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CYMRU  
**NHS**  
WALES

Bwrdd Iechyd Prifysgol  
Bae Abertawe  
Swansea Bay University  
Health Board



<b>Meeting Date</b>	<b>7<sup>th</sup> October 2021</b>	<b>Agenda Item</b>	<b>5.1</b>	
<b>Report Title</b>	<b>Corporate Governance Report</b>			
<b>Report Author</b>	Leah Joseph, Corporate Governance Officer			
<b>Report Sponsor</b>	Pam Wenger, Director of Corporate Governance			
<b>Presented by</b>	Pam Wenger, Director of Corporate Governance			
<b>Freedom of Information</b>	Open			
<b>Purpose of the Report</b>	To report on corporate governance matters arising since the previous meeting.			
<b>Key Issues</b>	<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"> <li>• Matters considered In-Committee;</li> <li>• Affixing the Common Seal;</li> <li>• Welsh Health Circulars;</li> <li>• Business Cycle;</li> <li>• Standing Orders;</li> <li>• Revised Welsh Health Specialised Service;</li> <li>• Committee Standing Orders;</li> <li>• Committee Annual Report 2020-21; and</li> <li>• Committee Terms of Reference.</li> </ul>			
<b>Specific Action Required (please choose one only)</b>	<b>Information</b>	<b>Discussion</b>	<b>Assurance</b>	<b>Approval</b>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Recommendations</b>	<p>Members are asked to:</p> <ul style="list-style-type: none"> <li>• <b>NOTE</b> the report</li> <li>• <b>APPROVE</b> the amendments made to the standing orders and standing financial instructions following Audit Committee's recommendation to the Board for approval;</li> <li>• <b>APPROVE</b> the inclusion of the revised WHSSC standing orders, standing financial instructions and memorandum of understanding into the health board's suite of documents following Audit Committee's recommendation to the Board for approval;</li> </ul>			

	<ul style="list-style-type: none"> <li>• <b>APPROVE</b> the delegation of commissioning responsibility to WHSSC for HPB and HCC MDT services as well paediatric orthopaedic surgery and for WHSSC to develop a service specification for paediatric orthopaedic surgery as set out in section (vi);</li> <li>• <b>APPROVE</b> the Health Board's Committee Annual Report;</li> <li>• <b>APPROVE</b> the Health Board's Committee's Terms of Reference.</li> </ul>
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## 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 July 2021:

- **Key Issues Report from In-Committee Board Committee meetings** - a report on key issues discussed at recent meetings was received for assurance;
- **Chair's Actions** – three separate actions were received for ratification;
- **Complex Complaint verbal update** was provided by Christine Williams, Interim Director of Nursing and Patient Experience and Pam Wenger, Director of Corporate Governance.
- **A presentation on the review of cardiac services** was received for assurance.
- **A presentation to agree the establishment of additional theatres at Neath and Port Talbot and Singleton Hospitals** was received for approval subject to the outcome of the public engagement.

#### (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 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**.

#### (v) Standing Orders

Minor changes to the standing orders have been agreed by the Audit Committee for onward approval by the board:

a. Reinstating Standing Orders Following Temporary Changes

In order to maintain good governance during the pandemic, temporary variation was needed to the standing orders to enable decisions to be made at pace and to allow the board and committees to continue to discharge their responsibilities in light of the restrictions around meetings. The temporary changes are set out in **appendix four** and now that governance arrangements are back to full strength, it is proposed that these be stood-down and standing orders be returned to the original arrangements.

b. WHSSC (Welsh Health Specialised Services Committee) Standing Orders

In May 2021, Welsh Government issued updated model standing orders and standing financial instructions on which NHS Wales organisations base their own documents. Amendments were agreed to the health board's standing orders that same month to reflect these. Those of the joint committees are now in the process of being issued to organisations for inclusion, starting with WHSSC and these are at **appendix five, six and seven** in the resources folder for approval.

**(vi) WHSSC Commissioning Future New Services for Mid, South and West Wales**

At the WHSSC Joint Committee on 7<sup>th</sup> September 2021, members supported the delegation of the commissioning responsibilities for Hepato-Pancreato-Biliary (HPB) Services and Hepato-Cellular Carcinoma (HCC) multi-disciplinary team (MDT) services. The recommendation to develop a service specification for specialised paediatric orthopaedic surgery was also supported as well as the delegation (in principle) of the commissioning responsibilities for paediatric orthopaedic surgery. On that basis, commissioning health boards, including Swansea Bay, are asked to approve delegated commissioning authority to WHSSC. More detail is set out in **appendix eight** in the resources folder. It was also agreed by the joint committee that WHSSC would commission a spinal services operational delivery network on behalf of the six health boards in mid, south and west Wales with the required funding through the 2022-25 integrated commissioning plan.

**(vii) Committee Annual Report**

An integrated committee annual report has been developed to cover the breadth of each committee into one report for 2020-21 instead of individual reports. The committee chairs have been sighted on the committee annual report (**appendix nine**) and have provided comments and the final version is at appendix nine for approval.

**(viii) Committee's Terms of Reference**

Following a review by lead executive's and chairs of the Health Board's committees, comments have been received updating the Terms of Reference for each committee. The updated terms of reference have been submitted to Board for approval (**appendix ten**).

## **4. FINANCIAL IMPLICATIONS**

There are no financial implications arising within this report.

## **5. RECOMMENDATIONS**

Members are asked to:

- **NOTE** the report

- **APPROVE** the amendments made to the standing orders and standing financial instructions following Audit Committee's recommendation to the Board for approval;
- **APPROVE** the inclusion of the revised WHSSC standing orders, standing financial instructions and memorandum of understanding into the health board's suite of documents following Audit Committee's recommendation to the Board for approval;
- **APPROVE** the delegation of commissioning responsibility to WHSSC for HPB and HCC MDT services as well paediatric orthopaedic surgery and for WHSSC to develop a service specification for paediatric orthopaedic surgery as set out in section (vi);
- **APPROVE** the Health Board's Committee Annual Report;
- **APPROVE** the Health Board's Committee's Terms of Reference.

<b>Governance and Assurance</b>		
<b>Link to Enabling Objectives</b> (please choose)	<b>Supporting better health and wellbeing by actively promoting and empowering people to live well in resilient communities</b>	
	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"/>
	<b>Deliver better care through excellent health and care services achieving the outcomes that matter most to people</b>	
	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"/>
<b>Health and Care Standards</b>		
(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"/>
<b>Quality, Safety and Patient Experience</b>		
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.		
<b>Financial Implications</b>		
There are no financial implications associated with this report.		
<b>Legal Implications (including equality and diversity assessment)</b>		
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.		
<b>Staffing Implications</b>		
There are no staffing implications contained within this report.		
<b>Long Term Implications (including the impact of the Well-being of Future Generations (Wales) Act 2015)</b>		
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.		
<b>Report History</b>	This report is a standard item on the board's business cycle.	

<b>Appendices</b>	Appendix 1 - Affixing of the common seal; Appendix 2 – Welsh Health Circulars; Appendix 3 - Board business cycle Appendix 4 – Changes to standing orders; Appendix 5 - WHSSC standing orders (resources folder); Appendix 6 - WHSSC standing financial instructions (resources folder); Appendix 7 - WHSSC memorandum of understanding (resources folder); Appendix 8 – Future Commissioning Arrangements (resources folder); Appendix 9 – Committee Annual Report 2020-21; Appendix 10 – Committee Terms of Reference.
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## Appendix 1

### REGISTER OF SEALINGS

Document Number	Date Signed	Document Details
62/21	07.07.21	Partnership agreement relating to the early years integration pathfinder programme
63/21	07.07.21	Deed of Covenant to 3 <sup>rd</sup> party
64/21	03.08.21	Engineering Procurement & Construction of a Solar PV scheme at Cefn Coed Hospital in refit project phase 3
65/21	03.08.21	LED Lighting replacement in refit project phase 3 at a number of properties
66/21	03.08.21	EM lighting upgrades in refit project phase 3 in Morriston Hospital plant rooms
67/21	03.08.21	Engineering procurement & Construction of an Air source heat pump scheme at Swn Yr Afon refit project phase 3
68/21	03.08.21	Engineering procurement & construction of an Air source heat pump scheme at Cefn Coed hospital in refit project phase 3
69/21	19.08.21	Singleton Hospital Lift Control System Upgrade (Cause and Effect)



## Appendix 2

WHC number and title	Date received	Recipients
The National Influenza Immunisation Programme 2021-22	04/08/2021	<p>General Practitioners</p> <p>Community Pharmacists</p> <p>Immunisation leads, Health Board/Trusts</p> <p>Chief Executives Health Boards/Trusts</p> <p>Medical Directors Health Boards/Trusts</p> <p>Nurse Executive Directors, Health Boards/Trusts</p> <p>Chief Pharmacist Health Board/Trusts</p> <p>Directors of Public Health/ Health Boards</p> <p>Director of Primary, Community and Mental Health, Health Boards</p> <p>Directors of Maternity Services. Health Boards</p> <p>Directors of Workforce and OD, Health Boards/Trusts</p> <p>Chief Executive, Public Health Wales</p> <p>Executive Director of Public Health Services, Public Health Wales</p> <p>Nurse Director, Public Health Wales</p> <p>Head of Vaccine Preventable Disease Programme, Public Health Wales</p>
<p>INTRODUCTION OF SHINGRIX® FOR IMMUNOCOMPROMISED INDIVIDUALS from September 2021</p> <p><b>WHC (2021) 021</b></p>	27/08/2021	<p>General Practitioners</p> <p>Immunisation Leads, Health Boards</p> <p>Directors of Public Health, Health Boards</p>

		<p>Directors of Primary, Community and Mental Health, Health Boards</p> <p>Deputy Director of Public Health services, Public Health Wales</p> <p>Head VPD programme, Public Health Wales</p>
<p>NHS Wales' contribution towards a net-zero Public Sector by 2030: NHS Wales Decarbonisation Strategic Delivery Plan <b>WHC (2021) 024</b></p>	08/09/2021	<p>Chairs of NHS Trusts and Local Health Boards (LHBs) Chief Executives of NHS Trusts and Health Boards Chairs of the Welsh Health Specialised Services Committee (WHSSC and the Emergency Ambulance Services Committee (EASC) Directors of Planning Directors of Public Health Medical Directors Directors of Nursing Directors of Therapies and Health Sciences Chair of Health Education and Improvement Wales (HEIW) Chair of Digital Health and Care Wales (DHCW) For Information: Directors of Finance Chair of Shared Services Committee (NWSSP Committee) Directors of Corporate Governance/Board Secretaries of NHS Trusts and LHBs Directors of Corporate Governance/Board Secretaries of HEIW and DHCW Committee Secretaries of WHSSC, EASC AND NWSSP Committee Directors of Workforce &amp; OD</p>
<p>Care decisions for the last days of life <b>WHC/2021/023</b></p>	23/09/2021	<p>Health Boards and trusts</p>