

ABM University
Health Board

29th March 2018
Health Board
Agenda No: 4ii.

Subject	BOARD COMMITTEE ARRANGEMENTS
Prepared by	Pam Wenger, Director of Corporate Governance/Board Secretary
Approved by	Andrew Davies, Chairman
Presented by	Pam Wenger, Director of Corporate Governance/Board Secretary

1. SITUATION

The Board agreed at its meeting in December 2017 to undertake a review of the current board committee structure in light of the outcomes of the recent audit reports, the structured assessment and other significant reports that have an impact on the governance of the organisation. The Director of Corporate Governance/Board Secretary has undertaken a governance stocktake and the outcomes of which were discussed at the Board Development in February 2018.

2. BACKGROUND

The Health Board has the overall function and duty of establishing and maintaining the strategic direction of the organisation. It agrees the vision, strategy and policy, and agrees a forward plan with clear objectives to deliver the organisation's purpose. It is accountable for governing the organisation and holds the Executive to account for the delivery of strategy. It must be risk aware and receive assurance about progress against aims and targets.

The Health Board functions as a corporate decision making body and the Executive Directors and Independent Members are full members and share corporate responsibility for all the decisions of the Board. The committee structure therefore aims to provide the Board with the appropriate assurance for the responsibilities and accountabilities for which it has been delegated.

Characteristics of effective Boards are:

- A focus on strategic decision-making.
- Board Members who trust each other and act cohesively.
- Constructive challenge by Board Members of each other.
- Effective chairs that ensure meetings have clear and effective processes.

3. GOVERNANCE AND RISK

This report brings the recommendations from the governance stocktake as it relates to the Board and Committee top level governance structure. These recommendations have been informed by discussions with the Board, Internal Audit, External Audit as well as the governance reviews which have been undertaken within the organisation over the last 18 months.

As agreed at the Board Development in February 2018, the Audit Committee will oversee the delivery of the Governance Work Programme for 2018-19 and provide regular updates to the Board as appropriate.

The review concluded that:

- The remit and purpose of the committees needed to be much more clearly based on delegated functions of the Board.
- All committees needed tighter terms of reference, to avoid overlap with executive functions or duplication with other committees. These will be reviewed as part of the normal cycle of annual review of the terms of reference.
- Workforce metrics should form part of the remit of the Performance and Finance Committee.
- A Health and Safety Committee should be established and report directly to the Board. The Terms of Reference are attached at *Appendix 3*.
- The role of the Workforce and Organisational Development Committee should be re-considered to determine how the Board will receive assurance on the wider strategic workforce issues. This should be considered by the incoming Director of Workforce and Organisational Development.
- The Health and Care Standards Scrutiny Panel should be stood down following the conclusion of the process for 2017/18. It is proposed that the sign off process will be Executive led and assurance reporting through to the Quality and Safety Committee.
- There is no requirement to establish a strategy committee, although it is accepted that this has been noted in the most recent structured assessment report. The Board is clear that strategy remains a function of the entire Board and would not wish to delegate this function to a specific committee. The Strategy, Commissioning and Planning Group has been to be used as a vehicle to provide space to have wider debates on strategy development but has recently also undertaken a more central role in considering wider strategic issues prior to Board consideration.

- The Board accepts that there is a role for informal mechanisms to discuss strategic issues and work up issues on behalf of the Board. This will not be part of the formal committee structures. However, it is recommended that the Strategy, Commissioning and Planning Group undertakes this role on behalf of the Board and will be open to all Board Members.

- There are significant benefits from using Non Officer Members in more informal roles in addition to their formal roles. These might include involvement in strategic thinking as well as supporting, challenging and sponsoring individual areas of work aligned to their skills and expertise. This kind of ongoing informal input will help the Non Officers to provide the Board with greater assurance through their personal engagement with the business.

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- The Board accepts that the Board Development should be strategically focussed and that a schedule of workshops is planned for the year ahead. This will provide the Board with the opportunity to discuss strategic issues informally. The Board Development sessions should be extended to cover a whole day.

- To provide coherence and linkages between the committees and the Board business, the *Chairs Governance Co-ordinating Group* will provide the opportunity for regular informal discussions with the chairs of each of the committees. All non officer members should be invited to attend this meeting. This will ensure shared understanding across the range of business, enable agendas to be coordinated, cross referencing of major issues, and support clear lines of accountability back to the Board.

- The Health Board is represented on a number of external partnerships and groups which are not part of the formal board governance arrangements. Work is required to map the existing groups to ensure that there is clarity on their accountability arrangements.

- Some general principles which apply to all committees are:
 - Chairs will agree and set agendas, and approve papers in consultation with the lead officer and secretary, who will provide support, manage logistics, and arrange for appropriate attendees to be invited for relevant parts of the meeting.
 - A Chairs Report will go to the Board, together with an annual report of performance against objectives.
 - Papers for each Committee could be made electronically available to all Board members at the same time that they are distributed to Committee members, enabling Board members to have a wider view of the business flowing across the organisation and to seek more information on specific items where required.

The proposed Committee structure is shown in Appendix 1. Each Committee has an identified lead officer, responsible for working with the Committee Chair to ensure their work programme and terms of reference are planned and delivered effectively.

The following table briefly describes the roles of each of the committees reporting to the Board:

COMMITTEE	FUNCTIONS DELEGATED BY THE BOARD
Audit	To advise and assure the Board and the Accountable Officer on the adequacy and effectiveness of internal control, corporate governance, financial and non-financial reporting arrangements. This includes oversight of external and internal audit; and functions relating to the annual statutory accounts, standing orders, standing financial instructions and standards of business conduct.
Charitable Funds	To ensure that the LHB 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:- <ul style="list-style-type: none"> • Trustee Act 2000 • The Charities Act 1993 • The Charities Act 2006 • Terms of the fund's governing documents
Remuneration and Terms of Service	To advise the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Assembly Government. To provide assurance to the Board in relation to the LHB's arrangements for the remuneration and terms of service, including contractual arrangements, for <u>all staff</u> , in accordance with the requirements and standards determined for the NHS in Wales and to perform certain, specific functions on behalf of the Board.
Mental Health and Capacity Act	To provide assurance to the Board that all the requirements of the Mental Health Act 1983 (as amended) are met by the Health Board. The Committee will also advise the Board of any areas of concern in relation to compliance with the Mental Health Act and Mental Capacity Act.
Performance & Finance	To provide assurance to the Board in respect of performance relating to: <ul style="list-style-type: none"> • Financial planning and monitoring including delivery of savings programmes; • Activity and productivity including operational efficiency and effectiveness; and • Workforce metrics.

Quality and Safety	To provide assurance to the Board on the provision of safe and high quality care to the population we serve, including prevention through public health, primary and secondary care.
Health and Safety	To provide assurance to the Board and the Accountable Officer on whether effective arrangements are in place to monitor and review implementation of the Health Board Health and Safety Policy and other supporting policies and documentation and to act as focus for joint participation in the prevention of accidents and occupational ill health.
Workforce and Organisational Development	To provide assurance to the Board in relation to the LHB's arrangements for the delivery of the strategic workforce agenda.

FINANCIAL IMPLICATIONS

There are no direct financial implications arising from the recommendations in this report.

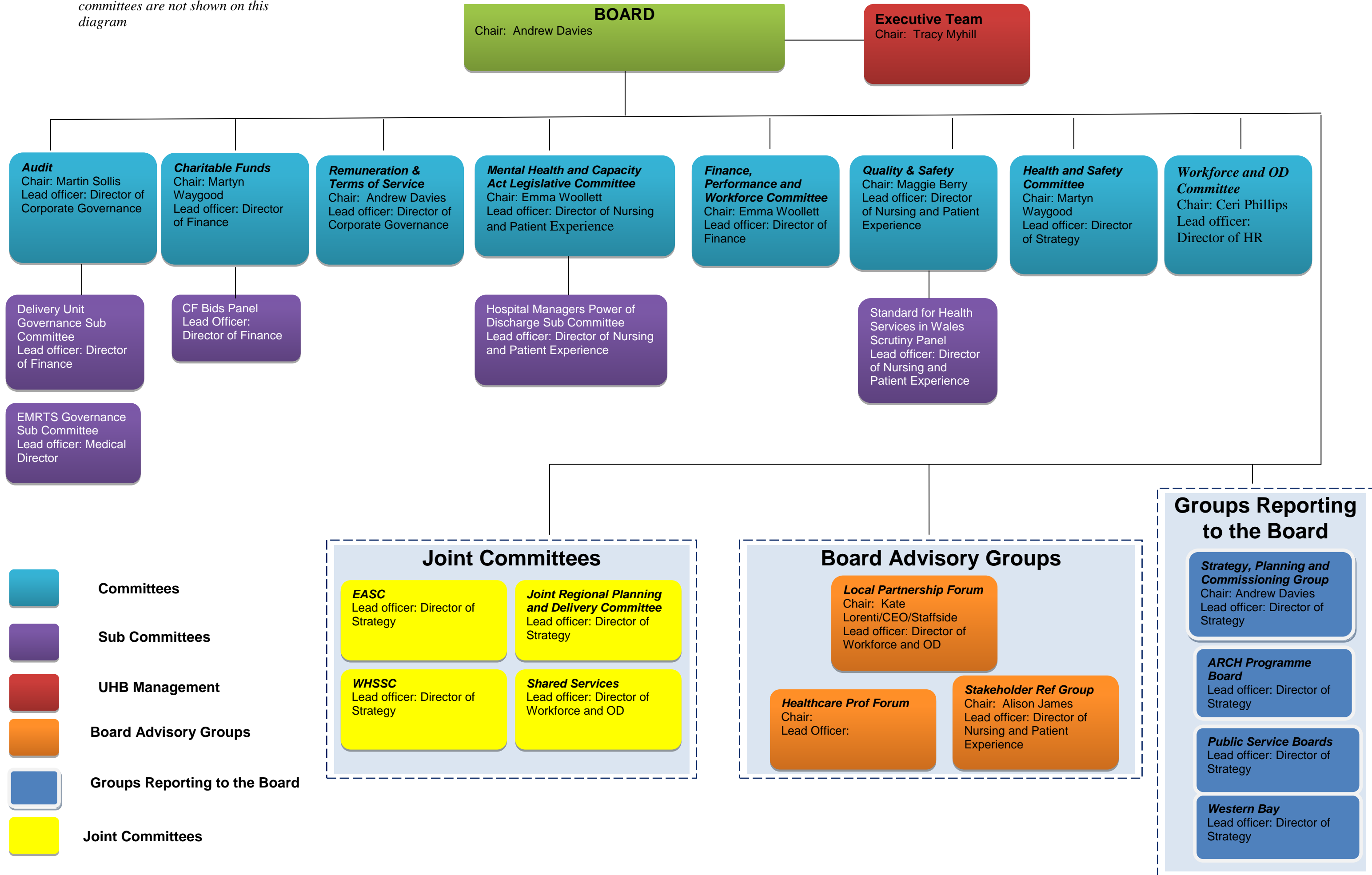
RECOMMENDATIONS

Members are asked to:

- **Note** that the Governance Work Programme will be monitored and reviewed by the Audit Committee each meeting;
- **Note** the report and **agree** the committee structure as detailed in Appendix 1;
- **Approve** the committee membership as detailed in Appendix 2;
- **Agree** to review the Committee annually to ensure that it remains fit for purpose;
- **Approve** the changes to the Performance and Finance Committee;
- **Approve** the terms of reference for the Health and Safety Committee;
- **Agree** that the role of the Workforce and OD Committee is reviewed in conjunction with the incoming Director of Workforce and OD.

Board and Committee Arrangements (Proposed)

*Notes:
Other groups have a reporting line to committees are not shown on this diagram*



- Committees**
- Sub Committees**
- UHB Management**
- Board Advisory Groups**
- Groups Reporting to the Board**
- Joint Committees**

Board Committee Membership March 2018 - Independent Members

	Health Board	Audit Committee	Mental Health and Capacity Act Legislative Committee	Remuneration & Terms of Service Committee	Charitable Funds Committee	Performance and Finance Committee	Quality and Safety & Experience Committee	Strategy, Planning and Commissioning Group	Workforce and OD Committee	Hosted Agencies	Pharmaceutical Applications	Champion Role	Other Commitments
Andrew Davies Chair	Member (chair)	Attendance as appropriate	Attendance as appropriate	Member (chair)	Attendance as appropriate	Attendance as appropriate	Attendance as appropriate	Member (chair)	Attendance as appropriate	Attendance as appropriate	Attendance as appropriate	Environmental Champion Values Champion Equality Champion	Arts in Health Committee Joint Regional Planning and Delivery Forum
Emma Woollett Vice-Chair	Member	As required by Chair	Member (chair)	Member	As required by Chair	Member (chair)	As required by Chair	Member	Member	As required by Chair	As required by Chair	Mental Health and Learning Disabilities Champion Whistleblowing Champion	
Ceri Phillips Independent Member	Member	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	Member	Member	Member (chair)	As required by Chair	As required by Chair	Veterans Champion	ARCH Programme Board Member Advisory Committee on Clinical Excellence Awards
Jackie Davies Independent Member	Member	As required by Chair	Member	As required by Chair	Member	Member	As required by Chair	As required by Chair	Member	As required by Chair	As required by Chair	Staff Side Champion	Upholding Professional Standards in Wales Organ Donation Committee
Maggie Berry Independent Member	Member	As required by Chair	Member	Member	As required by Chair	Member	Member (chair)	As required by Chair	As required by Chair	As required by Chair	As required by Chair	Catering and Nutrition Champion Older Person Champion	Health and Housing Group Nutrition & Catering Group Western Bay Partnership Board
Mark Child Independent Member	Member	Member	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	Member	As required by Chair	As required by Chair	Member	Young Person's Champion	
Martin Sollis Independent Member	Member	Member (chair)	As required by Chair	Member	Member	Member	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	Performance Champion	Swansea Scrutiny Panel
Martyn Waygood Independent Member	Member	Member	Member	Member	Member (chair)	As required by Chair	Member	As required by Chair	As required by Chair	As required by Chair	Member (chair)	Complaints Champion Health & Safety Champion	
Tom Crick Independent Member	Member	Member	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	Member (chair)	As required by Chair	Information Governance Champion Welsh Language Champion	Advisory Committee on Clinical Excellence Awards
Community Independent Member	Member	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	Member	As required by Chair	Member	Member	As required by Chair	Public Health and Carers Champion	
Third Sector Independent Member	Member	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	Member	Member	Volunteer Champion	Stakeholder Reference Group

Board Committee Membership March 2018 – Executive Directors

	Health Board	Audit Committee	Mental Health and Capacity Act Legislative Committee	Remuneration & Terms of Service Committee	Charitable Funds Committee	Performance and Finance Committee	Quality and Safety & Experience Committee	Strategy, Planning and Commissioning Group	Workforce and OD Committee	Hosted Agencies	Pharmaceutical Applications	Other Commitments
Tracy Myhill Chief Executive	Member	Attendance as appropriate	Attendance as appropriate	Attendance as appropriate	Attendance as appropriate	Attendance as appropriate	Attendance as appropriate	Attendance as appropriate	Attendance as appropriate	Attendance as appropriate	Attendance as appropriate	
Lynne Hamilton Director of Finance	Member	In Attendance	As required by Chair	As required by Chair	Lead Director/Member	Lead Director / In Member	As required by Chair	As required by Chair	As required by Chair	Member	As required by Chair	
Angela Hopkins Interim Director of Nursing and Patient Experience	Member	In Attendance	Lead Director / In attendance	As required by Chair	As required by Chair	As required by Chair	Lead Director / In attendance	As required by Chair	In Attendance	As required by Chair	As required by Chair	
Sandra Husbands Director of Public Health	Member	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	In attendance	In attendance	As required by Chair	As required by Chair	As required by Chair	
Kate Lorenti Interim Director of HR	Member	As required by Chair	As required by Chair	Lead Director / In Attendance	As required by Chair	Member	As required by Chair	As required by Chair	Lead Director / In Attendance	Member	As required by Chair	
Siân Harrop-Griffiths Director of Strategy	Member	As required by Chair	As required by Chair	As required by Chair	Member	Member	As required by Chair	Lead Director / Member	As required by Chair	As required by Chair	As required by Chair	Western Bay Partnership Board ARCH Programme Board Member Design Champion
Christine Morrell Director of Therapies and Health Sciences	Member	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	In attendance	As required by Chair	In attendance	As required by Chair	As required by Chair	
Hamish Laing Medical Director	Member	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	In attendance	Member	As required by Chair	Member	As required by Chair	ARCH Programme Board Member Advisory Committee on Clinical Excellence Awards
Chris White Interim Chief Operating Officer	Member	As required by Chair	In attendance	As required by Chair	As required by Chair	Lead Director / In Member	In attendance	As required by Chair	In attendance	As required by Chair	As required by Chair	
Pam Wenger Board Secretary	In Attendance	Lead Director / In Attendance	As required by Chair	As required by Chair	As required by Chair	As required by Chair	As required By Chair	As required by Chair	As required by Chair	As required by Chair	As required by Chair	



GIG
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NHS
WALES

Bwrdd Iechyd Prifysgol
Abertawe Bro Morgannwg
University Health Board



Health and Safety Committee

Terms of Reference

1. INTRODUCTION

1.1 The ABMU Health Board Standing Orders provide that:

“The Board may and, where directed by the Welsh Government must, appoint Committees or sub Committees of the Board either to undertake specific functions on the Board’s behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board’s commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees”.

1.2 In line with Standing Orders (3.4.1) and the health board’s Scheme of Delegation, the Board shall nominate annually a committee to be known as the Health and Safety Committee. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

1.3 The organisation has a statutory obligation by virtue of the Health and Safety at Work Act 1974 to establish and maintain a Health and Safety Committee:

“Section 2 sub section 7

“it shall be the duty of every employer to establish in accordance with Regulations (i) a safety committee having the function of keeping under review measures taken to ensure the health and safety of his employees and such other functions as prescribed”.

2. PURPOSE

2.1 The purpose of the Health & Safety Committee (“the Committee”) is to:

Advise and assure the Board and the Accountable Officer on whether effective arrangements are in place to ensure organisational wide compliance of the health board’s Health and Safety Policy, approve and monitor delivery against the Health and Safety priority action plan and ensure compliance with the relevant Standards for Health Services in Wales.

This will be achieved by encouraging strong leadership in health and safety, championing the importance of a common sense approach to motivate focus on core aims distinguishing between real and trivial issues.

2.2 Where appropriate, the Committee will **advise** the Board and the Accountable Officer on where and how, its Health and Safety management may be strengthened and developed further.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 With regard to its role in providing advice to the Board, the Committee will comment specifically upon the adequacy of assurance arrangements and processes for the provision of an effective Health and Safety function encompassing:
- Staff Health and Safety
 - Premises Health and Safety
 - Violence and Aggression (inc. Security Strategy)
 - Fire Safety
 - Risk Assessment
 - Manual Handling
 - Health, Welfare, Hazard Substances, Safety Environment
 - Patient Health and Safety – Patient Falls, Patient Manual Handling
 - Staff healthy lifestyle / health promotion activities
 - Staff health and well-being
- 3.2 The Committee will support the Board with regard to its responsibilities for Health & Safety:
- approve and monitor implementation of the Annual Health and Safety Priority Action Plan
 - review the comprehensiveness of assurances in meeting the Board and the Accountable Officers assurance needs across the whole of the UHB's activities, both clinical and non clinical;
 - the consideration and approval of policies as determined by the Board.
- 3.3 To achieve this, the Committee's programme of work will be designed to provide assurance that:
- objectives set out in the Health and Safety Priority Action Plan are on target for delivery in line with agreed timescales;
 - standards are set and monitored in accordance with the relevant Standards for Health Services in Wales
 - proactive and reactive Health and Safety plans are in place across the UHB
 - policy development and implementation is actively pursued and reviewed
 - where appropriate and proportionate Health and Safety incidents and ill health events are investigated and action taken to mitigate the risk of future harm
 - reports and audits from enforcing agencies and internal sources are considered and acted upon
 - employee health and wellbeing activities are in place in line with the UHB commitment to be a public health practicing organisation and corporate health standards
 - employee Health and safety competence and participation is promoted
 - decisions are based upon valid, accurate, complete and timely data and information

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 UHB 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.
- 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, in accordance with the Board's procurement, budgetary and other requirements.

Access

- 3.6 The Chair of the Health and Safety Committee shall have reasonable access to Executive Directors and other relevant senior staff.
- 3.7 The Head of Health and Safety shall have unrestricted access to the chair of the Health and Safety Committee

Sub Committees

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.

There are no formal Sub-Committees of the Health and Safety Committee but the Committee will receive copies of the minutes of the Operational Health and Safety Group as part of its assurance framework.

4. MEMBERSHIP

4.1 Membership

A minimum of three (3) Members, comprising:

Chair	Independent member of the Board.
Vice Chair	Independent member of the Board.
Members	A minimum of 1 other Independent member of the Board,

4.2 **Attendees**

Director of Strategy (Lead Executive)
Director of Workforce and Organisational Development
Director of Public Health
Director of Therapies and Health Sciences
Director of Corporate Governance / Board Secretary
Head of Health and Safety
Assistant Director of Strategy (Capital Planning)
Assistant Director of Strategy (Estates)
Chair of Staff Health and Safety Group plus two other staff health and safety representatives
Community Health Council representative
Other Directors or nominated deputies should attend from time to time as required by the Committee Chair.

Invitation

- 4.3 The Committee Chair may extend invitations to appropriate persons to attend Committee meetings as required from within or outside the organisation who the committee considers should attend, taking account of the matters under consideration at each meeting.

Secretariat

- 4.4 Secretary As determined by the Director of Strategy

Member Appointments

- 4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the health board's Chair - 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 Welsh Government.
- 4.6 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 health board's Chair.

Support to Committee Members

- 4.7 The Director of Corporate Governance (Board Secretary), 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 in conjunction with the Director of Workforce and Organisational Development.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least two Independent Members.

Frequency of Meetings

- 5.2 Meetings shall be held no less than four times per year and otherwise as the Chair of the Committee deems necessary – consistent with the health board's annual plan of Board Business.

Withdrawal of individuals in attendance

- 5.3 The Committee may require any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. RELATIONSHIPS AND 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, 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.

- 6.2 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.

- 6.3 The Committee shall embed the health board's corporate standards, priorities and requirements, e.g., equality and human rights 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, 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's 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.

7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, for example, AGM, 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.

7.3 The Director of Corporate Governance (Board Secretary), 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.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

8.1 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 (set within individual Terms of Reference)

9. REVIEW

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