

Schedule 3

Board Committee Arrangements

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Abertawe Bro Morgannwg
University Health Board



Quality and Safety Committee Terms of Reference

1. Introduction

Abertawe Bro Morgannwg University Health Board's standing orders provide that *"The board may and, where directed by the Welsh Government must, appoint committees of the health 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"*.

In line with standing orders (and the health board's scheme of delegation), the board shall annually nominate a committee to be known as the Quality and Safety Committee. This committee's focus is on all aspects aimed at ensuring the quality and safety of healthcare, including activities traditionally referred to as "clinical governance". The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.

2. Purpose

The purpose of the Quality and Safety Committee is to provide:

- evidence based and timely advice to the board to assist it in discharging its functions and meeting its responsibilities with regard to the quality and safety of healthcare; and
- assurance to the board in relation to the health board's arrangements for safeguarding and improving the quality and safety of patient centred healthcare in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales.

1. Delegated Powers and Authority

The committee will, in respect of its provision of advice to the board:

- oversee the initial development of the health board's strategies and plans for the development and delivery of high quality and safe services, consistent with the board's overall strategic direction and any requirements and standards set for NHS bodies in Wales;
- consider the implications for quality and safety arising from the development of the health board's corporate strategies and plans or those of its stakeholders and partners, including those arising from any joint (sub) committees of the board; and
- consider the implications for the health board's quality and safety arrangements from review/investigation reports and actions arising from the work of external regulators.

The committee will, in respect of its assurance role, seek assurances that governance (including risk management) arrangements are appropriately designed and operating effectively to ensure the provision of high quality, safe healthcare and services across the whole of the health board's activities.

To achieve this, the committee's programme of work will be designed to ensure that, in relation to all aspects of quality and safety:

- there is clear, consistent strategic direction, strong leadership and

- transparent lines of accountability;
- the organisation, at all levels (locality/directorate/clinical team) has a citizen centred approach, putting patients, patient safety and safeguarding above all other considerations;
- the care planned or provided across the breadth of the organisation's functions (including locality/directorate/ clinical team and those provided by the independent or third sector) is consistently applied, based on sound evidence, clinically effective and meeting agreed standards;
- the organisation, at all levels (locality/directorate/clinical team), has the right systems and processes in place to deliver, from a patient's perspective - efficient, effective, timely and safe services;
- the workforce is appropriately selected, trained, supported and responsive to the needs of the service, ensuring that professional standards and registration/revalidation requirements are maintained;
- there is an ethos of continual quality improvement and regular methods of updating the workforce in the skills needed to demonstrate quality improvement throughout the organisation;
- there is good team working, collaboration and partnership working to provide the best possible outcomes for its citizens;
- risks are actively identified and robustly managed at all levels of the organisation;
- decisions are based upon valid, accurate, complete and timely data and information;
- there is continuous improvement in the standard of quality and safety across the whole organisation – continuously monitored through the Health and Care Standards for Wales;
- all reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the quality and safety of care provided, and in particular that:
 - sources of internal assurance are reliable, e.g., internal audit and clinical audit teams have the capacity and capability to deliver;
 - recommendations made by internal and external reviewers are considered and acted upon on a timely basis; and
 - lessons are learned from patient safety incidents, complaints and claims.

The committee will advise the board on the adoption of a set of key indicators of quality of care against which the health board's performance will be regularly assessed and reported on through annual reports.

The committee will receive reports through the Information Governance Board relating to quality and safety issues, with the Audit Committee overseeing the overall information governance arrangements.

4. Authority

The committee is authorised by the board to investigate or have investigated any activity within its terms of reference. In doing so, the committee shall have the right to inspect any books, records or documents of the health board relevant to the committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the committee); and
- other committee, sub-committee or group set up by the board to assist it in the delivery of its functions.

The committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the board's procurement, budgetary and other requirements.

5. Access

The head of internal audit shall have unrestricted and confidential access to the chair of the Quality and Safety Committee.

The committee will meet with internal and external audit (and, as appropriate, nominated representatives of Healthcare Inspectorate Wales) without the presence of officials on at least one occasion each year.

The chair of the Quality and Safety Committee shall have reasonable access to executive directors and other relevant senior staff.

6. Sub-Committees

The committee may, subject to the approval of the health board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of committee business. The following sub-committees have been established:

- Quality and Safety Forum

7. Membership

The committee shall comprise four non-officer members of the board. It may also co-opt additional independent "external" members from outside the organisation to provide specialist skills, knowledge and expertise.

Executive directors with responsibility for quality and safety should be in attendance at the committee, including the Chief Operating Officer (with executive director portfolio for primary care and mental health) and the chief executive and other executive directors should attend from time to time as required by the committee chair

The committee chair may extend invitations to attend committee meetings as required to the following:

- leads from localities/directorates/clinical teams;
- representatives of partnership organisations;
- public and patient involvement representatives; and
- Trade union representatives

As well as others from within or outside the organisation who the committee considers should attend, taking account of the matters under consideration at each meeting.

The membership of the committee shall be determined by the board, based on the recommendation of the health board chair - taking account of the balance of skills and expertise necessary to deliver the committee's remit and subject to any specific requirements or directions made by the Welsh Government.

Members' terms of office will be reviewed annually by the board chair. A member may resign or be removed by the board.

Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the board, based upon the recommendation of the health board Chair and, where appropriate on the basis of advice from the health board's Workforce and Organisational Development Committee.

8. Committee Meetings

Meetings shall be held no less than bi-monthly and otherwise as the chair of the committee deems necessary – consistent with the health board's annual plan of board business.

At least two members must be present to ensure the quorum of the committee, including either the committee chair or vice-chair.

The committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

The director of corporate governance/board secretary, on behalf of the committee chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the health board's overall organisational development programme developed by the Director of Workforce and Organisational Development.

The committee secretary is determined by the director of corporate governance/board secretary.

9. Relationships and Accountabilities with the Board and its Committees/Groups

Although the board has delegated authority to the committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens. The committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference.

The committee, through its chair and members, shall work closely with the board's other committees, including joint (sub) committees and groups to provide advice and assurance to the board through the:

- joint planning and co-ordination of board and committee business; and

- sharing of information.

In doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the board's overall risk and assurance framework. This will be achieved primarily through the Audit Committee.

The committee shall embed the health board's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

10. Reporting and Assurance Arrangements

The committee chair shall:

- report formally, regularly and on a timely basis to the board on the committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports, as well as the presentation of an annual report;
- bring to the board's specific attention any significant matters under consideration by the committee;
- ensure appropriate escalation arrangements are in place to alert the health board chair, chief executive or chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the health board.

The board may also require the committee chair to report upon the committee's activities at public meetings or to community partners and other stakeholders, where this is considered appropriate, for example where the committee's assurance role relates to a joint or shared responsibility.

The director of corporate governance/board secretary, on behalf of the board, shall oversee a process of regular and rigorous self assessment and evaluation of the committee's performance and operation including that of any sub committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Quality and Safety Committee handbook.

11. Applicability of Standing Orders to Committee Business

The requirements for the conduct of business as set out in the health board's standing orders are equally applicable to the operation of the committee, except in the following areas:

- quorum
- notice of meetings
- notifying the public of meetings
- admission of the public, the press and other observers

12. Review

These terms of reference and operating arrangements shall be reviewed annually by the committee with reference to the board.



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Audit Committee Terms of Reference

1. Introduction/Constitution

1.0.1 The health board's standing orders provide that "*The Board may and, where directed by the Welsh Government must, appoint Committees of the LHB 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*".

ABMU Health Board resolves to establish a committee to be known as the Audit Committee (the committee). It is a non-executive committee and has no executive powers, other than those specifically delegated in these terms of reference.

2. Purpose

1.0.2 The purpose of the committee is to advise and assure the board and the accountable officer on whether effective arrangements are in place - through the design and operation of the health board's assurance arrangements - to support them in their decision taking and in discharging their accountabilities for securing the achievement of the health board's objectives, in accordance with the standards of good governance determined for the NHS in Wales.

1.0.3

Where appropriate, the committee will advise the board and the accountable officer on where and how its assurance arrangements may be strengthened and developed further.

3. Delegated Powers and Authority (Responsibilities)

The committee's duties/responsibilities can be categorised as follows:

(a) Integrated Governance, Risk Management and Internal Control

The committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (clinical and non-clinical), that supports the achievement of the organisation's objectives.

In particular, the committee will review the adequacy and effectiveness of:

- All risk and control related disclosure statements (in particular the governance statement) together with any accompanying head of internal audit opinion, external audit opinion or other appropriate independent assurances, prior to submission to the health board;
- The underlying assurance processes that indicate the degree of achievement of the organisation's objectives, the effectiveness of the management of principal risks and the appropriateness of the above

- disclosure statements;
- The efficiency effectiveness and economic use of resources;
- The extent to which the organisation safeguards and protects all its assets, including its people to ensure the provision of high quality, safe healthcare for its citizens;
- The organisation's annual report;
- The board's standing orders and standing financial instructions (including associated framework documents, as appropriate);
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications;
- The policies and procedures for all work related to counter fraud as required by NHS Counter Fraud Authority;
- The arrangements in place to ensure the reliability, integrity, safety and security of the information collected and used by the organisation. This will be done through regular reports made by the Information Governance Board;
- The arrangements in place to secure active, ongoing assurance from management with regard to their responsibilities and accountabilities, whether directly to the board and the accountable officer or through the work of the board's committee;
- The work carried out by the whole range of external review bodies and ensure it is brought to the attention of the board, and that the organisation is aware of the need to comply with related standards and recommendations of these review bodies, and the risks of failing to comply.

In carrying out this work, the committee will primarily use the work of internal audit, external audit and other assurance functions, but it will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the committee's use of an effective assurance framework to guide its work and the audit and assurance functions that report to it.

As part of its integrated approach, the committee will have effective relationships with other key committees (for example Quality and Safety Committee) so that it understands processes and linkages. However these other committees must not usurp the Audit Committee's role.

(b) Internal Audit

The committee shall ensure that there is an effective internal audit function which provides appropriate independent assurance to the committee, accountable officer and health board. This will be achieved by:

- Considering the provision of the internal audit service and the costs involved;
- Reviewing and approving the annual internal audit plan and more

detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework;

- Considering the major findings of internal audit work (management responses) and ensuring co-ordination between the internal and external auditors to optimise the use of audit resources;
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation;
- Monitoring the effectiveness of internal audit and carrying out an annual review.

(c) External Audit

The committee will review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:

- Discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the draft annual plan;
- Discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee;
- Reviewing all external audit reports, including the report to those charged with governance (before its submission to the health board) and any work undertaken outside of the annual audit plan, together with the appropriateness of management responses;
- Ensuring that there is in place a clear policy for the engagement of external auditors which informs (but not replace) internal assurance activity.

(d) Other assurance functions

The committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation.

These will include, but not be limited to, any reviews by Welsh Government's regulators or inspectors and professional bodies with responsibility for the performance of staff or functions.

In addition, the committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the committee's own areas of responsibility. In particular, this will include any clinical governance, risk management or quality committees that are established.

In reviewing the work of a clinical governance committee, and issues around clinical risk management, the committee will wish to satisfy itself on the assurance that can be gained from the clinical audit function. It will do this through an annual review of the work of the Quality and Safety Committee.

(e) Counter Fraud

The committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud that meet NHS Counter Fraud

Authority's standards and shall review the outcomes of work in these areas.

(f) Management

The committee shall request and review reports, evidence and assurance from directors and management on the overall arrangements for governance, risk management and internal control.

The committee may also request specific reports from individual functions within the organisation (for example, clinical audit).

(g) Financial Reporting

The committee shall monitor the integrity of the financial statements of the organisation and any formal announcements relating to its financial performance, including the schedule of losses and compensation.

The committee should ensure that the systems for financial reporting to the governing body, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.

The committee shall review the annual report and financial statements before submission to the health board, focussing particularly on:

- The wording in the annual governance statement and other disclosures relevant to the terms of reference of the committee;
- Changes in, and compliance with, accounting policies, practices and estimation techniques;
- Unadjusted mis-statements in the financial statements;
- Significant judgements in preparation of the financial statements;
- Significant adjustments resulting from the audit;
- Letter of representation;
- Explanations for significant variances.

(h) Whistle blowing

The committee shall review the effectiveness of the arrangements in place for allowing staff to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently.

4. Sub-Committees

The committee may, subject to the approval of the board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of committee business. The following sub-committees have been established:

- **Hosted agencies governance sub-committee**

5. Membership

The committee shall comprise four independent members of the health board; two of whom will be appointed as chair and vice-chair. The chair of the organisation itself shall not be a member of the committee. The committee may also co-opt additional independent 'external' members from outside of the organisation to provide specialist skills, knowledge and expertise.

At least two members must be present to ensure the quorum of the committee, including either the committee's chair or vice-chair. To ensure the meeting is quorate, other independent members can be asked to attend by the chair.

The membership of the committee shall be determined by the board, based on the recommendation of the health board's chair - taking account of the balance of skills and expertise necessary to deliver the committee's remit and subject to any specific requirements or directions made by Welsh Government.

Members' terms of office will be reviewed annually by the health board's chair but a member may resign or be removed by the board.

Committee members' terms and conditions of appointment, (including any remuneration and reimbursement) are determined by the board, based upon the recommendation of the health board's chair (and on the basis of advice from the Workforce and Organisational Development Committee).

6. Attendance at Meetings

The Directors of Finance, Nursing and Patient Experience and Corporate Governance (Board Secretary), along with appropriate internal and external audit representatives, shall attend meetings. The counter fraud specialist will attend a minimum of two meetings a year.

The accountable officer (Chief Executive) should be invited to attend meetings and should discuss at least annually with the committee the process for assurance that supports the governance statement. He or she should also attend when the committee considers the draft annual governance statement as well as the annual report and accounts.

Other executive directors/managers should be invited to attend, particularly when the committee is discussing areas of risk or operation that are within their areas of responsibility. The chair of the committee may also invite any other health board officials and/or others from within or outside of the organisation to attend all or part of a meeting to assist with its discussions.

The organisation's Director of Corporate Governance (Board Secretary) shall determine secretariat support to attend to take minutes of the meeting and to provide appropriate support to the chair and committee members.

At least once a year, the committee shall meet privately with the external and internal auditors.

The committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

7. Frequency of Meetings

Meetings shall be held bi-monthly and otherwise as the chair, committee or health board deem necessary, consistent with the health board's annual plan of business.

8. Access

The head of internal audit, representative of external audit and counter fraud specialist have a right of direct access to the chair of the committee. In addition, the chair of the committee shall have reasonable access to executive directors and other senior staff.

9. Authority

The committee is authorised by the health board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the committee. The committee is authorised by the health board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if considered necessary.

10. Relationship and Accountabilities with the Board and its Committees and Groups

Although the board has delegated authority to the committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

The committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference.

The committee, through its chair and members, shall work closely with the board's other committees, including joint (sub) committees and groups to provide advice and assurance to the board through the joint planning and co-ordination of board and committee business and sharing of information. In doing so, it will contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the board's overall risk and assurance framework.

The committee will consider the assurance provided through the work of the board's other committees and sub-groups to meet its responsibilities for advising the board on the adequacy of the overall framework of assurance.

The committee shall embed the health board's corporate standards, priorities and requirements, for example equality and human rights, through the conduct of its business.

11. Reporting and Assurance Arrangements

The committee shall report to the health board on how it discharges its responsibilities and ensure appropriate escalation arrangements are in place to alert the Chair, Chief Executive (as accountable officer) or chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the health board.

The minutes of the committee meetings shall be formally recorded by the secretary and submitted to the health board. The chair of the committee shall draw to the attention of the health board any issues that require disclosure to the full governing body or require executive action.

The committee will report to the health board at least annually in its work in support of the annual governance statement, specifically commenting on:

- The fitness for purpose of the assurance framework;
- The completeness and 'embeddedness' of risk management in the organisation;
- The integration of governance arrangements;
- The appropriateness of the evidence that shows the organisation is fulfilling regulatory requirements relating to its existence as a functioning business;
- The robustness of the processes behind the quality accounts.

This annual report should also describe how the committee has fulfilled its terms of reference and give details of any significant issues that the committee considered in relation to the financial statements and how they were addressed.

12. Administrative Support

The committee shall be supported administratively by its secretary – his or her duties in this respect will include:

- Agreement of agendas with the chair and attendees;
- Preparation, collation and circulation of minutes;
- Ensuring that those invited to each meeting attend;
- Taking the minutes and helping the chair to prepare reports to the health board;
- Keeping a record of matters arising and issues to be carried forward;
- Arranging meetings for the chair, for example, with the internal/external auditors or local counter fraud specialists;
- Maintaining records of members' appointments and renewal dates;
- Advising the committee on pertinent issues/areas of interest/policy developments;
- Ensuring that action points are taken forward between meetings;
- Ensuring that committee members received the development and training they need.

The Director of Corporate Governance (Board Secretary), on behalf of the committee chair and/or board, shall:

- Arrange the provision of advice and support to committee members on any aspect related to the conduct of their role;
- Ensure the provision of a programme of organisational development for committee members as part of the overall organisational development programme;
- Oversee a process of regular and rigorous self-assessment and evaluation of the committee's performance and operation including that of any sub-committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Audit Committee Handbook.

13. Applicability of Standing Orders to Committee Business

The requirements for the conduct of business as set out in the health board's standing orders are equally applicable to the operation of the committee, except in the following areas:

- Quorum
 - Notice of meetings
 - Notifying the public of meetings
 - Admission of the public, the press
- and other observers

14.	Review
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These terms of reference and operating arrangements shall be reviewed annually by the committee with reference to the board.



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Remuneration and Terms of Service Committee

Terms of Reference and Operating Arrangements

1. INTRODUCTION

- 1.1 The Abertawe Bro Morgannwg University LHB standing orders provide that *“The Board may and, where directed by the Assembly Government must, appoint Committees of the LHB 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".

- 1.2 In line with standing orders (and the LHB's scheme of delegation), the Board shall nominate annually a committee to be known as the **Remuneration & Terms of Service Committee**. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

2. PURPOSE

- 2.1 The purpose of the Remuneration & Terms of Service Committee "the Committee" is to provide:

- **advice** to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by Welsh Government; and
- **assurance** to the Board in relation to the LHB's arrangements for the remuneration and terms of service, including contractual arrangements, for all staff, in accordance with the requirements and standards determined for the NHS in Wales and to perform certain, specific functions on behalf of the Board.

- 2.2 The Committee shall have no powers to develop or modify existing pay schemes.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 The Board has delegated the following specific powers to the Committee:

- to consider and ratify Voluntary Early Release scheme applications and severance payments in line with Standing Orders and extant Welsh Government guidance.

- 3.2 With regard to its role in providing advice and assurance to the Board, the Committee will:

- Ratify appointment and manage appraisal, discipline and dismissal of the Chief Executive;
- Approve the appointment, appraisal, discipline and dismissal of the Executive Directors, other Very Senior Managers (VSMs) not covered by Agenda for Change and any other Board level appointments, e.g., the Director of Corporate Governance including board secretary ensuring that the policies on remuneration and terms of service as determined from time to time by Welsh Government are applied consistently;
- Approve proposals to make additional payments to consultants;
- Approve proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.
- Approve proposals around Clinical Excellence Awards, Senior Management Pay Scale issues and Severance/Compromise Agreements.
- To consider and approve any other extraordinary payments proposed within the Health Board.

- To regularly review, in conjunction with the Chief Executive, the structure, size and composition of the Executive Team, including giving full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the Health Board and the skills and expertise required.

Authority

3.2 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the LHB, relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
- any other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

3.3 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

Sub Committees

3.4 The Committee may, subject to the approval of the Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

4. MEMBERSHIP

Members

4.1 A minimum of four (4) members, comprising:

- Chair Chair of the Board
- Vice Chair Independent member of the Board
- Members At least two other independent members of the Board, including the chair of the Audit Committee

In attendance

4.2 The Committee Chair may invite:

- the Chief Executive
- the Director of Workforce & Organisational Development;
- any other LHB officials; and/or
- any others from within or outside the organisation
- to attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

Secretariat

4.3 Secretary: as determined by the Director of Corporate Governance/Board Secretary

Member Appointments

- 4.4 The membership of the Committee shall be determined by the Board, based on the recommendation of the LHB Chair, and subject to any specific requirements or directions made by Welsh Government.
- 4.5 Appointed members shall hold office for a minimum period of one year, during which time a member may resign or be removed by the Board. Committee members may be reappointed up to a maximum period of three consecutive years. Membership is conditional on continued appointment as a Board member.

Support to Committee Members

- 4.6 The Director of Corporate Governance/Board Secretary, on behalf of the Committee Chair, shall:

- Arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the LHB's overall OD programme developed by the Director of Workforce & Organisational Development.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least three members must be present to ensure the quorum of the Committee, one of whom must be the Chair.

Frequency of Meetings

- 5.2 The Chair of the Committee, in agreement with Committee Members, shall determine the timing and frequency of meetings, as deemed necessary. It is expected that the Committee shall meet at least once a year, consistent with the LHB's annual plan of Board Business.

Withdrawal of individuals in attendance

- 5.3 The Committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of any particular matter.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability in relation to its role as Corporate Trustee.
- 6.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.3 The Committee, through its Chair and members, shall work closely with the Board's other committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business; and sharing of appropriate information in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall assurance framework.
- 6.4 The Committee shall embed the LHB's corporate standards, priorities

and requirements, e.g., equality and human rights through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 The Committee Chair shall:
- report formally and on a timely basis to the Board on the Committee's activities, in a manner agreed by the Board;
 - bring to the Board's specific attention any significant matter under consideration by the Committee;
 - ensure appropriate escalation arrangements are in place to alert the LHB Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the LHB.
- 7.2 The Director of Corporate Governance/Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self assessment and evaluation of the Committee's performance and operation including that of any sub committees established.
- 7.3 The Committee shall provide a written, annual report to the board on its activities. The report will also record the results of the committee's self assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in the LHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum
 - Notice of meetings
 - Notifying the public of Meetings
 - Admission of the public, the press and other observers

9. REVIEW

- 9.1 These terms of reference and operating arrangements shall be reviewed annually.

Review date: June 2018



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Bwrdd Iechyd Prifysgol
Abertawe Bro Morgannwg
University Health Board



Mental Health Legislation Committee

Terms of Reference

1. INTRODUCTION

The Abertawe Bro Morgannwg University Local Health Board (the health board) standing orders provide that “*The board may and, where directed by the Welsh Government must, appoint committees of the health 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*”.

In line with standing orders (and the health board’s scheme of delegation), the board shall nominate a committee to be known as the **Mental Health Legislation Committee**. The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.

The remit of this committee is to consider and monitor the use of the Mental Health Act 1983 (MHA), Mental Capacity Act 2005 (which includes the Deprivation of Liberty Safeguards (DoLS)) (MCA) and the Mental Health (Wales) Measure 2010 (the measure).

A summary of the definitions of legislation and a glossary of terms are appended at **appendix 1**.

2. PURPOSE

The committee is to give assurance to the board that:

- hospital managers’ duties under the Mental Health Act 1983;
- the functions and processes of discharge under section 23 of the Mental Health Act 1983; and
- the provisions set out in the Mental Capacity Act 2005 and in the Mental Health Measure (Wales) 2010;

are all exercised in accordance with statute and that there is compliance with:

- the Mental Health Act 1983 Code of Practice for Wales;
- the Mental Capacity Act 2005 Code of Practice;
- the Mental Capacity Act 2005 Deprivation of Liberty Safeguards Code of Practice; and
- the associated regulations.

The Committee will also advise the board of any areas of concern in relation to compliance with any of the mental health and capacity legislation.

3. SCOPE AND DUTIES

The committee will:

- ensure that those acting on behalf of the Board in relation to the provisions of mental health and capacity legislation, including the measure, have the requisite skills and competencies to discharge the board’s responsibilities;

- identify matters of risk relating to mental health and capacity legislation and seek assurance that such risks are being mitigated;
- consider and approve relevant policies and control documents in support of the operation of mental health and capacity legislation;
- monitor the use of the legislation and consider local trends and benchmarks;
- consider matters arising from the hospital managers' power of discharge sub-committee;
- ensure that **all** other relevant associated legislation is considered in relation to mental health and capacity legislation;
- consider matters arising from reports from Healthcare Inspectorate Wales, including visits, which relate to mental health and capacity legislation;
- consider any reports made by the Public Services Ombudsman for Wales regarding complaints about mental health and capacity legislation;
- consider any other information or reports that the committee deems appropriate.

4. DELEGATED POWERS AND AUTHORITY

The committee is authorised by the board to:

- investigate or have investigated any activity within its terms of reference and in performing these duties, shall have the right, at all reasonable times, to inspect any books, records or documents of the health board relevant to the committee's remit. It can seek any relevant information it requires from any employee and all employees are directed to co-operate with any reasonable request made by the committee;
- obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to the board's budgetary and other requirements; and
- by giving reasonable notice, require the attendance of any of the officers or employees and auditors of the board at any meeting of the committee.

Sub Committees

The committee may, subject to the approval of the health board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of committee business. The following sub committees have been established:

- Hospital Managers Power of Discharge Sub-Committee

This sub-committee has delegated authority to appoint and annual appraise associate hospital managers.

5. MEMBERSHIP OF MENTAL HEALTH & CAPACITY LEGISLATION COMMITTEE

A minimum of six members, comprising:

- Four independent members;
- Director of Nursing and Patient Experience; and
- Director of Primary, Community and Mental Health Services.

The membership of the committee shall be determined by the board, based on the recommendation of the Chair, but should always include the vice-chair, and be subject to any specific requirements or directions made by the Welsh Government.

Members' terms of office will be reviewed annually by the committee and a member may resign or be removed.

The committee chair may invite other executive directors or health board officials to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

The Director of Corporate Governance/Board Secretary shall ensure effective secretariat support is provided to the committee.

6. COMMITTEE MEETINGS

Quorum

At least three members must be present to ensure the quorum of the Committee. Of these three, two must be independent members.

Frequency of meetings

Meetings shall be held no less than quarterly and otherwise as the committee chair deems necessary and consistent with the health board's annual plan of board business.

Withdrawal of individuals in attendance

The committee may require those in attendance in the meeting to leave should private discussion of an issue be required.

7. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

Although the board has delegated authority to the committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for the safety, security and use of information to support the quality and safety of healthcare for its patients through the effective governance of the organisation.

The committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference.

The committee, through its chair and members, shall work closely with the board's other committees and groups to provide advice and assurance to the board through the:

- joint planning and co-ordination of board and committee business; and
- sharing of information.

In doing so, it will contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the board's overall risk and assurance framework.

The committee shall embed the health board values, corporate standards, priorities and requirements, for example equality and human rights, through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

The committee chair shall:

- report formally, regularly and on a timely basis to the board on the committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports, as well as the presentation of an annual report;
- bring to the board's specific attention any significant matters under consideration by the committee;
- ensure appropriate escalation arrangements are in place to alert the health board Chair, Chief Executive or chairs of other committee of any urgent or critical matters that may affect the operation and reputation of the health board.

The board may also require the committee chair to report upon the committee's activities at public meetings, for example the board's annual general meeting, or to community partners and other stakeholders, where this is considered appropriate, for example where the committee's assurance role relates to a joint or shared responsibility.

The Director of Corporate Governance/Board Secretary, on behalf of the board shall oversee a process of regular and rigorous self assessment and evaluation of the committee's performance and operation, including that of any sub-committees established.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the health board's standing orders are equally applicable to the operation of the committee, except in the following areas:

- Quorum;
- Notice of meetings;
- Notifying the public of meetings; and
- Admission of the public, the press and other observers.

10. REVIEW

These terms of reference and operating arrangements shall be reviewed annually by the committee with reference to the board.

Mental Health and Capacity Legislation - Definitions

Mental Health Act

- 1.4 The Mental Health Act 1983 covers the detention of people deemed a risk to themselves or others. It sets out the legal framework to allow the care and treatment of mentally disordered persons. It also provides the legislation by which people suffering from a mental disorder can be detained in hospital to have their disorder assessed or treated against their wishes.
- 1.5 The MHA introduced the concept of “Hospital Managers” which for hospitals managed by a Local Health Board are the Board Members. The term “Hospital Managers” does not occur in any other legislation.
- 1.6 Hospital Managers have a central role in operating the provisions of the MHA; specifically, they have the authority to detain patients admitted and transferred under the MHA. For those patients who become subject to Community Order after Treatment (CTO), the Hospital Managers are those of the hospital where the patient was detained immediately before going on to SCT - i.e. the responsible hospital or the hospital to which responsibility has subsequently been assigned.
- 1.7 Hospital Managers must ensure that patients are detained only as the MHA allows, that their treatment and care is fully compliant with the MHA and that patients are fully informed of and supported in exercising their statutory rights. Hospital Managers must also ensure that a patient’s case is dealt with in line with associated legislation.
- 1.8 With the exception of the power of discharge, arrangements for authorising day to day decisions made on behalf of Hospital Managers have been set out in the UHB Scheme of Delegation.

Mental Health Measure

- 1.9 The Mental Health (Wales) Measure received Royal Assent in December 2010 and is concerned with:
 - providing mental health services at an earlier stage for individuals who are experiencing mental health problems to reduce the risk of further decline in mental health;
 - making provision for care and treatment plans for those in secondary mental health care and ensure those previously discharged from secondary mental health services have access to those services when they believe their mental health may be deteriorating;
 - extending mental health advocacy provision.

Mental Capacity Act

- 1.10 The MCA came into force mainly in October 2007. It was amended by the

Mental Health Act 2007 to include the Deprivation of Liberty Safeguards (DoLS). DoLS came into force in April 2009.

1.11 The MCA covers three main issues –

- The process to be followed where there is doubt about a person's decision-making abilities and decisions may need to be made for them (e.g. about treatment and care)
- How people can make plans and/or appoint other people to make decisions for them at a time in the future when they can't take their own decisions
- The legal framework for caring for adult, mentally disordered, incapacitated people in situations where they are deprived of their liberty in hospitals or care homes (DoLS)

Thus the scope of MCA extends beyond those patients who have a mental disorder.

Glossary of Terms

Definition	Meaning
Informal patient	Someone who is being treated for mental disorder in hospital and who is not detained under the Act
Detained patient	A patient who is detained in hospital under the Act or who is liable to be detained in hospital but who is currently out of hospital eg on Section 17 leave
Section 135	Allows for magistrate to issue a warrant authorising a policeman to enter premises, using force if necessary, for the purpose of removing a mentally disordered person to a place of safety for a period not exceeding 24 hours, providing a means by which an entry which would otherwise be a trespass, becomes a lawful act.
Section 135(1)	Used where there is concern about the well being a person who is not liable to be detained under the Act so that he/she can be examined by a doctor and interviewed by an Approved mental Health Professional in order that arrangements can be made for his/her treatment or care.
Section 135 (2)	Used where the person is liable to be detained, or is required to reside at a certain place under the terms of guardianship, or is subject to a community treatment order or Scottish legislation. In both instances, the person can be transferred to another place of safety during the 24 hour period.
Section 136	Empowers a policeman to remove a person from a public place to a place of safety if he considers that the person is suffering from mental disorder and is in immediate need of care and control. The power is available whether or not the person has, or is suspected of having committed a criminal offence. The person can be detained in a place of safety for up to 24 hours so that

	<p>he can/she can be examined by a doctor and interviewed by an Approved Mental Health Professional in order that arrangements can be made for his/her treatment or care. The detained person can be transferred to another place of safety as long as the 24 hour period has not expired.</p>
Part 2 of the Mental Health Act 1983	<p>This part of the Act deals with detention, guardianship and supervised community treatment for civil patients. Some aspects of Part 2 also apply to some patients who have been detained or made subject to guardianship by the courts or who have been transferred from prison to detention in hospital by the Secretary of State for Justice under Part 3 of the Act.</p> <p>As part 2 patient is a civil patient who became subject to compulsory measures under the Act as a result of an application for detention by a nearest relative or an approved mental health professional founded on medical recommendations.</p>
Section 5(4)	<p>Provides for registered nurses whose field of practice is mental health or learning disabilities to invoke a holding power for a period of not more than 6 hours by completing the statutory document required.</p> <p>During this period the medical practitioner or approved clinician in charge, or his or her nominated deputy should examine the patient with a view to making a report under section 5(2).</p> <p>Alternatively a patient can be detained under section 2 or 3 if a full Mental Health Act assessment is achieved during the 6 hour period.</p>
Section 5(2)	<p>Enables an informal inpatient to be detained for up to 72 hours if the doctor or approved clinician in charge of the patient's treatment reports that an application under section 2 or 3 ought to be made.</p> <p>The purpose of this holding power is to prevent a patient from discharging him/herself from hospital before there is time to arrange for an application under section 2 or section 3 to be made. As soon as the power is invoked, arrangements should be made for the patient to be assessed by a potential applicant and recommending doctors.</p>
Section 4	<p>In cases of urgent necessity, this section provides for the compulsory admission of a person to hospital for assessment for a period of up to 72 hours.</p> <p>An application under this section should only be made when the criteria for admission for assessment are met, the matter is urgent and it would be unsafe to wait for a second medical recommendation i.e where the patient's urgent need for assessment outweighs the alternative of waiting for a medical recommendation by a second doctor.</p>

	<p>A psychiatric emergency arises when the mental state or behaviour of a patient cannot be immediately managed. To be satisfied that an emergency has arisen, there must be evidence of:</p> <ul style="list-style-type: none"> • An immediate and significant risk of mental or physical harm to the patient or to others • And/or the immediate and significant danger of serious harm to the property • And/or the need for physical restraint of the patient. <p>Section 4 cannot be renewed at the end of the 72 hour period. If compulsory detention is to be continued, the application must either be converted into a section 2 (admission for assessment) with the addition of a second medical recommendation, in which case the patient can be detained for a maximum of 28 days under that section beginning with the date of admission under section 4 or an application for treatment under section 3 should be made.</p> <p>The Act does not provide for a section 4 to be converted into a section 3 because the criteria for admission under each of these sections are different.</p>
Section 2	<p>Authorises the compulsory admission of a patient to hospital for assessment or for assessment followed by medical treatment for mental disorder for up to 28 days. Provisions within this section allow for an application to be made for discharge to the Hospital Managers or Mental Health Review Tribunal for Wales.</p> <p>If after the 28 days have elapsed, the patient is to remain in hospital, he or she must do so, either as an informal patient or as a detained patient under Section 3 if the grounds and criteria for that section have been met.</p> <p>The purpose of the section is limited to the assessment of a patient's condition to ascertain whether the patient would respond to treatment and whether an application under section 3 would be appropriate.</p> <p>Section 2 cannot be renewed and there is nothing in the Act that justifies successive applications for section 2 being made.</p> <p>The role of the nearest relative is an important safeguard but there are circumstance in which the county court has the powers to appoint another person to carry out the functions of the nearest relative:</p> <ul style="list-style-type: none"> • The patient has no nearest relative within the meaning of the Act • It is not reasonably practicable to find out if they have such a relative or who that relative is • The nearest relative is unable to act due to mental disorder or illness • The nearest relative of the person unreasonably objects to an application for section 3 or

	<p>guardianship</p> <ul style="list-style-type: none"> • The nearest relative has exercised their power to discharge the person from hospital or guardianship without due regard to the persons welfare or the public interest <p>This procedure may have the effect of extending the authority to detain under section 2 until the application to the County Court to appoint another person is finally disposed of.</p> <p>Patients admitted under section 2 are subject to the consent to treatment provisions in Part 4 of the Act.</p>
Section 3	<p>Provides for the compulsory admission of a patient to a hospital named in the application for treatment for mental disorder. Section 3 provides clear grounds and criteria for admission, safeguards for patients and there are strict provisions for review and appeal.</p> <p>Patients detained under this section are subject to the consent to treatment provisions contained in Part 4 of the Act below.</p>
Community Order after Treatment (CTO)	<p>Provides a framework to treat and safely manage suitable patients who have already been detained in hospital in the community. CTO provides clear criteria for eligibility and safeguards for patients as well as strict provisions for review and appeal, in the same way as for detained patients.</p>
Community Treatment Order (CTO)	<p>Written authorisation on a prescribed form for the discharge of a patient from detention in a hospital onto CTO.</p>
Section 17E (recall of a community patient to hospital)	<p>Provides that a Responsible Clinician may recall a patient to hospital in the following circumstances:</p> <ul style="list-style-type: none"> • Where the RC decides that the person needs to receive treatment for his or her mental disorder in hospital and without such treatment there would be a risk of harm to the health or safety of the patient or to other people. • Where the patient fails to comply with the mandatory conditions set out in section 17B (3)
Revocation	<p>Is the rescinding of a CTO when a SCT patient needs further treatment in hospital under the Act. If a patient's CTO is revoked the patient is detained under the powers of the Act in the same way as before the CTO was made.</p>
Part 3 of the Act	<p>Deals with the circumstances in which mentally disordered offenders and defendants in criminal proceedings may be admitted to and detained in hospital or received into guardianship on the order of the court. It also allows the Secretary of State for Justice to transfer people from prison to detention in hospital for treatment for mental disorder.</p> <p>Part 3 patients can either be restricted, which means that they are subject to special restrictions on when they can</p>

	be discharged, given leave of absence and various other matters, or they can be unrestricted, in which case they are treated for the most part like a part 2 patient.
Section 35	Empowers a Crown Court or Magistrates Court to remand an accused person to hospital for the preparation of a report on his mental condition if there is reason to suspect that the accused person is suffering from a mental disorder.
Section 36	Empowers a Crown Court to remand an accused person who is in custody either awaiting trial or during the course of a trial and who is suffering from mental disorder, to hospital for treatment.
Section 37	Empowers a Crown Court or Magistrates Court to make a hospital or guardianship order as an alternative to a penal disposal for offenders who are found to be suffering from mental disorder at the time of sentencing.
Section 38	Empowers a Crown Court or Magistrates Court to send a convicted offender to hospital to enable an assessment to be made on the appropriateness of making a hospital order or direction.
Section 41	Empowers the Crown Court, having made a hospital order under s.37, to make a further order restricting the patients discharge, transfer or leave of absence from hospital without the consent of the Secretary of State for Justice. Section 41 can also operate as a community section for people who were originally on section 37/41. When a section 37/41 is conditionally discharged it leaves the powers of Section 41 in place. This means that the person can leave hospital and live in the community but with a number of conditions placed upon them.
Section 45A	This is a court sentence to hospital for someone with a mental disorder at any time after admission, if the Responsible Clinician considers the treatment is no longer required or beneficial, the person can be transferred back to prison to serve the remainder of their sentence.
Section 47	Enables the Secretary of State for Justice to direct that a person serving a sentence of imprisonment or other detention be removed to and detained in a hospital to receive medical treatment for mental disorder.
Section 48	Empowers the Secretary of State for Justice to direct the removal from prison to hospital of certain categories of un-sentenced mentally disordered prisoners to receive medical treatment.
Section 49	Enables the Secretary of State for Justice to add an order restricting the patients discharge from hospital to a S.47 or S.48
CPI Act	Criminal Procedure (Insanity) Act 1964. This Act as amended by the Criminal Procedures (Insanity and Unfitness to Plead) Act 1991 and the Domestic Violence,

	<p>Crime and Victims Act 2004 provides for persons who are found unfit to be tried or not guilty by reason of insanity in respect of criminal charges. The court has three disposal options:</p> <ul style="list-style-type: none"> • To make a hospital order under section 37 of the MHA 1983 which can be accompanied by a restriction order under section 41. • To make a supervision order so that the offenders responsible officer will supervise him only to the extent necessary for revoking or amending the order. • Order the absolute discharge of the accused.
CTO (section 37)	Once an offender is admitted to hospital on a hospital order without restriction on discharge, his or her position is the same as if a civil patient, effectively moving from the penal into the hospital system. He or she may therefore be suitable for Community Order after Treatment (CTO)
Administrative Scrutiny	To be confirmed
Section 58(3) (a)	Certificate of consent to treatment (RC)
Section 58 (3) (b)	Certificate of second opinion (SOAD authorisation)
Section 58A(3)(c)	Certificate of consent to treatment, patients at least 18 years of age (RC)
Section 58A(4)(c)	Certificate of consent to treatment and second opinion, patients under 18 years of age (SOAD)
Section 58A(5)	Certificate of second opinion (patients not capable of understanding the nature, purpose and likely effects of the treatment) (SOAD)
Part 4A	Certificate of appropriateness of treatment to be given to a community patient (SOAD)
Section 62 – Urgent Treatment	<p>Where treatment is immediately necessary, a statutory certificate is not required if the treatment in question is:</p> <ul style="list-style-type: none"> • To save the patient's life • Or to prevent a serious deterioration of the patient's condition, and the treatment does not have unfavourable physical or psychological consequences which cannot be reversed and does not entail significant physical hazard • Or to prevent the patient behaving violently or being a danger to themselves or others, and the treatment represents the minimum interference necessary for that purpose, does not have unfavourable physical or psychological consequences which cannot be reversed and does not entail significant physical hazard.
Section 23	Provides for the absolute discharge from detention, guardianship or from a community treatment order of certain patients, by the Responsible Clinician, the Hospital Managers (or Local Social Services Authority for guardianship patients) or the patients nearest

	<p>relative. The discharge must be ordered; it cannot be affected by implication.</p> <p>Section 23 does not apply to patients who have been remanded to hospital by the courts or to patients subject to interim hospital orders.</p> <p>The Secretary of State for Justice has powers to discharge restricted patients under section 42(2)</p> <p>If at any time Responsible Clinicians conclude that the criteria justifying the continued detention or community treatment order are not met, they should exercise their power of discharge and not wait until such time that the detention order or CTO is due to expire.</p>
Section 117	<p>Services provided following discharge from hospital; especially the duty of health and social services to provide after-care under section 117 of the Act following the discharge of a patient from detention for treatment under the Act. The duty applies to CTO patients and conditionally discharged patients as well as those who have been absolutely discharged.</p>



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University Health Board



Workforce & Organisational Development (OD) Committee

Terms of Reference & Operating Arrangements

1. INTRODUCTION

- 1.1 The LHB's standing orders provide that *"The Board may and, where directed by the Assembly Government must, appoint Committees of the LHB 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"*.
- 1.2 In line with standing orders (and the LHB's scheme of delegation), the Board shall nominate annually a committee to be known as the **Workforce & Organisational Development (OD) Committee**. This committee's focus is on all aspects of workforce as a resource aimed at ensuring the strategic and operational workforce agenda, priorities and work plan enables the delivery of the LHBs objectives and supports quality and safety of healthcare and employment practice.
- 1.3 The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

2. PURPOSE

- 2.1 The Workforce & OD Committee "the Committee" is established for the following purposes:
- **To provide assurance** – in relation to the LHB's arrangements for workforce & OD ensuring they are in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales;
 - **To provide assurance** to the Board in relation to the LHB's arrangements for the implementation of remuneration agreements and terms and conditions including contractual arrangements, for all staff, in accordance with the requirements and standards determined for the NHS in Wales and to perform certain, specific functions on behalf of the Board. This will exclude issues considered by the Remuneration and Terms of Service Committee.

- **To plan and design** – a forum at which strategic workforce priorities can be **identified and agreed**, providing a vehicle for organisation wide multi-disciplinary **discussion and strategic planning** to support the development of workforce strategies and initiatives;
 - **To make decisions and provide advice** – on behalf of the Board **determine and agree** workforce solutions and initiatives for implementation within the organisation and provide evidence based and timely **advice** to the Board to assist it in discharging its functions and meeting its responsibilities with regard to workforce & OD matters;
- 2.2 The Committee will not routinely consider workforce matters that form part of the responsibility and that fall within the Terms of Reference of another LHB Committee. As such workforce performance metrics (reviewed by the Finance and Performance Committee) and the identified workforce projects and initiatives being managed though the Recovery and Sustainability will not feature within the core work of the Committee.
- 2.3 The Committee shall have no powers to develop or modify existing pay schemes.

3. KEY ACTIVITIES, DELEGATED POWERS AND AUTHORITY

Key Activities

- 3.3 With regard to its role in providing advice and assurance to the Board, the key activities of the Committee will include:
- Support and inform the development of a multi-disciplinary People Strategy for the Health Board, through the identification of key workforce priorities which:
 - take account and responds to the outcomes and objectives of the Parliamentary Review
 - identify and inform strategic workforce issues and ensure these are reflected in the Integrated Medium Term Plan (IMTP)
 - enhance service/quality improvement;
 - deliver sustained performance improvement and the organisational effectiveness of the workforce

- In respect to the development of a People Strategy the following areas of Workforce and OD activity will be specifically considered and informed by the Committee. The purpose being to develop plans and policy in the following areas of the strategic workforce agenda.
- Interventions to enhance staff engagement and experience, to include further embedding of Organisational values
- Review the outcomes of national and Organisational staff surveys to inform action and improvement plans
- Plans to enhance medical engagement
- Leadership development and management development
- Staff education and development, building teams, talent management and succession planning
- Recruitment and retention, to include the Widening Access and Working Longer agendas
- Prudent workforce resourcing encompassing workforce planning, role redesign, new role opportunities aligned to clinical service strategies
- Digital workforce solutions strategy and implementation
- Staff Health and well-being services (not covered within the R&S work programme)
- Relationships with educational partners
- Oversee and ensure the alignment of the LHB's Workforce & OD policies and frameworks with those of NHS Wales, including the future role, remit and relationship with Health Education Improvement Wales (HEIW) and the development of a workforce across the Health and Social care sectors in line with the recommendations of the Parliamentary review of Health and Social Care January 2018
- Oversee the application of key workforce related legislation and contractual arrangements to support long-term business goals and outcomes
- Monitor action taken in response to internal and external reports relating to workforce in terms of the organisation not individuals
- Ensure that medical education issues affecting junior doctors including rota risks are reported to the Committee, which in turn will be reported to the Board to meet the requirements of the GMC.

Areas of Assurance

3.2 The Committee will, in respect of its assurance role, seek assurances that governance (including risk management) arrangements are appropriately designed and operating effectively to ensure the delivery of the workforce & OD agenda across the full range of the LHB's services and oversee the delivery of agreed workforce priorities.

3.3 The Committee's will ensure that, in relation to all aspects of workforce & OD:

- there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;
- the workforce is appropriately selected, trained, supported and responsive to the needs of the service, ensuring that professional standards and registration/revalidation requirements are maintained;
- there is an ethos of continual quality improvement and regular methods of updating the workforce in the skills needed to demonstrate quality improvement throughout the organisation;
- there is good team working, collaboration and partnership working to provide the best possible outcomes for its citizens;
- there is continuous improvement in the workforce & OD agenda across the whole organisation – continuously monitored through the Healthcare and Standards for Wales;

Authority

3.4 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the LHB relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

- Employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and

- Other committee, subcommittee or group set up by the Board to assist it in the delivery of its functions.

3.5 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

Access

3.6 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Workforce & OD Committee.

3.7 The Committee will meet with Internal Audit [and, as appropriate, nominated representatives of Wales Audit Office / Healthcare Inspectorate Wales] without the presence of officials on at least one occasion each year.

3.8 The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Working Groups

The Committee may establish task and finish groups to carry out work on its behalf and will ask for report from existing groups where appropriate to include:

- Medical Workforce Group
- Nurse staffing Act Task and Finish Group
- Workforce Information System Board
- Health Professions Forum
- Therapies and Health Science Working Group
- Volunteers' Group

MEMBERSHIP

Members

4.1 Membership will comprise of the following 4 Members:

Chair	Non Officer Member of the Board
Vice Chair	Non Officer Member of the Board
Members	Two other Non Officer Members of the

Board.

Attendees

- 4.2 In attendance
- Director Workforce and OD
Assistant Directors of Workforce and OD
Medical Director or nominated deputy
Director of Nursing or nominated deputy
Director of Therapies and Health Sciences or nominated deputy
Chief Operating Officer (or nominated deputy)
A representative from each Delivery Unit to reflect a full spread of professions and functions
- 4.3 By invitation
- The Committee Chair may extend invitations to attend committee meetings as required to the following:
- The Chief Executive
 - Other Executive Directors; and/or
 - Any representative of operational service management as requested by the committee
 - Any representative of Swansea University
 - Any others officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter

Secretariat

- 4.4 Secretary As determined by the Board Secretary.

Member Appointments

- 4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the LHB Chair – taking account of the balance of skills and expertise necessary to deliver the committee's remit and subject to any specific requirements or directions made by the Welsh Government.

- 4.6 Members terms of office will be reviewed annually by the Board Chairman. A member may resign or be removed by the Board.
- 4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the LHB Chair

Support to Committee Members

- 4.8 The Board Secretary, on behalf of the Committee Chair, shall:
- Arrange the provision of advice and support to committee members on any aspect related to the conduct of their role.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least two members must be present to ensure the quorum of the Committee, including either the committee Chair or Vice Chair.

Frequency of Meetings

- 5.2 Meetings shall be held monthly. The format of the Committee will operate on a bi-monthly cycle, with alternating months used for either development, planning and visioning to inform the development of key issues for consideration, decision and approval and assurance.

Withdrawal of individuals in attendance

- 5.3 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

6. RELATIONSHIPS & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for

ensuring the workforce & OD agenda. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

6.2 The Committee, through its Chair and members, shall work closely with the Board's other committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business; and
- sharing of information

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework. This will be achieved primarily through the **Audit Committee**.

6.3 The Committee shall embed the LHB's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

7.1 The Committee Chair shall:

- Report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports, as well as the presentation of an annual report;
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- Ensure appropriate escalation arrangements are in place to alert the LHB Chair, Chief Executive or Chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the LHB.

7.2 The Board may also require the Committee Chair to report upon the committee's activities at public meetings, e.g. AGM, or to community partners and other stakeholders, where this is

considered appropriate, e.g. where the committee's assurance role relates to a joint or shared responsibility.

- 7.3 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in the LHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum
- Notice of meetings
- Notifying the public of Meetings
- Admission of the public, the press and other observers

9. REVIEW

- 9.1 These terms of reference and operating arrangements shall be reviewed annually by the Committee with reference to the Board.

Charitable Funds Committee

Terms of Reference &
Operating Arrangements

1. INTRODUCTION

- 1.1 The Local Health Board (LHB)'s standing orders provide that "*The Board may and, where directed by the Assembly Government must, appoint Committees of the LHB 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*".
- 1.2 In accordance with standing orders (and the LHB's scheme of delegation), the Board shall nominate annually a committee to be known as the **Charitable Funds Committee** "the Committee". The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

2. CONSTITUTION

- 2.1 The ABMU University LHB was appointed as corporate trustee of the charitable funds and its Board serves as its agent in the administration of the charitable funds held by the LHB.
- 2.2 The purpose of the Committee is to make and monitor arrangements for the control and management of the LHB's Charitable Funds.

3. SCOPE AND DUTIES

- 3.1 Within the budget, priorities and spending criteria determined by the LHB as trustee and consistent with the requirements of the Charities Act 1993, Charities Act 2006 (or any modification of these acts) to apply the charitable funds in accordance with their respective governing documents.
- 3.2 To ensure that the LHB policies and procedures for charitable funds investments are followed. To make decisions involving the sound investment of charitable funds in a way that both preserves

their value and produces a proper return consistent with prudent investment and ensuring compliance with:-

- Trustee Act 2000
- The Charities Act 1993
- The Charities Act 2006
- Terms of the fund's governing documents

- 3.3 To receive at least twice a year reports for ratification from the Director of Finance and investment decisions and action taken through delegated powers upon the advice of the LHB's investment adviser.
- 3.4 To oversee and monitor the functions performed by the Director of Finance as defined in Standing Financial Instructions.
- 3.5 To monitor the progress of Charitable Appeal Funds where these are in place and considered to be material.
- 3.6 To monitor and review the LHB's scheme of delegation for Charitable Funds expenditure and to set and reflect in Financial Procedures the approved delegated limits for expenditure from Charitable Funds.

4. DELEGATED POWERS AND DUTIES OF THE DIRECTOR OF FINANCE

- 4.1 The Director of Finance has prime responsibility for the LHB's Charitable Funds as defined in the LHB's Standing Financial Instructions. The specific powers, duties and responsibilities delegated to the Director of Finance are:-
- Administration of all existing charitable funds
 - To identify any new charity that may be created (of which the LHB is trustee) and to deal with any legal steps that may be required to formalise the trusts of any such charity
 - Provide guidelines with respect to donations, legacies and bequests, fundraising and trading income.
 - Responsibility for the management of investment of funds held on trust

- Ensure appropriate banking services are available to the LHB
- Prepare reports to the LHB Board including the Annual Account

5. AUTHORITY

5.1 The Committee is empowered with the responsibility for:-

- Overseeing the day to day management of the investments of the charitable funds in accordance with the investment strategy set down from time to time by the trustee and the requirements of the LHB's Standing Financial Instructions.
- The appointment of an investment manager (where appropriate) to advise it on investment matters and may delegate day-to-day management of some or all of the investments to that investment manager. In exercising this power the Committee must ensure that:
 - a) The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it
 - b) There are in place adequate internal controls and procedures which will ensure that the power is being exercised properly and prudently
 - c) The performance of the person or persons exercising the delegated power is regularly reviewed
 - d) Where an investment manager is appointed, that the person is regulated under the Financial Services Act 1986
 - e) Acquisitions or disposal of a material nature must always have written authority of the Committee or the Chair of the Committee in conjunction with the Director of Finance

- Ensuring that the banking arrangements for the charitable funds should be kept entirely distinct from the LHB's NHS funds.
- Ensuring that arrangements are in place to maintain current account balances at minimum operational levels consistent with meeting expenditure obligations, the balance of funds being invested in interest bearing deposit accounts
- The amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments
- The operation of an investment pool when this is considered appropriate to the charity in accordance with charity law and the directions and guidance of the Charity Commission. The Committee shall propose the basis to the LHB Board for applying accrued income to individual funds in line with charity law and Charity Commissioner guidance
- Obtaining appropriate professional advice to support its investment activities
- Regularly reviewing investments to see if other opportunities or investment services offer a better return.

5.2 The Committee is authorised by the Board to:

- investigate or have investigated any activity within its Terms of Reference and in performing these duties shall have the right, at all reasonable times, to inspect any books, records or documents of the LHB relevant to the Committee's remit. It can seek any relevant information it requires from any employee and all employees are directed to co-operate with any reasonable request made by the Committee;
- obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to the Board's budgetary and other requirements; and

- by giving reasonable notice, require the attendance of any of the officers or employees and auditors of the Board at any meeting of the Committee.

6. MEMBERSHIP

Members

6.1 A minimum of five (5) members, comprising:

Chair Independent member of the Board

Vice Chair Independent member of the Board

Members A minimum of 1 other Independent member of the Board and 2 Executive Directors, to include the LHB's Director of Strategy and Director of Finance. There may also be additional independent 'external' members¹ which have yet to be confirmed.

Attendees

6.2 In attendance The Committee may require the attendance for advice, support and information routinely at meetings from:

E.g., Charitable Funds Accountant *[or equivalent]*
LHB Investment Advisor

Secretariat

6.3 Secretary As determined by the Board Secretary

Member Appointments

6.4 The membership of the Committee shall be determined by the Board, based on the recommendation of the LHB Chair – but

¹ In order to demonstrate that there is a visible independence in the consideration of decisions and management of charitable funds from the LHB's core functions, the Board should consider extending membership to the Committee to independent members outside of the Board. For LHBs, one option might be to seek nominations from the Stakeholder Reference Group.

should always include the Chairman of the Audit Committee . The LHB chair shall also appoint any other independent members of the Board taking account of the balance of skills and expertise necessary to deliver the committee's remit and subject to any specific requirements or directions made by the Assembly Government.

6.5 The Chairman of the Audit Committee should be a permanent member of the Committee with any other Independent members appointed to hold office for a period of one year at a time, up to a maximum of 3 consecutive years. During this time a member may resign or be removed by the Board.

6.6 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the LHB Chair {and, where appropriate, on the basis of advice from the LHB's Remuneration and Terms of Service Committee}.

Support to Committee Members

6.7 The Board Secretary, on behalf of the Committee Chair, shall:

- Arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of organisational development for committee members as part of the LHB's overall OD programme developed by the Director of Workforce & Organisational Development.

7. COMMITTEE MEETINGS

Quorum

7.1 At least three members must be present to ensure the quorum of the Committee. Of these three, two must be independent

members (one of whom is the Chair or Vice Chair) and one must be the Director of Finance or his representative.

Frequency of meetings

- 7.2 Meetings shall be held no less than twice a year and otherwise as the Committee Chairs deems necessary – consistent with the LHB’s annual plan of Board Business.

Withdrawal of individuals in attendance

- 7.3 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

8. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 8.1 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 8.2 The Committee, through its Chair and members, shall work closely with the Board and, [*where appropriate, its committees and groups*], through the:
- joint planning and co-ordination of Board and Committee business; and
 - appropriate sharing of information in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board’s overall risk and assurance framework.
- 8.3 The Committee shall embed the LHB’s corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

9. REPORTING AND ASSURANCE ARRANGEMENTS

- 9.1 The Committee Chair shall agree arrangements with the LHB’s Chair to report to the board in their capacity as trustees. This

may include, where appropriate, a separate meeting with the Board.

- 9.2 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self assessment and evaluation of the Committee's performance and operation.

10. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 10.1 The requirements for the conduct of business as set out in the LHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas :

- Quorum
- Notice of meetings
- Notifying the public of Meetings
- Admission of the public, the press and other observers

11. REVIEW

- 11.1 These terms of reference and operating arrangements shall be reviewed annually by the Committee with reference to the Board.

Approved by CFC 03/17

Pharmaceutical Applications Committee

Terms of Reference &
Operating Arrangements

- 1.1 The Local Health Board (LHB)'s standing orders provide that "*The Board may and, where directed by the Assembly Government must, appoint Committees of the LHB /Trust 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*".
- 1.2 In accordance with standing orders (and the LHB's scheme of delegation), the Board shall nominate annually a committee to be known as the **Pharmaceutical Applications Committee** ("the Committee"). The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.
- 2.2 The purpose of the Committee is to deal with pharmaceutical applications in line with Assembly regulations and guidance.

2. SCOPE AND DUTIES

- 2.1 The purpose of the committee is to deal with pharmaceutical applications in line with Assembly regulations and guidance. This will include:
- All full applications for inclusion in the Pharmaceutical List of ABM University Health Board;
 - Applications for minor relocations;
 - Applications for change of ownership;
 - Applications from existing Pharmaceutical Contractors who wish to open additional premises;
 - Applications from existing Pharmaceutical Contractors who wish to relocate their premises;

- Applications from existing Pharmaceutical Contractors who wish to provide additional services to those already provided;
- Applications from existing Pharmaceutical Contractors who wish to withdraw a service/services from existing premises;
- Applications by General Medical Practitioners to provide Pharmaceutical Services and to extend dispensing areas;
- Applications in respect of rurality i.e. “Controlled Localities”; and
- “Serious difficulty” applications.

3. DELEGATED POWERS AND DUTIES

- 3.1 This role of the Committee will include approving applications in relation to the matters set out in Section 2, where appropriate, on behalf of the Health Board.

4. AUTHORITY

- 4.1 The Committee is empowered with the responsibility for making decisions on applications as set out in Section 2.
- 4.2 The Committee is authorised by the Board to:
- obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to the Board’s budgetary and other requirements; and
 - by giving reasonable notice, require the attendance of any of the officers or employees and auditors of the Board at any meeting of the Committee.

5. MEMBERSHIP

Members

- 5.1 A minimum of six (6) members, comprising:

Chair Non Officer Member of the Board – to be elected at each meeting

Members 3 Non Officer Members of the Board, including the Chair, preferably the community representatives
3 Locality Directors or their representatives.

Attendees

5.2 In attendance The following will be in attendance at meetings of the Committee:

- Community Pharmacy Wales representative
- Local Medical Committee representative
- Business Services Centre representative

Secretariat

5.3 Secretary Business Services Centre staff, in liaison with the Board Secretary

Member Appointments

5.4 The membership of the Committee shall be determined by the Board, based on the recommendation of the LHB Chair – taking account of the balance of skills and expertise necessary to deliver the committee’s remit and subject to any specific requirements or directions made by the Assembly Government.

5.5 Non Officer Members shall be appointed to hold office for a period of one year at a time, up to a maximum of 3 consecutive years. During this time a member may resign or be removed by the Board.

5.6 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the LHB Chair {and, where

appropriate, on the basis of advice from the LHB's Remuneration and Terms of Service Committee}.

Support to Committee Members

- 5.7 The Board Secretary, on behalf of the Committee Chair, shall:
- Arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
 - ensure the provision of a programme of organisational development for Committee members as part of the LHB's overall OD programme developed by the Director of Workforce & Organisational Development.

6. COMMITTEE MEETINGS

Quorum

- 6.1 At least three members must be present to ensure the quorum of the Committee. Of these three, one must be a Non Officer Member and one must be a Locality Director or his/her representative.

Frequency of meetings

- 6.2 Meetings shall be held no less than twice a year and otherwise as the Committee Chair deems necessary – consistent with the LHB's annual plan of Board Business.

Withdrawal of individuals in attendance

- 6.3 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

7. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 7.1 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

- 7.2 The Committee, through its Chair and members, shall work closely with the Board and, [*where appropriate, its committees and groups*], through the:
- joint planning and co-ordination of Board and Committee business; and
 - appropriate sharing of information in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.
- 7.3 The Committee shall embed the LHB's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

- 8.1 The Committee will routinely report the outcome of its deliberations to the Board.
- 8.2 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self assessment and evaluation of the Committee's performance and operation.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 9.1 The requirements for the conduct of business as set out in the LHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas :
- Quorum
 - Notice of meetings
 - Notifying the public of Meetings
 - Admission of the public, the press and other observers

10. REVIEW

10.1 These terms of reference and operating arrangements shall be reviewed annually by the Committee with reference to the Board.



GIG
CYMRU
NHS
WALES

Bwrdd Iechyd Prifysgol
Abertawe Bro Morgannwg
University Health Board



Performance and Finance Committee

Terms of Reference

1. INTRODUCTION

The Abertawe Bro Morgannwg University Local Health Board (the health board) standing orders provide that “*The board may and, where directed by the Welsh Government must, appoint committees of the health 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*”.

In line with standing orders (and the health board’s scheme of delegation), the board shall nominate a committee to be known as the **Performance and Finance Committee**. The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.

2. CONSTITUTION AND PURPOSE

The board has resolved to establish a Performance and Finance Committee which will allow appropriate scrutiny and review to a level of detail not possible in board meetings in respect of performance relating to:

- financial planning and monitoring, including delivery of savings programmes;
- activity and productivity including operation efficiency and effectiveness; and
- workforce metrics.

The committee will provide:

- evidence-based and timely advice to the board to assist it in discharging its functions and meeting its responsibilities with regard to agreed elements of financial and non-financial performance management arrangements, identifying risks and opportunities and ensuring these are managed; and
- assurance to the board in relation to the arrangements for developing and improving its financial and non-financial performance management arrangements to ensure the organisational aims and objectives are achieved. In doing this it will seek assurance from executives and others that appropriate actions are in place to improve performance.

It will also ensure that evidence-based and timely interventions are implemented to drive forward improved performance thereby allowing the health board to achieve the requirements and standards determined for NHS Wales and as outlined within the health board’s annual plan.

3. SCOPE AND DUTIES

Role and Responsibilities of the Performance and Finance Committee

The committee will, in respect of its provision of advice to the board, have responsibility to continually scrutinise, measure and challenge the health board’s financial and service performance. It will work with the Chief Executive

and executive team to consider the opportunities and risks for implementing change and reallocating resources to support good financial stewardship and performance improvement. In doing so, the committee will also engage with senior clinical leaders and managers to deliver required change and performance improvement.

It will monitor the in-year performance against the financial, activity and workforce targets agreed by the board, discussing and agreeing corrective action where necessary. In addition, it will monitor the development of key performance indicators across all parts of the organisation.

The committee will undertake 'deep dives' of specific areas and these will be supported by appropriate benchmarking information to ensure all services are striving to achieve optimum performance.

In respect of its provision of support to the board, the committee will provide advice on aligning service, workforce and financial performance matters into an integrated whole systems approach, as well as scrutinise and monitor the performance of the organisation and individual delivery units in the following areas to ensure the trajectories and plans set out in the annual plan are achieved:

- unscheduled care;
- cancer;
- referral to treatment times (RTT);
- infection control; and
- finance.

To achieve this, the committee's programme of work will be designed to ensure that:

- there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;
- risks are actively identified and robustly managed at all levels of the organisation;
- organisational decisions are based upon valid, accurate, complete and timely data and information.

Items to be placed on the agenda can come from several sources such as those below but are not limited to these:

- the committee's own scrutiny of finance, performance and workforce data within the integrated performance dashboards;
- Chair, Vice Chair and other members of the Board;
- Executive team;
- Recovery and Sustainability Programme Board;
- Audit Committee;
- Investment and Benefits Group;
- Capital Management Group.

Sub-Committees

The committee may, subject to the approval of the board, establish sub-

committees or task and finish groups to carry out on its behalf specific aspects of committee business.

4. AUTHORITY

The committee is authorised by the board to:

- Investigate or have investigated any activity within its terms of reference and in performing these duties, shall have the right, at all reasonable times, to inspect any books, records or documents of the health board. It can seek any information it requires from any employee and all employees are directed to co-operate with any request made by the committee;
- Obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to the board's budgetary and other requirements;
- By giving reasonable notice, require the attendance of any officers or employees and auditors of the board at any meeting.

5. MEMBERSHIP

A minimum of seven members, comprising:

- Four independent members;
- Director of Finance;
- Director of Strategy;
- Director of Workforce and Organisational Development;
- Chief Operating Officer;
- Assistant directors of finance and strategy.

The membership of the committee shall be determined by the board, based on the recommendation of the Chair, and subject to any specific requirements or directions made by the Welsh Government.

Members' terms of office will be reviewed annually by the committee and a member may resign or be removed.

The Chairman and Chief Executive will attend meetings at their discretion and the Director of Corporate Governance will routinely attend meetings, ensuring governance support and advice is available to the committee chair.

The committee chair may invite other executive directors or health board officials to attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

6. COMMITTEE MEETINGS

Quorum

At least four members must be present to ensure the quorum of the committee, two of whom must be independent members.

Chair

An independent member shall chair the committee.

Secretariat

The Director of Corporate Governance/Board Secretary will determine the secretarial and support arrangements for the committee.

Frequency of Meetings

Meetings shall be held on a monthly basis.

Committee Meetings

A standard agenda must be used as the basis for discussion at each meeting. Minutes prepared following a meeting shall be circulated to members and retained by the Director of Corporate Governance as formal record of the decision making for a period of seven years.

Withdrawal of individuals in attendance

The committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of any particular matter.

7. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

Although the board has delegated authority to the committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability in relation to its role as corporate trustee.

The committee is directly accountable to the board for its performance in exercising the functions set out in these terms of reference. Through its chair and members, it will work closely with the board's other committees and groups to provide advice and assurance to the board.

Also, it shall embed the health board's corporate standards, priorities and requirements, for example equality and human rights, through the conduct of its business.

8. REPORTING AND ASSURANCE ARRANGEMENTS

The committee chair shall:

- report formally and on a timely basis to the board on the committee's activities, in a manner agreed by the board. This includes verbal updates on activity and written reports, as well as the presentation of an annual report;
- bring to the board's specific attention any significant matter under consideration by the committee;
- ensure appropriate escalation arrangements are in place to alert the health board Chair, Chief Executive or chairs of other committee of any urgent or critical matters that may affect the operation and reputation of the health board;

- act in a structured way to escalate appropriate issues through the following stages:
 - **Stage 1** – Discussion, Review and Scrutiny. This is the Committee’s everyday practice. In this stage the Chair of the committee will make known any concerns to the Chief Executive who will ensure that there is clear accountability and delivery by the Executive Team.
 - **Stage 2** – Recovery Plan. The Committee requires the responsible Director to set out a plan and a profile to recover the performance and hit the target.
 - **Stage 3** – If the Recovery Plan is not delivered to target or the profile is missed, the Committee will require the Director to attend each meeting and account for the management of the issue until it is resolved. At this stage the Chair of the Committee will raise the concerns directly to the Chief Executive.
 - **Stage 4** – Continued poor performance will be formally referred to the Chairman and Chief Executive in order that the matter becomes a Board issue.

The Director of Corporate Governance, on behalf of the Board, shall oversee a process of regular and rigorous self assessment and evaluation of the committee’s performance and operation, including that of any sub-committees established.

The committee shall provide a written annual report to the board on its activities, which will also record the results of the committee’s self assessment and evaluation.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the health board’s standing orders are equally applicable to the operation of the committee, except in the following areas:

- quorum;
- notice of meetings;
- notifying the public of meetings; and
- admission of the public, the press and other observers.

10. REVIEW

These terms of reference and operating arrangements shall be reviewed at least annually.

Annual review date: April 2019

Strategy, Planning and Commissioning Group

Terms of Reference &
Operating Arrangements

Date of Review: April 2017

1. PURPOSE

1.1 The group will, in respect of its provision of advice to the Board:

- Develop proposals on the overall strategic direction for the organisation;

- oversee the development of the LHB's Integrated Medium Term Plan (IMTP), consistent with the Board's overall strategic direction and any requirements and standards set for NHS bodies in Wales – managing performance of the IMTP will be the responsibility of the Board;
- oversee the development of commissioning programmes to ensure the Health Boards plans meet the needs of local people and were aligned to national commissioning programmes;
- oversee strategic partnership arrangements, including A Regional Collaboration for Health (ARCH) and Western Bay
- oversee legislative and policy changes that impact on the strategic direction and planning of Health Board activities
- oversee the work of the strategic programmes that support the IMTP eg Changing for the Better
- oversee the capital strategy and ensure it is aligned to the strategic direction of the Health Board
- ensure all Health Board strategies are aligned and co-ordinated to support delivery and ongoing development of the Health Board's organisational strategy

1.2 To achieve this, the group's programme of work will be designed to ensure that, in relation to all aspects of planning and commissioning

- there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;
- risks are actively identified and robustly managed at all levels of the organisation;
- decisions are based upon valid, accurate, complete and timely data and information;

2. MEMBERSHIP

Members

2.1 A minimum of five members, comprising:

Chair Chair of the Board

Vice Chair Non Officer Member of the Board

Members Three other Board members including one other Non Officer Member of the Board and two Executive Directors namely the Chief Executive and Director of Strategy.

In attendance

2.2 By invitation The Chair may invite:

- relevant Executive Directors
- any other LHB officials; and/or
- any others from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

Secretariat

2.3 Secretary As determined by the Director of Corporate Governance

Member Appointments

2.4 The membership of the Group shall be determined by the Board, based on the recommendation of the LHB Chair.

2.5 Members terms of office will be reviewed annually by the Board Chairman.

3. COMMITTEE MEETINGS

Quorum

- 3.1 At least three members must be present to ensure the quorum of the group, two of whom should be Non Officer Members including either the Chair or Vice Chair.

Frequency of Meetings

- 3.2 The Chair of the group, in agreement with group members, shall determine the timing and frequency of meetings, as deemed necessary. It is expected that the group shall meet at least quarterly, consistent with the LHB's annual plan of Board Business.

Withdrawal of individuals in attendance

- 3.3 The group may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of any particular matter.

4. REPORTING AND ASSURANCE ARRANGEMENTS

- 4.1 The group Chair shall:
- report formally and on a timely basis to the Board on the group's activities, in a manner agreed by the Board;
 - bring to the Board's specific attention any significant matter under consideration by the group.

9. REVIEW

- 9.1 These terms of reference and operating arrangements shall be reviewed annually.