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NHS
WALES

Bwrdd Iechyd Prifysgol
Abertawe Bro Morgannwg
University Health Board



Meeting Date	29th November 2018		Agenda Item	6iii
Report Title	Corporate Governance Report			
Report Author	Liz Stauber, Committee Services Manager			
Report Sponsor	Pam Wenger, Director of Corporate Governance			
Presented by	Pam Wenger, Director of Corporate Governance			
Freedom of Information	Open			
Purpose of the Report	To report on corporate governance matters arising since the previous meeting.			
Key Issues	<p>There are a number of corporate governance matters which have to be reported to the board as a regular item in-line with standing orders. This report encompasses all such issues as one agenda item.</p> <p>The Board is asked to receive the updates in relation to :</p> <ul style="list-style-type: none"> • Affixing the Common Seal; • Welsh Health Circulars; • Changes to the provision of voting for the Health Board Joint Committees; and • Business Cycle 			
Specific Action Required <i>(please ✓ one only)</i>	Information	Discussion	Assurance	Approval
				✓
Recommendations	<p>Members are asked to:</p> <ul style="list-style-type: none"> • NOTE the report; and • ADOPT the changes to the Standing Orders for WHSSC, EASC and NWSSP. 			

CORPORATE GOVERNANCE REPORT

1. INTRODUCTION

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

2. BACKGROUND

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

3. GOVERNANCE AND RISK ISSUES

Affixing the Common Seal

In-line with standing orders, a routine report on documents to which the common seal has been affixed is required. Attached at **appendix 1** are details taken from the seal register. All documents have been signed by the Chairman or Vice-Chairman and an executive director or the Director of Corporate Governance, in line with the requirements.

Welsh Health Circulars (WHCs)

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

Change to Provision for Voting – Welsh Health Specialised Services Committee (WHSSC), Emergency Ambulance services Committee (EASC) and NHS Wales Shared Services Partnership Committee

Following consultation earlier in the year, Welsh Government have sent a letter to Local Health Boards, attached as **appendix 3**, which sets out revised criteria for the taking of decisions by Welsh Health Specialised Services Committee, Emergency Ambulance Services Committee and NHS Wales Shared Services Partnership joint committee.

The changes are as follows:

- All decision will be subject to a 2/3 majority voting members present
- Nominated deputies for Health Board Chief Executives to formally contribute to the quorum and have delegated voting rights
- Nominated deputies should be an executive director

As part of the changes, nominated deputies will now have voting rights, therefore the Health Board will need to ensure that if the Committee Member is unable to attend then the nominated deputy must be in attendance to ensure quorum is reached.

The Members of these Committees for the Health Board are as follows:

Committee	Member	Nominated Deputy
WHSSC	Chief Executive	Director of Strategy
EASC	Chief Executive	Director of Strategy
NWSSP	Director of Workforce and OD	Director of Finance

Revised Model Standing Orders to take account of these changes are in the process of being revised, in the interim the Health Board is asked to adopt the amendment to the standing orders with immediate effect.

(i) Board Business Cycle

At each meeting, the board receives copy of its business cycle which outlines the business planned for each meeting. This is at **appendix 4**.

4. FINANCIAL IMPLICATIONS

There are no financial implications arising within this report.

5. RECOMMENDATIONS

Members are asked to:

- **NOTE** the report; and
- **ADOPT** the changes to the Standing Orders for WHSSC, EASC and NWSSP.

Governance and Assurance							
Link to corporate objectives (please ✓)	Promoting and enabling healthier communities		Delivering excellent patient outcomes, experience and access		Demonstrating value and sustainability		Embedding effective governance and partnerships
							✓
Link to Health and Care Standards (please ✓)	Staying Healthy	Safe Care	Effective Care	Dignified Care	Timely Care	Individual Care	Staff and Resources
							✓
Quality, Safety and Patient Experience							
The common seal is applied to legal and official documents which develop services, buildings, processes and systems to enhance the way in which the health board functions and support and patients. In addition, Welsh health circulars provide advice, guidance and information relating to changes in process or services which work to enhance services.							
Financial Implications							
There are no financial implications associated with this report.							
Legal Implications (including equality and diversity assessment)							
The common seal is primarily used to seal legal documents such as transfers of land, lease agreements and other important/key contracts. The seal may only be fixed to a document if the board or committee of the board has determined it shall be completed under seal, or if a transaction to which the document relates has been approved by the board or committee of the board. Any legal implications relating to Welsh health circulars would be identified in the individual documents.							
Staffing Implications							
There are no staffing implications contained within this report.							
Long Term Implications (including the impact of the Well-being of Future Generations (Wales) Act 2015)							
Welsh health circulars provide advice, guidance and information relating to changes in process or services which work to enhance the way in which NHS Wales organisations function and would therefore potentially have individual long-term impacts.							
Report History	The report is a standing item on the board's business cycle.						
Appendices	Appendix 1 – affixing of the common seal Appendix 2 – Welsh Health Circulars Appendix 3 – Change to provision for voting, WHSSC, EASC and NWSSP Committees Appendix 4 – board business cycle						

Appendix 1**REGISTER OF SEALINGS**

Register Number	Date Signed	Name of Document
1585	27.09.2018	Trust Headquarters new Boardroom
1586	27.09.2018	Ward R refresh scheme at Morriston hospital
1587	27.09.2018	X-ray Room - A&E department refurbishment at Morriston Hospital
1588	27.09.2018	Collaboration Agreement – In relation to provision of 'WITS'
1589	11.10.2018	Cardiac courtyard – Princess of Wales
1590	11.10.2018	Ward J Refresh – Morriston Hospital
1591	11.10.2018	Ward 10 Partial Refurbishment – Singleton Hospital
1592	11.10.2018	SAU Phase 2 – Singleton Hospital
1593	11.10.2018	Anti-Ligature Programme Phase 1
1594	06.11.2018	Transfer of whole of registered title(s) former Fairwood Hospital
1595	06.11.2018	Part Fifth Floor (Ward 10) Central Ward Block, Singleton
1596	06.11.2018	Unit 16, Gwenfro, Wrexham Technology Park
1597	06.11.2018	Singleton Hospital doctors residence refurbishment - Rooms 1-5
1598	06.11.2018	Morriston Hospital Aspetic Suite , AHU upgrade

Appendix 2

WHC number and title	Date received	Recipients
WHC (18) 030 Sensory Loss Communication Needs	28.09.2018	Interim Chief Information Officer Service Director for Primary Care and Community Services
WHC (18) 035 SACN Feeding in the first year of life	10.10.2018	Director of Nursing and Patient Experience
WHC (18) 037 Flu vaccinations and planning flu clinics	29.08.2018	Director of Public Health
WHC (18) 039 – The rescheduling of Cannabis for Medicinal Purposes	30.10.2018	Medical Director and Chief Pharmacists
WHC (18) 040 – NHS Planning Framework 2019-22	17.10.2018	Director of Strategy
WHC (18) 041 Carbon Monoxide	05.11.2018	All GP's in Wales and Community Pharmacists
WHC (18) 042 Validated core service user questions and updated Framework for Assuring Service User Experience	11.10.2018	Director of Nursing and Patient Experience
WHC (18) 043 – NHS Wales Infrastructure Investment Guidance	22.10.2018	Director of Strategy (Estates)
WHC (18) 045 Ordering Flu Vaccine for the 2019/20 season	06.11.2018	GP Practices and Community Pharmacists, Chief Executives Health Boards/Trusts
WHC (18) 048 NES for Adults and Children at risk.	12.11.2018	General Practitioners



Ein cyf/Our ref: MA - P/VG/3794/18

**Chairs of Local Health Boards
Chairs of NHS Trusts
Chair of the Welsh Health Specialised Services Committee
Acting Chair of the Emergency Services Ambulance Committee
Chair of NHS Wales Shared Services Partnership Committee**

12 November 2018

Dear Chairs

CHANGE TO PROVISION FOR VOTING – WHSSC, EASC AND NWSSP COMMITTEE

I am writing further to my letter of 18 June 2018 which, subject to your views, set out proposals for changing the arrangements for voting on funding contributions which currently require a unanimous committee decision.

I would like to thank those who responded for their views and constructive suggestions as to possible alternative options which would achieve the same aim of ensuring the streamlining and speeding up of decision making in relation to funding decisions. I have considered these carefully and having taken them into account, I am issuing the revised criteria for the taking of all decisions by each of the respective Committees:

- All decisions subject to a 2/3 majority of voting members present.
- Nominated deputies for LHB Chief Executives to formally contribute to the quorum and have delegated voting rights.
- Nominated deputies should be an executive director of the same organisation.

As you will be aware allowing nominated deputies to contribute to the quorum and have delegated voting rights is consistent with the approach already adopted for the NHS Wales Shared Services Committee and the NHS Collaborative. It will also mitigate difficulties which may occur if a Chief Executive is unable to attend a meeting and, as a consequence the quorum is not reached.

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Rydym yn croesawu derbyn gohebiaeth yn Gymraeg. Byddwn yn ateb gohebiaeth a dderbynnir yn Gymraeg yn Gymraeg ac ni fydd gohebu yn Gymraeg yn arwain at oedi.

We welcome receiving correspondence in Welsh. Any correspondence received in Welsh will be answered in Welsh and corresponding in Welsh will not lead to a delay in responding.

My officers are in the process of revising the Model Standing Orders to take account of my decision and they will liaise with the respective Committee and Board Secretaries accordingly. In the interim, and in line with the powers of direction in sections 12(3) and 19(1) of the National Health Service (Wales) Act 2006, I require your Board to adopt this amendment to the respective Standing Orders with immediate effect as if the revised Standing Orders had been issued.

Yours sincerely,



Vaughan Gething AC/AM

Ysgrifennydd y Cabinet dros Iechyd a Gwasanaethau Cymdeithasol
Cabinet Secretary for Health and Social Services

CC. Chief Executives of Local Health Boards

Chief Executives of NHS Trusts

Managing Director, Welsh Health Specialised Services Committee

Chief Ambulance Services Commissioner, Emergency Services Ambulance Committee

Managing Director, NHS Wales Shared Services Partnership

Board Secretaries, Local Health Boards and NHS Trusts

Committee Secretary, Welsh Health Specialised Services Committee

Head of Corporate Services, NHS Wales Shared Services Partnership

HEALTH BOARD BUSINESS CYCLE 2018 - 2020

[illegible]

TOPIC	LEAD DIRECTOR	2018				2019							2020						
		❖ August	September	❖ October	November	January	March	May (accounts)	May	July	September	November	February	January	March	May (accounts)	May	July	September
	Governance																		
Structured Assessment	Director of Corporate Governance																		
Charitable Funds Accounts for Approval	Director of Finance																		
Health and Safety Annual Report	Director of Strategy				D														
Risk Management Strategy	Director of Nursing and Patient Experience																		
Board Assurance Framework	Director of Corporate Governance																		
Organisational Risk Register	Director of Nursing and Patient Experience																		
Review of Standing Orders and Standing Financial Instructions	Director of Corporate Governance																		
Review of Board Governance Arrangements (annually)	Director of Corporate Governance																		
Policies/Plans as appropriate as identified by each Executive Director	Executive Directors																		

Notes:

- ❖ These meetings are not part of the business cycle of the Board, these are development sessions but due to the timescales for Board Decision formal matters will be considered.

All items will be all considered in the 'Public' Meeting unless there is a justifiable reason why this should be considered in-committee

Annual General Meeting : Proposal this is a separate day to the Board Meeting and that a 'task and finish group' work through the options for the design of the AGM for agreement in September/October.

D – report deferred to a new date