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**Unconfirmed Minutes of the Extraordinary Board Meeting
held on 10 June 2021,
(held electronically via Microsoft Teams and livestreamed via the
web)**

Present:		
Jan Williams	(JW)	Chair
Tracey Cooper	(TC)	Chief Executive
Diane Crone	(DC)	Non-Executive Director (University)
Kate Eden	(KE)	Non-Executive Director, Vice Chair and Chair of Quality, Safety and Improvement Committee
Dyfed Edwards	(DE)	Non-Executive Director and Chair of Audit and Corporate Governance Committee
Huw George	(HG)	Deputy Chief Executive and Executive Director of Finance and Operations
Sian Griffiths	(SG)	Non-Executive Director (Public Health)
Mohammed Mehmet	(MM)	Non-Executive Director (Local Authority)
Fu Meng Khaw	(MK)	National Director Health Protection and Screening Services, and Medical Director
Judi Rhys	(JR)	Non-Executive Director (Third Sector)
Rhiannon Beaumont-Wood	(RB-W)	Executive Director of Quality, Nursing and Allied Health Professionals
In Attendance:		
John Boulton	(JB)	Director of NHS Quality Improvement and Patient Safety/Director Improvement Cymru
Liz Blayney	(LB)	Deputy Board Secretary and Board Governance Manager
Paul Dalton	(PD)	Head of Internal Audit
Sumina Azam	(SA)	Consultant in Public Health, Policy, Research and International Development
Neil Lewis	(NL)	Director of People and Organisational Development
Apologies:		
Mark Bellis	(MB)	Director of Policy and International Health, WHO Collaborating Centre on Investment for Health & Well-being

Helen Bushell	(HB)	Board Secretary and Head of Board Business Unit
Stephanie Wilkins	(SW)	Representative of Staff Partnership Forum

The meeting commenced at 10.00am

<p>PHW 263/2021 Welcome and Apologies</p> <p>JW welcomed everyone to the meeting, noting the availability of a livestream link on the website; she extended a particular welcome to those observing the meeting online.</p> <p>JW also extended a warm welcome to Dr Fu Meng Khaw (MK) joining the Board for his first meeting, following his appointment as National Director Health Protection and Screening Services, and Medical Director.</p> <p>JW advised that the Board conducted its meetings in line with a formal Board Etiquette, details of which could be found on the website: https://phw.nhs.wales/about-us/board-and-executive-team/board-etiquette/</p> <p>JW summarised the role of the Board as being the Governing Body of the organisation, with specific responsibilities for: strategic direction-setting; building and sustaining strategic partnerships; setting risk appetite and overseeing strategic risks; scrutinising in-year delivery against plans and setting the organisational tone and culture.</p> <p>The Board was committed to ensuring that every member of staff could come to work and be their best selves, without fear of disadvantage or discrimination of any kind.</p> <p>JW advised that this was a single issue meeting, in line with the requirements at the year-end to report on the use of the public money invested in the organisation.</p> <p>The UK Treasury and the Welsh Government (WG) provided guidance against which to compile the necessary reports, with WG setting the deadline for final 2019/20 reports' submission-11 June, 2021, prompting the need for an extraordinary Board meeting.</p> <p>JW emphasised that by this final stage of the process, HG and the Finance Team, the Executive and the Audit and Corporate Governance Committee (ACGC) had all subjected the draft reports to detailed scrutiny.</p> <p>The ACGC had met on 7 June 2021 and had scrutinised the drafts in further detail, together with considering the Auditors' opinions. On behalf of the Board, JW extended her thanks to all involved in the preparation of these reports, and in the detailed pre-Board scrutiny.</p>
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JW confirmed that the public would have the opportunity to question the Board on the reports' content at the Annual General Meeting scheduled for 29 July 2021.

The Board **noted** the apologies for absence.

PHW 264/2021 Declarations of Interest

Board members made no declarations of interest in addition to those already recorded on the Declarations of Interest Register.

PHW 265/2021 Year End Reporting / Annual Financial and Governance Statements

JW opened the item by expressing the Board's appreciation of HGs inspirational leadership throughout this challenging year, and of the immense amount of work undertaken by Angela Fisher, Jane Matthews and the finance team, the Governance Team and all involved in the preparation of all the year-end documentation.

HG introduced the report, noting that the three reports before the Board for approval formed the overall Annual Report for 2019/20:

- Annual Accounts 2019/20
- Accountability Report 2019/20
- Performance Report 2019/20

HG referenced the detailed scrutiny undertaken at the ACGC meeting on 7 June 2021; the Committee had also considered the Head of Internal Audit's Annual Opinion for 2019/20, and the Audit Wales' Opinion on the Annual Accounts and year-end reports.

He confirmed that Audit Wales had again issued an unqualified Audit Opinion for the Annual Accounts; given the challenges this year relating to COVID, this was a notable achievement for Public Health Wales.

HG commented on the Auditor General's declaration that, as Audit Wales' personnel had been unable to attend the stock takes this year, they therefore could not verify stock levels as part of their audit. Public Health Wales was holding considerably higher stock levels than in previous years, particularly with the COVID-19 testing stock in the IP5 laboratory. The Finance Team had worked with Audit Wales to conduct a COVID-19 safe stock audit, using data from the Performance Assurance Dashboard to verify the numbers.

The nature of testing, with invalid testing samples, and stock in the laboratory being used concurrently during the stock take, meant that the Audit Wales' team was able to reconcile the data to within £200,000; given the total stock value, this was proportionate and acceptable. Audit Wales highlighted this in its Opinion as a possible adjustment; HG, did not recommend making this adjustment, on the basis that the organisation had complied with its statutory

duties and was in line with the WG manual for accounts . ACGC members had supported HGs recommendation.

DE provided an overview of the ACGCs detailed consideration of the Accounts for 2019/20, including hearing a comprehensive presentation of the draft accounts at its 5 May 2021 meeting. ACGC members had taken the opportunity to ask questions and clarify aspects of the draft reports. After further scrutiny at its on 7 June 2021, the Committee had agreed to recommend the reports to the Board for approval.

TC added her congratulations to HG, AF, JM and the Finance Team for their consummate professionalism and financial rigour throughout a most challenging year; the unqualified Audit Opinion was a fitting testament to their expertise and commitment.

JW echoed those sentiments and reiterated her thanks, on behalf of the Board, to DE, as chair of ACGC and the Committee members, DC and MM for their diligence and thoroughness in scrutinising of the accounts. JW also expressed the Board's thanks to Andrew Cottam, as its Independent Financial Adviser, who had discharged an important independent oversight role throughout the year.

The Board agreed to **approve** the following reports for submission to Welsh Government:

- Annual Accounts 2019/20
- Annual Performance Report 2019/20
- Accountability Report 2019/20

Action: HG/LB

The meeting concluded at 10:20am