



	<b>Name of Meeting</b> Board <b>Date of Meeting</b> 30 May 2024 <b>Agenda item:</b> 6.4
--	--

<b>Review of Committee Terms of Reference</b>	
<b>Executive lead:</b>	Paul Veysey, Board Secretary and Head of Board Business Unit
<b>Author:</b>	Liz Blayney, Deputy Board Secretary and Board Governance Manager

<b>Approval/Scrutiny route:</b>	Paul Veysey, Board Secretary and Head of Board Business Unit
---------------------------------	--

<p><b>Purpose</b></p> <p>The Committees Terms of Reference were last approved by the Board in 2023. Terms of Reference should be reviewed annually to ensure compliance with Standing Orders.</p> <p>A review of the Committee Terms of Reference is in progress alongside the development of the Committee Work Plans for 2024/25.</p> <p>A review of the Committee Terms of Reference has taken place and suggested amendments were presented to each Committee, for a recommendation to the Board for approval.</p>
--

<b>Recommendation:</b>				
APPROVE <input type="checkbox"/>	CONSIDER <input type="checkbox"/>	RECOMMEND <input type="checkbox"/>	ADOPT <input type="checkbox"/>	ASSURANCE <input checked="" type="checkbox"/>

<p>The Board is asked to:</p> <ul style="list-style-type: none"> <li>• <b>Consider</b> the proposed changes to the Committee Terms of Reference</li> <li>• <b>Note</b> that each Committee has reviewed relevant changes, have recommended to the Board for approval.</li> <li>• <b>Approve</b> the revised the Terms of Reference for:           <ul style="list-style-type: none"> <li>• Standard Terms of Reference and Operating arrangements</li> <li>• Audit and Corporate Governance Committee</li> <li>• Quality, Safety and Improvement Committee</li> <li>• People and Organisational Development Committee</li> <li>• Knowledge, Research and Information Committee</li> </ul> </li> </ul>
---



**Link to Public Health Wales [Strategic Plan](#)**

Public Health Wales has an agreed strategic plan, which has identified seven strategic priorities and well-being objectives.

This report contributes to the following:

<b>Strategic Priority/Well-being Objective</b>	All Strategic Priorities/Well-being Objectives
--	--

**Summary impact analysis**

<b>Equality and Health Impact Assessment</b>	Not required
<b>Risk and Assurance</b>	The organisation will not be compliant with its Standing orders if an annual review of terms of reference is not undertaken.
<b>Health and Care Standards</b>	This report supports and/or takes into account the <a href="#">Health and Care Standards for NHS Wales</a> Quality Themes  Governance, Leadership and Accountability
<b>Financial implications</b>	N/A
<b>People implications</b>	N/A

## **1. Purpose / situation**

The purpose of this report is to present proposed revisions to the Committees terms of reference for approval.

## **2. Background**

The Committees Terms of Reference were last approved by the Board in 2023.

The Terms of Reference of Committees should be reviewed at least annually to ensure compliance with Standing Orders.

A review of the Terms of Reference has taken place alongside the development of the Committee Work Plans for 2024/25.

Suggested amendments are presented to Committee, to recommend to the Board for approval.

## **3. Summary of proposed changes to Committee Terms of Reference**

The proposed changes are intended to clarify the role and purpose of the Committee, and to fully articulate its remit. These changes are detailed in the table below.

A full copy of the revised terms of reference are included at appendix 1.

### **3.1 Audit and Corporate Governance Committee**

The table below summarises the proposed changes:



Section	Proposed Amendment
<p><b>Remit</b></p>	<p>Within the remit, there is no explicit reference to joint working arrangements other than hosting agreements. There is no mention of joint working arrangements, MOUs and SLAs. Previously ACGC has considered a register of MOUs.</p> <p>Under the bullet list, the following has been added:</p> <ul style="list-style-type: none"> <li>• Joint Working arrangements</li> </ul> <p>Also added:</p> <p><i>' That the Trust has appropriate arrangements in place for the approval, monitoring and updating of Joint Working Agreements , e.g. Memorandums of Understanding, Service level agreements. '</i></p> <p>Reference to the Annual Quality Statement has been removed, as this has been superseded by the reporting requirements within the Health and Social Care Act (Wales) to produce a Annual Report for Quality, which is being reviewed by QSIC.</p> <p>1.10 – Reference to ACGC to review Performance in meeting corporate objectives removed, as this is a role fulfilled by the full Board within the Board Assurance Framework.</p> <p>No explicit reference to the Corporate Governance functions that the Committee oversees.</p> <p>Added: <i>'Committee level corporate governance, as referenced in the Board Assurance Framework (ensure effective systems of corporate governance as remitted in the Board Assurance Framework (WHC's, Declarations of Interest)'</i></p> <p>No explicit reference to ACGC's role in relation to ensuring procurement activity is in line with SFIs.</p> <p>Added: <i>'That procurement activity has been made in accordance with the in the Scheme of Delegation and the SFIs'</i></p>
	<p>No explicit reference to the role of Committee's in considering review of policies within its remit.</p> <p>Added: <i>' Seek assurance on the prioritisation and progress being made to review policies within the remit of the Committee. '</i></p>



	<p>No reference to the role AGCG has in ensuring there is an effective plan in place to meet the requirements of Annual report:</p> <p><i>Added: 'That the Trust has an appropriate plan in place for the production of the Financial Statements and Accountability Report, in line with the statutory deadlines.'</i></p>
	<p>1.7, recommendations to Board: added reference to the Board Assurance Framework as an example of a key framework document that the Committee considers.</p>
<b>Membership</b>	<p>Amendment to updated title.</p>
<b>Application of Standing Orders</b>	<p>Removal of the exception to standing orders relating to holding meetings in public.</p> <p>As of May 2024, ACGC will be held in public, with a private session in line with the arrangements for the other Committees.</p>

### 3.2 Knowledge, Research and Information Committee

Section	Proposed Amendment
<b>Remit</b>	Reference to digital inclusion added to the bulleted list.
	Reference added to KRICs role in reviewing how health inequalities are addressed as part of its review of the evidence base, knowledge and research activities. Added:  <i>'The impact of the knowledge, research, information and evidence activities as they relate to <b>addressing health inequalities and improving health and wellbeing in Wales.</b>'</i>
	No explicit reference to the role the Committee's take in reviewing the management of risks within their remit. Added:  <i>'Monitor and, where appropriate, identify those risks which are relevant to the Knowledge, Research and Information Committee and provide assurance to the Board and, where appropriate, the Audit and Corporate Governance Committee that the risks are being managed appropriately'</i>
	No explicit reference to the role of Committee's in considering review of policies within its remit.  Added: <i>' Seek assurance on the prioritisation and progress being made to review policies within the remit of the Committee. '</i>



### 3.3 People and Organisational Development Committee

Section	Proposed Amendment
<b>Purpose</b>	Specified the Committee’s role in relation to Equality as relates to its workforce.
<b>Remit</b>	<p>Removed reference to the Health standards.</p> <p><i>No explicit reference to the role the Committee’s take in reviewing the management of risks within their remit. Added:</i></p> <p><i>‘Monitor and, where appropriate, identify those risks which are relevant to the Knowledge, Research and Information Committee and provide assurance to the Board and, where appropriate, the Audit and Corporate Governance Committee that the risks are being managed appropriately’</i></p> <p>No explicit reference to the role of Committee’s in considering review of policies within its remit.</p> <p>Added: <i>‘ Seek assurance on the prioritisation and progress being made to review policies within the remit of the Committee. ’</i></p> <p>Specified the Committee’s role in relation to Equality as relates to its workforce.</p>

### 3.3 Quality, Safety and Improvement Committee

Section	Proposed Amendment
<b>Remit</b>	Removed text at 1.2 around evidence base and evaluation on the basis it crosses into the remit of KRIC.
	Added reference to clinical governance.
	<i>No explicit reference to the role the Committee's take in reviewing the management of risks within their remit. Added: 'Monitor and, where appropriate, identify those risks which are relevant to the Knowledge, Research and Information Committee and provide assurance to the Board and, where appropriate, the Audit and Corporate Governance Committee that the risks are being managed appropriately'</i>
	No explicit reference to the role of Committee's in considering review of policies within its remit.  Added: 'Seek assurance on the prioritisation and progress being made to review policies within the remit of the Committee.'
	Reference to review of incidents could be clearer.  Added: 'Receive reports of near misses, incidents, serious adverse incidents and claims relating to the health, safety and welfare of staff'
	Reference to Health and Safety could be cleared.  Added: 'seek assurances that there are the arrangements in place to allow the Trust to discharge its statutory and mandatory responsibilities with regard to health, safety and welfare'
<b>Membership</b>	Removal of reference to Improvement Cymru

### 3.5 Remuneration and Terms of Service Committee

No changes are proposed to these Terms of Reference.

### 3.6 Standard Terms of Reference and Standing Operating procedure

As part of the Committee's review of effectiveness this year, an area for further development identified was how matters that are cross cutting or apply to more than one Committee are managed.

The Committee Chairs have agreed an approach to Cross Committee working to manage referrals and items for which there is crossover with other Committees, this is currently being developed and mapped against the work plans.

In order to manage those items which may crossover, a risk-based approach is proposed as set out in the table below.

Based upon the degree of crossover identified these items would be mapped into the work plans for each Committee. The Committee Chairs will review and discuss the approach to these items on a quarterly basis.

This approach is summarised in **Summary of Cross Committee Working Approach for 2024/25** presented to the Board alongside the Committee Workplans for 2024/25.

This approach will be reviewed in year by the Chairs, and reported / updated to Board at least annually.

As part of the development of the Work Plans, we have included mapping of cross committee overlaps following discussion with the Chairs of the Committees.

Section	Proposed Amendment
<b>Relationships and accountabilities with the Board and its Committees/Groups:</b> <sup>1</sup>	Clarity of the approach to cross committee working.  Added: <ul style="list-style-type: none"> <li>• The Committee Chairs will review and identify areas of overlap, and agree the approach in line with the Cross Committee working arrangements in place.</li> <li>• The Committee Chairs will provide assurance to the Board in the management of any cross over areas, through the report to Board.</li> </ul>
<b>Chairs Action</b>	Amendment to clarify the wording relating to Chairs action, as recommended as part of the Internal Audit into Committee Work Planning which asked for the mechanism for Chairs action to be strengthened to be clear it mirrored that of the Board, and aligned with Standing Orders.

#### 4. Recommendation

The Board is asked to:

- **Consider** the proposed changes to the Committee Terms of Reference
- **Note** that each Committee has reviewed relevant changes, have recommended to the Board for approval.
- **Approve** the revised the Terms of Reference for:
  - Standard Terms of Reference and Operating arrangements
  - Audit and Corporate Governance Committee
  - Quality, Safety and Improvement Committee
  - People and Organisational Development Committee
  - Knowledge, Research and Information Committee

---

1