

Schedule 3.3

BOARD COMMITTEE ARRANGEMENTS

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

DIGITAL & DATA COMMITTEE

TERMS OF REFERENCE & Operating Arrangements

Approved by Health Board 31 March 2022

Proposed Amendments to Membership Arrangements for consideration at September 2022 meeting.

INTRODUCTION

The Cwm Taf Morgannwg University Health Board (CTMUHB) Standing Orders provide that “The Board may and, where directed by the Welsh Government must, appoint Committees of the Board either to undertake specific functions on the Board’s behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board’s commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees”.

In accordance with standing orders (and the CTMUHB scheme of delegation), the Board shall nominate a committee to be known as the **Digital & Data Committee**. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

CONSTITUTION AND PURPOSE

The purpose of the Committee is to advise and assure the Board in discharging its responsibilities with regard to the quality and integrity; safety, security and appropriate access and use of information & Data, to support health improvement and the provision of high quality healthcare.

The Committee will seek assurance on behalf of the Board in relation to the Health Board’s arrangements for appropriate and effective management and protection of information (including patient and personal information) in with legislative and regulatory responsibilities.

The Committee will also provide advice and assurance to the Board in relation to the direction and delivery of the Digital and Data Strategies to drive continuous improvement and support digitally enabled health care to achieve the objectives of the Health Board’s Integrated Medium Term Plan (IMTP).

SCOPE AND DUTIES

The Committee will, in respect of its provision of advice and assurance:

- oversees the development of the Health Board’s strategies and plans for maintaining the trust of patients and public through its arrangements for handling and using information, including personal information, safely and securely, consistent with the Board’s overall strategic direction and any requirements and standards set for NHS bodies in Wales

- oversees the direction and delivery of the Health Board's Information Communication Technology (ICT), Data and Information Governance Strategies to drive change and transformation in line with the Health Board's Integrated Medium Term Plan (IMTP) that will support modernisation through the use of information, data and digital technology
- within the remit of the Committee it considers implications arising from the development of the Health Board's corporate strategies and plans or those of its stakeholders and partners
- within the remit of the Committee it considers the implications for the Health Board of internal and external reviews and reports
- oversees the development and implementation of a culture and process for data protection by design and default (including Privacy Impact Assessments) in line with legislation (e.g. General Data Protection Regulation)
- seek assurance through monitoring the Cyber Security Action plan
- review risks from the Organisational Risk Register that are assigned to the Committee by the Board and advise the Board on the appropriateness of the scoring and mitigating actions in place.
- completes an annual self-assessment exercise in respect of the effectiveness of the Committee.
- The Committee will, in respect of its assurance role, seek assurances that strategies and arrangements are appropriately designed and operating effectively to ensure the safety, security, integrity and effective use of information to support the delivery of high quality, safe healthcare across the whole of the Health Board's activities.

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

- there is a clear, consistent strategic direction, strong leadership and transparent lines of accountability
- there is a citizen centred approach, striking an appropriate balance between openness and confidentiality in the management and use of information and technology

- the handling and use of information and information systems across the organisation is consistent, and based upon agreed standards
- there is effective communication, engagement and the workforce is appropriately trained, supported and responsive to requirements in relation to the effective handling and use of information (including IT systems), consistent with the interests of patients and the public
- there is effective collaboration with partner organisations and other stakeholders in relation to the sharing of information in a controlled manner, to provide the best possible outcomes for its citizens (in accordance with the Wales Accord for the Sharing of Personal Information (WASPI) and Caldicott requirements)
- the integrity of information is protected, ensuring valid, accurate, complete and timely information is available to support decision making across the organisation
- the Health Board is meeting its responsibilities with regard to the General Data Protection Regulation, the Freedom of Information Act, Caldicott Information Security, Records Management, Information Sharing, national Information Governance policies and the Information Commissioner's Office guidance
- the Health Board is safeguarding its information, technology and networks through monitoring compliance with the Security of Network and Information Systems regulations and relevant standards
- all reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the safety, security and use of information, and in particular that:
 - Sources of internal assurance are reliable, and have the capacity and capability to deliver
 - Recommendations made by internal and external reviewers are considered and acted upon on a timely basis
 - Lessons are learned from breaches in the safe, secure and effective use of information, as identified for example through reported incidents, complaints and claims, and
 - Training needs are assessed and met.
- receive assurance on the delivery of the Strategies operational plans including performance against the annual Informatics Capital Programme

- seek assurance on the effectiveness and impact of the Health Board's Digital Transformation Plans
- seek assurance on the performance and delivery of the rollout of the core national IT systems which could have significant impact on the Health Board's operational services and escalate to the Board as appropriate.

The Committee will receive assurance on compliance with key performance indicators in relation to the quality and effectiveness of information and information systems against which the Health Board's performance will be regularly assessed.

- The Committee will maintain oversight of the effectiveness of the relationships and governance arrangements with partner organisations in relation to activity that falls within the remit of this Committee. This will include NHS Wales Informatics Service (NWIS).

DELEGATED POWERS

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

The Digital & Data Committee, the Committee has a key role in assisting the Board to fulfil its oversight responsibilities in areas such as the Health Board's Digital and Data strategy to ensure it is operating effectively.

AUTHORITY

The Committee is authorised by the Board to:

- Investigate or have investigated any activity within its terms of reference. It may seek relevant information from any:
 - employee (and all employees are directed to cooperate with any legitimate request made by the Committee), and
 - Any other committee, or group set up by the Board to assist in the delivery of its functions.
- 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

- approve policies relevant to the business of the Committee as delegated by the Board.

Sub Committees

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

ACCESS

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

MEMBERSHIP

Members:

A minimum of **(4)** members, comprising

Chair	Independent Member of the Board
Vice Chair	Independent Member of the Board
Members	Two Independent Members of the Board

Attendees

- Executive Director of Public Health (Caldicott Guardian)
- Director of Digital/**Senior Information Risk Owner (SIRO)**
- Director of Governance & Board Secretary
- Chief Information Officer / **Data Protection Officer (DPO)**
- Assistant Director of ICT
- Clinical Leads for ICT (Chief Clinical Information Officer & Chief Nursing Information Officer)
- ~~Information Governance Manager~~ **Head of Information Governance**
- Representative from Digital Health & Care Wales.

By Invitation:

- Other Directors / Health Board Officers may be invited to attend when the Committee is discussing areas of risk or operation that are the responsibility of that Director.
- The Committee may also co-opt additional independent external members from outside the organisation to provide specialist skills, knowledge and experience.

Secretariat

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

Member Appointments

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

Members shall be appointed for a maximum of 3 consecutive years before formally reviewing their role on the Committee. During this time a member may resign or be removed by the Board.

The Board shall ensure succession planning arrangements are in place.

Support to Committee Members

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

- Arrange the provision of advice and support to committee members on any aspect related to the conduct of their role, and
- Co-ordinate the provision of a programme of organisational development for committee members as part of the overall Health Board's Organisational Development programme developed by the Executive Director of Workforce & Organisational Development.

COMMITTEE MEETINGS

Quorum

A quorum shall be two Independent Members one of whom must be the Chair or in the absence of the Chair, the Vice Chair or an Independent Member who will be nominated to Chair the Committee.

Frequency of Meetings

Meetings shall be held no less than four times a year and otherwise as the Chair of the Committee deems necessary.

The Committee will arrange meetings to fit in with key statutory requirements during the year consistent with the CTMUHB's annual plan of Board Business.

Withdrawal of individuals in attendance

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

Circulation of Papers

The Director of Governance / Board Secretary will ensure that all papers are distributed at least 7 calendar days in advance of the meeting.

REPORTING AND ASSURANCE ARRANGEMENTS

The Committee Chair shall:

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

The Committee shall provide a written, annual report to the Board on its work in support of the Annual Governance Statement specifically commenting on the adequacy of the assurance arrangement, 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 Committees self-assessment and evaluation.

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

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

RELATIONSHIP WITH THE BOARD AND ITS COMMITTEES/GROUPS

Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it

retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of its organisation.

The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference.

The Committee, through the Committee Chair and members, shall work closely with the Board's other Committees including joint committees/Advisory 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 arrangements.

The Committee shall embed the corporate goals and priorities through the conduct of its business, and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the Well-Being of Future Generations Act.

APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the CTMUHB Standing Orders are equally applicable to the operation of the Committee, except in the area relating to the Quorum.

CHAIR'S ACTION ON URGENT MATTERS

There may, occasionally, be circumstances where decisions which normally be made by the Committee need to be taken between scheduled meetings. In these circumstances, the Committee Chair, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Board, after first consulting with one other Independent Members of the Committee. The Director of Corporate Governance must ensure that any such action is formally recorded and reported to the next meeting of the Committee, for consideration and ratification.

Chair's urgent action may not be taken where the Chair has a personal or business interest in the urgent matter requiring decision.

REVIEW

These Terms of Reference shall be adopted by the Committee at its first meeting and subject to review at least on an annual basis thereafter, with approval ratified by the Health Board.