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WALES

Bwrdd Iechyd Prifysgol
Bae Abertawe
Swansea Bay University
Health Board



Meeting Date	25th March 2021		Agenda Item	5.1
Report Title	Corporate Governance Report			
Report Author	Leah Joseph, Corporate Governance Officer			
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"> • Matters considered In-Committee; • Affixing the Common Seal; • Welsh Health Circulars; • Business Cycle; • Board and Committee arrangements; • Standing Orders; • Extension of Nurse Staffing Levels (Wales) Act 2016. 			
Specific Action Required <i>(please choose one only)</i>	Information	Discussion	Assurance	Approval
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Recommendations	<p>Members are asked to:</p> <ul style="list-style-type: none"> • NOTE the report; and • APPROVE the changes to the Committee arrangements and AGREE that these will be reviewed monthly by the Chair, Chief Executive and Director of Corporate Governance • APPROVE the return of standing orders to the arrangements for appointments and the AGM in place prior to Covid-19. 			

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 January 2021:

- **Key Issues Report from In-Committee Board Committee meetings** - a report on key issues discussed at recent meetings was received for assurance;
- **City Deal** - a report presenting the draft Outline Business Case was endorsed;
- **Chair's Actions** – two separate actions were received for ratification;
- **Covid-19 verbal update** was provided by Keith Reid, Director of Public Health which was supported by the **Covid-19 vaccination forward plan**;
- **WHSSC in-committee joint committee** - the minutes of the in-committee of the Welsh Health Specialised Services Committee (WHSSC) joint committee were received.

(ii) 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. The Corporate Governance Team are currently reviewing the process regarding affixing the common seal.

(iii) 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.

(iv) Board and Committee arrangements

As the health board continues to manage its Covid-19 response, the board committee arrangements will remain streamlined with reduced executive director attendances, agendas focused on Covid-19 items and shorter meetings

(v) Standing Orders

The board agreed temporary changes to its standing orders in July 2020 as advised by Welsh Government as part of the response to Covid-19 – these are set out below. As part of the request, it was stated that these would be applicable until March 2021 after which standing orders would revert back to the original arrangements. Members are asked to support this change.

Subject	Change
Tenure of board members	Any independent member or associate board appointed or reappointed in accordance with the Regulation 2 of the National Health Service (Temporary Disapplication of Tenure of Office) (Wales) (Coronavirus) Regulations 2020 are not applicable to the terms of office set out in the standing orders.
Annual General Meeting	This must now take place by 30th November 2020 as opposed to 31st July 2020.
Appointments and Terms of Office for Chair/Vice-Chair of Stakeholder Reference Group and Health Professionals' Forum	The additional terms is no longer limited to one year.

(vi) Extension of Nurse Staffing Levels (Wales) Act 2016

The Nurse Staffing Levels (Extension of Situations) (Wales) Regulations 2021 was passed by Senedd Cymru on 23rd February which extended the duties under the Act to include paediatric inpatient wards. Due to the ongoing pandemic, the regulation will come into force on 1st October 2021 and reporting will be in-line with that of the adult acute medical and surgical wards. A report on the Act will be considered by the board in May 2021.

4. FINANCIAL IMPLICATIONS

There are no financial implications arising within this report.

5. RECOMMENDATIONS

Members are asked to:

- **NOTE** the report;
- **APPROVE** the changes to the Committee arrangements and **AGREE** that these will be reviewed monthly by the Chair, Chief Executive and Director of Corporate Governance
- **APPROVE** the return of standing orders to the arrangements for appointments and the AGM in place prior to Covid-19.

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 - Affixing of the common seal Appendix 2 – Welsh Health Circulars Appendix 3 – Board business cycle	

Appendix 1

REGISTER OF SEALINGS

Document Number	Date Signed	Document Details
01/21	05.01.21	Collaboration Agreement for the transportation services for excess deaths resulting from Covid-19 Pandemic
02/21	12.01.21	Renewal Lease to an existing lease relating to land adjacent to Cwrtnwydd Morriston
03/21	20.01.21	Sublease of part of the Elba Complex Bay Studios Fabian Way Swansea
04/21	20.01.21	Lease of part of the Elba Complex Bay Studios Fabian Way Swansea
05/21	20.01.21	Licence to underlet + deed of variation relating to Elba Works Fabian Way Swansea
06/21	20.01.21	Licence for alterations relating to land on the north side of Swansea chassis plant Fabian way Crymlyn Burrows Swansea
07/21	28.01.21	Learning Disability Units, Bryn Afon, Swn Yr Afon, Meadow Court, Dan Y Bont
08/21	08.02.21	Singleton Hospital Front Façade Replacement – Enabling Works – Car Park Extension
09/21	08.02.21	Singleton Hospital Front Façade Replacement – Enabling Works – Car Park Extension
10/21	08.02.21	Singleton Hospital Front Façade Replacement – Enabling Works – Car Park Extension
11/21	17.02.21	Cefn Coed Heddfan Offices
12/21	17.02.21	Maternity Shop Contract – Singleton Hospital
13/21	17.02.21	Refurbishment works at Cimla Hospital
14/21	17.02.21	48 Kingsway Refurbishment
15/21	17.02.21	Spect CT Gamma Cameras at Singleton Hospital (work Stage 2 – 6)
16/21	17.02.21	Spect CT Gamma Cameras at Singleton Hospital (Work Stage 2 – 6)
17/21	17.02.21	Spect CT Gamma Cameras at Singleton Hospital (Work Stage 2 – 6)

Appendix 2

WHC number and title	Date received	Recipients
Guidelines for managing patients on the suspected cancer pathway WHC 2021/001	22/01/2021	Chief Executives Chief Operating Officers Heads of information
Ordering influenza vaccines for the 2021-2022 season WHC (2021) 004	19/02/2021	General practitioners Community pharmacists Chief Executives, Health Boards/Trusts Immunisation Leads, Health Boards/Trusts Immunisation Coordinators, Health Boards/Trusts Medical Directors, Health Boards/Trusts Directors of Primary Care, Health Boards/Trusts Nurse Executive Directors, Health Boards/Trusts Directors of Public Health, Health Boards/Trusts Executive Director of Public Health, Public Health Wales Head VPD Programme, Public Health Wales Community Pharmacy Wales General Practitioner Council, Wales
Senedd Election 2021 WHC (2021) 003	10/03/2021	Local Health Boards and NHS Trusts

<p>Senedd Election 2021 - Guidance for NHS Wales</p> <p>WHC (2021) 006</p>	11/03/2021	Local Health Boards and NHS Trusts
<p>The Healthy Child Wales Programme – The 6 week post-natal GP physical examination of child contact</p> <p>WHC/2021/007</p>	11/03/2021	NHS Wales, General Practitioners