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Standard Terms of Reference and Operating Arrangements for all Committees of the Board

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1. Introduction:

Section B, 3 of the Public Health Wales' standing orders provide that "The Board may and, where directed by the Welsh Government must, appoint Committees 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 Section B, 3 of the standing orders, the Board shall as a minimum nominate annually committees which cover the following aspects of Board business:

- Quality and Safety
- Audit
- Information Governance
- Remuneration and Terms of Service.

Each has its own committee with the exception of Information Governance. This subject area will be captured within the remit of the Audit and Corporate Governance Committee.

This document includes content common to all committees and should be read alongside the specific terms of reference and operating arrangements for each committee.

The provisions of Section B, 7 have also been taken into account when developing the committee Terms of Reference. This relates to transparency of meetings, planning board/committee business, setting agenda's etc.

2. Authority:

Each Committee is authorised by the Board to investigate or have investigated any activity (clinical and non-clinical) within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the Trust relevant to the Committee's remit, ensuring patient/client and staff confidentiality, as appropriate. It may seek relevant information from any:

- employee (and all employees are directed to co-operate 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.

Each 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.

The Board may delegate to Committees at any time, this may be to seek assurance or advice or to delegate decision making for a particular matter of business. The Board Secretary will ensure a log is kept of any items remitted to Committees.

3. Sub-Committees and Groups

Each Committee may, subject to the approval of the Board, establish sub-committees or groups to carry out on its behalf specific aspects of Committee business.

4. Membership and Attendees:

4.1 Secretariat

As determined by the Board Secretary.

4.2 Member Appointments

- The membership of each Committee shall be periodically determined by the Board, based on the recommendation of the Chair of the Board - taking account of the balance of skills and expertise necessary to deliver each Committee's remit and subject to any specific requirements or directions made by the Welsh Government. The Board shall ensure succession planning arrangements are in place. The Public Health Wales Board Chair may make periodic changes to committee membership, if required, to ensure compliance with terms of reference and standing orders.

- 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. The Board should, as a matter of good practice, review the membership of each Committee every two years in order to ensure each Committee is continually refreshed whilst maintaining continuity.
- Committee members' terms and conditions of appointment, (including any remuneration and reimbursement) will be in accordance with their terms of appointment to Public Health Wales. Where a member has been co-opted to fulfil a specific function and where they are not Non-Executive Directors or employees of the Trust this will be determined by the Board, based upon the recommendation of the Trust Chair and, if required, on the basis of advice from the Trust's Remuneration and Terms of Service Committee.

4.3 Support to Committee Members

The Board Secretary, on behalf of each Committee Chair, shall:

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

4.4 Withdrawal of individuals in attendance

Each 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.

Members and attendees will also withdraw from the meeting, as appropriate, where there is a potential conflict of interest.

Advice should be sought from the Committee Chair and/or the Board Secretary.

5. Relationships and accountabilities with the Board and its Committees/Groups:¹

Although the Board has delegated authority to the Committees for the exercise of certain functions, as set out within each Committee's terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

¹ Reference to the Board's Committees/Groups incorporates its sub committees, joint committees and joint sub committees as well as other groups, such as Task and Finish Groups, where this is appropriate to the remit of the Committee.

Each Committee is directly accountable to the Board for its performance in exercising the functions set out in each Committee's terms of reference.

Each 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.
- Where areas of work fall within the remit of more than one Committee, the relevant Committee Chairs will collectively agree within the Committee's work plans how areas of overlap will be managed and clearly define the remit to avoid duplication.
- The Committee Chairs will review and identify areas of overlap, and agree the approach in line with the Cross Committee working arrangements in place.
- The Committee Chairs will provide assurance to the Board in the management of any cross over areas, through the report to Board.
- Each Committee has a responsibility to ensure it considers Equality as part of its consideration of items within its remit.

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, , including ensuring that the appropriate development and quality improvements.

Each Committee shall embed the Trust's corporate standards, priorities and requirements, for example, equality and human rights through the conduct of its business.

6. Reporting and Assurance Arrangements:

Each Committee Chair shall:

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

- 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 when appropriate, as well as the presentation of an annual report.

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

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

7. Committee meeting arrangements

Committee meetings may be held in person or via electronic means (for example but not limited to videoconference or teleconference).

Vice Chair - If the Chair of the Committee is unable to attend the meeting, they may, with the agreement of the Chair of the Board, appoint a vice chair for that meeting.

8. Chair's Action

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 Committee Chair and the Lead Executive, supported by the Board Secretary as appropriate, may deal with the matter on behalf of the Committee via Chairs action.

The Chair is required to consult with at least one other Non-executive Director to confirm support to take Chairs action. This process is in line with the process outlined within the Standing Orders for Chairs action by the Board Chair. .

The Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

Chair's action may not be taken where either the Chair or the Lead Executive has a personal or business interest in an urgent matter requiring decision. In this circumstance, two other Non-executive Directors, and an Executive Director acting on behalf of the Lead Executive, will take a decision on the urgent matter, as appropriate.