



Bwrdd Iechyd Prifysgol
Bae Abertawe
Swansea Bay University
Health Board



Meeting Date	28th November 2019	Agenda Item	4.6
Report Title	Corporate Governance Matters		
Report Author	Claire Mulcahy, 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"> • Affixing the Common Seal; • Welsh Health Circulars; • Business Cycle 		
Specific Action Required <i>(please choose one only)</i>	Information	Discussion	Assurance
	<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 		

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. **Transfer of responsibility for the Stop Smoking Wales Service from Public Health Wales NHS Trust to Local Health Boards.**

A letter received on the 30th September from Vaughan Gething AM, confirmed the decision to transfer responsibility for the delivery of the Stop Smoking Wales (SSW) service from Public Health Wales NHS Trust to Local Health Boards (LHBs), with effect from 1st October 2019. As a result of the transfer, LHBs will be responsible for the planning, organisation and delivery of all face-to-face smoking cessation services within their areas.

To retain the specialist expertise in the Stop Smoking Wales Service, those PHW employees currently providing face-to-face services will be transferred to the employment of the LHBs.

Public Health Wales NHS Trust will continue to provide the 'once-for-Wales' functions in the Help Me Quit system, including marketing, workforce training and development, and quality assurance and improvement, to support local delivery by LHBs.

The Welsh Ministers will continue to fund the transferred services, but will re-allocate the funding from PHW to each LHB, accordingly.

ii. **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 September 2019:

- **Key Issues Report from In-Committee Board Committee meetings** - a report on key issues discussed at recent meetings was received for assurance.
- **Sensitive Matters** – verbal reports on sensitive matters including Health and Safety Executive HSE recent visit, Operational Pressures and the Annual Plan 2019-20 were noted.
- **Transcatheter Aortic Valve Insertion TAVI** – a report providing an update in relation to the external review of TAVI was received for noting.

- **Brexit** – a report providing an update in relation to Brexit (Britain’s exit from the European Union) was noted.
- **Ratification of Chairman’s Action** - reports were received seeking ratification of Chairman’s action for endoscopy insourcing and for clinical negligence.

The following items during the special in-committee board meeting in October 2019:

- **Major Trauma Network** - a briefing on the development of the programme business case for the major trauma network was noted
- **Financial Plan 2019-20** - it was noted that further work was to be undertaken to develop the financial plan for 2019-20;
- **Annual Plan 2019/20** – a report was received seeking approval of the annual plan 2019/20 unscheduled care and planned care trajectories.

iii. **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. All documents have been signed by the Chairman or Vice-Chairman and an executive director or the Director of Corporate Governance, in line with the requirements.

iv. **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.

v. **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 3**.

4. FINANCIAL IMPLICATIONS

There are no financial implications arising within this report.

5. RECOMMENDATIONS

Members are asked to:

- **NOTE** the report

Governance and Assurance		
Link to Enabling Objectives <i>(please choose)</i>	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		
<i>(please choose)</i>	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 – Transfer of responsibility for the Stop Smoking Wales Service Appendix 2 - Affixing of the common seal Appendix 3 – Welsh Health Circulars	

Appendix 1

REGISTER OF SEALINGS

Document Number	Date Signed	Document Details
45/19	12.11.19	Deed of Warranty from John Weaver (contractors) Ltd +HPC (Glynneath) ltd re proposed New Primary Care centre on land at the junction of Glyn Neath road + B4242 opposite Chain Road Glynneath
46/19	12.11.19	Deed of Warranty re proposed New Primary Care centre on land at the junction of Glyn Neath road + B4242 opposite Chain Road Glynneath
47/19	12.11.19	Deed of Warranty
48/19	12.11.19	Deed of Warranty
49/19	12.11.19	Deed of Warranty
50/19	12.11.19	Deed of Warranty From Sub-Contractor re proposed New Primary Care centre on land at the junction of Glyn Neath road + B4242 opposite Chain Road Glynneath
51/19	12.11.19	Deed of Warranty from Sub- Contractor
52/19	12.11.19	Deed of Warranty from Sub-Contractor
53/19	12.11.19	Deed of Warranty from Sub-Contractor
54/19	12.11.19	Deed of Warranty from Sub-Contractor
55/09	12.11.19	Deed of Warranty from Sub-Contractor
56/19	12.11.19	Deed of Warranty from Sub-Contractor
57/19	12.11.19	Deed of Warranty from Sub-Contractor
58/19	12.11.19	Deed of Warranty from Sub-Contractor
59/19	12.11.19	Deed of Warranty from Sub-Contractor
60/19	16.10.19	Replacement Pharmacy Robot - Murrison
61/19	16.10.19	Deed of Novation of Contract relating to Section 33 National Health Service (Wales) Act 2006 Partnership Agreement in Respect of Integrated Provision from a Pooled Fund
62/19	22.10.19	Murrison Hospital Signal Display Screens

63/19	04.11.19	Renewal of existing lease relating to Office premises at Cimla Community Resource Centre

Appendix 2

WHC number and title	Date received	Recipients
WHC (19) 031 The Department of Culture, Media and Sport (DCMS) Guidance for UK departments on mitigation options for the risk to data flows	18/09/2019	UHB/Trust CEO's WAST NWIS PHW Dentistry Pharmacy Social Services HEIW
WHC (19) 032 Sensory Loss Communication Needs (Accessible Information Standard) of Parents and Service Users	20/09/2019	General Practitioners Chief Executives, Health Boards/Trusts Heads of Information Technology
WHC (19) 029 – NHS Wales Planning Framework 2020-23	20/09/2019	Health Boards NHS Trusts NHS Support Organisations NHS Special Health Authorities
WHC (19) 030 National Integrated Medium Term Plan (IMTP) – An All Wales Reviews of NHS IMTPs for 2019-20	20/09/2019	Health Boards NHS Trusts NHS Support Organisations NHS Special Health Authorities
WHC (19) 022 Implementation of PROMPT Standards in Maternity Services in Wales	04/10/2019	Chief Executives Health Boards Directors of Nursing Health Boards Medical Directors Health Boards Heads of Midwifery Health Boards Clinical Directors (Maternity)

WHC (19) 034 National Optimal Pathways for Cancer (2019 tranche1)	02/10/2019	Local Health Boards and NHS Trusts
WHC (19) 035 UK General Election 2019	04/10/2019	Local Health Boards and NHS Trusts



TOPIC	LEAD DIRECTOR	2019							2020							
		January	March	May (accounts)	May	July	September	November	February	January	March	May (accounts)	May	July	September	November
	Governance															
Annual Report	Director of Corporate Governance					AGM								AGM		
Annual Quality Statement	Director of Nursing and Patient Experience					AGM								AGM		
Annual Audit Letter	Director of Corporate Governance															
Structured Assessment	Director of Corporate Governance															
Charitable Funds Accounts for Approval	Director of Finance															
Health and Safety Annual Report	Director of Strategy	D														
Risk Management Strategy	Director of Nursing and Patient Experience	D														
Board Assurance Framework	Director of Corporate Governance															
Organisational Risk Register	Director of Nursing and Patient Experience															
Review of Standing Orders and Standing Financial Instructions	Director of Corporate Governance															
Review of Board Governance Arrangements (annually)	Director of Corporate Governance															
Policies/Plans as appropriate as identified by each Executive Director	Executive Directors															

Notes:

❖ These meetings are not part of the business cycle of the Board, these are development sessions but due to the timescales for Board Decision formal matters will be considered.

All items will be all considered in the 'Public' Meeting unless there is a justifiable reason why this should be considered in-committee

Annual General Meeting : Proposal this is a separate day to the Board Meeting and that a 'task and finish group' work through the options for the design of the AGM for agreement in September/October.

D – report deferred to a new date