

## **Schedule 3.7**

### **BOARD COMMITTEE ARRANGEMENTS**

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

### **POPULATION HEALTH & PARTNERSHIPS COMMITTEE**

### **TERMS OF REFERENCE & OPERATING ARRANGEMENTS**

**VERSION 7 (APPROVED BY HEALTH  
BOARD 25.03.21)**

**(REVIEWED BY THE COMMITTEE AT  
THEIR JULY 2022 MEETING WITH ONE  
MINOR AMENDMENT)**

## INTRODUCTION

The Cwm Taf Morgannwg University Health Board's (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 annually a committee to be known as the **Population Health & Partnerships Committee (The 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 Committee is to provide advice and assurance to the Board to assist it in discharging its functions and responsibilities as they relate to **population health across primary and secondary care**. This will have been achieved through various initiatives including partnership arrangements. The Committee will also consider cross-cutting themes and how the organisation is delivering effective service integration and transformation agendas.

## SCOPE AND DUTIES

The Committee will be specifically responsible for providing assurances to the Board around:

- public and population health across both primary and secondary care services through population health needs assessments and healthcare standards. This will include GP and out-of-hours service sustainability.
- national, regional and local statutory and non-statutory partnerships such as the Regional Partnership Board. Also, partnerships such as Public Service Boards, developed around the delivery of the Well-Being and Future Generations Act requirements and other local service based initiatives which are delivered through collaborative arrangements.

- cross-cutting health and mental health themes through System Group work.
- the degree of success achieved in terms of the roll-out of the CTMUHB operating model in terms of population health outcomes as evidenced through CTM cluster working arrangements with Integrated Locality Groups, Systems Groups, public health and statutory and non-statutory partners.
- wellbeing plans and delivery against agreed milestones across primary, community and secondary care including mental health services.
- the organisation's strategic alignment with regard to Welsh Government health and social care strategies in relation to population health.
- regional and local service transform arrangements and plans.
- strategic collaboration and effective partnership arrangements to improve population health and reduce health inequalities.
- Regularly review risks included on the organisational Risk Register and assigned to the Committee by the Board;

## **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.

This Committee has a key role in assisting the Board to fulfil its oversight responsibilities the area of Population Health & Partnership matters.

## **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 this necessary, subject to the Board's 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 (IM) of the Board
Committee Vice-Chair	- IM of the Board
Members	-Two IMs

The Health Board Chair shall not be a member of the Committee but may choose to attend any meeting as an observer.

### Attendees

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- Executive Director of Public Health
- **Executive Director of Strategy and Transformation**
- Executive Director of Therapies and Health Sciences
- Director of Governance / Board Secretary
- Representative & Senior Member of the Finance Team
- Director of Primary, Community & Mental Health Services
- Chief Operating Officer
- Head of Medicines Management
- Associate Board Member – Chair, Healthcare Professionals Forum
- Chair, Regional Partnership Board
- Chair, Stakeholder Reference Group
- Community Health Council representative.

Notwithstanding the requirement to maintain quorum, Directors may on occasion nominate a suitably senior deputy to attend the Committee on their behalf, but should ensure that they are fully aware and briefed on the issues to be discussed.

**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 three 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 arrangements for succession planning are in place.

**Support for 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 three 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 not 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 seven 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, the submission of committee minutes and written reports.
- bring to the Board's specific attention any significant matters under consideration by the Committee.
- ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

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 Committee's 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 the safety, security and use of information to support the quality and safety of healthcare for its citizens through the effective governance of the Organisation.

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

The Committee, through its Chair and members, shall work closely with the Board's other Committees 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.

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 Health Board's Standing Orders are equally applicable to the operation of the Committee, except in the area relating to 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.