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Bwrdd Iechyd Prifysgol
Abertawe Bro Morgannwg
University Health Board

STANDING ORDERS

Policy Owner: ***Director of Finance & Director of Corporate Governance***

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Standing Orders

Reservation and Delegation of Powers

For **Abertawe Bro**

Morgannwg University

Local Health Board

Foreword

These Model Standing Orders are issued by Welsh Cabinet Secretarys to Local Health Boards (LHBs) using powers of direction provided in section 12 (3) of the National Health Service (Wales) Act 2006. LHBs in Wales must agree Standing Orders (SOs) for the regulation of their proceedings and business. They are designed to translate the statutory requirements set out in the Local Health Boards (Constitution, Membership and Procedures) (Wales) Regulations 2009 (2009/779 (W.67)) into day to day operating practice, and, together with the adoption of a scheme of decisions reserved to the Board; a scheme of delegations to officers and others; and Standing Financial Instructions (SFIs), they provide the regulatory framework for the business conduct of the LHB.

These documents form the basis upon which the LHB's governance and accountability framework is developed and, together with the adoption of the LHB's Values and Standards of Behaviour framework, is designed to ensure the achievement of the standards of good governance set for the NHS in Wales.

All LHB Board members and officers must be made aware of these Standing Orders and, where appropriate, should be familiar with their detailed content. The Board Secretary will be able to provide further advice and guidance on any aspect of the Standing Orders or the wider governance arrangements within the LHB.

All supporting schedules adopted by the LHB shall have the effect as if incorporated in these Standing Orders, and are attached as schedules 1-10.

Further information on governance in the NHS in Wales may be accessed at www.NHSWalesGovernance.com

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Section: A – Introduction

Statutory framework

- i) The Abertawe Bro Morgannwg University Local Health Board (the LHB) is a statutory body that was established on 1st June 2009 and became operational on the 1 October 2009 under **The Local Health Boards (Establishment and Dissolution) (Wales) Order 2009 (2009/778 (W.66))**, “the Establishment Order”.
- ii) The principal place of business of the LHB is One Talbot Gateway, Port Talbot, SA12 7BR
- iii) All business shall be conducted in the name of Abertawe Bro Morgannwg University] LHB, and all funds received in trust shall be held in the name of the LHB as a corporate Trustee.
- iv) LHBs are corporate bodies and their functions must be carried out in accordance with their statutory powers and duties. Their statutory powers and duties are mainly contained in the **NHS (Wales) Act 2006 (C.42)** which is the principal legislation relating to the NHS in Wales. Whilst the **NHS Act 2006 (C.41)** applies equivalent legislation to the NHS in England, it also contains some legislation that applies to both England and Wales. The NHS (Wales) Act 2006 and the NHS Act 2006 are a consolidation of the NHS Act 1977 and other health legislation which are now repealed. The NHS (Wales) Act 2006 contains various powers of Welsh Cabinet Secretaries to make subordinate legislation and details how LHBs are governed and their functions.
- v) Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Cabinet Secretary has made **the Local Health Boards (Constitution, Membership and Procedures) (Wales) Regulations 2009 (2009/779 (W.67))** (“The Constitution Regulations”) which set out the constitution and membership arrangements of LHBs. Sections 12 and 13 of the NHS (Wales) Act 2006 provide for Welsh Cabinet Secretaries to confer functions on LHBs and to give directions about how they exercise those functions. LHBs must act in accordance with those directions. Most of the LHB’s statutory functions are set out in the **Local Health Boards (Directed Functions) (Wales) Regulations 2009 (2009/1511 (W.147))**.
- vi) However in some cases, particularly if the function exercised relates to legislation about quality and standards where either there is an overlap with social care functions or bodies and with regards to the law on the regulation of healthcare professionals, the relevant function may be contained in other legislation. In exercising their powers LHBs must be clear about the statutory basis for exercising powers.
- vii) **The Welsh Health Specialised Services Committee (Wales) Directions 2009 (2009/35)** provide that the seven LHBs in Wales will work jointly to

exercise functions relating to the planning and securing of specialised and tertiary services and for the purpose of jointly exercising those functions will establish the Welsh Health Specialised Services Committee (“the Joint Committee”). Under powers set out in paragraph 4 of Schedule 2 to the NHS (Wales) Act 2006, the Cabinet Secretary has made **The Welsh Health Specialised Services Committee (Wales) Regulations 2009 (2009/3097 (W.270))** which make provision for the constitution and membership of the Joint Committee including its procedures and administrative arrangements.

- viii) In addition to directions the Welsh Cabinet Secretarys may from time to time issue guidance which LHBs must take into account when exercising any function.
- ix) As a statutory body, the LHB has specified powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable as well as to Welsh Cabinet Secretarys and the Assembly Government. Executive Directors acting on behalf of the LHB as a corporate trustee are acting as quasi-trustees. The LHB also has statutory powers under sections 194 and 195 of the NHS (Wales) Act 2006 to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- x) The NHS Bodies and Local Authorities Partnership Arrangements (Wales) Regulations 2000 **(2000/2993 (W.193))** made under section 33 of the NHS (Wales) Act 2006 enable LHBs, NHS Trusts and Local Authorities to enter into any partnership arrangements where they wish to exercise jointly certain NHS functions and health-related functions as specified in the Regulations. The arrangement can only be made if it is likely to lead to an improvement in the way in which NHS functions and health-related functions are exercised, and the partners have consulted jointly with all affected parties, and the arrangements fulfil the objectives set out in the health improvement plan of the LHB.
- xi) Section 72 of the NHS Act 2006 places a duty on NHS bodies to co-operate with each other in exercising their functions.
- xii) Section 82 of the NHS Act 2006 places a duty on NHS bodies and local authorities to co-operate with one another in order to secure and advance the health and welfare of the people of England and Wales.
- xiii) Section 5 of the Welsh Language Act 1993 (C.38) places a duty on NHS bodies to implement a Welsh Language Scheme which outlines how the LHB will comply with its statutory responsibility to provide services through the medium of Welsh.
- xiv) The LHB is also bound by any other statutes and legal provisions, which govern the way it does business. The powers of the LHB established under statute shall be exercised by the Board meeting in public session, except as otherwise provided by these SOs.

- xv) The LHB shall issue an indemnity to any Chair and Independent Member in the following terms: “A Board [or Committee] member, who has acted honestly and in good faith, will not have to meet out of their personal resources any personal liability which is incurred in the execution of their Board function. Such cover excludes the reckless or those who have acted in bad faith”.

NHS framework

- xvi) In addition to the statutory requirements set out above, the LHB must carry out all its business in a manner that enables it to contribute fully to the achievement of the Assembly Government’s vision for the NHS in Wales and its standards for public service delivery. The governance standards set for the NHS in Wales are based upon the Assembly’s Citizen Centred Governance principles. These principles provide the framework for good governance and embody the values and standards of behaviour that is expected at all levels of the service, locally and nationally.
- xvii) Adoption of the principles will better equip the Board to take a balanced, holistic view of the LHB and its capacity to deliver high quality, safe healthcare services for all its citizens within the NHS framework set nationally.
- xviii) The overarching NHS governance and accountability framework incorporates these SOs; Schedules of Powers reserved for the Board and Delegation to others; SFIs together with a range of other frameworks designed to cover specific aspects. These include the NHS Values and Standards of Behaviour Framework; the Healthcare Standards for Wales Framework, the NHS Risk and Assurance Framework, and the NHS planning and performance management systems.
- xix) The Assembly Government, reflecting its constitutional obligations, has stated that sustainable development should be the central organising principle for the public sector and a core objective for the restructured NHS in all it does.
- xx) Full, up to date details of the other requirements that fall within the NHS framework – as well as further information on the Assembly Government’s Citizen Centred Governance principles - are provided on the NHS Wales Governance e-manual which can be accessed at www.wales.nhs.uk/governance-emanual/. Directions or guidance on specific aspects of LHB business are also issued in hard copy, usually under cover of a Cabinet Secretaryial letter.

Local Health Board Framework

- xxi) Schedule 2 provides details of the key documents that, together with these SOs, make up the LHB's governance and accountability framework. These documents must be read in conjunction with these SOs and will have the same effect as if the details within them were incorporated within the SOs themselves.
- xxii) The Board will from time to time agree and approve Policy statements which apply to Board members and/or all or specific groups of staff employed by Abertawe Bro Morgannwg University LHB and others. The decisions to approve these policies will be recorded in an appropriate Board minute and, where appropriate, will also be considered to be an integral part of the LHB's SOs and SFIs. Details of the LHB's key policy statements are also included in **Schedule 2**.

Applying Standing Orders

- xxiii) The SOs of the LHB (together with SFIs and the Values and Standards of Behaviour Framework), will, as far as they are applicable, also apply to meetings of any formal Committees established by the Board, including any Advisory Groups, sub-Committees, joint-Committees and joint sub-Committees. These SOs may be amended or adapted for the Committees as appropriate, with the approval of the Board. Further details on committees may be found in section 3 of these SOs.
- xxiv) Full details of any non compliance with these SOs, including an explanation of the reasons and circumstances must be reported in the first instance to the Board Secretary, who will ask the Audit Committee to formally consider the matter and make proposals to the Board on any action to be taken. All Board members and LHB officers have a duty to report any non compliance to the Board Secretary as soon as they are aware of any circumstance that has not previously been reported.
Ultimately, failure to comply with SOs is a disciplinary matter that could result in an individual's dismissal from employment or removal from the Board.

Variation and amendment of Standing Orders

- xxv) Although SOs are subject to regular, annual review by the Board, there may, exceptionally, be an occasion where it is necessary to vary or amend the SOs during the year. In these circumstances, the Board Secretary shall advise the Board of the implications of any decision to vary or amend SOs, and such a decision may only be made if:
 - The variation or amendment is in accordance with regulation 15 of the Constitution Regulations and does not contravene a statutory provision or direction made by the Welsh Cabinet Secretaries;

- The proposed variation or amendment has been considered and approved by the Audit Committee and is the subject of a formal report to the Board; and
- A notice of motion under Standing Order 6.5.14 has been given.

Interpretation

- xxvi) During any Board meeting where there is doubt as to the applicability or interpretation of the SOs, the Chair of the LHB shall have the final say, provided that his or her decision does not conflict with rights, liabilities or duties as prescribed by law. In doing so, the Chair shall take appropriate advice from the Board Secretary and, where appropriate the Chief Executive or the Director of Finance (in the case of SFIs).
- xxvii) The terms and provisions contained within these SOs aim to reflect those covered within all applicable health legislation. The legislation takes precedence over these SOs when interpreting any term or provision covered by legislation.

The role of the Board Secretary

- xxviii) The role of the Board Secretary is crucial to the ongoing development and maintenance of a strong governance framework within the LHB, and is a key source of advice and support to the Chair and its Board members. Independent of the Board, the Board Secretary acts as the guardian of good governance within the LHB:
- providing advice to the Board as a whole and to individual Board members on all aspects of governance;
 - facilitating the effective conduct of LHB business through meetings of the Board, its Advisory Groups and Committees;
 - ensuring that Board members have the right information to enable them to make informed decisions and fulfil their responsibilities in accordance with the provisions of these SOs;
 - ensuring that in all its dealings, the Board acts fairly, with integrity, and without prejudice or discrimination;
 - contributing to the development of an organisational culture that embodies NHS values and standards of behaviour; and
 - monitoring the LHB's compliance with the law, SOs and the governance and accountability framework set by the Welsh Cabinet Secretaries.
- xxix) As advisor to the Board, the *Board Secretary's* role does not affect the specific responsibilities of board members for governing the organisation. The Board Secretary is directly accountable for the conduct of their role to the Chair [and Chief Executive], and reports on a day to day basis to the Chief Executive.

- xxx) Further details on the role of the Board Secretary within Abertawe Bro Morgannwg University LHB, including details on how to contact him/her, are available at www.abm.wales.nhs.uk.

Section: B – Standing Orders

1. THE LOCAL HEALTH BOARD

- 1.0.1 The LHB's principal role is to ensure the effective planning and delivery of the local NHS system, within a robust governance framework, to achieve the highest standards of patient safety and public service delivery, improve health and reduce inequalities and achieve the best possible outcomes for its citizens, and in a manner that promotes human rights.
- 1.0.2 The LHB was established by the Local Health Boards (Establishment and Dissolution) (Wales) Order 2009 (2009/778 (W.66)) and most of its functions are contained in the Local Health Boards (Directed Functions) (Wales) Regulations 2009 (2009/1511 (W.147)). The LHB must ensure that all its activities are in exercise of those functions or other statutory functions that are conferred on it.
- 1.0.3 To fulfil this role, the LHB will work with all its partners and stakeholders across its communities in the best interests of its population.

1.1 Membership of the Local Health Board

- 1.1.1 The membership of the LHB Board shall be no more than 20 members comprising the Chair and the Vice Chair (both appointed by the Cabinet Secretary for Health and Social Services), the Chief Executive (appointed by the Board with the involvement of the Chief Executive, NHS Wales) and the following officer and non officer members, referred to as Executive Directors and Independent Members respectively. All such members shall have full voting rights. There may also be associate members who do not have voting rights.

Officer Members [known as Executive Directors]

- 1.1.2 A total of 9, appointed by the Board, whose responsibilities include the following areas: Medical; Finance; Nursing; Primary Care and Community and Mental Health Services; Strategic and Operational Planning; Workforce and Organisational Development; Public Health; Therapies and Health Science. Executive Directors may have other responsibilities as determined by the Board and set out in the scheme of delegation to officers.

Non Officer Members [known as Independent Members]

- 1.1.3 A total of 9, appointed by the Cabinet Secretary for Health and Social Services, including: an elected member of a local authority whose area falls within the LHB area; a current member or employee of a Third Sector organisation within the LHB area; a trade union official; a person who holds a post in a University that is related to health; and five other

Independent Members who together have experience and expertise in legal; finance; estates; Information Technology; and community knowledge and understanding.

Associate Members

1.1.4 The following Associate Members, appointed by the Cabinet Secretary for Health and Social Services, will attend Board meetings on an ex-officio basis, but will not have any voting rights:

- Director of Social Services (nominated by local authorities in the LHB area)
- Chair of the Stakeholder Reference Group
- Chair of the Healthcare Professionals' Forum

1.1.5 The Board may appoint an additional Associate Member to assist in carrying out its functions, subject to the agreement of the Cabinet Secretary for Health and Social Services.

Use of the term 'Independent Members'

1.1.6 For the purposes of these SOs, use of the term 'Independent Members' refers to the following voting members of the Board:

- Chair
- Vice Chair
- Non Officer Members

unless otherwise stated.

1.2 Joint Directors

1.2.1 Where a post of Executive Director of the LHB is shared between more than one person because of their being appointed jointly to a post:

- i either or both persons may attend and take part in Board meetings;
- ii if both are present at a meeting they shall cast one vote if they agree;
- iii In the case of disagreement no vote shall be cast; and
- iv The presence of both or one person will count as one person in relation to the quorum.

1.3 Tenure of Local Health Board members

1.3.1 Independent Members and Associate Members appointed by the Cabinet Secretary for Health and Social Services shall be appointed for a period specified by the Assembly Government, but for no longer than 4 years in any one term. These members can be reappointed but may not serve a

total period of more than 8 years. Time served need not be consecutive and will still be counted towards the total period even where there is a break in the term.

- 1.3.2 Any Associate Member appointed by the Board will be for a period of up to one year, with a maximum term of four years if re-appointed.
- 1.3.3 Executive Directors' tenure of office as Board members will be determined by their contract of appointment.
- 1.3.4 All Board members' tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements, so far as they applicable, as specified in Schedule 2 of the Constitution Regulations. Any member must inform the Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The Chair will advise the Cabinet Secretary in writing of any such cases immediately.
- 1.3.5 The LHB will require Board members to confirm in writing their continued eligibility on an annual basis.

1.4 The Role of the LHB Board and responsibilities of individual members

Role

- 1.4.1 The principal role of the LHB's Board is to add value to the organisation through the exercise of strong leadership and control, including:
 - Setting the organisation's strategic direction
 - Establishing and upholding the organisation's governance and accountability framework, including its values and standards of behaviour
 - Ensuring delivery of the organisation's aims and objectives through effective challenge and scrutiny of the LHB's performance across all areas of activity.

Responsibilities

- 1.4.2 The Board will function as a corporate decision-making body, Executive Directors and Independent Members being full and equal members and sharing corporate responsibility for all the decisions of the Board.
- 1.4.3 Independent Members who are appointed to bring a particular perspective, skill or area of expertise to the Board must do so in a balanced manner, ensuring that any opinion expressed is objective and based upon the best interests of the health service. Similarly, Board members must not place an over reliance on those individual members with specialist expertise to cover specific aspects of Board business, and must be prepared to scrutinise and ask questions about any contribution that may be made by

that member.

- 1.4.4 Associate Members, whilst not sharing corporate responsibility for the decisions of the Board, are nevertheless required to act in a corporate manner at all times, as are their fellow Board members who have voting rights.
- 1.4.5 All members must comply with their terms of appointment. They must equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes, engaging fully in Board activities and promoting the LHB within the communities it serves.
- 1.4.6 **The Chair** – The Chair is responsible for the effective operation of the Board, chairing Board meetings when present and ensuring that all Board business is conducted in accordance with these SOs. The Chair may have certain specific powers delegated by the Board and set out in the Scheme of Delegation.
- 1.4.7 The Chair shall work in close harmony with the Chief Executive and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.
- 1.4.8 **The Vice-Chair** – The Vice-Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing chair resumes their duties or a new chair is appointed.
- 1.4.9 In addition to their corporate role across the breadth of the Board's responsibilities, the Vice Chair has a specific brief to oversee the LHB's performance in the planning, delivery and evaluation of primary care, community health and mental health services ensuring a balanced care model to meet the needs of the population within the Board's area.
- 1.4.10 **Chief Executive** – The Chief Executive is responsible for the overall performance of the executive functions of the LHB. They are the appointed Accountable Officer for the LHB and shall be responsible for meeting all the responsibilities of that role, as set out in their Accountable Officer Memorandum.
- 1.4.11 **Lead roles for Board members** – The Chair will ensure that individual Board members are designated as lead roles or "champions" as required by the Welsh Government or as set out in any statutory or other guidance. Any such role must be clearly defined and must operate in accordance with the requirements set by the LHB, the Welsh Government or others. In particular, no operational responsibilities will be placed upon any Independent Member fulfilling such a role. The identification of a Board member in this way shall not make them more vulnerable to individual criticism, nor does it remove the corporate responsibility of the other Board

members for that particular aspect of Board business.

2. RESERVATION AND DELEGATION OF LHB FUNCTIONS

2.0.1 Subject to any directions that may be given by the Welsh Cabinet Secretarys, the Board shall make arrangements for certain functions to be carried out on its behalf so that the day to day business of the LHB may be carried out effectively and in a manner that secures the achievement of its aims and objectives. In doing so, the Board must set out clearly the terms and conditions upon which any delegation is being made.

2.0.2 The Board's determination of those matters that it will retain, and those that will be delegated to others shall be set out in a:

- i Schedule of matters reserved to the Board;
- ii Scheme of delegation to committees and others; and
- iii Scheme of delegation to officers.

all of which must be formally adopted by the Board in full session and form part of these SOs.

2.0.3 Subject to Standing Order 2.0.4, the LHB retains full responsibility for any functions delegated to others to carry out on its behalf. Where LHBs have a joint duty, e.g. to produce a Health, Social Care and Well Being Strategy or for the provision of Shared/Hosted Services, the LHB remains fully responsible for its part, and shall agree through the determination of a written Partnership Agreement the governance and assurance arrangements for the partnership, setting out respective responsibilities, ways of working, accountabilities and sources of assurance of the partner organisations.

2.0.4 NHS Wales Shared Services

Background Information - The Welsh Government has led the development of a new model for shared services that are used by the NHS in Wales ("Shared Services"). Shared Services are non-clinical business functions provided for NHS Wales' organisations, including Welsh Health Estates, legal services, internal audit, health supplies (including procurement, supply chain, accounts payable services) and payroll and recruitment services. Most of these Shared Services are hosted by individual Local Health Boards and NHS Trusts, with the intention that all NHS Wales organisations can make use of their expertise. A Senior Management Team will be responsible for the delivery of Shared Services. The Senior Management Team will be led by the Director of Shared Services. The Director of Shared Services shall hold Accountable Officer status, and shall retain overall accountability in relation to the management of Shared Services. The Director of Shared Services will report to the Chair of the Shared Services Partnership Committee which is a sub committee of the National Delivery Group, and on which the LHB / Trust will be represented.

Statutory Powers - Section 12(3) of the NHS (Wales) Act 2006 provides that the Welsh Cabinet Secretaries may give directions to a LHB about its exercise of any functions. By virtue of Section 13 of the NHS (Wales) Act 2006, functions may be exercised jointly between LHBs and other bodies, including NHS Trusts, where directions are given to that effect. In accordance with Directions issued by the Welsh Cabinet Secretaries on [insert date] entitled [insert name of Directions], and in accordance with Standing Order 2.2.2 below, the Board formally resolved on [insert date] that the functions of the LHB relating to the management and provision of the Shared Services would be delegated to the Director of Shared Services. The Director of Shared Services will retain overall accountability for ensuring the management and provision of the Shared Services. The Director of Shared Services shall be permitted to arrange for members of the Senior Management Team to carry out day to day management of the Shared Services. For example, in relation to the staff appraisal processes.

Powers delegated to the Director of Shared Services – In accordance with the Board resolution referred to above, the following powers are delegated by the LHB / Trust to the Director of Shared Services to be exercised in accordance with the strategy documents approved by NHS Wales on the recommendations of the Shared Services Committee:

- the preparation of the annual NHS Wales Shared Services Business Plan based on the policies and strategy set by the NHS Wales Shared Services Partnership Committee;
- overall management of the delivery Shared Services via the Senior Management Team;
- day-to-day management of the [Shared Service Staff]¹ employed by the LHB / Trust on the basis of their existing contractual terms and conditions of employment with the LHB / Trust. Such management functions to include grievance procedures, appraisal, recruitment and termination of employment (subject to any appeal rights contained in the existing contractual terms and conditions of employment);
- authority to undertake any competitive tender exercise required in relation to the Shared Services or to new services which will become part of the Shared Services;
- authority to execute any legally binding documents relating to the Shared Services on behalf of the LHB / Trust in accordance with the delegated authority limits;

¹ Shared Service Staff to be identified and listed in Board resolution or accompanying document.

- overall accountability for the Shared Services to the Chief Executive of NHS Wales, through Accountable Officer status for the Shared Services.

2.1 Chair's action on urgent matters

- 2.1.1 There may, occasionally, be circumstances where decisions which would normally be made by the Board need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Board. In these circumstances, the Chair and the Chief Executive, supported by the Board Secretary as appropriate, may deal with the matter on behalf of the Board - after first consulting with at least two other Independent Members. The Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Board for consideration and ratification.
- 2.1.2 Chair's action may not be taken where either the Chair or the Chief Executive has a personal or business interest in an urgent matter requiring decision. **In such circumstances the Vice Chair and Deputy Chief Executive will act.**

2.2 Delegation of Board functions

- 2.2.1 The Board shall agree the delegation of any of their functions to Committees and others, setting any conditions and restrictions it considers necessary and following any directions given by the Welsh Cabinet Secretaries. These functions may be carried out:
- i by a Committee, sub-Committee or officer of the LHB (or of another LHB or Trust); or
 - ii by another LHB; NHS Trust; Strategic Health Authority or Primary Care Trust in England; Special Health Authority; or
 - iii jointly with one or more bodies including local authorities through a joint-Committee, sub-Committee or joint sub-Committee or
 - iv by the Director of Shared Services in accordance with Standing Order 2.0.4.
- 2.2.2 The Board shall agree and formally approve the delegation of specific executive powers to be exercised by Committees, sub-Committees, joint-Committees or joint sub-Committees which it has formally constituted, or to the Director of Shared Services.

2.3 Delegation to Officers

- 2.3.1 The Board will delegate certain functions to the Chief Executive. For these aspects, the Chief Executive, when compiling the Scheme of Delegation, shall set out proposals for those functions they will perform personally and shall nominate other officers to undertake the remaining functions. The Chief Executive will still be accountable to the Board for all functions

delegated to them irrespective of any further delegation to other officers.

- 2.3.2 This must be considered and approved by the Board (subject to any amendment agreed during the discussion). The Chief Executive may periodically propose amendment to the Scheme of Delegation and any such amendments must also be considered and approved by the Board.
- 2.3.3 Individual Executive Directors are in turn responsible for delegation within their own directorates/departments/localities in accordance with the framework established by the CEO and agreed by the Board.

3. COMMITTEES

3.1 Board Committees

- 3.1.1 The Board may and, where directed by the Welsh Cabinet Secretarys must, appoint Committees of the LHB Board either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by Committees. The Board shall, wherever possible, require its Committees to hold meetings in public unless there are specific, valid reasons for not doing so.

Use of the term 'Committee'

- 3.1.2 For the purposes of these SOs, use of the term 'Committee' incorporates the following:

- board Committee
- joint-Committee
- sub-Committee
- joint sub-Committee

unless otherwise stated. The Board's Advisory Groups are referred to separately.

3.2 Joint Committees

- 3.2.1 The Board, where directed by the Welsh Cabinet Secretarys must, together with one or more Boards or NHS Trusts or the local authorities operating within the Board's area, appoint joint-Committees or joint sub-Committees. These may consist wholly or partly of the LHB's Board members or Board members of other health service bodies or of persons who are not LHB Board members or Board members of other health service bodies. Any such appointments must be made in accordance with the Board's defined requirements on membership (including definition of member roles, powers and terms and conditions of appointment) and any directions given by the Welsh Cabinet Secretarys.

3.3 Sub-Committees

- 3.3.1 A Committee appointed by the Board may establish a sub-Committee to assist it in the conduct of its business provided that the Board approves such action. Where the Board has authorised a Committee to establish sub-Committees they cannot delegate any executive powers to the sub-Committee unless authorised to do so by the Board.

3.4 Committees established by the LHB

- 3.4.1 The Board shall establish a Committee structure that it determines best meets its own needs, taking account of any regulatory or Welsh Government requirements. As a minimum, it must establish Committees which cover the following aspects of Board business:

- Quality and Safety;
- Audit;
- Charitable Funds;
- Remuneration and Terms of Service; and
- Mental Health Act requirements.

- 3.4.2 In designing its Committee structure and operating arrangements, the Board shall take full account of the need to:

- embed corporate standards, priorities and requirements, e.g., equality and human rights across all areas of activity;
- maximise cohesion and integration across all aspects of governance and assurance.

Full details of the Committee structure established by the Board, including detailed terms of reference for each of these Committees are set out in **Schedule 3**.

- 3.4.3 Each Committee established by or on behalf of the Board must have its own SOs or detailed terms of reference and operating arrangements, which must be formally approved by the Board. These must establish its governance and ways of working, setting out, as a minimum:

- the scope of its work (including its purpose and any delegated powers and authority);
- membership and quorum;
- meeting arrangements;
- relationships and accountabilities with others (including the Board its Committees and Advisory Groups)
- any budget and financial responsibility, where appropriate;;
- secretariat and other support;
- training, development and performance; and
- reporting and assurance arrangements.

- 3.4.4 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the Committee, keeping any such aspects to the minimum necessary. Detailed terms of reference and operating arrangements for the Committees established by the Board are set out in **Schedule 3**.
- 3.4.5 The membership of any such Committees - including the designation of Chair; definition of member roles and powers and terms and conditions of appointment (including remuneration and reimbursement) - will usually be determined by the Board, based on the recommendation of the LHB Chair, and subject to any specific requirements or directions made by the Welsh Cabinet Secretarys. Depending on the Committee's defined role and remit, membership may be drawn from the LHB Board, its staff (subject to the conditions set in Standing Order 3.4.6) or others not employed by the LHB.
- 3.4.6 Executive Directors or LHB officers shall not normally be appointed as Committee Chairs, nor should they be appointed to serve as members on any Committee set up to review the exercise of functions delegated to officers or to review Mental Health Tribunals (in accordance with the Mental Health Act 1983). Designated LHB officers shall, however, be in attendance at such Committees, as appropriate.

3.5 Joint Committees established by the LHB

- 3.5.1 The LHB has a duty to co-operate with other NHS bodies in exercising its functions, and with local authorities in order to secure and advance the health and welfare of its citizens. To help discharge these duties and meet the Board's commitment to working in partnership, the Board may and, where directed by the Welsh Cabinet Secretarys must, establish joint-Committees to support it in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others on its behalf. The Board shall wherever possible determine, in agreement with its partners, that its joint-Committees hold meetings in public unless there are specific, valid reasons for not doing so.
- 3.5.2 The Board shall establish, as a minimum, the following joint-Committee:
- The Welsh Health Specialised Services Committee (WHSSC)
 - Emergency Ambulance Services Committee.

Joint Committee Standing Orders, terms of reference and operating arrangements

3.5.3 The Board shall formally approve SOs or terms of reference and operating arrangements for each joint-Committee established. These must establish its governance and ways of working, setting out, as a minimum:

- the scope of its work (including its purpose and any delegated powers and authority);
- membership (including member appointment and removal; role, responsibilities and accountability; and terms and conditions of office) and quorum;
- meeting arrangements;
- communications;
- relationships and accountabilities with others (including the LHB Board its Committees and Advisory Groups;
- any budget, financial and accounting responsibility;
- secretariat and other support;
- training, development and performance; and
- reporting and assurance arrangements.

3.5.4 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the joint-Committee, keeping any such aspects to the minimum necessary. The detailed SOs or terms of reference and operating arrangements for those joint-Committees established by the Board are set out in **Schedule 3**.

3.6 Other Committees

3.6.1 The Board may also establish other Committees to help the LHB in the conduct of its business.

3.7 Confidentiality

3.7.1 Committee members and attendees must not disclose any matter dealt with by or brought before a Committee in confidence without the permission of the Committee's Chair.

3.8 Reporting activity to the Board

3.8.1 The Board must ensure that the Chairs of all Committees operating on its behalf report formally, regularly and on a timely basis to the Board on their activities. Committee Chairs' shall bring to the Boards specific attention any significant matters under consideration and report on the totality of its activities through the production of minutes or other written reports.

4. ADVISORY GROUPS

4.0.1 The Board has a statutory duty to take account of representations made

by persons who represent the interests of the communities it serves, its officers and healthcare professionals. To help discharge this duty, the Board may and where directed by the Welsh Cabinet Secretaries must, appoint Advisory Groups to the LHB to provide advice to the Board in the exercise of its functions.

4.0.2 The Board's Advisory Groups include a Stakeholder Reference Group, Healthcare Professionals' Forum and Local Partnership Forum. The membership and terms of reference for these groups are attached at **Schedule 4.**

4.0.3 The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out by others to advise it in the conduct of its business. The Board shall, wherever possible, require its Advisory Groups to hold meetings in public unless there are specific, valid reasons for not doing so.

4.1 Confidentiality

4.1.1 Advisory Group members and attendees must not disclose any matter dealt with by or brought before a Group in confidence without the permission of the Advisory Group Chair.

4.2 Reporting activity

4.2.1 The Board shall ensure that the Chairs of all Advisory Groups report formally, regularly and on a timely basis to the Board on their activities. Advisory Group Chairs shall bring to the Board's specific attention any significant matters under consideration and report on the totality of its activities through the production of minutes or other written reports.

4.2.2 Each Advisory Group shall also submit an annual report to the Board through the Chair within three months of the end of the reporting year setting out its activities during the year and detailing the results of a review of its performance and that of any sub-groups it has established.

4.2.3 Each Advisory Group shall report regularly on its activities to those whose interests they represent.

4.3 THE STAKEHOLDER REFERENCE GROUP (SRG)

Role

4.3.1 The SRG's role is to provide independent advice on any aspect of LHB business. This may include:

- early engagement and involvement in the determination of the LHB's overall strategic direction;
- provision of advice on specific service proposals prior to formal consultation; as well as

- feedback on the impact of the LHB's operations on the communities it serves.
- 4.3.2 The SRG provides a forum to facilitate full engagement and active debate amongst stakeholders from across the communities served by the LHB, with the aim of reaching and presenting a cohesive and balanced stakeholder perspective to inform the LHB's decision making.
- 4.3.3 The SRG's role is distinctive from that of Community Health Councils (CHCs), who have a statutory role in representing the interests of patients and the public in their areas. The SRG shall represent those stakeholders who have an interest in, and whose own role and activities may be impacted by the decisions of the LHB. Membership may include community partners, provider organisations, special interest and other groups operating within the LHBs area.
- 4.3.4 It does not cover those stakeholders whose interests are represented within the remit of other Advisory Groups established by the LHB, e.g., the Healthcare Professionals' Forum and Local Partnership Forum.
- 4.3.5 The LHB may specifically request advice and feedback from the SRG on any aspect of its business, and the SRG may also offer advice and feedback even if not specifically requested by the LHB. The SRG may provide advice to the Board:
 - at Board meetings, through the SRG Chair's participation as Associate Member;
 - in written advice; and
 - in any other form specified by the Board.

4.4 Terms of reference and operating arrangements

- 4.4.1 The Board must formally approve terms of reference and operating arrangements for the SRG. These must establish its governance and ways of working, setting out, as a minimum:
 - the scope of its work (including its purpose and any delegated powers and authority);
 - membership (including member appointment and removal, role, responsibilities and accountabilities, and terms and conditions of office) and quorum;
 - meeting arrangements;
 - communications;
 - relationships with others (including the LHB Board, its Committees and Advisory Groups) as well as community partnerships such as Local Service Boards;
 - any budget and financial responsibility;
 - secretariat and other support;
 - training, development and performance; and
 - reporting and assurance arrangements.

4.4.2 In doing so, the Board shall specify which of these SOs are not applicable to the operation of the SRG, keeping any such aspects to the minimum necessary. The detailed terms of reference and operating arrangements are set out in **Schedule 4.**

4.4.3 The Board may determine that the SRG shall be supported by sub-groups to assist it in the conduct of its work, or the SRG may itself determine such arrangements, provided that the Board approves such action.

4.5 Membership

4.5.1 The membership of the SRG, including the approval of nominations to the Group; the appointment of Chair and Vice Chair; definition of member roles, powers and terms and conditions of appointment (including remuneration and reimbursement) will be determined by the Board, taking account of the views of its stakeholders.

4.5.2 There shall be no minimum or maximum requirement in terms of membership size. In determining the number of members, the Board shall take account of the need to ensure the SRG's size is optimal to ensure focused and inclusive activity.

4.5.3 Membership must be drawn from within the area served by LHB, and shall ensure involvement from a range of bodies and groups operating within the communities serviced by the LHB. Where the Board determines it appropriate, the LHB may extend membership to individuals in order to represent a key stakeholder group where there are not already formal bodies or groups established or operating within the area and who may represent the interests of these stakeholders on the SRG.

4.5.4 In determining the overall size and composition of the SRG, the Board must take account of the:

- demography of the areas served by the LHB;
- need to encourage and reflect the diversity of the locality, to incorporate different ages, race, religion and beliefs, sexual orientation, gender, including transgender, disability and socio-economic status. Where appropriate, the LHB shall support positive action to increase representation;
- balance needed in both the range of difference stakeholders and the geographical areas covered, taking particular care to avoid domination by any particular stakeholder type or geographical area;
- design and operation of the partnership/stakeholder fora already influencing the work of the LHB at local community levels;
- need to complement, and not duplicate the work of CHCs; and

- need to guard against the over involvement of particular stakeholders through their roles across the range of partnership/stakeholder arrangements in place.

4.5.5 The Board shall keep under review the size and composition of the SRG to ensure it continues to reflect an appropriate balance in stakeholder representation.

4.6 Member Responsibilities and Accountability:

The Chair

4.6.1 The Chair is responsible for the effective operation of the SRG:

- chairing Group meetings;
- establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all Group business is conducted in accordance with its agreed operating arrangements; and
- developing positive and professional relationships amongst the Group's membership and between the Group and the LHB's Board and its Chair and Chief Executive.

4.6.2 The Chair shall work in close harmony with the Chairs of the LHB's other advisory groups, and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Group in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

4.6.3 As Chair of the SRG, they will be appointed as an Associate Member of the LHB Board. The Chair is accountable for the conduct of their role as Associate Member on the LHB Board to the Cabinet Secretary, through the LHB Chair. They are also accountable to the LHB Board for the conduct of business in accordance with the governance and operating framework set by the LHB.

The Vice Chair

4.6.4 The Vice-Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing Chair resumes their duties or a new chair is appointed, and this deputisation includes acting in the role of Associate Member of the LHB Board.

4.6.5 The Vice Chair is accountable, through the SRG Chair to the LHB Board, for their performance as Vice Chair, and to their nominating body or grouping for the way in which they represent their views at the SRG.

Members

- 4.6.6 The SRG shall function as a coherent Advisory Body, all members being full and equal members and sharing responsibility for the decisions of the SRG.
- 4.6.7 All members must:
- be prepared to engage with and contribute fully to the SRG's activities and in a manner that upholds the standards of good governance – including the values and standards of behaviour – set for the NHS in Wales;
 - comply with their terms and conditions of appointment;
 - equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
 - promote the work of the SRG within the communities it represents.
- 4.6.8 SRG members are accountable, through the SRG Chair to the LHB Board for their performance as Group members, and to their nominating body or grouping for the way in which they represent the views of their body or grouping at the SRG.

4.7 Appointment and terms of office

- 4.7.1 Appointments to the SRG shall be made by the Board, based upon nominations received from stakeholder bodies/groupings. The Board may seek independent expressions of interest to represent a key stakeholder group where it has determined that formal bodies or groups are not already established or operating within the area that may represent the interests of these stakeholders on the SRG.
- 4.7.2 The nomination and appointment process shall be open and transparent, and in accordance with any specific requirements or directions made by the Welsh Cabinet Secretaries. The appointments process shall be designed in a manner that meets the communication and involvement needs of all stakeholders eligible for appointment;
- 4.7.3 Members shall be appointed for a period specified by the Board, but for no longer than 3 years in any one term. Those members can be reappointed but may not serve a total period of more than 5 years consecutively. The Board may, where it considers it appropriate, make interim or short term appointments to the SRG to fulfil a particular purpose or need.
- 4.7.4 The **Chair** shall be nominated from within the membership of the SRG, by its members, in a manner determined by the Board, subject to any specific

requirements or directions made by the Welsh Cabinet Secretaries. The nomination shall be subject to consideration by the LHB Board, who must submit a recommendation on the nomination to the Cabinet Secretary for Health and Social Services. The appointment as Chair shall be made by the Cabinet Secretary, but it shall not be a formal public appointment. The Constitution Regulations provide that the Welsh Cabinet Secretaries may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.

- 4.7.5 The Chair's term of office shall be for a period of up to two (2) years, with the ability to stand as Chair for an additional one (1) year, in line with that individual's term of office as a member of the SRG. That individual may remain in office for the remainder of their term as a member of the SRG after their term of appointment as Chair has ended.
- 4.7.6 The **Vice Chair** shall be nominated from within the membership of the SRG, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Cabinet Secretaries. The nomination shall be subject to consideration by the LHB Board, who must submit a recommendation on the nomination to the Cabinet Secretary for Health and Social Services. The appointment as Vice Chair shall be made by the Cabinet Secretary, but it will not be a formal public appointment. The Constitution Regulations provide that the Welsh Cabinet Secretaries may appoint an Associate Member of the Board. In the SRG Chair's absence, the Vice Chair shall also perform the role of Associate Member on the LHB Board. The appointment of the Vice Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the Regulations.
- 4.7.7 The Vice Chair's term of office shall be for a period of up to two (2) years, with the ability to stand as Vice Chair for an additional one (1) year, in line with that individual's term of office as a member of the SRG. That individual may remain in office for the remainder of their term as a member of the SRG after their term of appointment as Vice Chair has ended.
- 4.7.8 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform the SRG Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The SRG Chair will advise the Board in writing of any such cases immediately.
- 4.7.9 The LHB will require SRG members to confirm in writing their continued eligibility on an annual basis.

4.8 Resignation, suspension and removal of members

- 4.8.1 A member of the SRG may resign office at any time during the period of appointment by giving notice in writing to the SRG Chair and the Board.

4.8.2 If the Board, having consulted with the SRG Chair and the nominating body or group, considers that:

- it is not in the interests of the health service in the area covered by the SRG that a person should continue to hold office as a member; or
- it is not conducive to the effective operation of the SRG

it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.

4.8.3 A nominating body or group may request the removal of a member appointed to the SRG to represent their interests by writing to the Board setting out an explanation and full reasons for removal.

4.8.4 If an SRG member fails to attend any meeting of the Group for a period of six months or more, the Board may remove that person from office unless they are satisfied that:

- i the absence was due to a reasonable cause; and
- ii the person will be able to attend such meetings within such period as the Board considers reasonable.

4.8.5 Before making a decision to remove a person from office, the Board may suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

4.9 Relationship with the Board

4.9.1 The SRG's main link with the Board is through the SRG Chair's membership of the Board as an Associate Member.

4.9.2 The Board may determine that designated board members or LHB officers shall be in attendance at Advisory Group meetings. The SRG's Chair may also request the attendance of Board members or LHB officers, subject to the agreement of the LHB Chair.

4.9.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the SRG.

4.9.4 The Board's Chair shall put in place arrangements to meet with the SRG Chair on a regular basis to discuss the SRG's activities and operation.

4.10 Relationship between the SRG and others

4.10.1 The Board must ensure that the SRG's advice represents a balanced, co-ordinated stakeholder perspective from across the local communities served by the LHB. The SRG shall:

- ensure effective links and relationships with other advisory groups, local and community partnerships and other key stakeholders who do not form part of the SRG membership;
- ensure its role, responsibilities and activities are known and understood by others; and
- take care to avoid unnecessary duplication of activity with other bodies/groups with an interest in the planning and provision of NHS services, e.g., Local Service Boards.

4.11 Working with Community Health Councils

4.11.1 The SRG shall make arrangements to ensure designated CHC members receive the SRG's papers and are invited to attend SRG meetings.

4.11.2 The SRG shall work together with CHCs within the area covered by the LHB to engage and involve those within the local communities served whose views may not otherwise be heard.

4.12 Support to the SRG

4.12.1 The LHB's Board Secretary, on behalf of the Chair, will ensure that the SRG is properly equipped to carry out its role by:

- overseeing the process of nomination and appointment to the SRG;
- co-ordinating and facilitating appropriate induction and organisational development activity;
- ensuring the provision of governance advice and support to the SRG Chair on the conduct of its business and its relationship with the LHB and others;
- ensuring the provision of secretariat support for SRG meetings;
- ensuring that the SRG receives the information it needs on a timely basis;
- ensuring strong links to communities/groups; and
- facilitating effective reporting to the Board

enabling the Board to gain assurance that the conduct of business within the SRG accords with the governance and operating framework it has set.

4.13 THE HEALTHCARE PROFESSIONALS' FORUM (HPF)

Role

4.13.1 The HPF's role is to provide a balanced, multi disciplinary view of healthcare professional issues to advise the Board on local strategy and delivery. Its role does not include consideration of healthcare professional terms and conditions of service.

4.13.2 The HPF shall facilitate engagement and debate amongst the wide range of clinical interests within the LHB's area of activity, with the aim of reaching and presenting a cohesive and balanced healthcare professional perspective to inform the LHB's decision making.

4.13.3 The LHB may specifically request advice and feedback from the HPF on any aspect of its business, and the HPF may also offer advice and feedback even if not specifically requested by the LHB. The HPF may provide advice to the Board:

- at Board meetings, through the HPF Chair's participation as Associate Member;
- in written advice; and
- in any other form specified by the Board.

4.14 Terms of reference and operating arrangements

4.14.1 The Board must formally approve terms of reference and operating arrangements for the HPF. These must establish its governance and ways of working, setting out, as a minimum:

- the scope of its work (including its purpose and any delegated powers and authority);
- membership (including member appointment and removal, role, responsibilities and accountability, and terms and conditions of office) and quorum;
- meeting arrangements;
- communications;
- relationships and accountabilities with others, (including the LHB Board, its Committees and Advisory Groups) as well as the National Professional Advisory Group;
- any budget and financial responsibility;
- secretariat and other support;
- training, development and performance; and
- reporting and assurance arrangements

4.14.2 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the HPF, keeping any such aspects to the minimum necessary. The detailed terms of reference and operating arrangements are set out in **Schedule 4**.

4.14.3 The Board may determine that the HPF shall be supported by a range of sub-fora to assist it in the conduct of its work, e.g., special interest groups, or the HPF may itself determine such arrangements, provided that the Board approves such action.

4.15 Membership

4.15.1 The membership of the HPF reflects the structure of the seven health Statutory Professional Advisory Committees set up in accordance with Section 190 of the NHS (Wales) Act 2006. Membership of the HPF shall therefore comprise the following eleven (11) members, as a minimum:

- Welsh Medical Committee
 - Primary and Community Care Medical representative
 - Mental Health Medical representative
 - Specialist and Tertiary Care medical representative
- Welsh Nursing and Midwifery Committee
 - Community Nursing and Midwifery representative
 - Hospital Nursing and Midwifery representative
- Welsh Therapies Advisory Committee
 - Therapies representative
- Welsh Scientific Advisory Committee
 - Scientific representative
- Welsh Optometric Committee
 - Optometry representative
- Welsh Dental Committee
 - Dental representative
- Welsh Pharmaceutical Committee
 - Hospital Pharmacists representative
 - Community Pharmacists representative

4.15.2 Where the Board determines it appropriate, the LHB may extend membership to other individuals in order to ensure an appropriate balance in representation amongst healthcare professional groupings and across the range of primary, community and secondary service provision.

4.16 Member Responsibilities and Accountability:

The Chair

4.16.1 The Chair is responsible for the effective operation of the HPF:

- chairing meetings;
- establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all business is conducted in accordance with its agreed operating arrangements; and
- developing positive and professional relationships amongst the HPF's membership and between the HPF and the LHB's Board, and in particular its Chair, Chief Executive and clinical Directors.

4.16.2 The Chair shall work in close harmony with the Chairs of the LHB's other advisory groups, and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the HPF in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

4.16.3 As Chair of the HPF, they will be appointed as an Associate Member of the LHB Board. The Chair is accountable for the conduct of their role as Associate Member on the LHB Board to the Cabinet Secretary, through the LHB Chair. They are also accountable to the LHB Board for the conduct of business in accordance with the governance and operating framework set by the LHB.

The Vice Chair

4.16.4 The Vice-Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing chair resumes their duties or a new chair is appointed, and this deputisation includes acting in the role of Associate Member of the LHB Board.

4.16.5 The Vice Chair is accountable through the HPF Chair to the LHB Board for their performance as Vice Chair, and to their nominating body or grouping for the way in which they represent their views at the HPF.

Members

4.16.6 The HPF shall function as a coherent advisory group, all members being full and equal members and sharing responsibility for the decisions of the HPF.

4.16.7 All members must:

- be prepared to engage with and contribute fully to the HPF's

activities and in a manner that upholds the standards of good governance – including the values and standards of behaviour – set for the NHS in Wales;

- comply with their terms and conditions of appointment;
- equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
- promote the work of the HPF within the healthcare professional discipline they represent.

4.16.8 Forum members are accountable through the HPF Chair to the LHB Board for their performance as Group members, and to their nominating body or grouping for the way in which they represent the views of their body or grouping at the HPF.

4.17 Appointment and terms of office

4.17.1 Appointments to the HPF shall be made by the Board, based upon nominations received from the relevant healthcare professional group, and in accordance with any specific requirements or directions made by the Welsh Cabinet Secretaries. Members shall be appointed for a period specified by the Board, but for no longer than 4 years in any one term. Those members can be reappointed but may not serve a total period of more than 8 years consecutively.

4.17.2 The **Chair** will be nominated from within the membership of the HPF, by its members, in a manner determined by the Board, subject to any specific requirements or directions made by the Welsh Cabinet Secretaries. The nomination will be subject to consideration by the Board, who must submit a recommendation on the nomination to the Cabinet Secretary for Health and Social Services. Their appointment as Chair will be made by the Cabinet Secretary, but it will not be a formal public appointment. The Constitution Regulations provide that the Welsh Cabinet Secretaries may appoint an Associate Member of the Board, and the appointment of the Chair to this role is on the basis of the conditions of appointment for Associate Members set out in the Regulations.

4.17.3 The Chair's term of office will be for a period of up to two (2) years, with the ability to stand as Chair for an additional one (1) year, in line with that individual's term of office as a member of the HPF. That individual may remain in office for the remainder of their term as a member of the HPF after their term of appointment as Chair has ended.

4.17.4 The **Vice Chair** will be nominated from within the membership of the HPF, by its members, in a manner determined by the Board, subject to the condition that they be appointed from a different healthcare discipline to that of the Chair, along with any specific requirements or directions made

by the Welsh Cabinet Secretarys. The nomination shall be subject to consideration by the Board, who must submit a recommendation on the nomination to the Cabinet Secretary for Health and Social Services. The appointment as Vice Chair will be made by the Cabinet Secretary, but it will not be a formal public appointment. The Constitution Regulations provide that the Welsh Cabinet Secretarys may appoint an Associate Member of the Board. In the HPF Chair's absence, the Vice Chair will also perform the role of Associate Member on the LHB Board. The appointment of the Vice Chair is therefore also on the basis of the conditions of appointment for Associate Members set out in the Regulations.

4.17.5 The Vice Chair's term of office will be for a period of up to two (2) years, with the ability to stand as Vice Chair for an additional one (1) year, in line with that individual's term of office as a member of the HPF. That individual may remain in office for the remainder of their term as a member of the HPF after their term of appointment as Vice Chair has ended.

4.17.6 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform the HPF Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The HPF Chair will advise the Board in writing of any such cases immediately.

4.17.7 The LHB will require Forum members to confirm in writing their continued eligibility on an annual basis.

4.18 Resignation, suspension and removal of members

4.18.1 A member of the HPF may resign office at any time during the period of appointment by giving notice in writing to the HPF Chair and the Board.

4.18.2 If the Board, having consulted with the HPF Chair and the nominating body or group, considers that:

- it is not in the interests of the health service in the area covered by the HPF that a person should continue to hold office as a member; or
- it is not conducive to the effective operation of the HPF

it shall remove that person from office by giving immediate notice in writing to the person and the relevant nominating body or group.

4.18.3 A nominating body or group may request the removal of a member appointed to the HPF to represent their interests by writing to the Board setting out an explanation and full reasons for removal.

4.18.4 If a member fails to attend any meeting of the HPF for a period of six

months or more, the Board may remove that person from office unless they are satisfied that:

- i the absence was due to a reasonable cause; and
- ii the person will be able to attend such meetings within such period as the Board considers reasonable.

4.18.5 Before making a decision to remove a person from office, the Board may suspend the tenure of office of that person for a limited period (as determined by the Board) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the Board suspends any member, that member shall be advised immediately in writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

4.19 Relationship with the Board

4.19.1 The HPF's main link with the Board is through the HPF Chair's membership of the Board as an Associate Member.

4.19.2 The Board may determine that designated board members or LHB officers shall be in attendance at Advisory Group meetings. The HPF's Chair may also request the attendance of Board members or LHB officers, subject to the agreement of the LHB Chair.

4.19.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the HPF.

4.19.4 The Board's Chair shall put in place arrangements to meet with the HPF Chair on a regular basis to discuss the HPF's activities and operation.

4.20 Rights of Access to the LHB Board for Professional Groups

4.20.1 The LHB Chair, on the advice of the Chief Executive and/or Board Secretary, may recommend that the Board afford direct right of access to any professional group, in the following, exceptional circumstances:

- i where the HPF recommends that a matter should be presented to the Board by a particular healthcare professional grouping, e.g., due to the specialist nature of the issues concerned; or
- ii where a healthcare professional group has demonstrated that the HPF has not afforded it due consideration in the determination of its advice to the Board on a particular issue.

4.20.2 The Board may itself determine that it wishes to seek the views of a particular healthcare professional grouping on a specific matter, in accordance with Standing Order 6.5.7.

4.21 Relationship with the National Professional Advisory Group

4.21.1 The HPF Chair will be a member of the National Professional Advisory Group.

4.22 Support to the HPF

4.22.1 The LHB's Board Secretary, on behalf of the Chair, will ensure that the HPF is properly equipped to carry out its role by:

- co-ordinating and facilitating any appropriate induction and organisational development activity;
- ensuring the provision of governance advice and support to the HPF Chair on the conduct of its business and its relationship with the LHB and others;
- ensuring the provision of secretariat support for Forum meetings;
- ensuring that the HPF receives the information it needs on a timely basis; and
- facilitating effective reporting to the Board

enabling the Board to gain assurance that the conduct of business within the HPF accords with the governance and operating framework it has set.

4.23 THE LOCAL PARTNERSHIP FORUM (LPF)

Role

4.23.1 The LPF's role is to provide a formal mechanism where the LHB, as employer, and trade unions/professional bodies representing LHB employees (hereafter referred to as staff organisations) work together to improve health services for the citizens served by the LHB - achieved through a regular and timely process of consultation, negotiation and communication. In doing so, the LPF must effectively represent the views and interests of the LHB's workforce.

4.23.2 It is the forum where the LHB and staff organisations will engage with each other to inform, debate and seek to agree local priorities on workforce and health service issues; and inform thinking around national priorities on health matters.

4.23.3 The LHB may specifically request advice and feedback from the LPF on any aspect of its business, and the LPF may also offer advice and feedback even if not specifically requested by the LHB. The LPF may provide advice to the Board:

- in written advice; or

- in any other form specified by the Board.

4.24 Terms of reference and operating arrangements

4.24.1 The Board must formally approve terms of reference and operating arrangements for the LPF. These must establish its governance and ways of working, setting out, as a minimum:

- the scope of its work (including its purpose and any delegated powers and authority);
- membership (including member appointment and removal, role, responsibilities and accountability, and terms and conditions of office);
- meeting arrangements;
- communications;
- relationships and accountabilities with others (including the LHB Board, its committees and Advisory Groups, and other relevant local and national groups);
- any budget and financial responsibility (where appropriate);
- secretariat and other support; and
- reporting and assurance arrangements.

4.24.2 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the LPF, keeping any such aspects to the minimum necessary. The LPF will also operate in accordance with the TUC six principles of partnership working. The detailed terms of reference and operating arrangements are set out in **Schedule 4.**

4.24.3 The LPF may establish sub-fora to assist it in the conduct of its work, to facilitate:

- ongoing dialogue, communication and consultation on service and operational management issues specific to Divisions/Directorates/Service areas; and/or
- detailed discussion in relation to a specific issue(s).

4.25 Membership

4.25.1 The LHB shall agree the overall size and composition of the LPF in consultation with those staff organisations it recognises for collective bargaining. As a minimum, the membership of the LPF shall comprise:

Management Representatives

- LHB Chief Executive
- Director of Finance
- Director of Workforce and Organisational Development

together with the following

- **Service Directors [LHB to insert details]; and**
- **Workforce and Organisational Development staff [LHB to insert details]**

4.25.2 The LHB may determine that other Executive Directors or others may act as members or be co-opted to the LPF.

Staff Representatives

4.25.3 The maximum number of staff representatives shall be [LHB to insert details], comprising representation from those staff organisations recognised by the LHB.

In attendance

4.25.4 The Trade Union member of the LHB Board shall attend LPF meetings in an ex officio capacity.

4.25.5 The LPF may determine that full time officers from those staff organisations recognised by the LHB shall be invited to attend LPF meetings

4.26 Member Responsibilities and Accountability

Joint Chairs

4.26.1 The LPF shall have two Chairs on a rotational basis, one of whom shall be drawn from the management representative membership, and one from the staff representative membership.

4.26.2 The Chairs shall be jointly responsible for the effective operation of the LPF:

- chairing meetings, rotated equally between the Staff Representative and Management Representative Chairs;
- establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all business is conducted in accordance with its agreed operating framework; and
- developing positive and professional relationships amongst the Forum's membership and between the Forum and the LHB's Board.

4.26.3 The Chairs shall work in partnership with each other and, as appropriate, with the Chairs of the LHB's other advisory groups. Supported by the Board Secretary, Chairs shall ensure that key and appropriate issues are discussed by the Forum in a timely manner with all the necessary

information and advice being made available to members to inform the debate and ultimate resolutions.

4.26.4 The Chairs are accountable to the LHB Board for the conduct of business in accordance with the governance and operating framework set by the LHB.

Joint Vice Chairs

4.26.5 The LPF shall have two Vice Chairs, one of whom shall be drawn from the Management Representative membership, and one from the staff representative membership.

4.26.6 Each Vice Chair shall deputise for their Chair in that Chair's absence for any reason, and will do so until either the existing Chair resumes their duties or a new Chair is appointed.

4.26.7 The Vice Chair is accountable to their Chair for their performance as Vice Chair.

Members

4.26.8 All members of the LPF are full and equal members and collectively share responsibility for its decisions.

4.26.9 All members must:

- Be prepared to engage with and contribute to the LPF's activities and in a manner that upholds the standards of good governance set for the NHS in Wales;
- Comply with their terms and conditions of appointment;
- Equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes; and
- Promote the work of the LPF within the professional discipline they represent.

4.27 Appointment and terms of office

4.27.1 Management representative members shall be determined by the LHB Board.

4.27.2 Staff representatives shall be determined by the staff organisations recognised by the LHB, subject to the following conditions:

- Staff representatives must be employed by the LHB and accredited by their respective trade union; and

- A member's tenure of appointment will cease in the event that they are no longer employed by the LHB or cease to be a member of their nominating trade union.

4.27.3 The *Management Representative Chair* shall be appointed by the LHB Board.

4.27.4 The *Staff Representative Chair* shall be elected from within the staff representative membership of the LPF, by staff representative members, in a manner determined by the staff representative members. The *Staff Representative Chair's* term of office shall be for one (1) year.

4.27.5 The *Management Representative Vice Chair* shall be appointed from within the management representative membership of the LPF by the Management Representative Chair.

4.27.6 The *Staff Representative Vice Chair* shall be elected from within the staff representative membership of the LPF, by staff representative members, in a manner determined by the staff representative members. The *Staff Representative Vice Chair's* term of office shall be for one (1) year.

4.27.7 A member's tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements determined for the position. A member must inform their respective LPF Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on the conduct of their role.

4.28 Removal, suspension and replacement of members

4.28.1 If an LPF member fails to attend three (3) consecutive meetings, the next meeting of the LPF shall consider what action should be taken. This may include removal of that person from office unless they are satisfied that:

- (a) the absence was due to a reasonable cause; and
- (b) the person will be able to attend such meetings within such period as the LPF considers reasonable.

4.28.2 If the LPF considers that it is not conducive to its effective operation that a person should continue to hold office as a member, it may remove that person from office by giving immediate notice in writing to the person and the relevant nominating body.

4.28.3 Before making a decision to remove a person from office, the LPF may suspend the tenure of office of that person for a limited period (as determined by the LPF) to enable it to carry out a proper investigation of the circumstances leading to the consideration of removal. Where the LPF suspends any member, that member shall be advised immediately in

writing of the reasons for their suspension. Any such member shall not perform any of the functions of membership during a period of suspension.

- 4.28.4 A nominating body may remove and, where appropriate, replace a member appointed to the HPF to represent their interests by giving immediate notice in writing to the LPF.

4.29 Relationship with the Board and others

- 4.29.1 The LPF's main link with the Board is through the Executive members of the LPF.
- 4.29.2 The Board may determine that designated board members or LHB staff shall be in attendance at LPG meetings. The LPG's Chair may also request the attendance of Board members or LHB staff, subject to the agreement of the LHB Chair.
- 4.29.3 The Board shall determine the arrangements for any joint meetings between the LHB Board and the LPG's staff representative members.
- 4.29.4 The Board's Chair shall put in place arrangements to meet with the LPG's Joint Chairs on a regular basis to discuss the LPG's activities and operation.
- 4.29.5 The LPF shall ensure effective links and relationships with other groups/fora at a local and, where appropriate, national level.

4.30 Support to the LPF

- 4.30.1 The LPF's work shall be supported by two designated Secretary's, one of whom shall support the staff representative members and one shall support the management representative members.
- 4.30.2 The Director of Workforce and OD will act as Management Representative Secretary and will be responsible for the maintenance of the constitution of the membership, the circulation of agenda and minutes and notification of meetings...
- 4.30.3 The Staff Representative Secretary shall be elected from within the staff representative membership of the LPF, by staff representative members, in a manner determined by the staff representatives. The Staff Representative Secretary's term of office shall be for two (2) years.
- 4.30.4 Both Secretaries shall work closely with the LHB's Board Secretary who is responsible for the overall planning and co-ordination of the LHB's programme of Board business, including that of its Committees and Advisory Groups.

5. WORKING IN PARTNERSHIP

- 5.0.1 The LHB shall work constructively in partnership with others to plan and secure the delivery of the best possible healthcare for its citizens, in accordance its statutory duties and any specific requirements or directions made by the Welsh Cabinet Secretarys, e.g., the development of Health, Social Care and Well Being Strategies.
- 5.0.2 The Chair shall ensure that the Board has identified all its key partners and other stakeholders and established clear mechanisms for engaging with and involving them in the work of the LHB through:
- the LHB's own structures and operating arrangements, e.g., SRG; and
 - the involvement (at very local and community wide levels) in partnerships and community groups – such as Local Service Boards – of Board members and LHB officers with delegated authority to represent the LHB and, as appropriate, take decisions on its behalf.
- 5.0.3 The Board shall keep under review its partnership arrangements to ensure continued clarity around purpose, desired outcomes and partner responsibilities. It must ensure timely action to change, adapt or end partnerships where they no longer serve a useful purpose, in accordance with its statutory duties; any specific requirements or directions made by the Welsh Cabinet Secretarys; and the locally agreed terms and conditions for the partnership.

5.1 Community Health Councils (CHCs)

- 5.1.1 The Community Health Councils Regulations 2004 (2004/905 (W.89)) (as amended by the Community Health Councils (Amendment) Regulations 2005) (to the extent they are still in force), the Community Health Councils (Constitution, Membership and Procedures) (Wales) Regulations 2010 (2010/288 (W.37)) and the Community Health Councils (Establishment, Transfer of Functions and Abolition) (Wales) Order 2010 (2010/289 (W.38)) place a range of duties on LHBs in relation to the engagement and involvement of CHCs in its operations.
- 5.1.2 In discharging these duties, the Board shall work constructively with the CHCs working jointly within the LHB's area by ensuring their involvement in:
- the planning of the provision of its healthcare services;
 - the development and consideration of proposals for changes in the way in which those services are provided; and
 - the Board's decisions affecting the operation of those healthcare services that it has responsibility for

and formally consulting with those CHCs working jointly within the LHB's area on any proposals for substantial development of the services it is responsible for.

- 5.1.3 The Board shall ensure that the CHC is provided with the information it needs on a timely basis to enable it to effectively discharge its functions.

Relationship with the Board

- 5.1.4 The Board may determine that designated CHC members shall be invited to attend Board meetings.
- 5.1.5 The Board shall make arrangements for regular joint meetings between the CHC members and the Board, to be held at least twice yearly and ensuring attendance of at least one third of the Board's members.
- 5.1.6 The Board's Chair shall put in place arrangements to meet with the relevant CHC Chair(s) on a regular basis to discuss matters of common interest.

6. MEETINGS

6.1 Putting Citizens first

- 6.1.1 The LHB's business will be carried out openly and transparently in a manner that encourages the active engagement of its citizens, community partners and other stakeholders. The LHB, through the planning and conduct of meetings held in public, shall facilitate this in a number of ways, including:

- active communication of forthcoming business and activities;
- the selection of accessible, suitable venues for meetings;
- the availability of papers in English and Welsh languages and in accessible formats, such as Braille, large print, easy read and in electronic formats;
- requesting that attendees notify the LHB of any access needs sufficiently in advance of a proposed meeting, and responding appropriately, e.g., arranging British Sign Language (BSL) interpretation at meetings; and
- where appropriate, ensuring suitable translation arrangements are in place to enable the conduct of meetings in either English or Welsh,

in accordance with legislative requirements, e.g., Disability Discrimination Act, as well as its Communication Strategy and Welsh Language Scheme.

- 6.1.2 The Chair will ensure that, in determining the matters to be considered by the Board, full account is taken of the views and interests of the communities served by the LHB, including any views expressed formally to the LHB, e.g., through the SRG or Community Health Councils.

6.2 Annual Plan of Board Business

- 6.2.1 The Board Secretary, on behalf of the Chair, shall produce an Annual Plan of Board business. This plan will include proposals on meeting dates, venues and coverage of business activity during the year, taking account that ordinary meetings of the Board will be held at regular intervals and as a minimum six times a year. The Plan shall also set out any standing items that will appear on every Board agenda.
- 6.2.2 The plan shall set out the arrangements in place to enable the LHB to meet its obligations to its citizens as outlined in paragraph 6.1.1 whilst also allowing Board members to contribute in either English or Welsh languages, where appropriate.
- 6.2.3 The plan shall also incorporate formal Board meetings, regular Board Development sessions and, where appropriate, the planned activities of the Board's Committees and Advisory Groups.
- 6.2.4 The Board shall agree the plan for the forthcoming year by the end of March, and this plan will be included as a schedule to these SOs.

Annual General Meeting (AGM)

- 6.2.5 The LHB must hold an AGM in public no later than the 30th September each year. Public notice of the intention to hold the AGM shall be given at least 10 days prior to the meeting, and this notice shall also be made available through community and partnership networks to maximise opportunities for attendance. The AGM must include presentation of the Annual Report and audited accounts, together with (where applicable), an audited abridged version of the annual accounts and funds held on trust accounts, and may also include presentation of other reports of interest to citizens and others, such as the LHB's annual Equality Report. A record of the meeting shall be submitted to the next ordinary meeting of the Board for agreement.

6.3 Calling Meetings

- 6.3.1 In addition to the planned meetings agreed by the Board, the Chair may call a meeting of the Board at any time. Individual Board members may also request that the Chair call a meeting provided that at least one third of the whole number of Board members, support such a request.
- 6.3.2 If the Chair does not call a meeting within seven days after receiving such a request from Board members, then those Board members may themselves call a meeting.

6.4 Preparing for Meetings

Setting the agenda

- 6.4.1 The Chair, in consultation with the Chief Executive and Board Secretary, will set the Agenda. In doing so, they will take account of the planned activity set in the annual cycle of Board business; any standing items agreed by the Board; any applicable items received from the Board's Committees and Advisory Groups; and the priorities facing the LHB. The Chair must ensure that all relevant matters are brought before the Board on a timely basis.
- 6.4.2 Any Board member may request that a matter is placed on the Agenda by writing to the Chair, copied to the Board Secretary, at least 12 calendar days before the meeting. The request must set out whether the item of business is proposed to be transacted in public and shall include appropriate supporting information. The Chair may, at their discretion, include items on the agenda that have been requested after the 12 day notice period if this would be beneficial to the conduct of board business.

Notifying and equipping Board members

- 6.4.3 Board members shall be sent an Agenda and a complete set of supporting papers at least seven calendar days before a formal Board meeting. This information may be provided to Board members electronically or in paper form, in an accessible format, to the address provided, and in accordance with their stated preference. Supporting papers may, exceptionally, be provided, after this time provided that the Chair is satisfied that the Board's ability to consider the issues contained within the paper would not be impaired.
- 6.4.4 No papers will be included for consideration and decision by the Board unless the Chair is satisfied (subject to advice from the Board Secretary, as appropriate) that the information contained within it is sufficient to enable the Board to take a reasonable decision. Equality impact assessments (EIA) shall be undertaken on all new or revised policies, strategies, guidance and or practice to be considered by the Board, and the outcome of that EIA shall accompany the report to the Board to enable the Board to make an informed decision.
- 6.4.5 In the event that at least half of the Board members do not receive the Agenda and papers for the meeting as set out above, the Chair must consider whether or not the Board would still be capable of fulfilling its role and meeting its responsibilities through the conduct of the meeting. Where the Chair determines that the meeting should go ahead, their decision, and the reason for it, shall be recorded in the minutes.
- 6.4.6 In the case of a meeting called by Board members, notice of that meeting must be signed by those members and the business conducted will be limited to that set out in the notice.

Notifying the public and others

- 6.4.7 Except for meetings called in accordance with Standing Order 6.3, at least seven calendar days before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed bilingually (in English and Welsh):
- at the LHB's principal sites;
 - on the LHB's website, together with the papers supporting the public part of the Agenda; as well as
 - through other methods of communication as set out in the LHB's communication strategy.
- 6.4.8 When providing notification of the forthcoming meeting, the LHB shall set out when and how the Agenda and the papers supporting the public part of the Agenda may be accessed, in what language and in what format, e.g., as Braille, large print, easy read, etc.

6.5 Conducting Board Meetings

Admission of the public, the press and other observers

- 6.5.1 The LHB shall encourage attendance at its formal Board meetings by the public and members of the press as well as LHB officers or representatives from organisations who have an interest in LHB business. The venue for such meetings shall be appropriate to facilitate easy access for attendees and translation services; and shall have appropriate facilities to maximise accessibility such as an induction loop system.
- 6.5.2 The Board shall conduct as much of its formal business in public as possible. There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g., business that relates to a confidential matter affecting an LHB officer member or a patient. In such cases the Chair (advised by the Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Board shall resolve:
- "That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest" [Section 1(2) Public Bodies (Admission to Meetings) Act 1960 (c.67)].
- 6.5.3 In these circumstances, when the Board is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Board in public session. Wherever possible, that reporting shall take place at the end of a private session, by reconvening a Board meeting held in public session.
- 6.5.4 The Board Secretary, on behalf of the Chair, shall keep under review the

nature and volume of business conducted in private session to ensure such arrangements are adopted only when absolutely necessary.

- 6.5.5 In encouraging entry to formal Board Meetings from members of the public and others, the Board shall make clear that attendees are welcomed as observers. The Chair shall take all necessary steps to ensure that the Board's business is conducted without interruption and disruption. In exceptional circumstances, this may include a requirement that observers leave the meeting. In doing so, the Board shall resolve:

"That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to reconvene the meeting and to complete business without the presence of the public".
[Section 1(8) Public Bodies (Admissions to Meetings) Act 1960].

- 6.5.6 Unless the Board has given prior and specific agreement, members of the public or other observers will not be allowed to record proceedings in any way other than in writing.

Addressing the Board, its Committees and Advisory Groups

- 6.5.7 The Board will decide what arrangements and terms and conditions it feels are appropriate in extending an invitation to observers to attend and address any meetings of the Board, its Committees and Advisory Groups, and may change, alter or vary these terms and conditions as it considers appropriate. In doing so, the Board will take account of its responsibility to actively encourage the engagement and, where appropriate, involvement of citizens and stakeholders in the work of the LHB, (whether directly or through the activities of bodies such as Community Health Councils and the Boards Advisory Groups) and to demonstrate openness and transparency in the conduct of business.

Chairing Board Meetings

- 6.5.8 The Chair of the LHB will preside at any meeting of the Board unless they are absent for any reason (including any temporary absence or disqualification from participation on the grounds of a conflict of interest). In these circumstances the Vice Chair shall preside. If both the Chair and vice-chair are absent or disqualified, the Independent Members present shall elect one of the Independent Members to preside.
- 6.5.9 The Chair must ensure that the meeting is handled in a manner that enables the board to reach effective decisions on the matters before it. This includes ensuring that Board members' contributions are timely and relevant and move business along at an appropriate pace. In doing so, the Board must have access to appropriate advice on the conduct of the meeting through the attendance of the nominated Board Secretary. The Chair has the final say on any matter relating to the conduct of Board business.

Quorum

- 6.5.10 At least six Board members, at least three of whom are Executive Directors and three are Independent Members, must be present to allow any formal business to take place at a Board meeting.
- 6.5.11 If the Chief Executive or an Executive Director is unable to attend a Board meeting, then a nominated deputy may attend in their absence and may participate in the meeting, provided that the Chair has agreed the nomination before the meeting. However, Board members' voting rights cannot be delegated so the nominated deputy may not vote or be counted towards the quorum. If a deputy is already a Board member in their own right, e.g., a person deputising for the Chief Executive will usually be an Executive Director, they will be able to exercise their own vote in the usual way but they will not have any additional voting rights.
- 6.5.12 The quorum must be maintained during a meeting to allow formal business to be conducted, i.e., any decisions to be made. Any Board member disqualified through conflict of interest from participating in the discussion on any matter and/or from voting on any resolution will no longer count towards the quorum. If this results in the quorum not being met that particular matter or resolution cannot be considered further at that meeting, and must be noted in the minutes.

Dealing with motions

- 6.5.13 In the normal course of Board business items included on the agenda are subject to discussion and decisions based on consensus. Considering a motion is therefore not a routine matter and may be regarded as exceptional, e.g. where an aspect of service delivery is a cause for particular concern, a Board member may put forward a motion proposing that a formal review of that service area is undertaken by a Committee of the Board. The Board Secretary will advise the Chair on the formal process for dealing with motions. No motion or amendment to a motion will be considered by the Board unless moved by a Board member and seconded by another Board member (including the Chair).
- 6.5.14 **Proposing a formal notice of motion** – Any Board member wishing to propose a motion must notify the Chair in writing of the proposed motion at least 12 calendar days before a planned meeting. Exceptionally, an emergency motion may be proposed up to one hour before the fixed start of the meeting, provided that the reasons for the urgency are clearly set out. Where sufficient notice has been provided, and the Chair has determined that the proposed motion is relevant to the Board's business, the matter shall be included on the Agenda, or, where an emergency motion has been proposed, the Chair shall declare the motion at the start of the meeting as an additional item to be included on the agenda.

- 6.5.15 The Chair also has the discretion to accept a motion proposed during a

meeting provided that the matter is considered of sufficient importance and its inclusion would not adversely affect the conduct of Board business.

6.5.16 Amendments - Any Board member may propose an amendment to the motion at any time before or during a meeting and this proposal must be considered by the Board alongside the motion.

6.5.17 If there are a number of proposed amendments to the motion, each amendment will be considered in turn, and if passed, the amended motion becomes the basis on which the further amendments are considered, i.e., the substantive motion.

6.5.18 Motions under discussion – When a motion is under discussion, any Board member may propose that:

- the motion be amended;
- the meeting should be adjourned;
- the discussion should be adjourned and the meeting proceed to the next item of business;
- a Board member may not be heard further;
- the Board decides upon the motion before them;
- an ad hoc Committee should be appointed to deal with a specific item of business; or
- the public, including the press, should be excluded.

6.5.19 Rights of reply to motions – The mover of a motion (including an amendment) shall have a right of reply at the close of any debate on the motion or the amendment immediately prior to a vote on the proposal.

6.5.20 Withdrawal of motion or amendments – A motion or an amendment to a motion, once moved and seconded, may be withdrawn by the proposer with the agreement of the seconder and the Chair.

6.5.21 Motion to rescind a resolution – The Board may not consider a motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six (6) calendar months unless the motion is supported by the (simple) majority of Board members.

6.5.22 A motion that has been decided upon by the Board cannot be proposed again within six months except by the Chair, unless the motion relates to the receipt of a report or the recommendations of a Committee/Chief Executive to which a matter has been referred.

Voting

6.5.23 The Chair will determine whether Board members' decisions should be expressed orally, through a show of hands, or by a paper ballot. The Chair must require a paper ballot if the majority of voting Board members request it. Where voting on any question is conducted, a record shall be

maintained showing how each Board member voted or abstained. Associate Members may not vote in any meetings or proceedings of the Board.

6.5.24 In determining every question at a meeting the Board members must take account, where relevant, of the views expressed and representations made by individuals who represent the interests of the community and healthcare professionals within the Board's area. Such views will usually be presented to the Board through the Chairs of the LHB's Advisory Groups and the Community Health Council representative(s).

6.5.25 The Board will make decisions based on a simple majority view held by the Board members present. In the event of a split decision, i.e., no majority view being expressed, the Chair shall have a second and casting vote.

6.5.26 In no circumstances may an absent Board member or nominated deputy vote by proxy. Absence is defined as being absent at the time of the vote.

6.6 Record of Proceedings

6.6.1 A record of the proceedings of formal Board meetings (and any other meetings of the board where the Board members determine) shall be drawn up as 'minutes'. These minutes shall include a record of Board member attendance (including the Chair) together with apologies for absence, and shall be submitted for agreement at the next meeting of the Board, where any discussion shall be limited to matters of accuracy. Any agreed amendment to the minutes must be formally recorded.

6.6.2 Agreed minutes shall be circulated in accordance with Board members' wishes, and, where providing a record of a formal Board meeting shall be made available to the public both on the LHB's website and in hard copy or other accessible format on request, in accordance with any legislative requirements, e.g., Data Protection Act, and the LHB's Communication Strategy and Welsh Language Scheme.

6.7 Confidentiality

6.7.1 All Board members (including Associate members), together with members of any Committee or Advisory Group established by or on behalf of the Board and LHB officials must respect the confidentiality of all matters considered by the LHB in private session or set out in documents which are not publicly available. Disclosure of any such matters may only be made with the express permission of the Chair of the Board or relevant Committee, as appropriate, and in accordance with any other requirements set out elsewhere, e.g., in contracts of employment, within the Values and Standards of Behaviour framework or legislation such as the Freedom of Information Act (2000), etc.

7. VALUES AND STANDARDS OF BEHAVIOUR

- 7.0.1 The Board must adopt a set of values and standards of behaviour for the LHB that meets the requirements of the NHS Wales Values and Standards of Behaviour framework. These values and standards of behaviour will apply to all those conducting business by or on behalf of the LHB, including Board members, LHB officers and others, as appropriate. The framework adopted by the Board will form part of these SOs.

7.1 Declaring and recording Board members' interests

- 7.1.1 **Declaration of interests** – It is a requirement that all Board members must declare any personal or business interests they may have which may affect, or be perceived to affect the conduct of their role as a Board member. This includes any interests that may influence or be perceived to influence their judgement in the course of conducting the Board's business. Board members must be familiar with the Values and Standards of Behaviour Framework and their statutory duties under the Constitution Regulations. Board members must notify the Board of any such interests at the time of their appointment, and any further interests as they arise throughout their tenure as Board members.
- 7.1.2 Board members must also declare any interests held by family members or persons or bodies with which they are connected. The Board Secretary will provide advice to the Chair and the Board on what should be considered as an 'interest', taking account of the regulatory requirements and any further guidance, e.g., the Values and Standards of Behaviour framework. If individual Board members are in any doubt about what may be considered as an interest, they should seek advice from the Board Secretary. However, the onus regarding declaration will reside with the individual Board member.
- 7.1.3 **Register of interests** – The Chief Executive, through the Board Secretary will ensure that a Register of Interests is established and maintained as a formal record of interests declared by all Board members. The register will include details of all Directorships and other relevant and material interests which have been declared by Board members.
- 7.1.4 The register will be held by the Board Secretary, and will be updated during the year, as appropriate, to record any new interests, or changes to the interests declared by Board members. The Board Secretary will also arrange an annual review of the Register, through which Board members will be required to confirm the accuracy and completeness of the register relating to their own interests.
- 7.1.5 In line with the Board's commitment to openness and transparency, the Board Secretary must take reasonable steps to ensure that the citizens served by the LHB are made aware of, and have access to view the LHB's Register of Interests. This may include publication on the LHB's website.

- 7.1.6 ***Publication of declared interests in Annual Report*** – Board members' directorships of companies or positions in other organisations likely or possibly seeking to do business with the NHS shall be published in the Board's Annual Report.

7.2 Dealing with Members' interests during Board meetings

- 7.2.1 The Chair, advised by the Board Secretary, must ensure that the Board's decisions on all matters brought before it are taken in an open, balanced, objective and unbiased manner. In turn, individual Board members must demonstrate, through their actions, that their contribution to the Board's decision making is based upon the best interests of the LHB and the NHS in Wales.
- 7.2.2 Where individual Board members identify an interest in relation to any aspect of Board business set out in the Board's meeting agenda, that member must declare an interest at the start of the Board meeting. Board members should seek advice from the Chair, through the Board Secretary before the start of the Board meeting if they are in any doubt as to whether they should declare an interest at the meeting. All declarations of interest made at a meeting must be recorded in the Board minutes.
- 7.2.3 It is the responsibility of the Chair, on behalf of the Board, to determine the action to be taken in response to a declaration of interest, taking account of any regulatory requirements or directions made by the Welsh Cabinet Secretaries. The range of possible actions may include determination that:
- i the declaration is formally noted and recorded, but that the Board member should participate fully in the Board's discussion and decision, including voting. This may be appropriate, for example where the Board is considering matters of strategy relating to a particular aspect of healthcare and an Independent Member is a healthcare professional whose profession may be affected by that strategy determined by the Board;
 - ii the declaration is formally noted and recorded, and the Board member participates fully in the Board's discussion, but takes no part in the Board's decision;
 - iii the declaration is formally noted and recorded, and the Board member takes no part in the Board discussion or decision;
 - iv the declaration is formally noted and recorded, and the Board member is excluded for that part of the meeting when the matter is being discussed. A Board member must be excluded, where that member has a direct or indirect financial interest in a matter being considered by the Board.
- 7.2.4 In extreme cases, it may be necessary for the member to reflect on whether their position as a Board member is compatible with an identified

conflict of interest.

- 7.2.5 Where the Chair is the individual declaring an interest, any decision on the action to be taken shall be made by the Vice Chair, on behalf of the Board.
- 7.2.6 In all cases the decision of the Chair (or the Vice Chair in the case of an interest declared by the Chair) is binding on all Board members. The Chair should take advice from the Board Secretary when determining the action to take in response to declared interests; taking care to ensure their exercise of judgement is consistently applied.
- 7.2.7 **Members with pecuniary (financial) interests** – Where a Board member, or any person they are connected with² has any direct or indirect pecuniary interest in any matter being considered by the Board, including a contract or proposed contract, that member must not take part in the consideration or discussion of that matter or vote on any question related to it. The Board may determine that the Board member concerned shall be excluded from that part of the meeting.
- 7.2.8 The Constitution Regulations define ‘direct’ and ‘indirect’ pecuniary interests and these definitions always apply when determining whether a member has an interest. These SOs must be interpreted in accordance with these definitions.
- 7.2.9 **Members with Professional Interests** - During the conduct of a Board meeting, an individual Board member may establish a clear conflict of interest between their role as an LHB Board member and that of their professional role outside of the Board. In any such circumstance, the Board shall take action that is proportionate to the nature of the conflict, taking account of the advice provided by the Board Secretary.

7.3 Dealing with officers’ interests

- 7.3.1 The Board must ensure that the Board Secretary, on behalf of the Chief Executive, establishes and maintains a system for the declaration, recording and handling of LHB officers’ interests in accordance with the Values and Standards of Behaviour Framework.

7.4 Reviewing how Interests are handled

- 7.4.1 The Audit Committee will review and report to the Board upon the adequacy of the arrangements for declaring, registering and handling interests at least annually.

² In the case of persons who are married to each other or in a civil partnership with each other or who are living together as if married or civil partners, the interest of one person shall, if known to the other, be deemed for the purpose of this Standing Order to be also an interest of the other

7.5 Dealing with offers of gifts³ and hospitality

7.5.1 The Values and Standards of Behaviour Framework adopted by the Board prohibits Board members and LHB officers from receiving gifts, hospitality or benefits in kind from a third party which may reasonably give rise to suspicion of conflict between their official duty and their private interest, or may reasonably be seen to compromise their personal integrity in any way.

7.5.2 Gifts, benefits or hospitality must never be solicited. Any Board member or LHB officer who is offered a gift, benefit or hospitality which may or may be seen to compromise their position must refuse to accept it. This may in certain circumstances also include a gift, benefit or hospitality offered to a family member of a Board member or LHB officer. Failure to observe this requirement may result in disciplinary and/or legal action.

7.5.3 In determining whether any offer of a gift or hospitality should be accepted, an individual must make an active assessment of the circumstances within which the offer is being made, seeking advice from the Board Secretary as appropriate. In assessing whether an offer should be accepted, individuals must take into account:

- **Relationship:** Contacts which are made for the purpose of information gathering are generally less likely to cause problems than those which could result in a contractual relationship, in which case accepting a gift or hospitality could cause embarrassment or be seen as giving rise to an obligation;
- **Legitimate Interest:** Regard should be paid to the reason for the contact on both sides and whether it is a contact that is likely to benefit the LHB;
- **Value:** Gifts and benefits of a trivial or inexpensive seasonal nature, e.g., diaries/calendars, are more likely to be acceptable and can be distinguished from more substantial offers. Similarly, hospitality in the form of a working lunch would not be treated in the same way as more expensive social functions, travel or accommodation (although in some circumstances these may also be accepted);
- **Frequency:** Acceptance of frequent or regular invitations particularly from the same source would breach the required standards of conduct. Isolated acceptance of, for example, meals, tickets to public, and sport, cultural or social events would only be acceptable if attendance is justifiable in that it benefits the LHB; and

³The term gift refers also to any reward or benefit

- **Reputation:** If the body concerned is known to be under investigation by or has been publicly criticised by a public body, regulators or inspectors, acceptance of a gift or hospitality might be seen as supporting the body or affecting in some way the investigation or negotiations and it should always be declined.

7.5.4 A distinction may be drawn between items offered as hospitality and items offered in substitution for fees for broadcasts, speeches, lectures or other work done. There may be circumstances where the latter may be accepted if they can be used for official purposes.

7.6 Register of Gifts and Hospitality

7.6.1 The Board Secretary, on behalf of the Chair, will maintain a register of Gifts and Hospitality to record offers of gifts and hospitality made to Board members. Executive Directors will adopt a similar mechanism in relation to LHB officers working within their Directorates.

7.6.2 Every Board member and LHB officer has a personal responsibility to volunteer information in relation to offers of gifts and hospitality, including those offers that have been refused. The Board Secretary, on behalf of the Chair and Chief Executive, will ensure the incidence and patterns of offers and receipt of gifts and hospitality are kept under active review, taking appropriate action where necessary.

7.6.3 When determining what should be included in the Register, individuals shall apply the following principles, subject to the considerations in Standing Order 7.5.3:

- **Gifts:** Generally, only gifts of material value should be recorded. and, as a rule of thumb, gifts estimated to be worth less than **£25.00** would not usually need to be recorded,
- **Hospitality:** Only significant hospitality offered or received should be recorded. Occasional offers of 'modest and proportionate'⁴ hospitality need not be included in the Register.

7.6.4 Board members and LHB Officers may accept the occasional offer of modest and proportionate hospitality but in doing so must consider whether the following conditions are met:

- Acceptance would further the aims of the LHB ;
- The level of hospitality is reasonable in the circumstances;
- It has been openly offered; and,

⁴ Examples of 'modest and proportionate' hospitality that need not be included in a Hospitality register include a working sandwich lunch or a buffet lunch incidental to a conference or seminar attended by a variety of participants

- It could not be construed as any form of inducement and will not put the individual under any obligation to those offering it.

7.6.5 The Board Secretary will arrange for a full report of all offers of Gifts and Hospitality recorded by the LHB to be submitted to the Audit Committee (or equivalent) at least annually. The Audit Committee will then review and report to the Board upon the adequacy of the LHB's arrangements for dealing with offers of gifts and hospitality.

7.6.6 Detailed arrangements for the handling of gifts and hospitality are set out within the LHB's Values and Standards of Behaviour framework and its policy on Gifts and Hospitality set out in **Schedule 6**

8. SIGNING AND SEALING DOCUMENTS

8.0.1 The common seal of the LHB 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 sealed, or if a transaction to which the document relates has been approved by the Board or Committee of the Board.

8.0.2 Where it is decided that a document shall be sealed it shall be fixed in the presence of the Chair or Vice Chair (or other authorised independent Member) and the Chief Executive (or another authorised individual, **normally the Board Secretary**) both of whom must witness the seal.

8.0.3 Where as part of the functions delegated to him in accordance with Standing Order 2.0.4, the Director of Shared Services is entering into a contract, lease or other legally binding document on behalf of the LHB / Trust, the Director of Shared Services shall arrange for the signature and completion of the document in accordance with the Standing Orders of the organisation of which he is an officer.

8.1 Register of Sealing

8.1.1 Subject to Standing Order 8.0.3, the Board Secretary shall keep a register that records the sealing of every document. Each entry must be signed by the persons who approved and authorised the document and who witnessed the seal. A report of all sealings shall be presented to the Board at least bi-annually.

8.2 Signature of Documents

8.2.1 Where a signature is required for any document connected with legal proceedings involving the LHB, it shall normally be signed by the Chief Executive, except where the Board has authorised another person or has been otherwise directed to allow or require another person to provide a signature.

8.2.2 The Chief Executive or nominated officers may be authorised by the Board

to sign on behalf of the LHB any agreement or other document (not required to be executed as a deed) where the subject matter has been approved either by the Board or a Committee to which the Board has delegated appropriate authority.

8.3 Custody of Seal

- 8.3.1 The Common Seal of the LHB shall be kept securely by the Board Secretary.

9. GAINING ASSURANCE ON THE CONDUCT OF LHB BUSINESS

- 9.0.1 The Board shall set out explicitly, within a Risk and Assurance Framework, how it will be assured on the conduct of LHB business, its governance and the effective management of the organisation's risks in pursuance of its aims and objectives. It shall set out clearly the various sources of assurance, and where and when that assurance will be provided, in accordance with any requirements determined by the Assembly Government.
- 9.0.2 The Board shall ensure that its assurance arrangements are operating effectively, advised by its Audit Committee (or equivalent).
- 9.0.3 Assurances in respect of the Shared Services shall primarily be achieved by the reports of the Director of Shared Services to the Shared Services Partnership Committee, and reported back to the Chief Executive (or his nominated representative). Where appropriate, and by exception, the Board may seek assurances direct from the Director of Shared Services. The Director of Shared Services and the Shared Services Committee shall be under an obligation to comply with any internal or external audit functions being undertaken by or on behalf of the LHB / Trust.

9.1 The role of Internal Audit in providing independent internal assurance

- 9.1.1 The Board shall ensure the effective provision of an independent internal audit function as a key source of its internal assurance arrangements, in accordance with NHS Wales Internal Auditing Standards and any others requirements determined by the Assembly Government.
- 9.1.2 The Board shall set out the relationship between the Head of Internal Audit (HIA), the Audit Committee (or equivalent) and the Board. It shall:
- approve the Internal Audit Charter (incorporating the definition of internal audit) and adopt the Internal Auditing Standards (incorporating the code of ethics);
 - ensure the HIA communicates and interacts directly with the Board, facilitating direct and unrestricted access;

- require Internal Audit to confirm its independence annually; and
- ensure that the Head of Internal Audit reports periodically to the Board on its activities, including its purpose, authority, responsibility and performance. Such reporting will include governance issues and significant risk exposures.

9.2 Reviewing the performance of the Board, its Committees and Advisory Groups

- 9.2.1 The Board shall introduce a process of regular and rigorous self assessment and evaluation of its own operations and performance and that of its Committees and Advisory Groups. Where appropriate, the Board may determine that such evaluation may be independently facilitated.
- 9.2.2 Each Committee and, where appropriate, Advisory Group must also submit an annual report to the Board through the Chair within three months of the end of the reporting year setting out its activities during the year and including the review of its performance and that of any sub-Committees it has established.
- 9.2.3 The Board shall use the information from this evaluation activity to inform:
- the ongoing development of its governance arrangements, including its structures and processes;
 - its Board Development Programme, as part of an overall Organisation Development framework; and
 - inform the Board's report of its alignment with the Assembly Government's Citizen Centred Governance Principles.

9.3 External Assurance

- 9.3.1 The Board shall ensure it develops effective working arrangements and relationships with those bodies that have a role in providing independent, external assurance to the public and others on the LHB's operations, e.g., the Wales Audit Office and Healthcare Inspectorate Wales.
- 9.3.2 The Board may be assured, from the work carried out by external audit and others, on the adequacy of its own assurance framework, but that external assurance activity shall not form part of, or replace its own internal assurance arrangements, except in relation to any additional work that the Board itself may commission specifically for that purpose.
- 9.3.3 The Board shall keep under review and ensure that, where appropriate, the LHB implements any recommendations relevant to its business made by the National Assembly for Wales's Audit Committee, the Public Accounts Committee or other appropriate bodies.

9.3.4 LHB shall provide the Auditor General for Wales with any assistance, information and explanation which the Auditor General thinks necessary for the discharge of their statutory powers and responsibilities under section 145 of and paragraph 17 to Schedule 8 of the Government of Wales Act 2006 (C.42).

10. DEMONSTRATING ACCOUNTABILITY

10.0.1 Taking account of the arrangements set out within these SOs, the Board shall demonstrate to the communities it serves and to the Welsh Government a clear framework of accountability within which it:

- conducts its business internally;
- works collaboratively with NHS colleagues, community partners, service providers and others; and
- responds to the views and representations made by those who represent the interests of the communities it serves, its Officers and healthcare professionals.

10.0.2 The Board shall, in publishing its strategic and operational level plans, set out how those plans have been developed taking account of the views of others, and how they will be delivered by working with their community and other partners.

10.0.3 The Board shall also facilitate effective scrutiny of the LHB's operations through the publication of regular reports on activity and performance, including publication of an Annual Report.

10.0.4 The Board shall ensure that within the LHB, individuals at all levels are supported in their roles, and held to account for their personal performance through effective performance management arrangements.

11. REVIEW OF STANDING ORDERS

11.0.1 *[The Board Secretary shall arrange for an equality impact assessment to be carried out on a draft of these SOs prior to their formal adoption by the Board, the results of which shall be presented to the Board for consideration and action, as appropriate. The fact that an assessment has been carried out shall be noted in the SOs.]*

11.0.2 These SOs shall be reviewed annually by the Audit Committee [or equivalent], which shall report any proposed amendments to the Board for consideration. The requirement for review extends to all documents having the effect as if incorporated in SOs, including the equality impact assessment.