



AGENDA ITEM

3.5

CTM BOARD

ASSURANCE PROPOSALS

Date of meeting	30 January 2020
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FOI Status	Open/Public
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If closed please indicate reason	Not Applicable - Public Report
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Prepared by	Georgina Galletly, Director of Governance / Board Secretary
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Presented by	Chair
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Approving Executive Sponsor	Director of Corporate Governance
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Report purpose	FOR APPROVAL
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Engagement (internal/external) undertaken to date (including receipt/consideration at Committee/group)		
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Committee/Group/Individuals	Date	Outcome
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Chair, Independent Member Leads, Executive Leads & CEO	14/01/20	ENDORSED FOR APPROVAL
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ACRONYMS	
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	None
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1. SITUATION/BACKGROUND

During August 2019, the Chair circulated a proposal (appendix A) to make changes to Committees which are in the final stages of being implemented.

The proposals outlined in this paper intend to build on the proposals set out by the Chair in August 2019 to further strengthen the governance and assurance of the Board and Committee structure.

Early Actions

A few immediate actions have been taken over recent weeks and months that have strengthened the effectiveness of Board business including;

- Revision of the Board & Committee report template – the revised format aims to improve the focus of cover reports, reduce duplication and support the provision of succinct information.
- Support for Report authors – provision of guidance on writing reports has been issued with the revised template and is available on the Health Board's intranet site. This is also coupled with the provision of training for report authors that is being delivered to key staff groups and will also be available on request to all.
- Action Logs at Board & Committees – the population of progress against previous meeting action logs prior to issuing papers is helping inform meeting members and attendees of progress and reduces the time spent in meetings receiving verbal updates against each action.
- Creation of a dedicated document library on iBabs - draft or final reports from independent sources are being shared with all Board Members at the earliest opportunity. This is supported by a system to ensure all reports are received, logged, and managed from draft stage, through Management Board (where a management response will be developed), and onward then for consideration and scrutiny by the relevant Committee/Board and subsequent monitoring.

2. SPECIFIC MATTERS FOR CONSIDERATION BY THIS MEETING (ASSESSMENT)

The following actions are proposed to further strengthen the effectiveness of Board business and assurance and build on the recent developments;

2.1 Quality & Safety Committee (Q&S)

It should be noted that the term of office of the current Chair of the Q&S Committee (Health Board Vice Chair) comes to an end in September 2020.

To support succession planning, continuity and effectiveness of the Q&S Committee, it is proposed that a new Chair for the committee is identified who could take the Chair of the Committee from early 2020, whilst being supported as required by the Vice Chair during the remainder of their term.

2.2 Frequency of Committee Meetings

The current monthly frequency of some committee meetings (i.e. Q&S and Finance, Performance & Workforce - FPW) poses a significant burden on the officers of the Health Board, and the Board is urged to reflect on the effectiveness of this arrangement that the frequency of Committee meetings is reduced to once every 2 months.

It is proposed that all Committees meet no less than quarterly, and no more frequently than every two months, unless the Chair and one other Committee member feels an intermediate, exceptional Committee meeting be called.

2.3 Establishment of new Committees

The Board have already supported the proposal to increase the frequency of the Charitable Funds Committee meetings to quarterly, and create a new ICT&IG Committee. Terms of Reference were approved by the Board at its meeting in November 2019 and dates set for 2020. It is proposed that the name of the ICT&IG Committee is reviewed by the Committee with a view to ensuring a focus on the Strategic Digital developments of the Health Board.

Consideration should now be given to the breadth of assurance and scrutiny currently conducted by the Finance, Performance and Workforce (FPW) Committee. The FPW Committee has a significantly broad remit and meets 10 times a year. The Health Board is facing a period of major change involving workforce and organisational development related issues which are central to many of the major programmes being taken forward by the Health Board.

It is proposed that the Board establish a 'People and Organisational Development (POD) Committee'. A POD Committee would scrutinise and gain assurance on behalf of the Board across a range of issues including;

- Strategic Workforce Plans to support Health Board objectives
- Workforce sustainability
- Staff Survey learning
- Recruitment, Retention and Absence Management Strategies
- Culture, including Values and Behaviours
- Operating Model
- Statutory and Mandatory Training Compliance
- Management/Leadership Capacity Programmes

- Equality, Diversity & Welsh Language
- Staff Engagement and Involvement Strategies

By establishing a POD Committee, it is proposed the remit for the current FPW Committee be re-focussed on Planning, Performance and Finance (PPF) and could scrutinise and gain assurance on behalf of the Board across a range of issues including;

- Major Service Change developments
- Major Capital Projects/Programmes
- Scrutiny of Major Business Cases (in line with Scheme of Delegation)
- Detailed oversight and involvement on behalf of the Board on the development of the Integrated Medium Term Plan (IMTP)
- Development of Service Strategy, including the Integrated Health & Care Strategy
- Performance against IMTP, National Targets etc
- Finance Performance
- Efficiency, Productivity and Value

It should be emphasised that when determining the responsibility delegated to these committees in a revision of the Terms of Reference, the full Board retain the authority set the organisation's strategic direction.

The Scheme of Delegation is being reviewed to re-align the flow of capital business, and result in the abolition of the Capital Programme Board where the PPF Committee would hold the delegated responsibility, allowing greater independent scrutiny.

If supported, the creation of a POD Committee, coupled with the premise that all Committees meet no more than every other month, the 'burden' on committee membership attendance is minimised.

2.4 Guidance on "Deep Dives"

It has been observed that there is significant reference to the request from Independent Members for 'Deep Dives' on issues to seek further assurance. The Health Board would benefit from having clear guidance on what threshold triggers the requirement of a Deep Dive and subsequently what elements of assurance should be expected from the exercise. If done effectively, these are significant pieces of work for the Officers of the Health Board and should be initiated only when the 'threshold' criteria are met.

Links with colleagues from Deloitte in the development of the Board Development Programme continue to ensure that support is given to all Board Members to ensure they are clear on the various different sources of assurance they can gain without seeking additional information from Officers which will help strengthen this further.

2.5 **Board Assurance from Committees**

The main route of assurance to the Board is the Committee structure that sits beneath. The primary role of a Committee of the Board is to scrutinise the information presented and gain assurance on behalf of the Board in a focused area. They may also be utilised to help shape strategy and set policy across the Health Board.

This reporting could be strengthened by taking two steps;

- a) Introducing **Committee Highlight Reports** from Committees (example at appendix B). These should be drafted at the direction of the Committee Chair at the close of each Committee meeting to agree with members what issues should be included in the Highlight Report to Board, and finalised by the Executive Lead for the Committee.
- b) Re-formatting **Board meeting agendas** to cover the main committee areas (illustrative example at appendix C), and take the Committee Highlight Report at the beginning of each section. In doing this, the Chair of the Committee can;
 - Highlight any issues of significance to the full Board (concerns or good practice);
 - Advise the Board, including making recommendations to approve items that a Committee has considered in advance of seeking Board approval;
 - Provide Assurance on issues that have been scrutinised at Committee;
 - Inform the Board of relevant issues of interest

NB - The Committee Highlight reports should not replace (nor duplicate) the minutes of each Committee, where the detailed information/issues discussed can be found if required.

By reporting this way, there will be stronger awareness across the full Board of Committee activity and assurance, reduce the committee referrals (reducing duplication) and strengthen integrated governance. This approach will also help prevent silo working in the committee subject areas by bringing the key issues to the attention of the full Board.

2.6 Board Development

The Health Board are working closely with Deloitte in the design of a bespoke Board Development Programme for all Board Members. Welsh Government have recently launched the new Independent Member Induction sessions, material from which can be utilised in on-going Board Development.

Not unique to CTMUHB, Board Development sessions are often utilised for a mix of *development* and *briefings*, and risk not concentrating on the development of Board Members or of the collective Board. It is proposed that a Board Development programme is agreed (in the first instance, led by the Deloitte work) for the year. The Board should allocate 4 sessions per year (minimum) to **Board Development** where all Board Members are expected to prioritise their attendance.

The Board have agreed that all Board Development sessions be located in venues across the CTMUHB patch, promoting Board engagement and increasing the opportunity for Board members, in 'buddy' IM/Exec pairs, to meet staff and gain a greater understanding of the services, environments and staff experience. It is also providing an excellent opportunity to engage in conversations with staff as part of the wider 'Let's Talk' engagement and involvement programme, supporting the development of the new culture for the new CTMUHB.

It should be acknowledged that it is also beneficial for the Board to receive *briefings* on specific issues to bring members up to speed on specific topics, engage Board Members in the development of Health Board strategy and other points of interest. It is proposed that these sessions are clearly categorised as **Board Briefings** and are scheduled 4 times a year at appropriate intervals.

2.7 Meetings held in Public

From its meeting in November 2019, in the spirit of openness and transparency, all Board meetings are held in public wherever possible and only convene private (in-committee) Board meetings on an exceptional basis. Exceptional circumstances relate to those issued that can be justified under the Health Board's Freedom of Information Publication Scheme, having taken advice from the Director of Corporate Governance. When Board meetings are deemed appropriate to be held in private, these will follow the meeting held in public rather than precede them, which was common practice in the Health Board prior to November 2019.

We have also agreed that in the event a Board is held in private, the minutes of that private meeting are reported to the subsequent public meeting, rather than kept for approval on the subsequent private meeting.

This approach should also be applied to all Committees of the Board.

2.8 Review

A review of this arrangement is proposed 3 months following implementation (April 2020). This review will inform considerations on the future of the existing Integrating Governance Committee which is currently on hold. By implementing this proposal, it is anticipated that there will be better integration of Committee reporting to test the merit of re-establishing or disbanding the Integrated Governance Committee.

3 IMPACT ASSESSMENT

Quality/Safety/Patient Experience implications	Yes (Please see detail below)
	The number one focus of the Board and its business is to ensure good quality and safe patient care across all areas of its activity.
Related Health and Care standard(s)	Governance, Leadership and Accountability
	The 22 Health & Care Standards for NHS Wales are mapped into the 7 Quality Themes but within a Governance Framework.
Equality impact assessment completed	Not required
	No specific impact identified.
Legal implications / impact	Yes (Include further detail below)
	Board endorsement of the Affixing of the Common Seal, is a requirement of the Board's Standing Orders.
Resource (Capital/Revenue £/Workforce) implications / Impact	There is no direct impact on resources as a result of the activity outlined in this report.
Link to Main Strategic Objective	To Improve Quality, Safety & Patient Experience



Link to Main WBFG Act Objective	Work with communities to prevent ill-health, protect good health and promote better health and well-being
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4 RECOMMENDATION

Members of the Board are asked to **APPROVE** the proposals set out in section 2 of this report.