



GIG
CYMRU
NHS
WALES

Bwrdd Iechyd Prifysgol
Bae Abertawe
Swansea Bay University
Health Board



Meeting Date	27th January 2022		Agenda Item	4.2
Report Title	Corporate Governance Report			
Report Author	Leah Joseph, Corporate Governance Officer			
Report Sponsor	Hazel Lloyd, Acting Director of Corporate Governance			
Presented by	Hazel Lloyd, Acting 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"> • Matters considered In-Committee at November and December meetings; • Welsh Health Circulars; • Business Cycle. 			
Specific Action Required <i>(please choose one only)</i>	Information	Discussion	Assurance	Approval
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Recommendations	<p>Members are asked to:</p> <ul style="list-style-type: none"> • NOTE the report; • APPROVE the proposed changes to the scheme of delegation 			

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

(i) Matters Considered In-Committee

In accordance with standing orders, the health board is required to report any decisions made in private session, to the next available public meeting of the board.

The following items during the in-committee board session in November 2021:

- **Key Issues Report from In-Committee Board Committee meetings** - reports on key issues discussed at recent meetings were received for assurance;
- **Patient story of a high-risk complaint**
- **Complex Complaint verbal update** was provided by Gareth Howells, Director of Nursing and Patient Experience.
- **Urgent and emergency care pressures** report was received for assurance.
- **Draft proposals for leasing theatres at Singleton Hospital** were received for discussion.
- **Payment of consequential losses relating to the field hospitals** was approved by board members.
- **Chair's Actions** – The following eight separate actions were received for ratification:
 - Settlement of claim 570/502
 - Clinical negligence claim 63
 - Clinical negligence claim 279
 - Clinical negligence claim CN/INQ1460C
 - CT scanner for Morriston (for installation in 2021-22)
 - Contract award – backlog maintenance to learning disability bungalows
 - CT scanner for Neath Port Talbot and Singleton hospitals
 - Clinical negligence claim 866 486

The following items during the in-committee board session in special in-committee session in December 2021:

- **Assumptions of the annual plan 2021-22** was received for discussion.
- **Recovery and sustainability plan status update** was received for discussion.

(ii) Revised Scheme of Delegation

As part of work to develop a governance framework for the regional partnership board, it was noted that the schemes of delegations for the partner organisations differed. It was agreed at the November 2021 board meeting that the health board's scheme of delegation should be reviewed to bring the approval levels in-line with the others. As the Regional Partnership Board is not a decision making body, any approvals would need to be agreed by the boards of each organisation, so it is important that the approval limits are aligned.

The only change proposed to the scheme of delegation is to increase the approval level of the Chief Executive from £500,000 to £750,000. Not only would this would put that role onto a different approval level to that of the Deputy Chief Executive and Chief Operating Officer, it would also result in fewer requests for Chair's action to approve urgent expenditure as currently, anything more £500,000 is reserved for the board. In the absence of the Chief Executive, the Deputy Chief Executive would have a temporary approval level of £750,000 to ensure adequate cover and the lead executive in exceptional circumstances should neither of these be available.

Under the current scheme, the Chief Operating Officer has a limit of £500k as the previous postholder was also the Deputy Chief Executive. Now this is a separate role, this has been moved to the £250k limit along with the other members of the executive team. Also added to this level is the Director of Digital and Director of Communications as direct reports to the Chief Executive.

Finally, the Deputy Chief Operating Officers (revenue and capital) and Assistant Director of Strategy (capital planning) (capital only) have had their delegations increased to £150k to support timely operational decision-making.

The current and proposed delegations were considered by Director of Finance and Acting Director of Corporate Governance and are as follows:

- **Current**

	Committee / Post	Maximum Financial Limit (excl. VAT)
1	Board	£1m
2	Chief Executive (CEO)/ Deputy CEO / Chief Operating Officer	£500k
3	Executive Directors / Board Secretary	£250k
4	Managers reporting directly to line three above (<i>excluding service group directors whose limits are outlined separately</i>)	£75k
5	Managers reporting directly to line four above	£25K

- **Proposed**

	Committee / Post	Maximum Financial Limit (excl. VAT)
--	------------------	-------------------------------------

1	Board	£1m
2	Chief Executive (CEO) <i>(in the absence of the Chief Executive only, the Deputy Chief Executive would take on this level to provide cover and in exceptional circumstances where both are unavailable, the lead executive will have approval authority to this level)</i>	£750k
3	Deputy CEO	£500k
4	Executive Directors/Board Secretary/Chief Operating Officer/Chief Operating Officer/Director of Digital/Director of Communications	£250k
5	Deputy Chief Operating Officers (revenue and capital)/Assistant Director of Strategy (capital planning) (capital only)	£150k
6	Managers reporting Directly to line four above <i>(excluding service group directors whose limits are outlined separately)</i>	£75k
7	Managers reporting directly to line five above	£25k

The proposed changes were shared with the Audit Committee at its meeting on 19th January 2022, where members recommended the approval of these by the Board.

(iii) Welsh Health Circulars (WHCs)

Welsh Government issues WHCs around specific topics. The WHCs set out in **appendix 1** 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.

(iv) 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 2**.

4. FINANCIAL IMPLICATIONS

There are no financial implications arising within this report.

5. RECOMMENDATIONS

Members are asked to:

- **NOTE** the report;
- **APPROVE** the proposed changes to the scheme of delegation.

Governance and Assurance		
Link to Enabling Objectives (please choose)	Supporting better health and wellbeing by actively promoting and empowering people to live well in resilient communities	
	Partnerships for Improving Health and Wellbeing	<input checked="" type="checkbox"/>
	Co-Production and Health Literacy	<input type="checkbox"/>
	Digitally Enabled Health and Wellbeing	<input type="checkbox"/>
	Deliver better care through excellent health and care services achieving the outcomes that matter most to people	
	Best Value Outcomes and High Quality Care	<input type="checkbox"/>
	Partnerships for Care	<input checked="" type="checkbox"/>
	Excellent Staff	<input type="checkbox"/>
	Digitally Enabled Care	<input type="checkbox"/>
	Outstanding Research, Innovation, Education and Learning	<input type="checkbox"/>
Health and Care Standards		
(please choose)	Staying Healthy	<input type="checkbox"/>
	Safe Care	<input type="checkbox"/>
	Effective Care	<input type="checkbox"/>
	Dignified Care	<input type="checkbox"/>
	Timely Care	<input type="checkbox"/>
	Individual Care	<input type="checkbox"/>
	Staff and Resources	<input checked="" type="checkbox"/>
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	This report is a standard item on the board's business cycle.	
Appendices	Appendix 1 – Welsh Health Circulars; Appendix 2 - Board business cycle.	

Appendix 1

WHC number and title	Date received	Recipients
Role and Provision of Dental Public Health in Wales WHC (2021) 032	17/11/2021	Chief Executives, All Health Board & Public Health Wales
WHC (2021) 033	17/12/2021	Chief Executives, All Health Board & Public Health Wales

Health Board Public Work Programme

Topic	Lead	May	June	July	October	November	January	March
Preliminary Matters								
Patient Story	Director of Nursing and Patient Experience							
Minutes of the Previous Meeting	Director of Corporate Governance							
Action Log	Director of Corporate Governance							
Chair's Report	Chair							
Chief Executive's Report (to include Covid-19)	Director of Corporate Governance							
Quality, Safety and Performance								
Progress Against the Annual Plan	Director of Strategy							
Discretionary Capital Plan	Director of Finance							
Budget and Financial Allocations	Director of Finance							
Board Assurance Framework	Director of Corporate Governance							
Risk Register	Director of Nursing and Patient Experience							
Committee Key Issues	Committee Chairs							
Strategic Items								
Recovery and Sustainability Plan	Director of Strategy							
Annual Plan Engagement	Director of Strategy							
Older Persons Mental Health Engagement	Director of Strategy							
Major Incident Plan	Director of Strategy							
Winter Plan	Chief Operating Officer							
Items Already Considered By Committees								
Financial Position	Director of Finance							
Performance Report	Director of Finance							
Nurse Staffing Levels (Wales) Act 2016	Director of Nursing and Patient Experience							
Governance								
Corporate Governance Report (including Chairs Action)	Director of Corporate Governance							
Review of Standing Orders	Director of Corporate Governance							
Annual Accounts	Director of Finance							
Organisational Annual Report	Director of Corporate Governance							
Spinal ODN	Director of Corporate Governance							
Structured Assessment and Audit Letter	Director of Corporate Governance							
Business Cases (for approval)								
BJC Ward Refurbishment	Chief Operating Officer							
LIMS	Digital Director							
Radiology Information System	Digital Director							
Older Persons Mental Health (Tonna)	Chief Operating Officer							
Linacc	Director of Finance							
Additional Theatres NPT	Chief Operating Officer							
Annual Reports								
Research and Development Annual Report	Medical Director							
Director of Public Health Annual Report	Medical Director							
SIRO Annual Report	Director of Public Health							

Health Inspectorate Wales Annual Report	Director of Nursing and Patient Experience							
Ombudsman Annual Letter	Director of Nursing and Patient Experience							
Welsh Language Standards	Director of Corporate Governance							

Health Board Public Work Programme (continued)

Items for Information (circulated outside of the meeting)								
Local Partnership Forum Report	Director of Workforce and OD							
Health Professionals' Forum Report	Director of Therapies and Health Science							
Stakeholder Reference Group Report	Director of Nursing and Patient Experience							
NHS Wales Partnerships	Director of Strategy							
External Partnerships	Director of Strategy							

To be determined	
Recruitment and Retention Strategy	Director of Workforce and OD
Health and Wellbeing Strategy	Director of Workforce and OD
Hyper Acute Stroke Unit	Chief Operating Officer
Physical activity, including the promotion of active travel	Director of Public Health
Tobacco Control Programme	Director of Public Health
Decarbonisation Programme	Director of Strategy