



GIG
CYMRU
NHS
WALES

Addysg a Gwella Iechyd
Cymru (AaGIC)
Health Education and
Improvement Wales (HEIW)

Standing Orders

Executive Sponsor & Function:

Board Secretary

Document Author:

Sioned Rees

Approved by:

HEIW Board

Approval Date:

XXXXX

Date of Equality Impact Assessment:

XXXXX

Equality Impact Assessment Outcome:

XXXX

Review Date:

30 September, 2019

Version: v1

Foreword

The Health Education and Improvement Wales 'HEIW' Regulations 2017 provides that HEIW must make standing orders for the regulation of its proceedings and business, including provision for the suspension of all or any of the standing orders.

The HEIW Board must consider and agree to adopt the Standing Orders (SOs) for the regulation of their proceedings and business. They are designed to translate the statutory requirements set out in legislation into day to day operating practice, and, together with the adoption of a Scheme of Decisions reserved to the Board; a Scheme of Delegations to officers and others; and Standing Financial Instructions (SFIs), they provide the regulatory framework for the business conduct of HEIW.

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

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

Further information on governance in the NHS in Wales may be accessed at www.wales.nhs.uk/governance-emanual/

Contents

□ Foreword	2
□ Section A – Introduction	5
□ Statutory framework.....	5
□ NHS framework.....	6
□ Applying Standing Orders	7
□ Variation and amendment of Standing Orders.....	7
□ Interpretation	7
□ The role of the Board Secretary	8
□ Section B – Standing Orders	9
□ 1. HEALTH EDUCATION AND IMPROVEMENT WALES	9
□ 1.1 Membership of Health Education and Improvement Wales Board	10
□ <i>Officer Members [to be known as Executive Directors]</i>	10
□ <i>Non Officer Members [to be known as Independent Members]</i>	10
□ <i>Associate Members</i>	10
□ <i>Use of the term ‘Independent Members’</i>	10
□ 1.2 Tenure of Board members.....	10
□ 1.3 The Role of the HEIW Board and responsibilities of individual members	11
□ <i>Role</i>	11
□ <i>Responsibilities</i>	11
□ 2. RESERVATION AND DELEGATION OF HEIW FUNCTIONS	12
□ 2.1 Chair’s action on urgent matters	14
□ 2.2 Delegation of Board functions	14
□ 2.3 Delegation to officers.....	14
□ 3. COMMITTEES	15
□ 3.1 HEIW Committees	15
□ <i>Use of the term ‘Committee’</i>	15
□ 3.2 Sub-Committees	15
□ 3.3 Committees established by HEIW.....	15
□ ▪ Audit and Assurance; and	16
□ ▪ Remuneration and Terms of Service	16
□ 3.4 Other Committees	17
□ 3.5 Confidentiality	17
□ 3.6 Reporting activity to the Board	17
□ 4. WORKING IN PARTNERSHIP	17
□ 5. MEETINGS	17
□ 5.1 Putting Citizens first	17
□ 5.2 Annual Plan of Board Business	18
□ <i>Annual General Meeting (AGM)</i>	18
□ 5.3 Calling Meetings.....	19
□ 5.4 Preparing for Meetings	19
□ <i>Setting the agenda</i>	19
□ <i>Notifying and equipping Board members</i>	19
□ <i>Notifying the public and others</i>	20
□ 5.5 Conducting Board Meetings.....	20
□ <i>Admission of the public, the press and other observers</i>	20

<input type="checkbox"/>	Addressing the Board, its Committees and Advisory Groups	21
<input type="checkbox"/>	Chairing Board Meetings	21
<input type="checkbox"/>	Quorum.....	22
<input type="checkbox"/>	Dealing with motions.....	22
<input type="checkbox"/>	Voting	24
<input type="checkbox"/>	5.6 Record of Proceedings	24
<input type="checkbox"/>	5.7 Confidentiality	24
<input type="checkbox"/>	6. VALUES AND STANDARDS OF BEHAVIOUR	25
<input type="checkbox"/>	6.1 Declaring and recording Board members' interests	25
<input type="checkbox"/>	6.2 Dealing with Members' interests during Board meetings	26
<input type="checkbox"/>	6.3 Dealing with officers' interests	27
<input type="checkbox"/>	6.4 Reviewing how Interests are handled	28
<input type="checkbox"/>	6.5 Dealing with offers of gifts and hospitality	28
<input type="checkbox"/>	6.6 Register of Gifts and Hospitality	29
<input type="checkbox"/>	7. SIGNING AND SEALING DOCUMENTS	30
<input type="checkbox"/>	7.1 Register of Sealing.....	30
<input type="checkbox"/>	7.2 Signature of Documents.....	30
<input type="checkbox"/>	7.3 Custody of Seal	31
<input type="checkbox"/>	8. GAINING ASSURANCE ON THE CONDUCT OF HEIW BUSINESS	31
<input type="checkbox"/>	8.1 The role of Internal Audit in providing independent internal assurance	31
<input type="checkbox"/>	8.2 Reviewing the performance of the Board, its Committees and Advisory Groups	32
<input type="checkbox"/>	8.3 External Assurance.....	32
<input type="checkbox"/>	9. DEMONSTRATING ACCOUNTABILITY	32
<input type="checkbox"/>	10. REVIEW OF STANDING ORDERS	33
<input type="checkbox"/>	Schedule 1.....	34
<input type="checkbox"/>	Scheme of Reservation and Delegation of Powers.....	34
<input type="checkbox"/>	Deciding what to retain and what to delegate.....	35
<input type="checkbox"/>	Handling arrangements for the reservation and delegation of powers.....	36
<input type="checkbox"/>	Scope of these arrangements.....	37
<input type="checkbox"/>	Schedule of matters reserved to the board.....	38
<input type="checkbox"/>	Delegation of powers to Committees and others.....	44
<input type="checkbox"/>	Delegated financial limits.....	49
<input type="checkbox"/>	Schedule 2.....	50
<input type="checkbox"/>	KEY GUIDANCE, INSTRUCTIONS AND.....	50
<input type="checkbox"/>	OTHER RELATED DOCUMENTS	50
<input type="checkbox"/>	HEIW Framework	50
<input type="checkbox"/>	NHS Wales framework.....	50
<input type="checkbox"/>	Schedule 3.....	53
<input type="checkbox"/>	Board Committee Arrangements	53
<input type="checkbox"/>	Remuneration and Terms of Service Committee Terms of Reference and Operating arrangements.....	54
<input type="checkbox"/>	Standard terms of reference and operating arrangements for all committee of board	
<input type="checkbox"/>	Terms of reference and operating arrangements Audit and Assurance Committee.....	57
<input type="checkbox"/>	Remuneration and terms of service Committee terms of reference and operating arrangements.....	65

Section A – Introduction

Statutory framework

- i) Health Education and Improvement Wales (HEIW) is a Special Health Authority (SHA) that was established on 05 October 2017 and became operational on the 01 October 2018, following a six month period in shadow form under The Health Education and Improvement Wales (Establishment and Constitution) Order 2017 (SI No. 913 (W. 224)) “the Establishment Order”.
- ii) The principal place of business of HEIW is – Ty Dysgu, Cefn Coed Parc, Nantgarw, Cardiff. CF15 7QQ.
- iii) All business shall be conducted in the name of HEIW, and all funds received in trust shall be held in the name of HEIW as a corporate Trustee.
- iv) HEIW is a corporate body and its functions must be carried out in accordance with its statutory powers and duties. HEIW’s functions are set out in the Establishment Order and in Directions issued by Welsh Ministers.
- v) In addition to Directions the Welsh Ministers will issue an annual remit letter and may from time to time issue guidance which HEIW must take into account when exercising any function.
- vi) Under powers set out in paragraph 3(3) of Schedule 5 to the NHS (Wales) Act 2006, the Welsh Ministers has made **the Health Education and Improvement (Wales) Regulations 2017 (S.I. 2017/909 (W.221))** (“the Constitution Regulations”) which make provision concerning the membership and procedures of HEIW.
- vii) In carrying out its duties it will co-operate with others.
- viii) Section 72 of the NHS Act 2006 places a duty on NHS bodies, including an SHA to co-operate with each other in exercising their functions.
- ix) Section 82 of the NHS Act 2006 places a duty on NHS bodies, including an SHA, and local authorities to co-operate with one another in order to secure and advance the health and welfare of the people of England and Wales.
- x) The Welsh Language (Wales) Measure 2011 makes provision with regards to the development of standards relating to the Welsh language. The Welsh Language Standards (No 7) Regulations 2018 for the health sector do not currently apply to HEIW. It will apply at a future date but in the interim HEIW will develop a Welsh Language policy/scheme to deliver commitments relating to Welsh language.
- xi) As a SHA, HEIW is also bound by any other statutes and legal provisions

which govern the way that NHS bodies do business. The powers of NHS bodies established under statute shall be exercised by NHS bodies meeting in public session, except as otherwise provided by these SOs.

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

NHS framework

- xiii) In addition to the statutory requirements set out above, NHS bodies including SHAs must carry out all business in a manner that enables them to contribute fully to the achievement of the Welsh Government’s vision for the NHS in Wales and its standards for public service delivery. The governance standards set for the NHS in Wales are based upon the Welsh Government’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.
- xiv) Adoption of the principles will better equip NHS bodies to take a balanced, holistic view of their organisations and their capacity to deliver high quality, safe healthcare services for all its citizens within the NHS framework set nationally.
- xv) The overarching NHS governance and accountability framework incorporates these SOs; the Schedules of Reservation and Delegation of Powers; 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’* (formally the Healthcare Standards) Framework, the NHS Risk and Assurance Framework, and the NHS planning and performance management systems.
- xvi) The Welsh Ministers, reflecting their constitutional obligations, have 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. The Well-being of Future Generations (Wales) Act 2015 explains what is meant by sustainable development and requires bodies that are designated as ‘public bodies’ under section 6 of the 2015 Act to set well-being objectives and contribute to the achievement of well-being goals.
- xvii) 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 www.wales.nhs.uk/governance-emanual/. Directions or guidance on specific aspects of business are also issued in hard copy, usually under cover of a Ministerial letter.

- xviii) HEIW will from time to time agree and approve policy statements which apply to the Board members and/all or specific groups of staff employed by HEIW. The decisions to approve these policies will be recorded in the appropriate Board minute and, where appropriate will be considered to be an integral part of HEIW's SOs and SFIs. Details of the key policy statements will be included in Schedule 2.
- xix) HEIW shall ensure that an official is designated to undertake the role of the Board Secretary (the role of which is set out in paragraph xxv below).

Applying Standing Orders

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

Variation and amendment of Standing Orders

- xxii) Although these SOs are subject to regular, annual review by HEIW, there may, exceptionally, be an occasion where it is necessary to vary or amend the SOs during the year. In these circumstances, the Board Secretary shall advise the Board of the implications of any decision to vary or amend SOs, and such a decision may only be made by the Board if:
- The variation or amendment is in accordance with regulation 15 of the Constitution Regulations and does not contravene a statutory provision or direction made by the Welsh Ministers;
 - The proposed variation or amendment has been considered and approved by the Audit and Assurance Committee and is the subject of a formal report to the Board; and
 - A formal notice of motion under Standing Order 5.5.14 has been given.

Interpretation

- xxiii) During any Board meeting where there is doubt as to the applicability or interpretation of the SOs, the Chair of HEIW shall have the final say, provided

that his or her decision does not conflict with rights, liabilities or duties as prescribed by law. In doing so, the Chair shall take appropriate advice from the Board Secretary and, where appropriate the Chief Executive or the Director responsible for finance (in the case of SFIs).

- xxiv) The terms and provisions contained within these SOs aim to reflect those covered within all applicable legislation. The legislation takes precedence over these SOs when interpreting any term or provision covered by legislation.

The role of the Board Secretary

- xxv) The role of the Board Secretary is crucial to the ongoing development and maintenance of a strong governance framework within HEIW, and is a key source of advice and support to the HEIW Chair and other Board members. Independent of the Board, the Board Secretary acts as the guardian of good governance within HEIW:
- Providing advice to the Board as a whole and to individual Board members on all aspects of governance;
 - Facilitating the effective conduct of HEIW business through meetings of the Board, its Advisory Groups and Committees;
 - Ensuring that Board members have the right information to enable them to make informed decisions and fulfil their responsibilities in accordance with the provisions of these SOs;
 - Ensuring that in all its dealings, the Board acts fairly, with integrity, and without prejudice or discrimination;
 - Contributing to the development of an organisational culture that embodies public services values and standards of behaviour; and
 - Monitoring HEIW's compliance with the law, SOs and the governance and accountability framework set by the Welsh Ministers.
- xxvi) As advisor to the Board, the *Board Secretary's* role does not affect the specific responsibilities of Board members for governing the organisation. The Board Secretary is directly accountable for the conduct of their role to the Chair [and Chief Executive], and reports on a day to day basis to the Chief Executive.
- xxvii) Further details on the role of the Board Secretary within HEIW, including details on how to contact them, are available at www.heiw.nhs.wales

Section B – Standing Orders

1. HEALTH EDUCATION AND IMPROVEMENT WALES

- 1.0.1 **HEIW's principal role is to take a** strategic approach to developing the Welsh health workforce for now and for the future. Its functions include:

Workforce intelligence – HEIW will be the central, recognised source for information and intelligence about the Welsh health workforce.;

Workforce planning – HEIW will provide strategic leadership for workforce planning, working with health boards/trusts and the Welsh Government to produce a forward strategy to transform the workforce to deliver new health and social models of service delivery;

Education commissioning, planning and delivery – HEIW will utilise its funding to ensure value for money and the provision of a workforce which reflects future healthcare needs;

Quality management – HEIW will quality manage education and training provision ensuring it meets required standards, and improvements are made where required;

Supporting regulation – HEIW will play a key role representing Wales in liaison with regulators, working within the policy framework established by the Welsh Government. HEIW will also undertake, independently of the Welsh Government, specific regulatory support roles;

Leadership development – HEIW will establish the strategic direction and delivery of leadership development for staff within NHS Wales at all levels;
Careers and widening access – HEIW will provide the strategic direction for health careers and the widening access agenda, delivering an ongoing agenda to promote health careers;

Workforce improvement – HEIW will provide a strategic leadership role for workforce transformation and improvement, and deliver within its functions a ongoing programme to meet that role;

Professional support for workforce and organisational development (OD) in NHS Wales – HEIW will support the professional workforce and OD profession within Wales.

- 1.0.2 HEIW was established by the Health Education and Improvement Wales (Establishment and Constitution) Order 2017 (SI No. 913 (W. 224)). HEIW must ensure that all its activities are in exercise of those functions or other statutory functions that are conferred on it through directions issued by the Welsh Ministers.

- 1.0.3 To fulfil this role, HEIW will work with all its partners and stakeholders in the

best interests of the population of Wales.

1.1 Membership of Health Education and Improvement Wales Board

1.1.1 The membership of the HEIW Board shall be no more than 12 members comprising the Chair (appointed by the Cabinet Secretary for Health and Social Services), the Chief Executive and officer and non officer members. A Vice Chair may also be appointed by the Board from the existing Independent Board Members.

1.1.2 For the purposes of these SOs, the members of the HEIW Board shall collectively be known as “the Board” or “Board members”; the officer and non-officer members (which will include the Chair) shall be referred to as Executive Directors and Independent Members respectively; and the Chief Officer and the Chief Finance Officer shall respectively be known as the Chief Executive and the Director of Corporate Services and Finance. All such members shall have full voting rights. There may also be Associate Members who do not have voting rights.

Officer Members [to be known as Executive Directors]

1.1.3 A total of 5 (including the Chief Executive), appointed by the Board.

Non Officer Members [to be known as Independent Members]

1.1.4 A total of 7 (including the Chair), appointed by the Cabinet Secretary for Health and Social Services.

Associate Members

1.1.5 A total of up to 3 Associate Members may be appointed by the Board to assist in carrying out its functions subject to the agreement of the Cabinet Secretary for Health and Social Services. They will attend Board meetings on an ex-officio basis, but will not have any voting rights.

Use of the term ‘Independent Members’

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

- Chair
- Vice Chair (if appointed)
- Non Officer Members

unless otherwise stated.

1.2 Tenure of Board members

1.2.1 Independent Members and Associate Members appointed by the Cabinet Secretary for Health and Social Services shall be appointed for a period

specified by the Welsh Ministers, but for no longer than 4 years in any one term. These members can be reappointed but may not serve a total period of more than 8 years. Time served need not be consecutive and will still be counted towards the total period even where there is a break in the term.

- 1.2.2 Any Associate Member appointed to the Board under 1.1.5 will be for a period of up to one year, with a maximum term of four years if re-appointed.
- 1.2.3 Executive Directors' tenure of office as Board members will be determined by their contract of appointment.
- 1.2.4 All Independent Board members' tenure of appointment will cease in the event that they no longer meet any of the eligibility requirements, so far as they are applicable, as specified in Schedule 1 of the Constitution Regulations. Any member must inform the Chair as soon as is reasonably practicable to do so in respect of any issue which may impact on their eligibility to hold office. The Chair will advise the Minister in writing of any such cases immediately.
- 1.2.5 HEIW will require Independent Board members to confirm in writing their continued eligibility on an annual basis.

1.3 The Role of the HEIW Board and responsibilities of individual members

Role

- 1.3.1 The principal role of HEIW is set out in SO 1.0.1. The Board's main role is to add value to the organisation through the exercise of strong leadership and control, including:
 - Setting the organisation's strategic direction
 - Establishing and upholding the organisation's governance and accountability framework, including its values and standards of behaviour
 - Ensuring delivery of the organisation's aims and objectives through effective challenge and scrutiny of HEIW performance across all areas of activity.

Responsibilities

- 1.3.2 The Board will function as a corporate decision-making body, Executive Directors and Independent Members being full and equal members and sharing corporate responsibility for all the decisions of the Board.
- 1.3.3 Independent Members appointed to the Board must do so in a balanced manner, ensuring that any opinion expressed is objective and based upon the best interests of delivering education and improvement in the health service.
- 1.3.4 Associate Members, whilst not sharing corporate responsibility for the decisions of the Board, are nevertheless required to act in a corporate

manner at all times, as are their fellow Board members who have voting rights.

- 1.3.5 All Board members must comply with their terms of appointment. They must equip themselves to fulfil the breadth of their responsibilities by participating in appropriate personal and organisational development programmes, engaging fully in Board activities and promoting HEIW within the communities it serves.
- 1.3.6 **The Chair** – The Chair is responsible for the effective operation of the Board, chairing Board meetings when present and ensuring that all Board business is conducted in accordance with these SOs. The Chair may have certain specific powers delegated by the Board and set out in the Scheme of Delegation.
- 1.3.7 The Chair shall work in close harmony with the Chief Executive and, supported by the Board Secretary, shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.
- 1.3.8 **The Vice-Chair** – The Vice-Chair shall deputise for the Chair in their absence for any reason, and will do so until either the existing chair resumes their duties or a new chair is appointed.
- 1.3.9 **Chief Executive** – The Chief Executive is responsible for the overall performance of the executive functions of HEIW. They are the appointed Accountable Officer for HEIW and shall be responsible for meeting all the responsibilities of that role, as set out in their Accountable Officer Memorandum.
- 1.3.10 **Lead roles for Board members** – The Chair will ensure that individual Board members are designated as lead roles or “champions” as required by the Welsh Ministers or as set out in any statutory or other guidance. Any such role must be clearly defined and must operate in accordance with the requirements set by HEIW, the Welsh Ministers or others. In particular, no operational responsibilities will be placed upon any Independent Member fulfilling such a role. The identification of a Board member in this way shall not make them more vulnerable to individual criticism, nor does it remove the corporate responsibility of the other Board members for that particular aspect of Board business.

2. RESERVATION AND DELEGATION OF HEIW FUNCTIONS

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

delegation is being made.

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

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

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

2.0.3 HEIW retains full responsibility for any functions delegated to others to carry out on its behalf. Where HEIW has a joint duty, it remains fully responsible for its part, and shall agree through the determination of a written Partnership Agreement the governance and assurance arrangements for the partnership, setting out respective responsibilities, ways of working, accountabilities and sources of assurance of the partner organisations.

2.0.4 **Shared and Hosted Services Arrangements**

Where HEIW uses a shared or hosted service provided by another NHS organisation to undertake part and/or support it in delivering its functions, the ultimate responsibility remains with HEIW.

From 1st June 2012 the function of managing and providing Shared Services to the health service in Wales was given to Velindre NHS Trust. The **Velindre National Health Service Trust Shared Services Committee (Wales) Regulations 2012** (S.I. 2012/1261 (W.156)) ("the Shared Services Regulations") require the Trust to establish a Shared Services Committee (known for operational purposes as the Shared Services Partnership Committee) which will be responsible for exercising the Trust's Shared Services functions. The Shared Services Regulations prescribe the membership of the Shared Services Committee in order to ensure that all LHBs and Trusts in Wales have a member on the Shared Services Committee and that the views of all the NHS organisations in Wales are taken into account when making decisions in respect of Shared Services activities.

A Senior Management Team, led by the Director of Shared Services, is responsible for the delivery of Shared Services in accordance with an Integrated Medium Term Plan agreed by the Shared Services Committee. The Director of Shared Services holds Accountable officer status, and retains overall accountability in relation to the management of Shared Services.

A Memorandum of Co-operation and Hosting Agreement is in place between all LHBs and Trusts setting out the obligations of NHS bodies to participate in the Shared Services Committee and to take collective responsibility for setting the policy and delivery of the Shared Services to

the health service in Wales. Responsibility for the exercise of the Shared Services functions will not rest with the Board of Velindre NHS Trust but will be a shared responsibility of all NHS bodies in Wales.

The Regulations for the Shared Services Committee presently do not encompass Strategic Health Authority members. HEIW will therefore have observer status on the Committee, until such time as the regulations are amended. Shared Services Partnership was established to provide shared services to the health service in Wales, and therefore can provide shared services to HEIW in accordance with agreed Service Level Agreements, until such time as HEIW becomes a full member of the Shared Services Committee, Memorandum of Co-operation and Hosting Agreement.

2.1 Chair's action on urgent matters

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

2.2 Delegation of Board functions

- 2.2.1 The Board shall agree the delegation of any of their functions except for those set out within the 'Schedule of Matters reserved to the Board' to Committees and others, setting any conditions and restrictions it considers necessary and following any directions or regulations given by the Welsh Ministers. These functions may be carried out:
 - i By a Committee, sub-Committee or officer of HEIW
- 2.2.2 The Board shall agree and formally approve the delegation of specific executive powers to be exercised by Committees, sub-Committees, joint-Committees or joint sub-Committees which it has formally constituted.

2.3 Delegation to officers

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

functions. The Chief Executive will still be accountable to the Board for all functions delegated to them irrespective of any further delegation to other officers.

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

3. COMMITTEES

3.1 HEIW Committees

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

Use of the term 'Committee'

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

3.2 Sub-Committees/ Advisory Groups

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

3.3 Committees established by HEIW

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

following aspect of Board business:

- Audit and Assurance; and
- Remuneration and Terms of Service

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

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

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

- The scope of its work (including its purpose and any delegated powers and authority);
- Membership and quorum;
- Meeting arrangements;
- Relationships and accountabilities with others (including the Board its Committees and Advisory Groups)
- Any budget and financial responsibility, where appropriate;;
- Secretariat and other support;
- Training, development and performance; and
- Reporting and assurance arrangements.

3.3.4 In doing so, the Board shall specify which aspects of these SOs are not applicable to the operation of the Committee, keeping any such aspects to the minimum necessary. Detailed terms of reference and operating arrangements for the Committees established by the Board are set out in Schedule 3.

3.3.5 The membership of any such Committees - including the designation of Chair; definition of member roles and powers and terms and conditions of appointment (including remuneration and reimbursement) - will usually be determined by the Board, based on the recommendation of HEIW Chair, and subject to any specific requirements, directions or regulations made by the Welsh Ministers. Depending on the Committee's defined role and remit, membership may be drawn from the HEIW Board, its staff (subject to the conditions set in Standing Order 3.3.6) or others not employed by HEIW.

3.3.6 Executive Directors or other HEIW officers shall not normally be appointed as Committee Chairs. Designated HEIW officers shall, however, be in attendance at such Committees, as appropriate.

3.4 Other Committees

- 3.4.1 The Board may also establish other Committees to help HEIW conduct its business.

3.5 Confidentiality

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

3.6 Reporting activity to the Board

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

4. WORKING IN PARTNERSHIP

- 4.0.1 HEIW shall work constructively in partnership with others to plan and secure the provision and delivery of health education and improvement, in accordance with its statutory duties and any specific requirements or directions made by the Welsh Ministers. .
- 4.0.2 The Chair shall ensure that the Board has identified all its key partners and other stakeholders and established clear mechanisms for engaging with and involving them in the work of HEIW.
- 4.0.3 The Board shall keep under review its partnership arrangements to ensure continued clarity around purpose, desired outcomes and partner responsibilities. It must ensure timely action to change, adapt or end partnerships where they no longer serve a useful purpose, in accordance with its statutory duties; any specific requirements or directions made by the Welsh Ministers; and the agreed terms and conditions for the partnership.

5. MEETINGS

5.1 Putting Citizens first

- 5.1.1 HEIW's business will be carried out openly and transparently in a manner that encourages the active engagement of its citizens, community partners and other stakeholders. HEIW, 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 in accordance with its Welsh language and equality requirements and commitments;
- Requesting that attendees notify HEIW 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, and
- In accordance with legislative requirements, e.g., Disability Discrimination Act, as well as its Communication Strategy and Welsh language requirements.

5.1.2 The Chair will ensure that, in determining the matters to be considered by the Board, full account is taken of the views of partners and stakeholder and interests of the communities served by HEIW.

5.2 Annual Plan of Board Business

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

Annual General Meeting (AGM)

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

meeting of the Board for agreement.

5.3 Calling Meetings

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

5.4 Preparing for Meetings

Setting the agenda

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

Notifying and equipping Board members

- 5.4.3 Board members shall be sent an Agenda and a complete set of supporting papers at least 7 calendar days before a formal Board meeting. This information may be provided to Board members electronically or in paper form, in an accessible format, to the address provided, and in accordance with their stated preference. Supporting papers may, exceptionally, be provided, after this time provided that the Chair is satisfied that the Board's ability to consider the issues contained within the paper would not be impaired.
- 5.4.4 No papers will be included for consideration and decision by the Board unless the Chair is satisfied (subject to advice from the Board Secretary, as appropriate) that the information contained within it is sufficient to enable the Board to take a reasonable decision. Equality impact assessments (EIA) shall be undertaken on all new or revised policies,

strategies, guidance and or practice to be considered by the Board, and the outcome of that EIA shall accompany the report to the Board to enable the Board to make an informed decision.

- 5.4.5 In the event that at least half of the Board members do not receive the Agenda and papers for the meeting as set out above, the Chair must consider whether or not the Board would still be capable of fulfilling its role and meeting its responsibilities through the conduct of the meeting. Where the Chair determines that the meeting should go ahead, their decision, and the reason for it, shall be recorded in the minutes.
- 5.4.6 In the case of a meeting called by Board members, notice of that meeting must be signed by those members and the business conducted will be limited to that set out in the notice.

Notifying the public and others

- 5.4.7 Except for meetings called in accordance with Standing Order 5.3, at least 7 days before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed bilingually (in English and Welsh):
- At HEIW's principal sites;
 - On the HEIW website, together with the papers supporting the public part of the Agenda; as well as
 - Through other methods of communication as set out in HEIW's communication strategy.
- 5.4.8 When providing notification of the forthcoming meeting, HEIW 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.

5.5 Conducting Board Meetings

Admission of the public, the press and other observers

- 5.5.1 HEIW shall encourage attendance at its formal Board meetings by the public and members of the press as well as officers or representatives from organisations who have an interest in HEIW business. The venue for such meetings shall be appropriate to facilitate easy access for attendees and translation services; and appropriate facilities wherever practicable to maximise accessibility such as an induction loop system.
- 5.5.2 The Board and its Committees 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. In such cases the Chair (advised by the Board Secretary where appropriate) shall schedule these issues accordingly and require that any observers withdraw from

the meeting. In doing so, the Board shall resolve:

That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest in accordance with Section 1(2) F(c.67).

- 5.5.3 In the circumstances, when the Board is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Board in public session. Wherever possible, that reporting shall take place at the end of a private session, by reconvening a Board meeting held in public session.
- 5.5.4 The Board Secretary, on behalf of the Chair, shall keep under review the nature and volume of business conducted in private session to ensure such arrangements are adopted only when absolutely necessary.
- 5.5.5 In encouraging entry to formal Board Meetings from members of the public and others, the Board shall make clear that attendees are welcomed as observers. The Chair shall take all necessary steps to ensure that the Board's business is conducted without interruption and disruption. In exceptional circumstances, this may include a requirement that observers leave the meeting.

Addressing the Board, its Committees and Advisory Groups

- 5.5.6 The Board will decide what arrangements and terms and conditions it feels are appropriate in extending an invitation to observers to attend and address any meetings of the Board, its Committees and Advisory Groups, and may change, alter or vary these terms and conditions as it considers appropriate. In doing so, the Board will take account of its responsibility to actively encourage the engagement and, where appropriate, involvement of citizens and stakeholders in its work and to demonstrate openness and transparency in the conduct of business.

Chairing Board Meetings

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

meeting through the attendance of the nominated Board Secretary. The Chair has the final say on any matter relating to the conduct of Board business.

Quorum

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

Dealing with motions

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

an emergency motion has been proposed, the Chair shall declare the motion at the start of the meeting as an additional item to be included on the agenda.

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

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

5.5.16 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.

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

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

5.5.18 **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.

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

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

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

Voting

- 5.5.22 The Chair will determine whether Board members' decisions should be expressed orally, through a show of hands, by secret ballot or by recorded vote. The Chair must require a secret ballot or recorded vote if the majority of voting Board members request it. Where voting on any question is conducted, a record of the vote 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. Associate Members may not vote in any meetings or proceedings of the Board.
- 5.5.23 In determining every question at a meeting the Board members must take account, where relevant, of the views expressed and representations made by individuals and organisations who represent the interests of stakeholders.
- 5.5.24 The Board will make decisions based on a simple majority view held by the Board members present. In the event of a split decision, i.e., no majority view being expressed, the Chair shall have a second and casting vote.
- 5.5.25 In no circumstances may an absent Board member or nominated deputy vote by proxy. Absence is defined as being absent at the time of the vote.

5.6 Record of Proceedings

- 5.6.1 A record of the proceedings of formal Board meetings (and any other meetings of the board where the Board members determine) shall be drawn up as 'minutes'. These minutes shall include a record of Board member attendance (including the Chair) together with apologies for absence, and shall be submitted for agreement at the next meeting of the Board, where any discussion shall be limited to matters of accuracy. Any agreed amendment to the minutes must be formally recorded.
- 5.6.2 Agreed minutes shall be circulated in accordance with Board members' wishes, and, where providing a record of a formal Board meeting shall be made available to the public both on HEIW's website and in hard copy or other accessible format on request, in accordance with any legislative requirements, e.g., Data Protection Act 2018, General Data Protection Regulations and HEIW's Communication Strategy and Welsh language requirements.

5.7 Confidentiality

- 5.7.1 All Board members (including Associate Members), together with members of any Committee or Advisory Group established by or on

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

6. VALUES AND STANDARDS OF BEHAVIOUR

6.0.1 The Board must adopt a set of values and standards of behaviour for HEIW 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 HEIW, including Board members, HEIW officers and others, as appropriate. The framework adopted by the Board will form part of these SOs.

6.1 Declaring and recording Board members' interests

6.1.1 ***Declaration of interests*** – It is a requirement that all Board members must declare any personal or business interests they may have which may affect, or be perceived to affect the conduct of their role as a Board member. This includes any interests that may influence or be perceived to influence their judgement in the course of conducting the Board's business. Board members must be familiar with the Values and Standards of Behaviour Framework and their statutory duties under the Constitution Regulations. Board members must notify the Board of any such interests at the time of their appointment, and any further interests as they arise throughout their tenure as Board members.

6.1.2 Board members must also declare any interests held by family members or persons or bodies with which they are connected. The Board Secretary will provide advice to the Chair and the Board on what should be considered as an 'interest', taking account of the regulatory requirements and any further guidance, e.g., the Values and Standards of Behaviour framework. If individual Board members are in any doubt about what may be considered as an interest, they should seek advice from the Board Secretary. However, the onus regarding declaration will reside with the individual Board member.

6.1.3 ***Register of interests*** – The Chief Executive, through the Board Secretary will ensure that a Register of Interests is established and maintained as a formal record of interests declared by all Board members. The register will include details of all Directorships and other relevant and material interests which have been declared by Board members.

6.1.4 The register will be held by the Board Secretary, and will be updated during the year, as appropriate, to record any new interests, or changes to the interests declared by Board members. The Board Secretary will also arrange an annual review of the Register, through which Board members will be

required to confirm the accuracy and completeness of the register relating to their own interests.

6.1.5 In line with the Board's commitment to openness and transparency, the Board Secretary must take reasonable steps to ensure that the citizens served by HEIW are made aware of, and have access to view the HEIW's Register of Interests. This may include publication on the HEIW website.

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

6.2 Dealing with Members' interests during Board meetings

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

6.2.2 Where individual Board members identify an interest in relation to any aspect of Board business set out in the Board's meeting agenda, that member must declare an interest at the start of the Board meeting. Board members should seek advice from the Chair, through the Board Secretary before the start of the Board meeting if they are in any doubt as to whether they should declare an interest at the meeting. All declarations of interest made at a meeting must be recorded in the Board minutes.

6.2.3 It is the responsibility of the Chair, on behalf of the Board, to determine the action to be taken in response to a declaration of interest, taking account of any regulatory requirements or directions made by the Welsh Ministers. The range of possible actions may include determination that:

- i The declaration is formally noted and recorded, but that the Board member should participate fully in the Board's discussion and decision, including voting. This may be appropriate, for example where the Board is considering matters of strategy relating to a particular aspect of healthcare and an Independent Member is a healthcare professional whose profession may be affected by that strategy determined by the Board;
- ii The declaration is formally noted and recorded, and the Board member participates fully in the Board's discussion, but takes no part in the Board's decision;
- iii The declaration is formally noted and recorded, and the Board member takes no part in the Board discussion or decision;
- iv The declaration is formally noted and recorded, and the Board member is excluded for that part of the meeting when the matter is being discussed. A Board member must be excluded, where that member has a direct or indirect financial interest in a matter being considered

by the Board.

- 6.2.4 In extreme cases, it may be necessary for the member to reflect on whether their position as a Board member is compatible with an identified conflict of interest.
- 6.2.5 Where the Chair is the individual declaring an interest, any decision on the action to be taken shall be made by the Vice Chair, on behalf of the Board.
- 6.2.6 In all cases the decision of the Chair (or the Vice Chair in the case of an interest declared by the Chair) is binding on all Board members. The Chair should take advice from the Board Secretary when determining the action to take in response to declared interests; taking care to ensure their exercise of judgement is consistently applied.
- 6.2.7 **Members with pecuniary (financial) interests** – Where a Board member, or any person they are connected with¹ has any direct or indirect pecuniary interest in any matter being considered by the Board, including a contract or proposed contract, that member must at the meeting and as soon as practicable after its commencement, disclose the interest and must not take part in the consideration or discussion of that matter or vote on any question related to it. The Board may determine that the Board member concerned shall be excluded from that part of the meeting.
- 6.2.8 The Constitution Regulations define ‘direct’ and ‘indirect’ pecuniary interests and these definitions always apply when determining whether a member has an interest. These SOs must be interpreted in accordance with these definitions.
- 6.2.9 **Members with Professional Interests** - During the conduct of a Board meeting, an individual Board member may establish a clear conflict of interest between their role as a HEIW Board member and that of their professional role outside of the Board. In any such circumstance, the Board shall take action that is proportionate to the nature of the conflict, taking account of the advice provided by the Board Secretary.

6.3 Dealing with officers’ interests

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

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.

6.4 Reviewing how Interests are handled

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

6.5 Dealing with offers of gifts² and hospitality

- 6.5.1 The Values and Standards of Behaviour Framework adopted by the Board prohibits Board members and HEIW 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.
- 6.5.2 Gifts, benefits or hospitality must never be solicited. Any Board member or HEIW officer who is offered a gift, benefit or hospitality which may or may be seen to compromise their position must refuse to accept it. This may in certain circumstances also include a gift, benefit or hospitality offered to a family member of a Board member or HEIW officer. Failure to observe this requirement may result in disciplinary and/or legal action.
- 6.5.3 In determining whether any offer of a gift or hospitality should be accepted, an individual must make an active assessment of the circumstances within which the offer is being made, seeking advice from the Board Secretary as appropriate. In assessing whether an offer should be accepted, individuals must take into account:
- **Relationship:** Contacts which are made for the purpose of information gathering are generally less likely to cause problems than those which could result in a contractual relationship, in which case accepting a gift or hospitality could cause embarrassment or be seen as giving rise to an obligation;
 - **Legitimate Interest:** Regard should be paid to the reason for the contact on both sides and whether it is a contact that is likely to benefit HEIW;
 - **Value:** Gifts and benefits of a trivial or inexpensive (below £25), e.g., diaries/calendars, are more likely to be acceptable and can be distinguished from more substantial offers. Similarly, hospitality in the form of a working lunch would not be treated in the same way as more expensive social functions, travel or accommodation (although in some circumstances these may also be accepted);
 - **Frequency:** Acceptance of frequent or regular invitations particularly from the same source would breach the required standards of conduct. Isolated acceptance of, for example, meals, tickets to public, and

²The term gift refers also to any reward or benefit.

sport, cultural or social events would only be acceptable if attendance is justifiable in that it benefits HEIW ; 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 should always be declined.

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

6.6 Register of Gifts and Hospitality

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

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

6.6.3 When determining what should be included in the Register, individuals shall apply the following principles, subject to the considerations in Standing Order 6.5.3:

- **Gifts:** Generally, only gifts of material value should be recorded. Those with a nominal value, e.g., seasonal items such as diaries/calendars would not usually need to be recorded.
- **Hospitality:** Only significant hospitality offered or received should be recorded. Occasional offers of 'modest and proportionate'³ hospitality need not be included in the Register. Further detail is provided in the framework policy on standards of behaviour.

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

³ Examples of 'modest and proportionate' hospitality that need not be included in a Hospitality register include a working sandwich lunch or a buffet lunch incidental to a conference or seminar attended by a variety of participants.

- Acceptance would further the aims of HEIW;
- 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.

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

7. SIGNING AND SEALING DOCUMENTS

7.0.1 The common seal of the HEIW is primarily used to seal legal documents such as transfers of land, lease agreements and other important/key contracts. The seal may only be fixed to a document if the Board or Committee of the Board has determined it shall be sealed, or if a transaction to which the document relates has been approved by the Board or Committee of the Board.

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

7.1 Register of Sealing

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

7.2 Signature of Documents

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

7.2.2 The Chief Executive or Deputy Chief Executive nominated officers may be authorised by the Board to sign on behalf of HEIW any agreement or other document (not required to be executed as a deed) where the subject matter has been approved either by the Board or a Committee to which the Board has delegated appropriate authority in each instance in accordance with the delegated authority.

7.3 Custody of Seal

7.3.1 The Common Seal of HEIW shall be kept securely by the Board Secretary.

8. GAINING ASSURANCE ON THE CONDUCT OF HEIW BUSINESS

8.0.1 The Board shall set out explicitly, within a Risk and Assurance Framework, how it will be assured on the conduct of HEIW business, its governance and the effective management of the organisation's risks in pursuance of its aims and objectives. It shall set out clearly the various sources of assurance, and where and when that assurance will be provided, in accordance with any requirements determined by the Welsh Ministers.

8.0.2 The Board shall ensure that its assurance arrangements are operating effectively, advised by its Audit and Assurance Committee.

8.0.3 Assurances in respect of the Shared Services arrangements shall primarily be achieved by the reports of the Director of Shared Services to the Shared Services Partnership Committee, and reported back by the Chief Executive as agreed. Where appropriate, and by exception, the Board may seek assurances direct from the Director of Shared Services. The Director of Shared Services and the Shared Services Partnership Committee shall be under an obligation to comply with any internal or external audit functions being undertaken by or on behalf of HEIW.

8.1 The role of Internal Audit in providing independent internal assurance

8.1.1 The Board shall ensure the effective provision of an independent internal audit function as a key source of its internal assurance arrangements, in accordance with the Public Sector Internal Audit Standards (PSIAS) and any other requirements determined by the Welsh Ministers.

8.1.2 The Board shall set out the relationship between the Head of Internal Audit (HIA), the Audit and Assurance Committee (or equivalent) and the Board. It shall:

- Approve the Internal Audit Charter (incorporating the definition of internal audit) and adopt the Internal Auditing Standards (incorporating the code of ethics);
- Ensure the HIA communicates and interacts directly with the Board, facilitating direct and unrestricted access;
- Require Internal Audit to confirm its independence annually; and
- Ensure that the Head of Internal Audit reports periodically to the Board on its activities, including its purpose, authority, responsibility and performance. Such reporting will include governance issues and significant risk exposures.

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

- 8.2.1 The Board shall introduce a process of regular and rigorous self assessment and evaluation of its own operations and performance and that of its Committees and if established, Advisory Groups. Where appropriate, the Board may determine that such evaluation may be independently facilitated.
- 8.2.2 Each Committee and, where appropriate, Advisory Group must also submit an annual report to the Board through the Chair within 6 weeks of the end of the reporting year setting out its activities during the year and including the review of its performance and that of any sub-Committees it has established.
- 8.2.3 The Board shall use the information from this evaluation activity to inform:
- The ongoing development of its governance arrangements, including its structures and processes;
 - Its Board Development Programme, as part of an overall Organisation Development framework; and
 - The Board's report of its alignment with the Assembly Government's Citizen Centred Governance Principles.

8.3 External Assurance

- 8.3.1 The Board shall ensure it develops effective working arrangements and relationships with those bodies that have a role in providing independent, external assurance to the public and others on HEIW's operations, e.g., the Auditor General for Wales.
- 8.3.2 The Board may be assured, from the work carried out by external audit and others, on the adequacy of its own assurance framework, but that external assurance activity shall not form part of, or replace its own internal assurance arrangements, except in relation to any additional work that the Board itself may commission specifically for that purpose.
- 8.3.3 The Board shall keep under review and ensure that, where appropriate, HEIW implements any recommendations relevant to its business made by the National Assembly for Wales's Public Accounts Committee and other appropriate bodies.
- 8.3.4 HEIW shall provide the Auditor General for Wales with any assistance, information and explanation which the Auditor General thinks necessary for the discharge of their statutory powers and responsibilities.

9. DEMONSTRATING ACCOUNTABILITY

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

- Conducts its business internally;
- Works collaboratively with NHS colleagues, HE and FE establishments, regulators, partners, service providers and others; and
- Responds to the views and representations made by those who represent the interests of the communities it serves and other stakeholders, including its officers and healthcare professionals.

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

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

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

10. REVIEW OF STANDING ORDERS

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

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

Schedule 1

SCHEME OF RESERVATION AND DELEGATION OF POWERS

This Scheme of Reservation and Delegation of Powers forms part of, and shall have effect as if incorporated in the Standing Orders

Introduction

As set out in Standing Order 2, the Board - subject to any directions that may be given by Welsh Ministers - should make appropriate arrangements for certain functions to be carried out on its behalf so that the day to day business of HEIW may be carried out effectively, and in a manner that secures the achievement of the organisations aims and objectives. The Board may delegate functions to:

- i) a committee, e.g. Remuneration and Terms of Service Committee;
- ii) a sub-committee, Any such delegation would, subject to the Boards authority, usually be via a main committee of the Board;
- iii) a joint committee or sub-committee, e.g., with other Health Bodies, or Universities established to take forward matters relating the development of the health workforce in Wales ; and
- iv) Officers of HEIW (who may, subject to the Board's authority, delegate further to other officers and, where appropriate, other third parties, e.g. shared/support services, through a formal scheme of delegation)

and in doing so, must set out clearly the terms and conditions upon which any delegation is being made. These terms and conditions must include a requirement that the Board is notified of any matters that may affect the operation and/or reputation of HEIW.

The Board's determination of those matters that it will retain, and those that will be delegated to others are set out in the following:

- Schedule of matters reserved to the Board;
- Scheme of delegation to Committees and others; and
- Scheme of delegation to Officers.

HEIW Standing Orders, Reservation and Delegation of Powers

Status: Draft – September 2018

Page 1 of 26

all of which form part of HEIW's Standing Orders.

DECIDING WHAT TO RETAIN AND WHAT TO DELEGATE: GUIDING PRINCIPLES

The Board will take full account of the following principles when determining those matters that it reserves, and those which it will delegate to others to carry out on its behalf:

•Everything is retained by the Board unless it is specifically delegated in accordance with the requirements set out in Standing Orders or Standing Financial Instructions

•The Board must retain that which it is required to retain (whether by statute or as determined by Welsh Government) as well as that which it considers is essential to enable it to fulfil its role in setting the organisation's direction, equipping the organisation to deliver and ensuring achievement of its aims and objectives through effective performance management

•Any decision made by the Board to delegate functions must be based upon an assessment of the capacity and capability of those to whom it is delegating responsibility

•The Board must ensure that those to whom it has delegated powers (whether a committee, partnership or individuals) remain equipped to deliver on those responsibilities through an ongoing programme of personal, professional and organisational development

•The Board must take appropriate action to assure itself that all matters delegated are effectively carried out

•The framework of delegation will be kept under active review and, where appropriate, will be revised to take account of organisational developments, review findings or other changes

•Except where explicitly set out, the Board retains the right to decide upon any matter for which it has statutory responsibility, even if that matter has been delegated to others

•The Board may delegate authority to act, but retains overall responsibility and accountability

•When delegating powers, the Board will determine whether (and the extent to which) those to whom it is delegating will, in turn,

have powers to further delegate those functions to others.

HANDLING ARRANGEMENTS FOR THE RESERVATION AND DELEGATION OF POWERS: WHO DOES WHAT?

The Board

The Board will formally agree, review and, where appropriate revise schedules of reservation and delegation of powers in accordance with the guiding principles set out earlier.

The Chief Executive

The Chief Executive will propose a Scheme of Delegation to Officers, setting out the functions they will perform personally and which functions will be delegated to other officers. The Board must formally agree this scheme.

In preparing the scheme of delegation to officers, the Chief Executive will take account of:

- the guiding principles set out earlier (including any specific statutory responsibilities designated to individual roles)
- their personal responsibility and accountability to the Chief Executive, NHS Wales in relation to their role as designated Accountable Officer
- associated arrangements for the delegation of financial authority to equip officers to deliver on their delegated responsibilities (and set out in Standing Financial Instructions).

The Chief Executive may re-assume any of the powers they have delegated to others at any time.

The Board Secretary

The Board Secretary will support the Board in its handling of reservations and delegations by ensuring that:

- a proposed schedule of matters reserved for decision by the Board is presented to the Board for its formal agreement;
- effective arrangements are in place for the delegation of HEIW functions within the organisation and to others, as appropriate; and
- arrangements for reservation and delegation are kept under review and presented to the Board for revision, as appropriate.

The Audit & Assurance Committee

The Audit & Assurance Committee will provide assurance to the Board of the effectiveness of its arrangements for handling reservations and delegations.

Individuals to who powers have been delegated

Individuals will be personally

- equipping themselves to deliver on any matter delegated to them, through the conduct of appropriate training and development activity; and
- exercising any powers delegated to them in a manner that accords with HEIW's values and standards of behavior.

Where an individual does not feel that they are equipped to deliver on a matter delegated to them, they must notify the Chief Executive of their concern as soon as possible in so that an appropriate and timely decision may be made on the matter.

In the absence of an officer to whom powers have been delegated, those powers will normally be exercised by the individual to whom that officer reports, unless the Board has set out alternative arrangements.

If the Chief Executive is absent their nominated Deputy may exercise those powers delegated to the Chief Executive on their behalf. However, the guiding principles governing delegations will still apply, and so the Board may determine that it will reassume certain powers delegated to the Chief Executive or reallocate powers, e.g., to a Committee or another officer.

SCOPE OF THESE ARRANGEMENTS FOR THE RESERVATION AND DELEGATION OF POWERS

The Scheme of Delegation to officers referred to here shows only the "top level" of delegation within HEIW. The Scheme is to be used in conjunction with the system of control and other established procedures within HEIW.

SCHEDULE OF MATTERS RESERVED TO THE BOARD¹

THE BOARD		AREA	DECISIONS RESERVED TO THE BOARD
1	FULL	GENERAL	The Board may determine any matter for which it has statutory or delegated authority, in accordance with Standing Orders
2	FULL	GENERAL	The Board must determine any matter that will be reserved to the whole Board.
3	FULL	OPERATING ARRANGEMENTS	Adopt the standards of governance and performance to be met by HEIW, including standards/requirements determined by professional bodies/others, e.g., Royal Colleges
4	FULL	OPERATING ARRANGEMENTS	Approve, vary and amend: <ul style="list-style-type: none"> • Standing Orders (SOs); • Standing Financial Instructions (SFIs);

1 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 Welsh Government requirements

			<ul style="list-style-type: none"> • Schedule of matters reserved to HEIW; • Scheme of delegation to Committees and others; and • Scheme of delegation to Officers. <p>In accordance with any directions set by Welsh Ministers.</p>
5	FULL	OPERATING ARRANGEMENTS	Approve HEIW's Values and Standards of Behavior Framework
6	FULL	OPERATING ARRANGEMENTS	Approve HEIW's 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 Board determines it so based upon its contribution/impact on the achievement of HEIW's aims, objectives and priorities
8	FULL	OPERATING ARRANGEMENTS	Ratify any urgent decisions taken by the Chair and the Chief Executive in accordance with Standing Order requirements
9	FULL	OPERATING ARRANGEMENTS	Ratify in public session any instances of failure to comply with Standing Orders and Standing Financial Instructions

11	FULL	OPERATING ARRANGEMENTS	Approve policies for dealing with complaints
12	FULL	OPERATING ARRANGEMENTS	Approve individual compensation payments in line with Standing Financial Instructions
13	FULL	OPERATING ARRANGEMENTS	Approve individual cases for the write off of losses or making of special payments above the limits of delegation to the Chief Executive and officers
14	FULL	OPERATING ARRANGEMENTS	Approve proposals for action on litigation on behalf of HEIW
15	FULL	OPERATING ARRANGEMENTS	Authorise use of the HEIW's official seal
16	FULL	ORGANISATION STRUCTURE & STAFFING	Ratify appointment, discipline and dismissal of the Chief Executive
17	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the appointment, discipline and dismissal of the Executive Directors and any other Board level appointments
18	FULL	ORGANISATION STRUCTURE & STAFFING	Require, receive and determine action in response to the declaration of Board members' interests, in accordance with advice received, e.g. from Audit & Assurance Committee
19	FULL	ORGANISATION STRUCTURE & STAFFING	Approve, review, and revise HEIW's top level organisation structure and corporate policies

20	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, review, revise and dismiss Board committees, including any joint committees directly accountable to the Board
21	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, equip, review and (where appropriate) dismiss the Chair and members of any committee, joint committee or Group set up by the Board
22	FULL	ORGANISATION STRUCTURE & STAFFING	Appoint, equip, review and (where appropriate) dismiss individuals appointed to represent the Board on outside bodies and groups
23	FULL	ORGANISATION STRUCTURE & STAFFING	Approve the terms of reference and reporting arrangements of all committees, joint-committees and groups established by the Board
25	FULL	STRATEGY & PLANNING	Determine HEIW's strategic aims, objectives and priorities
26	FULL	STRATEGY & PLANNING	Approve HEIW's annual business plan and three year plan setting out how HEIW will meet the requirements set out in the remit letter.
27	FULL	STRATEGY & PLANNING	Approve HEIW's Risk Management Strategy and plans
28	FULL	STRATEGY & PLANNING	Approve HEIW's communication plan

29	FULL	STRATEGY & PLANNING	Approve HEIW's partnership and stakeholder engagement and involvement strategies
30	FULL	STRATEGY & PLANNING	<p>Approve the HEIW's key strategies and programmes related to:</p> <ul style="list-style-type: none"> • Workforce and Organisational Development • Health education and training; • Research/evaluation; • Quality of education and training programmes; • Leadership and career development for staff within NHS Wales; • Workforce transformation & improvement; • Infrastructure, including IM &T, Estates and Capital; • Supporting delivery of 'A Healthier Wales including development of a high level strategic workforce plan for Wales in partnership with Social Care Wales.
31	FULL	STRATEGY & PLANNING	Approve HEIW's budget and financial framework (including overall distribution of the financial allocation)
32	FULL	STRATEGY & PLANNING	Proposed commissioning and contract variations on education and training agreements before submission of recommendation to Welsh Government for Cabinet Secretary approval in accordance with delegations set on in the Financial Delegations
33	FULL	STRATEGY & PLANNING	Approve individual contracts (other than NHS contracts) above the limit delegated to the Chief Executive set out in the Financial Delegations
34	FULL	PERFORMANCE & ASSURANCE	Approve HEIW's internal audit and assurance arrangements
35	FULL	PERFORMANCE & ASSURANCE	Receive reports from HEIW's Executive on progress and performance in the delivery of HEIW's strategic aims, objectives and priorities and approve action required, including improvement plans
36	FULL	PERFORMANCE & ASSURANCE	Receive assurance reports from the Board's committees, groups and other internal sources on HEIW's performance and approve action required, including improvement plans

37	FULL	PERFORMANCE & ASSURANCE	Receive reports on HEIW's performance produced by external auditors, regulators and inspectors that raise issue or concerns impacting on HEIW's ability to achieve its aims and objectives and approve action required, including improvement plans, taking account of the advice of Board Committees (as appropriate)
38	FULL	PERFORMANCE & ASSURANCE	Receive the annual opinion of HEIW's Chief Internal Auditor and approve action required, including improvement plans
39	FULL	PERFORMANCE & ASSURANCE	Receive the annual audit report from HEIW's external auditor and approve action required, including improvement plans
40	FULL	PERFORMANCE & ASSURANCE	Receive the annual opinion on HEIW's performance against appropriate Health and Care Standards for Wales and approve action required, including improvement plans
41	FULL	REPORTING	Approve HEIW's Reporting Arrangements, including reports on activity and performance to partners and stakeholders and nationally to the Welsh Government
42	FULL	REPORTING	Receive, approve and ensure the publication of HEIW reports, including its Annual Report & Accounts

ADDITIONAL AREAS OF RESPONSIBILITY DELEGATED TO CHAIR, VICE CHAIR AND INDEPENDENT MEMBERS			
	CHAIR		
	VICE CHAIR		
	CHAMPION/ NOMINATED LEAD		

DELEGATION OF POWERS TO COMMITTEES AND OTHERS³

Standing Order 2 provides that the Board may delegate powers to Committees and others. In doing so, the Board has formally determined:

- the composition, terms of reference and reporting requirements in respect of any such Committees; and
- 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.

Any delegated powers to Board Committees are set out in the Terms of reference of the relevant committee, which are appended to these SOs for the following Committees:

- Audit and Assurance Committee
- Remuneration and Terms of Service Committee

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 Board's Scheme of Delegation to Committees.

³ As defined in Standing Orders

SCHEME OF DELEGATION TO EXECUTIVE DIRECTORS, OTHER DIRECTORS AND OFFICERS

The HEIW Standing Orders and Standing Financial Instructions specify certain key responsibilities of the Chief Executive, the Director of Finance and other officers. The Chief Executive's Job Description, together with their Accountable Officer Memorandum sets out their specific responsibilities, and the individual job descriptions determined for Executive Director 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 Standing Financial Instructions form the basis of the LHB's Scheme of Delegation to Officers.

DELEGATED MATTER	RESPONSIBLE OFFICER(S)
Representation in statutory partnerships	Chief Executive
Performance Management arrangements	Deputy Chief Executive and Director of Workforce & OD
Receipt and opening of quotations	Director of Finance and Corporate Services
Land, Buildings and assets	Director of Finance and Corporate Services
Facilities Management	Director of Finance and Corporate Services
Sustainable Development	Director of Finance and Corporate Services
Health, Safety & Fire	Director of Finance and Corporate Services

I M & T	Director of Finance and Corporate Services
Senior Information Risk Owner (SIRO)	Board Secretary
CRB checks	Deputy Chief Executive and Director of Workforce & OD
Data Protection	Board Secretary
Equality & Human Rights	Deputy Chief Executive and Director of Workforce & OD
Issuing tenders and post tender negotiations	Chief Executive/ Director of Finance and Corporate Services
Budgetary delegation arrangements	Director of Finance and Corporate Services
Banking arrangements	Director of Finance and Corporate Services
Ex-gratia payments	Director of Finance and Corporate Services
Losses and special payments	Director of Finance and Corporate Services
Professional advice on supply of goods and services	Director of Finance and Corporate Services
External Communications incl. Media enquiries	Chief Executive, supported by Board Secretary
Healthcare Standards	Executive Director of Nursing/ Medical Director
Risk Management	Director of Finance and Corporate Services
Legal Claims	Director of Finance and Corporate Services

Caldicott Guardian	Medical Director
Freedom of Information Act	Board Secretary
Welsh Language	Board Secretary
Legal advice	Board Secretary
Receipt and opening of tenders	Board Secretary
Civil Contingencies /Emergency Planning	Director of Finance and Corporate Services
Variation of Funded Establishment	Chief Executive

This scheme only relates to matters delegated by the Board to the Chief Executive and their Executive Directors, together with certain other specific matters referred to in Standing Financial Instructions.

Each Executive Director is responsible for delegation within their department. They should produce a scheme of delegation for matters within their department, which should also set out how departmental budget and procedures for approval of expenditure are delegated.

Delegated Financial Limits

	HEIW	Education and Training Contracts with Universities	Education and Training Invoices	Revenue *	Capital
1	Board	Above £5m	Above £2m	No Limit**	No Limit**
2	Chief Executive	up to £5m	£2m	£250,000	£250,000
3	Deputy Chief Executive (when acting in that capacity)	up to £5m	£2m	£250,000	£250,000
4	Director of Finance & Corporate Services	up to £2m	£2m	£100,000	£100,000
5	Executive Directors / Board Secretary – Within delegated budget area			£50,000	£50,000
6	Deputy Director of Finance		£50,000	£50,000	£50,000
7	Delegated Budget Managers (within own area) directly reporting to 5 above			£25,000	
8	Delegated Budget Managers (within own area) directly reporting to 7 above			£10,000	
9	Delegated Budget Managers (within own area) directly reporting to 8 above			£5,000	
10	Delegated Budget Managers (within own area) directly reporting to 9 above			£1,000	

* Other than Education and Training Contracts

** All contracts exceeding £1million in value require notification to Welsh Ministers prior to award

Schedule 2

KEY GUIDANCE, INSTRUCTIONS AND OTHER RELATED DOCUMENTS

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

HEIW Framework

The HEIW governance and accountability framework comprises these SOs, incorporating schedules of Powers reserved for the Board and Delegation to others, together with the following documents:

- ***SFIs***
- ***Values and Standards of Behaviour Framework***
- ***Risk and Assurance Framework***
- ***Key policy documents agreed by the Board including:***
 - ***Policies, procedures and other written control documents policy and procedure;***
 - ***Equality and Human Rights Policy***
 - ***Welsh Language Scheme;***

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

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 www.wales.nhs.uk/governance-emanual/. Directions or guidance on specific aspects of HEIW business are also issued in hard copy, usually under cover of a Ministerial Letter.

Schedule 3

BOARD COMMITTEE ARRANGEMENTS

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

The HEIW Shadow Board has agreed initially to set up two committees:

Audit and Assurance Committee; and
Remuneration and Terms of Service Committee

The Terms of Reference and Operating arrangement for each Committee is detailed below:

Audit and Assurance Committee

The **Audit and Assurance Committee** is responsible for reviewing the system of governance and assurance established within HEIW and the arrangements for internal control, including risk management, for the organisation and, in particular, advises on the Annual Governance Statement signed by the Chief Executive.

The Committee also keeps under review the risk approach of the organisation and utilises information gathered from the work of the Board, its own work, the work of other Committees and also other activity in the organisation in order to advise the Board regarding its conclusions in relation to the effectiveness of the system of governance and control

The Committee also has the role of providing *assurance* to the Board in relation to the arrangements for creating, collecting, storing, safeguarding, disseminating, sharing, using and disposing of information in accordance with its stated objectives, legislative responsibilities, e.g., the Data Protection Act, General Data Protection Regulations and Freedom of Information Act; and any relevant requirements and standards determined for the NHS in Wales. The Committee also keeps under review the risks of HEIW as they relate to information governance matters

Remuneration and Terms of Service Committee

The **Remuneration and Terms of Service Committee** has the purpose of providing advice to the Board on remuneration and terms of service for the Chief

Executive, Executive Directors and other senior staff within the framework set by the Welsh Government and provide *assurance* to the Board in relation to HEIW arrangements for the remuneration and terms of service, including contractual arrangements, for all staff, in accordance with the requirements and standards determined for the NHS in Wales.

Standard Terms of Reference and Operating Arrangements for all Committees of the Board

Date: 1 October 2018

Version: Draft 1.0

Review Date: Annually

1. Introduction:

Section 3.1 of the HEIW standing orders provide that "The Board may and, where directed by the Welsh Government must, appoint Committees either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees".

In line with Section 3.3 of the standing orders, the Board shall as a minimum nominate annually committees which cover the following aspects of Board business:

- Audit & Assurance; and
- Remuneration and Terms of Service.

Each has its own committee.

This document includes content common to all committees and should be read alongside the specific terms of reference and operating arrangements for each committee.

The provisions of Section 5 of the Standing Orders have also been taken into account when developing the committee Terms of Reference. This relates to transparency of meetings, planning board/committee business, setting agenda's etc.

2. Authority:

Each Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or

documents of the Authority relevant to the Committee's remit, ensuring staff confidentiality, as appropriate. It may seek relevant information from any:

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

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

3. Sub-Committees and Groups

Each Committee may, subject to the approval of the Board, establish sub-committees or groups to carry out on its behalf specific aspects of Committee business.

4. Membership and Attendees:

4.1 Secretariat

As determined by the Board Secretary.

4.2 Member Appointments

- The membership of each Committee shall be determined by the Board, based on the recommendation of the Chair - taking account of the balance of skills and expertise necessary to deliver each Committee's remit and subject to any specific requirements or directions made by the Welsh Government. The Board shall ensure succession planning arrangements are in place.
- Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board. The Board should, as a matter of good practice, review the membership of each Committee every two years in order to ensure each Committee

is continually refreshed whilst maintaining continuity.

- Committee members' terms and conditions of appointment, (including any remuneration and reimbursement) will be in accordance with their terms of appointment to HEIW. Where a member has been co-opted to fulfil a specific function and where they are not Non-Executive Directors or employees of HEIW this will be determined by the Board, based upon the recommendation of the Chair and on the basis of advice from the Remuneration and Terms of Service Committee.

4.3 Support to Committee Members

The Board Secretary, on behalf of each Committee Chair, shall:

- Arrange the provision of advice and support to committee members on any aspect relating to the conduct of their role; and
- Ensure the provision of a programme of organisational development for Committee members as part of the overall Organisational Development programme developed by the Deputy Chief Executive.

4.4 Withdrawal of individuals in attendance

Each 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.

Members and attendees will also withdraw from the meeting, as appropriate, where there is a potential conflict of interest.

5. Relationships and accountabilities with the Board and its Committees/Groups:4

4 Reference to the Board's Committees/Groups incorporates its sub committees, joint committees and joint sub committees as well as other groups, such as Task and Finish Groups, where this is appropriate to the remit of the Committee.

Although the Board has delegated authority to the Committees for the exercise of certain functions, as set out within each Committee's terms of reference, it retains overall responsibility and accountability for ensuring a strategic approach to developing the Welsh health workforce for now and for the future through the effective governance of the organisation.

Each Committee is directly accountable to the Board for its performance in exercising the functions set out in each Committee's terms of reference.

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

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

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

- Each Committee shall embed HEIW values, corporate standards, priorities and requirements through the conduct of its business.

6. Reporting and Assurance Arrangements:

Each Committee Chair shall:

- bring to the Board's specific attention any significant matters under consideration by their Committee
- ensure appropriate escalation arrangements are in place to alert the Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent or critical matters that may affect the operation and/or reputation of HEIW.
- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, the submission of Committee minutes and written

reports when appropriate, as well as the presentation of an annual report;

The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, or to community partners and other stakeholders, where this is considered appropriate. This could be where the Committee's assurance role relates to a joint or shared responsibility.

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

Terms of Reference and Operating Arrangements Audit and Assurance Committee

Date: 1 October 2018

Review Date: Annually

1. Introduction

In line with Section 3 of the Standing Orders, the Board shall nominate annually a committee which covers Audit. This remit of this Committee will be extended to include Assurance and Corporate Governance and will be known as the **Audit and Assurance Committee**.

The detailed terms of reference and operating arrangements set by the Board in respect of this Committee are detailed below.

These terms of reference and operating arrangements are to be read alongside the standard terms of reference and operating arrangements applicable to all committees.

2. Purpose

The purpose of the Audit and Assurance Committee ("the Committee") is to:

- **Advise** and **assure** the Board and the Chief Executive (who is the Accountable Officer) on whether effective arrangements are in place
 - through the design and operation of HEIW's assurance framework
 - to support them in their decision taking and in discharging their accountabilities for securing the achievement of its objectives, in accordance with the standards of good governance determined for the NHS in Wales
- Where appropriate, the Committee will **advise** the Board and the Chief Executive on where, and how, its systems and assurance framework may be strengthened and developed further
- **Approve** *on behalf of the Board policies, procedures and other written control documents in accordance with the Scheme of Delegation*

3. Delegated Powers

With regard to its role in providing advice to the Board, the Committee will comment specifically on the:

- adequacy of HEIW's strategic governance and assurance framework, systems and processes for the maintenance of an effective system of governance, internal control and risk management across the whole 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 and other directions and requirements set by the Welsh Government and others
 - reliability, integrity, safety and security of the information collected and used by the organisation
 - the efficiency, effectiveness and economic use of resources
 - the extent to which the organisation safeguards and protects all its assets, including its people.

In undertaking its work and responsibility the Committee will comment specifically on:

- Board's Standing Orders, and Standing Financial Instructions (including associated framework documents, as appropriate)
- accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, the ISA 260 Report 'Communication with those charged with Governance' and managements' letter of representation to the external auditors
- Schedule of Losses and Special Payments
- planned activity and results of internal audit, external audit and the Local Counter Fraud Specialist (including strategies, annual work plans and annual reports)
- adequacy of executive and management's response to issues identified by audit, inspection and other assurance activity
- proposals for accessing Internal Audit services via Shared Service arrangements (where appropriate)
- anti fraud policies, whistle-blowing (raising concerns) processes and arrangements for special investigations
- issues upon which the Board or the Chief Executive may seek advice

The Committee will support the Board with regard to its responsibilities for governance (including risk and control) by **reviewing** and **approving** as appropriate:

- 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 Board
- 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
- the policies and procedures for all work related to fraud and corruption as set out in National Assembly for Wales Directions and as required by the Counter Fraud and Security Management Service

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.

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 Board and the Chief Executives assurance needs across the whole of HEIW activities;
- the reliability and integrity of these assurances

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 Board and the Chief Executive 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 Board and the Chief Executive through the Committee
- there is an effective improvement function that provides appropriate assurance to the Board and the Chief Executive
- there are effective arrangements in place to secure active, ongoing

assurance from management with regard to their responsibilities and accountabilities, whether directly to the Board and the Chief Executive or through the work of the Board's committees

- the work carried out by key sources of external assurance, in particular, but not limited to HEIW'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 Board, and that the organisation is aware of the need to comply with related standards and recommendations of these review bodies, and the risks of failing to comply
- systems for financial reporting to the Board, including those of budgetary control, are effective
- results of audit and assurance work specific to HEIW, and the implications of the findings of wider audit and assurance activity relevant to the HEIW's operations are appropriately considered and acted upon to secure the ongoing development and improvement of the organisations governance arrangements

The Committee will review and agree the programme of work on an annual basis, and will recommend it to the Board for approval.

4. Access

The Head of Internal Audit and the Auditor General and his representatives shall have unrestricted and confidential access to the Chair of the Audit and Assurance Committee at any time, and vice versa.

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.

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

5. Membership, Attendees and Quorum

5.1 Members

A minimum of three members, comprising:

Chair	Independent Member
Members	Independent Member x 2

The Chair of the organisation shall not be a member of the Audit and Assurance Committee, but may be invited to attend by the Chair of the Committee as appropriate.

5.2 Attendees

In attendance:

Executive Director of Finance and Corporate Services
Board Secretary
Head of Internal Audit (or representative)
Local Counter Fraud Specialist
Representative of the Auditor General for Wales
Head of Finance

In addition to this others from within or outside the organisation who the Committee considers should attend, will be invited taking account of the matters under consideration at each meeting.

The Chief Executive shall be invited to attend, at least annually, to discuss with the Committee the process for assurance that supports the Annual Governance Statement.

5.3 Quorum

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 where appointed).

6. Frequency of Meetings

Meetings shall be held no less than quarterly and otherwise as the Chair of the Committee deems necessary – consistent with HEIW’s annual plan of Board Business. The External Auditor or Head of Internal Audit may request that the Chair convene a meeting if they consider this necessary.

7. Relationships and accountabilities with the board and its Committees/Groups:⁵

The Audit and Assurance Committee must have an effective relationship with other committees or sub-committees of the Board so that it can understand the system of assurance for the Board as a whole. It is very important that the Audit and Assurance Committee remains aware of its distinct role and does not seek to perform the role of other committees.

The Committee will consider the assurance provided through the work of the Board’s other committees and sub groups to meet its responsibilities for advising the Board on the adequacy of HEIW’s overall framework of assurance.

8. Reporting and Assurance Arrangements

The Committee shall provide a written, annual report to the Board and the Chief Executive on its work in support of the Annual Governance Statement, specifically commenting on the adequacy of the assurance framework, 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.

⁵ Reference to the Board’s Committees/Groups incorporates its sub committees, joint committees and joint sub committees as well as other groups, such as Task and Finish Groups, where this is appropriate to the remit of this Audit and Assurance Committee

Remuneration and Terms of Service Committee

Terms of Reference and Operating Arrangements

Date: 1 October 2018

Version: Draft 1.0

Review Date: Annually

1. Introduction

In line with Section 3 of the Standing Orders and HEIW's Scheme of Delegation, the Board shall nominate annually a committee to be known as the Remuneration and Terms of Service Committee. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

These terms of reference and operating arrangements are to be read alongside the standard terms of reference and operating arrangements applicable to all Committees.

2. Purpose

The purpose of the Remuneration and Terms of Service Committee ("the Committee") is to provide:

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

The Committee shall have no powers to exercise on behalf of the Board.

3. Delegated Powers

With regard to its role in providing advice and assurance to the Board, the Committee will comment specifically upon the:

- remuneration and terms of service for the Chief Executive, Executive Directors, members of the Executive Team and other Very Senior Managers (VSMs); ensuring that the policies on remuneration and terms of service as determined from time to time by the Welsh Government are applied consistently
- objectives for Executive Directors and members of the Executive Team and their performance assessment
- performance management system in place for those in the positions mentioned above and its application
- proposals regarding termination arrangements, including those under the Voluntary Early Release Scheme, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.

4. Membership, Attendees and Quorum

4.1 Members

Chair: HEIW Chair

Members: Independent Members

4.2 By Invitation

As required but usually to include:

Chief Executive

Deputy Chief Executive

Director of Finance and Corporate Services

Board Secretary

The Committee Chair may invite the following to attend all or part of a meeting to assist it with its discussions on any particular matter:

- any other official;

- and/or any others from within or outside the organisation

4.3 Quorum

At least **three** members must be present to ensure the quorum of the Committee, one of whom must be the Chair (or Vice Chair where appointed).

5. Frequency of Meetings

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