



Bwrdd Iechyd Prifysgol  
Bae Abertawe  
Swansea Bay University  
Health Board



<b>Meeting Date</b>	<b>28<sup>th</sup> November 2019</b>	<b>Agenda Item</b>	<b>4.7</b>
<b>Report Title</b>	<b>Corporate Governance Matters</b>		
<b>Report Author</b>	Claire Mulcahy, 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> </ul>		
<b>Specific Action Required</b> <i>(please choose one only)</i>	<b>Information</b>	<b>Discussion</b>	<b>Assurance</b>
	<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> </ul>		

# 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 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** – a verbal report on fractured neck of femur was noted.
- **Transcatheter Aortic Valve Insertion (TAVI)** – a report providing an update in relation to the external review of TAVI was received for noting.
- **Update on KPMG** – a verbal update on the progress to date by KPMG, the external financial support commissioned by Welsh Government.
- **Recommendations to Optimise the delivery of the Annual Plan 2019-20** – a report outlining the recommendations to optimise the delivery of the Annual Plan 2019-20 was received.
- **Clinical Negligence Chair's Action** – a report seeking ratification of the clinical negligence chair's action was received and approved.

### 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. 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.

### 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**.

#### **4. FINANCIAL IMPLICATIONS**

There are no financial implications arising within this report.

#### **5. RECOMMENDATIONS**

Members are asked to:

- **NOTE** the report

<b>Governance and Assurance</b>		
<b>Link to Enabling Objectives</b> <i>(please choose)</i>	<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>		
<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"/>
<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	

## REGISTER OF SEALINGS

Document Number	Date Signed	Document Details
64/19	05.12.2019	Licence to alter (Tripartite) relating to Unit 2A Morriston Hospital
65/19	05.12.2019	Morriston Hospital Replacement of 11VK Ring Mains Units
66/19	05.12.2019	Singleton Hospital CWB West Basement Switchroom
67/19	05.12.2019	Singleton Hospital Kitchen Dry Freezer Replacement
68/19	05.12.2019	Section 33 of the national service (wales) act 2006. Partnership agreement in respect of a pooled fund for the community equipment service (CES)
69/19	05.12.2019	Singleton Hospital Fire Alarm cause and effect
70/19	05.12.2019	CT Simulator at Singleton Hospital
71/19	05.12.2019	Singleton Hospital Obstetrics AHN Replacement
72/19	05.12.2019	Linac © Replacement at Singleton Hospital
73/19	05.12.2019	Reversionary Lease by Reference to an existing Lease Coffee shop at Singleton Hospital
74/19	04.12.2019	SBUHB Refit Project Phase 1
75/19	23.12.2019	CT Simulator at Singleton Hospital (work stage 4-7)
76/19	23.12.2019	Singleton Hospital Obstetrics AHU Replacement

## Appendix 2

WHC number and title	Date received	Recipients
WHC(19) 037 Ordering influenza vaccines for the 2020-2021 season	28/11/2019	General Practitioners Pharmacists Chief Executives, Health Boards/Trusts
WHC (19) 038 Guidance for the provision of continence containment products for adults in Wales	09/12/2019	DG/Chief Executive NHS Wales Deputy Chief Exec NHS Wales Professional & Policy Leads DHSS Operations Team DHSS Comms Team DHSS Digital Team DHSS Delivery & Finance Team NHS Wales Shared Services
WHC (2019) 039 Good working practice principles for the use of chaperones during intimate examinations or procedures within NHS Wales	06/01/2019	LHB and NHS Trust Chairs LHB and NHS Trust Chief Executives LHB and NHS Trust Board Secretaries LHB and NHS Trust Medical Directors LHB and NHS Trust Directors of Nursing LHB and NHS Trust Directors of Therapies & Health Sciences LHB and NHS Trust Directors of Workforce & OD
WHC (2019) 040 2020-21 Health Board and Public Health Wales NHS Trust Allocations	19/12/2019	Chief Executives Directors of Finance

WHC number and title	Date received	Recipients
WHC (2019) 041 Changes to the infant pneumococcal conjugate vaccine (PCV) immunisation schedule.	19/12/2019	For Action by: General Practitioners Immunisation Leads, Health Boards/Trusts Chief Executives, Health Boards/Trusts Medical Directors, Health Boards/Trusts Directors of Primary, Community and Mental Health, Health Boards Nurse Executive Directors, Health Boards/Trusts Directors of Public Health, Health Boards Chief Executive, Public Health Wales Executive Director of Public Health Services, Public Health Wales Nurse Director, Public Health Wales Head Vaccine Preventable Disease Programme, Public Health Wales NHS Wales Informatics Service
WHC (19) 042 Annual Quality Statement 2019 / 2020 Guidance	23/12/2019	NHS Wales







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