

Standing Orders

Reservation and Delegation of Powers
For the

Shared Services Partnership Committee

June 2015

Foreword

These Model Standing Orders are issued by Welsh Ministers to Local Health Boards using powers of direction provided in section 12(3) of the National Health Services (Wales) Act 2006. Velindre NHS Trust (Velindre) must agree Standing Orders (SOs) for the regulation of the Shared Services Partnership Committee's (the SSPC) proceedings and business. These SSPC SOs form a schedule to Velindre's own SOs, and have effect as if incorporated within them. They are designed to translate the statutory requirements set out in the Velindre NHS Trust Shared Services (Wales) Regulations 2012 (2012/1261 (W.156)) and Velindre's Standing Order 3 into day to day operating practice. Together with the adoption of a scheme of decisions reserved to the SSPC; a scheme of delegations to Shared Services officers and others; and in conjunction with Velindre NHS Trust Standing Financial Instructions (SFIs), they provide the regulatory framework for the business conduct of the SSPC.

These documents, together with the Shared Services Memorandum of Co-operation dated **[June 2012]** made between the seven LHBs and three NHS Trusts in Wales that defines the obligations of the ten NHS bodies (the Partners) to participate in the SSPC and to take collective responsibility for the delivery of the services, a Hosting Agreement dated **[June 2012]** between the Partners that provides for the terms on which Velindre will host the NHS Wales Shared Services Partnership (NWSSP) and the Interface Agreement between the

Chief Executive of Velindre (as the Accountable Officer for the organisation) and the Managing Director of Shared Services (as the Accountable Officer for NHS Wales Shared Services Partnership) dated **[June 2012]** that defines the respective roles of the two Accountable Officers, form the basis upon which the SSPC governance and accountability framework is developed. Together with the adoption of a Values and Standards of Behaviour framework this is designed to ensure the achievement of the standards of good governance set for the NHS in Wales.

All SSPC members, NWSSP Shared Services staff and Velindre non-Shared Services staff must be made aware of these Standing Orders and, where appropriate, should be familiar with their detailed content. The Committee Secretariat of the SSPC will be able to provide further advice and guidance on any aspect of the SOs or the wider governance arrangements for the SSPC. Further information on governance in the NHS in Wales may be accessed at:

<http://www.wales.nhs.uk/governance-emanual/standing-orders>

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Section: A – Introduction

Statutory Framework

- i) Velindre National Health Service Trust (Velindre) is a statutory body that came into existence on 1st December 1993 under the **Velindre National Health Service Trust (Establishment) Order 1993 (1993/2838)** (the Establishment Order).
- ii) The Velindre NHS Trust Shared Services Partnership Committee (to be known as the SSPC for operational purposes) was established under the **Velindre National Health Service Trust Shared Services Committee (Wales) Regulations 2012 (2012/1261 (W.156))** (the Shared Services Regulations). The Shared Services Regulations define Shared Services at regulation 2 and the functions of the SSPC at regulation 4. The SSPC functions are subject to variations to those functions agreed from time to time by the SSPC. The SSPC is hosted by Velindre on behalf of each of the seven LHBs and the three NHS Trusts (the Partners).
- iii) The principal place of business of the SSPC is:

NHS Wales Shared Services Partnership
4-5 Charnwood Court
Heol Billingsly
Parc
Nantgarw
Cardiff
CF15 7QZ
- iv) All business shall be conducted in the name of the NHS Wales Shared Services Partnership on behalf of the Partners.
- v) Velindre is a corporate body and its functions must be carried out in accordance with its statutory powers and duties. Velindre's statutory powers and duties are mainly contained in the **NHS (Wales) Act 2006 (c.42)** which is the principal legislation relating to the NHS in Wales. Whilst the **NHS Act 2006 (c.41)** applies equivalent legislation to the NHS in England, it also contains some legislation that applies to both England and Wales. The NHS (Wales) Act 2006 and the NHS Act 2006 are a consolidation of the NHS Act 1977 and other health legislation which has now been repealed. The NHS (Wales) Act 2006 contains various powers of the Welsh Ministers to make subordinate legislation and details how NHS Trusts are governed and their functions.

- vi) **The National Health Service Trusts (Membership and Procedure) Regulations 1990 (1990/2024)**, as amended (the Membership Regulations) set out the membership and procedural arrangements of the Trust.
- vii) Sections 18 and 19 of Schedule 3 to the NHS (Wales) Act 2006 provide for Welsh Ministers to confer functions on NHS Trusts and to give Directions about how they exercise those functions. Trusts must act in accordance with those Directions. Velindre's statutory functions are set out in its Establishment Order but many functions are also contained in other legislation such as the NHS (Wales) Act 2006.
- viii) However in some cases the relevant function may be contained in other legislation. In exercising its powers Velindre must be clear about the statutory basis for exercising such powers.
- ix) Under powers in paragraph 4(1)(f) of Schedule 3 to the NHS (Wales) Act 2006 the Minister has made the Shared Services Regulations which set out the constitution and membership arrangements of the Shared Services Committee. Certain provisions of the Membership Regulations will also apply to the operations of the SSPC, as appropriate.
- x) In addition to Directions the Welsh Ministers may from time to time issue guidance relating to the activities of the SSPC which the Partners must take into account when exercising any function.
- xi) Velindre shall issue an indemnity to the Shared Services Chair, on behalf of the Partners.

NHS Framework

- xii) In addition to the statutory requirements set out above, the SSPC, on behalf of each of the Partners, must carry out all its business in a manner that enables it to contribute fully to the achievement of the Minister's vision for the NHS in Wales and its standards for public service delivery. The governance standards set for the NHS in Wales are based upon the Assembly's Citizen Centred Governance principles. These principles provide the framework for good governance and embody the values and standards of behaviour that is expected at all levels of the service, locally and nationally.
- xiii) Adoption of the principles will better equip the SSPC to take a balanced, holistic view of its work and its capacity to deliver high quality, safe healthcare services on behalf of all citizens in Wales within the NHS framework set nationally.

- xiv) The overarching NHS governance and accountability framework within which the SSPC must work incorporates Velindre's SOs; Schedules of Powers reserved for the Board and Delegation to others and SFIs, together with a range of other frameworks designed to cover specific aspects. These include the NHS Values and Standards of Behaviour Framework; the *'Doing Well, Doing Better: Standards for Health Services in Wales'*, the NHS Risk and Assurance Framework, and the NHS planning and performance management systems.
- xv) The Assembly, reflecting its constitutional obligations, has stated that sustainable development should be the central organising principle for the public sector and a core objective for the restructured NHS in all it does.
- xvi) Full, up to date details of the other requirements that fall within the NHS framework – as well as further information on the Welsh Government's Citizen Centred Governance principles - are provided on the NHS Wales Governance e-manual which can be accessed at <http://www.wales.nhs.uk/governance-emanual/standing-orders>
- Directions or guidance on specific aspects of Trusts' business are also issued in hard copy, usually under cover of a Ministerial letter.

Shared Services Partnership Committee Framework

- xvii) The specific governance and accountability arrangements established for the SSPC are set out within the following documents (which is not an exhaustive list):
- these SSPC SOs and Annex 1: Scheme of Powers reserved for the SSPC and Delegation to others;
 - the Velindre NHS Trust SFIs;
 - a Memorandum of Co-operation that defines the obligations of the Partners to participate in the SSPC and to take collective responsibility for the delivery of the services defining the respective roles of the Partners;
 - a Hosting Agreement between the Partners that provides for the terms on which Velindre will host the Shared Services;
 - an Interface Agreement between the Chief Executive of Velindre (as the Accountable Officer for the organisation) and the Managing Director of Shared Services (as the Accountable Officer for Shared Services) that defines the respective roles of the two Accountable Officers; and

- an Accountability Agreement between the Chair of the SSPC and the Managing Director of Shared Services (as the Accountable Officer for the NHS Wales Shared Services Partnership)
- xviii) Annex 2 to these SOs provides details of the key documents that, together with these SOs, make up the SSPC's governance and accountability framework. These documents must be read in conjunction with these Shared Services SOs.
- xix) The SSPC may from time to time, subject to the prior approval of Velindre's Board, agree operating procedures which apply to SSPC members and/or members of the Shared Services staff and others. The decisions to approve these operating procedures will be recorded in an appropriate SSPC minute and, where appropriate, will also be considered to be an integral part of these Shared Services SOs and SFIs. Details of the SSPC's key operating procedures are also included in Annex 2 of these SOs.

Applying Shared Services Standing Orders

- xx) These Shared Services SOs (together with the Velindre NHS Trust SFIs and other documents making up the governance and accountability framework) will, as far as they are applicable, also apply to meetings of any Sub-Committees established by the SSPC, including any Advisory Groups. These Shared Services SOs may be amended or adapted for the Sub-Committees or Advisory Groups as appropriate, with the approval of the SSPC. Further details on Sub-Committees and Advisory Groups may be found in Annexes 3 and 4 of these Shared Services, respectively.
- xxi) Full details of any non compliance with these Shared Services SOs, including an explanation of the reasons and circumstances must be reported in the first instance to the Head of Corporate Services, who will ask the Velindre Audit Committee to formally consider the matter and make proposals to the SSPC on any action to be taken. All SSPC members and SSPC officers have a duty to report any non compliance to the Head of Corporate Services as soon as they are aware of any circumstance that has not previously been reported. **Ultimately, failure to comply with Shared Services SOs is a disciplinary matter.**

Variation and amendment of Shared Services Standing Orders

- xxii) Although SOs are subject to regular, annual review there may, exceptionally, be an occasion where the SSPC determines that it is necessary to vary or amend the SOs during the year. In these

circumstances, the Chair of the SSPC, advised by the Head of Corporate Services, shall submit a formal report to the Velindre Board setting out the nature and rationale for the proposed variation or amendment. Such a decision may only be made if:

- Each of the SSPC members are in favour of the amendment; or
- In the event that agreement cannot be reached, the Velindre Board determine that the amendment should be approved.

Interpretation

- xxiii) During any SSPC meeting where there is doubt as to the applicability or interpretation of the Shared Services SOs, the Chair of the Shared Services Committee shall have the final say, provided that his or her decision does not conflict with rights, liabilities or duties as prescribed by law. In doing so, the Chair should take appropriate advice from the Board Secretary support function.
- xxiv) The terms and provisions contained within these SOs aim to reflect those covered within all applicable health legislation. The legislation takes precedence over these Shared Services SOs when interpreting any term or provision covered by legislation.

Relationship with Velindre NHS Trust Standing Orders

- xxv) These Shared Services SOs form a schedule to Velindre's own SOs, and shall have effect as if incorporated within them.

The Role of the Board Secretary Support Function

- xxvi) The role of the Board Secretary support function is crucial to the ongoing development and maintenance of a strong governance framework within the SSPC, and is a key source of advice and support to the Chair and SSPC members. Independent of the SSPC, the Board Secretary support function will act as the guardian of good governance within the SSPC and shall ensure that the functions outlined below are delivered:
 - providing advice to the SSPC as a whole and to individual Committee members on all aspects of governance;
 - facilitating the effective conduct of SSPC business through meetings of the SSPC, its Sub-Committees and Advisory Groups;
 - ensuring that SSPC members have the right information to enable them to make informed decisions and fulfil their responsibilities in accordance with the provisions of these SOs;

- ensuring that in all its dealings, the SSPC acts fairly, with integrity, and without prejudice or discrimination;
- contributing to the development of an organisational culture that embodies NHS values and standards of behaviour; and
- monitoring the SSPC's compliance with the law, Shared Services SOs and the framework set by Velindre and Welsh Ministers.

xxvii) As advisor to the SSPC, the Board Secretary support function role does not affect the specific responsibilities of SSPC members for governing the Committee's operations. The Board Secretary Support role is directly accountable for the conduct of their role to the Chair of the SSPC and reports to the Managing Director of NWSSP on a regular basis.

Section: B – Shared Services Partnership Committee Standing Orders

1. THE SHARED SERVICES PARTNERSHIP COMMITTEE

1.1 Purpose, Role, Responsibilities and Delegated Functions

1.1.1 The SSPC has been established for the purpose of exercising Velindre's functions in relation to Shared Services, including the setting of policy and strategy and the management and provision of Shared Services to LHBs and Trusts in Wales.

1.1.2 The purpose of the SSPC is to:

- set the policy and strategy for shared services;
- monitor the delivery of shared services through the Managing Director of Shared Services;
- seek to improve the approach to delivering shared services which are effective, efficient and provide value for money for Partners;
- ensure the efficient and effective leadership direction and control of shared services; and
- ensure a strong focus on delivering savings that can be re-invested in direct patient care.

1.1.3 The role of the Shared Services Committee is to:

- take into account NHS Wales organisations' plans and objectives when considering the strategy of Shared Services;
- encourage and support the aims and objectives of Shared Services;
- identify synergies between each of the Shared Services and ensure that future strategies incorporate synergistic opportunities;
- foster and encourage partnership working between all key stakeholders and staff;

- oversee the identification and sharing of financial benefits to NHS Wales' organisations on a fair basis that minimises administrative costs and financial transactional arrangements;
- seek to identify potential opportunities for further collaboration across the wider public sector;
- consider implications for Shared Services in relation to any reviews / reports undertaken by internal auditors, external auditors and regulators, including Healthcare Inspectorate Wales; and
- seek assurance, through the Managing Director of Shared Services on the adequacy and robustness of systems, processes, procedures and risk management, staffing issues and that risks and benefits are shared on an equitable basis in relation to Shared Services.

1.1.4 The responsibilities of the SSPC are to:

- produce an Integrated Medium Term Plan, including the balanced Medium Term Financial Plan for agreement by the Committee following the publication of the individual LHB's and Trusts Integrated Medium Term Plans;
- agree on an annual basis Service Improvement Plans (prepared by the Managing Director of Shared Services) for the delivery by services;
- be accountable for the development and agreement of policies and strategies in relation to Shared Services and for monitoring the performance and delivery of agreed targets for Shared Services through the Managing Director of Shared Services;
- take the lead in overseeing the effective and efficient use of the resources of Shared Services;
- benchmark the performance of Shared Services against the best in class;
- consider extended-scope opportunities for Shared Services;
- monitor compliance of best practice within Shared Services with NHS Wales recommended best practice;
- oversee the identification and delivery of "invest to save" opportunities; and

- explore future Shared Services organisational delivery models across the NHS and the broader public sector.

1.1.5 The SSPC must ensure that all its activities are in exercise of these functions or any other functions that may be conferred on it. Each LHB and Trust shall be bound by the decisions of the SSPC in the exercise of its roles. In the event that the SSPC is unable to reach unanimous agreement in relation to the funding levels to be provided by each LHB and Trust, then this matter shall be escalated to the Welsh Government for resolution ultimately by Welsh Ministers.

1.1.6 To fulfil its functions, the SSPC shall lead and scrutinise the operations, functions and decision making of the Shared Services Senior Management Team (SMT) undertaken at the direction of the SSPC.

1.1.7 The SSPC shall work with all its Partners and stakeholders in the best interests of its population across Wales.

1.2 Membership of the SSPC

1.2.1 The membership of the SSPC shall be 12 voting members, comprising:

- the Chair (appointed by the SSPC in accordance with the Chair Selection Process at Annex 5 to these SOs);
- the Chief Executives of each of the LHBs and Trusts (or their nominated representatives); and
- the Managing Director of Shared Services who has been designated as the accountable officer for shared services.

1.2.2 Vice Chair – The SSPC shall appoint a Vice Chair from one of the Chief Executives (or their nominated representative) SSPC members. A Vice Chair cannot be appointed if the current Chair is employed by the same Partner organisation.

1.2.3 Nominated Representatives – All nominated representatives must be agreed by the Chair.

1.2.4 Co-opted Members – The SSPC may also co-opt additional independent 'external' members from outside NHS Wales to provide specialist skills, knowledge and expertise. Co-opted members will not be entitled to vote.

1.2.5 Attendees – The NWSSP Director of Finance / Deputy Director for Shared Services, the NWSSP Director of Workforce & Organisational Development and the Department of Health, Social Services and Children Director of Finance (or nominated representative) may attend the SSPC meetings but will not be entitled to vote. Other NWSSP Service Directors /

Heads of Service may only attend SSPC meetings as and when invited.

Use of the term 'Independent Member'

- 1.2.6 For the purposes of these Shared Services SOs, use of the term 'Independent Member' refers to the non-officer members of a LHB or the independent members of a Trust.

1.3 Member and Staff Responsibilities and Accountability

- 1.3.1 The SSPC will function as a decision-making body, all voting members being full and equal members and sharing corporate responsibility for all the decisions of the SSPC.
- 1.3.2 All members must comply with the terms of their appointment to the SSPC. They must equip themselves to fulfil the breadth of their responsibilities on the SSPC by participating in relevant personal and organisational development programmes, engaging fully in the activities of the SSPC and promoting understanding of its work.

The Chair

- 1.3.3 The Chair of the SSPC must act in a balanced manner, ensuring that any opinion expressed is impartial and based upon the best interests of the health service across Wales.
- 1.3.4 The Chair is responsible for the effective operation of the SSPC:
- chairing SSPC meetings;
 - establishing and ensuring adherence to the standards of good governance set for the NHS in Wales, ensuring that all SSPC business is conducted in accordance with these Shared Services SOs; and
 - developing positive and professional relationships amongst the SSPC's membership and between the SSPC and each LHB's and Trust's Board.
- 1.3.5 The Chair shall work in close harmony with the Chief Executives of each of the LHBs and Trusts (or their nominated representatives) and, supported by the Committee Secretariat, shall ensure that key and appropriate issues are discussed by the SSPC in a timely manner with all the necessary information and advice being made available to members to inform the debate and ultimate resolutions.

- 1.3.6 The Chair is accountable to the SSPC in relation to the delivery of the functions exercised by the SSPC on its behalf and, through Velindre's Chair, as the hosting organisation, for the conduct of business in accordance with the defined governance and operating framework.

The Vice Chair

- 1.3.7 The Vice Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing Chair resumes their duties or a new Chair is appointed.
- 1.3.8 The Vice Chair is accountable to the Chair for their performance as Vice Chair.

Managing Director of Shared Services and the Chief Executive of Velindre

- 1.3.9 **Managing Director of Shared Services** – The Managing Director of Shared Services, as head of the Senior Management Team reports to the Chair and is responsible for the overall performance of Shared Services. The Managing Director of Shared Services is the designated Accountable Officer for Shared Services (see 1.3.11 below). The Managing Director of Shared Services is accountable to the SSPC in relation to those functions delegated to them by the SSPC. The Managing Director of Shared Services is also accountable to the Chief Executive of Velindre MHS Trust in respect of the hosting arrangements supporting the operation of Shared Services.
- 1.3.10 **Chief Executive of Velindre** – The Chief Executive of Velindre is NHS Trust is responsible for the overall performance of the executive functions of the Trust and is the designated Accountable Officer for the Trust (see 1.3.11 below). As the host organisation, the Chief Executive (and the Velindre Board) has a legitimate interest in the activities of the Shared Services and has certain statutory responsibilities as the legal entity hosting Shared Services.
- 1.3.11 **Accountable Officers** – The Managing Director of Shared Services (as the Accountable Officer for Shared Services) and the Chief Executive of Velindre (as the Accountable Officer for the Trust) shall be responsible for meeting all the responsibilities of their roles, as set out in their respective Accountable Officer Memoranda. Both Accountable Officers shall co-operate with each other so as to ensure that full accountability for the activities of the Shared Services and Velindre is afforded to the Welsh Ministers whilst minimising duplication.

Senior Management Team

1.3.12 The Managing Director of Shared Services will lead a SMT to deliver the SSPC's annual Business Plan. The SMT will be determined by the Managing Director of Shared Services.

1.4 Appointment and tenure of Shared Services Partnership Committee members

1.4.1 The **Chair**, is appointed by the SSPC in accordance with the appointment process outlined in Annex 5 and shall be appointed for a period specified by the SSPC, but for no longer than 4 years in any one term. The Chair may not hold office as the Chair of the SSPC for a total period of more than 8 years, and may not hold a consecutive term as the Chair this time. Through the appointment process, the Shared Service Partnership Committee must satisfy itself that the person appointed has the necessary skills and experience to perform the duties. In accordance with the Velindre National Health Service Trust Shared Services Committee (Wales) Regulations 2012 the first chair of the committee will be appointed by Velindre for a period of six months.

1.4.2 The **Vice Chair** is appointed by the SSPC from its Chief Executive (or their nominated representatives) members and shall be appointed for a period specified by the SSPC, but for no longer than 4 years in any one term. The Vice Chair may not hold office as the Vice Chair of the SSPC for a total period of more than 8 years, and cannot hold a consecutive term as the Vice Chair after this time.

1.4.3 The appointment and removal process for the Chair and Vice Chair shall be determined by the SSPC. In making these appointments, the SSPC must ensure:

- a balanced knowledge and understanding amongst the membership of the needs of all geographical areas served by the SSPC;
- that wherever possible, the overall membership of the SSPC reflects the diversity of the population;
- potential conflicts of interest are kept to a minimum;
- the Vice Chair is not employed by the same Partner organisation as the Chair; and
- that the person has the necessary skills and experience to perform the duties of the chair.

1.5 Termination of Appointment of SSPC Chair and Vice Chair

1.5.1 The Committee may remove the SSPC Chair or Vice Chair by the process outlined in Annex 5 to these SOs if it determines:

- It is not in the interests of the SSPC; or
- It is not conducive to good management of the SSPC

for that Chair or Vice Chair to continue to hold office.

1.5.2 All SSPC members' tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements set for their role, so far as they are applicable, and as specified in the relevant Regulations. Any member must inform the SSPC Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office.

1.5.3 The SSPC will require its Chair and members to confirm their continued eligibility on an annual basis in writing.

1.6 Appointment of Shared Services Staff

1.6.1 The Shared Services staff shall be appointed by Velindre. The appointments process shall be in line with the workforce policies and procedures of Velindre and any directions made by the Welsh Ministers.

2. RESPONSIBILITIES AND RELATIONSHIPS WITH EACH LHB AND TRUST BOARD, VELINDRE NHS TRUST AS THE HOST AND OTHERS

2.0.1 The SSPC is not a separate legal entity from each of the LHBs or Trusts. It shall report to each LHB and Trust Board on its activities, to which it is formally accountable in respect of the exercise of the Shared Services functions carried out on their behalf.

2.0.2 Velindre's Board will not be responsible or accountable for exercising Velindre's functions in relation to Shared Services, including the setting of policy and strategy and the management and provision of Shared Services to LHBs and Trusts. Velindre's Board, as the host organisation, shall be responsible for ensuring that the Shared Services staff act in accordance with the administrative policies and procedures agreed between Velindre and the SSPC.

2.0.3 Each LHB and Trust shall determine the arrangements for any meetings

with the Managing Director of Shared Services and their organisation through the SSPC.

- 2.0.4 The LHB and Trust Chairs, through the lead Chair, shall put in place arrangements to meet with the SSPC Chair on a regular basis to discuss the SSPC's activities and operation.

3. RESERVATION AND DELEGATION OF SHARED SERVICES FUNCTIONS

- 3.0.1 Within the framework agreed by Velindre and set out within these Shared Services SOs - and subject to any directions that may be given by the Welsh Ministers - the SSPC may make arrangements for certain functions to be carried out on its behalf so that the day to day business of the SSPC may be carried out effectively and in a manner that secures the achievement of its aims and objectives. In doing so, the SSPC must set out clearly the terms and conditions upon which any delegation is being made.

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

- i Scheme of matters reserved to the SSPC;
- ii Scheme of Delegation to Sub-Committees of the SSPC and others; and
- iii Scheme of Delegation, including financial limits, to Velindre Shared Services officers and Velindre non-Shared Services officers

all of which must be formally agreed by Velindre and adopted by the SSPC.

- 3.0.3 The SSPC retains full responsibility for any functions delegated to others to carry out on its behalf.

3.1 Chair's Action on Urgent Matters

- 3.1.1 There may, occasionally, be circumstances where decisions which would normally be made by the SSPC need to be taken between scheduled meetings, and it is not practicable to call a meeting of the SSPC. In these circumstances, the SSPC Chair and the Managing Director of Shared Services may deal with the matter on behalf of the SSPC - after first consulting with at least one other LHB or Trust Chief Executive (or their representative). The Committee Secretariat must ensure that any such action is formally recorded and reported to the next meeting of the SSPC

for consideration and ratification.

3.2 Delegation to Sub-Committees and Others

- 3.2.1 The SSPC shall agree the delegation of any of their functions to Sub-Committees or others (including networks), setting any conditions and restrictions it considers necessary and following any directions agreed by Velindre.
- 3.2.2 The SSPC shall agree and formally approve the delegation of specific powers to be exercised by Sub-Committees which it has formally constituted or to others.

3.3 Delegation to Officers

- 3.3.1 The SSPC will delegate certain functions to the Managing Director of Shared Services. For these aspects, the Managing Director of Shared Services, when compiling the Scheme of Delegation, shall set out proposals for those functions they will perform personally and shall nominate other Velindre officers to undertake the remaining functions. The Managing Director of Shared Services will still be accountable to the SSPC for all functions delegated to them irrespective of any further delegation to other Velindre officers.
- 3.3.2 This must be considered and approved by the SSPC (subject to any amendment agreed during the discussion) and agreed by Velindre. The Managing Director of Shared Services may periodically propose amendment to the Scheme of Delegation and any such amendments must also be considered and approved by the SSPC and agreed by Velindre.
- 3.3.3 Individual members of the Shared Services SMT are in turn responsible for delegation within their own teams in accordance with the framework established by the Managing Director of Shared Services and agreed by the SSPC and Velindre.

4. SUB-COMMITTEES

- 4.0.1 In accordance with Shared Services Standing Order 4.0.3, the SSPC may and, where directed by Velindre must, appoint Sub-Committees of the SSPC either to undertake specific functions on the SSPC's behalf or to provide advice and assurance to others (whether directly to the SSPC, or on behalf of the SSPC). Velindre's Shared Services officers should not normally be appointed as Sub-Committee Chairs. Shared Services officers may only be appointed to serve as members on any committee where that committee does not have the function of holding that officer to account.

- 4.0.2 These may consist wholly or partly of SSPC members or of persons who are not SSPC members.
- 4.0.3 The SSPC shall establish a Sub-Committee structure that meets its own advisory and assurance needs and/or utilise Velindre's Committee arrangements to assist it in discharging its governance responsibilities. The SSPC shall ensure its Sub-Committee structure meets the needs of Velindre, as the host organisation, and also the needs of its Partners. As a minimum, it shall ensure arrangements are in place to cover the following aspects of SSPC business:
- Quality and Safety
 - Audit
- 4.0.4 The SSPC may make arrangements to receive and provide assurance to others through the establishment and operation of its own Sub-Committees or by placing responsibility with Velindre, as the host. Where responsibility is placed with Velindre, the arrangement shall be detailed within the Hosting Agreement between the SSPC and Velindre as the host organisation and/or the Interface Agreement between the Managing Director of Shared Services (as the Accountable Officer for Shared Services) and Velindre's Chief Executive (as Accountable Officer for the Trust).
- 4.0.5 Full details of the Sub-Committee structure established by the SSPC, including detailed terms of reference for each of these Sub-Committees are set out in Annex 3 of these Shared Services SOs.
- 4.0.6 Each Sub-Committee established by or on behalf of the SSPC must have its own terms of reference and operating arrangements, which must be formally approved by the SSPC and agreed by Velindre. These must establish its governance and ways of working, setting out, as a minimum:
- the scope of its work (including its purpose and any delegated powers and authority);
 - membership and quorum;
 - meeting arrangements;
 - relationships and accountabilities with others;
 - any budget and financial responsibility, where appropriate;
 - secretariat and other support;
 - training, development and performance; and
 - reporting and assurance arrangements.
- 4.0.7 In doing so, the SSPC shall specify which aspects of these Shared Services SOs are not applicable to the operation of the Sub-Committee,

keeping any such aspects to the minimum necessary.

- 4.0.8 The membership of any such Sub-Committees - including the designation of Chair; definition of member roles and powers and terms and conditions of appointment (including remuneration and reimbursement) - will usually be determined by the SSPC, subject to any specific requirements or directions agreed by Velindre. Depending on the Sub-Committee's defined role and remit; membership may be drawn from the SSPC or Velindre staff (subject to the conditions set in Shared Services Standing Order 4.0.9) or others.
- 4.0.9 Velindre's Shared Services officers should not normally be appointed as Sub-Committee Chairs, nor should they be appointed to serve as members on any committee set up to review the exercise of functions delegated to Shared Services officers. Designated Shared Services Directors or Heads of Services or other Shared Services officers shall, however, be in attendance at such Sub-Committees, as appropriate.

4.1 Other Groups

- 4.1a The SSPC may also establish other groups to help it in the conduct of its business

4.2 Reporting Activity to the Shared Services Partnership Committee

- 4.2.1 The SSPC must ensure that the Chairs of all Sub-Committees and other bodies or groups operating on its behalf report formally, regularly and on a timely basis to the SSPC on their activities. Sub-Committee Chairs' shall bring to the SSPC's specific attention any significant matters under consideration and report on the totality of its activities through the production of minutes or other written reports.
- 4.2.2 Each Sub-Committee shall also submit an annual report to the SSPC through the Chair within 3 months of the end of the reporting year setting out its activities during the year and detailing the results of a review of its performance and that of any sub groups it has established.

5. EXPERT PANEL AND OTHER ADVISORY GROUPS

- 5.0.1 The SSPC may appoint an Expert Panel and other Advisory Groups to provide it with advice in the exercise of its functions. Full details of the Expert Panel and other Advisory Groups established by the SSPC, including detailed terms of reference are set out in Annex 4 of these Shared Services SOs.

5.0.2 Any Expert Panel or Advisory Group established by the SSPC must have its own terms of reference and operating arrangements, which must be formally approved by the SSPC and agreed by Velindre. These must establish its governance and ways of working, setting out, as a minimum:

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

5.0.3 In doing so, the SSPC shall specify which aspects of these SOs are not applicable to the operation of the Expert Panel or Advisory Group, keeping any such aspects to the minimum necessary.

5.0.4 The membership of any Expert Panel or Advisory Group - including the designation of Chair; definition of member roles and powers and terms and conditions of appointment (including remuneration and reimbursement) - will usually be determined by the SSPC, subject to any specific requirements or directions agreed by Velindre.

5.1 Reporting Activity

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

5.1.2 Any Expert Panel or Advisory Group shall also submit an annual report to the SSPC through the Chair within 1 month of the end of the reporting year setting out its activities during the year and detailing the results of a review of its performance and that of any sub groups it has established.

6. MEETINGS

6.1 Putting Citizens first

6.1.1 The SSPC's business will be carried out openly and transparently in a

manner that encourages the active engagement of its citizens and other stakeholders. The SSPC, through the planning and conduct of meetings held in public, shall facilitate this in a number of ways, including:

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

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

- 6.1.2 The SSPC Chair will ensure that, in determining the matters to be considered by the SSPC, full account is taken of the views and interests of all citizens served by the SSPC on behalf of each LHB and Trust, including any views expressed formally. The Chair will ensure that, in determining the matters to be considered by the Committee, full account is taken of the views and interests of the Committee's stakeholders, including any views expressed formally to the Committee, e.g. through Community Health Councils.

6.2 Annual Plan of Committee Business

- 6.3.1 The Committee Secretariat, on behalf of the SSPC Chair, shall produce an annual Business Plan of Committee business. This plan will include proposals on meeting dates, venues and coverage of business activity during the year. The Business Plan shall also set out any standing items that shall appear on every SSPC agenda.
- 6.3.2 The Business Plan shall set out the arrangements in place to enable the SSPC to meet its obligations to its citizens as outlined in paragraph 6.1.1 whilst also allowing SSPC members to contribute in either English or

Welsh languages, where appropriate.

6.3.3 The Business Plan shall also incorporate formal SSPC meetings, regular Committee development sessions and, where appropriate, and the planned activities of Sub-Committees, Expert Panel and Advisory Groups.

6.3.4 The SSPC shall agree the Business Plan for the forthcoming year by the end of March.

6.3 Calling Meetings

6.4.1 In addition to the planned meetings agreed by the SSPC, the SSPC Chair may call a meeting of the SSPC at any time. An individual SSPC member may request that the SSPC Chair call a meeting provided that in at least one third of the whole number of Committee members supports such a request.

6.4.2 If the Chair does not call a meeting within seven days after receiving such a request from SSPC members, then those SSPC members may themselves call a meeting.

6.4 Preparing for Meetings

Setting the agenda

6.4.1 The SSPC Chair, in consultation with the Committee Secretariat and the Managing Director of Shared Services, will set the agenda. In doing so, they will take account of the planned activity set in the annual cycle of SSPC business; any standing items agreed by the SSPC; any applicable items received from Sub-Committees and other groups as well as the priorities facing the SSPC. The SSPC Chair must ensure that all relevant matters are brought before the SSPC on a timely basis.

6.4.2 Any SSPC member may request that a matter is placed on the agenda by writing to the SSPC Chair, copied to the Committee Secretariat, at least 12 calendar days before the meeting. The request shall set out whether the item of business is proposed to be transacted in public and shall include appropriate supporting information. The Chair may, at their discretion, include items on the agenda that have been requested after the 12 day notice period if this would be beneficial to the conduct of SSPC business.

Notifying and equipping SSPC members

6.4.3 SSPC members should be sent an agenda and a complete set of supporting papers at least 10 calendar days before a formal SSPC meeting. This information may be provided to SSPC members

electronically or in paper form, in an accessible format, to the address provided, and in accordance with their stated preference. Supporting papers may, exceptionally, be provided after this time, provided that the SSPC Chair is satisfied that the SSPC's ability to consider the issues contained within the paper would not be impaired.

- 6.4.4 No papers should be included for decision by the SSPC unless the SSPC Chair is satisfied (subject to advice from the Committee Secretariat, as appropriate) that the information contained within it is sufficient to enable the SSPC to take a reasonable decision. Equality Impact Assessments (EIA) shall be undertaken on all new or revised policies, strategies, guidance and or practice to be considered by the SSPC, and the outcome of that EIA shall accompany the report to the SSPC to enable the SSPC to make an informed decision.
- 6.4.5 In the event that at least half of the SSPC members do not receive the agenda and papers for the meeting as set out above, the SSPC Chair must consider whether or not the SSPC would still be capable of fulfilling its role and meeting its responsibilities through the conduct of the meeting. Where the SSPC Chair determines that the meeting should go ahead, their decision, and the reason for it, shall be recorded in the minutes.
- 6.4.6 In the case of a meeting called by SSPC members, notice of that meeting must be signed by those members and the business conducted will be limited to that set out in the notice.

Notifying the public and others

- 6.4.7 Except for meetings called in accordance with Shared Services Standing Order 6.4, at least 10 calendar days before each meeting of the SSPC a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed bilingually (in English and Welsh):
- at the SSPC's principal sites;
 - on the SSPC's website, together with the papers supporting the public part of the agenda; as well as
 - through other methods of communication as set out in the SSPC's communication strategy.
- 6.4.8 When providing notification of the forthcoming meeting, the SSPC shall set out when and how the agenda and the papers supporting the public part of the agenda may be accessed, in what language and in what format, e.g. as Braille, large print, easy read, etc.

6.5 Conducting Shared Services Partnership Committee Meetings

Admission of the public, the press and other observers

6.6.1 The SSPC shall encourage attendance at its formal SSPC meetings by the public and members of the press as well as officers or representatives from organisations who have an interest in the business of the SSPC. The venue for such meetings must be appropriate to facilitate easy access for attendees and translation services; and should have appropriate facilities to maximise accessibility such as an induction loop system.

6.6.2 The SSPC shall conduct as much of its formal business in public as possible. There may be circumstances where it would not be in the public interest to discuss a matter in public, e.g. business that relates to a confidential matter affecting a Shared Services officer, a patient or a procurement contract. In such cases the Chair (advised by the Committee Secretariat where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the SSPC shall resolve:

"That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest" [Section 1(2) Public Bodies (Admission to Meetings) Act 1960].

6.6.3 In these circumstances, when the SSPC is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the SSPC in public session. Wherever possible, that reporting shall take place at the end of a private session, by reconvening a SSPC meeting held in public session.

6.6.4 The Committee Secretariat, on behalf of the SSPC Chair, shall keep under review the nature and volume of business conducted in private session to ensure such arrangements are adopted only when absolutely necessary.

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

"That in the interests of public order the meeting adjourn for (the period to be specified) to enable the SSPC to reconvene the meeting and to complete business without the presence of the public".

6.6.6 Unless the SSPC has given prior and specific agreement, members of the

public or other observers will not be allowed to record proceedings in any way other than in writing.

Addressing the SSPC, its Sub-Committees, Expert Panel or Advisory Groups

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

Chairing SSPC Meetings

- 6.6.8 The Chair of the SSPC will preside at any meeting of the SSPC unless they are absent for any reason (including any temporary absence or disqualification from participation on the grounds of a conflict of interest). In these circumstances the Vice Chair shall preside. If both the Chair and Vice-Chair are absent then no formal business shall take place.
- 6.6.9 The Chair must ensure that the meeting is handled in a manner that enables the SSPC to reach effective decisions on the matters before it. This includes ensuring that SSPC members' contributions are timely and relevant and move business along at an appropriate pace. In doing so, the SSPC must have access to appropriate advice on the conduct of the meeting through the attendance of the Committee Secretariat. The Chair has the final say on any matter relating to the conduct of SSPC business.

Quorum

- 6.6.10 At least 6 voting members, at least 4 of whom are LHB or Trust Chief Executives (or their nominated representatives) and one is either the Chair or the Vice Chair, must be present to allow any formal business to take place at a Shared Services Committee meeting. If the Managing Director of Shared Services is not present, then no formal business should be transacted unless there is in attendance a properly authorised deputy for the Managing Director.
- 6.6.11 If a LHB or Trust Chief Executive (or their nominated representative) or the Managing Director of Shared Services is unable to attend a SSPC

meeting, then a nominated deputy may attend in their absence and may participate in the meeting, provided that the Chair has agreed the nomination before the meeting. However, SSPC members' voting rights cannot be delegated so the nominated deputy may not vote or be counted towards the quorum.

- 6.6.12 The quorum must be maintained during a meeting to allow formal business to be conducted, i.e. any decisions to be made. Any SSPC member disqualified through conflict of interest from participating in the discussion on any matter and/or from voting on any resolution will no longer count towards the quorum. If this results in the quorum not being met that particular matter or resolution cannot be considered further at that meeting, and must be noted in the minutes. A member may participate in a meeting via video or teleconference where this is available.

Dealing with Motions

- 6.6.13 In the normal course of SSPC business items included on the agenda are subject to discussion and decisions based on consensus. Considering a motion is therefore not a routine matter and may be regarded as exceptional, e.g. where an aspect of service delivery is a cause for particular concern, a SSPC member may put forward a motion proposing that a formal review of that service area is undertaken. The Board Secretary support role will advise the Chair on the formal process for dealing with motions. No motion or amendment to a motion will be considered by the SSPC unless moved by a SSPC member and seconded by another SSPC member (including the SSPC Chair).

- 6.6.14 **Proposing a formal notice of Motion** – Any SSPC member wishing to propose a motion must notify the SSPC Chair in writing of the proposed motion at least 12 calendar days before a planned meeting. Exceptionally, an emergency motion may be proposed up to one hour before the fixed start of the meeting, provided that the reasons for the urgency are clearly set out. Where sufficient notice has been provided, and the SSPC Chair has determined that the proposed motion is relevant to the SSPC's business, the matter shall be included on the agenda, or, where an emergency motion has been proposed, the SSPC Chair shall declare the motion at the start of the meeting as an additional item to be included on the agenda.

- 6.6.15 The SSPC Chair also has the discretion to accept a motion proposed during a meeting provided that the matter is considered of sufficient importance and its inclusion would not adversely affect the conduct of SSPC business.

- 6.6.16 **Amendments** - Any SSPC member may propose an amendment to the

motion at any time before or during a meeting and this proposal must be considered by the SSPC alongside the motion.

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

6.6.18 **Motions under discussion** – When a motion is under discussion, any SSPC member may propose that:

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

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

6.6.20 **Withdrawal of Motion or Amendments** – A motion or an amendment to a motion, once moved and seconded, may be withdrawn by the proposer with the agreement of the seconded and the SSPC Chair.

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

6.6.22 A motion that has been decided upon by the SSPC cannot be proposed again within six months except by the SSPC Chair, unless the motion relates to the receipt of a report or the recommendations of a Sub-Committee/Managing Director of Shared Services to which a matter has been referred.

Voting

6.6.23 The SSPC Chair will determine whether SSPC members' decisions should be expressed orally, through a show of hands, or by secret ballot or by recorded vote. The SSPC Chair must require a secret ballot if the majority

of voting SSPC members request it. Where voting on any question is conducted, a record shall be maintained. In the case of a secret ballot the decision shall record the number voting for, against or abstaining. Where a recorded vote has been used the minutes shall record the name of the individual and the way in which they voted.

6.6.24 In determining every question at a meeting, the SSPC members must take account, where relevant, of the views expressed and representations made by individuals who represent the interests of citizens in Wales. Such views may be presented to the SSPC through the Chairs of any Expert Panel, Advisory Group and/or the Community Health Council representative(s).

6.6.25 Except for decisions related to the overall funding contribution from each of the LHBs and Trusts, where a decision taken by the SSPC must be unanimous, the SSPC will make decisions based on a simple majority view held by the voting SSPC members present. In the event of a split decision, i.e. no majority view being expressed, the SSPC Chair shall have a second and casting vote.

6.6.26 In no circumstances may a nominated deputy vote, nor may an absent SSPC member vote by proxy. Absence is defined as being absent at the time of the vote.

6.6 Record of Proceedings

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

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

6.7 Confidentiality

6.8.1 All SSPC members, together with members of any Sub-Committee, Expert Panel or Advisory Group established by or on behalf of the SSPC and SSPC members and/or LHB/Trust officials must respect the confidentiality

of all matters considered by the SSPC in private session or set out in documents which are not publicly available. Disclosure of any such matters may only be made with the express permission of the SSPC Chair or relevant Sub-Committee or group, as appropriate, and in accordance with any other requirements set out elsewhere, e.g. in contracts of employment, within the Values and Standards of Behaviour framework or legislation such as the Freedom of Information Act (2000), etc.

7. VALUES AND STANDARDS OF BEHAVIOUR

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

7.1 Declaring and Recording Shared Services Partnership Committee Members' Interests

- 7.1.1 **Declaration of interests** – It is a requirement that all SSPC members should declare any personal or business interests they may have which may affect, or be perceived to affect, the conduct of their role as a SSPC member. This includes any interests that may influence or be perceived to influence their judgement in the course of conducting the SSPC's business. SSPC members must be familiar with the Values and Standards of Behaviour Framework and their statutory duties under the relevant Constitution Regulations. SSPC members must notify the SSPC of any such interests at the time of their appointment, and any further interests as they arise throughout their tenure as SSPC members.
- 7.1.2 SSPC members must also declare any interests held by family members or persons or bodies with which they are connected. The Committee Secretariat will provide advice to the SSPC Chair and the SSPC on what should be considered as an 'interest', taking account of the regulatory requirements and any further guidance, e.g. the Values and Standards of Behaviour framework. If individual SSPC members are in any doubt about what may be considered as an interest, they should seek advice from the Committee Secretariat. However, the onus regarding declaration will reside with the individual SSPC member.
- 7.1.3 **Register of interests** – The Managing Director of Shared Services, through the Committee Secretariat will ensure that a Register of Interests is established and maintained as a formal record of interests declared by

all SSPC members. The register will include details of all Directorships and other relevant and material interests which have been declared by SSPC members.

- 7.1.4 The register will be held by the Committee Secretariat, and will be updated during the year, as appropriate, to record any new interests, or changes to the interests declared by SSPC members. The Committee Secretariat will also arrange an annual review of the register, through which SSPC members will be required to confirm the accuracy and completeness of the register relating to their own interests.
- 7.1.5 In line with the SSPC's commitment to openness and transparency, the Committee Secretariat must take reasonable steps to ensure that citizens served by the SSPC are made aware of, and have access to view the SSPC's Register of Interests. This will include publication on the Shared Services website.
- 7.1.6 **Publication of declared interests in Annual Report** – SSPC members' directorships of companies or positions in other organisations likely or possibly seeking to do business with the NHS shall be published in each Shared Services' Annual Report.

7.2 Dealing with Members' interests during Shared Services Partnership Committee meetings

- 7.2.1 The SSPC Chair, advised by the Committee Secretariat, must ensure that the SSPC's decisions on all matters brought before it are taken in an open, balanced, objective and unbiased manner. In turn, individual board members must demonstrate, through their actions, that their contribution to the SSPC's decision making is based upon the best interests of the NHS in Wales. This is particularly important as there is an inherent tension in a member's role on the SSPC and as a member of the Board of an LHB or Trust.
- 7.2.2 Where individual SSPC members identify an interest in relation to any aspect of SSPC business set out in the SSPC's meeting agenda, that member must declare an interest at the start of the SSPC meeting. SSPC members should seek advice from the SSPC Chair, through the Committee Secretariat before the start of the SSPC meeting if they are in any doubt as to whether they should declare an interest at the meeting. All declarations of interest made at a meeting must be recorded in the SSPCs minutes.
- 7.2.3 It is the responsibility of the SSPC Chair, on behalf of the SSPC, to determine the action to be taken in response to a declaration of interest, taking account of any regulatory requirements or directions given by the

Welsh Ministers. The range of possible actions may include determination that:

- i the declaration is formally noted and recorded, but that the SSPC member should participate fully in the SSPC's discussion and decision, including voting.
- ii
 - iii the declaration is formally noted and recorded, and the SSPC member participates fully in the SSPC's discussion, but takes no part in the SSPC's decision;
 - iv the declaration is formally noted and recorded, and the SSPC member takes no part in the SSPC discussion or decision;
 - v the declaration is formally noted and recorded, and the SSPC member is excluded for that part of the meeting when the matter is being discussed. A SSPC member must be excluded, where that member has a direct or indirect financial interest in a matter being considered by the SSPC.

7.2.4 In extreme cases, it may be necessary for the member to reflect on whether their position as a SSPC member is compatible with an identified conflict of interest.

7.2.5 Where the SSPC Chair is the individual declaring an interest, any decision on the action to be taken shall be made by the Vice Chair, on behalf of the SSPC.

7.2.6 In all cases the decision of the SSPC Chair (or the Vice Chair in the case of an interest declared by the Shared Services Committee Chair) is binding on all SSPC members. The SSPC Chair should take advice from the Committee Secretariat when determining the action to take in response to declared interests; taking care to ensure their exercise of judgement is consistently applied.

7.2.7 **Members with pecuniary (financial) interests** – Where a SSPC member, or any person they are connected with¹ has any direct or indirect pecuniary interest in any matter being considered by the SSPC including a contract or proposed contract, that member must not take part in the consideration or discussion of that matter or vote on any question related to it. The SSPC may determine that the SSPC member concerned shall be excluded from that part of the meeting.

¹ In the case of persons who are married to each other or in a civil partnership with each other or who are living together as if married or civil partners, the interest of one person shall, if known to the other, be deemed for the purpose of this Standing Order to be also an interest of the other

7.2.8 The Membership Regulations define ‘direct’ and ‘indirect’ pecuniary interests and these definitions always apply when determining whether a member has an interest. These Shared services SOs must be interpreted in accordance with these definitions.

7.2.9 **Members with Professional Interests** – During the conduct of a SSPC meeting, an individual SSPC member may establish a clear conflict of interest between their role as a SSPC member and that of their professional role outside of the SSPC. In any such circumstance, the SSPC shall take action that is proportionate to the nature of the conflict, taking account of the advice provided by the Committee Secretariat.

7.3 Dealing with Officers’ Interests

7.3.1 The SSPC must ensure that the Committee Secretariat, on behalf of the Managing Director of Shared Services, establishes and maintains a system for the declaration, recording and handling of Shared Services officers’ interests in accordance with the Values and Standards of Behaviour Framework.

7.4 Reviewing How Interests are Handled

7.4.1 The SSPC’s Audit Committee will review and report to the LHBs and Trusts upon the adequacy of the arrangements for declaring, registering and handling interests at least annually.

7.5 Dealing with Offers of Gifts² and Hospitality

7.5.1 The Committee will adopt the Values and Standards of Behaviour Framework of Velindre NHS Trust, which prohibits SSPC members and Shared Services officers from receiving gifts, hospitality or benefits in kind from a third party which may reasonably give rise to suspicion of conflict between their official duty and their private interest, or may reasonably be seen to compromise their personal integrity in any way.

7.5.2 Gifts, benefits or hospitality must never be solicited. Any SSPC member or Shared Services officer who is offered a gift, benefit or hospitality which may or may be seen to compromise their position must refuse to accept it. This may in certain circumstances also include a gift, benefit or hospitality offered to a family member of a SSPC member or Shared Services officer. Compliance with the Velindre NHS Trust Values and Standards of Behaviour Framework is mandatory for all Trust employees.

²The term gift refers also to any reward or benefit

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

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

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

7.6 Register of Gifts and Hospitality

7.6.1 The Committee Secretariat, on behalf of the SSPC Chair, will maintain a Register of Gifts and Hospitality to record offers of gifts and hospitality

made to SSPC members. Shared Services Director of Finance and Heads of Services will adopt the Velindre NHS Trust Policy on Gifts and Hospitality in relation to Shared Services officers working within their areas.

7.6.2 Every SSPC member and Shared Services officer has a personal responsibility to volunteer information in relation to offers of gifts and hospitality made in their capacity as SSPC members, including those offers that have been refused. The Committee Secretariat, on behalf of the SSPC Chair and Managing Director of Shared Services, will ensure the incidence and patterns of offers and receipt of gifts and hospitality is kept under active review, taking appropriate action where necessary.

7.6.3 When determining what should be included in the register, Shared Services Officers must apply the principles as set out in the Velindre Trust Policy.

7.6.4 SSPC members and Shared Services officers may accept the occasional offer of modest and proportionate hospitality but in doing so must consider whether the following conditions are met:

- acceptance would further the aims of the SSPC;
- the level of hospitality is reasonable in the circumstances;
- it has been openly offered; and,
- it could not be construed as any form of inducement and will not put the individual under any obligation to those offering it.

7.6.5 The Committee Secretariat will arrange for a full report of all offers of Gifts and Hospitality recorded by the SSPC to be submitted to Velindre's Audit Committee at least annually. The Audit Committee will then review and report to the SSPC and the Velindre Board upon the adequacy of the SSPCs arrangements for dealing with offers of gifts and hospitality.

7.6.6 Detailed arrangements for the handling of gifts and hospitality are set out within the Velindre NHS Trust Values and Standards of Behaviour framework and its policy on Gifts and Hospitality.

8. GAINING ASSURANCE ON THE CONDUCT OF SHARED SERVICES PARTNERSHIP COMMITTEE BUSINESS

8.0.1 The SSPC shall set out explicitly, within a Risk and Assurance Framework, how it will gain assurance, and how it will in turn provide assurance to Velindre on the conduct of SSPC business, its governance and the effective management of risks in pursuance of its aims and objectives. It

shall set out clearly the various sources of assurance, and where and when that assurance will be provided, in accordance with any requirements determined by the Welsh Ministers.

- 8.0.2 The SSPC shall ensure that its assurance arrangements are operating effectively, advised by Velindre's Audit Committee.

8.1 The role of Internal Audit in Providing Independent Internal assurance

- 8.1.1 The SSPC shall ensure the effective provision of an independent internal audit function as a key source of its internal assurance arrangements, in accordance with NHS Wales Internal Auditing Standards and any others requirements determined by the Welsh Ministers.

8.2 Reviewing the performance of the Shared Services Partnership Committee, its sub- Committees, Expert Panel and Advisory Groups

- 8.2.1 The SSPC shall introduce a process of regular and rigorous self assessment and evaluation of its own operations and performance and that of its Sub-Committees, Expert Panel and any other Advisory Groups. Where appropriate, the SSPC may determine that such evaluation may be independently facilitated.
- 8.2.2 Each Sub-Committee and, where appropriate, Expert Panel and any other Advisory Group must also submit an annual report to the SSPC through the Chair within 1 month of the end of the reporting year setting out its activities during the year and including the review of its performance and that of any sub-groups it has established.
- 8.2.3 The SSPC shall use the information from this evaluation activity to inform:
- the ongoing development of its governance arrangements, including its structures and processes;
 - its Committee Development Programme, as part of an overall Organisation Development framework; and
 - inform its Partners through its annual report of its alignment with the Assembly Government's Citizen Centred Governance Principles, completed as part of its ongoing review and reporting arrangements.

8.3 External Assurance

- 8.3.1 The SSPC shall ensure it develops effective working arrangements and

relationships with those bodies that have a role in providing independent, external assurance to the public and others on its operations, e.g. the Wales Audit Office and Healthcare Inspectorate Wales.

- 8.3.2 The SSPC may be assured, from the work carried out by external audit and others, on the adequacy of its own assurance framework, but that external assurance activity shall not form part of, or replace its own internal assurance arrangements, except in relation to any additional work that the SSPC itself may commission specifically for that purpose.
- 8.3.3 The SSPC shall keep under review and ensure that, where appropriate, the SSPC implements any recommendations relevant to its business made by the National Assembly for Wales's Audit Committee, the Public Accounts Committee or other appropriate bodies.
- 8.3.4 The SSPC shall provide the Auditor General for Wales with assistance, information and explanation which the Auditor General thinks necessary for the discharge of their statutory powers and responsibilities under section 145 of and paragraph 17 to Schedule 8 to the Government of Wales Act 2006 (C.42).

9. DEMONSTRATING ACCOUNTABILITY

- 9.0.1 Taking account of the arrangements set out within these Shared Services SOs, the SSPC shall demonstrate to its Partners, citizens and other stakeholders and to Velindre, as host, a clear framework of accountability within which it:
 - conducts its business internally;
 - works collaboratively with NHS colleagues, Partners, service providers and others; and
 - responds to the views and representations made by those who represent the interests of the citizens it serves and its own Shared Services officers.
- 9.0.2 The SSPC shall also facilitate effective scrutiny of its operations through the publication of regular reports on activity and performance, including publication of an annual report.
- 9.0.3 The SSPC shall ensure that within the Shared Services staff, individuals at all levels are supported in their roles, and held to account for their personal performance through effective performance management arrangements.

9.1 Support to the Shared Services Partnership Committee

9.1.1 The Committee Secretariat, on behalf of the SSPC Chair, will ensure that the SSPC is properly equipped to carry out its role by:

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

thereby enabling each LHB and Trust Board to gain assurance on the conduct of business carried out by SSPC on their behalf.

10. REVIEW OF STANDING ORDERS

10.0.1 These Shared Services SOs shall be reviewed annually by the SSPC, which shall report any proposed amendments to the Velindre Board for consideration. The requirement for review extends to all documents having the effect as if incorporated in Shared Services SOs, including the Equality Impact Assessment.

Annex 1

MODEL SCHEME OF RESERVATION AND DELEGATION OF POWERS

**This Annex forms part of, and shall have effect as if incorporated in the
Shared Services Partnership Committee Standing Orders**

SECTION 1- DELEGATION OF POWERS TO COMMITTEES AND OTHERS

Under the Velindre Trust Standing Orders Section 2 it provides that the SSPC may delegate powers to SSPC Committees, Sub Committees and others. In doing so, the SSPC has formally determined:

- the composition, terms of reference and reporting requirements in respect of any such Committees;
- the governance arrangements, terms and conditions and reporting requirements in respect of any delegation to others;

in accordance with any regulatory requirements and any directions set by the Welsh Ministers.

- The Board has delegated a range of its powers to the SSPC Subject to

Clauses within the Trust Standing Orders and to such directions as may be given by the Welsh Government, the Trust Board may appoint ad hoc committees of the Trust whose membership can be wholly or partly of the Chairman and Directors of the Trust or persons who are not Directors of the Trust.

A committee appointed under this regulation may subject to such directions as may be given by the Welsh Assembly Government or the Trust Board, appoint ad hoc Sub-Committees consisting wholly or partly of members of the committee (whether or not they are Directors of the Trust) or wholly of persons who are not members of the committee (whether or not they include Directors of the Trust).

The Standing Orders, with appropriate alterations, apply to a committee or Sub-Committee and to a committee or Sub-Committee as they apply to the Trust Board and apply to a member of such committee or subcommittee (whether or not he is a Director of the Trust) as it applies to a Director of the Trust.

The Trust Board may make, vary and revoke Standing Orders relating to the quorum, proceedings and place of meetings of a committee or Sub-Committee but, this shall be carried out in accordance with the identified procedures laid down for these changes as outlined in these Standing Orders.

The scope of the powers delegated, together with the requirements set by the Board in relation to the exercise of those powers are as set out in i) Committee terms of reference, and ii) Formal arrangements for the delegation of powers to others. Collectively, these documents form the Trust's Scheme of Delegation to Committees.

SCHEDULE OF MATTERS RESERVED TO THE SSPC³

SSPC		AREA	DECISIONS RESERVED TO THE SSPC
1	FULL	GENERAL	The SSPC may determine any matter for which it has statutory or delegated authority, in accordance with NWSSP SOs
2	FULL	GENERAL	<p>The SSPC must determine any matter that will be reserved to the whole SSPC. These are:</p> <p style="text-align: center;">[SSPC to insert details]</p>
3	FULL	OPERATING ARRANGEMENTS	Adopt the standards of governance and performance (including the quality and safety of healthcare, and the patient experience) to be met by the SSPC, including standards/requirements determined by professional bodies/others, e.g., Royal Colleges

³ Any decision to reserve a matter, and the manner in which that retained responsibility is carried out will be in accordance with any regulatory and/or Assembly Government requirements

4	FULL	OPERATING ARRANGEMENTS	<p>Approve, vary and amend:</p> <ul style="list-style-type: none"> ▪ NWSSP SOs ; ▪ NWSSP SFIs; ▪ Schedule of matters reserved to the SSPC; ▪ Scheme of delegation to SSPC others; and ▪ Scheme of delegation to officers. <p>In accordance with any directions set by the Welsh Ministers.</p>
5	FULL	OPERATING ARRANGEMENTS	Approve the SSPC Values and Standards of Behaviour framework
6	FULL	OPERATING ARRANGEMENTS	Approve the SSPC framework for performance management, risk and assurance
7	FULL	OPERATING ARRANGEMENTS	Approve the introduction or discontinuance of any significant activity or operation. Any activity or operation shall be regarded as significant if the SSPC determines it so based upon its contribution/impact on the achievement of the SSPC's aims, objectives and priorities
8	FULL	OPERATING ARRANGEMENTS	Ratify any urgent decisions taken by the Chair and the Managing Director in accordance with NWSSP Standing Order requirements

9	FULL	OPERATING ARRANGEMENTS	Ratify in public session any instances of failure to comply with NWSSP SOs
10	FULL	OPERATING ARRANGEMENTS	Approve procedures for dealing with complaints and incidents.
11	FULL	OPERATING ARRANGEMENTS	Approve individual compensation payments in line with NWSSP SFIs
12	FULL	OPERATING ARRANGEMENTS	Approve individual cases for the write off of losses or making of special payments above the limits of delegation to the Managing Director and officers
13	FULL	OPERATING ARRANGEMENTS	Approve proposals for action on litigation on behalf of the NWSSP
14	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the appointment, appraisal, discipline and dismissal of the Management Team and any other NWSSP level appointments, e.g., the Committee Secretary
15	FULL	ORGANISATION STRUCTURE & STAFFING	Require, receive and determine action in response to the declaration of NWSSP members' interests, in accordance with advice received, e.g. From Audit Committee
14	FULL	ORGANISATION STRUCTURE & STAFFING	Approve, [arrange the] review, and revise the NWSSP's top level organisation structure and SSPC policies
15	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, [arrange the] review, revise and dismiss SSPC sub-Committees, including any joint sub-Committees directly accountable to the SSPC

16	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, equip, review and (where appropriate) dismiss the Chair and members of any sub-Committee, joint sub-Committee or Group set up by the SSPC
17	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, equip, review and (where appropriate) dismiss individuals appointed to represent the SSPC on outside bodies and groups
18	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the terms of reference and reporting arrangements of all sub-Committees, joint sub-Committees and groups established by the SSPC
19	FULL	STRATEGY & PLANNING	Determine the SSPCs strategic aims, objectives and priorities
20	FULL	STRATEGY & PLANNING	Approve the SSPCs Integrated Medium Term Plan, including the balanced Medium Term Financial Plan
21	FULL	STRATEGY & PLANNING	Approve the SSPCs Risk Management Strategy and plans
22	FULL	STRATEGY & PLANNING	Approve the SSPCs citizen engagement and involvement strategy, including communication
23	FULL	STRATEGY & PLANNING	Approve the SSPCs Committee's partnership and stakeholder engagement and involvement strategies

24	FULL	STRATEGY & PLANNING	Approve the SSPCs budget and financial framework (including overall distribution of year end surplus/deficits including risk sharing agreements)
25	FULL	STRATEGY & PLANNING	Approve individual contracts (other than NHS contracts) above the limit delegated to the Managing Director set out in the NWSSP SFIs
26	FULL	PERFORMANCE & ASSURANCE	Approve the SSPCs audit and assurance arrangements
27	FULL	PERFORMANCE & ASSURANCE	Receive reports from the SSPCs NWSSP Directors on progress and performance in the delivery of the SSPCs strategic aims, objectives and priorities and approve action required, including improvement plans
28	FULL	PERFORMANCE & ASSURANCE	Receive assurance reports from the SSPCs sub-Committees, groups and other internal sources on the Joint Committee's performance and approve action required, including improvement plans

29	FULL	PERFORMANCE & ASSURANCE	Receive reports on the SSPC's performance produced by external regulators and inspectors (including, e.g., WAO, HIW, etc) that raise issue or concerns impacting on the NWSSP's ability to achieve its aims and objectives and approve action required, including improvement plans, taking account of the advice of SSPC sub-Committees (as appropriate)
30	FULL	PERFORMANCE & ASSURANCE	Receive the annual opinion of the SSPCs Head of Internal Audit and approve action required, including improvement plans
31	FULL	PERFORMANCE & ASSURANCE	Receive the annual management letter from the SSPC's external auditor and approve action required, including improvement plans
32	FULL	PERFORMANCE & ASSURANCE	Receive the annual opinion on the SSPC's performance against Healthcare Standards for Wales and approve action required, including improvement plans
33	FULL	REPORTING	Approve the SSPC's Reporting Arrangements, including reports on activity and performance locally, to citizens, partners and stakeholders and nationally to the Assembly Government
34	FULL	REPORTING	Receive, approve and ensure the publication of SSPC reports, including its Annual Report

ADDITIONAL AREAS OF RESPONSIBILITY DELEGATED TO CHAIR, VICE CHAIR			
	CHAIR		[insert details] in accordance with statutory and Assembly Government requirements
	VICE CHAIR		[insert details] in accordance with statutory and Assembly Government requirements

DELEGATION OF POWERS TO COMMITTEES AND OTHERS⁴

NWSSP Standing Order 3 provides that the SSPC may delegate powers to sub-Committees and others. In doing so, the SSPC has formally determined:

- the composition, terms of reference and reporting requirements in respect of any such sub-Committees; and
- the governance arrangements, terms and conditions and reporting requirements in respect of any delegation to others, including **[insert details]**

in accordance with any regulatory requirements and any directions set by the Welsh Ministers.

The SSPC has delegated a range of its powers to the following sub-Committees and others:

- ***Welsh Risk Pool Committee***
- ***Velindre NHS Trust Audit Committee for NHS Wales Shared Services Partnership***

The scope of the powers delegated, together with the requirements set by the SSPC Committee in relation to the exercise of those powers are as set out in i) sub-Committee terms of reference, and ii) formal arrangements for the delegation of powers to others. Collectively, these documents form the SSPCs Scheme of Delegation to sub-Committees.

⁴ As defined in Standing Orders

SCHEME OF DELEGATION TO NWSSP DIRECTORS AND OFFICERS

SECTION 2 - SCHEME OF DELEGATION TO THE DIRECTORS AND OFFICERS

The SSPC SOs, alongside the Trust SOs and the SFIs specify certain key responsibilities of the Chief Executive, Managing Director of Shared Services, Directors, Heads of Service and other officers. The Chief Executive and Managing Director of Shared Service's Job Descriptions, together with their Accountable Officer Memorandums set out their specific responsibilities, and the individual job descriptions determined for Director and Heads of Service level posts also define in detail the specific responsibilities assigned to those post holders. These documents, together with the schedule of additional delegations below and the associated financial delegations set out in the Velindre Trust SFIs form the basis of the Scheme of Delegation to Officers.

Delegated matter	High level delegation	Further Delegation Allowable?	Control Documents required to be in place prior to further delegation of matters
Management of budgets	Managing Director of Shared Services / NWSSP	Yes	Financial delegations set out in Sections 4-6. Further delegations subject to authorisation matrix.
Management of cash and bank accounts	Trust Director of Finance	Yes	Authorisation matrix. Financial policies & procedures
Approval of petty cash	NWSSP Directors / Heads of Service	Yes	Authorisation matrix. Financial policies & procedures
Engagement of staff within funded establishment	NWSSP Directors / Heads of Service	Yes	Authorisation matrix. HR policies & procedures
Engagement of staff outside funded establishment	Managing Director of Shared	Nominated deputy	In absence of Director of Shared Services
Staff re-grading and awarding of incremental	NWSSP Director of W&OD	Yes	Written authority to suitably qualified HR staff
Approval of overtime	NWSSP Directors / Heads of Service	Yes	Authorisation matrix. HR policies & procedures

Approval of annual leave	NWSSP Directors / Heads of Service	Yes	Authorisation matrix. HR policies & procedures
Approval of compassionate leave	NWSSP Directors / Heads of Service	Yes	Authorisation matrix. HR policies & procedures
Approval of maternity and paternity leave	NWSSP Directors / Heads of Service	Yes	Authorisation matrix. HR policies & procedures
Approval of carers leave	NWSSP Directors / Heads of Service	Yes	Authorisation matrix. HR policies & procedures
Approval of leave without pay	NWSSP Directors / Heads of Service	Yes	Authorisation matrix. HR policies & procedures
Extension of sick leave on full or ½ pay <ul style="list-style-type: none"> • Directors • Other staff 	Managing Director of Shared Services	No Yes	Authorisation matrix. HR policies & procedures
Approval of study leave < £2k	NWSSP Directors / Heads of Service	Yes	Authorisation matrix. HR policies & procedures
Approval of study leave > £2k	Managing Director NWSSP/ NWSSP Director	No	
Approval of relocation costs	NWSSP Director of W&OD	Yes	Authorisation matrix. HR policies & procedures
Approval of lease cars & phones <ul style="list-style-type: none"> • NWSSP Directors • Other staff 	Managing Director of Shared Services	No No	
Approval of redundancy, early retirement	Managing Director of Shared	Yes	Authorisation matrix. HR policies & procedures
Dismissal of staff	Managing Director of Shared Services and NWSSP	Yes	Authorisation matrix. HR policies & procedures
Approval to procure goods and	NWSSP Directors / Heads	Yes	Standing financial instructions. Authorisation matrix.

within budget	of Service		Procurement & finance policies & procedures.
Approval to procure goods and services outside of budget that would result in a	Managing Director of Shared Services	Nominate d deputy	In absence of the Director of Shared Services
Approval to commission services from other	Managing Director of Shared	Yes	Authorisation matrix. Commissioning policies & procedures
Approval to commission services from voluntary sector	Managing Director of Shared	Yes	Authorisation matrix. Commissioning policies & procedures
Approval to commission services from private and independent providers	Managing Director of Shared	Yes	Authorisation matrix. Commissioning policies & procedures
Approval to enter into pooled budget arrangements under section 33 of the NHS	Managing Director of Shared Services	Yes	Authorisation matrix. Commissioning policies & procedures
Management and Control of Stocks	NWSSP Director (Head of Procurement	Yes	Authorisation matrix
Work in relation to counter fraud and corruption	Trust Director of Finance/ NWSSP DoF	Yes	Authorisation matrix Fraud & Corruption policies and procedures
Authorisation of sponsorship	Managing Director of Shared	No	Sponsorship policies & procedures
Approval of research projects	Managing Director of Shared	Yes	Research policies & procedures
Management of complaints	NWSSP Director of Finance	No	Complaints policies & procedures
Provision of information to the press, public	NWSSP Directors / Trust	Yes	Communication policies & procedures
Approval for use of charitable funds	Trust Chief Executive	Yes	Authorisation matrix. Financial policies & procedures
Approval to condemn and dispose of equipment	NWSSP Directors / Heads of Service	Yes	Authorisation matrix. Disposal policies & procedures
Approval of losses and compensation	Managing Director of	No	Within authorised limits set by WAG.

(except for personal effects)	Services		
Approval of compensation for staff and patients personal effects <ul style="list-style-type: none"> • Up to £1000 • £1,000 > £10,000 • £10,000 > £50,000 • Over £50,000 	Trust Small Claims Panel Managing Director of Shared Services Approval by WAG	No No No No	
Approval of clinical negligence and personal injury claims	Trust Director of Nursing	Yes	Authorisation matrix and within limits set by WAG.
Approval of capital expenditure	Managing Director of Shared Services / NWSSP	Yes	High level delegation set out in Section 4. Further delegations subject to authorisation matrix
Approval to engage external building and	NWSSP Director of Finance	Yes	Authorisation matrix. Capital policies & procedures.
Approval to seek professional advice and ensure the implementation of any	Managing Director of Shared Services	Yes	Financial delegations set out in Section 4. Further delegations subject to authorisation matrix
The negotiation and agreement of service contracts / long term agreements	Managing Director of Shared Service & NWSSP	Yes	Further delegations (re: negotiation only – not agreement) to Heads of Service.

This scheme only relates to matters delegated by the Board and the SSPC to the Managing Director of Shared Services and their NWSSP Directors and Heads of Service, together with certain other specific matters referred to in SFIs.

Each NWSSP Director and Head of Service is responsible for delegation within their department. They shall produce a Scheme of Delegation for matters within their department, which shall also set out how departmental budget and procedures for approval of expenditure are delegated.

SECTION 3 – DELEGATION OF BUDGETARY RESPONSIBILITY

Section 5 of the Trust Standing Financial Instructions detail the requirements for Budgetary Control, including:

- 5.1 Budget Setting
- 5.2 Budgetary Delegation
- 5.3 Budgetary Control and Reporting

Paragraphs 5.2.1 to 5.2.4 detail the specific requirements on Budgetary Delegation. In line with 5.2.1 the Income and Expenditure budgetary responsibility for the NHS Wales Shared Services Partnership has been delegated to the Managing Director of Shared Services.

The Managing Director of Shared Services and other Shared Service Directors will, in turn, delegate budgetary responsibility to other Heads of Service and managers. The detailed schedule of this second tier delegation will be reviewed, revised and reapproved on an annual basis by the Managing Director of Shared Services and the Senior Management Team as part of the annual Financial Strategy and Budget Setting process. Within the budgetary delegation there are delegated powers of budget virement:

- between Divisions must be approved by the Managing Director of Shared Services.

- between budgets within the same Division must be approved by the relevant Director / Heads of Service.
- between staff and non-staff within the same budget must be approved by the Budget Holder.

These delegated powers of virement, from the Managing Director of Shared Services to Heads of Service and Budget Holders, assume that the NWSSP is achieving its financial targets and can be revised, in year, by the Director of Shared Services in the light of adverse financial performance.

Budget virements within Divisions can be authorised by the Head of Service and Director of Finance up to the limit of £60,000.

**SECTION 4 NHS WALES SHARED SERVICES PARTNERSHIP
SCHEME OF DELEGATION**

Financial Limits (All Values exclude VAT)	Revenue £000	Capital £000	Charitable Funds £000	Education & Training Contracts
Velindre - Corporate Services:				
Trust Board	No Limit	No Limit	0	
Charitable Funds Committee	0	0	No Limit	
NWSSP (excluding all Wales Procurement Contracts)				
Managing Director of Shared Services	100	100	N/A	£5m
Director of Finance and Corporate	60	60	N/A	£2m
Services Director of Workforce and OD	30	30	N/A	N/A
Service Directors/Heads of Services (within own area)	10	0	N/A	N/A
Service Directors/Heads of Service's Nominee (within Agreed area) Heads of Function (within own area)	7.5	0	N/A	N/A
Head of Financial Sustainability and Improvement	5	5	N/A	N/A
Head of Financial Management	5	5	N/A	N/A
Delegated Budget Holders (within own area) Level 1	5	0	N/A	N/A

Note:

Franking Machine and Secure Printing Contract within Primary Care Services has a higher limit for Service Directors/Head of Service this is 20k and for Head of Function it is £10K.

Workforce and Education Budget Limits

Scheme Designation	Education & Training Contracts with	Education & Training Invoices
Managing Director/NWSSP Chairman	over £5m	£2m
Managing Director	up to	£2m
Director of Finance and Corporate Services	£5m up	£2m
Heads of Services (within own	to £2m	£50k**
area) Head of Finance	x	20

Note Specific Local arrangement

**On Education and Training Invoices: Director of WEDS is able to approve invoices between £50k and £250k in the absence of the Director of Finance and Corporate Services

Legal & Risks Services Limits

Scheme Designation	Reimbursement of claims following Advisory Board	WRP Managed Claims (Health
Managing Director of Shared Services/NWSSP Chairman	Over	Over
Managing Director of Shared Services	£2m Up	£2m Up
Director of Finance and Corporate Services	to £2m	to £2m
Director - Legal and Risk Services	Up to	Up to
Head of WRP Finance	£1m	£1m
WRP Claims Support	Up to £500k	Up to £500k

Notes: All reimbursement claims are reviewed by the Advisory Board prior to approval and claims above £1m are reviewed by Welsh Government prior to the Advisory Board.

Claims above £2m will also be signed by the Managing Director of Shared Services and NWSSP Chairman

Periodical Payments: Head of WRP Finance - authorises new periodical payment. Head of WRP Finance - authorises payment schedules

Procurement Service Limits

Procurement Services Scheme Designation	*Contracts for and on behalf of NHS Wales	NWSSP Stock Requisitions and Invoices	** NWSSP Stock Write offs
Managing Director of Shared Services/NWSSP Chair(with Committee support)	Over £1m	Over £2m	Over £50k
Managing Director of Shared Services NWSSP Director of Finance and Corporate Services	Up to £1m Up to £750k	Up to £100k Up to	Up to £50k
Director of Procurement Services	Up to £750k	£60k Up	Up to
Senior Manager Procurement Services		to £50k	£25k Up

Note Specific Local arrangement

Stock, Local Contracting and Capital limits remain in relevant organisations scheme of Delegation

*Prior consent of the Minister is required for contracts over £1m

****Welsh Government approval and Velindre Board approval is also required for stock write offs over £50,000**

Periodical Payments: Head of WRP Finance- authorises new periodical payment. Head of WRP Finance- authorises payment schedules

Annex 2

KEY GUIDANCE, INSTRUCTIONS AND OTHER RELATED DOCUMENTS

This Annex forms part of, and shall have effect as if incorporated in the Shared Services Partnership Committee Standing Orders

Shared Services Partnership Committee Framework

The SSPC's governance and accountability framework comprises these Shared Services SOs, incorporating annexes of Powers reserved for the SSPC and Delegation to others, together with the following documents:

- ***Velindre Trust SFIs***
- ***Values and Standards of Behaviour Framework***
- ***Risk and Assurance Framework***
- ***Key policy documents***

agreed by the SSPC. These documents must be read in conjunction with the Shared Services SOs and will have the same effect as if the details within them were incorporated within the Shared Services SOs themselves.

These documents may be accessed by:

NHS Wales framework

Full, up to date details of the guidance, instructions and other documents that together make up the framework of governance, accountability and assurance for the NHS in Wales are published on the NHS Wales Governance e-Manual which can be accessed at <http://www.wales.nhs.uk/governance-emanual/>. Directions or guidance on specific aspects of SSPC business are also issued in hard copy, usually under cover of a Ministerial Letter.

Annex 3

SHARED SERVICES PARTNERSHIP COMMITTEE SUB-COMMITTEE ARRANGEMENTS

This Annex forms part of, and shall have effect as if incorporated in the SSPC Standing Orders

1. *Welsh Risk Pool Committee - Terms of Reference*
2. *Velindre NHS Trust Audit Committee For NHS Wales Shared Service Partnership - Terms of Reference*

1. Welsh Risk Pool Committee Terms of Reference

1. Background

NHS Wales Shared Service Partnership (NWSSP) has responsibility for the administration of the Welsh Risk Pool Service including the management of the Welsh Risk Pool Budget.

The transfer of the WRP budget management to the NHS in Wales seeks to align the financial governance relating to claims with the corporate and quality governance. As part of the transfer arrangements NWSSP, NHS Organisations and the Welsh Government will need to work together to develop and recommend appropriate risk sharing arrangements for the management of any under/overspends annually.

The Welsh Risk Pool Services has a responsibility for the reimbursement of claims over £25,000 but it is also required to have processes for ensuring that NHS Wales learns from claims to limit the risk of recurrence and improve the quality and safety for both patients and staff.

In line with standing orders the Committee has resolved to establish a sub committee to be known as the Welsh Risk Pool Committee (WRPC). The WRPC is a sub-committee of the NWSSP Committee and has no executive powers, other than those specifically delegated in these Terms of Reference.

2. Membership

The membership of the WRPC shall be determined by the NWSSPC, taking account of the balance of skills and expertise necessary to deliver the WRPC's remit and subject to any specific requirements or directions made by the Welsh Government.

The WRPC comprises of representation from senior NHS professionals from Trusts, Local Health Boards, Legal & Risk Services and the Welsh Government. The membership includes:

Chairman: Chairman of NWSSP

Members: Managing Director, NWSSP
NWSSP Director Legal & Risk Services
NWSSP Director of Finance & Corporate Services
Health Board or Trust Chair (1)
Health Board or Trust Chief Executive (1)
Health Board or Trust Medical Director (1)
Health Board or Trust Director of Nursing (1)
Health Board or Trust Director of Finance (1)
Health Board or Trust Chair Audit Committee Chair (1)
Health Board or Trust Board Secretary (1)
Welsh Government (2)

In attendance:

NWSSP – WRPS Head of Finance	
WRPS Assessor	
WRPS Assessor	
WRPS Senior Claims Support Officer	
	} WRPS Support

Other individuals may be involved at the discretion of the Chairman (e.g. representatives from NSAGs as appropriate). The WRPC shall appoint a vice chairman from the agreed membership. The vice-chair shall deputise for the Chair in their absence for any reason.

In the event that a member of the WRPC is unable to attend a meeting he/she is

required to seek a suitable person to attend on their behalf.

3. Dealing with Members' interests during meetings

The Chair, advised by the Committee Secretariat, must ensure that the WRPC's decisions on all matters brought before it are taken in an open, balanced, objective and unbiased manner. In turn, individual members must demonstrate, through their actions, that their contribution to the WRPC's decision making is based upon the best interests of the NHS in Wales.

Where individual members identify an interest in relation to any aspect of business set out in the meeting agenda, that member must declare an interest at the start of the meeting. Members should seek advice from the Chair, through the Committee Secretariat before the start of the meeting if they are in any doubt as to whether they should declare an interest at the meeting. All declarations of interest made at a meeting must be recorded in the minutes. It is responsibility of the chair, on behalf of the Committee, to determine the action to be taken in response to the declaration of interest, this can include excluding the member, where they have a direct or indirect financial interest or participating fully in the discussion but taking no part in the WRPC decision.

4. Quorum

A quorum shall be the Chairman or Vice Chair and at least 4 other representatives, 2 of which must be officer members of shared services and 2 of which must be NHS Trust or LHB representatives.

Repeated non-attendance will be reported to the NWSSP Committee.

5. Frequency of Meetings

Meetings will be held at least 8 times per year, with additional meetings held if considered necessary.

6. Authority

The Accountable Officer for NWSSP is authorised to carry out any activity within the terms of reference and the scheme of delegation. In the normal course of WRPC business items included on the agenda are subject to discussion and decisions based on consensus. Decisions made by the Accountable Officer against that recommended by the WRPC will be reported to the NWSSP Committee and the Velindre NHS Trust Audit Committee for Shared Services.

The WRPC may, establish sub groups or task and finish groups as appropriate to address specific issues and to carry out on its behalf specific aspects of business.

7. Responsibilities of the WRPC

It is important that there is clarity between the role of the WRPC and that of the NWSSP Committee. The NWSSP Committee will have overall responsibility for overseeing the governance arrangements within WRPS and in support of this function the minutes of the WRPC will be forwarded for information and assurance including the highlighting of matters of significance.

The role of the WRPC is to:

- a. Receive assurance on the management of delegations for areas of responsibility detailed within this Terms of Reference and to report regularly to the Shared Services Partnership Committee on performance;
- b. Undertake actions reserved specifically for the WRPC;
- c. To provide advice and guidance to the NWSSP Accountable Officer on claims reimbursement decisions; and
- d. To support and promote a learning culture within NHS Wales.

WRPS areas of responsibility

The main areas of responsibility for which WRPS will be held to account by the WRPC are:

- To develop and approve the Welsh Risk Pool Services (WRPS) Annual Business Plan which sets out the key deliverables which will be monitored by the WRPC.
- To present key financial and performance information.
- To develop an effective and efficient process including technical notes for the receipt of claims and reimbursement of monies to NHS Wales.
- To ensure that there are effective processes for the forecasting of resource requirements over the short and medium term and that there is sufficient liquidity to meet obligations.

- To ensure that the transactions of the WRPS are fully recorded and that financial accounts are produced in accordance with the timetable set by the Welsh Government.
- To undertake an annual assessment of the arrangements for the management of Concerns and Claims by NHS Wales.
- To undertake the annual assessment of high risk clinical areas as required by Chief Executives of NHS Wales Bodies.
- To develop processes for learning from events and cascading information to all NHS Wales Bodies including undertaking detailed reviews of claims and identifying trends arising from claims.
- To undertake project work as required by the WRPC.
- To develop a process for the scrutiny of claims presented to each WRPC to provide assurance across NHS Wales that appropriate action has been taken to reduce the risk of recurrence. This process should have regard for the number and complexity of claims being presented to ensure that sufficient consideration is given to issues arising.

Advisory Group reserved matters

- To approve the payment and reimbursement of claims and impose penalties in accordance with the WRPS Claims Reimbursement Procedure
- To enact the risk sharing arrangements as agreed by the NWSSP
- To receive and consider the annual statements of account
- To receive and consider the annual assessment reports and to approve recommendations for any necessary action.
- To receive and consider the outcome of claims reviews and to approve recommendations for any necessary action.
- To agree on a communication strategy across NHS Wales to ensure that learning from events is captured and communicated appropriately.

- ## Support and promote a learning culture across NHS Wales

8. Reporting Arrangements

Risk sharing arrangements will be agreed by the NWSSP Committee.

Annual presentations will be made to the groups identified by the WRPC (e.g. Chief Executives, Directors of Finance, Directors of Nursing and Medical Directors).

The WRPS will be subject to audit by both internal and external auditors. The external auditors of Velindre NHS Trust will ensure that there is overall audit coverage of claims management across the NHS in Wales.

Associated documents: Scheme of Delegation
Members Handbook
WRP Reimbursement Procedure

2. Velindre NHS Trust Audit Committee for NHS Wales Shared Services Partnership - Terms of Reference

1. BACKGROUND

- 1.1 In May 2012, each Health Board and Trust approved the Standing orders for the Shared Services Committee. Section 4.0.3 of the Standing Orders states;

“The SSPC shall establish a Sub-Committee structure that meets its own advisory and assurance needs and/or utilise Velindre’s Committee arrangements to assist in discharging its governance responsibilities.”

These Terms of reference sets out the arrangements for utilising the Velindre NHS Trust Audit Committee to discharge those relevant functions in relation to NWSSP.


ORGANISATIONAL STRUCTURE

Velindre Trust has an interest in NWSSP on two levels;

- a) The internal governance of the operational running in relation to the host relationship, and
- b) As a member of the NWSSP Committee in relation to the running of national systems and services.

If the Velindre Audit Committee is to be utilised to act on behalf of the NWSSP Committee, there should be a clear distinction between these two areas/functions and they should be addressed separately under the proposed Audit Committee arrangements. This ‘functional split’ will allow for clear consideration of the issues relating specifically to the business of the nationally run systems and national services that are provided by Shared Services and will avoid the boundaries between the governance considerations of the hosting relationship and the governance considerations of Shared Services being blurred. The functional split

can be illustrated below;

(a) Governance of Operational Running (Host Relationship)	(b) Nationally run Systems/Services
 Velindre Trust Audit Committee	 Velindre Trust Audit Committee for Shared Services

The governance issues relating to the hosting of The NHS Wales Shared Services Partnership (NWSSP) (a) will be incorporated into the standard business of the existing Velindre Trust Audit Committee with a specific focus at alternating Trust Audit Committee meetings. The assurance for the business dealt with in (a) will be to the Velindre Trust Board. The Chair of the Shared Services Committee should receive copies of the meeting papers and have the right of attendance at the Velindre Trust Audit Committee.

Issues relating to Shared Services nationally run systems and services (b) will be fed into a separate Velindre Trust Audit Committee for Shared Services operating within its own work cycle. The assurance for the business dealt with in (b) will be to the NWSSP Chair and the Committee via the communication routes detailed below.

The arrangements for (a) above will not be considered further within these Terms of Reference, as it is for Velindre Trust Audit Committee to determine the relevant assurance required in relation to the host relationship.

This document goes on to outline the Terms of reference for (b) above.

2. INTRODUCTION

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

2.2 In line with standing orders and the NHS Wales Shared Services Partnership's scheme of delegation, the Shared Services Partnership Committee (SSPC) shall nominate annually a Committee to be known as the Velindre Trust Audit Committee for Shared Services. The detailed

terms of reference and operating arrangements in respect of this Committee are set out below.

- 2.3 These Terms of Reference and Operating Arrangements are based on the model Terms of Reference as detailed in the NHS Wales Audit Committee Handbook June 2015.

3 PURPOSE

- 3.1 The purpose of the Audit Committee (“the Committee”) is to:

- **Advise** and **assure** the SSPC and the Accountable Officer on whether effective arrangements are in place - through the design and operation of the Partnership’s **system of assurance** - to support them in their decision taking and in discharging their accountabilities for securing the achievement of the organisation’s objectives, in accordance with the standards of good governance determined for the NHS in Wales.

Where appropriate, the Committee will advise the Velindre Trust Board and SSPC on where, and how, its system of assurance may be strengthened and developed further.

4 DELEGATED POWERS AND AUTHORITY

- 4.1 With regard to its role in providing advice to both Velindre Trust Board and the SSPC, the Audit Committee will comment specifically upon:

- The adequacy of the organisation’s strategic governance and assurance arrangements and processes for the maintenance of an effective system of good governance, risk management and internal control across the whole of the organisation’s activities designed to support the public disclosure statements that flow from the assurance processes, including the Annual Governance Statement providing reasonable assurance on:
 - the organisations ability to achieve its objectives,

- compliance with relevant regulatory requirements, standards, quality and service delivery requirements and other directions and requirements set by the Welsh Government and others,
- the reliability, integrity, safety and security of the information collected and used by the organisation,
- the efficiency, effectiveness and economic use of resources, and
- 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 NHS Wales Shared Services Partnership's Standing Orders, and Standing Financial Instructions (including associated framework documents, as appropriate);
- The planned activity and results of internal audit, external audit, clinical audit and the Local Counter Fraud Specialist (including strategies, annual work plans and annual reports);
- The adequacy of executive and managements response to issues identified by audit, inspection and other assurance activity;
- Proposals for accessing Internal Audit service (where appropriate)
- Anti fraud policies, whistle-blowing processes and arrangements for special investigations as appropriate; and
- Any particular matter or issue upon which the Partnership Committee or the Accountable Officer may seek advice.

4.2 The Committee will support the SSPC with regard to its responsibilities for governance (including risk and control) by reviewing:

- All risk and control related disclosure statements (in particular the Annual Governance Statement together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances), prior to endorsement by the SSPC;

- The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct and accountability requirements; and
- The policies and procedures for all work related to fraud and corruption as set out in Welsh Government Directions and as required by the Counter Fraud and Security Management Service.

4.3 In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of good governance, risk management and internal control, together with indicators of their effectiveness.

4.4 This will be evidenced through the Committee's use of effective governance and assurance arrangements to guide its work and that of the audit and assurance functions that report to it, and enable the Committee to review and form an opinion on:

- The **comprehensiveness** of assurances in meeting the SSPC and the Accountable Officers assurance needs across the whole of the organisation's activities; and
- The **reliability and integrity** of these assurances.

4.5 To achieve this, the Committee's programme of work will be designed to provide assurance that:

- There is an effective internal audit function that meets the standards set for the provision of internal audit in the NHS in Wales and provides appropriate independent assurance to the SSPC and the Accountable Officer through the Committee;
- There is an effective counter fraud service that meets the standards set for the provision of counter fraud in the NHS in Wales and provides appropriate assurance to the SSPC and the Accountable Officer through the Committee;
- There is an effective Health and Safety function that meets the standards set for the NHS in Wales and provides appropriate

assurance to the SSPC and the Accountable Officer or through the Quality and Safety Committee.

- There are effective arrangements in place to secure active, ongoing assurance from management with regard to their responsibilities and accountabilities, whether directly to the SSPC and the Accountable Officer or through the effective completion of Audit Recommendations and the Committee's review of the development and drafting of the NHS Wales Partnership's Annual Governance and Annual Quality Statements
- The work carried out by key sources of external assurance, in particular, but not limited to the SSPC's external auditors, is appropriately planned and co-ordinated and that the results of external assurance activity complements and informs (but does not replace) internal assurance activity
- The work carried out by the whole range of external review bodies is brought to the attention of the SSPC, 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;
- The systems for financial reporting to the Board, including those of budgetary control, are effective; and that
- The results of audit and assurance work specific to the organisation, and the implications of the findings of wider audit and assurance activity relevant to the SSPC's operations are appropriately considered and acted upon to secure the ongoing development and improvement of the organisation's governance arrangements.

In carrying out this work, the Committee will follow and implement the Audit Committee for Shared Services Annual Work plan, and will be evidenced through meeting papers, formal minutes, and highlight reports to the SSPC and annually via the Annual Governance Statement, to the Velindre NHS Trust Chief Executive.

Authority

- 4.6 The Committee is authorised by the SSPC 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 Partnership 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 SSPC to assist it in the delivery of its functions.

- 4.7 The Committee is authorised by the SSPC 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 SSPC's procurement, budgetary and other requirements.

Access

- 4.8 The Head of Internal Audit and the Auditor General and his representatives shall have unrestricted and confidential access to the Chair of the Audit Committee at any time, and the Chair of the Audit Committee will seek to gain reciprocal access as necessary.
- 4.9 The Committee will meet with Internal and External Auditors and the nominated Local Counter Fraud Specialist without the presence of officials on at least one occasion each year.
- 4.10 The Chair of Audit Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

- 4.11 The Committee may, subject to the approval of the SSPC establish sub Committees or task and finish groups to carry out on its behalf specific aspects of Committee business. At this stage, no sub Committees/task and finish groups have been established.

5 MEMBERSHIP

Members

- 5.1 A minimum of (3) members, comprising:

Chair	Independent member of the Board
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Members

Two other independent member of the Velindre Trust Board

The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

The Chair of the organisation shall not be a member of the Audit Committee.

Attendees

5.2 In attendance

NWSSP Managing Director as Accountable Officer
NWSSP Director of Finance
NWSSP Director of Audit & Assurance
Head of Internal Audit
Velindre NHS Trust Board Secretary
Velindre NHS Trust Director of Finance
Local Counter Fraud Specialist
Representative of the Auditor General
NWSSP Governance Manager
NWSSP Chair
Other Executive Directors will attend as required by the Committee Chair

By invitation The Committee Chair may invite:

- the Chair of the organisation
- any other Partnership 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.

The Velindre Chief Executive Officer should be invited

to attend, at least annually, to discuss with the Committee the process for assurance that supports the Annual Governance Statement.

Secretariat

- 5.3 Secretary As determined by the Accountable Officer

Member Appointments

- 5.3 The membership of the Committee shall be determined by the Velindre Trust Board, based on the recommendation of the Trust 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.
- 5.4 Members shall be appointed to hold office for a period of four years. Members can be reappointed up to a maximum of their term of office. During this time a member may resign or be removed by the Velindre Trust Board.
- 5.5 Committee members' terms and conditions of appointment, (including any remuneration and reimbursement) are determined on appointment by the Minister for Health.

Support to Committee Members

- 5.6 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 Trust's overall OD programme developed by the Velindre Executive Director of Workforce & Organisational Development.

6 COMMITTEE MEETINGS

Quorum

- 6.1 At least two members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.

Frequency of Meetings

- 6.2 Meetings shall be held no less than quarterly and otherwise as the Chair of the Committee deems necessary – consistent with the NWSSP's annual plan of Business. The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

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 TRUST BOARD DELEGATED TO THE AUDIT COMMITTEE

- 7.1 Although the Velindre Trust Board with the SSPC and its sub committees 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.
- 7.2 The Committee is directly accountable to the Velindre Trust Board for its performance in exercising the functions set out in these terms of reference.
- 7.3 The Committee, through its Chair and members, shall work closely with the organisation and its other Sub Committees to provide advice and assurance to the SSPC by taking into account:

- Joint planning and co-ordination of the SSPC 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 Partnership's overall risk and assurance arrangements. This will primarily be achieved through the discussions held at the SSPC Annually at the end of the Financial Year.

- 7.1 The Committee will consider the assurance provided through the work of the SSPC's other Committees and sub Committees to meet its responsibilities for advising the SSPC on the adequacy of the organisation's overall system of assurance by receipt of their annual workplans.
- 7.1 The Committee shall embed the SSPC's and Trust'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 Chair shall:
- Report formally, regularly and on a timely basis to the Board, SSPC and the Accountable Officer on the Committee's activities. This includes verbal updates on activity and the submission of committee minutes, and written highlight reports throughout the year;
 - Bring to the Board, SSPC and the Accountable Officer's specific attention any significant matters under consideration by the Committee;
 - Ensure appropriate escalation arrangements are in place to alert the SSPC Chair, Managing Director (and Accountable Officer) or Chairs of other relevant Committees of any urgent/critical matters that may affect the operation and/or reputation of the organisation.
- 8.2 The Committee shall provide a written, annual report to the SSPC and the Accountable Officer on its work in support of the Annual Governance Statement and the Annual Quality Statement, specifically commenting on the adequacy of the assurance arrangements, the extent to which risk management is comprehensively embedded throughout the organisation, the integration of governance arrangements and the appropriateness of self assessment activity against relevant standards. The report will also record the results of the Committee's self assessment and evaluation.
- 8.3 The Velindre Trust Board and SSPC 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, e.g., where the Committee's assurance role relates to a joint or shared responsibility.

- 8.4 The Board Secretary, on behalf of the Partnership, 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 Audit Committee Handbook.

9 APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 9.1 The requirements for the conduct of business as set out in the NWSSP's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum *[as per section on Committee meetings]*
 - 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 SSPC and Velindre Trust Board.

Annex 4

ADVISORY GROUPS AND EXPERT PANELS

Terms of Reference and Operating Arrangements

**This Annex forms part of, and shall have effect as if incorporated in the
SSPC Standing Orders**

***[SSPC to insert details, including detailed Terms of Reference and
Operating Arrangements for each Advisory Group and Expert Panel]***

Annex 5

Process for the Selection, Appointment and Termination of the Chair of the SSPC

This Annex forms part of, and shall have effect as if incorporated in the Shared Services Committee Standing Orders

The NWSSP Committee has the responsibility for appointing the Chair of the Committee. Whilst the appointment is not a Ministerial appointment the planned process has taken account of the appointment principles outlined in the Code of Practice for Ministerial Appointments to Public Bodies 2012.

MAIN BODY

In line with the Code of Practice for Ministerial Appointments to Public Bodies 2012 the three principles of public appointments are summarised below:

Merit - The process should facilitate applications from high quality candidates, drawn from a strong and diverse field, whose skills, experience and qualities have been judged to best meet the needs of the public body or statutory office in question.

Fairness - Selection processes must be objective, impartial and applied consistently to all candidates. Each candidate must be assessed against the same published criteria.

Openness – Information about the requirements of the post and the selection process must be publicly available. The appointment must be advertised publicly in a way that is designed to attract a strong and diverse field of suitable candidates.

The essential features of the process will include the following:

- A panel must be set up to oversee the appointments process.
- The panel must be chaired by an independent assessor

- An agreed selection process, selection criteria and publicity strategy for a successful appointment
- A panel report must be prepared, signed by the chair of the appointment panel
- The appointment of the successful candidate must be publicised.

It is important that all public appointees uphold the standards of conduct set out in the Committee on Standards in Public Life's Seven Principles of Public Life. The panel must satisfy itself that all candidates for appointment can meet these standards and have no conflicts of interest that would call into question their ability to perform the role.

The selection panel will comprise of the following members:

- The current Committee Chair who will act as Chair of the selection panel
- 3 members of the NWSSP Committee
- NWSSP Director of Workforce and OD

The appointment process is managed by the NWSSP Director of Workforce and OD.

A suite of supporting documentation has been developed to support the process.

The job **advertisement**. It is proposed that, in line with the practice adopted by Welsh Government for all other public appoints this is the post is advertised on Job Wales which is the Western Mail and Daily Post on-line publication. The candidate application **form**. The content and format very closely mirrors the application form currently used by the Welsh Government for Ministerial Public Appointments.

A **briefing pack** for candidates. This includes details of the role profile and person specification.

GOVERNANCE AND RISK ISSUES

The process appointment will conducted in line with the "Code of Practice for Ministerial Appointments to Public Bodies 2012.

<http://publicappointmentscommissioner.independent.gov.uk/wp-content/uploads/2012/02/New-Code-of-Practice-for-Ministerial-Appointments-to-Public-Bodies-August-2009.pdf>

The appointment documentation and processes has been reviewed and agreed by the Cwm Taff HB Board Secretary who is a current NWSSP Committee member and has also been provided to the Velindre Trust Board Secretary to ensure that the appointment aligns to Velindre's governance requirements.

The selection process will be repeated following each maximum term of office for the Chair of the Committee, or when the Chair resigns, or following removal of the Chair by termination.

Suspension and termination

Should the circumstances laid down in the draft regulations at 9. (1), 9.(3), 9.(5) or 10.(1) emerge, and the removal (i.e. suspension or termination) of the Chair is deemed necessary, the Committee will agree the reasons for the decision to do so and formally submit these reasons to a panel constituted as that described for the selection process above.

The panel will then make a recommendation to Velindre Trust to suspend or remove the Chair. Velindre Trust will then take the necessary action and subsequently provide the Welsh Ministers with the reasons agreed as per section

9.(2) (termination) or 10.(2) (suspension) of the Regulations.