planning & Partnerships

The following senior managers will be regular attendees:

- Service Group Director of Primary Care & Community Services; and
- Head of Pan Cluster Group

4.3 By invitation:

The Committee Chair extends an invitation to the SBUHB Chair and Chief Executive to attend Committee meetings.

The Committee Chair will extend invitations to attend Committee meetings, dependent upon the nature of business, to the following:

- other Executive Directors not listed above;
- other Senior Managers; and
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

4.4 The Office of the Director of Corporate Governance will provide secretariat services to the Committee.

Member Appointments

4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of SBUHB - taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government.

4.6 Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board.



- 4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of ABUHB.

Support to Committee Members

- 4.8 The Director of Corporate Governance, on behalf of the Committee Chair, shall:
- arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
 - ensure the provision of a programme of development for Committee members as part of the Board's overall Development Programme.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least **three** members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.
- 5.2 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

- 5.3 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than **three time a year**, and in line with the Health Board's annual plan of Board Business.
- 5.4 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

- 5.5 Section 3.1 of SBUHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
 - issue an annual programme of meetings (including timings and venues) and its annual programme of business;
 - publish agendas and papers on the Health Board's website in advance of meetings;
 - ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read; and



- through SBUHB’s website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

Withdrawal of individuals in attendance

5.6 There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g., business that relates to a confidential matter. In such cases the Chair (advised by the Director of Corporate Governance where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee shall resolve:

That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest in accordance with Section 1(2) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions (as set out within these terms of reference), the Board retains overall responsibility and accountability for all matters relating to performance and resources.

The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

6.2 The Committee will work closely with the Board’s other Committees, joint and sub Committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business;
- sharing of appropriate information; and
- applicable escalation of concerns.

In doing so, this contributes 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 framework.



- 6.3 The Committee shall embed the Health Board’s agreed Values and Behaviours, as set out in the Board’s Values and Behaviours Framework, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 The Committee Chair shall:
- report formally, regularly and on a timely basis to the Board on the Committee’s activities. This includes verbal updates on activity, and the submission of Committee minutes and written reports;
 - bring to the Board’s specific attention any significant matters under consideration by the Committee;
 - ensure appropriate escalation arrangements are in place to alert the Chair of SBUHB, Chief Executive or Chairs of other relevant Committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 7.2 The Board may also require the Committee Chair to report upon the Committee’s activities at public meetings, e.g., Annual General Meeting, or to community partners and other stakeholders, where this is considered appropriate, e.g., where the Committee’s assurance role relates to a joint or shared responsibility.
- 7.3 The Director of Corporate Governance shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee’s performance and operation including that of further Committees established.
- 7.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee’s self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in ABUHB’s Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum
 - Issue of Committee papers

9. CHAIR’S ACTION ON URGENT MATTERS

- 9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these



circumstances, the Chair of the Committee, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two other Independent Members of the Committee. The Director of Corporate Governance must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

- 9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

- 10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair will report any changes to the Board for ratification.





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Health Board

Mental Health Legislation Committee Terms of Reference

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Review Due: January 2026

INTRODUCTION

The Swansea Bay University Local Health Board (the health board) standing orders provide that “*The board may and, where directed by the Welsh Government must, appoint committees of the health 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*”.

In line with standing orders (and the health board’s scheme of delegation), the board shall nominate a committee to be known as the **Mental Health Legislation Committee**. The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.

The remit of this committee is to consider and monitor the use of the Mental Health Act 1983 (MHA), as amended, the Mental Capacity Act 2005 (which includes the Deprivation of Liberty Safeguards (DoLS)) (MCA) and the Mental Health (Wales) Measure 2010 (the measure).

A summary of the definitions of legislation and a glossary of terms are presented at **appendix 1**.

2. CONSTITUTION AND PURPOSE

The purpose of the committee is to consider and monitor the use of the Mental Health Act 1983 (MHA), Mental Capacity Act 2005 (which includes the Deprivation of Liberty Safeguards (DoLS)) (MCA) and the Mental Health (Wales) Measure 2010 (the Measure) and give assurance to the Board that:

- Hospital Managers’ duties under the Mental Health Act 1983;
- the functions and processes of discharge under section 23 of the Mental Health Act 1983; and
- the provisions set out in the Mental Capacity Act 2005, and in the Mental Health Measure (Wales) 2010;

are all exercised in accordance with statute and that there is compliance with:

- the Mental Health Act 1983 Code of Practice for Wales¹;
- the Mental Capacity Act 2005 Code of Practice²;
- the Mental Capacity Act 2005 Deprivation of Liberty Safeguards (DOLS) Code of Practice,³ and
- The Human Rights Act 1998

¹<http://www.wales.nhs.uk/sites3/documents/816/Mental%20Health%20Act%201983%20Code%20of%20Practice%20for%20Wales.pdf>

²https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/497253/Mental-capacity-act-code-of-practice.pdf

³https://webarchive.nationalarchives.gov.uk/20130104224411/http://www.dh.gov.uk/en/Publicationsandstatistics/Publications/PublicationsPolicyAndGuidance/DH_085476



- The United Nations Convention on the Rights of People with Disabilities
- The associated regulations and local policies.

The Committee will also advise the board of any areas of concern in relation to compliance with any of the mental health and capacity legislation.

3. SCOPE AND DUTIES

The committee will:

- ensure that those acting on behalf of the Board in relation to the provisions of mental health and capacity legislation, including the Mental Health Measure, have the requisite skills and competencies to discharge the board's responsibilities;
- identify matters of risk relating to mental health and capacity legislation and seek assurance that such risks are being mitigated;
- consider and approve relevant policies and control documents in support of the operation of mental health and capacity legislation;
- monitor the use of the legislation and consider local trends and benchmarks;
- consider matters arising from the hospital managers' power of discharge sub-committee;
- ensure that **all** other relevant associated legislation is considered in relation to mental health and capacity legislation;
- consider matters arising from reports from Healthcare Inspectorate Wales (HIW), including visits, which relate to mental health and capacity legislation;
- consider any reports made by the Public Services Ombudsman for Wales regarding complaints about mental health and capacity legislation;
- consider any other information or reports that the committee deems appropriate.

Sub-Committees

The Committee may, subject to the approval of the Health Board, establish Sub-Committees or task and finish groups to carry out on its behalf specific aspects of Committee business. The Board has appointed a Sub-Committee of this Committee, to be known as the Power of Discharge Sub-Committee

4. AUTHORITY

The Code of Practice requires that arrangements for who is authorised to take what decisions should be set out in a scheme of delegation, which is presented in the '**Powers of Discharge Policy**'.

In respect of its provision of advice to the Board, the Mental Health Legislation Committee shall:



- Review reports from Healthcare Inspectorate Wales (HIW) visits, the Delivery Unit and other external scrutiny bodies which relate to mental health legislation and approve the action plans for monitoring through its sub-committee structure;
- Consider issues arising from its Sub-Committee and Group structure;
- Receive the Mental Health Legislation Committee Annual Report and consider issues in relation to the implementation of the Mental Health Strategy across the Swansea Bay area;
- Receive Hospital Manager's Power of Discharge Committee Update Report & Minutes from previous meeting. This report should ensure compliance with the Code of Practice.
- Consider any reports made by the Public Services Ombudsman for Wales (PSOW) regarding complaints about Mental Health and Capacity legislation;

In respect of its provision of assurance to the Board, the Mental Health Legislation Committee will seek assurances that:

- The operation of mental health legislation is exercised fairly and lawfully and that specific issues related to compliance are managed through its Sub-Committee and Delivery Unit;
- The wider operation of the 1983 Act (the Board's delegated functions as Hospital Managers) are being exercised reasonably, fairly and lawfully and that specific issues related to compliance are managed through its Sub-Committee and Delivery Unit structure;
- Identified matters of risk relating to compliance with mental health legislation are being appropriately mitigated;
- Arrangements for the delegated authority of approval for Approved Clinicians and Section 12 Doctors in Wales are compliant with the Directions and Guidance from Welsh Government, and are monitored;
- Policies and procedures are developed and approved in line with the organisation's Written Control Document Policy;
- The training requirements of those staff who exercise the functions of mental health legislation have the requisite skills and competencies to discharge the Board's responsibilities;
- Relevant legislative and regulatory frameworks, in particular, the Human Rights Act 1998, the Equality Act 2010, the Welsh Language Standards (No. 7) Regulations 2018 the Data Protection Act 1998, the General Data Protection Regulation (EU) 2016/679 ("GDPR"), and the Data Protection Act 2018 are adhered to.

The committee is authorised by the Board to:



- Investigate or have investigated any activity (clinical and non-clinical) within its terms of reference.
- Seek any relevant information it requires from any employee and all employees are directed to co-operate with any reasonable request made by the committee;
- Obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, in accordance with the Health Board's procurement, budgetary and other requirements; and
- By giving reasonable notice, require the attendance of any of the officers or employees and auditors of the board at any meeting of the committee.

5. ACCESS

An internal audit representative shall have unrestricted and confidential access to the chair of the Mental Health Legislation Committee.

The chair of the Mental Health Legislation Committee shall have reasonable access to executive directors and other relevant senior staff.

6. MEMBERSHIP

The committee membership shall comprise three independent members of the board who is a Member of the Quality, and Safety Committee and one to be the Chair of Power of Discharge Committee. It may also co-opt additional independent "external" members from outside the organisation to provide specialist skills, knowledge and expertise. Executive directors and service group directors with roles relevant to the mental health legislation should also be in attendance The Chief Executive and other executive directors will attend as required by the committee chair.

Independent Member	Membership	Frequency of Attendance
Vice-Chair	Chair	Every meeting
Independent Member – Quality and Safety Committee Representative	Member	Every meeting
Independent Member – Chair of Powers of Discharge Committee	Member	Every meeting

Executive Director	Membership	Frequency of Attendance
Director of Nursing and Patient Experience	In attendance	Every meeting
Chief Operating Officer	In attendance	Every meeting
Service Group Director, Mental Health and Learning Disabilities	In attendance	Every meeting



Director of Corporate Governance	In attendance	Every Meeting
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The membership of the committee shall be determined by the board, based on the recommendation of the Chair, and subject to any specific requirements or directions made by the Welsh Government.

The Chair and Chief Executive will attend meetings at their discretion and the Director of Corporate Governance will routinely attend meetings, ensuring governance support and advice is available to the committee chair.

The committee chair may invite other executive directors or health board officials to attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

Secretariat

The Director of Corporate Governance shall ensure effective secretariat support is provided to the committee.

Support to Committee Members

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

- Arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
- Ensure the provision of a programme of development for Committee members as part of the overall Board Development programme.

7. COMMITTEE MEETINGS

Quorum

At least two independent members must be present to ensure the quorum of the committee. To ensure meetings are quorate, the chair can invite other independent members to attend.

Chair

An independent member shall chair the committee.

Secretariat

The Director of Corporate Governance will determine the secretarial and support arrangements for the committee.

Frequency of Meetings

Meetings shall be held on a quarterly basis.

Committee Meetings

A standard agenda must be used as the basis for discussion at each meeting. Minutes prepared following a meeting shall be circulated to members and retained by the Director of Corporate Governance as formal record of the decision making for a period of seven years.



Withdrawal of individuals in attendance

The committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of any particular matter.

The Director of Corporate Governance, on behalf of the committee chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the health board's overall organisational development programme developed by the Director of Workforce and Organisational Development.

8. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

Although the board has delegated authority to the committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability in relation to its role as corporate trustee.

The committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference. Through its chair and members, it will work closely with the board's other committees and groups to provide advice and assurance to the board through the

- joint planning and co-ordination of board and committee business; and
- sharing of information.

In doing so, contributing 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 framework. This will be achieved primarily through the Audit Committee.

The committee shall embed the health board's corporate standards, priorities and requirements, for example equality, diversity and human rights, through the conduct of its business.

9. REPORTING AND ASSURANCE ARRANGEMENTS

The committee chair shall:

- report formally, regularly and on a timely basis to the board on the committee's activities, via the Chairs assurance report and through verbal updates on activity, the submission of committee minutes and written reports, as well as the presentation of an annual committee report;
- ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.



The board may also require the committee chair to report upon the committee’s activities at public meetings, for example the board’s annual general meeting, or to community partners and other stakeholders, where this is considered appropriate, for example where the committee’s assurance role relates to a joint or shared responsibility.

The Director of Corporate Governance, on behalf of the board shall oversee a process of regular and rigorous self-assessment and evaluation of the committee’s performance and operation, including that of any sub-committees established.

10. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the health board’s standing orders are equally applicable to the operation of the committee, except in the following areas:

- quorum;
- Distribution of papers
- notice of meetings;
- notifying the public of meetings; and
- admission of the public, the press and other observers.

11. REVIEW

These terms of reference and operating arrangements shall be reviewed annually by the committee with reference to the board.



Appendix 1

Mental Health and Capacity Legislation - Definitions

Mental Health Act

The Mental Health Act 1983 (MHA), as amended, 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.

The MHA introduced the concept of “hospital managers” which for Hospitals managed by a local health board are the “board members”⁴. The term “hospital managers” does not occur in any other legislation.

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 a CTO - i.e. the responsible hospital or the hospital to which responsibility has subsequently been assigned.

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.

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 health board’s scheme of delegation.

Mental Health (Wales) Measure 2010

The Mental Health (Wales) Measure 2010 received royal assent in December 2010 and has the same legal status in Wales as other Mental Health Acts. However, whilst the 1983 and 2007 Mental Health Acts are largely about compulsory powers, and admission to or discharge from hospital, the 2010 Measure is all about the support that should be available for people with mental health problems in Wales wherever they may be living.

The Measure is intended to ensure that where mental health services are delivered, they focus more appropriately on people’s individual needs. It has four main Parts (Parts 5 and 6 are essentially about administrative issues), and each places new legal duties on Local Health Boards and Local Authorities to improve service delivery. The four Parts are as follows.

- **Part 1** seeks to ensure more mental health services are available within primary care.

⁴ Chapter 11 – MHA 1983 Code of Practice for Wales, page 61

- **Part 2** gives all people who receive secondary mental health services the right to have a Care and Treatment Plan.
- **Part 3** gives all adults who are discharged from secondary mental health services the right to refer themselves back to those services.
- **Part 4** offers every in-patient access to the help of an independent mental health advocate.

Guiding Principles

These Guiding Principles are set out in the Code of Practice for Parts 2 and 3 and are particularly important for these Parts, but they are also relevant for the whole Measure.

There are six in total and they are as follows.

- ***Patients and their cares should be involved in the planning, development and delivery of care and treatment to the fullest possible extent*** – so that professionals seek to involve a person as fully as possible in their care and treatment in a sensitive way, and one which promotes their confidence and recovery.
- ***Equality, dignity and diversity*** – so that professionals have due regard to a person’s needs arising from their race, gender, religion, sexuality age or disability when delivering a service.
- ***Clear communication in terms of language and culture is essential to ensure patients and their carers are truly involved, and receive the best possible care and treatment*** – so that there is always an understanding that poor communication too often leads to inappropriate care and treatment, and that good communication is likely to lead to better outcomes. This principle also states that all possible steps should be taken to ensure that bilingual (Welsh and English) services are available.
- ***Care and treatment should be comprehensive holistic, and person-focussed*** – so that professionals are sensitive to the full range of a person’s needs and that they plan care, treatment and support across whatever needs will help a person’s recovery.
- ***Care and treatment planning should be proportionate to need and risk*** – so there is a recognition that, whilst on the one hand, some people with complex needs may need detailed care plans, on the other some people may need un-complicated help that will still significantly improve their situations.
- ***Care and treatment should be integrated and coordinated*** – so that when offering care and treatment, professionals recognise the range of services that may benefit a person, whether in the statutory or voluntary sectors, or whether specialist mental health services or more general services, and actively work together with other services to coordinate service delivery.

Mental Capacity Act



1.10 The Mental Capacity Act (MCA) came into force mainly in October 2007. It was amended by the Mental Health Act 2007 to include the Deprivation of Liberty Safeguards (DoLS). DoLS came into force in April 2009.

The MCA covers three main issues:

- 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);
- 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;
- 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).

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

Glossary of Terms

Definition	Meaning
Informal patient	Someone who is being treated for a mental disorder in hospital and who is not detained under the Act.
Detained patient	A patient who is detained in hospital under the Act or who is liable to be detained in hospital but who is currently out of hospital e.g. on Section 17 leave.
Section 135	Allows for a magistrate to issue a warrant authorising a policeman to enter premises, using force if necessary, for the purpose of removing a mentally disordered person to a place of safety for a period not exceeding 24 hours, providing a means by which an entry which would otherwise be a trespass, becomes a lawful act.
Section 135(1)	Used where there is concern about the well-being of a person who is not liable to be detained under the Act so that he/she can be examined by a doctor and interviewed by an Approved mental Health Professional in order that arrangements can be made for his/her treatment or care.
Section 135 (2)	Used where the person is liable to be detained, or is required to reside at a certain place under the terms of guardianship, or is subject to a community treatment order or Scottish legislation. In both instances, the person can be transferred to another place of safety during the 24 hour period.
Section 136	Empowers a policeman to remove a person from a public place to a place of safety if he considers that the person is suffering from a mental disorder and is in immediate need of care and



	<p>control. The power is available whether or not the person has, or is suspected of having committed a criminal offence. The person can be detained in a place of safety for up to 24 hours so that he/she can be examined by a doctor and interviewed by an Approved Mental Health Professional in order that arrangements can be made for his/her treatment or care. The detained person can be transferred to another place of safety as long as the 24 hour period has not expired.</p>
Part 2 of the Mental Health Act 1983	<p>This part of the Act deals with detention, guardianship and community treatment for civil patients. Some aspects of Part 2 also apply to some patients who have been detailed or made subject to guardianship by the courts or who have been transferred from prison to detention in hospital by the Secretary of State for Justice under Part 3 of the Act.</p> <p>As part 2 patient is a civil patient who became subject to compulsory measures under the Act as a result of an application for detention by a nearest relative or an approved mental health professional founded on medical recommendations.</p>
Section 5(4)	<p>Provides for registered nurses whose field of practice is mental health or learning disabilities to invoke a holding power for a period of not more than 6 hours by completing the statutory document required.</p> <p>During this period the medical practitioner or approved clinician in charge, or his or her nominated deputy should examine the patient with a view to making a report under section 5(2).</p> <p>Alternatively, a patient can be detained under section 2 or 3 if a full Mental Health Act assessment is achieved during the 6 hour period.</p>
Section 5(2)	<p>Enables an informal inpatient to be detained for up to 72 hours if the doctor or approved clinician in charge of the patient's treatment reports that an application under section 2 or 3 ought to be made.</p> <p>The purpose of this holding power is to prevent a patient from discharging him/herself from hospital before there is time to arrange for an application under section 2 or section 3 to be made. As soon as the power is invoked, arrangements should be made for the patient to be assessed by a potential applicant and recommending doctors.</p>

Section 4	<p>In cases of urgent necessity, this section provides for the compulsory admission of a person to hospital for assessment for a period of up to 72 hours.</p> <p>An application under this section should only be made when the criteria for admission for assessment are met, the matter is urgent and it would be unsafe to wait for a second medical recommendation i.e. where the patient's urgent need for assessment outweighs the alternative of waiting for a medical recommendation by a second doctor.</p> <p>A psychiatric emergency arises when the mental state or behaviour of a patient cannot be immediately managed. To be satisfied that an emergency has arisen, there must be evidence of:</p> <ul style="list-style-type: none"> • An immediate and significant risk of mental or physical harm to the patient or to others • And/or the immediate and significant danger of serious harm to the property • And/or the need for physical restraint of the patient <p>Section 4 cannot be renewed at the end of the 72 hour period. If compulsory detention is to be continued, the application must either be converted into a section 2 (admission for assessment) with the addition of a second medical recommendation, in which case the patient can be detained for a maximum of 28 days under that section beginning with the date of admission under section 4 or an application for treatment under section 3 should be made.</p> <p>The Act does not provide for a section 4 to be converted into a section 3 because the criteria for admission under each of these sections are different.</p>
Section 2	<p>Authorises the compulsory admission of a patient to hospital for assessment, or for assessment followed by medical treatment for a mental disorder for up to 28 days. Provisions within this section allow for an application to be made for discharge to the Hospital Managers or Mental Health Review Tribunal for Wales.</p> <p>If after the 28 days have elapsed, the patient is to remain in hospital, he or she must do so, either as an informal patient or as a detained patient under Section 3 if the grounds and criteria for that section have been met.</p> <p>The purpose of the section is limited to the assessment of a patient's condition to ascertain whether the patient would respond to treatment and whether an application under section 3 would be appropriate.</p>

	<p>Section 2 cannot be renewed and there is nothing in the Act that justifies successive applications for section 2 being made.</p> <p>The role of the nearest relative is an important safeguard but there are circumstances in which the county court has the powers to appoint another person to carry out the functions of the nearest relative:</p> <ul style="list-style-type: none"> • The patient has no nearest relative within the meaning of the Act • It is not reasonably practicable to find out if they have such a relative or who that relative is • The nearest relative is unable to act due to mental disorder or illness • The nearest relative of the person unreasonably objects to an application for section 3 or guardianship • The nearest relative has exercised their power to discharge the person from hospital or guardianship without due regard to the persons welfare or the public interest <p>This procedure may have the effect of extending the authority to detain under section 2 until the application to the County Court to appoint another person is finally disposed of.</p> <p>Patients admitted under section 2 are subject to the consent to treatment provisions in Part 4 of the Act.</p>
Section 3	<p>Provides for the compulsory admission of a patient to a hospital named in the application for treatment for mental disorder. Section 3 provides clear grounds and criteria for admission, safeguards for patients and there are strict provisions for review and appeal.</p> <p>Patients detained under this section are subject to the consent to treatment provisions contained in Part 4 of the Act below.</p>
Community Treatment Order (CTO)	<p>Provides a framework to treat and safely manage suitable patients who have already been detained in hospital in the community. A Community Treatment Order (CTO) provides clear criteria for eligibility and safeguards for patients as well as strict provisions for review and appeal, in the same way as for detained patients.</p> <p>Written authorisation on a prescribed form for the discharge of a patient from detention in a hospital onto CTO.</p>

Section 17E (recall of a community patient to hospital)	<p>Provides that a Responsible Clinician (RC) may recall a patient to hospital in the following circumstances:</p> <ul style="list-style-type: none"> • Where the RC decides that the person needs to receive treatment for his or her mental disorder in hospital and without such treatment there would be a risk of harm to the health or safety of the patient or to other people. • Where the patient fails to comply with the mandatory conditions set out in section 17B (3)
Revocation	Is the rescinding of a CTO when a CTO patient needs further treatment in hospital under the Act. If a patient's CTO is revoked the patient is detained under the powers of the Act in the same way as before the CTO was made.
Part 3 of the Act	<p>Deals with the circumstances in which mentally disordered offenders and defendants in criminal proceedings may be admitted to and detained in hospital or received into guardianship on the order of the court. It also allows the Secretary of State for Justice to transfer people from prison to detention in hospital for treatment for mental disorder.</p> <p>Part 3 patients can either be restricted, which means that they are subject to special restrictions on when they can be discharged, given leave of absence and various other matters, or they can be unrestricted, in which case they are treated for the most part like a part 2 patient.</p>
Section 35	Empowers a Crown Court or Magistrates Court to remand an accused person to hospital for the preparation of a report on his mental condition if there is reason to suspect that the accused person is suffering from a mental disorder.
Section 36	Empowers a Crown Court to remand an accused person who is in custody either awaiting trial or during the course of a trial and who is suffering from mental disorder, to hospital for treatment.
Section 37	Empowers a Crown Court or Magistrates Court to make a hospital or guardianship order as an alternative to a penal disposal for offenders who are found to be suffering from mental disorder at the time of sentencing.
Section 38	Empowers a Crown Court or Magistrates Court to send a convicted offender to hospital to enable an assessment to be made on the appropriateness of making a hospital order or direction.
Section 41	Empowers the Crown Court, having made a hospital order under s.37, to make a further order restricting the patient's discharge, transfer or leave of absence from hospital without the consent of the Secretary of State for Justice.

	Section 41 can also operate as a community section for people who were originally on section 37/41. When a section 37/41 is conditionally discharged it leaves the powers of Section 41 in place. This means that the person can leave hospital and live in the community but with a number of conditions placed upon them.
Section 45A	This is a court sentence to hospital for someone with a mental disorder at any time after admission, if the Responsible Clinician considers the treatment is no longer required or beneficial, the person can be transferred back to prison to serve the remainder of their sentence.
Section 47	Enables the Secretary of State for Justice to direct that a person serving a sentence of imprisonment or other detention be removed to and detained in a hospital to receive medical treatment for mental disorder.
Section 48	Empowers the Secretary of State for Justice to direct the removal from prison to hospital of certain categories of un-sentenced mentally disordered prisoners to receive medical treatment.
Section 49	Enables the Secretary of State for Justice to add an order restricting the patients discharge from hospital to a S.47 or S.48
CPI Act	Criminal Procedure (Insanity) Act 1964. This Act as amended by the Criminal Procedures (Insanity and Unfitness to Plead) Act 1991 and the Domestic Violence, Crime and Victims Act 2004 provides for persons who are found unfit to be tried or not guilty by reason of insanity in respect of criminal charges. The court has three disposal options: <ul style="list-style-type: none"> • To make a hospital order under section 37 of the MHA 1983 which can be accompanied by a restriction order under section 41 • To make a supervision order so that the offenders responsible officer will supervise him only to the extent necessary for revoking or amending the order. • Order the absolute discharge of the accused.
CTO (section 37)	Once an offender is admitted to hospital on a hospital order without restriction on discharge, his or her position is the same as if a civil patient, effectively moving from the penal into the hospital system. He or she may therefore be suitable for Community Treatment Order (CTO).
Administrative Scrutiny	To be confirmed
Section 58(3) (a)	Certificate of consent to treatment (RC)

Section 58 (3) (b)	Certificate of second opinion (SOAD authorisation)
Section 58A(3)(c)	Certificate of consent to treatment, patients at least 18 years of age (RC)
Section 58A(4)(c)	Certificate of consent to treatment and second opinion, patients under 18 years of age (SOAD)
Section 58A(5)	Certificate of second opinion (patients not capable of understanding the nature, purpose and likely effects of the treatment) (SOAD)
Part 4A	Certificate of appropriateness of treatment to be given to a community patient (SOAD)
Section 62 – Urgent Treatment	<p>Where treatment is immediately necessary, a statutory certificate is not required if the treatment in question is:</p> <ul style="list-style-type: none"> • To save the patient's life • Or to prevent a serious deterioration of the patient's condition, and the treatment does not have unfavourable physical or psychological consequences which cannot be reversed and does not entail significant physical hazard • Or to prevent the patient behaving violently or being a danger to themselves or others, and the treatment represents the minimum interference necessary for that purpose, does not have unfavourable physical or psychological consequences which cannot be reversed and does not entail significant physical hazard.
Section 23	<p>Provides for the absolute discharge from detention, guardianship or from a community treatment order of certain patients, by the Responsible Clinician (RC), the Hospital Managers (or Local Social Services Authority for guardianship patients) or the patients nearest relative. The discharge must be ordered; it cannot be affected by implication.</p> <p>Section 23 does not apply to patients who have been remanded to hospital by the courts or to patients subject to interim hospital orders.</p> <p>The Secretary of State for Justice has powers to discharge restricted patients under section 42(2).</p> <p>If an any time Responsible Clinicians conclude that the criteria justifying the continued detention or community treatment order are not met, they should exercise their power of discharge and not wait until such time that the detention order or a CTO is due to expire.</p>

Section 117	Services provided following discharge from hospital; especially the duty of health and social services to provide after-care under section 117 of the Act following the discharge of a patient from detention for treatment under the Act. The duty applies to CTO patients and conditionally discharged patients as well as those who have been absolutely discharged.
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GIG
CYMRU
NHS
WALES

Bwrdd Iechyd Prifysgol
Bae Abertawe

Swansea Bay University
Health Board

Performance and Finance Committee Terms of Reference

Approved at Board: January 2025
Review Due: January 2026



INTRODUCTION

The Swansea Bay University Local Health Board (the health board) standing orders provide that “*The board may and, where directed by the Welsh Government must, appoint committees of the health 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*”.

In line with standing orders (and the health board’s scheme of delegation), the board shall nominate a committee to be known as the **Performance and Finance Committee**. The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.

2. PURPOSE

The purpose of the Performance and Finance Committee is to provide appropriate scrutiny and review to a level of detail not possible in board meetings in respect of performance relating to:

- financial planning and monitoring, including delivery of savings programmes;
- activity and productivity including operational efficiency and effectiveness.

The committee will provide:

- evidence-based and timely advice to the board to assist it in discharging its functions and meeting its responsibilities with regard to agreed elements of financial and non-financial performance management and delivery arrangements, identifying risks and opportunities and ensuring that risks are suitably mitigated and corrective actions taken to sustain or improve performance, thereby ensuring the health board achieves the requirements and standards determined by NHS Wales and outlined within the health board’s annual plan;
- assurance to the board in relation to the arrangements for developing and improving its financial and non-financial performance management arrangements to ensure the organisational aims and objectives are achieved.

3. SCOPE AND DUTIES

The Performance and Finance Committee will seek assurance that the health board is making effective use of resources. For example:

- That services are run efficiently and effectively without wastage of time or materials;
- That operational and IMTP (integrated medium term plan – three-year plan) objectives and trajectories are met at both health board level and within service groups;



- That the workforce is effectively deployed for maximum effect to ensure the contribution to patient care is maximised within available resources;
- That finances are managed in a prudent way and that financial targets are met, including value for money targets;
- That sufficient digital plans are in place for service developments.

To achieve this, the committee's programme of work will be designed to ensure that:

- there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;
- risks are actively identified and robustly managed at all levels of the organisation;
- organisational decisions are based upon valid, accurate, complete and timely data and information; and
- there is ongoing benchmarking to ensure that our performance is continually assessed against best performing health organisations.

4. DELEGATED POWERS AND AUTHORITY

Delegated Powers

With regard to specific powers delegated to it by the Board, the Committee will play a key role in monitoring the achievement of the Board's strategic aims, objectives and priorities. It will

- A. Seek assurance that arrangements for **financial management and financial performance** are sufficient, effective and robust, including:
 - The allocation of revenue budgets, based on allocation of funding and other forecast income;
 - The monitoring of financial performance against revenue budgets and statutory financial duties;
 - The monitoring of performance against capital budgets;
 - The monitoring of performance against savings plans, cost improvement programmes and implementation of the efficiency framework;
 - The monitoring of budget expenditure variance and the corrective actions being taken to improve performance;
 - The monitoring of activity and financial information for external contracts to ensure performance within specified contract terms, conditions and quality thresholds;
 - The monitoring arrangements to ensure efficiency, productivity and value for money; and
 - The monitoring of delivery against the agreed Discretionary Capital Programme.

- B. Seek assurance that arrangements for the **performance management** and **accountability** of **directly provided** and **commissioned services** are sufficient, effective and robust, including:
- The implementation of the Board’s Performance Management Framework, enabling appropriate action to be taken when performance against set targets deteriorates, and support and promote continuous improvement in service delivery;
 - The monitoring of performance information against the Board’s Priorities and Objectives and associated outcomes;
 - The monitoring of performance information against National Outcome Frameworks, including the NHS Wales Outcomes Framework, the Public health Outcomes Framework and the Social Services Outcomes Framework developed in line with the Wellbeing of Future Generations Act and the Social Services Wellbeing Act;
 - The monitoring of performance information across **directly provided** services, including scheduled care, urgent and emergency care, medicine, family and therapies, primary, community care and mental health services;
 - The monitoring of performance information across **commissioned services** including Primary Care Contractors, specialist mental health and CAMHS services, WHSSC, EASC and NHS Wales Shared Services Partnership;
 - The monitoring of poor performance through effective and comprehensive exception reporting, including trajectories for improved performance; and
 - The review of performance through comparison to best practice and peers and identifying areas for improvement.
- C. Seek assurance that arrangements for **information management** are sufficient, effective and robust including:
- The monitoring of information related objectives and priorities as set out in the Board’s IMTP and the annual priorities;
 - The monitoring of the implementation and application of information related legislation, policies and standards, including GDPR and Freedom of Information;
 - The review of arrangements to protect the integrity of data and information to ensure valid accurate, complete and timely data and information is available for use within the organisation;
 - The reporting of data breaches, incidents and complaints, ensuring lessons are learnt;
 - The recommendations arising from national and local audits and self-assessments, including assessments against the Caldicott Standards; and
 - The monitoring of arrangements to support the continued development of business intelligence and capacity.

D. Seek assurance that arrangements for the **performance management of capital, estates / health & safety together with support services related standards and systems** which are compliant, effective and robust including:

- The monitoring of capital and estates related objectives and priorities as set out in the estates strategy and in line with the Board's IMTP and the annual priorities;
- The monitoring of estates backlog maintenance risk on a planned and reactive basis in order to maintain business continuity.
- The monitoring of compliance with Welsh Health Technical Memorandums (WHTM,s) and Welsh Health Building Notes (WHTM,s);
- The scrutiny of business cases and programmes of work in line with the Board's IMTP and annual priorities; and
- The monitoring of progress in delivering Board-approved capital business case projects and programmes of work.

The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in line with the Board's Policy Management Framework, Scheme of Delegation and Reservation of Powers.

The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Corporate Risk Register.

Authority

The committee is authorised by the board to investigate or have investigated any activity within its terms of reference. In doing so, the committee shall have the right to inspect any books, records or documents of the health board relevant to the committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the committee); and
- other committee, sub-committee or group set up by the board to assist it in the delivery of its functions.

The committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the board's procurement, budgetary and other requirements.

Sub-Committees

The committee may, subject to the approval of the board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of committee business.

Access



The head of internal audit shall have unrestricted and confidential access to the chair of the Performance and Finance Committee.

The chair of the Performance and Finance Committee shall have reasonable access to executive directors and other relevant senior staff.

Committee Programme of Work

Each year the Board will determine the Committee’s priorities for its annual programme of work, based on the Board’s Assurance Framework and Corporate Risk Register. This approach will ensure that the Committee’s focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee’s annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee’s programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

5. MEMBERSHIP

The committee membership shall comprise three independent members of the board. It may also co-opt additional independent “external” members from outside the organisation to provide specialist skills, knowledge and expertise. Executive directors with responsibility for performance and finance should also attend each meeting. The Chief Executive and other executive directors will attend as required by the committee chair

Executive Director	Membership	Frequency of Attendance
Director of Finance and Performance	In attendance	Every meeting
Chief Operating Officer	In attendance	Every meeting
Director of Workforce and OD	In attendance	Quarterly
Director of Digital	In attendance	Quarterly
Director of Corporate Governance	In attendance	Every Meeting
Director of Strategy	In attendance	Quarterly
Executive Medical Director	In attendance	TBC

The membership of the committee shall be determined by the board, based on the recommendation of the Chair, and subject to any specific requirements or directions made by the Welsh Government.

The Chair and Chief Executive will attend meetings at their discretion and the Director of Corporate Governance will routinely attend meetings, ensuring governance support and advice is available to the committee chair.

The committee chair may invite other executive directors or health board officials to



attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

6. COMMITTEE MEETINGS

Quorum

At least two members must be present to ensure the quorum of the committee, two of whom must be independent members. To ensure meetings are quorate, the chair can invite other independent members to attend.

Chair

An independent member shall chair the committee.

Secretariat

The Director of Corporate Governance will determine the secretarial and support arrangements for the committee.

Frequency of Meetings

Meetings shall be held on a monthly basis.

Committee Meetings

A standard agenda must be used as the basis for discussion at each meeting. Minutes prepared following a meeting shall be circulated to members and retained by the Director of Corporate Governance as formal record of the decision making for a period of seven years.

Withdrawal of individuals in attendance

The committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of any particular matter.

The Director of Corporate Governance, on behalf of the committee chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the health board's overall organisational development programme developed by the Director of Workforce and Organisational Development.

7. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS



Although the board has delegated authority to the committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability in relation to its role as corporate trustee.

The committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference. Through its chair and members, it will work closely with the board's other committees and groups to provide advice and assurance to the board through the

- joint planning and co-ordination of board and committee business; and
- sharing of information;
- appropriate escalation of concerns.

In doing so, contributing 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 framework. This will be achieved primarily through the Audit Committee.

The committee shall embed the health board's corporate standards, priorities and requirements, for example equality, diversity and human rights, through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

The committee chair shall:

- report formally and on a timely basis to the board on the committee's activities, in a manner agreed by the board. This includes verbal updates on activity and written reports, as well as the presentation of an annual report;
- bring to the board's specific attention any significant matter under consideration by the committee;
- ensure appropriate escalation arrangements are in place to alert the health board Chair, Chief Executive or chairs of other committee of any urgent or critical matters that may affect the operation and reputation of the health board;
- act in a structured way to escalate appropriate issues through the following stages:
 - **Stage 1** – Discussion, Review and Scrutiny. This is the Committee's everyday practice. In this stage the Chair of the committee will make known any concerns to the Chief Executive who will ensure that there is clear accountability and delivery by the Executive Team.
 - **Stage 2** – Recovery Plan. The Committee requires the responsible Director to set out a plan and a profile to recover the performance and hit the target.
 - **Stage 3** – If the Recovery Plan is not delivered to target or the profile is missed, the Committee will require the Director to attend each meeting and account for the management of the issue until it is resolved. At this stage



the Chair of the Committee will raise the concerns directly to the Chief Executive.

- **Stage 4** – Continued poor performance will be formally referred to the Chair and Chief Executive in order that the matter becomes a Board issue.

The Director of Corporate Governance, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the committee’s performance and operation, including that of any sub-committees established.

The committee shall provide a written annual report to the board on its activities, which will also record the results of the committee’s self-assessment and evaluation.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the health board’s standing orders are equally applicable to the operation of the committee, except in the following areas:

- quorum;
- Distribution of papers
- notice of meetings;
- notifying the public of meetings; and
- admission of the public, the press and other observers.

10. REVIEW

These terms of reference and operating arrangements shall be reviewed at least annually.





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Bwrdd Iechyd Prifysgol
Bae Abertawe
Swansea Bay University
Health Board

Quality and Safety Committee Terms of Reference



1. INTRODUCTION

Swansea Bay University Health Board's standing orders provide that *"The board may and, where directed by the Welsh Government must, appoint committees of the health 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"*.

In line with standing orders (and the health board's scheme of delegation), the board shall annually nominate a committee to be known as the **Quality and Safety Committee**. This committee's focus is on all aspects aimed at ensuring the quality and safety of healthcare, including activities traditionally referred to as "clinical governance". The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.

2. PURPOSE

The purpose of the Quality and Safety Committee is to provide:

- evidence based and timely advice to the board to assist it in discharging its functions and meeting its responsibilities with regard to the quality and safety of healthcare; and
- assurance to the board in relation to the health board's arrangements for safeguarding and improving the quality and safety of patient centred healthcare in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales.

3. SCOPE AND DUTIES

The Quality and Safety committee will seek assurance that the health board is appropriately meeting the needs of patients and the public across the entire range of its influence. This includes;

- The effectiveness of population health interventions;
- Appropriate access and quality of services (from primary care through mental health services, hospital provided services and tertiary services);
- The outcomes of interventions;
- The experience of patients and their families in their interactions with the health board.

The committee will, in respect of its provision of advice to the board:

- oversee the initial development of the health board's strategies and plans for the development and delivery of high quality and safe services, consistent with the board's overall strategic direction and any requirements and standards set for NHS bodies in Wales;
- consider the implications for quality and safety arising from the development of the health board's corporate strategies and plans or those of its stakeholders and partners, including those arising from any joint (sub) committees of the board; and



- consider the implications for the health board's quality and safety arrangements from review/investigation reports and actions arising from the work of external regulators;
- obtain assurance that governance (including risk management) arrangements are appropriately designed and operating effectively to ensure the provision of high quality, safe healthcare and services across the whole of the health board's activities;
- obtain assurance that services provided in conjunction with partners are properly delivered, in particular those which are commissioned from other health boards and those carried out with local authority via the Regional Partnership Board.

The Quality and Safety Committee will have a particular focus on seeking assurance that the quality priorities set out within the integrated medium term plan (IMTP-three-year plan) have sufficient management focus and that progress is made over the year:

To achieve this, the committee's programme of work will be designed to ensure that:

- there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;
- the organisation, at all levels has a citizen centred approach, putting patients, patient safety and safeguarding above all other considerations;
- the care planned or provided across the breadth of the organisation's functions and those provided by the independent or third sector is consistently applied, based on sound evidence, clinically effective and meeting agreed standards;
- the organisation, at all levels, has the right systems and processes in place to deliver safe services;
- there is continuous improvement in the standard of quality and safety across the whole organisation – continuously monitored through the Health and Care Standards for Wales;
- all reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the quality and safety of care provided, and in particular that:
 - sources of internal assurance are reliable, e.g., internal audit and clinical audit teams have the capacity and capability to deliver;
 - recommendations made by internal and external reviewers are considered and acted upon on a timely basis; and
 - lessons are learned from patient safety incidents, complaints and claims.

The committee will advise the board on the adoption of a set of key indicators of quality of care against which the health board's performance will be regularly assessed and reported on through annual reports.



4. DELEGATED POWERS AND AUTHORITY

Delegated Powers

With regard to the powers delegated to it by the Board, the Committee will:

- A. Seek assurance that the Health Board's **Clinical Quality Governance Arrangements** remain appropriate and aligned to the National Quality Framework and is embedded in practice.
- B. Seek assurance that arrangements for capturing the **experience of patients, citizens and carers** are sufficient, effective and robust, including:
- The delivery of plans to improve patient experience; and
 - The implementation of Putting Things Right regulations and compliance with the Quality Act and the Duty of Candour (to include patient safety incidents, complaints, compliments, clinical negligence claims and inquests) reporting trends, with particular emphasis on ensuring that lessons are learnt.
- C. Seek assurance that arrangements for the provision of high quality, safe and effective healthcare are sufficient, effective and robust, including:
- The systems and processes in place to ensure efficient, effective, timely, dignified and safe delivery of directly provided services;
 - The commissioning assurance arrangements in place to ensure efficient, effective, timely, dignified and safe delivery of those services commissioned for delivery on SBUHB's behalf;
 - The arrangements in place to undertake, review and act on clinical audit activity which responds to national and local priorities;
 - The recommendations made by internal and external review bodies, ensuring where appropriate that action is taken in response;
 - The arrangements in place to ensure that there area robust infection, prevention and control measure in place in all settings;
 - The development of the Board's Annual Quality Priorities; and
 - Performance against key quality outcomes focussed indicators and metrics.
- D. Seek assurance on the arrangements in place to support Research and Development and Improvement and Innovation, including:
- An overview of the research and development activity within the organisation;
 - Alignment with the national objectives published by Health and Care Research Wales (HCRW);
 - An overview of the quality improvement activity within the organisation.
- E. Seek assurance that arrangements for compliance with Health and Safety Regulations and Fire Safety Standards are sufficient, effective and robust, including:
- The operating practices in respect of: staff health and safety; stress at work;



patient health and safety ie patient falls, patient manual handling; violence and aggression; fire safety; risk assessment processes; safe handling of loads, hazardous substances and medical exposure;

- The setting and monitoring of standards in accordance with the relevant standards for Health Services in Wales;
- That robust proactive and reactive health and safety plans are in place across the health board;
- That where appropriate and proportionate Health and Safety incidents and ill health events are investigated and action taken to mitigate the risk of future harm; and
- That reports and audits from enforcing agencies and internal sources are considered and acted upon.

The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in line with the Board's Policy Management Framework and Scheme of Delegation and Reservation of Powers.

The Committee will seek assurance on the management of strategic risks delegated to the Committee by the Board, via the Corporate Risk Register.

Authority

The committee is authorised by the board to investigate or have investigated any activity within its terms of reference. In doing so, the committee shall have the right to inspect any books, records or documents of the health board relevant to the committee's remit and ensuring patient/client and staff confidentiality, as appropriate.

It may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the committee); and
- other committee, sub-committee or group set up by the board to assist it in the delivery of its functions.

The committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the board's procurement, budgetary and other requirements.

Sub-Committees

The committee may, subject to the approval of the health board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of committee business. The following sub-committees have been established:

- Quality and Safety Governance Group
- Clinical Ethics Group



Access

The head of internal audit shall have unrestricted and confidential access to the chair of the Quality and Safety Committee.

The chair of the Quality and Safety Committee shall have reasonable access to executive directors and other relevant senior staff.

Committee Programme of Work

Each year the Board will determine the Committee's priorities for its annual programme of work, based on the Board's Assurance Framework and Corporate Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

5. MEMBERSHIP

The committee shall comprise a minimum of three independent members of the board. It may also co-opt additional independent "external" members from outside the organisation to provide specialist skills, knowledge and expertise. Executive directors with responsibility for quality and safety should also be in attendance, the chief executive and other executive directors should attend from time to time as required by the committee chair

Executive Director	Membership	Frequency of Attendance
Director of Nursing and Patient Experience	In attendance	Every meeting
Executive Medical Director	In attendance	Every meeting
Director of Therapies and Health Science	In attendance	Every meeting
Chief Operating Officer	In attendance	As required
Director of Corporate Governance	In attendance	Every meeting
Director of Finance and Performance	In attendance	As required

The membership of the committee shall be determined by the board, based on the recommendation of the Chair, and subject to any specific requirements or directions made by the Welsh Government.

The Chair and Chief Executive will attend meetings at their discretion and the Director of Corporate Governance will routinely attend meetings, ensuring governance support and advice is available to the committee chair.

The committee chair may invite other executive directors or health board officials to



attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

6. COMMITTEE MEETINGS

Quorum

At least two members must be present to ensure the quorum of the committee, two of whom must be independent members. To ensure meetings are quorate, the chair can invite other independent members to attend.

Chair

An independent member shall chair the committee.

Secretariat

The Director of Corporate Governance will determine the secretarial and support arrangements for the committee

Frequency of Meetings

Meetings shall be held on a monthly basis.

Committee Meetings

A standard agenda must be used as the basis for discussion at each meeting. Minutes prepared following a meeting shall be circulated to members and retained by the Director of Corporate Governance as formal record of the decision making for a period of seven years.

Withdrawal of Individuals in attendance

The committee 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.

The Director of Corporate Governance, on behalf of the committee chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the health board's overall organisational development programme developed by the Director of Workforce and Organisational Development.

7. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

Although the board has delegated authority to the committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens.



The committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference.

The committee, through its chair and members, shall work closely with the board's other committees, including joint (sub) committees and groups to provide advice and assurance to the board through the:

- joint planning and co-ordination of board and committee business;
- sharing of information; and
- appropriate escalation of concerns.

In doing so, contributing 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 framework. This will be achieved primarily through the Audit Committee.

The committee shall embed the health board's corporate standards, priorities and requirements, e.g., equality, diversity and human rights through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

The committee chair shall:

- report formally, regularly and on a timely basis to the board on the committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports, as well as the presentation of an annual report;
- bring to the board's specific attention any significant matters under consideration by the committee;
- ensure appropriate escalation arrangements are in place to alert the health board chair, chief executive or chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the health board.

The board may also require the committee chair to report upon the committee's activities at public meetings or to community partners and other stakeholders, where this is considered appropriate, for example where the committee's assurance role relates to a joint or shared responsibility.

The Director of Corporate Governance, on behalf of the board, shall oversee a process of regular and rigorous self-assessment and evaluation of the committee's performance and operation including that of any sub committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Quality and Safety Committee handbook.

The committee shall provide a written annual report to the board on its activities, which will also record the results of the committee's self - assessment and evaluation.



9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the health board's standing orders are equally applicable to the operation of the committee, except in the following areas:

- quorum
- notice of meetings
- notifying the public of meetings
- admission of the public, the press and other observers
- paper circulation.

10. REVIEW

These terms of reference and operating arrangements shall be reviewed at least annually.



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Bwrdd Iechyd Prifysgol
Bae Abertawe

Swansea Bay University
Health Board

Remuneration and Terms of Service Committee

Terms of Reference

Approved at Board: January 2025
Review Due: January 2026



1. INTRODUCTION

The health board's standing orders provide that "*The Board may and, where directed by Welsh Government must, appoint committees of the health 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*".

In line with standing orders (and the health board's scheme of delegation), the board shall nominate annually a committee to be known as the **Remuneration and Terms of Service Committee**. The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.

2. CONSTITUTION AND PURPOSE

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

- **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 Welsh Government; and
- **assurance to** the board in relation to the health board's 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.

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

3. SCOPE AND DUTIES

The board has delegated the following specific powers to the committee:

- to consider and ratify voluntary early release scheme applications and severance payments in line with standing orders and extant Welsh Government guidance.

With regard to its role in providing advice and assurance to the board, the committee will:

- Ratify appointment and manage appraisal, discipline and dismissal of the Chief Executive;
- Approve the appointment, appraisal, discipline and dismissal of the executive directors, other very senior managers (VSMs) not covered by agenda for change and any other board level appointments, e.g., the Director of Corporate Governance ensuring that the policies on remuneration and terms of service as determined from time to time by Welsh Government are applied consistently;



- Receive from the Chief Executive updates as and when deemed appropriate on the performance of executive and board level directors;
- Approve proposals to make additional payments to consultants;
- Approve proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance;
- Approve proposals around clinical excellence awards, senior management pay scale issues and severance/compromise agreements;
- To consider and approve any other extraordinary payments proposed within the health board.

The committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board’s procurement, budgetary and other requirements.

Sub Committees

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

4. AUTHORITY

The committee is authorised by the board to investigate or have investigated any activity within its terms of reference. In doing so, the committee shall have the right to inspect any books, records or documents of the health board relevant to the committee’s remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the committee); and
- other committee, sub-committee or group set up by the board to assist it in the delivery of its functions.

The committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the board’s procurement, budgetary and other requirements.



5. ACCESS

The head of internal audit shall have unrestricted and confidential access to the chair of the Remuneration and Terms of Service Committee.

The chair of the Remuneration and Terms of Service Committee shall have reasonable access to executive directors and other relevant senior staff.

6. MEMBERSHIP

The committee shall comprise all independent members of the board. It may also co-opt additional independent “external” members from outside the organisation to provide specialist skills, knowledge and expertise. Directors including the Chief Executive, Director of Workforce and OD and Director of Corporate Governance are in attendance. Other executive directors should attend from time to time as required by the committee chair

Executive Director	Membership	Frequency of Attendance
Chief Executive	In attendance	Every meeting
Director of Workforce and OD	In attendance	Every meeting
Director of Corporate Governance	In attendance	Every meeting

The committee chair may invite other executive directors or health board officials to attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

7. COMMITTEE MEETINGS

Quorum

At least three members must be present to ensure the quorum of the committee, including either the Chair or Vice-Chair.

Chair

The Chair of the health board chairs the committee with the Vice-Chair as committee vice-chair.



Secretariat

The Director of Corporate Governance will determine the secretarial and support arrangements for the committee.

Frequency of Meetings

Meetings shall be held on a quarterly basis with flexibility for ad-hoc meetings for urgent matters.

Committee Meetings

A standard agenda must be used as the basis for discussion at each meeting. Minutes prepared following a meeting shall be circulated to members and retained by the Director of Corporate Governance as formal record of the decision making for a period of seven years.

Withdrawal of Individuals in attendance

The committee 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.

The director of corporate governance, on behalf of the committee chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the health board's overall organisational development programme developed by the Director of Workforce and Organisational Development.

8. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

The committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference.

The committee, through its chair and members, shall work closely with the board's other committees, including joint (sub) committees and groups to provide advice and assurance to the board through the:

- joint planning and co-ordination of board and committee business; and
- sharing of information.



In doing so, contributing 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 framework. This will be achieved primarily through the Audit Committee.

The committee shall embed the health board's corporate standards, priorities and requirements, e.g., equality, diversity and human rights through the conduct of its business.

9. REPORTING AND ASSURANCE ARRANGEMENTS

The committee chair shall:

- report formally, regularly and on a timely basis to the board on the committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports, as well as the presentation of an annual report;
- bring to the board's specific attention any significant matters under consideration by the committee;
- ensure appropriate escalation arrangements are in place to alert the health board chair, chief executive or chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the health board.

The board may also require the committee chair to report upon the committee's activities at public meetings or to community partners and other stakeholders, where this is considered appropriate, for example where the committee's assurance role relates to a joint or shared responsibility.

The director of corporate governance, on behalf of the board, shall oversee a process of regular and rigorous self-assessment and evaluation of the committee's performance and operation including that of any sub committees established.

The committee shall provide a written annual report to the board on its activities, which will also record the results of the committee's self - assessment and evaluation.

10. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS



The requirements for the conduct of business as set out in the health board's standing orders are equally applicable to the operation of the committee, except in the following areas:

- quorum
- notice of meetings
- notifying the public of meetings
- admission of the public, the press and other observers
- paper circulation.

11. REVIEW

These terms of reference and operating arrangements shall be reviewed annually.



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Swansea Bay University
Health Board

Workforce & Organisational Development (OD) Committee Terms of Reference

Approved at Board: January 2025
Review Due: January 2026



1. INTRODUCTION

The health board's standing orders provide that "*The board may and, where directed by Welsh Government must, appoint committees of the health 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*".

In line with standing orders (and the Health Board's scheme of delegation), the Board shall nominate annually a committee to be known as the **Workforce and Organisational Development (OD) Committee**. This Committee's focus is on all aspects of workforce as a resource aimed at ensuring the strategic and operational workforce agenda, priorities and work plan enables the delivery of the Health Board's objectives and supports quality and safety of healthcare and employment practice.

The detailed terms of reference and operating arrangements set by the Board in respect of this Committee are set out below.

2. PURPOSE

The purpose of the Workforce and OD Committee is to provide advice and assurance to the Board on:

- **Health and Wellbeing** – that there is an integrated approach to staff health and wellbeing with the aim of reducing staff sickness related to mental health and increasing resilience of staff;
- **Staff Experience** – that there is a strategic approach to increasing positive engagement index, and reducing formal grievance procedures;
- **Recruitment and Retention** – that there is a robust and strategic approach on which progress is made;
- **Workforce and Organisational Development** – to ensure there is effective, integrated approaches to the development of the workforce and its contribution to the objectives of the organisation;
- **Widening access and participation** – that there is compliance with workforce equality, diversity and inclusion legislative requirements, including Welsh language and cultural identity;

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

3. SCOPE AND DUTIES

The Workforce and OD Committee will provide advice and assurance to the Board that appropriate arrangements are in place in relation to staff and workforce planning and that there are effective measures to drive the desired culture throughout the Health Board to ensure delivery of safe, high quality healthcare.



The Committee will seek assurance that governance (including risk management) arrangements are appropriately designed and operating effectively to ensure the delivery of the workforce and OD agenda across the full range of the Health Board's services and oversee the delivery of agreed workforce priorities.

The Committee will seek assurance that, in relation to all aspects of Workforce and OD:

- there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;
- the workforce is appropriately selected, trained, supported and responsive to the needs of the service, ensuring that professional standards and registration/revalidation requirements are maintained;
- 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;
- there is good team working, collaboration and partnership working to provide the best possible outcomes for its citizens;
- there is continuous improvement in the workforce & OD agenda across the whole organisation – continuously monitored through the Health & Care Quality Standards for Wales.

4. DELEGATED POWERS AND AUTHORITY

Delegated Powers

With regard to the powers delegated to it by the Board, the Committee will, in respect of its provision of advice and assurance to the Board:

A. In relation to **Culture and Values**:

- Oversee a credible process for assessing, measuring and reporting on the “culture of the organisation” on a consistent basis over time, including the extent to which values have permeated throughout the organisation and within individual service units;
- Oversee the coherence and comprehensiveness of the ways in which the Health Board engages with staff and with staff voices, including the staff survey and the Big Conversation, and report on the intelligence gathered, its implications and the actions taken in response to issues raised by staff;
- Seek assurance that there is positive progress on equality and diversity, including shaping and setting direction, monitoring progress (e.g. through reports from networks) and promoting understanding inside and outside the Health Board;
- Seek assurance that the organisation adopts a consistent working environment which promotes staff well-being where people feel safe and are able to raise concerns, where bullying and harassment are visibly and effectively addressed. This will include but not be confined to reports from the Guardian Service. for example.



B. In relation to **Organisational Development and Capacity**:

- Support and inform the development and monitor delivery of a multi-disciplinary People Strategy for the health board, through the identification of key workforce priorities which:
 - i. take account and responds to the outcomes and objectives of the Healthy Wales strategy; as well as the National Workforce Implementation Plan
 - ii. enhance service/quality improvement;
 - iii. deliver sustained performance improvement and the organisational effectiveness of the workforce
- Seek assurance that the 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. Effective recruitment and retention;
 - iv. New models of care and roles;
 - v. Staff wellbeing and the approach to improving the attendance and turnover;
 - vi. Agile working;
 - vii. Establishments and rostering;
 - viii. Identification of urgent capacity problems and their resolution;
 - ix. Continuous development of personal and professional skills;
 - x. Talent management and succession planning;
 - xi. PADR and training quality and compliance;
 - xii. Issues relating to individual staff groups (eg medical revalidation, medical efficiencies, Nurse Staffing Levels (Wales) Act 2016 implementation and establishments not covered by the Act;
 - xiii. Employee Relations matters;
 - xiv. High risk cases (including Employment Tribunal cases) and suspensions;
- 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;
- Seek assurance that workforce and OD plans, including those developed with strategic partners, are informed by the well-being goals, new ways of working, and sustainable development principles as defined by the Well-being of Future Generations (Wales) Act 2015.

C. In relation to workforce **Performance Reporting**:

- Seek assurance that internal control arrangements are appropriately designed and operating effectively to ensure the provision of high quality, legal and safe workforce practices, processes and procedures;
- Scrutinise workforce and OD performance issues and key performance indicators and the associated plans to deliver against these requirements, achieved by establishing a succinct set of key performance and progress



measures (in the form of a performance dashboard) relating to the full purpose and function of the Committee, including:

- i. The Health Board's strategic priorities relating to workforce;
 - ii. Organisational culture;
 - iii. Strategies to promote and protect staff health and wellbeing;
 - iv. Workforce utilisation and sustainability;
 - v. Recruitment, retention and absence management strategies;
 - vi. Strategic communications;
 - vii. Workforce planning;
 - viii. Plans regarding staff recruitment, retention and remuneration;
 - ix. Succession planning and talent management;
 - x. Staff appraisal and performance management;
 - xi. Training, development and education; and
 - xii. Management and leadership capacity programmes.
- Seek assurance on the implementation of those strategic plans developed in partnership which relate to workforce and culture;
 - Ensure there is an effective system in place to consider and respond in a timely manner to workforce and organisational development performance audits received across the organisation and an effective system in place to monitor progress on actions resulting from such audits;
 - Monitor and scrutinise relevant internal and external audit reports and the timely response to action plans.

D. In relation to **Statutory and Mandatory Compliance**:

- Seek assurance that current statutory and regulatory compliance and reporting requirements are met, including:
 - i. Equality and diversity legislation (including the public sector equality duty);
 - ii. Welsh language legislation and standards;
 - iii. The Well-being of Future Generations (Wales) Act 2015 – where relevant to this Committee;
 - iv. Consultation on Organisational Change;
 - v. Mandatory and Statutory Training.

The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in line with the Board's Policy Management Framework and Scheme of Delegation and Reservation of Powers.

The Committee will seek assurance on the management of strategic risks delegated to the Committee by the Board, via the Corporate Risk Register.

Authority

The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the Health Board relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate.



It may seek any relevant information from any:

- Employee (and all employees are directed to cooperate with any reasonable request made by the committee); and
- Other committee, subcommittee or group set up by the board to assist it in the delivery of its functions.

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

Sub-committees

The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business. The following sub-committees/ have been established:

- Workforce and OD Delivery Group
- Medical Workforce Group
- Nursing and Midwifery Board
- Therapies and Health Science Working Group
- Welsh Language Delivery Group

Access

The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Workforce and OD Committee.

The Chair of the Workforce and OD Committee shall have reasonable and appropriate access to executive directors and other relevant senior staff.

Committee Programme of Work

Each year the Board will determine the Committee's priorities for its annual programme of work, based on the Board's Assurance Framework and Corporate Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

5. MEMBERSHIP



The Committee shall comprise a minimum of three independent (non-executive) members of the Board. It may also co-opt additional independent “external” members from outside the organisation to provide specialist skills, knowledge and expertise. Executive directors with responsibility for Workforce and OD Services should also be in attendance. The Chief Executive and other executive directors should attend from time to time as required by the Committee Chair.

Executive Director	Membership	Frequency of Attendance
Director of Workforce and OD	In attendance	Every meeting
Director of Nursing and Patient Experience	In attendance	Every meeting
Executive Medical Director	In attendance	Every meeting
Director of Allied Health Professions and Health Science	In attendance	Every meeting
Director of Corporate Governance	In attendance	Every meeting

The membership of the Committee shall be determined by the board, based on the recommendation of the Chair, and subject to any specific requirements or directions made by the Welsh Government.

The Chair and Chief Executive will attend meetings at their discretion and the Director of Corporate Governance will routinely attend meetings, ensuring governance support and advice is available to the Committee Chair.

The Committee Chair may invite other executive directors or health board officials to attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

6. COMMITTEE MEETINGS

Quorum

At least two members must be present to ensure the quorum of the Committee, two of whom must be independent (non-executive) members. To ensure meetings are quorate, the Chair may invite other independent members to attend.

Chair

An independent (non-executive) member shall Chair the Committee.

Secretariat

The Director of Corporate Governance will determine the secretarial and support arrangements for the Committee.

Frequency of Meetings

Meetings shall be held on a bi-monthly basis.

Committee Meetings



A standard agenda must be used as the basis for discussion at each meeting. Minutes prepared following a meeting shall be circulated to members and retained by the Director of Corporate Governance as formal record of the decision making for a period of seven years.

Withdrawal of Individuals in attendance

The Committee 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.

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

- arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the Health Board's overall organisational development programme developed by the Director of Workforce and OD.

7. RELATIONSHIPS AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

The Committee, through its Chair and members, shall work closely with the Board's other Committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business; and
- sharing of information; and
- appropriate escalation of concerns.

In doing so, contributing 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 framework. This will be achieved primarily through the Audit Committee.

The Committee shall embed the Health Board's corporate standards, priorities and requirements, e.g., equality, diversity and human rights through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, the submission of Committee minutes and written reports, as well as the presentation of an annual report;



- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive or Chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the Health Board.

The Board may also require the Committee Chair to report upon the Committee's activities at public meetings or to community partners and other stakeholders, where this is considered appropriate, for example where the Committee's assurance role relates to a joint or shared responsibility.

The Director of Corporate Governance, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub-committees established.

The Committee shall provide a written annual report to the Board on its activities, which will also record the results of the Committee's self-assessment and evaluation.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the Health Board's standing orders are equally applicable to the operation of the Committee, except in the following areas:

- quorum
- notice of meetings
- notifying the public of meetings
- admission of the public, the press and other observers
- paper circulation.

10. REVIEW

These terms of reference and operating arrangements shall be reviewed annually by the Committee with reference to the Board.





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NHS
WALES

Bwrdd Iechyd Prifysgol
Bae Abertawe

Swansea Bay University
Health Board

Charitable Funds Committee Terms of Reference

Approved at Board: March 2025
Review Due: March 2026



1. INTRODUCTION/CONSTITUTION

The health board's standing orders provide that "*The board may and, where directed by the Welsh Government must, appoint committees of the health 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*".

In accordance with standing orders (and the health board's scheme of delegation), the Board shall nominate annually a committee to be known as the **Charitable Funds Committee**. The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.

The 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 organisation.

The purpose of the committee is to:

Provide advice to the Charity Trustee in the discharge of its duties and responsibilities for charitable funds

Discharge delegated responsibilities from the Charity Trustee for the control and management of Charitable Funds

Provide advice and assurance to the Charity Trustee on the delivery of fundraising, budgets, priorities and spending criteria

2. CONSTITUTION AND PURPOSE

Within the budget, priorities and spending criteria determined by the Trustee and consistent with the requirements of the Charities Act 1993, Charities Act 2006, Charities Act 2011 (or any modification of these acts) to apply the charitable funds in accordance with their respective governing documents.



To ensure that the health board policies and procedures for charitable funds investments are followed. To 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:-

- Trustee Act 2000
- The Charities Act 1993
- The Charities Act 2006
- The Charities Act 2011
- Terms of the fund's governing documents

To receive at least twice a year reports for ratification from the Executive Director of Finance and investment decisions and action taken through delegated powers upon the advice of the health board's investment adviser.

To oversee and monitor the functions performed by the Executive Director of Finance as defined in standing financial instructions.

To monitor the progress of charitable appeal funds where these are in place and considered to be material.

To monitor and review the health board's scheme of delegation for charitable funds expenditure and to set and reflect in financial procedures the approved delegated limits for expenditure from charitable funds.

3. SCOPE AND DUTIES

The Executive Director of Finance has financial responsibility for the health board's charitable funds as defined in the standing financial instructions. The specific powers, duties and responsibilities delegated to the Director of Finance are:

- Administration of all existing charitable funds;
- To identify any new charity that may be created (of which the health board is trustee) and to deal with any legal steps that may be required to formalise the trusts of any such charity;
- Provide guidelines with respect to donations, legacies and bequests, fundraising and trading income;
- Responsibility for the management of investment of funds held on trust;
- Ensure appropriate banking services are available to the health board;
- Prepare reports to the Trustees including the annual accounts;
- Ensure robust financial processes are in place to deliver the required outcomes of the charity and the management of its funds;

Facilitate the relationship between the charity and its trustees;



4. AUTHORITY

The committee is empowered with the responsibility for:

- 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 trustees and the requirements of the health board's standing financial instructions;
- The appointment of an investment manager (where appropriate) to advise it on investment matters and 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:
 - The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it;
 - There are in place adequate internal controls and procedures which will ensure that the power is being exercised properly and prudently
 - The performance of the person or persons exercising the delegated power is regularly reviewed;
 - Where an investment manager is appointed, that the person is regulated under the Financial Services Act 2021;
 - 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 Director of Finance.
- Ensuring that the banking arrangements for the charitable funds should be kept entirely distinct from the health board's NHS funds;
- 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;
- The amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments;
- 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 board of trustees for applying accrued income to individual funds in line with charity law and Charity Commissioner guidance;
- Obtaining appropriate professional advice to support its investment activities;
- Regularly reviewing investments to see if other opportunities or investment services offer a better return.

The committee is authorised by the Charity Trustee to:

- investigate or have investigated any activity within its terms of reference and in performing these duties shall have the right, at all reasonable times, to inspect any books, records or documents of the health board relevant to the committee's remit. It can seek any relevant information it requires from any employee and all employees are directed to co-operate with any reasonable request made by the committee;
- obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this



necessary, subject to the Charity Trustee’s budgetary and other requirements; and by giving reasonable notice, require the attendance of any of the officers or employees and auditors of the Charity Trustee at any meeting of the committee.

6. MEMBERSHIP

The committee shall comprise a minimum of three independent members of the board. It may also co-opt additional independent “external” members from outside the organisation to provide specialist skills, knowledge and expertise. The executive directors with responsibility for finance and strategy should also be members, with other executives, including the Director of Corporate Governance in attendance. The chief executive and other executive directors should attend from time to time as required by the committee chair

Executive Director	Membership	Frequency of Attendance
Director of Finance and Performance	Member	Every meeting
Director of Planning & Partnerships	Member	Every meeting
Director of Communications, Insight and Engagement	Member	Every meeting
Director of Corporate Governance	In attendance	Every meeting

The membership of the committee shall be determined by the Charity Trustee, based on the recommendation of the Chair of the Charity Trustee, and subject to any specific requirements or directions made by the Welsh Government.

The Chair and Chief Executive will attend meetings at their discretion and the Director of Corporate Governance will routinely attend meetings, ensuring governance support and advice is available to the committee chair.

The committee chair may invite other executive directors or health board officials to attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

7. COMMITTEE MEETINGS

Quorum



At least three members must be present to ensure the quorum of the committee, including either the committee chair or vice-chair and one other independent member and an executive lead for Charitable Funds. To ensure meetings are quorate, the chair can invite other independent members to attend.

Chair

An independent member shall chair the committee.

Secretariat

The Director of Corporate Governance will determine the secretarial and support arrangements for the committee

Frequency of Meetings

Meetings shall be held on a quarterly basis.

Committee Meetings

A standard agenda must be used as the basis for discussion at each meeting. Minutes prepared following a meeting shall be circulated to members and retained by the Director of Corporate Governance as formal record of the decision making for a period of seven years.

Withdrawal of Individuals in attendance

The committee 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.

The Director of Corporate Governance, on behalf of the committee chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the health board's overall organisational development programme developed by the Director of Workforce and Organisational Development.

8. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

The committee is directly accountable to the Board, in its capacity as Trustee, for its performance in exercising the functions set out in these terms of reference.



The committee, through its chair and members, shall work closely with the board and, [where appropriate, its committees and groups], through the:

- joint planning and co-ordination of board and committee business; and
- appropriate sharing of information and in doing so, contributing 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 framework.

The Committee shall embed the health board's corporate standards, priorities and requirements, e.g., equality, diversity and human rights through the conduct of its business.

9. REPORTING AND ASSURANCE ARRANGEMENTS

The committee chair shall agree arrangements with the health boards Chair to report to the board in their capacity as Trustee. This may include, where appropriate, a separate meeting with the board.

The Director of Corporate Governance, on behalf of the board, shall oversee a process of regular and rigorous self assessment and evaluation of the committee's performance and operation. This includes an annual report for the committee. A separate annual report for the charity is produced by the fundraising team.

The committee may, subject to the approval of the board, establish subcommittees or task and finish groups to carry out on its behalf specific aspects of committee business. Currently, the Helping Hands Bids Panel reports to the Charitable Funds Committee.

10. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the health board's standing orders are equally applicable to the operation of the committee, except in the following areas:

- quorum
- notice of meetings
- notifying the public of meetings
- admission of the public, the press and other observers
- paper circulation.

11. REVIEW

These terms of reference and operating arrangements shall be reviewed annually by the committee with reference to the Charity Trustee.





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Bwrdd Iechyd Prifysgol
Bae Abertawe

Swansea Bay University
Health Board

Digital, Research & Innovation Committee

Terms of Reference

Approved at Board: March 2025

Review Due: March 2026



1. INTRODUCTION

The health board's standing orders provide that "*The board may and, where directed by Welsh Government must, appoint committees of the health 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*".

In line with standing orders (and the Health Board's scheme of delegation), the Board shall nominate annually a committee to be known as the **Digital, Data, Research and Innovation Committee**. This Committee's focus is on all aspects of digital and digital transformation aimed at ensuring the strategic and operational digital agenda, priorities and work plan enables the delivery of the Health Board's objectives and supports quality, safety and efficiency improvements. It will also ensure the health board is discharging its responsibilities around research and innovation, continuing to be in the top three biggest research active organisations in NHS Wales, and ensuring clinical teams are supported in leading and hosting high quality research and innovation, recognising the health and wealth benefit to be gained. In addition, seek assurance as to the quality and safety of research, development and innovation activity carried out within the organisation

The detailed terms of reference and operating arrangements set by the Board in respect of this Committee are set out below.

2. PURPOSE

The purpose of the Digital, Data, Research and Innovation Committee is to:

- provide evidence based and timely **advice** to the Board to assist it in discharging its functions and meeting its responsibilities in relation to digital, data, research and innovation, in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales and other relevant bodies
- **assure** the Board on whether effective arrangements are in place in relation to the quality and impact of the organisations digital, data, research and innovation activities.
- **approve** on behalf of the Board policies, procedures and other written control documents in accordance with the Scheme of Delegation.

3. SCOPE AND DUTIES

The Digital, Research and Innovation Committee will provide advice and assurance to the Board that appropriate arrangements are in place for the successful delivery of current and future digital tools and services and that there are effective measures to



drive the desired digital culture throughout the Health Board to enable the delivery of safe, high quality and efficient healthcare.

The Committee will seek assurance that governance (including risk management) arrangements are appropriately designed and operating effectively to ensure the delivery of the digital, research and innovation agenda across the full range of the Health Board's services and oversee the delivery of agreed priorities.

The Committee will seek assurance that, in relation to all aspects of Digital, Data, Research and Innovation:

- there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;
- the workforce is appropriately trained, supported and have the right digital tools and access to be responsive to the needs of the service;
- there is an ethos of continual quality improvement through digital adoption and regular methods of updating the workforce in the digital skills needed to demonstrate quality improvement throughout the organisation;

The Committee will advise and assure the Board in discharging its responsibilities with regard to the quality and integrity; safety, security and appropriate access and use of information & Data, to support health improvement and the provision of high-quality healthcare.

The Committee will seek assurance on the Health Board's strategies and plans for maintaining the trust of patients and public through its arrangements for handling and using information, including personal information, safely and securely, consistent with the Board's overall strategic direction and any requirements and standards set for NHS bodies in Wales.

The committee will promote and support involvement in high quality, multi-disciplinary and multi-agency healthcare research, development and innovation, promote evidence-based healthcare, build research and innovation capacity and foster a research and innovation culture, including patient/public involvement where appropriate. Also, ensure the organisation is discharging its functions and meeting its responsibilities with regards to research and innovation activity carried out within the organisation

4. DELEGATED POWERS AND AUTHORITY

Delegated Powers

With regard to the powers delegated to it by the Board, the Committee will, in respect of its provision of advice and assurance to the Board:

E. In relation to **Digital**:



- Support, inform and monitor the development and delivery of a digital strategic plan that will support the business needs and aspirations of the organisation;
 - Monitor delivery of digital plans, including the transformation of working practices they may require;
 - Monitor and scrutinise the performance of digital systems to ensure that expected benefits are realised and that business continuity arrangements are appropriate and adequate;
 - Seek assurance that the organisation's arrangements for cyber security are robust and operating effectively.
- F. That the Health Board is undertaking effective research to inform digital strategies and plans to ensure they are optimal and evidence-based;
- G. That the Health Board is evaluating the effectiveness of its work and the improvements made to the health of the population of Swansea Bay
- H. In relation to **Data and Data Science**:
- That the Health Board has access to, through collection, sharing or linkage the data it needs to meet its research, data science and analysis needs;
 - Provide oversight, scrutiny and assurance that the culture, behaviours and information management systems ensure we exploit data to improve the health of the people of Swansea Bay while also being fully compliant with all appropriate legal and ethical duties;
 - That the Health Board is keep apace of data and technical developments to embed data science tools and techniques into the analysis and ways of working;
 - That data science and analysis are effectively deployed and prioritised to improve the health and wellbeing of the population of Swansea Bay and are deployed to ensure effective delivery of the Health Board's Population Health Wales strategy;
 - Seek assurance that the organisation's arrangements for information governance are robust and operating effectively.
- I. In relation to **Research**:
- Consider the implications of the outcomes of review, audit or inspection by external regulatory authorities;
 - Oversee the development and approval of research and innovation written control documents (policies, plans, standard operating procedures, etc) within the scope of the committee, obtaining ratification as and where appropriate;
 - Support partnership working with other organisations such as health boards, universities and the Joint Clinical Research Facility;
 - Receive the research and development annual report;
 - Seek assurance that the commercialisation of research, innovation, related developments are appropriately risk assessed and in accordance with health board duties, policies, and procedures;
 - Oversee the development of and seek assurance from sub-groups of the committee relating to research and development.

J. In relation to **Innovation**:

- That the Health Board is keep apace of advancements in healthcare digital technologies to be best placed to trailblaze new innovations;
- That the Health Board is keep apace of data and technical developments to embed data science tools and techniques into the analysis and ways of working.
- Ensure the health board continues to lead, influence and contribute to Welsh innovation agenda
- Ensure the health board develops influencing, motivational, and resilience skills for innovation;
- Seek assurance as to the establishment, development or leverage programmes that support innovators.

Across all areas the Committee will monitor and scrutinise relevant internal and external audit and risk reports and the timely response to action plans.

The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in line with the Board's Policy Management Framework and Scheme of Delegation and Reservation of Powers.

The Committee will seek assurance on the management of strategic risks delegated to the Committee by the Board, via the Corporate Risk Register.

Authority

The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the Health Board relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate.

It may seek any relevant information from any:

- Employee (and all employees are directed to cooperate with any reasonable request made by the committee); and
- Other committee, subcommittee or group set up by the board to assist it in the delivery of its functions.

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

Sub-committees



The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business. The following sub-committees/ have been established:

- Digital Leadership Group
- Information Governance & Cyber Security Assurance Group
- Digital Intelligence Strategic Group

Access

The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.

The Chair of the Committee shall have reasonable and appropriate access to executive directors and other relevant senior staff.

Committee Programme of Work

Each year the Board will determine the Committee’s priorities for its annual programme of work, based on the Board’s Assurance Framework and Corporate Risk Register. This approach will ensure that the Committee’s focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee’s annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee’s programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

5. MEMBERSHIP

The Committee shall comprise a minimum of three independent (non-executive) members of the Board. It may also co-opt additional independent “external” members from outside the organisation to provide specialist skills, knowledge and expertise. Executive directors for Digital Services, Medical Director’s Dept and Workforce should also be in attendance.

Members	Membership	Frequency of Attendance
Independent Member (Digital Lead)	Chair	Every meeting
Independent Member x 4	Member	Every meeting
Director of Digital Services	In attendance	Every meeting
Executive Medical Director	In attendance	Every meeting
Director of Workforce	In attendance	Every meeting
Director of Corporate Governance	In attendance	Every meeting



The membership of the Committee shall be determined by the board, based on the recommendation of the Chair, and subject to any specific requirements or directions made by the Welsh Government.

The Chair and Chief Executive will attend meetings at their discretion and the Director of Corporate Governance will routinely attend meetings, ensuring governance support and advice is available to the Committee Chair.

The Committee Chair may invite other executive directors or health board officials to attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed). Executive Directors may invite senior members of their teams to provide further advice and assurance as required.

6. COMMITTEE MEETINGS

Quorum

At least three members must be present to ensure the quorum of the Committee, three of whom must be independent (non-executive) members. To ensure meetings are quorate, the Chair may invite other independent members to attend.

Chair

An independent (non-executive) member shall Chair the Committee.

Secretariat

The Director of Corporate Governance will determine the secretarial and support arrangements for the Committee.

Frequency of Meetings

Meetings shall be held on a quarterly basis.

Committee Meetings

A standard agenda must be used as the basis for discussion at each meeting. Minutes prepared following a meeting shall be circulated to members and retained by the Director of Corporate Governance as formal record of the decision making for a period of seven years.

Withdrawal of Individuals in attendance

The Committee 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.

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

- arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the Health Board's overall organisational development programme developed by the Director of Workforce and OD.



7. RELATIONSHIPS AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

The Committee, through its Chair and members, shall work closely with the Board's other Committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business; and
- sharing of information; and
- appropriate escalation of concerns.

In doing so, contributing 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 framework. This will be achieved primarily through the Audit Committee.

The Committee shall embed the Health Board's corporate standards, priorities and requirements, e.g., equality, diversity and human rights through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, the submission of Committee minutes and written reports, as well as the presentation of an annual report;
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive or Chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the Health Board.

The Board may also require the Committee Chair to report upon the Committee's activities at public meetings or to community partners and other stakeholders, where this is considered appropriate, for example where the Committee's assurance role relates to a joint or shared responsibility.

The Director of Corporate Governance, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub-committees established.



The Committee shall provide a written annual report to the Board on its activities, which will also record the results of the Committee’s self-assessment and evaluation.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the Health Board’s standing orders are equally applicable to the operation of the Committee, except in the following areas:

- quorum
- notice of meetings
- notifying the public of meetings
- admission of the public, the press and other observers
- paper circulation.

10. REVIEW

These terms of reference and operating arrangements shall be reviewed annually by the Committee with reference to the Board.

