

ABUHB Public Board: Supporting Papers

Wed 20 May 2026, 09:30 - 13:00

Conference Centre, St Cadoc's Hospital








Agenda

09:30 - 09:30
0 min

1. Agenda Item 7.2.6: Committee Annual Reports 2025/26 and Terms of Reference









1.1. Committee Annual Reports 2025/26

Attachment *Director of Corporate Governance*

-  PCC Annual Report 2025-26.pdf (27 pages)
-  PPHPC Annual Report 2025-26.pdf (27 pages)
-  MHLDC Annual Report 2025-26.pdf (34 pages)
-  PQSOC Annual Report 2025-26.pdf (30 pages)
-  FPC Annual Report 2025-26.pdf (31 pages)
-  CFC Annual Report 2025-26.pdf (28 pages)
-  Audit, Risk and Assurance Annual Report 2025-26.pdf (46 pages)

1.2. Terms of Reference

Attachment *Director of Corporate Governance*

-  People and Culture Committee Terms of Reference May 2026.pdf (12 pages)
-  Patient Quality Safety and Outcomes Committee Terms of Reference May 2026.pdf (12 pages)
-  Remuneration and Terms of Service Committee Terms of Reference May 2026.pdf (10 pages)
-  Partnerships Population Health and Planning Committee Terms of Reference May 2026.pdf (12 pages)
-  Charitable Funds Committee Terms of Reference May 2026.pdf (9 pages)
-  Audit, Risk & Assurance Committee Terms of Reference May 2026.pdf (13 pages)
-  Mental Health and Learning Disabilities Committee Terms of Reference May 2026.pdf (10 pages)
-  Finance & Performance Committee Terms of Reference May 2026.pdf (12 pages)



People and Culture Committee

Annual Report for 2025-26

DATE: March 2026

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Chair's Foreword

I am pleased to present the People and Culture Committee's Annual Report for the year ended 31 March 2026.

This report summaries the Committee's work to support workforce planning, staff wellbeing, leadership development, equalities and a positive Organisational culture. Our focus is to ensure we have the right workforce in place, with the right skills and support, and that all staff are treated fairly and with respect, so we can meet the needs of our patients and communities.

The Committee meets three times a year and provides assurance to the Board that workforce plans align with the Health Board's strategic priorities and values.

I would like to thank Committee members for their commitment and support. I also wish to thank the Executive Director of Workforce & OD, Executive Director of Corporate Governance and her team for their dedication and support to the Committee throughout the year.

Most importantly, I thank all NHS colleagues and volunteers across the Health Board. Their compassion, commitment and dedication are at the heart of everything we achieve.

Diolch yn fawr / Thank you.

Paul Deneen

Chair, People and Culture Committee

1. Introduction

- 1.1 Section 1 of the Standing Orders of the Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB, the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by committees".

- 1.2 The Term of Reference of the People and Culture Committee (referred to throughout this document as 'PCC' or the 'Committee') were approved by the Board in May 2025 (see **Appendix 1**).

The purpose of the PCC is to advise the Board on all matters relating to staff and workforce planning of the Health Board; and plans to enhance the environment that supports and values staff in order to engage the talent and nurture the leadership capability of individuals and teams working together to drive the desired culture throughout the Health Board to deliver safer better healthcare. The Committee also provides advice and assurance to the Board in relation to the direction and delivery of Organisational Development and other related frameworks to drive continuous improvement and to achieve the objectives of the Health Board. It will support the Health Board in discharging its accountabilities and responsibilities for the achievement of the Health Board's objectives and Organisational requirements in accordance with the standards of good governance determined for the NHS in Wales.

Where appropriate, the Committee will advise the Board and the Accountable Officer (Chief Executive) on where and how its system of governance and assurance may be strengthened and further developed.

- 1.3 This report describes how the PCC discharged its role and responsibilities during the period 1 April 2025 to 31 March 2026.

2. 2025-26 Work Programme

- 2.1 ABUHB Standing Orders require the Board Secretary to produce an Annual Plan of Board business. This should incorporate formal Board meetings, regular Board Development sessions and, as appropriate, planned activities of the Board's Committees and Advisory Groups.

The Work Programme adopted for PCC in 2025-26 is attached to this report (see **Appendix 2**).

A Work Programme is designed to align to the Committee's terms of reference and the requirement for it to seek information to be able to give advice or gain assurance for itself and on behalf of the Board. The Work Programme is, however, a framework rather than a prescriptive agenda. This gives the PCC flexibility to identify changing priorities or any need for further assurance or information.

2.2 The Committee received assurance on the following workforce planning and professional groups:

- Medium to long term workforce planning challenges and opportunities, taking account of service demand, workforce supply and sustainability;
- Progress with recruitment and retention across key staff groups;
- The Frameworks and support arrangements in place for Specialty Doctors, SAS doctors, Locally Employed Doctors and Resident Doctors;
- Preparedness for the implementation of Resident Doctors contract reform, including consideration of associated workforce, financial and operational risks. The Committee recognised that the implementation of Resident Doctors' contract reform represents a significant and ongoing strategic risk and confirmed the need for continued Committee oversight and assurance to the Board.

2.3 Throughout 2025/26, the Committee received the following Annual Reports:-

- Annual Assurance Report on Medical Revalidation, providing assurance on medical appraisal and revalidation compliance across the Health Board;
- Annual Assurance Report on Job Planning and Medical e Systems, providing assurance on job planning compliance and the implementation and use of medical e systems;
- Nursing, Midwifery and Specialist Community Public Health Nurse Workforce Annual Report, providing assurance on workforce sustainability, including recruitment and retention, education and training, leadership development and workforce pipeline arrangements.

2.4 The Committee received assurance that progress was being made with Equality, Diversity and Inclusion (EDI). The Committee received detailed assurance on progress against the strategic Equality plan and delivery of the Welsh Government race equality action plan for Wales. Key areas of assurance and challenge included:

- Leadership commitment to EDI and progress in the development of inclusive and trauma-informed leadership capability;
- Levels of compliance with anti-racism e-learning and the impact on workforce awareness and capability;
- Ongoing risks relating to ethnicity data completeness and under-representation at senior levels;
- Emerging disproportionality in recruitment outcomes and capability processes, requiring continued monitoring and assurance
- Increased reporting of incidents of racism, particularly within some service areas, recognised as both a risk and an indication of improved confidence and willingness to speak up.

The Committee welcomed plans for a Board development session on Equality, Diversity and Inclusion and emphasised the importance of staff voice, data quality and sustained leadership focus.

2.5 The Committee received the People Plan 2025–2030, with a significant focus during 2025/26 on its approval, launch and early delivery.

The Committee received assurance in relation to:

- Alignment of the People Plan with the Health Board’s Long-Term Strategy *Gwent 2035*
- The clarity and coherence of the three strategic pillars: Better Health and Wellbeing, Better Future Workforce, and Better Working Lives;
- The development and refinement of success measures, with an increased emphasis on outcomes and impact rather than activity alone;
- Arrangements for annual reporting, thematic updates and a formal review point in 2027

The Committee supported the strengthened approach to performance measurement, including the use of quality improvement methodology and triangulation with staff experience and workforce and organisational data.

2.6 The Committee received the Staff Experience and NHS Wales Staff Survey and closely monitored the Health Boards approach to staff experience and engagement. During the year, the Committee:

- Supported a refreshed and proactive approach to the NHS Wales Staff Survey, including drop-in sessions, ward-based engagement and clear leadership messaging;
- Received assurance on a significant improvement in survey response rates, exceeding 30%;
- Scrutinised arrangements for analysing survey data, communicating results to staff and translating feedback into meaningful action;

- Emphasised the importance of visible “you said, we did” actions and avoiding survey fatigue.

The Committee agreed that staff experience data should continue to be triangulated with sickness absence, retention and employee relations intelligence to provide a comprehensive picture of organisational culture.

- 2.7 The Committee received the Committee Risk Report that contained high-level risks with sub-risks, for which the Committee had delegated responsibility on behalf of the Board.
- 2.8 The Committee received regular updates on the Health Boards employee relation, suspensions and workforce risk with employee relations remaining a key area of scrutiny during 2025/26.

The Committee received regular reports on:

- The number and duration of staff suspensions, particularly those linked to police investigations and patient safety concerns;
- Learning from complex disciplinary cases, including external review and improvements to welfare support;
- Employment tribunal activity and capability processes;
- The implementation of new and updated policies, including anti-sexual harassment and Respect and Resolution.

The Committee acknowledged the complexity of balancing patient safety, staff welfare and legal requirements and agreed that this would remain an ongoing priority area.

- 2.9 The Committee regularly review the Workforce Performance Dashboard throughout the year, providing assurance on workforce supply, sickness absence, training compliance, job planning and variable pay. Key areas of scrutiny included:
- Sickness absence, which remained above pre-COVID levels, with stress, anxiety and depression consistently identified as the leading causes;
 - Seasonal variation, including an increase during winter months;
 - Targeted management of hotspot areas through the Managing Attendance Partnership Working Group;
 - Support for managers through training, data analysis and early intervention.

The Committee acknowledged the complexity of managing sickness absence in the context of an ageing workforce, external social pressures and national workforce challenges, while welcoming assurance from audit work and benchmarking against other Welsh Health Boards

2.10 The Committee continued to receive regular updates on the speaking up safely framework, recognising its importance as a safety net for staff who feel unable to raise concerns through other routes. During the year, the Committee:

- Received assurance following internal audit and re-audit activity;
- Monitored progress in strengthening governance, capacity and learning arrangements;
- Supported the creation of a pan-NHS Wales Speaking Up Safely Learning Network;
- Scrutinised plans to improve case management systems and reporting capability.

In addition, the Committee received assurance on the Violence Prevention and Reduction Strategy, including work to strengthen governance, adopt trauma-informed approaches and explore preventative measures such as body-worn camera pilots.

3. PCC Committee Meetings and Membership

3.1 During 2025-26, the PCC met three times via Microsoft Teams - June 2025, October 2025, and February 2026. Detail of the members and executive directors who attended these meetings is provided at **Appendix 3**.

3.2 The Committee comprised the following Independent Members:

- Paul Deneen (Chair)
- Philip Robson (Vice Chair)
- Helen Sweetland
- Vivek Goel (From June 2026)

3.3 In line with the Public Bodies (Admissions to Meetings) Act 1960, public bodies are ordinarily required to conduct meetings in public. Throughout 2025/26, Committee meetings were held virtually, which meant that public attendance was not facilitated. To maintain transparency and public accountability, and following agreement with Audit Wales from October 2025, the Health Board implemented an alternative arrangement whereby summaries of Committee meetings were published on the Health Board's website. These summaries provide an overview of the key

discussions, decisions and outcomes of each meeting, ensuring continued openness in the conduct of the Committee's business.

4. PCC Reporting Arrangements

- 4.1 Following each meeting, the PCC submits an Assurance Report to the following Board meeting, outlining topics discussed, areas of concern and areas of risk. All Board papers can be accessed via the following link: [Public Board papers](#)

5. Self-assessment and Evaluation

- 5.1 As part of the Health Board's statutory requirements, each Committee of the Board is required to conduct an annual self-evaluation of Committee effectiveness. All Board Members are required to complete a self-assessment for each Committee on which they are a member, to determine its effectiveness and ability to carry out its responsibilities.

The outcome of the assessment will enable the Committee to identify areas of development and focus for the coming year, such as any training and development, as well as changes to processes and procedures.

The People and Culture Committee undertook its statutory annual self-assessment between November 2025 and January 2026, achieving a 67% response rate and demonstrating strong levels of assurance across governance, membership, meeting conduct, challenge, and the quality and timeliness of information presented to the Committee.

The assessment identified some priority areas for further development, namely the need to strengthen and formalise induction arrangements for new members, to establish more explicit annual objectives, to enhance the consistency and visibility of third-party and regulatory assurance, particularly in relation to HEIW updates and the GMC trainee survey, to embed a more systematic approach to end-of-meeting reflection, and to continue improving the clarity, conciseness, and accessibility of reporting to the Board.

The Committee reviewed the findings in February 2026 and confirmed actions to address them, including the adoption of the newly developed induction materials; the introduction of staff stories into the Committee's assurance cycle; the incorporation of scheduled third-party assurance items into the forward plan; and the exploration of a proportionate post-meeting feedback mechanism to support continual improvement in meeting quality, agenda design, and the effectiveness of discussion.

Overall, the Committee concluded that it remains effective and well-supported, with clear strengths in governance and operation, and it has therefore agreed a programme of objectives for 2026/27 focused on delivering consistent induction, formalising and tracking annual objectives, strengthening external and regulatory assurance, introducing staff stories, exploring structured post-meeting learning mechanisms, and refining Board reporting to enhance transparency and constructive challenge.

6. Key Areas of focus in 2026-27

In the year ahead the Committee will continue to focus:

- Delivery and impact of the People Plan 2025–2030;
- Sustainability and sickness absence reduction;
- Staff experience, engagement and safety;
- Equality, Diversity and Inclusion outcomes;
- Speaking Up Safely and violence prevention;
- Job Planning and Medical e Systems;
- Resident Doctors reform and wider workforce risks.

7. Conclusion

- 7.1 This report demonstrates that during 2025/26 the People and Culture Committee has continued to discharge its responsibilities effectively, providing robust advice and assurance to the Board on workforce, people and culture matters during a period of significant challenge and change.



People and Culture Committee Terms of Reference – 2025/26

Version: Approved

Date: May 2025

Document Title:	People and Culture Committee Terms of Reference – 2025/26
Date of Document:	May 2025
Current version:	Approved
Previous version:	March 2022
Approved by:	Board
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1. Introduction

The Aneurin Bevan University Health Board's standing orders provide that *"The Board may and, where directed by the Welsh Government, must appoint Committees of the Health 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 line with standing orders and the Health Board's Scheme of Delegation, the Board shall nominate annually a committee to be known as the **People and Culture Committee**.

The Committee is formed of Independent Members of the Health Board and has no executive powers, other than those specifically delegated to it by the Board as outlined in these Terms of Reference.

The detailed Terms of Reference and operating arrangements set by the Board in respect of this Committee are set out in this document.

2. Purpose of the Committee

The purpose of the People and Culture Committee is to advise and assure the Board and the Accountable Officer on all matters relating to staff and workforce planning of the Health Board; and plans to enhance the environment that supports and values staff in order to engage the talent and nurture the leadership capability of individuals and teams working together to drive the desired culture throughout the Health Board to deliver safer better healthcare.

The Committee will also provide advice and assurance to the Board in relation to the direction and delivery of Organisational Development and other related frameworks to drive continuous improvement and to achieve the objectives of the Health Board.

It will support the Health Board in discharging its accountabilities and responsibilities for the achievement of the Health Board's objectives and organisational requirements in accordance with the standards of good governance determined for the NHS in Wales.

Where appropriate, the Committee will advise the Board and the Accountable Officer (Chief Executive) on where and how its system of governance and assurance may be strengthened and further developed.

3. Delegated Powers and Authority

3.1. Principal Duties

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

a) Culture & Values:

- Oversee a credible process for assessing, measuring and reporting on the “culture of the organisation” on a consistent basis over time.
- Oversee the coherence and comprehensiveness of the ways in which the Health Board engages with staff and with staff voices, including the staff survey, and report on the intelligence gathered, and its implications.
- Oversee the development of a person-centred open and learning culture that is caring and compassionate, which nurtures talent and inspires innovation and excellence.
- Seek assurance that there is positive progress on equality and diversity, including shaping and setting direction, monitoring progress and promoting understanding inside and outside the Health Board.
- Promote staff engagement and partnership working.
- Seek assurance that the organisation adopts a consistent working environment which promotes staff well-being, where people feel safe and are able to raise concerns, and where bullying and harassment are visibly and effectively addressed.
- Support the enhancement of collaborative working relationships across the Health Board between professions and other stakeholders including representative bodies and regulators to improve culture.

b) Organisational Development & Capacity:

- Seek assurance on the implementation of the Board’s Organisational Development Plans;
- Seek assurance that the systems, processes and plans used by the Health Board have integrity and are fit for purpose in the following areas:
 - strategic approach to growing the capacity of the workforce;
 - analysis and use of sound workforce, employment and demographic intelligence;
 - the planning of current and future workforce capacity;
 - effective recruitment and retention;
 - new models of care and roles;
 - agile working;
 - identification of urgent capacity problems and their resolution
 - continuous development of personal and professional skills;
 - talent management

- Seek assurance on the Health Board's plans for ensuring the development of leadership and management capacity, including the Health Board's approach to succession planning;
- Seek assurance that workforce and organisational development plans, including those developed with strategic partners, are informed by the Sustainable Development Principle as defined by the Well-being of Future Generations (Wales) Act 2015.

c) Performance Reporting:

- Seek assurances that internal control arrangements are appropriately designed and operating effectively to ensure the provision of high quality, legal and safe workforce practices, processes and procedures.
- Scrutinise workforce and organisational development performance issues and key performance indicators and the associated plans to deliver against these requirements, achieved by establishing a succinct set of key performance and progress measures (in the form a performance dashboard) relating to the full purpose and function of the Committee, including:
 - The Health Board's strategic priorities relating to workforce;
 - organisational culture;
 - strategies to promote and protect staff Health & Wellbeing;
 - workforce utilisation and sustainability;
 - recruitment, retention and absence management strategies;
 - strategic communications;
 - workforce planning;
 - plans regarding staff recruitment, retention and remuneration;
 - succession planning and talent management;
 - staff appraisal and performance management;
 - Training, development and education; and
 - Management & leadership capacity programmes.
- Seek assurance on the implementation of those strategic plans developed in partnership which relate to workforce and culture.
- Ensure there is an effective system in place to consider and respond in a timely manner to workforce and organisational development performance audits received across the organisation and an effective system in place to monitor progress on actions resulting from such audits.
- Monitor and scrutinise relevant internal and external audit reports, management responses to action plans.

The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in-line with the Board's Policy Management Framework and Scheme of Delegation and Reservation of Powers.

d) Risk Management

The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Corporate Risk Register.

e) Statutory and Mandatory Compliance:

Seek assurance, on behalf of the Board, that current statutory and regulatory compliance and reporting requirements are met, including:

- Equality & Diversity Legislation
- Welsh Language Standards
- Wellbeing of Future Generations Act (where relevant to this Committee)
- Consultation on Organisational Change
- Mandatory and Statutory Training

3.2. Authority

The Committee is authorised by the Board to investigate or to 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 Health Board relevant to the Committee's remit (ensuring patient, service user, client and staff confidentiality, as appropriate). It may seek relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee);

and

- any other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

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

The Committee may act on any particular matter or issue upon which the Board or the Accountable Officer may seek advice.

3.3. Sub-Committees

The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to perform specific aspects of Committee business.

3.4. Committee Programme of Work

Each year the Board will determine the Committee's priorities for its annual programme of work, based on the Board's Assurance Framework and Corporate Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage.

This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

3.5. Access

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

4. Membership

4.1. Members

The Committee shall comprise of three (3) members [*one of which should be the Independent Member (Trade Union)*]:

Chair: Independent member of the Board

Vice Chair: Independent member of the Board

Other Members: Two (2) other independent members of the Board

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

4.2. Attendees

Officers of the Health Board may attend:

- The lead Executive for the Committee will be the Director of Workforce and Organisational Development.
- Chief Executive / Accountable Officer
- Director of Finance, Procurement and VBHC
- Other Executive Directors will attend as required by the Committee

Others by invitation

The Committee Chair may invite any other Health Board officials and / or any others from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

4.3. Member Appointments

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

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 their period of appointment a member may resign or be removed by the Board.

5. Support

5.1. Secretariat

Secretariat arrangements will be determined and arranged by the Director of Corporate Governance.

5.2. Advice and Member Support

The Director of Corporate Governance, on behalf of the Committee Chair, shall:

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

6. Committee Meetings

6.1. Quorum

At least three (3) of the selected members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.

6.2. Frequency of Meetings

The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than **three times yearly**, and in line with the Health Board's annual plan of Board Business.

The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

6.3. Openness and Transparency

Section 3.1 of the Health Board's Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:

- hold meetings in public, other than where a matter is required to be discussed in private (see point 6.4);
- issue an annual programme of meetings (including timings and venues) and its annual programme of business;
- publish agendas and papers on the Health Board's website in advance of meetings;
- ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read; and
- through PTHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

6.4. Withdrawal of individuals in attendance

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 Director of Corporate Governance where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee 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) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

7. Relationship and Accountabilities with the Board and its Committees

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 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, 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, it will contribute 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 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 the Health Board's overall system of assurance.

The Committee shall embed the Health Board's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

8. Reporting and Assurance Arrangements

The Committee Chair shall:

- Report formally, regularly and on a timely basis to the Board and the Accountable Officer on the Committee's activities. This includes verbal updates on activity and the submission of committee minutes and written reports throughout the year;
- Bring to the Board and the Accountable Officer's specific attention any significant matters under consideration by the Committee;
- Ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive (and Accountable Officer) 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 and the Accountable Officer on its work in support of the Accountability Report, the Annual Governance Statement and the Annual Quality

Statement, specifically commenting on the adequacy of the assurance arrangements, the extent to which risk management is comprehensively embedded throughout the organisation, the integration of governance arrangements and the appropriateness of self-assessment activity against relevant standards. The report will also record the results of the committee's self-assessment and evaluation.

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

The Director of Corporate Governance, on behalf of the Board, shall oversee a process of annual self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Audit Committee Handbook.

9. Applicability of Standing Orders to Committee Business

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 following areas:

- Quorum
- Issue of Committee Papers

10. Chair's Action on Urgent Matters

There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two other Independent Members of the Committee. The Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

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

11. Review

These Terms of Reference shall be reviewed annually by the Committee with reference to the Board.

MATTERS TO BE CONSIDERED	Lead	Frequency of Report	Schedule of Meetings			
			QTR 1 Apr to June 11th June	QTR 2 July to Sept No Meeting	QTR 3 Oct to Dec 15 th October	QTR 4 Jan to Mar 10 th February
Preliminary Matters						
Attendance and Apologies	Chair	SI	✓		✓	✓
Declarations of Interests	All Members	SI	✓		✓	✓
Minutes of the Previous Meeting	Chair	SI	✓		✓	✓
Action Log and Matters Arising	Chair	SI	✓		✓	✓
Committee Governance						
Development of Committee Annual Programme of Business 2026/27	Chair DoCG	Annually				✓
Review of Committee Programme of Business 2025/26	Chair DoCG	SI	✓		✓	✓
Annual Review of Committee Terms of Reference 2025/26	Chair DoCG	Annually	✓			✓ D
Annual Review of Committee Effectiveness 2025/26	Chair DoCG	Annually	✓		✓ D	✓ D
Outcome of the annual review of Committee effectiveness 2025/26	Chair DoCG	Annually	✓			✓ D
Committee Annual Report 2025/26	Chair DoCG	Annually	✓			✓ D
Committee Risk Report	DoCG	SI	✓		✓	✓

Culture, Values & Behaviours						
Review and Refresh of ABUHB Values & Behaviours Framework	DoW&OD	Annually				✓ D
Annual Review and Refresh of the People Plan and its Priorities (Deferred to June 2025)	DoW&OD	Annually	✓			
NHS Wales Staff Survey – Results and Action Plan including Employee Experience Survey	DoW&OD	Annually			✓	
Violence & Aggression against Staff across ABUHB	DoT&HS/COO	Annually			✓ D	✓
Speaking Up Safely Report	DoW&OD	Annually			✓ D	✓
Equality, Diversity and Inclusion - Assurance on Strategic Equality Plan	DoW&OD	Annually				✓
Progress update on the Delivery of Welsh Government's Race Equality Action Plan for Wales	DoW&OD	Annually	✓			
Assurance on Compliance with the Welsh Language (Wales) Measure 2011 - More Than Just Words	DoW&OD	Annually	✓			
Employee Experience Strategy (Deferred from February)	DoW&OD	Annually	✓		✓	
Update on Job Planning PCC/1510/10 (Deferred to June)	DoW&OD	Action	✓			
Body Camera Update	DoW&OD	Add Hoc				✓
Mandatory Training Update	DoW&OD	Add Hoc				✓
Organisational Development						

Training, Development and Education - Assurance on Workforce Planning and Education Commissioning Numbers	DoW&OD	Annually				✓ D
Annual Assurance Report on Medical Revalidation	MD	Annually	✓			
Communications and Engagement Update Report - update on outcomes of the Communication Strategy including top themes of feedback	Assistant Director of Communications	Action	✓			
Workforce Performance						
Workforce Performance Dashboard incorporating Key Performance Indicators	DoW&OD	SI	✓		✓	✓
People Plan 2022/25, Quarterly Review Objective 1 - Staff Health & Wellbeing	DoW&OD	Annually	✓			
People Plan 2022/25, Quarterly Review Objective 2 - Employer of Choice	DoW&OD	Annually			✓	
People Plan 2022/25, Quarterly Review Objective 3 - Workforce Sustainability	DoW&OD	Annually				✓
Report from the Director of Workforce & OD, including Employee Relations & Suspensions over 4 months	DoW&OD	Quarterly	✓		✓	✓
Speciality Doctors and Clinical Fellows Framework	DoW&OD	Annually			✓	
Nursing, Midwifery & SCPHN Workforce Annual Report	DoN	Annually			✓ D	✓

DBS Review – Health Board Position	DoW&OD	BI			✓	✓
Assurance on the Development and Delivery of an Agile Working Framework PCC/1806/3.3	DoW&OD	Action	✓ D		✓	
A headcount comparison report detailing organisational growth over the past five years PCC/06/11/14	DoW&OD	Action			✓	
Violence Prevention and Reduction Strategy Transferred PQSOC 0110/19	DoAHPs&HS	Action				✓
Update on survey outcomes and action plans PCC/1510/06	DoW&OD	Action				✓
DBS update PCC/1510/09	DoW&OD	Action				✓
Update on Legal advice in regards to resolution for the length of employee suspensions. PCC/1510/11	DoW&OD	Action				✓

People and Culture Committee: Attendance at meetings in 2025-26

Attended	Did Not Attend	Not a Member/Required Attendee
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Meeting Dates	11th June	15th October	10th February
Independent Members			
Paul Deneen (Chair)	x	x	x
Philip Robson (Vice Chair)	x	x	x
Helen Sweetland	x	x	x
Vivek Goel	x	x	x
Executive Directors			
Director of Workforce & OD	x	x	x
Director of Finance, Procurement & Value	x	x	x



GIG
CYMRU
NHS
WALES

Bwrdd Iechyd Prifysgol
Aneurin Bevan
University Health Board

Partnerships, Population Health & Planning Committee

Annual Report for 2025-26

March 2026

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Chair's Foreword

I am pleased to present the Partnership, Population Health and Planning Committee Annual Report for the year ending 31 March 2026. The report provides an overview of the work of the Committee and details all matters within its remit.

2025-26 has proved to be a very busy year for the planning division and the Committee. Particularly, the Committee has overseen the development of the Health Boards Strategic Planning and IMTP. The Committee has also considered the development of a new Clinical Services plan which is expected to be completed during the next planning cycle. During the year updates have been received on the Health Boards Digital Strategy recognising digital capability as a key enabler for service transformation. Estates and Capital Development has been a key area for the Committee this year and has included detailed discussions concerning St Woolos and Nevill Hall Hospital.

The Committee has received regular updates on Health Protection and System Resilience, including the Health Protection and Vaccination Programme and Business Continuity.

Nationally, there has been an increased focus on Regional Planning and the Committee has received regular reports on progress and developments. With the establishment of the new Regional Joint Committee, it is likely that this will become a more demanding area for the Committee as the schemes move forward.

More locally, Partnership Working has continued to be a major area of focus for the Committee. Regular updates have been provided on the work of the Regional Partnership and Public Service Boards. Whilst much has been achieved across this landscape, it is clear that if our ambitions in terms of implementing a place-based care model ultimately underpinning an improvement in population health it may be necessary to refresh the Committee's scrutiny in this area.

Finally, I would like to express my thanks and appreciation to all who contributed to the Committee over the past twelve months.

Philip Robson

Chair

Partnerships, Population Health and Planning Committee

1. Introduction

- 1.1 Section 2 of the Standing Orders of the Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB, the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by committees".

- 1.2 The Term of Reference of the Partnerships, Population Health, and Planning Committee (referred to throughout this document as 'the Committee') were approved by the Board in May 2025 (see **Appendix 1**)
- 1.3 The purpose of the PPHPC is to advise the Board on all matters relating to areas of Partnership Working, Population Health and Planning across the full breadth of the Health Board's responsibilities. The Committee will provide accurate, evidence based (where possible) and timely advice to the Board in respect of the development of the Health Board's priorities and plans to improve population health and wellbeing; strategic frameworks and plans for the delivery of high quality and safe services; business cases and service planning proposals, including the alignment of supporting and enabling strategies, including workforce, capital, estates and digital. The Committee also provides advice to the Board in relation to any implications for service planning arising from strategies and plans developed through the Joint Committees of the Board or other strategic partnerships, collaborations or working arrangements approved by the Board.
- 1.4 This report describes how the Committee discharged its role and responsibilities during the period 1 April 2025 to 31 March 2026.

2. 2025-26 Work Programme

- 2.1 ABUHB Standing Orders require the Board Secretary to produce an Annual Plan of Board business. This should incorporate formal Board meetings, regular Board Development sessions and, as appropriate, planned activities of the Board's Committees and Advisory Groups.

The Work Programme adopted for the Partnerships, Population Health, and Planning Committee in 2025-26 is attached to this report (see **Appendix 2**).

- 2.2 The Work Programme was designed to align to the Committee's terms of reference and the requirement for it to seek information to be able to give advice or gain assurance for itself and on behalf of the Board. The Work Programme is, however, a framework rather than a prescriptive agenda. This gives the Committee flexibility to identify changing priorities or any need for further assurance or information.

3. Partnerships, Population Health and Planning Committee Meetings and Membership

- 3.1 During 2025-26, the Committee met four times via Microsoft Teams- April 2025, July 2025, October 2025 and January 2026. Detail of the members and executive directors who attended these meetings is provided at **Appendix 3**.

- 3.2 The Committee comprised the following Independent Members:

- Ann Lloyd (Chair only for April 2025)
- Philip Robson (Chair From July 2025 to January 2026)
- Dafydd Vaughan (Vice Chair)
- Richard Clark (Until September 2025)
- Penny Jones
- Akmal Hanuk (From June 2026)
- Neil Patrick only for January's meeting

- 3.3 In line with the Public Bodies (Admissions to Meetings) Act 1960, public bodies are ordinarily required to conduct meetings in public. Throughout 2025/26, Committee meetings were held virtually, which meant that public attendance was not facilitated. To maintain transparency and public accountability, and following agreement with Audit Wales from October 2025, the Health Board implemented an alternative arrangement whereby summaries of Committee meetings were published on the Health Board's website. These summaries provide an overview of the key discussions, decisions and outcomes of each meeting, ensuring continued openness in the conduct of the Committee's business.

- 3.2 The Committee's agenda and papers were made public, excluding where it was necessary to meet 'in private'. Private meetings are held where it would not be appropriate to discuss a matter in public, due to

issues of patient or staff confidentiality, commercial confidentiality, or discussion of serious incidents or escalated concerns which would not be in the public interest.

4. Committee Reporting Arrangements

- 4.1 Following each meeting, the Committee submits an Assurance Report to the following Board meeting, outlining topics discussed, areas of concern and areas of risk. All Board papers can be accessed via the following [link](#).

5. Committee Work Programme: 2025-26

- 5.1 The Partnerships, Population Health and Planning Committee Work Programme for 2025-26 is set out in **Appendix 2**.

- 5.2 Amongst the key issues considered by the Committee during 2025-26 were the following:

- Oversight of the Health Board's Strategic Planning and IMTP, including the approval status of the 2025/26 IMTP, early development of the 2026/27 IMTP and strengthening planning maturity and capability across the organisation.
- Consideration of the development of a Clinical Services Plan, aligned to the Health Board's strategy and Integrated Medium Term Plan.
- Updates on the development of the Health Board's Digital Strategy, recognising digital capability as a key enabler for service transformation, workforce effectiveness and population health management.
- An overview of Estates and Capital Development, including the refresh of the Estates Strategy, rationalisation of the St Woolos Hospital estate and development of the Nevill Hall Hospital Strategic Outline Case.
- Regular updates on Partnership Working, including the Regional Partnership Board, Public Services Board and regional planning arrangements, including the establishment of the Regional Joint Committee.
- Consideration of Population Health and Prevention, including place-based care, population health management, Best Start in Life and Joint Strategic Needs Assessment updates.
- Updates on Health Protection and System Resilience, including the Health Protection and Vaccination Programme and Business Continuity Planning, with a focus on cyber resilience and major incident preparedness.

6. Self-assessment and Evaluation

- 6.1 As part of the Health Board's statutory requirements, each Committee of the Board is required to conduct an annual self-evaluation of Committee effectiveness. All Board Members are required to complete a self-assessment for each Committee on which they are a member, to determine its effectiveness and ability to carry out its responsibilities.

The outcome of the assessment enables the Committee to identify areas of development and focus for the coming year, including any training and development needs, as well as changes to processes and procedures.

The Partnerships, Population Health and Planning Committee undertook its statutory annual self-assessment between November 2025 and January 2026, achieving a 43% response rate. The results demonstrated a mixed position, with strong assurance in relation to Committee governance and membership, clarity of roles and responsibilities, conflicts of interest management, and the quality and timeliness of papers, alongside areas where further strengthening is required to support effective assurance and scrutiny.

The assessment identified some areas for further development, including the need to strengthen induction arrangements for new members; to establish a clear set of annual objectives; to agree a more structured and deliberate approach to the information and reports required by the Committee; to enhance the level and consistency of constructive challenge; to improve the timeliness and depth of issue consideration; to encourage broader and more consistent member contribution; to strengthen end-of-meeting reflection; to improve the consistency of action follow-through; and to enhance the quality, clarity and timeliness of reporting to the Board, including written summary reports and Board-level understanding of the Committee's assurance.

The results were circulated to Committee members virtually for comment, and no feedback or additional comments were received. The outcomes of the self-assessment will therefore be taken forward through the Committee's work programme, with actions in place as result of the outcomes, and will inform the development of objectives

for 2026/27, as well as the Annual Accountability Report and the Governance Statement.

Overall, the Committee concluded that it remains effective in discharging its core responsibilities, with clear strengths in governance and membership, and has identified a programme of improvement for 2026/27 focused on strengthening induction, clarifying objectives, improving the quality and focus of information and assurance, enhancing constructive challenge and engagement, embedding learning and reflection, and supporting clearer and more effective reporting and challenge at Board level.

7. Committee Oversight of Risk

At each Committee meeting during 2025/26 the Committee received a strategic risk report. An overview of the risks that are reported to the Committee is provided with detailed risk assessments of the risks that receive direct oversight from the Committee. The Committee also has an opportunity to highlight any areas of concerns or significant risk, as appropriate.

7.2 Themes of Risks Reported

At the time of writing the Committee had responsibility for oversight of **4** organisational risks that relate to various aspects of partnerships, population health and planning. A breakdown of the current risks is depicted below:

High	1
Moderate	3
Low	0

A high-level breakdown of the themes are as follows:

- **Service Delivery:** There is a risk that the Health Board will be unable to deliver and maintain high-quality quality safe and sustainable services which meet the changing needs of the population.
- **Compliance and Safety:** There is a risk that there will be a significant failure of the Health Board's estate.
- **Compliance and Safety:** There is a risk that the Health Board is unable to respond in a timely, efficient, and effective way to a major incident, business continuity incident, or critical incident.

- **Transformation and Partnership Working:** There is a risk that the Health Board will be unable to deliver truly integrated health and care services for the population.

8. Key Areas of Focus in 2026-27

- 8.1 In the year ahead the Committee will continue to focus on:
- The robustness and delivery of strategic planning arrangements, including development, approval and implementation of the 2026/27 Integrated Medium Term Plan (IMTP);
 - The development and implementation of the Clinical Services Plan, ensuring alignment with the Health Board's strategic objectives, planning assumptions and enabling strategies;
 - Strengthening regional planning, partnership working and joint governance arrangements, ensuring clarity of accountability and demonstrable impact on service delivery and outcomes;
 - The continued development of place-based approaches to care, with an increased focus on prevention, population health improvement and reducing health inequalities;
 - Oversight of the estates and capital strategy, ensuring alignment with agreed clinical models, affordability and long-term sustainability;
 - Digital transformation and system resilience, including the effective use of digital capability to support service transformation, workforce effectiveness and business continuity.

9. Conclusion

- 9.1 This report summarises the work undertaken by the Partnerships, Population Health and Planning Committee during 2025–26 and demonstrates how the Committee has supported the Board and complied with its Terms of Reference in discharging its responsibilities for planning, partnership working and population health during a challenging year.



Partnerships, Population Health and Planning Committee Terms of Reference – 2025/26

Version: Approved
Date: May 2025

Document Title:	Partnerships, Population Health and Planning Committee Terms of Reference – 2025/26
Date of Document:	May 2025
Current version:	Approved
Previous version:	March 2022
Approved by:	Board
Review date:	May 2026

1. INTRODUCTION

- 1.2 Section 2 of the Standing Orders of the Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB, the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by committees".

- 1.3 In-line with Standing Orders and the Board's Scheme of Delegation and Reservation of Powers, the Health Board has established a committee to be known as the **Partnerships, Population Health and Planning Committee** (referred to throughout this document as 'the Committee'). The Terms of Reference and operating arrangements set by the Board in respect of this committee are set out below.
- 1.4 The scope of the Committee extends to all areas of Partnership Working, Population Health and Planning across the full breadth of the Health Board's responsibilities.
- 1.5 This Committee will not be responsible for the development of strategy, which is a collective Board responsibility and therefore reserved for full Board discussions.

2. PURPOSE

2.1 **ADVICE**

The Committee will provide accurate, evidence based (where possible) and timely advice to the Board and its committees in respect of the development of the following matters consistent with the Board's overall strategic direction:

- a. strategy, strategic frameworks and plans for the delivery of high quality and safe services, consistent with the board's overall strategic direction;
- b. business cases and service planning proposals;
- c. the alignment of supporting and enabling strategies, including workforce, capital, estates and digital;
- d. the implications for service planning arising from strategies and plans developed through the Joint Committees of the Board or other strategic partnerships, collaborations or working arrangements approved by the Board; and
- e. the Health Board's priorities and plans to improve population health and wellbeing.

2.2 **ASSURANCE**

In respect of the achievement of the Boards' strategic aims, objectives and priorities, the Committee will seek assurances in:

- a. the robustness of the Health Board's approach, systems and processes for developing strategies and plans, including those developed in partnership;
- b. plans and arrangements for the following matters are adequate, effective and robust and achieving intended outcomes:
 - (i) Joint committee and partnership planning;
 - (ii) Engagement and communication; and
 - (iii) Civil Contingencies and Business Continuity;
- c. that partnership governance and partnership working is effective and successful; and
- d. that those arrangements in place to improve population health and wellbeing are robust and effective and delivering intended outcomes.

3. DELEGATED POWERS AND AUTHORITY

3.1 With regard to specific powers delegated to it by the Board, the Committee will:

a) Partnership Working

- i. consider the development of strategies and plans developed in partnership with key strategic partners

- ii. monitor work undertaken with partner organisations and stakeholders to influence the provision of services to meet current and future population need
- iii. seek assurance that partnership governance and partnership working is effective and successful.

b) Population Health

- i. consider population health and wellbeing assessments and other key information that underpins the strategic planning process to ensure the robustness and best fit of developing plans;
- ii. consider plans for whole-system pathway development and re-design;
- iii. seek assurance on plans, systems and processes to deliver health improvement and increase health equity;
- iv. seek assurance on the work of the Health Board to reduce avoidable health inequalities;
- v. *ensuring population health developments are in line with statutory requirements*

a) Strategic Planning

- a. Seek assurance that the health board's Planning arrangements are robust and fit for purpose, including the approach to developing the Integrated Medium-Term Plan and Annual Priorities;
- b. Seek assurance that the Health board Has sufficient enabling plans to support the achievement of strategic objectives;
- c. Seek assurance that the Health Board's arrangements for engagement and consultation in respect of service change matters are robust and effective;
- d. Seek assurance that national and regional planning guidance is used to inform the development of strategic plans;
- e. Seek assurance on the process for the development of the Board's Capital Discretionary Programme and Capital Business Cases;
- f. Seek assurance that the Health Board's Commissioning Plans robust and fit for purpose;
- g. Seek assurance on the effectiveness of the Health Board's Civil Contingency Plans and Major Incident Planning;
- h. Seek assurance that plans respond to the Wellbeing of Future Generations Act (Wales) 2015; and
- i. Seek assurance that the Health Board's plans give due regard to the Socio-economic Duty for Wales.

3.2 The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee

for review, in-line with the Board's Policy Management Framework and Scheme of Delegation and Reservation of Powers.

- 3.3 The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Corporate Risk Register.

Authority

- 3.4 The 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 Health Board relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate.

The Committee may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
 - any other committee, sub committee or group set up by the Board to assist it in the delivery of its functions.
- 3.5 The 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 (subject to the Board's procurement, budgetary and any other applicable standing requirements).

Access

- 3.6 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.
- 3.7 The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

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

Committee Programme of Work

- 3.9 Each year the Board will determine the Committee's priorities for its annual programme of work, based on the Board's Assurance Framework and Corporate Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs.

This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage.

This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

4. MEMBERSHIP

Members

4.1 Membership will comprise:

Chair	Independent member of the Board
Vice Chair	Independent member of the Board
Members	Independent member of the Board x2

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

Attendees

4.2 In attendance: The following Executive Directors of the Board will be regular attendees:

- Director of Strategy, Planning and Partnerships
- Director of Public Health
-
- Director of Digital

4.3 By invitation:

The Committee Chair extends an invitation to the ABUHB Chair and Chief Executive to attend committee meetings.

The Committee Chair will extend invitations to attend committee meetings, dependent upon the nature of business, to the following:

- other Executive Directors not listed above;
- other Senior Managers and
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

- 4.4 The Office of the Director of Corporate Governance will provide secretariat services to the Committee.

Member Appointments

- 4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of ABUHB - 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.
- 4.6 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.
- 4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of ABUHB.

Support to Committee Members

- 4.8 The Director of Corporate Governance, on behalf of the Committee Chair, shall:
- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
 - ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least **three** members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.
- 5.2 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

- 5.3 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than **three times yearly**, and in line with the Health Board's annual plan of Board Business.
- 5.4 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

- 5.5 Section 3.1 of ABUHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
 - issue an annual programme of meetings (including timings and venues) and its annual programme of business;
 - publish agendas and papers on the Health Board's website in advance of meetings;
 - ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read; and
 - through ABUHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

Withdrawal of individuals in attendance

- 5.6 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 Director of Corporate Governance where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee 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) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions (as set out within these terms of reference), the Board retains overall responsibility and accountability for all matters relating to performance and resources.

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

- 6.2 The Committee will work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business;
 - sharing of appropriate information; and
 - applicable escalation of concerns.

In doing so, this contributes 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.

- 6.3 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 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 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 Chair of ABUHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g., Annual General Meeting, 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.

- 7.3 The Director of Corporate Governance shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of further committees established.
- 7.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in ABUHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum
 - Issue of Committee papers

9. CHAIR'S ACTION ON URGENT MATTERS

- 9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two 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.
- 9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair will report any changes to the Board for ratification.



Annual Programme of Business for 2025-26
Committee Name: Partnerships, Population Health and Planning

This Annual Programme of Business has been developed with reference to:

- Aneurin Bevan University Health Board's Standing Orders;
- The Health Board's Integrated Medium-Term Plan and related Annual Delivery Plan;
- The outcomes of Committee self-assessment for 2024
- The Board's Strategic Risk Register; and
- Key statutory, national and best practice requirements and reporting arrangements.

Area of Focus as per Standing Orders:
<p>The purpose of the Partnerships, Population Health and Planning Committee is to seek assurance on:</p> <ul style="list-style-type: none"> • The robustness of the Health Board's approach, systems and processes for developing strategies and plans, including those developed in partnership;

- Plans and arrangements for the following matters are adequate, effective, and robust and achieving intended outcomes: Joint committee and partnership planning; Engagement and communication; and Civil Contingencies and Business Continuity;
- That partnership governance and partnership working is effective and successful; and
- that those arrangements in place to improve population health and wellbeing are robust and effective and delivering intended outcomes.

The Committee also has a role in providing accurate, evidence based (where possible) and timely advice to the Board and its committees in respect of the development of the following matters consistent with the Board’s overall strategic direction:

- Strategy, strategic frameworks and plans for the delivery of high quality and safe services, consistent with the board’s overall strategic direction;
- Business cases and service planning proposals;
- The alignment of supporting and enabling strategies, including workforce, capital, estates and digital;
- The implications for service planning arising from strategies and plans developed through the Joint Committees of the Board or other strategic partnerships, collaborations or working arrangements approved by the Board; and
- The Health Board’s priorities and plans to improve population health and wellbeing.

MATTERS TO BE CONSIDERED (Report Title)	Lead	Frequency of Report	Schedule of Meetings			
			QTR 1 Apr to June 02/04/25	QTR 2 July to Sept 01/07/25	QTR 3 Oct to Dec 07/10/25	QTR 4 Jan to Mar 27/01/26

Preliminary Matters						
Attendance and Apologies	Chair	SI	✓	✓	✓	✓
Declarations of Interest	All members	SI	✓	✓	✓	✓
Minutes of the Previous Meeting	Chair	SI	✓	✓	✓	✓
Action Log and Matters Arising	Chair	SI	✓	✓	✓	✓
Committee Governance						
Development of Committee Annual Programme of Business 2025/26	DoCG/ Chair	AN	✓			
Review of Committee Programme of Business	DoCG/ Chair	SI	✓	✓	✓	✓
Annual Review of Committee Terms of Reference 2025/26	DoCG/ Chair	AN	✓			
Annual Review of Committee Effectiveness 2025/26	DoCG/ Chair	AN	✓			
Committee Annual Report 2024/25	DoCG/ Chair	AN	✓			
Committee Risk Report	DoCG	SI	✓	✓	✓	✓
Strategic Planning						
Update on the Delivery of a Long-Term Strategy	DoSP&P	SI	✓	✓	✓	✓
IMTP/Annual Plan Development	DoSP&P	An			✓	
Development of any plans and strategies aligned to the IMTP and Annual Plan	DoSP&P	SI	✓	✓	✓	✓
Emergency Planning Assurance Report	COO/ DoN	An		✓		

Primary Care Sustainability Report	COO	An	✓			
Estates Strategy Review	DoSP&P	AN			✓	
Nevil Hall Hospital Strategic Outline Case	DoSP&P	AN			✓	
St Woolos Hospital rationalisation	DoSP&P	AN			✓	
Digital Strategy	DOD	AN				✓
Planning Maturity Matrix	DoSP&P	AN			✓	
Deep dives on priority programmes including key change issues PPHPC0710/03/03.1	DoSP&P	Action				✓
Strategic Partnerships						
Regional Partnership Board	DoSP&P	SI	✓	✓	✓	✓
Public Services Board	DPH	SI	✓	✓	✓	✓
Regional Planning	DoSP&P	SI	✓	✓	✓	✓
Population Health						
Population Health Management Update Report	DPH	An		✓		
Joint Strategic Needs Assessment Update	DPH	An		✓		
Health Protection & Vaccination Programme Update	DPH	Bi-An	✓			✓
Audit Wales Eye Care report ARAC 1209/22	DoSP&P	Action				✓

Lead Officer	
Key	
CEO	Chief Executive
DoCG	Director of Corporate Governance
DoF&P	Director of Finance & Procurement
DoSP&P	Director of Strategy, Planning & Partnerships
COO	Chief Operating Officer
DPH	Director of Public Health
DoT&HS	Director of Allied Health Professionals & Health Science
DoW&OD	Director of Workforce & Organisational Development
DoN	Director of Nursing
MD	Medical Director
DOD	Director of Digital
Chair	Chair

Frequency of Inclusion	
Narrative of Reason why Included in the FWP – other reasons to be developed as part of FWP discussions	
SI	Standing Item
An	Annual
1/4ly	Quarterly
BI	! /2 yearly
Schedule of Meetings	
v	Scheduled agenda item in FWP
D	Deferred from this agenda
vD	Deferred Scheduled agenda item
W	Withdrawn from FWP
T	Transferred to another Committee
IC	Matter discussed In Committee

Meeting dates	02 April 2025	01 July 2025	07 October 2025	27 January 2026
INDEPENDENT MEMBERS				
Ann Lloyd (Chair) April 2025	✓	x	✓	x
Phil Robson (Chair) July 2025 to January 2026	x	✓	✓	✓
Dafydd Vaughan (Vice Chair)	✓	✓	✓	✓
Richard Clark	✓	✓	x	x
Penny Jones	✓	✓	✓	x
Akmal Hanuk	x	x	✓	x
Neil Patrick	x	x	x	✓
OFFICERS				
Director of Strategy, Planning and Partnerships	✓	✓	✓	✓
Director of Public Health and Strategic Partnerships	✓	✓	x	x
Director of Corporate Governance	✓	✓	x	✓



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Aneurin Bevan
University Health Board

Mental Health & Learning Disabilities Committee

Annual Report for 2025-26

March 2025

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Chair's Foreword

This report will provide an overview of the work of this new Committee in ensuring the effectiveness and efficiency of the service delivery for all Mental Health, Learning Disabilities and Children and Adolescent Mental Health Services (CAMHS) services; as per the Terms of Reference and the requirements of the Mental Health Act.

With appreciation of all Committee Members who have helped to establish this Committee'

Penny Jones

Chair

Mental Health, Learning Disabilities Committee

1. Introduction

- 1.1 Section 1 of the Standing Orders of the Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB, the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by committees".

- 1.2 The Terms of Reference of the Mental Health & Learning Disabilities Committee (referred to throughout this document as 'MHLDC' or the 'Committee') were approved by the Board in November 2024. (See **Appendix 1**). These were not changed during the reporting year.
- 1.3 The purpose of the Mental Health & Learning Disabilities Committee is to advise and assure the Board and the Accountable Officer by critically monitoring and reviewing the way in which the Health Board discharges its functions and responsibilities under the Mental Health Act 1983 (the MH Act).
- 1.4 This report describes how the Mental Health & Learning Disabilities Committee (MHLDC) discharged its role and responsibilities during the period 1 April 2025 to 31 March 2026.

2. 2025-26 Work Programme

- 2.1 ABUHB Standing Orders require the Board Secretary to produce an Annual Plan of Board business. This should incorporate formal Board meetings, regular Board Development sessions and, as appropriate, planned activities of the Board's Committees and Advisory Groups. The Work Programme adopted for MHLDC in 2025-26 is attached to this report (see **Appendix 2**).
- 2.2 A Work Programme is designed to align to its terms of reference and the requirement for it to seek information to be able to give advice or gain assurance for itself and on behalf of the Board. The Work Programme is, however, a framework rather than a prescriptive agenda. This gives MHLDC flexibility to identify changing priorities or any need for further assurance or information.

3. MHLDC Committee Meetings and Membership

3.1 During 2025-26, the MHLDC Committee met five times either in person or via Microsoft Teams- April 2025, June 2025, September 2025, January 2026 and March 2026. Details of the Members and Executive Directors who attended these meetings is provided at **Appendix 3**.

3.2 The Committee comprised the following Independent Members:

Penny Jones, Chair
Paul Deneen Vice Chair
Dafydd Vaughan
Philip Robson

3.3 In accordance with the Public Bodies (Admissions to Meetings) Act 1960 the organisation is required to meet in public. To ensure business was conducted in as open and transparent manner as possible during this time the meeting agenda packs have been published to the Health Board's [website](#) in advance of meetings.

4. MHLDC Reporting Arrangements

4.1 Following each meeting, the MHLDC submits an Assurance Report to the following Board meeting, outlining topics discussed, areas of concern and areas of risk. All Board papers can be accessed via the following [link](#)

5. MHLDC Work Programme 2025-26

Amongst the key issues considered by the Committee during 2025-26 were the following:

1. Mental Health Act (MHA) Compliance and Lawfulness

The Committee maintained sustained oversight of compliance with the Mental Health Act throughout the year. Key areas of focus included:

- Rising overall activity under the Act, particularly Section 136 detentions, reflecting national and system-wide pressures.
- Reduction in Section 4 detentions and rectifiable errors, attributed to strengthened training, improved documentation scrutiny, and better access to Section 12 cover.
- Ongoing concern regarding repeat detentions, unlawful detentions, and documentation quality, with emphasis on understanding underlying causes and mitigating legal and reputational risk.

- Assurance on the recovery of Hospital Managers' Hearing backlogs, supported by recruitment and improved governance arrangements.
- Continued scrutiny of multi-agency working (police, local authorities, crisis services), including the effectiveness of alternative crisis pathways such as *111 press 2*.

2. Mental Health Act Bill and Forthcoming Legislative Change

The Committee considered the implications of the Mental Health Act Bill as it progressed through Parliament and received Royal Assent:

- Anticipated increases in administrative burden, tribunal activity, and renewal processes, with associated workforce and financial pressures.
- Preparatory work underway across training, governance, and process review, despite ongoing uncertainty regarding national guidance and funding.
- The Committee highlighted the need for phased implementation planning, national consistency, and continued escalation to the Board as clarity emerges.

3. Performance, Access and Outcomes Across Mental Health Services

The Committee received regular assurance on service performance and access standards, noting:

- Sustained delivery against Mental Health Measure Parts 1A and 1B across adult services, despite increasing demand.
- Persistent pressures within psychological therapies, including capacity constraints and national underperformance against the 26-week standard.
- Ongoing service redesign work to better align demand, workforce deployment, and care pathways, including greater use of digital tools and automation.

4. Children and Adolescent Mental Health Services (CAMHS) and Neurodevelopmental Services

CAMHS and neurodevelopmental services remained a recurring focus due to demand growth:

- Continued compliance with access standards in CAMHS, with positive assurance on early intervention.

- Sustained and rising pressure in neurodevelopmental services, prompting a shift from diagnosis-led pathways to a needs-based intervention model.
- Ongoing engagement with families, schools, and partners, and monitoring of equity, waiting times, and capacity risks.
- Recognition of the need for continued Board-level visibility of workforce and sustainability challenges.

5. Quality, Safety, and Governance of Care

The Committee closely monitored quality and patient safety, particularly in higher-risk inpatient and community settings:

- Strengthening of divisional governance arrangements, including daily incident reviews, enhanced assurance processes, and improved escalation.
- Oversight of Healthcare Inspectorate Wales (HIW) inspections, with assurance on generally positive findings and focused attention on estate and environmental issues.
- Continued scrutiny of complaints handling, duty of candour compliance, and learning from incidents.
- Emphasis on maintaining safe, legal, and compassionate care during periods of operational pressure and workforce challenge.

6. Restrictive Practice and Least Restrictive Care

Reducing restrictive practices remained a key quality and human-rights priority:

- Monitoring of restraint, segregation, enhanced observations, and therapeutic observation practice.
- Participation in national and All-Wales pilots to strengthen learning following restrictive interventions.
- Oversight of policy updates, trauma-informed training, and initiatives such as SafeWards and PICU safety innovations.
- Ongoing emphasis on balancing safety with proportionality and dignity.

7. Mental Capacity Act (MCA) and Deprivation of Liberty Safeguards (DoLS)

The Committee received regular assurance on MCA and DoLS compliance:

- Notable improvement in training uptake and the quality of capacity assessments.

- Persistent challenges associated with DoLS demand, backlogs, assessor capacity, and cost pressures, particularly in hospital settings.
- Preparatory work for Liberty Protection Safeguards (LPS), with recognition of uncertainty around timelines and future resourcing.
- Escalation of human rights, legal, and governance risks through Executive and Board structures.

8. Right Care, Right Person and Crisis Response

The Committee monitored implementation of the Right Care, Right Person approach:

- Positive progress in triage, policy alignment, and partnership working with police and local authorities.
- Ongoing challenges relating to transport and conveyance (Phase 3), identified as the most complex and resource-intensive element.
- Continued focus on reducing reliance on policing for mental health crises and strengthening health-led responses.

9. Dementia Services and Sustainability

Dementia services were a recurrent area of assurance:

- Positive progress against the All-Wales Dementia Standards, including workforce training, dementia-friendly environments, and carer support.
- Increasing concern regarding future funding sustainability beyond current funding periods.
- Continued emphasis on partnership working through Regional Partnership Boards and community engagement.

10. Digital Maturity and Enabling Infrastructure

The Committee reviewed the Mental Health Digital Maturity Assessment and enabling risks:

- Recognition of foundational digital capability, but limited overall maturity due to historic underinvestment.
- Identified gaps in shared care records, digital pathway integration, and remote monitoring.
- Oversight of plans for electronic patient record implementation and improved digital governance.
- Escalation of digital risk as a key enabler of quality, safety, and long-term sustainability.

11. Risk Management and Assurance Framework

Throughout the year, the Committee maintained oversight of divisional risks:

- Key risks relating to demand, workforce sustainability, access standards, service quality, estates, and digital infrastructure.
- Assurance that risks were aligned with the corporate risk register and escalated appropriately.
- Ongoing challenge to ensure risks remained dynamic and responsive to emerging national and system pressures.

6. Self-Assessment and Evaluation

As part of the Health Board's statutory requirements, each Committee of the Board is required to conduct an annual self-evaluation of Committee effectiveness. All Board Members are required to complete a self-assessment for each Committee on which they are a member, to determine its effectiveness and ability to carry out its responsibilities.

The outcome of the assessment enables the Committee to identify areas of development and focus for the coming year, including any training and development needs, as well as changes to processes and procedures.

The Mental Health and Learning Disabilities Committee undertook its statutory annual self-assessment between November 2025 and January 2026, achieving a 29% response rate. The results demonstrated a positive position overall, with strong assurance across Committee governance and membership, clarity of roles and responsibilities, the balance of skills and experience, meeting conduct and challenge, decision-making and follow-up, and the quality and timeliness of information provided to support effective assurance and scrutiny.

The assessment identified areas for further development, most notably the need to introduce a more formalised annual appraisal process to support systematic evaluation of the Committee's effectiveness and ongoing improvement. Qualitative feedback also highlighted the importance of strengthening staff and patient voice within the Committee's work, alongside the Committee's continued development as a relatively new forum established in April 2025.

The Committee reviewed the findings in March 2026 and held a constructive discussion on the outcomes of the self-assessment. Members acknowledged the Committee's strong clinical and nursing contribution and agreed that there was an opportunity to rebalance and recalibrate the agenda to ensure a

broader range of professional perspectives and assurance are consistently reflected. The discussion also reinforced the importance of capturing patient and staff voice more effectively within Committee business and continuing to develop the Committee's role in supporting the Board to discharge its responsibilities in relation to mental health and learning disabilities.

Overall, the Committee concluded that it remains effective and well-supported, with clear strengths in governance, challenge and assurance, and has therefore agreed to take forward a programme of improvement for 2026/27 focused on introducing a more formal appraisal of Committee effectiveness, strengthening the balance of voices and perspectives within the agenda, enhancing patient and staff voice, and continuing to mature the Committee's role within the wider Board governance framework.

7. Key Areas of Focus in 2026-27

As a result of the work of the Committee the following areas of focus were identified for 2026/27:

- The Committee will maintain a strong focus on assurance in relation to compliance with the Mental Health Act 1983, Mental Capacity Act 2005 (including DoLS), and relevant duties under the Equality Act 2010, including the effective operation of Hospital Managers' functions and oversight of the Power of Discharge arrangements.
- Ongoing scrutiny will be applied to performance, quality, safety and activity across mental health, learning disabilities and CAMHS services, including outcomes, benchmarking, divisional risks, and the effectiveness of service delivery models
- The Committee will seek assurance on the implementation and delivery of the National Dementia Standards within the Health Board, supported by bi-annual assurance reporting.
- A continued focus will be maintained on Mental Health Act compliance, rights-based decision-making, and safeguards for service users, including oversight of Mental Capacity Act and DoLS arrangements
- The Committee will oversee delivery of the MH&LD Division's IMTP priorities, with specific focus on; Models of Care, Quality Improvement, Workforce, Digital Transformation and Partnerships with external agencies.

- Focused updates will be received on areas such as 111 Press 2 and the Right Care Right Person approach, supporting appropriate access, escalation and partnership working with other agencies.
- Regular review of the Committee Risk Report and MH&LD Divisional Risk Report will support assurance to the Board on the management of strategic and operational risks within the portfolio

8. Committee Oversight of Risk

At present, there are no strategic risks on the Health Board's Strategic Risk Register formally delegated to the Mental Health Committee. There are also currently no corporate-level risks relating specifically to mental health, learning disability services, or risks associated with children and young people's mental health recorded on the Corporate Risk Register.

Risks relating to mental health and learning disability services, as well as children and young people's mental health, are managed through the operational governance arrangements within the relevant directorates and divisions. These risks are captured and monitored through directorate and divisional risk registers and, where relevant, are reported to the Committee through routine performance and operational reports. To date, these risks have not met the threshold for escalation through the Health Board's Risk Management Escalation process.

9. Conclusion

This report provides a summary of the work undertaken by the Mental Health & Learning Disabilities Committee during 2023-24, and demonstrates that the Committee has complied with its Terms of Reference as approved in November 2024.



Appendix One



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Bwrdd Iechyd Prifysgol
Aneurin Bevan
University Health Board

Version: Approved

Date: November
2024

Document Title:	Mental Health and Learning Disabilities Committee Terms of Reference
Date of Document:	November 2024
Current version:	Approved
Previous version:	N/A
Approved by:	Board
Review date:	November 2025

1. Introduction

1.1 The Health Board's 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".

1.2 In line with Standing Orders (and the Board's Scheme of Delegation), the Board shall nominate annually a Committee to be known as the **Mental Health and Learning Disabilities Committee**. This Committee will focus on all aspects of the Health Board's activities to contribute to the agreement of a strategic direction for mental health, learning disabilities and child and adolescent mental health services (CAMHS) in the areas of Gwent.

1.3 It will monitor the effectiveness and efficiency of service delivery for mental health, learning disabilities and CAMHS services and identify areas for improvement; and will also monitor the appropriate delivery of the functions of Hospital Managers in response to Chapter 11 of the Mental Health Act 1983 (co-ordinated on behalf of the Committee by the Mental Health Act Managers Group).

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

2. Purpose of the Committee

The purpose of the Mental Health and Learning Disabilities Committee, "the Committee" is to:

- **Advise** the Board to assist it in discharging its functions and meeting its responsibilities with regard to mental health, learning disabilities and CAMHS issues and especially the Health Board's compliance with the Mental Health Act 1983, Mental Capacity Act 2005, Equality Act 2010 (where relevant) and associated legislative and statutory frameworks.
- **Hold to account and provide assurance** to the Board that in relation to the health board's arrangements for responding to the above legislation that this is being undertaken appropriately in accordance with its stated objectives and the requirements and standards determined for

the NHS in Wales. In undertaking this work the Committee will have close liaison with other committees of the Board, especially the Patient Quality, Safety and Outcomes Committee.

- **Hold to account and provide assurance** to the Board that the National Dementia Standards are being implemented within the health board.

3. Delegated Powers and Authority

3.1 Committee will, in respect of its provision of advice and assurance to the Board:

- (a) Advise on the development and delivery of high quality and safe mental health and learning disabilities services, consistent with the Board's overall strategic direction and any requirements and standards set for NHS bodies in Wales;
- (b) consider the implications for mental health and learning disabilities care, this will include the implications for the Mental Capacity Act and Dementia Standards, arising from the development of the Board's corporate strategies and plans or those of its stakeholders and partners, including those arising from any Joint (sub) Committees of the Board and statutory partnerships;

3.2 The Committee will, in respect of its assurance role, seek assurances that governance arrangements (including risk management and integration of the Equality Act and Accessibility Standards) are appropriately designed and operating effectively to ensure the provision of high quality, safe and accessible mental and learning disabilities health care and services across the whole of the Board's activities including those services provided for the Board by third sector providers and service provision made by the independent sector.

3.3 To achieve this, the Committee will continually monitor, and seek assurance that the Health Board is complying with legislation to ensure that in relation to all aspects of mental health and learning disabilities provision:

- (a) there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;

- (b) that the Health Board, at all levels (strategic, directorate/division/clinical) has a citizen centred approach, putting patients, patient safety, well-being and safeguarding above all other considerations;
- (c) that the care planned or provided across the breadth of the organisation's functions (including directorate/division/ clinical and partnership steams and those provided by the independent or third sector) are consistently applied, based on sound evidence, are clinically effective and meet agreed standards and legal frameworks;
- (d) that the Health Board, at all levels (directorate/division/clinical/partnership teams) has the right systems and processes in place to deliver, from a patient's perspective - efficient, effective, timely and safe services;
- (e) there is an ethos of continual quality improvement and regular methods of updating the workforce in the skills needed to demonstrate quality improvement throughout the organisation;
- (f) there is good team working, collaboration and partnership working to provide the best possible outcomes for its citizens;
- (g) risks are actively identified and robustly managed at all levels of the organisation and that key risks are escalated appropriately to the Committee and included on a Committee risk register;
- (h) decisions are based upon valid, accurate, complete and timely data and information;
- (i) there is continuous improvement in the standard of quality and safety of mental health and learning disabilities care across the whole organisation and that these are continually monitored;
- (j) all reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the quality and safety of mental health and learning disabilities care provided;
- (k) Sources of internal assurance are reliable, e.g., internal audit and clinical audit teams have the capacity and capability to deliver and support mental health and learning disabilities services;

- (l) Recommendations made by internal and external reviewers are considered and acted upon on a timely basis; and
- (m) Lessons are learned from patient safety incidents, complaints, concerns and claims and that these, together with good practice are shared across and out with the organisation; the impact of learning should be measured.

3.4 The Committee will advise the Board of key indicators of mental health and learning disabilities provision against which the Board's performance will be regularly assessed and reported on through Annual Reports.

Authority

3.5 The 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 Board and primary care practitioners relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

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

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

Access

3.7 The Chair of the Mental Health and Learning Disabilities Committee shall have reasonable access to Executive Directors and all other relevant staff, any other Committees, and Groups deemed appropriate by the Committee, and to primary care practitioners.

Sub Groups

- 3.8 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to perform specific aspects of Committee business.

In this respect a **Power of Discharge Sub-Committee** will be created. The Health Board, as Hospital Managers, may arrange for their functions under the Mental Health Act to be performed on a day-to-day basis by an Officer or Lay Member on their behalf. These individuals appointed by the Health Board will be known as Associate Hospital Managers and will form the membership of the Power of Discharge Sub-Committee.

The Sub-Committee will report routinely to the Committee for assurance and developmental purposes.

4. Membership

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4.1. Members

The Committee shall comprise a minimum of four (4) members:

Chair	Independent member of the Board
Vice Chair	Independent member of the Board
Members	At least 2 other independent members of the Board.

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

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4.2. Attendees

In attendance

Chief Operating Officer
Executive Director of Nursing or Nominated Representative
Medical Director or Nominated Representative
Director of Public Health or Nominated Representative
Divisional Director, Mental Health and Learning Disabilities

Divisional Nurse, Mental Health and Learning Disabilities
General Manager, Mental Health and Learning Disabilities
Clinical Director, CAMHS
General Manager, Families and Therapies Division
Divisional Director, Families and Therapies Division
Head of Nursing Person Centred Care

Others by invitation

The Committee Chair may invite any other Health Board officials and / or any others from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter.

4.3. Member Appointments

The membership of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair and Director of Corporate Governance (Board Secretary), 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 to hold office for a period of one year at a time, up to a maximum of their term of office.

During their period of appointment, a member may resign or be removed by the Board.

5. Support

5.1. Secretariat

Secretariat arrangements will be determined and arranged by the Director of Corporate Governance.

5.2. Advice and Member Support

The Director of Corporate Governance, on behalf of the Committee Chair, shall:

- Arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and

- Ensure the provision of a programme of development for the committee itself and committee members.

6. Committee Meetings

6.1. Quorum

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

6.2. Frequency of Meetings

Meetings will be held quarterly per annum and otherwise as the Chair of the Committee deems necessary consistent with the Health Boards plan of Board business.

6.3. In Committee and withdrawal of individuals in attendance

The Committee Chair may ask any or all of those who normally attend but who are not members of the Committee to withdraw to receive information which may include matters of a sensitive and/or confidential nature.

6.4. Record of the Committee Meeting

A record of the meeting will be presented as notes and action points.

6.5. Public Meetings

The Committee will be open to the public.

7. Relationship and Accountabilities with the Board and its Committees

- 6.1** 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 the organisation.

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

- 6.2** The Committee will work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business;
 - sharing of appropriate information; and
 - applicable escalation of concerns.

in doing so, this contributes 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.

- 6.3** The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

8. Reporting and Assurance Arrangements

The Committee Chair shall:

- Report formally, regularly and on a timely basis to the Board and the Accountable Officer on the Committee's activities. This includes verbal updates on activity and the submission of committee minutes and written reports throughout the year;
- Bring to the Board and the Accountable Officer's specific attention any significant matters under consideration by the Committee;
- Ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive (and Accountable Officer) 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 and the Accountable Officer on its work in support of the Accountability Report and the Annual Governance Statement, specifically commenting on the adequacy of the assurance arrangements, 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 require the Committee Chair to report upon the Committee's activities at public meetings or to community partners and other stakeholders, where this is considered appropriate, e.g. where the Committee's assurance role relates to a joint or shared responsibility.

The Director of Corporate Governance, on behalf of the Board, shall oversee a process of annual self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established.

9. 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 following areas:

- Quorum

10. Review

These terms of reference shall be reviewed annually by the Committee with reference to the Board.



Appendix Two

Annual Programme of Business for 2025-26

Mental Health and Learning Disabilities Committee

This Annual Programme of Business has been developed with reference to:

- Aneurin Bevan University Health Board's Standing Orders;
- The Health Board's Integrated Medium-Term Plan and related Annual Delivery Plan;
- The outcomes of the Committee's self-assessment for 2024/25
- The Board's Strategic Risk Register; and
- Key statutory, national and best practice requirements and reporting arrangements.

Area of Focus as per Standing Orders:

The Mental Health and Learning Disabilities Committee will focus on all aspects of the Health Board's activities to contribute to the agreement of a strategic direction for mental health, learning disabilities and child and adolescent mental health services (CAMHS) in the areas of Gwent.

The Committee's purpose is to monitor the effectiveness and efficiency of service delivery for mental health, learning disabilities and CAMHS services and identify areas for improvement; and monitor the appropriate delivery of the functions of Hospital Managers in response to Chapter 11 of the Mental Health Act 1983 (co-ordinated on behalf of the Committee by the Mental Health Act Managers Group).

In respect of the achievement of the Boards' strategic aims, objectives and priorities, the Committee will seek assurance regarding:

- arrangements for discharging its functions and meeting its responsibilities regarding mental health, learning disabilities and CAMHS issues and especially the Health Board's compliance with the Mental Health Act 1983, Mental Capacity Act 2005, Equality Act 2010 (where relevant) and associated legislative and statutory frameworks
- arrangements for responding to the above legislation that this is being undertaken appropriately in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales. In undertaking this work the Committee will have close liaison with other committees of the Board, especially the Patient Quality, Safety and Outcomes Committee
- implementation of the National Dementia Standards within the health board.

MATTERS TO BE CONSIDERED (Report Title)	Lead	Frequency of Report	Schedule of Meetings			
			QTR 1 Apr to June 17/06/25	QTR 2 July to Sept 09/09/25	QTR 3 Oct to Dec 09/12/25	QTR 4 Jan to Mar 24/03/26
Preliminary Matters						
Attendance and Apologies	Chair	SI	✓	✓	✓	✓
Declarations of Interest	Chair	SI	✓	✓	✓	✓
Minutes of the Previous Meeting	Chair	SI	✓	✓	✓	✓
Action Log and Matters Arising	Chair	SI	✓	✓	✓	✓
Committee Governance						
Development of Committee Annual Programme of Business 2025/265	Chair DoCG	AN	✓			
Review of Committee Programme of Business 2025/26	Chair DoCG	SI	✓	✓	✓	✓
Annual Review of Committee Terms of Reference	DoCG	AN				✓
Annual Review of Committee Effectiveness 2025/26	Chair DOCG	AN				✓
Outcome of Annual Review of Committee Effectiveness 2025/26	Chair DoCG	AN				
Committee Annual Report 2025/26	Chair DoCG	AN				Q1, 2026/27
Committee Risk Report	DoCG	SI	✓	✓	✓ D	✓
Committee Core Business						

Mental Health Act Compliance Report <ul style="list-style-type: none"> Engage with other Welsh Health Boards and obtain data on their implementation and use of the Mental Health Act for comparison (Action for December's meeting MHLD/0909/03.2) Ensure duplicate patients, who are detained more than once in a quarter, are highlighted in the data to ensure accurate reporting (Action for December's meeting MHLD/0909/03.2) 	COO	SI	✓	✓	✓	✓
Power of Discharge (PoD) sub-Committee Update	PoD Chair	SI	✓	✓	✓	✓
Annual Benchmarking Report	COO	AN				✓
Right Care Right Person Presentation Update	COO	AN	✓			
Mental Health Services related Performance and Outcomes, including Quality, Safety and Activity	COO	SI	✓	✓	✓	✓
111 Press 2 Performance and Outcomes	COO	AN	✓			

Assurance in respect of Mental Capacity Act and DOLS	DON	Bi-Annual	✓		✓	
Mental Health Estates Strategy	COO	Bi-Annual		✓		✓
MH&LD Division: Staff Wellbeing & Engagement	COO	Annual			✓	
Staff Security, including Violence and Aggression, specific to MH&LD Services staff	COO	AN			✓ D	✓
Assurance in respect of CAMHS Services	COO	Bi-Annual		✓		✓
Assurance in respect of Dementia Standards	DoN	Bi-Annual		✓		✓
MH&LD Divisional Risk Report	COO/ DoCG	Bi-Annual		✓		✓
Maindiff Court Mental Health Inspection report	DoN					✓
Restrictive practice and associated process Report MHLD/1706/06	COO				✓	
Right Care Right Person report to include the progress of phase 3 and anonymised case studies. MHLD/1706/07	COO			✓		
Report on the impact of Robotic Process Automation (RPA) with detail on implementation MHLD/1706/08	COO			✓		

The Mental Health Bill update on the impact on Wales MHLD/1706/10	COO			✓		
Restrictive Practice and Associated process Report MHLD/0909/03.5	COO				✓	
Mental Health Act Bill Update MHLD 2201/5.2	Committee Secretariat					✓
Mental Health Act Compliance Deep Dive on documentation errors, including themes, causes, and training needs (especially relating to locum/agency staff) MHLD 2201/3.2	COO					✓
Mental Health Act Compliance monitor and report back on Section 136 trends and the impact of the <i>Right Care, Right Person</i> approach MHLD 2201/3.2	COO					✓
Mental Health Act Compliance bring forward an update on training programme effectiveness to reduce unlawful and rectifiable errors MHLD 2201/3.2	COO					✓
Mental Health Services Performance provide the Committee with further updates on:	COO					✓

Neurodevelopmental (ND) service pressures, needs-based pathways progress and Waiting list recovery work MHLD 2201/3.3						
Mental Health Services Performance develop quarterly reporting with triangulated data to strengthen oversight of Restrictive practices MHLD 2201/3.3	COO					✓
Mental Health Services Performance ensure a more detailed update on inpatient safety work and related national metrics is brought to a future meeting. MHLD 2201/3.3	COO					✓
Mental Health Maturity Assessment	COO (Paul Solloway to support)					✓
MENTAL HEALTH & LD DIVISION: IMTP Priorities						
Models of Care	COO	Annua I		✓		
Partnerships	COO	Annua I				✓
Quality Improvement	COO	Annua I		✓		
Workforce	COO	Annua I			✓ D	✓
Digital Transformation	COO	Annua I				✓

Lead Officer	
Key	
CEO	Chief Executive
DoCG	Director of Corporate Governance
DoF&P	Director of Finance & Procurement
DoSP&P	Director of Strategy, Planning & Partnerships
COO	Chief Operating Officer
DPH	Director of Public Health
DoT&HS	Director of Therapies & Health Science
DoW&OD	Director of Workforce & Organisational Development
DoN	Director of Nursing
MD	Medical Director
DOD	Director of Digital
HoQI	Head of Quality Improvement for MHLD
Chair	Chair

Frequency of Inclusion	
Narrative of Reason why Included in the FWP – other reasons to be developed as part of FWP discussions	
SI	Standing Item
An	Annual
1/4ly	Quarterly
BI	1/2 yearly
Schedule of Meetings	
v	Scheduled agenda item in FWP
D	Deferred from this agenda
vD	Deferred Scheduled agenda item
W	Withdrawn from FWP
T	Transferred to another Committee
IC	Matter discussed In Committee



Appendix Three

Appendix Three

Mental Health and Learning Disabilities Committee: Attendance at meetings in 2025-26

Attended **Did Not Attend** **Not a Member/Required Attendee**

Meeting Dates	09 April 2025	17 June 2025	09 September 2025	20 January 2026	24 March 2026
Independent Members					
Penny Jones (Chair)					
Paul Deneen					
Philip Robson					
Dafydd Vaughan					
Executive Directors					
Leanne Watkins					
Jennifer Winslade					
Seema Srivastava					
Tracey Daszkiewicz					



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University Health Board

Patient Quality, Safety and Outcomes Committee

Annual Report for 2025-26

March 2026

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Chair's Foreword

I am pleased to present the Patient Quality, Safety and Outcome Committee's (the Committee's) Annual Report for the year ended 31 March 2026.

In this report we provide an overview of the work of the Committee, which extends to the full range of Health Board responsibilities and encompasses all areas of patient experience, quality and safety relating to patients, carers and service users.

I would like to express my thanks to all who have contributed to the patient quality, safety and outcomes agenda over the last 12-months. During this time progress has been made in implementing the Quality Management System Framework and in developing the Quality Outcomes Framework.

Diolch yn Fawr / Thank you



Helen Sweetland
Chair
Patient Quality, Safety and Outcomes Committee

1. Introduction

- 1.1 Section 2 of the Standing Orders of the Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB, the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by committees".

- 1.2 The Term of Reference of the Patient Quality, Safety and Outcomes Committee (referred to throughout this document as 'PQSOC' or the 'Committee') were approved by the Board in May 2025 (see **Appendix 1**). These were not changed during the reporting year.
- 1.3 The Committee formally adopted its Terms of Reference, following the Board's approval, in May 2025.

The purpose of the PQSOC is to provide: evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to the quality and safety of healthcare; and assurance to the Board in relation to the Health Board's arrangements for safeguarding and improving the quality and safety of patient centred healthcare in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales.

- 1.4 This report describes how the PQSOC discharged its role and responsibilities during the period 1 April 2025 to 31 March 2026.

2 2025-26 Work Programme

- 2.1 ABUHB Standing Orders require the Board Secretary to produce an Annual Plan of Board business. This should incorporate formal Board meetings, regular Board Development sessions and, as appropriate, planned activities of the Board's Committees and Advisory Groups. The Work Programme adopted for PQSOC in 2025-26 is attached to this report (see **Appendix 2**).
- 2.2 A Work Programme is designed to align to its terms of reference and the requirement for it to seek information to be able to give advice or gain assurance for itself and on behalf of the Board. The Work Programme is, however, a framework rather than a prescriptive

agenda. This gives PQSOC flexibility to identify changing priorities or any need for further assurance or information.

3 PQSO Committee Meetings and Membership

3.1 During 2025-26, PQSOC met five (5) times via Microsoft Teams- in March 2025, June 2025, October 2025, December 2025 and February 2026. Detail of the Independent Members and Executive Directors who attended these meetings is provided at **Appendix 3**.

The Committee arranged for July 2025 was cancelled.

3.2 The Committee comprised the following Independent Members:

- Helen Sweetland (Chair)
- Penny Jones (Vice Chair)
- Paul Deneen
- Philip Robson
- Vivek Goel (From June 2025)
- Helen Cunningham (From February 2026)

3.3 In line with the Public Bodies (Admissions to Meetings) Act 1960, public bodies are ordinarily required to conduct meetings in public. Throughout 2025/26, Committee meetings were held virtually, which meant that public attendance was not facilitated. To maintain transparency and public accountability, and following agreement with Audit Wales from October 2025, the Health Board implemented an alternative arrangement whereby summaries of Committee meetings were published on the Health Board's website. These summaries provide an overview of the key discussions, decisions and outcomes of each meeting, ensuring continued openness in the conduct of the Committee's business.

3.4 The Committee's agenda and papers were made public, save where it was necessary to meet 'in private'. Private meetings are held where it would not be appropriate to discuss a matter in public, due to issues of patient or staff confidentiality, commercial confidentiality, or discussion of serious incidents or escalated concerns which would not be in the public interest. There was 1 'in private' meeting held during 2025-26.

4 PQSOC Reporting Arrangements

4.1 Following each meeting, the PQSOC submits an Assurance Report to the following Board meeting, outlining topics discussed, areas of concern and areas of risk. All Board papers can be accessed via the following [link](#).

5. PQSOC Work Programme: 2025-26

- 5.1 During the year the Committee received updates in respect of the following items:
- 5.2 The Committee received regular updates on the key risks allocated to the Committee for monitoring and the position of each risk. At the end of the year the Committee's risk environment had one material change in risk exposure had been recorded. Risk SRR 005A, relating to the potential likelihood of the Health Board maintaining adequate arrangements to ensure system-wide patient flow, had increased in likelihood from a score of 3 (Possible) to 4 (Likely), resulting in a revised total risk score of 16.
- 5.3 During 2025–26, the Committee played a key role in overseeing the implementation and embedding of the Health Board's Quality Management System (QMS). The Committee received assurance that the QMS was aligned to statutory requirements under the Health and Social Care, Quality and Engagement Wales Act 2020, the Health and Care Quality Standards for 2023 and the Health Board's Quality Strategy.

The Committee scrutinised the operation of the Quality Management Group (QMG) as the central operational forum for quality assurance. Assurance was provided that:

- Divisional quality and patient safety arrangements were consistently reported through QMG;
- Risks, themes and learning across the six pillars of quality were triangulated and escalated appropriately;
- QMG provided effective oversight of regulatory actions, inspection outcomes and improvement plans.

The Committee was assured that reporting arrangements had been strengthened, with clearer differentiation between operational quality management (QMG), Executive oversight and Board-level assurance through PQSOC.

- 5.4 Health and Safety continued to be recognised as a high-level risk for the organisation. Throughout the year, the Committee received the following:
- Regular Committee Risk Reports;
 - Updates on statutory compliance and training;

- The Health and Safety Compliance Annual Report;
- Detailed assurance regarding Health and Safety Executive (HSE) activity.

A key assurance milestone during the year was the Committee receiving a detailed report on the HSE intervention at Hafen Deg Ward. The Committee was assured that all material breaches identified by the HSE had been addressed and a comprehensive improvement plan had been implemented. The Committee was also assured that learning had been embedded beyond the individual ward and that the HSE formally confirmed closure of the investigation.

The Committee acknowledged that, while significant progress had been made, Health and Safety remained an area requiring sustained leadership focus, particularly in relation to training compliance, violence prevention and workforce safety.

5.5 During 2025–26, the Committee received Primary Care Quality report which provided assurance on commissioning and quality oversight arrangements across the following areas:

- General Dental Services and General Medical Services;
- Welsh General Optometry Services and Community Pharmacy;
- Contract reform activity;
- Access and waiting times;
- Governance of independent contractors.

The Committee noted the complexity of quality assurance within independently contracted services and recognised the ongoing challenges relating to access and workforce sustainability.

5.6 During 2025-26, oversight of concerns management remained a significant area of focus. The Committee received regular assurance on:

- Putting Things Right (PTR) performance;
- Early resolution activity;
- Ombudsman cases and learning;
- Divisional learning from events reports.

While the Committee noted improvement in the quality of responses and early resolution rates, it continued to express concern regarding compliance with statutory response times. The Committee was assured that targeted improvement work was underway in high-volume specialties, and the Committee requested continuous monitoring.

A focus during the year was organisational readiness for the introduction of the Listening to People framework from April 2026. The Committee scrutinised the scale and complexity of the required cultural and operational change, alongside capacity and workforce implications, including mandatory listening conversations and, financial and system risks arising from the absence of additional national funding.

5.6 During the year, the Committee received quarterly Quality Outcome reports, that were structured around the 6 pillars of Quality:

1. Patient and staff experience
2. Patient safety
3. Clinical effectiveness
4. Health and safety
5. Infection prevention and control
6. Safeguarding

These reports enabled the Committee to monitor performance trends, identify emerging risks and challenge areas of variation across divisions. Key areas of assurance included:

- Continued strong patient experience feedback, with Civica survey results performing above the all-Wales benchmark;
- A sustained focus on waiting times as the lowest-scoring theme within patient feedback;
- Improvements in hospital falls performance, with the majority of incidents resulting in no or low harm;
- Stable mortality indicators, supported by strengthened Learning from Deaths processes;
- Continued challenges in data quality for pressure ulcers and medicines-related incidents, with improvement actions in place.

The Committee noted the increasing maturity of quality dashboards and welcomed ongoing work to improve automation and data triangulation.

5.7 The Committee received regular assurance on maternity and neonatal quality, performance and improvement activity. Key areas of focus included:

- Workforce stabilisation and improved recruitment;
- Cultural improvement programmes, including listening exercises;
- Medicines management and infection prevention improvements in neonatal services;
- Oversight of improvement plans and national review readiness.

The Committee acknowledged the progress made and requested continued updates to ensure sustained improvement and learning.

5.8 Throughout 2025/26, the Committee received the following Annual reports:

- Primary Care Quality Annual Report 2024/25, presented in October 2025, covering General Dental Services, General Medical Services, Welsh General Optometry Services and Community Pharmacy;
- Putting Things Right Annual Report 2024/25, providing assurance on the management of concerns and complaints, early resolution and organisational learning;
- Safeguarding Annual Report 2024/25, providing assurance on safeguarding activity, referral trends and training compliance;
- Health and Safety Compliance Annual Report 2024/25, providing assurance on statutory compliance and key health and safety risks;
- Learning from Deaths Annual Report, providing assurance on mortality review processes and organisational learning;
- Pharmacy and Medicines Management Annual Report 2024/25, providing assurance on medicines governance, safety and management arrangements;
- Annual Quality report, presented in October 2025, with discussion on achievements, learning, governance and priorities, and agreement that an action plan for 25/26 would follow.

5.9 The Committee a received several updates on Safeguarding activity and noted that this area remained a priority area for the Committee during 2025–26. The Committee received assurance that:

- Safeguarding referrals continued to increase, reflecting both complexity and improved awareness;
- Multi-agency working remained strong;
- Safeguarding governance was aligned through QMG and divisional structures.

A significant focus was safeguarding training compliance, particularly in Level 3 training. The Committee noted strong compliance for Levels 1 and 2, but there were significant challenges in delivering face-to-face Level 3 training at the required scale due to national resource and capacity constraints impacting delivery. The Committee recognised the operational and reputational risks associated with this issue and agreed escalation to the Board.

5.10 The Committee maintained oversight of external inspection and regulatory activity, particularly from Healthcare Inspectorate Wales (HIW). During the year, the Committee received regular updates on HIW inspection outcomes and scrutinised progress against improvement actions.

The Committee supported the implementation of the Assurance Monitoring and Tracking (AMAT) system. The Committee welcomed the improved visibility and consistency provided by AMAT and agreed that structured, twice-yearly reporting on HIW actions would strengthen assurance and organisational learning.

5.11 During 2025–26, the Committee escalated several significant risks to the Board, including:

- Risks associated with implementation of the Listening to People framework;
- Ongoing Health and Safety risk exposure;
- Capacity and resource risks related to safeguarding Level 3 training.

6. Patient Centred Care

6.1 On behalf of the Committee at Board level the presentation of Patient-Staff Stories continued. Topics presented included:

- Cryoablation for renal cancer by interventional radiology;
- Early pregnancy and emergency gynaecology: improvements introduced following a patient's experience of miscarriage care;
- Knee osteoarthritis embolisation service: showcasing innovative alternatives to surgery with strong outcome data;
- Arts in Health Programme for perinatal mental health, showing strong benefits for confidence, emotional regulation and social connection;
- Closed loop insulin pump therapy significantly improving quality of life for patients with Type 1 diabetes;
- Dementia.

7. Self-assessment and Evaluation

7.1 As part of the Health Board's statutory requirements, each Committee of the Board is required to conduct an annual self-evaluation of Committee effectiveness. All Board Members are required to complete a self-assessment for each Committee on which they are a member, to

determine its effectiveness and ability to carry out its responsibilities.

The outcome of the assessment enables the Committee to identify areas of development and focus for the coming year, including any training and development needs, as well as changes to processes and procedures.

The Patient Quality, Safety and Outcomes Committee undertook its statutory annual self-assessment between November 2025 and January 2026, achieving a 50% response rate. The results demonstrated a positive position overall, with strong levels of assurance across Committee governance and membership, clarity of roles and responsibilities, the balance of skills and experience, meeting conduct and challenge, decision-making and follow-up, and the quality and timeliness of information provided to support effective scrutiny and assurance.

The assessment identified some areas for further development, including the need to strengthen and formalise induction arrangements for new members; to establish clearer and more explicit annual objectives; and to introduce a more formalised annual appraisal process to support ongoing evaluation of the Committee's effectiveness and continuous improvement. The Committee reviewed the findings in February 2026 and confirmed actions to address the areas identified. It was also agreed that the outcomes of the self-assessment would inform the Annual Accountability Report and the Governance Statement.

Overall, the Committee concluded that it remains effective and well-supported, with clear strengths in governance, challenge and assurance, and has therefore agreed to take forward a programme of improvement for 2026/27 focused on enhancing induction, clarifying and formalising objectives, and embedding a more structured approach to reviewing and strengthening Committee effectiveness.

8. Key Areas of focus in 2026/27

8.1 As a result of the work of the Committee in 2025/26 the following areas of focus were identified:

- Continued embedding of the Quality Management System and Quality Outcomes Framework;
- Oversight of implementation of the *Listening to People* framework;
- Strengthening safeguarding training compliance and capacity;
- Sustained focus on health and safety risk reduction;

- Continued assurance over maternity, neonatal and mental health services;
- Improved triangulation of patient experience, safety and workforce data.

9. Conclusion

- 9.1 This report demonstrates that the Patient Quality, Safety and Outcomes Committee has effectively discharged its responsibilities during 2025–26. The Committee has provided robust assurance to the Board across a wide range of complex and high-risk areas, while maintaining a strong focus on patient experience, learning and continuous improvement.



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University Health Board

Patient Quality, Safety and Outcomes Committee

Terms of Reference – 2025/26

Version: Approved

Date: May 2025

Document Title:	Patient Quality, Safety and Outcomes Committee
------------------------	--

	Terms of Reference – 2025/26
Date of Document:	May 2025
Version:	Approved
Previous version:	March 2022
Approved by:	Board
Review date:	May 2026

1. INTRODUCTION

- 1.2 Section 2 of the Standing Orders of the Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB, the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by committees".

- 1.3 The Health Board has established a committee to be known as the **Patient Quality, Safety & Outcomes Committee** (referred to throughout this document as 'the Committee'). The Terms of Reference and operating arrangements set by the Board in respect of this committee are provided below.

2. PURPOSE

- 2.1 The scope of the Committee extends to the full range of ABUHB responsibilities, with the exception of Mental Health and Learning Disabilities services which are the responsibility of the Mental Health and Learning Disabilities Committee. This encompasses all areas of patient experience, quality and safety relating to patients, carers and service users, within directly provided services and commissioned

services. The Committee will embrace the Health and Care Standards as the Framework in which it will fulfil its purpose:

- Staying Healthy
- Safe Care
- Effective Care
- Dignified Care
- Timely Care
- Individual Care
- Staff and Resources

2.1 **ADVICE**

The Committee will provide accurate, evidence based (where possible) and timely advice to the Board and its committees in respect of the development of the following matters, consistent with the Board's overall strategic direction

- Citizen Experience; and
- Quality and Safety of directly provided and commissioned services.

2.2 **ASSURANCE**

In respect of the achievement of the Boards' strategic aims, objectives and priorities, the Committee will seek assurances on:

- a. The robustness of the Board's Clinical Quality Governance Arrangements;
- b. the experience of patients, citizens and carers ensuring continuous learning;
- c. the provision of high quality, safe and effective healthcare within directly provided and commissioned services; and
- d. the effectiveness of arrangements in place to support Improvement and Innovation.

3 DELEGATED POWERS AND AUTHORITY

3.1 With regard to the powers delegated to it by the Board, the Committee will:

- A. Seek assurance that the Health Board's **Clinical Quality Governance Arrangements** remain appropriate and aligned to the National Quality Framework and are embedded in practice.
- B. Seek assurance that arrangements for capturing the **experience of patients, citizens and carers** are sufficient, effective and robust, including:
 - the delivery of the Patient Experience Plan; and
 - the implementation of Putting Things Right regulations (to include patient safety incidents, complaints, compliments,

clinical negligence claims and inquests) reporting trends, with particular emphasis on ensuring that lessons are learned.

- C. Seek assurance that arrangements for **the provision of high quality, safe and effective healthcare** are sufficient, effective and robust, including:
- the systems and processes in place to ensure efficient, effective, timely, dignified and safe delivery of directly provided services;
 - the commissioning assurance arrangements in place to ensure efficient, effective, timely, dignified and safe delivery of those services commissioned for delivery on ABUHB's behalf;
 - the arrangements in place to undertake, review and act on clinical audit activity which responds to national and local priorities;
 - the recommendations made by internal and external review bodies, ensuring where appropriate, that action is taken in response;
 - the arrangements in place to ensure that there are robust infection prevention and control measures in place in all settings;
 - the development of the Board's Annual Quality Priorities; and,
 - performance against key quality outcomes focussed indicators and metrics.
- D. Seek assurance on the arrangements in place to support **Research and Development and Improvement and Innovation**, including:
- an overview of the research and development activity within the organisation;
 - alignment with the national objectives published by Health and Care Research Wales (HCRW);
 - an overview of the quality improvement activity within the organisation.
- E. Seek assurance that arrangements for **compliance with Health and Safety Regulations and Fire Safety Standards** are sufficient, effective and robust, including:
- the operating practices in respect of: staff health and safety; stress at work; patient health and safety, i.e., patient falls, patient manual handling; violence and aggression; fire safety; risk assessment processes; safe handling of loads; and hazardous substances

3.2 The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee

for review, in-line with the Board's Policy Management Framework and Scheme of Delegation and Reservation of Powers.

- 3.3 The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Corporate Risk Register.

Authority

- 3.4 The 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 Health Board relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate.

The Committee may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
 - any other committee, sub committee or group set up by the Board to assist it in the delivery of its functions.
- 3.5 The 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 (subject to the Board's procurement, budgetary and any other applicable standing requirements).

Access

- 3.6 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.
- 3.7 The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

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

Committee Programme of Work

- 3.10 Each year the Board will determine the Committee's priorities for its annual programme of work, based on the Board's Quality Framework and Board Assurance Framework/Strategic Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms

of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

4 MEMBERSHIP

Members

4.1 Membership will comprise of five (5) members:

Chair: Independent member of the Board

Vice Chair: Independent member of the Board

Other Members: Three other independent members of the Board [*one of which should be the Vice Chair of the Health Board and the Chair of the Audit, Risk and Assurance Committee*]

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

Attendees

4.2 In attendance: The following Executive Directors of the Board will be regular attendees:

- Director of Nursing
- Director of Allied Health Professionals and Health Science
- Medical Director
- Chief Operating Officer

4.3 By invitation:

The Committee Chair extends an invitation to the ABUHB Chair and Chief Executive to attend committee meetings.

The Committee Chair will extend invitations to attend committee meetings, dependent upon the nature of business, to the following:

- other Executive Directors not listed above;
- other Senior Managers and
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

4.4 The Office of the Director of Corporate Governance will provide secretariat services to the Committee.

Member Appointments

4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of ABUHB - 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.

4.6 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.

4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of ABUHB.

Support to Committee Members

4.8 The Director of Corporate Governance, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5 COMMITTEE MEETINGS

Quorum

5.1 At least **three** members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.

5.2 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

5.3 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than **bi-monthly (six times yearly)**, and in line with the Health Board's annual plan of Board Business.

- 5.4 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

- 5.5 Section 3.1 of ABUHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
 - issue an annual programme of meetings (including timings and venues) and its annual programme of business;
 - publish agendas and papers on the Health Board's website in advance of meetings;
 - ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read; and
 - through ABUHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

Withdrawal of individuals in attendance

- 5.6 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 Director of Corporate Governance where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee 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) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions (as set out within these terms of reference), the Board retains overall responsibility and accountability for all matters relating to performance and resources.

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

- 6.2 The Committee will work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business;
 - sharing of appropriate information; and
 - applicable escalation of concerns.

In doing so, this contributes 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.

- 6.3 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 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 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 Chair of ABUHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g., Annual General Meeting, 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.
- 7.3 The Director of Corporate Governance shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's

performance and operation including that of further committees established.

- 7.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in ABUHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum
 - Issue of Committee papers

9. CHAIR'S ACTION ON URGENT MATTERS

- 9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two 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.
- 9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

- 10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair will report any changes to the Board for ratification.

Appendix 2

MATTERS TO BE CONSIDERED	Lead	Frequency of Report	QTR 1		QTR 2	QTR 3		QTR 4
			31 st March	3 rd June	29 th July	1 st Oct	2 nd Dec	17 th Feb
Attendance and Apologies	Chair	SI	✓	✓	✓	✓	✓	✓
Declarations of Interest	All members	SI	✓	✓	✓	✓	✓	✓
Minutes of the Previous Meeting	Chair	SI	✓	✓	✓	✓	✓	✓
Action Log and Matters Arising	Chair	SI	✓	✓	✓	✓	✓	✓
Development of Committee Annual Programme of Business 2026/27	Chair & DoCG	AN	✓				✓D	✓
Review of Committee Programme of Business 2025/26	Chair	SI	✓	✓	✓	✓	✓	✓
Annual Review of Committee Terms of Reference 2025/26	Chair & DoCG	AN	✓					✓
Annual Review of Committee Effectiveness 2025/26	Chair & DOCG	AN	✓				✓D	✓
Outcome of Annual Review of Committee Effectiveness 2025/26	Chair & DOCG	AN	✓					✓

Committee Annual Report 2024/25	Chair & DOCG	AN	✓					
Committee Annual Report 2025/26	Chair & DOCG	AN						√D
Committee Risk Report	DOCG	SI	✓	✓	✓	✓	✓	✓
NHS Wales Joint Commissioning Quality Committee Report	DOCG	SI	✓	✓	✓	✓	✓	✓
Quality Annual Report 2024/25	DoN	AN				✓		
Quality Management System and Assurance Framework Annual Review	Clinical Executives	AN	✓					√D
Quality Outcomes Reporting	DoN /MD & DOTHS	Quarterly	✓ Interim	✓ Q4	✓ Q1	✓ Interim	✓ Q2	✓ Q3
Primary Care Quality Report	COO	Bi-AN				✓		
Quality Management Group Reporting, including escalation through Quality Management System	DoN	SI	✓	✓	✓	✓	✓	✓
Healthcare Inspectorate Wales Annual Report	DoN	AN	✓					
Healthcare Inspectorate Wales Reviews	DoN	As reported						
Commissioning Assurance Framework Annual Review	Clinical Executives	AN		✓				
Commissioning for Quality Outcomes Report	Clinical Executives	Bi-An	✓			✓		
Putting Things Right Annual Report 2024/25	DoN	AN				✓		

Maternity and Neonatal Report	DoN	Bi-An			√D			√
Learning from Death Report	MD	Bi-AN			√	√		√D
Listening and Learning Framework Annual Review	DoN	AN	√					
Serious Incident Learning Report	DoN	AN					√	
Health and Safety Compliance Annual Report	DoT&HS	AN			√D	√		
Safeguarding Annual Report	DoN	AN			√	√		
Ward Accreditation Report	DoN	AN					√	
Nurse Staffing Levels (Wales) Act 3-year report (3-yearly)	DoN	AN					√	
Nurse Staffing Levels Wales Act Annual Assurance Report	DoN	AN				√		
Annual Report on Clinical Audit Activity 2024- 2025	MD	AN		√				
Mortuary Incident action plan PQSOC 0306/11	COO	Action					√	
Update on development of local audit plans and funding arrangements PQSOC 0306/12	MD	Action					√	

HSE Report (For Information) PQSOC 0110/06	DoT&HS	Action					√	
Update on maternity and neonatal services, including results of the neonatal culture review and outcomes from the listening events PQSOC 0110/06	DON	Action					√	
Update on Health and Safety Executive (HSE) investigations, including the open investigation related to a fall in 2019 and other cases of interest. PQSOC 0110/15	DoT&HS	Action					√	
PALS scheme and Organisational Change programme review outcomes. PQSOC 0110/06	DON	Action					√D	√
Year 3 quality strategy implementation plan PQSOC 0110/07	DON	Action					√	
The Healthcare Inspectorate Wales final report for Pillmawr and Adferiad PQSOC 0110/08	DON	Action					√	
Update on Safeguarding level 3 training PQSOC 0110/11	DON	Action					√	

Ophthalmology Audit Wales Report	DON	Ad Hoc					√	
Healthcare Inspectorate Wales Reviews a) Pillmawr & Adferiad Wards, SCH b) Minor Injuries Unit, YYF c) Birth Centre, YYF	DON	Ad Hoc/action						√
Report on recent HSE intervention at Hafan Deg Ward, including the actions taken and the closure of the investigation PQSOC 0212/05	DoAHPS &HS	Action						√
Healthcare Inspectorate Wales (HIW) reports PQSOC 0212/05	DON	Action						√
Putting Things Right Regulations report	DON	Ad Hoc						√
Pharmacy and Prescribing Report	DON	Ad Hoc						√

Patient Quality, Safety and Outcomes Committee: Attendance at meetings in 2025-26

Attended **Did Not Attend** **Not a Member/Required Attendee**

Meeting Dates	March	June	July	October	December	February
Independent Members						
Helen Sweetland	X	X	X	X	X	X
Penny Jones	X	X		X	X	X
Paul Deneen	X	X	X	X	X	X
Philip Robson		X	X	X	X	X
Vivek Goel			X	X	X	X
Helen Cunningham						X
Executive Directors						
Medical Director	X	X	X	X	X	X
Director of Allied Health Professions & Health Science	X	X	X	X	X	X
Director of Nursing	X	X	X	X	X	X



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Finance and Performance Committee

Annual Report for 2025-26

DATE: MARCH 2026

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Chair's Foreword

I am pleased to present the Finance and Performance Committee's Annual Report for the year ended 31 March 2026.

During 2025–26 the Committee increased the frequency of its meetings and strengthened its scrutiny of financial sustainability, organisational performance, productivity and efficiency, digital delivery, estates compliance, and delivery of Welsh Government priorities.

The year has continued to present significant challenges for the Health Board, with sustained operational pressures, rising demand and a difficult financial environment across NHS Wales. In response, the Committee has maintained a strong focus on financial discipline, robust assurance, and constructive challenge, supporting the organisation in meeting its statutory duties and improving performance.

Particular attention has been given to maintaining financial grip and control, oversight of urgent and emergency care performance, recovery of planned care and cancer pathways, and ensuring that investment and transformation programmes are supported by clear benefits realisation, appropriate risk management, and transparent reporting.

The Committee has sought to ensure that its work provides effective assurance to the Board, while supporting the Executive in addressing system pressures and delivering sustainable improvements in services.

I would like to thank Committee members, Executive Directors and officers for their continued professionalism, openness and commitment in supporting the work of the Committee throughout the year.

Neil Patrick

Chair, Finance and Performance Committee

1. Introduction

- 1.1 Section 2 of the Standing Orders of the Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB, the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by committees".

- 1.2 The Terms of Reference of the Finance and Performance Committee (referred to throughout this document as 'FPC' or the 'Committee') were approved by the Board in May 2025 (see **Appendix 1**). These were not changed during the reporting year.
- 1.3 The purpose of the FPC is to provide advice and assurance to the Board on the achievement of the Board's aims and objectives as set out in its Integrated Medium-Term Plan, in accordance with the standards of good governance determined for the NHS in Wales. In doing so, the Committee has sought assurance that there is ongoing development of an improving performance culture which continuously strives for excellence and focuses on improvement in all aspects of the health board's business, in line with the Board's Performance Management Framework. Included within this, the Committee has sought assurance that arrangements for financial management and financial performance are sufficient, effective and robust.
- 1.3 This report describes how the FPC discharged its role and responsibilities during the period 1 April 2025 to 31 March 2026.

2. 2025-26 Work Programme

- 2.1 ABUHB Standing Orders require the Board Secretary to produce an Annual Plan of Board business. This should incorporate formal Board meetings, regular Board Development sessions and, as appropriate, planned activities of the Board's Committees and Advisory Groups.

The Work Programme adopted for the Finance and Performance Committee in 2025-26 is attached to this report (see **Appendix 2**).

- 2.2 The Work Programme was designed to align to the Committee's terms of reference and the requirement for it to seek information to be able to give advice or gain assurance for itself and on behalf of the Board. The

Work Programme is, however, a framework rather than a prescriptive agenda. This gives the Committee flexibility to identify changing priorities or any need for further assurance or information.

3 FPC Committee Meetings and Membership

- 3.1 During 2025-26, the FPC met five times via Microsoft Teams, June 2025, July 2025, September 2025, December 2025 and February 2026 and detail of the members and executive directors who attended these meetings is provided at **Appendix 3**.
- 3.2 The Committee comprised the following Independent Members:
- Neil Patrick, Chair (From September 2025)
 - Richard Clark, Chair (Until September 2025)
 - Iwan Jones Vice Chair
 - Dafydd Vaughan
 - Akmal Hanuk (from July 2025)
- 3.3 In line with the Public Bodies (Admissions to Meetings) Act 1960, public bodies are ordinarily required to conduct meetings in public. Throughout 2025/26, Committee meetings were held virtually, which meant that public attendance was not facilitated. To maintain transparency and public accountability, and following agreement with Audit Wales from October 2025, the Health Board implemented an alternative arrangement whereby summaries of Committee meetings were published on the Health Board's website. These summaries provide an overview of the key discussions, decisions and outcomes of each meeting, ensuring continued openness in the conduct of the Committee's business.

4 FPC Reporting Arrangements

- 4.1 Following each meeting, the Committee provided assurance reports to the Board, highlighting key issues, risks and areas requiring escalation or further assurance. Minutes and papers were published in line with the Health Board's commitment to openness and transparency.

All Board papers can be accessed via the following [link](#)

5. FPC Work Programme: 2025-26

Amongst the key issues considered by the Committee during 2025-26 were the following:

5.1 Financial Management and Performance

The Committee received monthly Finance Reports and Monitoring Returns throughout the year. Key areas of focus included delivery against the agreed in-year financial plan, the identification and management of financial risks, including workforce costs, non-pay expenditure, winter pressures and income uncertainty and, Capital expenditure and cash management.

The Committee maintained close oversight of forecast positions and mitigation actions, recognising the ongoing challenge of balancing financial sustainability with service delivery.

5.2 Value, Sustainability and Efficiency

The Committee received regular assurance from the Value and Sustainability Board (VSB), outlining progress against savings plans and efficiency programmes, thematic reviews, particularly non-pay, medicines management and planned care productivity and, scrutiny of recurrent and non-recurrent savings and their full-year impact.

5.3 Performance Management and Escalation

The Committee reviewed Performance Management and Escalation Reports, including national and internal escalation status, the progress against Escalation Criteria and assurance on divisional improvement actions. The Committee noted de-escalation in some areas during the year, alongside continued enhanced monitoring for urgent and emergency care and finance. Sustaining improvement and avoiding re-escalation remained a key theme.

5.4 Integrated Performance and Ministerial Priorities

The Integrated Performance Report was a standing item, providing assurance on delivery against Ministerial priorities, including:

- Urgent and Emergency Care;
- Planned Care and Long waits;
- Cancer and Diagnostics;
- Mental Health;
- Prevention and Population health;
- Workforce and Productivity.

The Committee recognised areas of progress, particularly in reducing long waits and recovery in cancer and diagnostics, while noting ongoing pressures arising from demand growth, workforce constraints and national supply issues.

5.4 Business Cases and Benefits Realisation

The Committee strengthened its focus on benefits realisation, receiving reports on the progress against approved business cases, the post-implementation review arrangements and, clarity of anticipated quality, performance, workforce and financial benefits.

Notable deep dives included the Ophthalmology Diagnostic Hub, which demonstrated quality-led service redesign and tangible patient safety benefits, alongside ongoing financial and workforce considerations.

5.5 Digital, Data and Information Governance

The Committee received regular assurance on digital delivery and information governance, including the progress and risks associated with major digital programmes, Information Governance incidents, training compliance and cybersecurity and, national digital dependencies and delivery risks. The Committee acknowledged the scale and complexity of the digital portfolio and emphasised the need for realistic planning, strong governance and clear escalation of national risks.

5.6 Estates and Capital

An Estates Compliance Assurance Report was considered, providing oversight of statutory compliance, estate condition and backlog maintenance and, governance and risk management arrangements.

The Committee recognised the challenge of managing an ageing estate within constrained capital resources and supported a risk-based approach to prioritisation.

5.7 Commissioning and Externally Provided Services

The Committee reviewed commissioning arrangements, highlighting, the scale and financial significance of commissioned services, the emerging risks associated with national contractual changes, particularly in primary care and, the importance of monitoring quality, performance and value for money.

6. Self-assessment and Evaluation

As part of the Health Board's statutory requirements, each Committee of the Board is required to conduct an annual self-evaluation of Committee effectiveness. All Board Members are required to complete a self-assessment for each Committee on which they are a member, to determine its effectiveness and ability to carry out its responsibilities.

The outcome of the assessment enables the Committee to identify areas of development and focus for the coming year, including any training and development needs, as well as changes to processes and procedures.

The Finance and Performance Committee undertook its statutory annual self-assessment between November 2025 and January 2026, achieving a 38% response rate. The results demonstrated a generally positive position, with strong assurance across a number of areas including understanding of conflicts of interest, clarity of the Committee's role in relation to other committees, the quality and timeliness of papers, meeting conduct, and the level of challenge provided to management and assurance providers.

The assessment identified some areas for further development, including the need to ensure that Committee membership remains sufficient and resilient to discharge its responsibilities effectively; to enhance the balance of experience, knowledge and skills within the Committee; to strengthen arrangements for consistent attendance of the relevant Executive Directors to support effective assurance; to establish a clearer set of annual objectives; to introduce a more consistent approach to end-of-meeting reflection; to improve the consistency of action follow-through; and to strengthen Board-level understanding of, and challenge to, the assurance and reporting provided by the Committee.

The Committee reviewed the findings in February 2026 and actions were confirmed to address the areas for development, including the introduction of pre- and post-meeting discussions for Independent Members, consideration of arrangements to strengthen Executive attendance and accountability for performance, and the continued alignment of Committee practice with emerging best practice across the Board's committee structure. It was also acknowledged that the limited number of responses should be taken into account when interpreting the results.

Overall, the Committee concluded that it remains effective and well-supported, with clear strengths in governance, financial and performance assurance, and operational scrutiny, and has therefore agreed to take forward a programme of improvement for 2026/27 focused on strengthening membership resilience and Executive engagement, formalising objectives, embedding reflective practice, improving action delivery, and supporting clearer and more effective reporting and challenge at Board level.

7. Key Areas of focus in 2026-27

As a result of the work of the Committee the following areas of focus were identified for 2026/27:

- Providing assurance to the Board on the achievement of the Health Board's strategic aims and objectives through effective oversight of financial performance, efficiency and value for money, ensuring that financial plans are robust and deliverable.
- Overseeing the development and maintenance of a strong performance management and escalation framework, including scrutiny of integrated performance against Ministerial priorities and delivery of the Integrated Medium-Term Plan.
- Monitoring service activity, access and productivity to support timely and appropriate access to healthcare services and improved health outcomes across directly provided and commissioned services.
- Maintaining oversight of efficiency and sustainability programmes, including benefits realisation and the identification of opportunities to improve productivity and financial resilience
- Scrutinising arrangements for information governance, digital delivery and data quality, ensuring that information is reliable, secure and supports effective decision-making.

8. Committee Oversight of Risk

During 2025/26 the Finance and Performance Committee received regular Strategic Risk and Assurance Reports, providing oversight of the strategic risks delegated to it by the Board. At the time of writing the Committee had responsibility for oversight of **3** organisational risks that relate to various aspects of Finance and Performance. A high-level breakdown of the themes are as follows:

- There is a risk that the Health Board will be unable to deliver and maintain high quality safe and sustainable services which meet the changing needs of the population.
- There is a risk that the Health Board has inadequate digital infrastructure and systems to maintain high-quality, safe service delivery.

- There is a risk that the Health Board will not meet the carbon reduction target set by Welsh Government (*16% reduction by 2025 and a 34% reduction by 2030.*)

9. Conclusion

This report summarises the work undertaken by the Finance and Performance Committee during 2025–26 and demonstrates how the Committee has supported the Board and complied with its Terms of Reference in discharging its responsibilities for finance and performance during a challenging year.



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Appendix One



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Finance and Performance Committee

Terms of Reference – 2025/26

Version: Approved

Date: May 2025

Document Title:	Finance and Performance Committee Terms of Reference – 2025/26
Date of Document:	May 2025
Current version:	Approved
Previous version:	March 2022
Approved by:	Board
Review date:	May 2026

1. INTRODUCTION

- 1.2 Section 2 of the Standing Orders of the Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB, the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by committees".

- 1.3 In-line with Standing Orders and the Board's Scheme of Delegation and Reservation of Powers, the Health Board has established a committee to be known as the **Finance and Performance Committee** (referred to throughout this document as 'the Committee'). The Terms of Reference and operating arrangements set by the Board in respect of this committee are set out below.
- 1.3 The scope of the Committee extends to the full range of ABUHB responsibilities. This encompasses the delivery and performance management of all directly provided and commissioned services.

2. PURPOSE

- 2.1 The purpose of the Finance & Performance Committee will be to provide advice and assurance to the Board on the achievement of the Board's aims and objectives as set out in its Integrated Medium-Term Plan, in accordance with the standards of good governance determined for the NHS in Wales. In doing so, the Committee will seek assurance that there is ongoing development of an improving performance culture which continuously strives for excellence and focuses on improvement in all aspects of the health board's business, in line with the Board's Performance Management Framework. The Committee will seek assurance that arrangements for financial management and financial performance are sufficient, effective and robust.

2.2 **ADVICE**

The Committee will provide accurate, evidence based (where possible) and timely advice to the Board and its committees in respect of the ongoing development of an improving performance culture which continuously strives for excellence and focuses on improvement in all aspects of the health board's business, in line with the Board's Performance Management Framework.

2.3 ASSURANCE

In respect of the achievement of the Boards' strategic aims, objectives and priorities, the Committee will seek assurances:

- a. on timely and appropriate access to health care services to achieve the best health outcomes within agreed targets, for directly provided and commissioned services;
- b. that services are improving efficiency and productivity and financial plans are being delivered;
- c. risks are suitably identified, mitigated and residual risks controlled and corrective actions are taken as required to sustain or improve performance.

3. DELEGATED POWERS AND AUTHORITY

3.1 With regard to specific powers delegated to it by the Board, the Committee will play a key role in monitoring the achievement of the Board's strategic aims, objectives and priorities and will:

- A. Seek assurance that arrangements for **financial management** and **financial performance** are sufficient, effective and robust, including:
 - the allocation of revenue budgets, based on allocation of funding and other forecast income;
 - the monitoring of financial performance against revenue budgets and statutory financial duties;
 - the monitoring of performance against capital budgets;
 - the monitoring of progress against savings plans, cost improvement programmes and implementation of the efficiency framework;
 - the monitoring of budget expenditure variance and the corrective actions being taken to improve performance;
 - the monitoring of activity and financial information for external contracts to ensure performance within specified contract terms, conditions and quality thresholds;
 - the monitoring of arrangements to ensure efficiency, productivity and value for money, including delivery of the Health Board's Efficiency Framework; and
 - the monitoring of delivery against the agreed Discretionary Capital Programme
- B. Seek assurance that arrangements for the **performance management** and **accountability** of **directly provided** and **commissioned services** are sufficient, effective and robust, including:
 - the implementation of the Board's Performance Management Framework, enabling appropriate action to be taken when performance against set targets deteriorates, and support and promote continuous improvement in service delivery;
 - the monitoring of performance information against the Board's Priorities and Objectives and associated outcomes;

- the monitoring of performance information against National Outcome Frameworks, including the NHS Wales Outcomes Framework, the Public Health Outcomes Framework and the Social Services Outcomes Framework, developed in-line with the Wellbeing of Future Generations Act and the Social Services Wellbeing Act;
 - the monitoring of performance information across directly provided services including scheduled care, urgent and emergency care, medicine, family and therapies, primary, community care and mental health services;
 - the monitoring of performance information across commissioned services including Primary Care Contractors, complex care, specialist mental health and CAMHS services, Joint Commissioning Committee and NHS Wales Shared Services Partnership;
 - the monitoring of poor performance through effective and comprehensive exception reporting, including trajectories for improved performance; and
 - the review of performance through comparison to best practice and peers and identifying areas for improvement.
- C. Seek assurance that arrangements for **information management** are sufficient, effective and robust, including:
- the monitoring of information related objectives and priorities as set out in the Board's IMTP and Annual Priorities;
 - the monitoring of the implementation and application of information related legislation, policies and standards, including GDPR and Freedom of Information;
 - the review of arrangements to protect the integrity of data and information to ensure valid, accurate, complete and timely data and information is available for use within the organisation;
 - the reporting of data breaches, incidents and complaints, ensuring lessons are learned;
 - the recommendations arising from national and local audits and self-assessments, including assessment against the Caldicott Standards; and
 - the monitoring of arrangements to support the continued development of business intelligence and capacity.
- D. Seek assurance that arrangements for the **performance management of digital and information management and technology (IM&T) systems** are sufficient, effective and robust, including:
- the monitoring of digital related objectives and priorities as set out in the Board's IMTP and Annual Priorities; and
 - the monitoring of the annual business plan for IM&T.
- E. Seek assurance that arrangements for the **performance management of capital, estates and support services related standards and systems** are sufficient, effective and robust, including:

- the monitoring of capital and estates related objectives and priorities as set out in the Board's IMTP and Annual Priorities;
- the monitoring of compliance with Health Technical Memorandums;
- the monitoring of progress in delivery Board-approved capital business cases and programmes of work.

3.2 The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in-line with the Board's Policy Management Framework and Scheme of Delegation and Reservation of Powers.

3.3 The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Corporate Risk Register.

Authority

3.4 The 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 Health Board relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate.

The Committee may seek any relevant information from any:

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

3.5 The 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 (subject to the Board's procurement, budgetary and any other applicable standing requirements).

Access

3.6 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.

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

Sub Committees

3.8 The Committee may, subject to the approval of the Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

Committee Programme of Work

- 3.9 Each year the Board will determine the Committee's priorities for its annual programme of work, based on the Board's Assurance Framework and Corporate Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

4. MEMBERSHIP

Members

- 4.1 Membership will comprise:

Chair	Independent member of the Board
Vice Chair	Independent member of the Board
Members	2 x Independent members of the Board

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

Attendees

- 4.2 In attendance: The following Executive Directors of the Board will be regular attendees:

- Director of Finance, Procurement and VBHC
- Director of Strategy, Planning and Partnerships
- Director of Digital
- Chief Operating Officer

- 4.3 By invitation:

The Committee Chair extends an invitation to the ABUHB Chair and Chief Executive to attend committee meetings.

The Committee Chair will extend invitations to attend committee meetings, dependent upon the nature of business, to the following:

- other Executive Directors not listed above;
- other Senior Managers and
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

- 4.4 The Office of the Director of Corporate Governance will provide secretariat services to the Committee.

Member Appointments

- 4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of ABUHB - 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.
- 4.6 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.
- 4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of ABUHB.

Support to Committee Members

- 4.8 The Director of Corporate Governance, on behalf of the Committee Chair, shall:
- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
 - ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least **three** members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.
- 5.2 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

- 5.3 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than **bi-monthly** and in line with the Health Board's annual plan of Board Business.

- 5.4 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

- 5.5 Section 3.1 of ABUHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
 - issue an annual programme of meetings (including timings and venues) and its annual programme of business;
 - publish agendas and papers on the Health Board's website in advance of meetings;
 - ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read; and
 - through ABUHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

Withdrawal of individuals in attendance

- 5.6 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 Director of Corporate Governance where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee 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) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions (as set out within these terms of reference), the Board retains overall responsibility and accountability for all matters relating to performance and resources.

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

- 6.2 The Committee will work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business;
 - sharing of appropriate information; and
 - applicable escalation of concerns.

in doing so, this contributes 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.

- 6.3 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 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 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 Chair of ABUHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g., Annual General Meeting, 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.

- 7.3 The Director of Corporate Governance shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of further committees established.
- 7.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in ABUHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum
 - Issue of Committee papers

9. CHAIR'S ACTION ON URGENT MATTERS

- 9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two 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.
- 9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

- 10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair will report any changes to the Board for ratification.
-



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NHS
WALES

Bwrdd Iechyd Prifysgol
Aneurin Bevan
University Health Board

Appendix Two

Annual Programme of Business for 2025-26

Finance and Performance Committee

This Annual Programme of Business has been developed with reference to:

- Aneurin Bevan University Health Board's Standing Orders;
- The Health Board's Integrated Medium-Term Plan and related Annual Delivery Plan;
- The outcomes of the Committee's self-assessment for 2024/25
- The Board's Strategic Risk Register; and
- Key statutory, national and best practice requirements and reporting arrangements.

The purpose of the Finance & Performance Committee is to provide assurance to the Board on the achievement of the Board's aims and objectives as set out in its Integrated Medium-Term Plan. In doing so, the Committee will seek assurance that there is:

- ongoing development of an improving performance culture which continuously strives for excellence and focuses on improvement in all aspects of the health board's business, in line with the Board's Performance Management Framework;
- that arrangements for financial management and financial performance are sufficient, effective and robust;
- that services are improving efficiency and productivity and financial plans are being delivered;
- there is timely and appropriate access to health care services to achieve the best health outcomes within agreed targets, for directly provided and commissioned services; and

- risks are suitably identified, mitigated, residual risks controlled, and corrective actions are taken as required to sustain or improve performance.

Where required, the Committee will provide accurate, evidence based (where possible) and timely advice to the Board in respect of citizen experience and the quality and safety of directly provided and commissioned services.

MATTERS TO BE CONSIDERED (Report Title)	Lead	Frequency of Report	Schedule of Meetings					
			QTR 1 Apr to June		QTR 2 July to Sept		QTR 3 Oct to Dec	QTR 4 Jan to Mar
			8 th April 2025	17 th June 2025	31 st July 2025	29 th Sept 2025	15 th Dec 2025	23 rd Feb 2026
Preliminary Matters								
Attendance and Apologies	Chair	SI	✓	✓	✓	✓	✓	✓
Declarations of Interest	All	SI	✓	✓	✓	✓	✓	✓
Minutes of the Previous Meeting	Chair	SI	✓	✓	✓	✓	✓	✓
Action Log and Matters Arising	Chair	SI	✓	✓	✓	✓	✓	✓
Committee Governance								
Development of Committee Annual Programme of Business 2025/26	DoCG	AN	✓					
Review of Committee Programme of Business 2025/26	DoCG	SI	✓	✓	✓	✓	✓	✓
Committee Risk Report The cause/effect of the relationship between staff absence and financial risk to be clarified in the risk	DoCG	SI	✓	✓	✓	✓	✓	✓

paper (Action for December's meeting) FPC/0929/07								
Annual Review of Committee Terms of Reference	DoCG	AN	✓					
Corporate Information Report	DoCG	AN	✓					
Annual Review of Committee Effectiveness 2025/26	DoCG	AN	✓				✓ D	✓
Outcome of annual Review of Committee Effectiveness 2025/26	DoCG	AN						✓
Committee Annual Report 2025/26	DoCG	AN						✓
Performance Management								
Annual Review of Performance Management Framework	DoSP&P	AN						✓
IMTP/Performance Ambitions for Future Years	DoF&P/DoSP&P	AN						✓
Performance Management and Escalation Update.	DoSP&P	SI	✓	✓	✓	✓	✓	✓
AB Escalation Framework	DoSP&P	AN					✓	
Integrated Performance Report, including performance against Ministerial Priorities	DoSP&P	SI	✓	✓	✓	✓	✓	✓
Reporting on Benefits Realisation Projects	DoF&P/DoSP&P							✓
Ophthalmology Business Care Progress	COO	Ad hoc						✓

Financial Performance								
Monthly Finance Report and Monitoring Returns	DoF&P	SI	✓	✓	✓	✓	✓	✓
Financial Outlook for Future Financial Year, including Revenue Budget Allocation letter	DoF&P	AN						✓
Value and Sustainability Assurance Reporting	DoF&P	SI	✓	✓	✓	✓	✓	✓
Efficiency Opportunities and Update Report	DoF&P	SI	✓	✓	✓	✓	✓	✓
Commissioning Update Report to include: <ul style="list-style-type: none"> • Primary Care • CHC • Intra NHS Agreements • SLAs 	DoF&P	AN						✓
Audit Wales Eye Care report							✓	
Service Activity and Performance								
Outpatient Transformation Programme Update	DoSP&P					✓		
Stroke Improvement Plan Update Report	DoT&HS		✓					
Theatres Efficiency	DoSP&P				✓			
Information Management								
Information Governance Report, including SIRO Update	DoD	SI	✓			✓		✓

Freedom of Information Act Report	DoCG	AN							✓
Digital and IM&T									
Assurance reports from the Digital, Data and Technology Group, including an update on the Delivery of Digital Programmes	DoD	SI	✓	✓	✓	✓	✓	✓	✓
Capital, Estates and Facilities									
Estates Compliance including compliance with Health Technical Memorandums	COO	AN							✓

Lead Officer	
Key	
CEO	Chief Executive
DoCG	Director of Corporate Governance
DoF&P	Director of Finance & Procurement
DoSP&P	Director of Strategy, Planning & Partnerships
COO	Chief Operating Officer
DPH	Director of Public Health
DoT&HS	Director of Therapies & Health Science
DoW&OD	Director of Workforce & Organisational Development
DoN	Director of Nursing
MD	Medical Director
DOD	Director of Digital
Chair	Chair

Frequency of Inclusion	
Narrative of Reason why Included in the FWP – other reasons to be developed as part of FWP discussions	
SI	Standing Item
An	Annual
1/4ly	Quarterly
BI	1/2 yearly
Schedule of Meetings	
v	Scheduled agenda item in FWP
D	Deferred from this agenda
vD	Deferred Scheduled agenda item
W	Withdrawn from FWP
T	Transferred to another Committee
IC	Matter discussed In Committee

Appendix Three

Finance and Performance Committee: Attendance at meetings in 2025-26

Attended **Did Not Attend** **Not a Member/Required Attendee**

Meeting Dates	17 June 2025	31 July 2025	29 September 2025	15 December 2025	23 February 2026
Independent Members					
Richard Clark					
Iwan Jones					
Helen Sweetland					
Dafydd Vaughan					
Neil Patrick					
Akmal Hanuk					
Executive Directors					
Nicola Prygodzicz					
Robert Holcombe					
Hannah Evans					
Paul Solloway					



Charitable Funds Committee

Annual Report for 2025-26

DATE April 2026

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Chair's Foreword

I am pleased to present this Annual Report for the year ended 31 March 2026.

The Charitable Funds Committee meets four times a year and ensures the proper oversight and effective management of funds donated to the charity of Aneurin Bevan University Health Board. We oversee the administration, governance and investment of these funds to ensure they are used appropriately and in line with the required legislative framework. The funds are independently audited each year, providing assurance and transparency.

Charitable donations continue to make a real and lasting difference to patients, staff and the wider Health Board community.

I would like to sincerely thank all members of the public, staff and volunteers who generously donate and raise funds. I am also grateful to the members of the Charitable Funds Committee for their commitment and oversight, and to the Charitable Funds Team and Governance Team for their professionalism and support.

Diolch yn Fawr / Thank you

Paul Deneen
Chair
Charitable Funds Committee

1. Introduction

- 1.1 Section 1 of the Standing Orders of the Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB, the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by committees".

- 1.2 The Term of Reference of Charitable Funds (referred to throughout this document as 'CFC' or the 'Committee') were approved by the Board in May 2025 (see **Appendix 1**).
- 1.3 The purpose of the **Charitable Funds Committee** is to Ensure the stewardship and effective management of funds which have been donated, bequeathed, and given to the Aneurin Bevan Health Charity for charitable purposes by making and monitoring arrangements for the control and management of the Health Board's Charitable Funds.
- 1.4 This report describes how the CFC discharged its role and responsibilities during the period 1 April 2025 to 31 March 2026.

2 2025-2026 Work Programme

- 2.1 ABUHB Standing Orders require the Board Secretary to produce an Annual Plan of Board business. This should incorporate formal Board meetings, regular Board Development sessions and, as appropriate, planned activities of the Board's Committees and Advisory Groups. The Work Programme adopted for CFC in 2025-26 is attached to this report (see **Appendix 2**).

A Work Programme is designed to align to its terms of reference and the requirement for it to seek information to be able to give advice or gain assurance for itself and on behalf of the Board. The Work Programme is, however, a framework rather than a prescriptive agenda. This gives CFC flexibility to identify changing priorities or any need for further assurance or information.

2.2 The Committee received quarterly Finance and Performance Reports providing assurance on income, expenditure, fund balances, investment performance and key risks. The Committee scrutinised trends in donations, grant income and expenditure, noting significant fluctuations between quarters and the impact of one off donations and legacy income.

The Committee maintained oversight of the general fund position, ensuring that commitments remained affordable and that discretionary funds were applied appropriately.

The charities position at the end of the financial year was reported as: -

- Expenditure had increased reflecting a continued shift from a passive to a more active approach to utilising charitable funds, including significant investment in equipment, staff wellbeing initiatives, patient support activities, and charitable project delivery.
- Expenditure relative to available fund balances increased, with the Committee noting that spending levels in-year were higher than in previous years and that the Charity was operating closer to a break-even position, which was considered appropriate given the purpose of charitable funds.
- The total value and number of funds continued to reduce, with ongoing consolidation of funds and increased spend from previously static or slow-moving balances, including a reduction in both the number of individual funds held, and the number and value of funds with balances over £25k.
- Income generation was lower than earlier expectations, ongoing risks associated with reduced donations and investment income due to wider economic conditions, reinforcing the need for active fundraising and marketing efforts.
- No material overdrawn fund positions were reported at year end, with short-term overdrawn positions within the Committee's general fund mitigated through the planned use of interest and dividend income and the transfer of surplus reserves.
- The Charity remained financially viable, with sufficient liquidity to meet existing commitments, including support for approved bids and small grants, while recognising that future sustainability would depend on:
 - successful delivery of the developing marketing and fundraising strategy,

- careful management of commitments in light of reduced investment returns.

This provided the Committee with assurance that the charity was in a positive and stable financial position going into the next financial year, with clear strengths and some areas requiring continued attention.

- 2.3 Throughout the year, the Committee considered and approved a range of small grants and larger funding bids, supporting initiatives aligned with charitable objectives and providing demonstrable benefit to patients, staff and volunteers.

The Committee continued to strengthen its approach to grant scrutiny, including:

- Prior review of bids by the Executive Committee;
- Consideration of affordability and sustainability;
- Assurance that charitable funding supplemented, rather than replaced, core NHS provision.

- 2.4 The Committee received assurance from Audit Wales in relation to the annual audit of the charitable fund's accounts, including the ISA 260 report and the Letter of Representation. The Committee approved the final Annual Accounts and Annual Report for 2024–25 prior to submission to the Board and the Charity Commission.

The Committee also received updates on changes to charity legislation and the revised Statement of Recommended Practice (SORP), noting that no material impacts on reporting or operations were anticipated.

The Annual Report and Accounts for the period can be accessed via appendix 4.

- 2.5 The Committee received updates on investment performance, including reports from CCLA, and monitored the impact of market volatility and organisational changes within the investment manager.

At 31 March 2026, CCLA investments reflected a significant unrealised loss of approximately £314k, primarily due to market volatility and geopolitical instability.

The Committee sought assurance that the charity's investments remained appropriate, ethical and aligned with a medium-risk, long-term strategy. The Committee agreed to continue regular monitoring and periodic review of investment arrangements.

- 2.6 The Committee maintained a strong focus on funds with balances over £25k and those identified as slow-moving. Fund holders were invited to attend meetings to present spending plans and provide assurance that funds were being used in line with donor intent.

Where appropriate, the Committee supported proposals to stimulate appropriate expenditure and reinforced expectations that funds should be actively managed. The Committee also noted that, where funds remained unused without good reason, consideration may be given to reallocation in line with Charity Commission guidance.

The Committee received updates on the spending plans from the following accounts:

- RGH Casting Techniques Course Fund: The funds had generated through income from an established national training course and the future spending plans included venue changes and succession planning;
- Ken Shute Fund: The fund holder proposed using £20k to support research into an AI diagnostic tool for ovarian cancer with the Committee approving the release of funds to be used;
- Legacy Gastroenterology Fellowship Fund: The spending plans included training, equipment purchase and service improvements;
- RGH Vascular Laboratory Fund: No income or expenditure recorded in the previous 12–36 months, with potential plans included equipment purchase and an external funding bid;
- Gastroenterology Account: The Committee noted that a detailed spending plan with quotes had been presented previously and that the fund was now being actively managed.
- Rheumatology Fund: The funds were expected to be used for equipment purchases of 20k per item, the account was being reviewed at the July 2026 meeting for further update with clearer spending plans.

2.7 During 2025/26, the Committee continued its established review of spending plans for funds with balances over 25k. The position reported in April 2026 showed a continued reduction in both the number and total value of these funds, reflecting increased and more timely expenditure since enhanced monitoring was introduced. While the overall trend was positive, a small number of funds remained slow-moving, in some cases due to service change or paused development.

The Committee agreed that funds holders associated with these balances would be invited to present spending plans, providing assurance that funds were being used appropriately and inline with the donor intent.

Overall, the Committee was assured that the arrangements in place continued to support effective governance.

2.8 In April 2026, the Committee was assured that sufficient funds were available to support its current and planned commitments. While the general fund showed short-term pressure reflecting previously approved awards, this was mitigated by anticipated interest and dividend income, resulting in an estimated available balance of £86.8k. The Committee recognised that this position reflected a deliberate shift towards more active use of charitable funds and confirmed that robust oversight arrangements were in place to manage commitments and maintain financial sustainability going into the next financial year.

2.9 During 2025/26, the Committee received updates on national changes to charity regulation, with a particular focus on the revised Charities Statement of Recommended Practice (SORP), which came into effect from 1st January 2026. The Committee was advised that the Health Board's charitable funds fell within the Tier 2 reporting category, requiring enhanced narrative reporting but with no material change to existing accounting arrangements. It was confirmed that there were no significant differences between the draft and final versions of the SORP and no material impact on the charity's operations. The Committee was assured that appropriate preparations were in place to ensure continued compliance with the updated legislative requirements.

2.10 During 2025/26, the Committee considered proposals to support a more flexible use of charitable funds where designated balances had remained unspent for prolonged periods. At the April meeting, the Committee agreed that a performance-based approach should be adopted, focused on funds showing limited activity or engagement, rather than applying a universal levy. The Committee was assured that legal advice had confirmed this approach was compliant and

proportionate, and concluded that it would strengthen stewardship and support the more effective use of charitable funds in line with donor intent and charitable objectives.

2.11 During 2025/26, the Committee received assurance that the Financial Control Procedures for Charitable Funds remained appropriate and effective, following their annual review. The Committee was advised that the procedures continued to reflect current practice, legislative requirements and audit expectations, with no control issues raised during the year. While no immediate amendments were required, it was noted that further updates would be brought forward in the next financial year to reflect developments in fundraising methods and reporting arrangements. Overall, the Committee was assured that robust controls remained in place to support effective governance of charitable funds.

2.12 During 2025–26, the Committee received updates on the sale of Clytha Square, a property held as a charitable asset. The Committee were advised that the property had been sold, with the proceeds to be added to the charitable funds following completion of the transaction and settlement of associated costs.

The Committee noted the transparency of reporting in relation to property-related costs incurred prior to sale and was assured that the transaction was being managed appropriately, with the net proceeds contributing to the overall resources available for charitable purposes.

2.13 In April 2026, the Committee received the proposed annual programme of business for 2026/27, setting out the planned schedule reports, assurance activities and areas of focus for the year ahead. The programme was confirmed as aligning with the Committee remit and priorities, including ongoing oversight of financial performance, spending plans, governance arrangements and effective use of the charitable funds. The Committee agreed the programme and was assured that it provided a clear framework to support timely assurance, forward planning and effective governance during 2026/27.

2.14 During 2025–26, the Committee received and scrutinised a report on the proposed administration charge for the management of Charitable Funds. The report set out the forecast costs for 2025–26, including finance, governance, audit and administrative support, and confirmed that all administration costs would continue to be met from charitable funds, with no reliance on Health Board revenue budgets.

Benchmarking information was provided to demonstrate that the proposed charge was proportionate when compared with other NHS Wales charities. The Committee approved an administration charge of £180k for 2025–26, with flexibility to increase to a maximum of £185k should additional costs arise.

3 CF Committee Meetings and Membership

3.1 During 2025-26, the CFC met Four times via Microsoft Teams- June 2025, September 2025, January 2026, and April 2026. Detail of the members and executive directors who attended these meetings is provided at **Appendix 3**.

3.2 The Committee comprised the following Members:

- Paul Deneen (Chair), Independent Member
- Neil Patrick (Vice Chair), Independent Member
- Richard Clark, Independent Member (left in June)
- Akmal Hanuk, Independent Member (Joined in June)
- Nicola Prygodzicz, Chief Executive
- Robert Holcombe, Director of Finance and Procurement

3.3 In line with the Public Bodies (Admissions to Meetings) Act 1960, public bodies are ordinarily required to conduct meetings in public. Throughout 2025/26, Committee meetings were held virtually, which meant that public attendance was not facilitated. To maintain transparency and public accountability, and following agreement with Audit Wales from October 2025, the Health Board implemented an alternative arrangement whereby summaries of Committee meetings were published on the Health Board’s website. These summaries provide an overview of the key discussions, decisions and outcomes of each meeting, ensuring continued openness in the conduct of the Committee’s business.

To ensure business was conducted in as open and transparent manner as possible during this time the meeting agenda packs have been published to the Health Board’s [website](#) in advance of meetings.

4 **CFC Reporting Arrangements**

4.1 Following each meeting, the CFC submits an Assurance Report to the

following Board meeting, outlining topics discussed, areas of concern and areas of risk. All Board papers can be accessed via the following [link](#)

5. Self-assessment and Evaluation

- 5.1 As part of the Health Board's statutory requirements, each Committee of the Board is required to conduct an annual self-evaluation of Committee effectiveness. All Board Members are required to complete a self-assessment for each Committee on which they are a member, to determine its effectiveness and ability to carry out its responsibilities.

The outcome of the assessment enables the Committee to identify areas of development and focus for the coming year, including any training and development needs, as well as changes to processes and procedures.

The Charitable Funds Committee undertook its statutory annual self-assessment between November 2025 and January 2026, achieving a 50% response rate. The results demonstrated a strong and positive position, with full assurance across all areas assessed, including Committee governance and membership, induction arrangements, understanding and management of conflicts of interest, balance of skills and experience, clarity of the Committee's role, the effectiveness of meeting conduct and challenge, decision-making and follow-up, and the quality, timeliness and clarity of information and reporting to the Board.

The assessment did not identify any areas for further development. The findings of the self-assessment were circulated to Committee members by email for comment, and no feedback or additional comments were received. The outcomes of the self-assessment will therefore be taken forward through the Committee's work programme and will inform the development of objectives for 2026/27, as well as the Annual Accountability Report and the Governance Statement.

Overall, the Committee concluded that it remains effective and well-supported, with clear strengths in governance, assurance and operation, and will continue to keep its effectiveness under review as part of its ongoing programme of work for 2026/27.

6. Key Areas of focus in 2026-27

- 6.1 The Committee had identified the following key areas of focus for 2026/27:

- Continued oversight of grant affordability and sustainability;
- Further development of the charity's growth and engagement strategy;

- Ongoing review of slow-moving funds and legacy arrangements;
- Monitoring of investment performance and market conditions;
- Maintaining strong governance, assurance and transparency.

7. Conclusion

- 7.1 This report demonstrates that the Charitable Funds Committee has continued to discharge its responsibilities effectively during 2025–26, providing assurance to the Board on the stewardship, governance and appropriate use of Charitable Funds.

The Committee remained committed to ensuring that charitable resources are used wisely, ethically and in a way that maximises benefit to patients, staff and the wider community.



Version: Approved

Date: May 2025

Document Title:	Charitable Funds Committee Terms of Reference – 2025/26
Date of Document:	May 2025/26
Version:	Approved
Previous version:	March 2022
Approved by:	Board
Review date:	May 2026

1. Introduction

The Aneurin Bevan University Health Board's standing orders provide that *"The Board may and, where directed by the Welsh Government, must appoint Committees of the Health 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 line with standing orders and the Health Board's Scheme of Delegation, the Board shall nominate annually a committee to be known as the **Charitable Funds Committee**.

Aneurin Bevan University Local Health Board (ULHB) Charitable Fund and Other Related Charities, also known as Aneurin Bevan Health Charity, is registered with the Charity Commission following a Deed of Amendment dated 7th January 2011 with Aneurin Bevan University Local Health Board as the Corporate Trustee, registration number 1098728.

The Aneurin Bevan ULHB was appointed as corporate trustee of the charitable funds by virtue of the Supplemental Deed of Declaration and that its Board serves as its agent in the administration of the charitable funds held by the ULHB.

The detailed Terms of Reference and operating arrangements set by the Board in respect of this Committee are set out in this document. The Health Board, acting as trustee must approve any changes to these terms of reference.

2. Purpose of the Committee

The purpose of the **Charitable Funds Committee** ("the Committee") is to:

Ensure the stewardship and effective management of funds which have been donated, bequeathed and given to the Aneurin Bevan Health Charity for charitable purposes by making and monitoring arrangements for the control and management of the Health Board's Charitable Funds.

3. Delegated Powers and Authority

3.1. Authority

The Committee is authorised with the responsibility for

- Overseeing the day-to-day management of the investments of the charitable funds in accordance with the investment strategy set down from time to time by the trustee and the requirements of the ULHB's Standing Financial Instructions;
- Scrutinising requests for use of the charitable funds to ensure that any such use is in accordance with the aims and purpose of any charitable fund or donation and are clinically and ethically appropriate. Committee members will

bear in mind due diligence to Charity Commission and ULHB guidance regarding the ethical use of funds and acceptance of donations;

- The appointment of an investment manager (where appropriate) to advise it on investment matters and may delegate day-to-day management of some or all of the investments to that investment manager. In exercising this power the Committee must ensure that:
- The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it;
- There are in place adequate internal controls and procedures which will ensure that the power is being exercised properly and prudently;
- The performance of the person or persons exercising the delegated power is regularly reviewed;
- Where an investment manager is appointed, that the person is regulated under the Financial Services Act 1986;
- Acquisitions or disposal of a material nature must always have written authority of the Committee or the Chair of the Committee in conjunction with the Director of Finance and Performance;
- Ensuring that the banking arrangements for the charitable funds should be kept entirely distinct from the Health Board's NHS funds;
- Ensuring that arrangements are in place to maintain current account balances at minimum operational levels consistent with meeting expenditure obligations, the balance of funds being invested in interest bearing deposit accounts;
- Ensuring that the amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments;
- Ensuring the operation of an investment pool when this is considered appropriate to the charity in accordance with charity law and the directions and guidance of the Charity Commission. The Committee shall propose the basis to the LHB Board for applying accrued income to individual funds in line with charity law and Charity Commissioner guidance;
- Regularly reviewing investments to see if other opportunities or investment services offer a better return.

The Committee may seek relevant information from any:

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

The Committee is authorised by the Board to obtain outside legal or other

independent professional advice to support investment opportunities and to secure the attendance of outside representatives with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

The Committee may act on any particular matter or issue upon which the Board or the Accountable Officer may seek advice.

3.2. **Sub-Committees**

The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to perform specific aspects of Committee business.

4. **Function and Work Programme**

4.1. **Delegated Powers and Duties of Director of Finance & Performance**

The Director of Finance (as Financial Trustee) has prime responsibility for the Health Board's Charitable Funds as defined in the Health Boards Standing Financial Instructions. The specific powers, duties and responsibilities are:

- The administration of all existing charitable funds;
- To identify any new charity that may be created (of which the Health Board is trustee) and to deal with any legal steps that may be required to formalise the trusts of any such charity;
- To provide guidelines with respect to donations, legacies and bequests, fundraising and trading income;
- The responsibility for the management of investment of funds held on trust;
- To ensure appropriate banking services are available;
- To prepare reports to the LHB Board including the Annual Account.

4.2. **Effective Assurance**

The Committee's programme of work will be designed to provide assurance that:

- Within the budget, priorities and spending criteria determined by the Health Board as trustee and consistent with the requirements of the Charities Act 1993, Charities Act 2006 (or any modification of these acts) to apply the charitable funds in accordance with their respective governing documents.
- To ensure that the Health Board policies and procedures for charitable funds investments are followed.
- To make decisions involving the sound investment of charitable funds in a way that both preserves their value and produces a proper return consistent with prudent investment and ensuring compliance with:
 - Trustee Act 2000;
 - The Charities Act 1993;
 - The Charities Act 2006;

- Terms of the fund's governing documents.
- To receive at least twice a year reports for ratification from the Director of Finance and investment decisions and action taken through delegated powers upon the advice of the Health Board's investment adviser.
- To oversee and monitor the functions performed by the Director of Finance as defined in Standing Financial Instructions.
- To monitor the progress of Charitable Appeal Funds where these are in place and considered to be material.
- To monitor and review the Health Board's scheme of delegation for Charitable Funds expenditure and to set and reflect in Financial Procedures the approved delegated limits for expenditure from Charitable Funds.

4.3. **Access**

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

5. **Membership**

5.1. **Members**

The Committee shall comprise:

Chair:	Independent member of the Board
Vice Chair:	Independent member of the Board
Other Members:	Independent Member
Two (2) Executive Directors:	
	<i>Chief Executive</i>
	<i>Director of Finance and Procurement (as Financial Trustee)</i>

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

5.2. **Attendees**

Other officers of the Health Board will attend:

- Other Executive Directors will attend as required by the Committee

Others by invitation

The Committee Chair may invite any other Health Board officials and / or any others from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter. These may include:

- ~ Director of Corporate Governance
- ~ Assistant Director of Finance – Financial Systems & Services
- ~ Head of Financial Services & Accounting
- ~ Charitable Funds Manager

~ Health Board's Investment Advisor

5.3. **Member Appointments**

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

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 their period of appointment a member may resign or be removed by the Board.

6.1. **Secretariat**

Secretariat arrangements will be determined and arranged by the Director of Corporate Governance.

6.2. **Advice and Member Support**

The Director of Corporate Governance, on behalf of the Committee Chair, shall:

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

6. **Committee Meetings**

7.1. **Quorum**

At least three of the selected members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair, one other should be an Independent Member and one must be the Chief Executive or the Director of Finance

7.2. **Frequency of Meetings**

Meetings will be held **Quarterly** and otherwise as the Chair of the Committee deems necessary – consistent with the Health Boards plan of Board business.

7.3. **Withdrawal of individuals in attendance**

The Chairman may ask any or all of those who normally attend but who are not members of the Committee to withdraw to facilitate open and frank discussion of particular matters (an In Committee meeting).

7.4. **Record of the Committee Meeting**

A record of the meeting will be presented as notes and action points.

7.5. **Public Meetings**

The Committee will not routinely meet in public.

7. **Relationship and Accountabilities with the Board and its Committees**

The Committee is directly accountable to the Board, as Corporate Trustee, 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 and where appropriate its committees and groups, through the:

- ~ Joint planning and co-ordination of Board and Committee business
and
- ~ Sharing of information

In doing so, it will contribute 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 Health Board's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

8. **Reporting and Assurance Arrangements**

The Committee Chair shall:

- Report formally, regularly and on a timely basis to the Board (as Trustees) on the Committee's activities.
- Bring to the Board and the Accountable Officer's specific attention any significant matters under consideration by the Committee;
- Ensure appropriate escalation arrangements are in place to alert the Health Board Chair and Chief Executive (as Accountable Officer) of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

The Director of Corporate Governance, on behalf of the Board, shall oversee a process of annual self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Audit Committee Handbook.

9. **Applicability of Standing Orders to Committee Business**

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 following areas:

- Quorum

10. **Review**

These Terms of Reference shall be reviewed annually by the Committee with reference to the Board.

Appendix 2

MATTERS TO BE CONSIDERED (Report Title)	Lead	Frequency of Report	Dates of Meeting			
			QTR 1/2	QTR 3	QTR 4	QTR 1
			4 th June 2025	30 th September 2025	7 th January 2026 (Accounts)	22 nd April 2026
Preliminary Matters						
Attendance and Apologies	Chair	SI	√	√	√	√
Declaration of Interest	All Members	SI	√	√	√	√
Minutes of the Previous Meeting	Chair	SI	√	√	√	√
Action log and Matters Arising	Chair	SI	√	√	√	√
Committee Governance						
Development of Committee Annual Programme of Business 2026/27	DoCG	AN				√
Review of Committee Programme of Business 2025/26	Chair	SI		√	√	√
Annual Review of Committee Terms of Reference 2025/26	DoCG	AN	√ 2024/25			√D
Annual Review of Committee Effectiveness 2025/26	DoCG	AN	√ 2024/25			√
Committee Annual Report 2025/26	DoCG	AN	√ 2024/25			√D
Committee Self-Assessment Results 2025/26	DoCG	AN	√ 2024/25			√

Committee Assurance						
Finance & Performance Report to include:- <ul style="list-style-type: none"> • Report on Significant Donations, legacies and grant income. • Update on new and closed funds • Overdrawn Accounts • KPIs Review • Benchmark data for other Health Board charity income (Action September) • Options appraisal for growing the charity and promoting the benefits (Action September) • Briefing paper on transition (Action for January) • Further clarity on the landscape of active charities and initiatives (Action for March) 	AHOFA	SI	v	v	v	v
Legislation Changes	HOFA	SI	v	v	v	v
Funds available to the Committee	HOFA	SI	v	v	v	v
Consideration of Bids/Small Grants <ul style="list-style-type: none"> • 3 year plan for Decarbonisation – (Action for June 2025 meeting) • Staff Network grant - (Action for June 2025 meeting) • Clearer breakdown of the bid by financial year and further information on the impact and 	HOFA	SI	v	v	v	v

<p>affordability of the proposal (Action for January)</p> <ul style="list-style-type: none"> universal benefit to staff and patients, and the importance of maintaining transparency and fairness through a scoring matrix (Action for March) update on the status of other funds and deferred applications (Action for March) 						
<p>Update on Property Matters</p> <ul style="list-style-type: none"> Update on Clytha Square (June 2025 meeting) 	HOFSA	SI	v	v	v	v
<p>Spending Plans over £25K</p> <ul style="list-style-type: none"> Review the current practice and provide recommendations (Action for January) 	HOFSA	Bi-AN		v		v
<p>Level of Reserves</p>	AFD	AN	v			
<p>Review of Investment Strategy and Performance (CCLA)</p> <ul style="list-style-type: none"> Monitoring quarterly investment reports and to review the contract and performance at regular intervals. (Action for March) 	AFD	AN			v	
<p>Review of Financial Control Procedure</p>	AFD	AN				v
<p>Administration Charge</p>	HOFSA	AN			v	
<p>Draft Accounts and Annual report</p>	HOFSA	AN		v		

Final Accounts and Annual report for approval	HOFSA	AN			v	
Attendance of fund holders for slow moving funds <ul style="list-style-type: none"> Detailed plan with costings for account F831 (Action for January) Progress update on monitor slow moving funds, supporting fund holders in developing spending plans (Action for January) Account F306 RGH VASCULAR LABORATORY (Action for January) 	DOFP	SI	v	v	v	v
Audit Plan Update (Verbal)	HOFSA	Action	v			
Review of the various options presented, including benchmarking with other NHS Wales charities, and bring back a prioritised plan	ADOF	Action			v	
Proposal for Flexible use of Charitable Funds	DOF	Ad Hoc				v
Committee Self-Assessment Discussion (In-Committee)	DOCG	Ad Hoc				v

Charitable Funds Committee: Attendance at meetings in 2025-26

Attended **Did Not Attend** **Not a Member/Required Attendee**

Meeting Dates	4th June 2025	30th September 2025	7th January 2026	22nd April 2026
Independent Members				
Paul Deneen	x	x	x	x
Neil Patrick	x	x	x	x
Richard Clark	x			
Akmal Hanuk		X	X	x
Executive Directors				
Director of Finance, Procurement & Value	x	x	x	x
Chief Executive	x	x	x	x

Appendix 4



Appendix 4 -
Annual Report a...



AUDIT, RISK AND ASSURANCE COMMITTEE

ANNUAL REPORT FOR 2025-26

March 2026

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FOREWORD

I am pleased to present the Audit, Risk and Assurance Committee's (the Committee's) Annual Report for the year ended 31 March 2026.

In this report we provide an overview of the work of the Committee and describe the steps taken to strengthen audit, risk management and assurance arrangements in the last 12 months.

The Committee has welcomed the main conclusion of the Auditor General for Wales' in the Structured Assessment for 2025 which concluded that Aneurin Bevan University Health Board:

'Board and committee governance arrangements are stable and generally effective. However, given its financial and performance challenges, the Health Board's development of a new long-term strategy and delivery of its three-year route map are crucial to enabling the organisation to transform services to meet current and future demand.' The report highlighted further opportunities for improvement in key areas, which will be monitored by the Committee.

The Committee has also acknowledged its role in overseeing the important work that is still being carried out in several areas to improve governance and assurance arrangements. This remains a key focus of the Committee's work in the year ahead.

I would like to take the opportunity to acknowledge and welcome Helen Sweetland, who joined the Committee in 2025, and express my personal thanks to all who contributed to the audit, risk, and assurance agenda over the last 12-months.

Diolch yn Fawr / Thank you.

Iwan Jones
Chair, Audit, Risk and Assurance Committee

INTRODUCTION

The Standing Orders¹ of Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB' or the 'Health Board') state 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"*. [Section 3]

The Term of Reference of the Audit & Assurance Committee (referred to throughout this report as 'the Committee') that applied in 2025/26 were approved by the Board in May 2025 (see **Appendix 1**). These were not changed during the reporting year, 2025/26.

The Committee formally adopted its Terms of Reference, following the Board's approval, on 21 May 2025

The purpose of the Committee is to undertake scrutiny and review of matters related to audit, financial accounting, assurance, and risk management. In doing so, the Committee will support the Board and the Accountable Officer by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report.

The remainder of this report describes how the Committee complied with and satisfied the requirements set out within its Terms of Reference during the period 1 April 2025 to 31 March 2026.

2024-25 WORK PROGRAMME

ABUHB Standing Orders require the Director of Corporate Governance to produce an Annual Plan of Board business. This should incorporate formal Board meetings, regular Board Development sessions and, as appropriate, planned activities of the Board's Committees and Advisory Groups.

When the Committee's Work Programme (see **Appendix 2**) was agreed care was taken to ensure that this was aligned to its Terms of Reference

¹[abuhb-model-standing-orders-reservation-and-delegation-of-powers-september-2023](#)

and the requirement for the Committee to 'proactively seek information to gain assurance for itself and/or on behalf of the Board'.

The Work Programme is, however, a framework rather than a prescriptive agenda. This gives the Committee flexibility to identify changing priorities or any need for further assurance or information.

FREQUENCY OF COMMITTEE MEETINGS AND MEMBERSHIP

During 2025-26, the Committee met eight times virtually via Microsoft Teams. "This exceeded the minimum requirement set out in the Committee's Terms of Reference that meetings be held at least bi-monthly."

- 22 April 2025
- 20 May 2025 (draft annual accounts)
- 24 June 2025 (final annual accounts)
- 18 September 2025
- 21 October 2025
- 16 December 2025
- 22 January 2026 (extraordinary meeting)
- 12 February 2026

The Terms of Reference state that the Committee should have four members; at the time of writing this report, the Committee consisted of the following Independent Members:

- Iwan Jones - Chair
- Dafydd Vaughn
- Neil Patrick
- Helen Sweetland (Joined September 2025)

Detail of the members and executive directors who attended these meetings is provided at **Appendix 3**.

Committee meetings were regularly attended by representatives from:

- Audit Wales; the Health Board's external auditor;
- Audit & Assurance Services NHS Wales Shared Services Partnership (Internal Audit) and;
- Local Counter Fraud Services.

In 2025-26, the Committee received private briefings (without officers' present) from auditors and the local counter-fraud lead as below:

- Internal Audit (May 2025 and October 2025)
- External Audit (June 2025 and December 2025)
- Counter Fraud (September 2025 and February 2026)

COMMITTEE REPORTING ARRANGEMENTS

The minutes of Committee meetings are routinely submitted to the Board by way of an Assurance Report, these are included in an overarching Committee Assurance Report.

All Board papers can be accessed via the following link:

[Audit Risk and Assurance Committee](#)

COMPLIANCE WITH THE COMMITTEE'S WORK PROGRAMME

Among the key issues considered by the Committee during 2025-25, as outlined in the Committee's Work Programme, the following were also considered:

- Update Report on the Implementation of the "No Time to Lose" Audit Wales Report on Well-being of Future Generations Act.
- Counter Fraud NHS Wales Operational Performance Report
- Planned Care National Audit
- Update on Capital Projects Governance Checklist
- All-Wales NHS Audit Committee Chairs Group report
- National Fraud Initiative Report
- Update Report on the Clinical Audit Activity.
- Update Report on Consultant Job Planning.
- Update Report on Discharge Performance
- Update Report on Health and Safety Governance
- Update Report on Records Management.

ASSURANCE AND IMPROVEMENT

The Committee reviewed and approved the audit strategies and plans for the auditors as listed below and received audit reports produced in support of them during 2024-25: -

- External Auditors, Audit Wales
- Internal Auditors, NWSSP Audit & Assurance Services

In approving the strategies and plans, the Committee ensured that they were robust and linked to the health board's risk profile.

Where reports received a less than reasonable assurance audit rating or where there were specific areas of concern, the appropriate Executive Directors were requested to attend Committee meetings. This process provided opportunities to discuss the reports more fully, and for the Committee to satisfy itself that the findings and recommendations raised in the reports were being addressed in a timely manner and implemented to address control weaknesses or compliance issues.

Certain reports were referred to other Committees of the Board for ongoing monitoring, for example reports relating to clinical governance issues were referred for further consideration by the Patient Quality Safety and Outcomes Committee.

EXTERNAL AUDIT – AUDIT WALES (AW)

The Auditor General for Wales is the statutory external auditor for the NHS in Wales. Audit Wales (AW) undertakes the external auditor role for the Health Board on behalf of the Auditor General.

The Audit Wales 2025 Structured Assessment work reviewed the Health Board's corporate governance and financial management arrangements, particularly the progress made in addressing the previous year's recommendations. Findings from the 2025 review were reported to the Committee in December 2025, prior to submission to the Board in January 2025.

Overall, the Audit Wales report stated: "The Health Board's Board and committee governance arrangements are stable and generally effective. However, given its financial and performance challenges, the Health Board's development of a new long-term strategy and delivery of its three year route map are crucial to enabling the organisation to transform services to meet current and future demand."

The report went on to say that:

- **Board transparency, effectiveness, and cohesion** – "Despite reasonably effective Board and committee arrangements, the Health

Board should increase the number of patient safety leadership walk rounds and improve committee chairs' reporting to Board."

- **Corporate systems of assurance** – While the Health Board is strengthening its assurance arrangements and its performance management approach is improving; further work is needed."
- **Corporate approach to planning** – "The Health Board has generally effective arrangements for developing strategic plans built on good engagement. Developing a new long-term strategy is a clear priority for the Health Board. However, it needs to ensure clinical services plans are developed in consultation with all relevant stakeholders and fully reflect the changes needed to further deliver sustainable clinical service models."
- **Corporate approach to managing financial resources** - "The Health Board is improving its financial controls and has a stronger focus on value and savings delivery. However, its significant ongoing financial challenges suggest that it needs a longer-term and detailed financial strategy aligned to sustainable care models."

Audit Wales was pleased to hear from Committee Members that they fully recognised the conclusions drawn and the key issues that required further improvement in the year ahead.

Copies of reports produced by Audit Wales can be accessed via the following link:

[Audit Wales Publications.](#)

Each meeting of the Committee received a progress report from Audit Wales and during 2025-26 the Committee received the below External Audit reports, relating to the Health Board's External Audit Plan.

- Review of Discharge Planning
- Review of Patient Flow out of Hospital (Gwent Partnership)
- Review of Cancer Services in Wales
- Report on No time to lose: Lessons from our work under the Well-being of Future Generations Act
- Aneurin Bevan Quality Governance Follow-up Report
- Audit of Accounts (ISA 260) including Letter of Representation (Audit Wales)
- Planned Care report
- Review of Emergency Care Services
- Review of Eye Care Services

- Audit Wales Final Annual Accounts Memorandum
- National Fraud Initiative (NFI) 2024–25 update
- Structured Assessment 2025
- Audit Wales 2026–27 Audit Fees Consultation
- Structured Assessment 2025

The following reports from 2025/26 plan are expected to be received in Quarters 1 and 2 of the 2026-27 financial year: -

- Review of GP Managed Contact Arrangements
- Deep dive review of investment in digital systems
- Deep dive review of the arrangements to manage estates
- Review of cancer services

INTERNAL AUDIT - NHS WALES SHARED SERVICES PARTNERSHIP (NWSSP)

During the first quarter of 2024-25, the Committee received Internal Audit reports from the schedule for 2024-25 as well as reports from the 2025-26 schedule, including management responses from the relevant Executive Director.

At the time of writing this report, **27** audit reviews have been reported to the Committee. These are detailed in the assurance rating sections.

The Committee will receive the following **10** final reports from the 2025-26 Internal Audit Plan at its April meeting.

- Capital Projects: Service Readiness
- Directorate Review CAMHS
- Occupational Health
- Speaking up Safely
- The Grange Emergency Department
- Falls Management
- Discharge Planning
- Overseas Recruitment
- Follow up of High Priority Recommendations
- Shadow IT

The following **3** reports from the 2025-26 audit schedule have been deferred.

- Clinical Audit
- Six Goals Programme
- Directorate Review – Ophthalmology/ENT

The following **7** reports from the 2025-26 audit schedule will be presented at Committee meetings during Quarters 1 and 2 of the 2026-27.

- Divisional Budgetary Control
- Strategic Risk and Assurance
- Benefits Realisation (Excluding digital)
- Professional Staff Registration
- Cancer Referral Rates
- Estates Assurance – Space Utilisation
- NHH Regional Satellite Centre

The assurance sections that follow provide a summary of the scope of the Internal Audit Reviews that have been completed and received by the Committee during the financial year, April 2024 to March 2025.

Substantial Assurance

In the following review areas, it was reported that the Board could take **substantial assurance** that arrangements to secure governance, risk management and internal control are suitably designed and applied effectively. The few matters that required attention were compliance or advisory in nature with low impact on residual risk exposure.

- **Standing Orders Compliance 2025/26 – Director of Corporate Governance**

The overall objective of the audit was to assess Aneurin Bevan University Health Board's (the 'Health Board') adherence to the Model Standing Orders (Reservation and Delegation of Powers) and Standing Financial Instructions, as determined by the Welsh Government (WG).

- **Welsh Intensive Care Information System 2025/26 – Director of Digital**

To ensure lessons learnt and / or any associated actions regarding the work completed to date on the Welsh Intensive Care Information System (WICIS) are appropriately addressed by Aneurin Bevan University Health Board (the 'Health Board'). This audit has only focussed on the steps taken by the Health Board

to incorporate lessons learnt / actions identified following the pausing of the WICIS Programme (the Programme). We have not assessed or reviewed the ongoing suitability of WICIS for the Health Board or the appropriateness of the actions taken during the initial rollout of the Programme. Instead, this review focussed on risks that have been

identified by the Health Board and subsequent remediation / lessons learnt identified.

Reasonable Assurance

In the following review areas, it was reported that the Board could take **reasonable assurance** that arrangements to secure governance, risk management and internal control are suitably designed and applied effectively.

Some matters required management attention in either control design or operational compliance and these had low to moderate impact on residual risk exposure until resolved.

- **Divisional Governance Arrangements 2024/25 – Chief Operating Officer**

The review assessed whether the governance arrangements in place within the Primary Care and Community (PCC) Division ensure key risks and matters arising were escalated and managed effectively. This review was completed in line with the Aneurin Bevan University Health Board (the 'Health Board') 2024/25 Internal Audit Plan.

- **Mental Health and Learning Disabilities 2024/25 – Chief Operating Officer**

The review assessed the arrangements from the 90-day Plan (the 'Plan') for the Mental Health and Learning Disabilities division (the 'Division'), to ensure that these have been embedded.

- **Maternity Services Improvement Plan 2024/25 – Director of Nursing**

This review followed the 2023/24 internal audit of the Maternity Services Action Plan, assessing whether previously raised external recommendations were being effectively implemented on schedule and appropriately monitored.

- **Staff Survey 2024//25 – Director of Workforce and OD**

A review of the actions underway to influence change following on from the Employee Experience Survey (staff survey) results.

- **GUH Emergency Department Extension 2024/25 – Director of Strategy, Planning and Partnerships**

The audit was undertaken to review the management arrangements established to progress the extension of the Grange University Hospital Emergency Department.

- **Health Board Managed Practices 2024/25 – Chief Operating Officer**

The review examined the letting of a group of five Health Board managed GP practices that were let to a single partnership in early 2024 (one that commenced operation from 1 January 2024 and four from 1 April 2024) and which were subsequently returned to Aneurin Bevan University Health Board's (the 'Health Board') management in 2025. The review was to ensure that the Health Board had an appropriate process in place to assist in managing the return of a Managed Practice to Independent Contractor status, including the application and shortlisting processes. However, the audit did not specifically assess the operational management of the contract (for example, any complaints / concerns raised), other than in accordance with the audit objectives below. Similarly, this audit does not assess the adequacy of the national regulatory/ legislative requirements.

- **Performance and Accountability Framework 2024/25 – Director of Strategy, Planning and Partnerships**

The review examined the adequacy of the Performance and Accountability Framework (the 'Framework') arrangements put in place at Aneurin Bevan University Health Board (the 'Health Board'). The review assessed the appropriateness of the Framework implemented, rather than the associated performance recorded.

- **Technical Continuity 2024/25 – Director of Digital**

To review the enactment of technical resilience and awareness of fault domains and to ensure that Aneurin Bevan University Health Board (the 'Health Board') is maximising the potential for resilience within the architecture.

- **Medical Equipment and Devices 2024/25 – Director of Allied Professions and Health Science**

The review of Medical Equipment & Devices was completed in line with Aneurin Bevan University Health Board's (the 'Health Board') 2024/2025 Internal Audit Plan. This audit assessed the controls in place for the management of a sample of medical equipment and devices within the Health Board. The term medical device includes all products, except medicines, used in healthcare for the diagnosis, prevention, monitoring or treatment of illness or disability but the scope of this audit was limited to electronic patient connected medical equipment, excluding ultrasound devices, which were the subject of a similar audit during 2023/24.

- **Newport East Health and Wellbeing Centre 2024/25 – Director of Public Health**

The audit was undertaken to evaluate whether the Health & Wellbeing Centre, as commissioned, had achieved the desired objectives and whether issues raised at prior audits have been addressed. This was the third audit of the project (the previous review in April 2024 having determined Reasonable Assurance).

- **Waiting List Management 2024/25 – Chief Operating Officer**

The review of Waiting List Management was completed in line with the 2024/25 Internal Audit Plan for Aneurin Bevan University Health Board (the 'Health Board'). The review focused on adult weight management, which has Health Board derived targets in the absence of national targets.

- **EDRMS 2024/25 – Director of Digital**

To review the effectiveness and appropriateness of the electronic document and records management solution (EDRMS) in use for the management of digital health records and the provision of scanning services within Aneurin Bevan University Health Board (the 'Health Board').

- **Financial Sustainability 2024/25 – Director of Finance and Procurement**

To determine if appropriate recovery plans were in place to achieve a sustainable financial position, including the impact of any associated reduction in non- recurrent funding. Therefore, we have provided assurance over the establishment, implementation and tracking of financial savings targets, in relation to the recovery plans.

- **Safeguarding 2025/26 – Director of Nursing**

The audit sought to provide assurance that key policies and procedures are in place within Aneurin Bevan University Health Board (the 'Health Board') to ensure compliance with safeguarding regulations.

- **Business Continuity Plan 2025/26 – Director of Strategy, Planning and Partnerships**

The review of Business Continuity Plan (BCP) was completed in line with Aneurin Bevan University Health Board's (the 'Health Board') 2025/2026 Internal Audit Plan. As a Category 1 responder, with key emergency response duties under the Civil Contingencies Act (2004), the Health Board is required to ensure that it has robust plans in place for emergency preparedness, resilience and

response. The audit examined and assessed the adequacy and completeness of business continuity plans and response protocols in a sample of the services within the Health Board's divisions. However, we did not include IT disaster recovery testing within this review, as it is assessed separately.

- **Cyber Security 2025/26 – Director of Digital**

To assess Aneurin Bevan University Health Board's (the 'Health Board') governance process for cyber security, associated risk statements and the management and delivery of improvement plans. In addition, we also assessed the Cyber Incident Response Plan.

- **RGH Central Decontamination Unit 2025/26 – Director of Strategy, Planning and Partnerships**

The review was commissioned in accordance with the 2025/26 Internal Audit Plan, as agreed by the Audit, Risk and Assurance Committee. The overall objective of this audit was to evaluate the progression and delivery of the project against the key business case objectives and to assess the adequacy of the systems and controls in place to support the successful delivery of the project

Limited Assurance

In the following review areas, it was reported that the Board could take **only limited assurance** that arrangements to secure governance, risk management and internal control, within those areas under review, were suitably designed and applied effectively.

More significant matters required management attention with moderate impact on residual risk exposure until resolved.

- **Embedding of Policies 2024/25 – Director of Workforce and OD**

The review assessed whether the Speaking up Safely: A Framework for the NHS in Wales (the 'Framework') has been fully implemented. This audit was completed in line with the Aneurin Bevan University Health Board (the 'Health Board') 2024/25 Internal Audit Plan.

- **Job Planning 2024/25 – Medical Director**

To provide assurance that arrangements are in place and operating effectively for consultant job planning.

- **Health and Safety 2024/25 – Director of Allied Professions and Health Science**

To review how key health and safety risks were managed in accordance with the Health Board policies and procedures, including RIDDOR reporting.

- **Subject Access Requests 2025/26 – Director of Digital**
To ensure the Health Board is complying with legal and regulatory obligations with effective processes and that the system for managing subject access requests (SARs) is robust, secure, and efficient. The audit only looked at information held by the Health Board and did not include information managed by other parties e.g. GP practice records maintained by NWSSP. In addition, we did not assess the quality of records that were issued to the requestor.

No Assurance

There were no audited areas that reported **no assurance**.

Assurance Rating Not Applicable

The following reviews were undertaken as part of the audit plan and reported or closed by correspondence without the standard assurance rating indicator, owing to the nature of the audit approach.

- **Contract Management 2024/25 – Director of Finance and Procurement**
The review assessed whether appropriate contract management arrangements were in place within the Health Board. This review has been undertaken further to the advisory review of Contract and Procurement at Betsi Cadwaladr University Health Board (BCUHB), completed at the request of Welsh Government in 2023/24, which identified several areas of concern and non-compliance with the organisation's Standing Financial Instructions. Through inclusion within NHS Wales Organisations 2024/25 Internal Audit plans, this review has compared and contrasted the appropriateness of contract management arrangements across eight more organisations, with common issues and challenges noted.
- **Follow up of previous Audit Recommendations 2024/25 – Director of Corporate Governance**
To assess whether a sample of high and medium priority internal audit recommendations have been implemented by Aneurin Bevan University Health Board (the 'Health Board').

- **Health Board Managed Practices 2024//25 – Chief Operating Officer**

A prior audit was undertaken to review the letting of a group of five GP practices that were let to a single provider in early 2024 (one that commenced operation from 1st January 2024 and four from 1st April 2024) and which were subsequently returned to Aneurin Bevan University Health Board's (the 'Health Board') management in 2025. The review was to ensure that the Health Board had an appropriate process in place to assist in managing the return of a Managed Practice to Independent Contractor status, including the application and shortlisting processes. The audit report (issued in May 2025) provided reasonable assurance on whether compliance was observed against relevant sections of the applicable regulatory requirements, the Welsh Health Circular (2006) 063 (General Medical Services Practice Vacancies) and the local Vacant Practice Policy requirements on the sample tested. However, we did not assess any services provided by NHS Wales Shared Services Partnership (NWSSP) on behalf of the Health Board, for example, issuance of GP contracts and / or inclusion on the Wales Medical Performers List etc. This supplementary report includes additional considerations for the Health Board to consider, which are in addition to the expectations specified within the existing control environment (i.e. applicable regulations, Welsh Health Circular and/or Vacant Practice Policy).

- **Public Health 2025/26 – Director of Public Health**

To determine if the Health Board had effective controls in place to ensure that public health objectives are being met at a local level, in support of the IMTP and the requirements of the Wellbeing of Future Generations (Wales) Act 2015, whilst recognising the responsibilities of Public Health Wales. As an advisory review, this report has not been assigned an overall assurance rating and does not provide mandatory or formal recommendations, but rather options for management to consider for implementation. A number of items have been raised aimed at improving internal controls and/or compliance. These will need to be considered against other priorities and available financial / non-financial resources.

MONITORING AND IMPLEMENTATION OF AUDIT RECOMMENDATIONS

Throughout 2025/26, substantial and sustained progress has been made in strengthening the management and oversight of audit recommendations. A targeted effort has been placed on ensuring timely

implementation, with particular focus on longstanding recommendations (pre-2023) and those delayed due to factors outside the Health Board’s control.

To further enhance reliability, visibility, and control, work is underway to transition the tracking of audit recommendations from an Excel-based process to Microsoft Lists. All post-2023 recommendations are already managed within the new system. Once the remaining 21 pre-2023 recommendations have been fully implemented and closed, the Health Board will complete the transition to Microsoft Lists, establishing a single, consistent, and fully digital tracking method.

This change will improve data accuracy, strengthen the audit trail, and support a more efficient and robust Internal Audit annual review of high-level audit recommendations, as well as the overall reliability and accuracy of the Audit Tracker.

In addition, the establishment of clearer processes for audit, alongside strengthened working relationships with service leads and Executive Directors, has contributed to improved delivery of recommendations and greater organisational ownership.

The measures introduced have enhanced the reliability and integrity of the Audit Recommendations Tracker, ensuring that the Committee receives a higher level of assurance regarding both the implementation and ongoing monitoring of internal and external audit recommendations.

Once a quarter the Committee received an updated position on all outstanding recommendations.

At the final meeting of the 2025/26 financial year, the closing position of the Audit Recommendations Tracker was reported as follows:

80 recommendations across **34** Audit Reports are live on the Tracker. Of the 80:

- **60** are within the accepted implementation date (Original date or 2nd extension); and,
- **20** are overdue against the accepted implementation date (3+ extensions)

Implementation Status	Total number of Recommendations
-----------------------	---------------------------------

Within Original Deadline	40
1 st Extension	14
2 nd Extension	6
Total Number within the Threshold	60
3 rd Extension	8
4 th Extension	3
5 th Extension	7
6 th Extension	0
7 th Extension	2
Total Number Outside the Threshold	20
Overall Total	80

It is important to note that the number of 'live' recommendations is subject to continual change due to the ongoing nature of the audit cycle, with new recommendations regularly being added to the tracker. However, this should not detract from the year-on-year improvement or the meaningful progress made in resolving outstanding actions. More importantly, it highlights a positive cultural shift in how audit outcomes are owned, prioritised, and acted upon across the Health Board.

RISK MANAGEMENT

Risk Management and Principal Risks

The Health Board has established a system of internal control designed to manage risk to a reasonable level, rather than to eliminate all risk of failure to achieve its aims and objectives. This system can therefore only provide reasonable and not absolute assurance of effectiveness.

The system of internal control is based on an ongoing process designed to:

- Identify and prioritise risks to the achievement of the Health Board's objectives
- Evaluate the likelihood and impact of those risks being realised

- Manage risks efficiently, effectively and economically

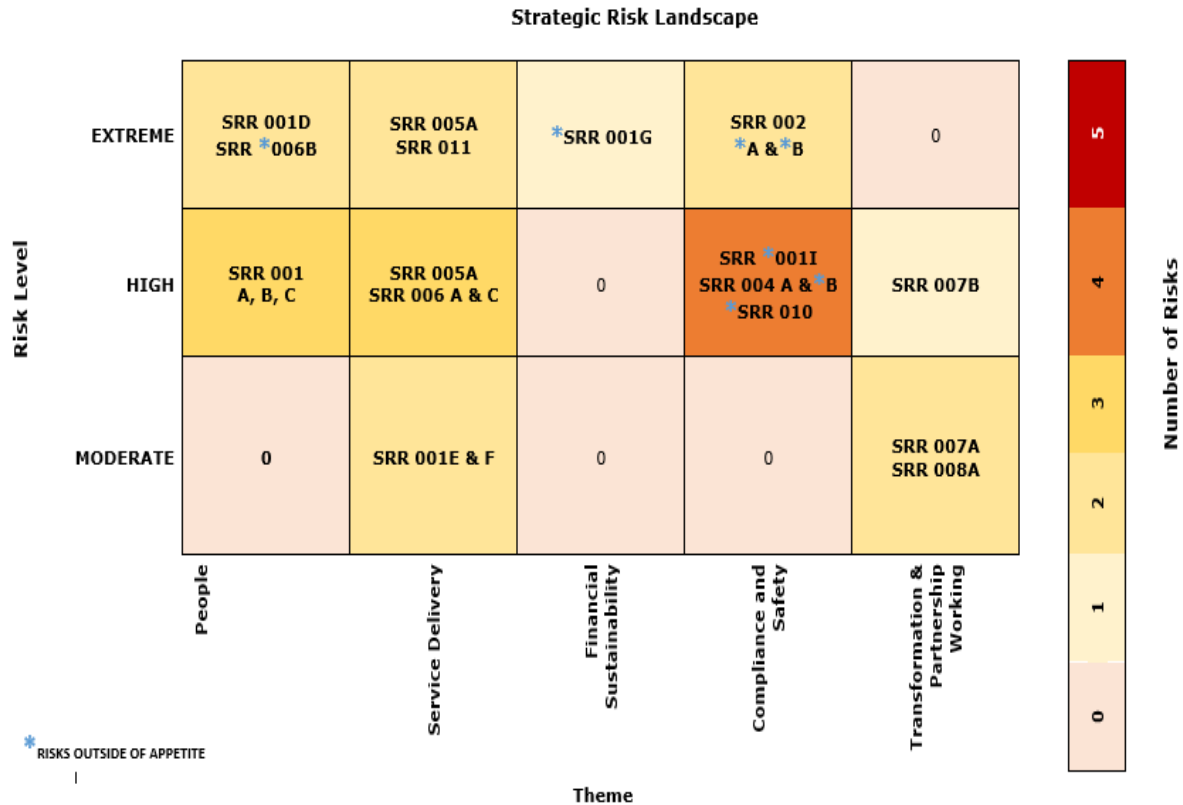
The Board has overall responsibility for ensuring that a sound system of internal control is maintained. The Audit and Risk Assurance Committee support the Board in discharging this responsibility by reviewing the adequacy and effectiveness of the framework of governance, risk management and internal control.

PRINCIPAL RISKS AND RISK PROFILE

The Strategic Risk Register (SRR) sets out the principal risks to the achievement of the Health Board's strategic objectives. At year end, the SRR comprised nine principal risks and associated sub-risks, each aligned to IMTP priorities and assigned to an Executive Director for ownership and accountability.

The overall risk profile remained stable during the year, albeit within a challenging operating environment. The majority of strategic risks are assessed as high, reflecting the scale and complexity of the issues faced by the organisation. A limited number of risks are assessed as extreme and are subject to enhanced scrutiny by the Board and its Committees.

The Heat Map below illustrates the current distribution and relative severity of the Health Board's strategic risks by risk domains.



A number of risks remain outside the Board’s defined risk appetite, particularly in relation to:

- Financial sustainability and delivery of a balanced financial position
- Workforce capacity and the impact of industrial action
- Service performance and recovery
- Compliance and patient safety

RISK MANAGEMENT FRAMEWORK AND ASSURANCE

The Health Board has in place a comprehensive risk management framework which is designed to support the identification, assessment, and management of risk at all levels of the organisation. The Framework continues to be embedded across the organisation, enabling risk management to mature and be a primary driver for decision making.

Key elements of the framework include:

- A structured Strategic Risk Register aligned to organisational objectives
- Defined roles and responsibilities, including Executive ownership of risks

- Application of the three lines of assurance model to inform assurance mapping
- Regular review and reporting of risks through established governance structures

The Audit and Risk Assurance Committee has received regular reports on the effectiveness of controls in place to manage principal risks, including progress against mitigating actions and the identification of any gaps in assurance.

Sources of assurance available to the Committee include:

- Internal Audit reviews and annual opinion
- External Audit reports
- Performance and financial monitoring reports
- Management assurances and risk owner updates

Where weaknesses in control or gaps in assurance have been identified, management has taken action to strengthen controls and address these issues.

RISK APPETITE AND CONTROL ENVIRONMENT

The Board has approved a Risk Appetite Framework which defines the level of risk it is prepared to accept in pursuit of its objectives. This framework supports decision-making and ensures that risks are managed within acceptable tolerances where possible.

The current operating environment means that a number of risks remain outside of risk appetite. These are actively managed, with mitigating actions in place, and are subject to ongoing scrutiny by the Board and its Committees.

The Committee has reviewed the effectiveness of the control environment and is satisfied those controls are generally operating as intended, although further strengthening is required in specific high-risk areas.

ASSURANCE

The Committee has received assurance from a range of sources, including Internal Audit, External Audit, management reports, and other assurance providers, to support its assessment of the effectiveness of the risk management framework.

Where gaps in assurance or weaknesses in control have been identified, management has implemented appropriate actions to address these.

The Committee is satisfied that:

- The risk management framework is embedded and operating effectively
- Strategic risks are regularly reviewed and appropriately escalated
- There is clear accountability for risk management across the organisation

CONCLUSION

The Committee acknowledges that the Health Board continues to operate in a complex and challenging environment, which gives rise to a high level of inherent risk.

However, the is assured that:

- An appropriate system of internal control is in place
- Principal risks are identified, evaluated, and actively managed
- Significant governance issues are recognised and subject to appropriate action

The Health Board will continue to strengthen its governance, risk management and internal control arrangements to support the delivery of its strategic objectives.

KEY AREAS OF FOCUS IN 2026-27

In the year ahead the Committee will continue to focus on those matters that will strengthen audit, risk, and assurance arrangements. The Committee Work Programme has been designed to ensure that in relation to all aspects of audit:

- Internal financial control matters, including the safeguarding of assets, maintenance of accurate and complete accounting records, and assurance over the reliability and integrity of financial information.
- Adequacy of disclosure statements, such as the Governance Statement, supported by the Head of Internal Audit Opinion and other relevant sources of assurance.
- Monitoring, review, and evaluation of internal and external audit recommendations, ensuring compliance is demonstrated and, where

compliance is not yet in place, that a clear and agreed rationale is provided.

- Oversight of policies and procedures relating to fraud, bribery, and corruption, ensuring that appropriate arrangements are in place to prevent, detect, and respond to potential concerns.
- The robustness of the risk management system, ensuring risks are appropriately identified, assessed, escalated, and mitigated across the organisation.

Collectively, this enables the Committee to provide the Board with assurance that the risks affecting the delivery of the Health Board's objectives are being effectively managed.

The annual Committee Programme of Business will be reported to each meeting for discussion.

Hardcopies of the Work Programme can be obtained from the Director of Corporate Governance, Headquarters, St Cadoc's Hospital, Lodge Road, Caerleon, NP18 3ZQ.

CONCLUSION

This report provides a summary of the work undertaken by the Committee over the past 12 months and demonstrates how the Committee has complied with the Terms of Reference.

APPENDICES

- Appendix 1 – Audit, Risk & Assurance Committee Terms of Reference 2025/26
- Appendix 2 - Audit, Risk & Assurance Committee 2025/26 Work Plan
- Appendix 3 - Independent Members and Lead Executives Attendance at the Audit, Risk & Assurance Committee Meetings 2025/26

Appendix 1 - Audit, Risk & Assurance Committee Terms of Reference 2025/26



GIG
CYMRU
NHS
WALES

Bwrdd Iechyd Prifysgol
Aneurin Bevan
University Health Board

Terms of Reference & Operating Arrangements

Version: Approved

Date: May 2025

Document Title:	Audit, Risk & Assurance Committee Terms of Reference – 2025/26
Date of Document:	May 2025
Current version:	Approved
Previous version:	March 2022
Approved by:	Board
Review date:	May 2026

1. INTRODUCTION

1.1

Section 2 of Aneurin Bevan University Health Board's Standing Orders (referred to in this document as 'ABUHB or the 'Health Board') Standing Orders provides that "*The Board may and, where directed by the Welsh Government must, appoint Committees of the THB 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*".

1.2

The Board has established a committee to be known as the **Audit, Risk and Assurance Committee** (referred to throughout this document as 'the Committee'). The Committee has been established in order to enable the scrutiny and review of matters related to audit, financial accounting, assurance and risk management, to a level of depth and detail not possible in Board meetings.

1.3

The detailed Terms of Reference and operating arrangements approved by the Board for this Committee are detailed below.

2. PURPOSE

2.1 The purpose of the Committee is to support the Board and Accounting Officer by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report by:

- independently monitoring, reviewing and reporting to the Board on the processes of governance, risk management and internal control in accordance with the standards of good governance determined for the NHS in Wales;
- advising the Board and the Accountable Officer on where, and how, its system of assurance may be strengthened and developed further;
- Maintaining an appropriate financial focus demonstrated through robust financial reporting and maintenance of sound systems of internal control; and

- Working with the other committees of the Board to provide assurance that governance and risk management arrangements are adequate and part of an embedded Board Assurance Framework that is 'fit for purpose'.

3. DELEGATED POWERS AND AUTHORITY

3.1 The Audit, Risk and Assurance Committee will advise the Board and Accountable Officer on:

- the design, operation and effectiveness of strategic processes for risk management, internal control and corporate governance across the whole of the organisations activities;
- the Annual Accountability Report, which includes the Annual Governance Statement;
- the 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, and management's letter of representation to the external auditors;
- the planned activity and results of internal and external audit;
- adequacy of management response to issues identified by audit activity, including external audit's management letter;
- assurances relating to the management of risk and corporate governance requirements for the organisation;
- systems for financial reporting to the Board (including those of budgetary control);
- proposals for tendering for the purchase of audit and nonaudit services from contractors who provide audit services; and
- anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.

The Audit, Risk and Assurance Committee will also periodically review its own effectiveness and report the results of that review to the Board.

3.2 The Committee's workplan will include:

- a report summarising any significant changes to the organisation's strategic risks and a copy of the strategic/corporate Risk Register;

- a progress report from the Head of Internal Audit summarising:
 - work performed (and a comparison with work planned);
 - key issues emerging from the work of internal audit;
 - management response to audit recommendations;
 - changes to the agreed internal audit plan; and □ any resourcing issues affecting the delivery of the objectives of internal audit;

- a progress report (written/verbal) from the External Audit representative summarising work done and emerging findings (this may include, where relevant to the organisation, aspects of the wider work carried out by the Wales Audit Office, for example, Value for Money reports and good practice findings);

- management assurance reports;

- reports (where appropriate) on action taken within the Board's Scheme of Delegation as regards:
 - use of single tender waivers;
 - extensions of contracts;
 - writing off of losses; or
 - the making of special payments;

- A report summarising progress in the implementation of audit recommendations, together with a copy of the Audit Recommendations Tracker;

and when appropriate the Committee will be provided with:

- proposals for the terms of reference of internal audit / the internal audit charter;

- the internal audit strategy;

- the Head of Internal Audit's Annual Opinion and Report;

- quality assurance reports on the internal audit function;

- the draft accounts of the organisation;

- the draft Annual Accountability Report which includes the Annual Governance Statement;

- a report on any changes to accounting policies;

- external Audit’s management letter;
- a report on any proposals to tender for audit functions;
- a report on co-operation between internal and external audit;
- the organisation’s Risk Management strategy;
- periodic reporting on Post Payment Verification Audits, and arrangements for managing declarations of interest and gifts and hospitality; and
- annual review of the Board’s Standing Orders and Standing Financial Instructions, monitoring compliance and reporting any proposed changes to the Board for consideration and approval.

3.3 In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these. 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.

3.4 The Committee’s programme of work will also 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 Accountable Officer through the Committee;
- there is an effective counter fraud service that meets the standards set for the provision of counter fraud in the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer through the Committee;
- there is an effective clinical audit and quality improvement function that meets the standards set for the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer through the Experience, Quality & Safety Committee;
- there are effective arrangements in place to secure active, ongoing assurance from management with regard to their responsibilities and accountabilities, whether directly to the Board and the Accountable Officer 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 the health board'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; and
- the results of audit and assurance work specific to the health boards, and the implications of the findings of wider audit and assurance activity relevant to the HB's operations, are appropriately considered and acted upon to secure the ongoing development and improvement of the organisations governance arrangements.

AUTHORITY

3.5 The 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 health board relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

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

3.6 The 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.

ACCESS

3.7 The Head of Internal Audit and the Engagement Partner/Audit Manager of External Audit shall have unrestricted and confidential access to the Chair of the Audit, Risk & Assurance Committee.

3.8 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.

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

SUB COMMITTEES

3.10 The Committee may, subject to the approval of the LHB Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

4. MEMBERSHIP

MEMBERS

4.1 Membership will comprise a minimum of four (4) members, comprising:

Chair	Independent Member of the Board
Vice Chair	Independent Member of the Board
Members	Independent Member of the Board x 2

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

ATTENDEES

4.2 In attendance: The following members of the Executive Team will be regular attendees:

- The Accountable Officer
- Director of Finance, Procurement and VBHC
- Director of Corporate Governance

Other attendees will be:

- Head of Internal Audit
- Local Counter Fraud Specialist
- Representative of the Auditor General/External Audit

4.3 By invitation: The Committee Chair may extend invitations to attend committee meetings to the following:

- other Executive Directors; and
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter.

SECRETARIAT

4.4 The secretariat for the Committee will be provided by the Office of the Director of Corporate Governance.

MEMBER APPOINTMENTS

- 4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of ABUHB - 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.
- 4.6 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.
- 4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of ABUHB.

SUPPORT TO COMMITTEE MEMBERS

- 4.8 The Director of Corporate Governance, on behalf of the Committee Chair, shall:
- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
 - ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5. COMMITTEE MEETINGS

QUORUM

- 5.1 At least three members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.
- 5.2 Where members notify the Committee Chair or Committee Secretariat that they are unable to attend a meeting, and there is a danger that the Committee will not be quorate, the Chair can invite another independent member to become a temporary member of the Committee.

FREQUENCY OF MEETINGS

- 5.3 The Chair of the Committee, in agreement with Committee Members, shall determine the timing and frequency of meetings. However, meetings shall be held as a minimum on a **Bi-Monthly basis** (six times per year) and in line with the health board's annual plan of Board Business. However, additional meetings will be called, in agreement with the Chair of the Committee, if urgent business is required to be taken forward between scheduled meetings.

OPENNESS AND TRANSPARENCY

- 5.4 Section 3.1 of ABUHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
 - issue an annual programme of meetings (including timings and venues) and its annual programme of business;
 - publish agendas and papers on the Health Board's website in advance of meetings;
 - ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read; and
 - through ABUHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g. interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

WITHDRAWAL OF INDIVIDUALS IN ATTENDANCE

- 5.5 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 Director of Corporate Governance where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee 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) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

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

- 6.2 The Committee, through its Chair and members, shall work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business;
- sharing of appropriate information; and □ appropriate escalation of concerns.

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.

- 6.3 The Committee shall embed the health board's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

7.1 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 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 Chair of ABUHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the health board.

7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g. Annual General Meeting, 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.

7.3 The Director of Corporate Governance, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of further committees established.

7.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in ABUHB'S Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum
- Issue of Committee papers

The Board and Board Committee Handbook provides detailed guidance on the conduct of the Committees business.

9. CHAIR'S ACTION ON URGENT MATTERS

9.1

There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two 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.

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

10. REVIEW

10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair will report any changes to the Board for ratification.

Appendix 2



ANNUAL PROGRAMME OF BUSINESS 2025/26

AUDIT, RISK & ASSURANCE COMMITTEE

This Annual Programme of Business has been developed with reference to:

- Aneurin Bevan University Health Board's Standing Orders;
- The discharge of the business needs of the individual Directorates
- The Health Board's Integrated Medium-Term Plan and related Annual Delivery Plan;
- The outcomes of the Committee self-assessment for 2024 and the Structured Assessment 2024 recommendations
- The Board's Assurance Framework and Corporate Risk Register; and

Area of Focus as per Standing Orders:

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

The Committee has been established to enable the scrutiny and review of matters related to audit, financial accounting, assurance, and risk management, to a level of depth and detail not possible in Board meetings.

The purpose of the Committee is to support the Board and Accounting Officer by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report by:

- independently monitoring, reviewing, and reporting to the Board on the processes of governance, risk management and internal control in accordance with the standards of good governance determined for the NHS in Wales;
 - advising the Board and the Accountable Officer on where, and how, its system of assurance may be strengthened and developed further;
 - Maintaining an appropriate financial focus demonstrated through robust financial reporting and maintenance of sound systems of internal control; and
 - Working with the other committees of the Board to provide assurance that governance and risk management arrangements are adequate and part of an embedded Board Assurance Framework that is 'fit for purpose'.
- Key statutory, national, and best practice requirements and reporting arrangements.

Matter to be Considered by Committee	Frequency	Responsible Lead	Scheduled Committee Dates 2025/26						
			Quarter 1			Quarter 2	Quarter 3		Quarter 4
			22 nd April 2025	20 th May <i>Draft Accounts</i>	24 th June <i>Final Accounts</i>	18 th Sept 2025	21 st Oct 2025	16 th Dec 2025	12 th Feb 2026
Preliminary Matters									
Attendance and Apologies	SI	Chair	√	√	√	√	√	√	√
Declarations of Interest		All Members	√	√	√	√	√	√	√
Minutes of the Previous Meeting		Chair	√	√	√	√	√	√	√
Action Log and Matters Arising		Chair	√	√	√	√	√	√	√
Committee Requirements as set out in Standing Orders									
Development of Committee Annual Programme of Business 2026/27	An	Chair & DofCG							√
Review of Committee Programme of Business	SI	Chair	√	√	√	√	√	√	
Annual Review of Committee Effectiveness 2024/25 to include a review of the Terms of Reference	An	Chair & DofCG	√						
Committee Annual Report 204/25	An	Chair & DofCG	√						
Corporate Governance, Risk & Assurance									
Review and report upon the adequacy of arrangements for declaring, registering, and handling interests	An	DofCG					√		
Receive full report of all offers of gifts and hospitality as declared	An	DofCG	√						√
Compliance with Ministerial Directions	BI	DofCG	√						√D
Compliance with Welsh Health Circulars (WHCs)	BI	DofCG	√D	√D	√D	√			√D

Matter to be Considered by Committee	Frequency	Responsible Lead	Scheduled Committee Dates 2025/26						
			Quarter 1			Quarter 2	Quarter 3		Quarter 4
			22 nd April 2025	20 th May Draft Accounts	24 th June Final Accounts	18 th Sept 2025	21 st Oct 2025	16 th Dec 2025	12 th Feb 2026
Review of Standing Orders, Standing Financial Instructions, and Scheme of Delegation	An	DofCG							√D
Compliance with regulatory requirements	An	DofCG							√
Audit Recommendations Tracking Report	Qu	DofCG		√Q4		√Q1	D√Q2	√Q2	√Q3
Annual Review of Risk Management Framework	An	DofCG	√						
Report on Risk Management Maturity	BI	DofCG					√		√
Committee Risk & Assurance Report	SI	DofCG	√		√	√	√	√	
Financial Governance and Control									
Report of the use of Single Tender Action	SI	DofF&P	√			√	√	√	
Report of Losses and Special Payments (<i>May report will be included in the Accounts</i>)	BI	DofF&P	√	√			√		
To Approve Reviewed and Updated Financial Control Procedures	Ad hoc	DofF&P	√		√	√	√	√	
Annual Report and Accounts									
To consider the approach and timelines for the Annual Report and Accounts	An	DofCG							√
Review the Health Board's Annual Report (Overview & Performance Section) (Part 1)	An	DofCG		√	√				
Review Draft/Final Accountability Report, including Annual Governance Statement (Part 2)	An	DofCG		√	√				

Matter to be Considered by Committee	Frequency	Responsible Lead	Scheduled Committee Dates 2025/26						
			Quarter 1			Quarter 2	Quarter 3		Quarter 4
			22 nd April 2025	20 th May Draft Accounts	24 th June Final Accounts	18 th Sept 2025	21 st Oct 2025	16 th Dec 2025	12 th Feb 2026
Review Draft/Final Annual Accounts and Financial Statements (Part 3)	An	DofF&P		√	√				
Audit Enquiries to those charged with Governance and Management	An	DofF&P		√					
Audit Wales, Audit of Accounts (ISA 260) including Letter of Representation	An	AW			√				
Final Annual Accounts Memorandum	An	AW					√		
Receive the Annual Head of Internal Audit Opinion (including Specialised)	An	HofIA			√				
Agree a recommendation to the Board in respect of the audited annual report and accounts	An	Chair			√				
Counter-Fraud									
Review of the Counter Fraud, Bribery and Corruption Policy (Feb 2028)	3-Yearly	DofF&P	-	-	-	-	-	-	-
Receive the Counter Fraud Annual Report	An	HofCF		√					
Agree the Counter Fraud Annual Workplan	An	HofCF							√
Receive a Quarterly Report on Counter Fraud Activity	Quarterly	HofCF				√		√	
Agree the Counter Fraud Functional Standard Return Declaration	An	HofCF			√				
Receive the Post Payment Verification Annual Report, including, the Annual Workplan for 2025-26	An	PPV Manager			√				
Receive a Mid-Year update in respect of Post-Payment Verification Activity	An	PPV Manager					D√	√	

Matter to be Considered by Committee	Frequency	Responsible Lead	Scheduled Committee Dates 2025/26						
			Quarter 1			Quarter 2	Quarter 3		Quarter 4
			22 nd April 2025	20 th May <i>Draft Accounts</i>	24 th June <i>Final Accounts</i>	18 th Sept 2025	21 st Oct 2025	16 th Dec 2025	12 th Feb 2026
Clinical Audit									
Receive the Clinical Audit Activity Annual Report 2024 - 2025	An	Medical Director			√				
Agree the Clinical Audit Plan 2025 - 2026	An	Medical Director			√				
Mid-year Report on the delivery of the Clinical Audit Plan	An	Medical Director					D√	√	
Internal Audit (Including Specialised Audit) – NWSSP Audit & Assurance Services									
Agree the Internal Audit Annual Workplan	An	HofIA	√						
Receive Internal Audit Progress Reports	SI	HofIA	√	√	√	√	√	√	√
Receive Internal Audit Review Reports, reviewing the adequacy of executive & management responses to any issues identified, ensuring that they are acted upon	SI	HofIA	√	√	√	√	√	√	√
Review and approve Internal Audit terms of reference (charter) and the effectiveness of internal audit	An	HofIA with Chair	√						
External Audit – Audit Wales									
Receive the External Audit Annual Audit Report	An	AW		√D	√				
Agree the External Audit Annual Plan	An	AW	√						
Receive the draft external auditor's opinion on the quality account	An	AW						W	
Receive the 2025 Structured Assessment	An	AW					D√	√	

Matter to be Considered by Committee	Frequency	Responsible Lead	Scheduled Committee Dates 2025/26						
			Quarter 1			Quarter 2	Quarter 3		Quarter 4
			22 nd April 2025	20 th May <i>Draft Accounts</i>	24 th June <i>Final Accounts</i>	18 th Sept 2025	21 st Oct 2025	16 th Dec 2025	12 th Feb 2026
Receive External Audit Progress Report 2025-26	SI	AW	√	√	√	√	√	√	√
Review of External Audit Reports including results & the adequacy of executive & management responses to any issues identified, ensuring that they are acted upon	Ad hoc	AW							
Consider any Audit Wales National Value for Money Examinations & Performance Reports	Ad hoc	AW							
Total Items Scheduled (excluding preliminary items) -to be updated prior to each meeting			13	16	17	14	16	14	8
Audit, Risk and Assurance Committee Members to meet Independently with:									
External Audit Team	BI	Chair			√			√	
Internal Audit Team	BI	Chair		√			√		
Local Counter Fraud Team	BI	Chair	√			√			√

Lead Officer Key	
DofCG	Director of Corporate Governance
DofF&P	Director of Finance and Procurement
HofCF	Head of Counter Fraud
PPV	Post Payment Verification
HofIA	Head of Internal Audit
AW	Audit Wales
Chair	Chair

Frequency of Inclusion Key	
SI	Standing Item
AN	Annually
BI	Biannually
Quarterly	Quarterly

Schedule of Meetings Key	
√	Scheduled agenda item in FWP
√ R	Received at the Scheduled meeting
D	Deferred from this agenda
√ D	Deferred Scheduled agenda item Received
W	Withdrawn from FWP
T	Transferred to another Committee
IC	Matter discussed In Committee

Appendix 3

**Attendance at 2025-26 Audit, Risk and Assurance Committee Meetings:
Independent Members and Lead Executives**

Meeting Dates	22 April 2025	20 May 2025	24 June 2025	18 September 2025	21 October 2025	16 December 2025	22 January 2025	12 February 2025
MEMBERS								
Iwan Jones (Chair)	√	√	√	√	√	√	√	√
Dafydd Vaughn	√	√	√	√	√	√	√	√
Neil Patrick	√	√	√	√ *left early	√	√	√ *Joined Late	√
Helen Sweetland	Not yet a member of the committee	Not yet a member of the committee	Not yet a member of the committee	Apologies	√	√	√	√
OFFICERS								
Chief Executive	√	Apologies	Apologies	√	Apologies	Apologies	Apologies	Apologies
Director of Finance & Procurement	√	√	√	√	√	√	Not required to attend	√
Director of Corporate Governance	√	√	√	√	√	√	√	√



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Aneurin Bevan
University Health Board

People and Culture Committee Terms of Reference – 2026/27

Version: Draft

Date: May 2026

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1. Introduction

The Aneurin Bevan University Health Board's standing orders provide that *"The Board may and, where directed by the Welsh Government, must appoint Committees of the Health 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 line with standing orders and the Health Board's Scheme of Delegation, the Board shall nominate annually a committee to be known as the **People and Culture Committee**.

The Committee is formed of Independent Members of the Health Board and has no executive powers, other than those specifically delegated to it by the Board as outlined in these Terms of Reference.

The detailed Terms of Reference and operating arrangements set by the Board in respect of this Committee are set out in this document.

2. Purpose of the Committee

The purpose of the People and Culture Committee is to advise and assure the Board and the Accountable Officer on all matters relating to staff and workforce planning of the Health Board; and plans to enhance the environment that supports and values staff in order to engage the talent and nurture the leadership capability of individuals and teams working together to drive the desired culture throughout the Health Board to deliver safer better healthcare.

The Committee will also provide advice and assurance to the Board in relation to the direction and delivery of Organisational Development and other related frameworks to drive continuous improvement and to achieve the objectives of the Health Board.

It will support the Health Board in discharging its accountabilities and responsibilities for the achievement of the Health Board's objectives and organisational requirements in accordance with the standards of good governance determined for the NHS in Wales.

Where appropriate, the Committee will advise the Board and the Accountable Officer (Chief Executive) on where and how its system of governance and assurance may be strengthened and further developed.

3. Delegated Powers and Authority

3.1. Principal Duties

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

a) **Culture & Values:**

- Oversee a credible process for assessing, measuring and reporting on the “culture of the organisation” on a consistent basis over time.
- Oversee the coherence and comprehensiveness of the ways in which the Health Board engages with staff and with staff voices, including the staff survey, and report on the intelligence gathered, and its implications.
- Oversee the development of a person-centred open and learning culture that is caring and compassionate, which nurtures talent and inspires innovation and excellence.
- Seek assurance that there is positive progress on equality and diversity, including shaping and setting direction, monitoring progress and promoting understanding inside and outside the Health Board.
- Promote staff engagement and partnership working.
- Seek assurance that the organisation adopts a consistent working environment which promotes staff well-being, where people feel safe and are able to raise concerns, and where bullying and harassment are visibly and effectively addressed.
- Support the enhancement of collaborative working relationships across the Health Board between professions and other stakeholders including representative bodies and regulators to improve culture.

b) **Organisational Development & Capacity:**

- Seek assurance on the implementation of the Board’s Organisational Development Plans;
- Seek assurance that the systems, processes and plans used by the Health Board have integrity and are fit for purpose in the following areas:
 - strategic approach to growing the capacity of the workforce;
 - analysis and use of sound workforce, employment and demographic intelligence;
 - the planning of current and future workforce capacity;
 - effective recruitment and retention;
 - new models of care and roles;
 - agile working;
 - identification of urgent capacity problems and their resolution
 - continuous development of personal and professional skills;
 - talent management

- Seek assurance on the Health Board’s plans for ensuring the development of leadership and management capacity, including the Health Board’s approach to succession planning;
- Seek assurance that workforce and organisational development plans, including those developed with strategic partners, are informed by the Sustainable Development Principle as defined by the Well-being of Future Generations (Wales) Act 2015.

c) Performance Reporting:

- Seek assurances that internal control arrangements are appropriately designed and operating effectively to ensure the provision of high quality, legal and safe workforce practices, processes and procedures.
- Scrutinise workforce and organisational development performance issues and key performance indicators and the associated plans to deliver against these requirements, achieved by establishing a succinct set of key performance and progress measures (in the form a performance dashboard) relating to the full purpose and function of the Committee, including:
 - The Health Board’s strategic priorities relating to workforce;
 - organisational culture;
 - strategies to promote and protect staff Health & Wellbeing;
 - workforce utilisation and sustainability;
 - recruitment, retention and absence management strategies;
 - strategic communications;
 - workforce planning;
 - plans regarding staff recruitment, retention and remuneration;
 - succession planning and talent management;
 - staff appraisal and performance management;
 - training, development and education;
 - management & leadership capacity programmes;
 - consultant job planning; and
 - arrangements for staff raising concerns and speaking up safely.
- Seek assurance on the implementation of those strategic plans developed in partnership which relate to workforce and culture.
- Ensure there is an effective system in place to consider and respond in a timely manner to workforce and organisational development performance audits received across the organisation and an effective system in place to monitor progress on actions resulting from such audits.
- Monitor and scrutinise relevant internal and external audit reports, management responses to action plans.

The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee

for review, in-line with the Board's Policy Management Framework and Scheme of Delegation and Reservation of Powers.

d) Risk Management

The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Corporate Risk Register.

e) Statutory and Mandatory Compliance:

Seek assurance, on behalf of the Board, that current statutory and regulatory compliance and reporting requirements are met, including:

- Equality & Diversity Legislation
- Welsh Language Standards
- Wellbeing of Future Generations Act (where relevant to this Committee)
- Consultation on Organisational Change
- Mandatory and Statutory Training

3.2. Authority

The Committee is authorised by the Board to investigate or to 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 Health Board relevant to the Committee's remit (ensuring patient, service user, client and staff confidentiality, as appropriate). It may seek relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee);

and

- any other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

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

The Committee may act on any particular matter or issue upon which the Board or the Accountable Officer may seek advice.

3.3. Sub-Committees

The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to perform specific aspects of Committee business.

3.4. Committee Programme of Work

Each year the Board will determine the Committee's priorities for its annual programme of work, based on the Board's Assurance Framework and Corporate Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage.

This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

3.5. Access

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

4. Membership

4.1. Members

The Committee shall comprise of three (3) members [*one of which should be the Independent Member (Trade Union)*]:

Chair: Independent member of the Board

Vice Chair: Independent member of the Board

Other Members: Two (2) other independent members of the Board

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

4.2. Attendees

Officers of the Health Board may attend:

- The lead Executive for the Committee will be the Director of Workforce and Organisational Development.
- Chief Executive / Accountable Officer
- Director of Finance, Procurement and VBHC
- Other Executive Directors will attend as required by the Committee

Others by invitation

The Committee Chair may invite any other Health Board officials and / or any others from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

4.3. Member Appointments

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

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 their period of appointment a member may resign or be removed by the Board.

5. Support

5.1. Secretariat

Secretariat arrangements will be determined and arranged by the Director of Corporate Governance.

5.2. Advice and Member Support

The Director of Corporate Governance, on behalf of the Committee Chair, shall:

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

6. Committee Meetings

6.1. Quorum

At least three (3) of the selected members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.

6.2. Frequency of Meetings

The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than **three times yearly**, and in line with the Health Board's annual plan of Board Business.

The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

6.3. Openness and Transparency

Section 3.1 of the Health Board's Standing Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:

- hold meetings in public, other than where a matter is required to be discussed in private (see point 6.4);
- issue an annual programme of meetings (including timings and venues) and its annual programme of business;
- publish agendas and papers on the Health Board's website in advance of meetings;
- ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read; and
- through PTHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

6.4. Withdrawal of individuals in attendance

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 Director of Corporate Governance where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee 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) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

7. Relationship and Accountabilities with the Board and its Committees

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 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, 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, it will contribute 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 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 the Health Board's overall system of assurance.

The Committee shall embed the Health Board's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

8. Reporting and Assurance Arrangements

The Committee Chair shall:

- Report formally, regularly and on a timely basis to the Board and the Accountable Officer on the Committee's activities. This includes verbal updates on activity and the submission of committee minutes and written reports throughout the year;
- Bring to the Board and the Accountable Officer's specific attention any significant matters under consideration by the Committee;
- Ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive (and Accountable Officer) 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 and the Accountable Officer on its work in support of the Accountability Report, the Annual Governance Statement and the Annual Quality Statement, specifically commenting on the adequacy of the assurance arrangements, the extent to which risk management is comprehensively embedded throughout the organisation, the integration of governance arrangements and the appropriateness of self-assessment activity against relevant standards. The report will also record the results of the committee's self-assessment and evaluation.

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

The Director of Corporate Governance, on behalf of the Board, shall oversee a process of annual self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Audit Committee Handbook.

9. Applicability of Standing Orders to Committee Business

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 following areas:

- Quorum
- Issue of Committee Papers

10. Chair's Action on Urgent Matters

There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two other Independent Members of the Committee. The Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

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

11. Review

These Terms of Reference shall be reviewed annually by the Committee with reference to the Board.



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Aneurin Bevan
University Health Board

Patient Quality, Safety and Outcomes Committee

Terms of Reference – 2026/27

Version: Draft

Date: May 2026

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1. INTRODUCTION

- 1.1 Section 2 of the Standing Orders of the Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB, the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by committees".

- 1.2 The Health Board has established a committee to be known as the **Patient Quality, Safety & Outcomes Committee** (referred to throughout this document as 'the Committee'). The Terms of Reference and operating arrangements set by the Board in respect of this committee are provided below.

2. PURPOSE

- 2.1 The scope of the Committee extends to the full range of ABUHB responsibilities, with the exception of Mental Health and Learning Disabilities services which are the responsibility of the Mental Health and Learning Disabilities Committee. This encompasses all areas of patient experience, quality and safety relating to patients, carers and service users, within directly provided services and commissioned services. The Committee may, however, consider Mental Health and Learning Disabilities matters where required to support Board assurance on quality and safety, including findings arising from external inspections such as Healthcare Inspectorate Wales reviews. The Committee will embrace the Health and Care Standards as the Framework in which it will fulfil its purpose:

- Staying Healthy
- Safe Care
- Effective Care
- Dignified Care
- Timely Care
- Individual Care
- Staff and Resources

2.1 ADVICE

The Committee will provide accurate, evidence based (where

possible) and timely advice to the Board and its committees in respect of the development of the following matters, consistent with the Board's overall strategic direction

- Citizen Experience; and
- Quality and Safety of directly provided and commissioned services.

2.2 ASSURANCE

In respect of the achievement of the Boards' strategic aims, objectives and priorities, the Committee will seek assurances on:

- a. The robustness of the Board's Clinical Quality Governance Arrangements;
- b. the experience of patients, citizens and carers ensuring continuous learning;
- c. the provision of high quality, safe and effective healthcare within directly provided and commissioned services; and
- d. the effectiveness of arrangements in place to support Improvement and Innovation.

3 DELEGATED POWERS AND AUTHORITY

3.1 With regard to the powers delegated to it by the Board, the Committee will:

- A. Seek assurance that the Health Board's **Clinical Quality Governance Arrangements** remain appropriate and aligned to the National Quality Framework and is embedded in practice.
- B. Seek assurance that arrangements for capturing the **experience of patients, citizens and carers** are sufficient, effective and robust, including:
 - the delivery of the Patient Experience Plan; and
 - the implementation of Listening to People regulations (to include patient safety incidents, complaints, compliments, clinical negligence claims and inquests) reporting trends, with particular emphasis on ensuring that lessons are learned.
- C. Seek assurance that arrangements for **the provision of high quality, safe and effective healthcare** are sufficient, effective and robust, including:

- the systems and processes in place to ensure efficient, effective, timely, dignified and safe delivery of directly provided services;
- the commissioning assurance arrangements in place to ensure efficient, effective, timely, dignified and safe delivery of those services commissioned for delivery on ABUHB's behalf;
- the arrangements in place to undertake, review and act on clinical audit activity which responds to national and local priorities;
- the recommendations made by internal and external review bodies, ensuring where appropriate, that action is taken in response;
- the arrangements in place to ensure that there are robust infection prevention and control measures in place in all settings;
- the development of the Board's Annual Quality Priorities; and,
- performance against key quality outcomes focussed indicators and metrics.

D. Seek assurance on the arrangements in place to support **Research and Development** and **Improvement and Innovation**, including:

- an overview of the research and development activity within the organisation;
- alignment with the national objectives published by Health and Care Research Wales (HCRW);
- an overview of the quality improvement activity within the organisation.

E. Seek assurance that arrangements for **compliance with Health and Safety Regulations and Fire Safety Standards** are sufficient, effective and robust, including:

- the operating practices in respect of: staff health and safety; stress at work; patient health and safety, i.e., patient falls, patient manual handling; violence and aggression; fire safety; risk assessment processes; safe handling of loads; and hazardous substances

3.2 The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this

Committee for review, in-line with the Board's Policy Management Framework and Scheme of Delegation and Reservation of Powers.

- 3.3 The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Corporate Risk Register.

Authority

- 3.4 The 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 Health Board relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate.

The Committee may seek any relevant information from any:

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

- 3.5 The 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 (subject to the Board's procurement, budgetary and any other applicable standing requirements).

Access

- 3.6 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.
- 3.7 The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

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

Committee Programme of Work

- 3.10 Each year the Board will determine the Committee's priorities for its annual programme of work, based on the Board's Quality

Framework and Board Assurance Framework/Strategic Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage.

This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

4 MEMBERSHIP

Members

4.1 Membership will comprise of five (5) members:

Chair: Independent member of the Board

Vice Chair: Independent member of the Board

Other Members: Three other independent members of the Board
[one of which should be the Vice Chair of the Health Board and the Chair of the Audit, Risk and Assurance Committee]

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

Attendees

4.2 In attendance: The following Executive Directors of the Board will be regular attendees:

- Director of Nursing
- Director of Allied Health Professionals and Health Science
- Medical Director
- Chief Operating Officer

4.3 By invitation:

The Committee Chair extends an invitation to the ABUHB Chair and Chief Executive to attend committee meetings.

The Committee Chair will extend invitations to attend committee meetings, dependent upon the nature of business, to the following:

- other Executive Directors not listed above;
- other Senior Managers and
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

- 4.4 The Office of the Director of Corporate Governance will provide secretariat services to the Committee.

Member Appointments

- 4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of ABUHB - 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.
- 4.6 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.
- 4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of ABUHB.

Support to Committee Members

- 4.8 The Director of Corporate Governance, on behalf of the Committee Chair, shall:
- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
 - ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5 COMMITTEE MEETINGS

Quorum

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

- 5.2 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

- 5.3 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than **bi-monthly (six times yearly)**, and in line with the Health Board's annual plan of Board Business.
- 5.4 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

- 5.5 Section 3.1 of ABUHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
 - issue an annual programme of meetings (including timings and venues) and its annual programme of business;
 - publish agendas and papers on the Health Board's website in advance of meetings;
 - ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read; and
 - through ABUHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

Withdrawal of individuals in attendance

- 5.6 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 Director

of Corporate Governance where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee 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) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions (as set out within these terms of reference), the Board retains overall responsibility and accountability for all matters relating to performance and resources.

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

- 6.2 The Committee will work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business;
 - sharing of appropriate information; and
 - applicable escalation of concerns.

In doing so, this contributes 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.

- 6.3 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 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 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 Chair of ABUHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 7.2 The Board may also require the Committee Chair to report upon the Committee’s activities at public meetings, e.g., Annual General Meeting, 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.
- 7.3 The Director of Corporate Governance shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee’s performance and operation including that of further committees established.
- 7.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee’s self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in ABUHB’s Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum
 - Issue of Committee papers

9. CHAIR’S ACTION ON URGENT MATTERS

- 9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two 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.
- 9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

- 10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair will report any changes to the Board for ratification.
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Aneurin Bevan
University Health Board

Remuneration and Terms of Service Committee Terms of Reference

Version: Draft

Date: May 2026

Document Title:	Remuneration and Terms of Service Committee Terms of Reference
Date of Document:	May 2026
Version:	Draft
Approved by:	Board
Previous Version:	March 2022
Review date:	May 2027

1. Introduction

The Aneurin Bevan University Health Board's standing orders provide that *"The Board may and, where directed by the Welsh Government, must appoint Committees of the Health 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 line with standing orders and the Health Board's Scheme of Delegation, the Board shall nominate annually a committee to be known as the **Remuneration and Terms of Service Committee**.

The Committee is formed of Independent Members of the Health Board and has no executive powers, other than those specifically delegated to it by the Board as outlined in these Terms of Reference.

The detailed Terms of Reference and operating arrangements set by the Board in respect of this Committee are set out in this document.

2. Purpose of the Committee

The purpose of the **Remuneration and Terms of Service Committee** is to provide:

- **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 Welsh Government;

and

- **assurance** to the Board in relation to the Health Board'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

It will support the Health Board in discharging its accountabilities and responsibilities for the achievement of the Health Board's objectives and organisational requirements in accordance with the standards of good governance determined for the NHS in Wales.

Where appropriate, the Committee will advise the Board and the Accountable Officer (Chief Executive) on where and how its system of governance and assurance may be strengthened and further developed.

3. Delegated Powers and Authority

3.1. Governance & Assurance

The Committee will provide advice and assurance on the Health Board's:

- remuneration and terms of service for the Chief Executive, Executive Directors and other Very Senior Managers (VSMs) not covered by Agenda for Change; ensuring that the policies on remuneration and terms of service as determined by Welsh Government are applied consistently;
- objectives for Executive Directors and other VSMs and their performance assessment;
- performance management system in place for those in the positions mentioned above and its application;
- proposals to make additional payments to consultants and other staff groups where permissible in terms and conditions or terms of engagement, e.g. bank workers; and
- proposals regarding termination and settlement arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.

3.2. Authority

The Committee is authorised to investigate or to have investigated any activity (clinical and non-clinical) within its Terms of Reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the Health Board relevant to the Committee's remit (ensuring patient, service user, client and staff confidentiality, as appropriate). It may seek relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee);

and

- any other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

The Committee is authorised to review senior level secondments to ensure compliance with relevant policies and frameworks.

The Committee is authorised by the Board to consider and ratify Voluntary Early Release Scheme (VERS) applications and severance payments, in line with standing orders and extant Welsh Government guidance.

The Chair of the Committee, as agreed by the Committee and Board will have the authority to approve VERS applications between meetings with advice from the Director of Workforce and Organisation Development

and Director of Corporate Governance, but these must be ratified at the next meeting of the Committee.

The Committee is authorised by the Board to consider and ratify a variance in rates of pay outside of national agreements in order to maintain safe services and respond to service pressures.

The Chair of the Committee, as agreed by the Committee and Board will have the authority to approve the variance to rates of pay between meetings with advice from the Director of Workforce and Organisational Development and Director of Corporate Governance, but these must be ratified at the next meeting of the Committee.

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

The Committee may act on any particular matter or issue upon which the Board or the Accountable Officer may seek advice.

The Committee shall have no powers to develop or modify existing pay schemes nor to manage or direct the appointment of non-board level director appointments (including senior staff, managers or other staff employed by the organisation).

Outside of the Committee the Director of Workforce & OD, with the Chief Executive Officer where required, will make decisions related to staff matters where they are in line with agreed national Terms and Conditions.

3.3. Sub-Committees

The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to perform specific aspects of Committee business.

4. Membership

4.1. Members

The Committee shall comprise of four (4) members:

Chair: Chair of the Board

Vice Chair: Vice Chair of the Board

Other Members: the Chair of the Audit, Risk & Assurance Committee
One other Independent member

4.2. Attendees

Attendees are by invitation only and the Committee Chair may invite others to attend all or part of a meeting to assist it with its discussions

on any particular matter except when their personal remuneration and terms and conditions are to be discussed. These are:

- Chief Executive
- Director of Workforce and Organisational Development

- Any other Health Board officials and / or any others from within or outside the organisation

4.3. Member Appointments

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

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 their period of appointment a member may resign or be removed by the Board.

5. Support

5.1. Secretariat

Secretariat arrangements will be determined and arranged by the Director of Corporate Governance.

5.2. Advice and Member Support

The Director of Corporate Governance, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role;
and
- ensure the provision of a programme of organisational development for committee members as part of the Health Board's overall OD programme developed by the Director of Workforce and Organisational Development.

6. Committee Meetings

6.1. Quorum

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

6.2. Frequency of Meetings

Frequency of Meetings - Meetings will be held twice-yearly and otherwise as the Chair of the Committee deems necessary – consistent with the Health Boards plan of Board business.

6.3. Record of the Committee Meeting

A record of the meeting will be presented as notes and action points.

6.4. Public Meetings

The Committee will not routinely meet in public.

6.5. In Committee & withdrawal of individuals in attendance

The Chair may ask any or all of those who normally attend but who are not members of the Committee to withdraw to receive information which may include matters of a sensitive and/or confidential nature.

7. Relationship and Accountabilities with the Board and its Committees

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 these matters.

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, 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, it will contribute 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 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 the Health Board's overall system of assurance.

The Committee shall embed the Health Board's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

8. 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 committee minutes and written reports throughout the year;

- Bring to the Board and the Accountable Officer's specific attention any significant matters under consideration by the Committee;
- Ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive (as Accountable Officer) 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 activities in support of the Health boards governance and assurance arrangements. The report will also record the results of the committee's self-assessment and evaluation.

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

The Director of Corporate Governance, on behalf of the Board, shall oversee a process of annual self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Audit Committee Handbook.

9. Applicability of Standing Orders to Committee Business

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 following areas:

- Quorum

10. Review

These Terms of Reference shall be reviewed annually by the Committee with reference to the Board.



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University Health Board

Partnerships, Population Health and Planning Committee

Terms of Reference – 2026/27

Version: Draft
Date: May 2026

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1. INTRODUCTION

- 1.1 Section 2 of the Standing Orders of the Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB, the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by committees".

- 1.2 In-line with Standing Orders and the Board's Scheme of Delegation and Reservation of Powers, the Health Board has established a committee to be known as the **Partnerships, Population Health and Planning Committee** (referred to throughout this document as 'the Committee'). The Terms of Reference and operating arrangements set by the Board in respect of this committee are set out below.
- 1.3 The scope of the Committee extends to all areas of Partnership Working, Population Health and Planning across the full breadth of the Health Board's responsibilities.
- 1.4 This Committee will not be responsible for the development of strategy, which is a collective Board responsibility and therefore reserved for full Board discussions.

2. PURPOSE

2.1 **ADVICE**

The Committee will provide accurate, evidence based (where possible) and timely advice to the Board and its committees in respect of the development of the following matters consistent with the Board's overall strategic direction:

- a. strategy, strategic frameworks and plans for the delivery of high quality and safe services, consistent with the board's overall strategic direction;
- b. business cases and service planning proposals;
- c. the alignment of supporting and enabling strategies, including workforce, capital, estates and digital;
- d. the implications for service planning arising from strategies and plans developed through the Joint Committees of the Board or other strategic partnerships, collaborations or working arrangements approved by the Board; and

- e. the Health Board's priorities and plans to improve population health and wellbeing.

2.2 ASSURANCE

In respect of the achievement of the Boards' strategic aims, objectives and priorities, the Committee will seek assurances in:

- a. the robustness of the Health Board's approach, systems and processes for developing strategies and plans, including those developed in partnership;
- b. plans and arrangements for the following matters are adequate, effective and robust and achieving intended outcomes:
 - (i) Joint committee and partnership planning;
 - (ii) Engagement and communication; and
 - (iii) Civil Contingencies and Business Continuity;
- c. that partnership governance and partnership working is effective and successful; and
- d. that those arrangements in place to improve population health and wellbeing are robust and effective and delivering intended outcomes.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 With regard to specific powers delegated to it by the Board, the Committee will:

a) Partnership Working

- i. consider the development of strategies and plans developed in partnership with key strategic partners
- ii. monitor work undertaken with partner organisations and stakeholders to influence the provision of services to meet current and future population need
- iii. seek assurance that partnership governance and partnership working is effective and successful.

b) Population Health

- i. **Use population health intelligence to drive action**
Ensure that population health and wellbeing assessments, surveillance data, needs assessments and other intelligence are actively used to inform strategic priorities, target interventions, and shape evidence based planning, with a clear focus on prevention and reducing avoidable demand.
- ii. **Lead and assure whole system pathway transformation**
Provide strategic oversight and challenge on the development, redesign and delivery of whole system pathways, ensuring they are prevention focused, reduce unwarranted variation,

- address inequalities, and improve outcomes across the life course.
- iii. **Assure delivery of health improvement and equity**
Seek assurance that robust plans, systems and governance arrangements are in place to deliver measurable improvements in population health and wellbeing, with explicit actions to narrow health inequalities and address the wider determinants of health.
 - iv. **Hold the Health Board to account for reducing health inequalities**
Provide oversight and assurance on the Health Board's contribution to reducing avoidable and unfair health inequalities, including the effectiveness of targeted interventions for priority populations and communities experiencing the poorest outcomes.
 - v. **Ensure statutory and policy alignment**
Ensure that population health priorities and developments are compliant with statutory duties and aligned with national public health policy, including Well being of Future Generations principles, prevention agendas, and population health outcomes frameworks.

a) Strategic Planning

- a. Seek assurance that the health board's Planning arrangements are robust and fit for purpose, including the approach to developing the Integrated Medium-Term Plan and Annual Priorities;
- b. Seek assurance that the Health board Has sufficient enabling plans to support the achievement of strategic objectives;
- c. Seek assurance that the Health Board's arrangements for engagement and consultation in respect of service change matters are robust and effective;
- d. Seek assurance that national and regional planning guidance is used to inform the development of strategic plans;
- e. Seek assurance on the process for the development of the Board's Capital Discretionary Programme and Capital Business Cases;
- f. Seek assurance that the Health Board's Commissioning Plans robust and fit for purpose;
- g. Seek assurance on the effectiveness of the Health Board's Civil Contingency Plans and Major Incident Planning;
- h. Seek assurance that plans respond to the Wellbeing of Future Generations Act (Wales) 2015; and
- i. Seek assurance that the Health Board's plans give due regard to the Socio-economic Duty for Wales.

- 3.2 The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in-line with the Board's Policy Management Framework and Scheme of Delegation and Reservation of Powers.
- 3.3 The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Corporate Risk Register.

Authority

- 3.4 The 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 Health Board relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate.

The Committee may seek any relevant information from any:

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

- 3.5 The 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 (subject to the Board's procurement, budgetary and any other applicable standing requirements).

Access

- 3.6 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.
- 3.7 The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

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

Committee Programme of Work

- 3.9 Each year the Board will determine the Committee's priorities for its annual programme of work, based on the Board's Assurance Framework and Corporate Risk Register. This approach will ensure

that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

4. MEMBERSHIP

Members

4.1 Membership will comprise:

Chair	Independent member of the Board
Vice Chair	Independent member of the Board
Members	Independent member of the Board x2

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

Attendees

4.2 In attendance: The following Executive Directors of the Board will be regular attendees:

- Director of Strategy, Planning and Partnerships
- Director of Public Health
-
- Director of Digital

4.3 By invitation:

The Committee Chair extends an invitation to the ABUHB Chair and Chief Executive to attend committee meetings.

The Committee Chair will extend invitations to attend committee meetings, dependent upon the nature of business, to the following:

- other Executive Directors not listed above;
- other Senior Managers and
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

4.4 The Office of the Director of Corporate Governance will provide secretariat services to the Committee.

Member Appointments

4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of ABUHB - 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.

4.6 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.

4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of ABUHB.

Support to Committee Members

4.8 The Director of Corporate Governance, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5. COMMITTEE MEETINGS

Quorum

5.1 At least **three** members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.

5.2 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

5.3 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than **three times yearly**, and in line with the Health Board’s annual plan of Board Business.

5.4 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

5.5 Section 3.1 of ABUHB Standings Orders confirms the Board’s commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:

- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
- issue an annual programme of meetings (including timings and venues) and its annual programme of business;
- publish agendas and papers on the Health Board’s website in advance of meetings;
- ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read; and
- through ABUHB’s website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

Withdrawal of individuals in attendance

5.6 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 Director of Corporate Governance where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee 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) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions (as set out within these terms of reference), the Board retains overall responsibility and accountability for all matters relating to performance and resources.

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

- 6.2 The Committee will work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business;
 - sharing of appropriate information; and
 - applicable escalation of concerns.

In doing so, this contributes 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.

- 6.3 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 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 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 Chair of ABUHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters

that may affect the operation and/or reputation of the Health Board.

- 7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g., Annual General Meeting, 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.
- 7.3 The Director of Corporate Governance shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of further committees established.
- 7.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in ABUHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
 - Quorum
 - Issue of Committee papers

9. CHAIR'S ACTION ON URGENT MATTERS

- 9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two 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.

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

10. REVIEW

- 10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair will report any changes to the Board for ratification.
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University Health Board

Charitable Funds Committee Terms of Reference – 2026/27

Version: Draft

Date: May 2026

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1. Introduction

The Aneurin Bevan University Health Board’s standing orders provide that *“The Board may and, where directed by the Welsh Government, must appoint Committees of the Health 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 line with standing orders and the Health Board’s Scheme of Delegation, the Board shall nominate annually a committee to be known as the **Charitable Funds Committee**.

Aneurin Bevan University Local Health Board (ULHB) Charitable Fund and Other Related Charities, also known as Aneurin Bevan Health Charity, is registered with the Charity Commission following a Deed of Amendment dated 7th January 2011 with Aneurin Bevan University Local Health Board as the Corporate Trustee, registration number 1098728.

The Aneurin Bevan ULHB was appointed as corporate trustee of the charitable funds by virtue of the Supplemental Deed of Declaration and that its Board serves as its agent in the administration of the charitable funds held by the ULHB.

The detailed Terms of Reference and operating arrangements set by the Board in respect of this Committee are set out in this document. The Health Board, acting as trustee must approve any changes to these terms of reference.

2. Purpose of the Committee

The purpose of the **Charitable Funds Committee** (“the Committee”) is to:

Ensure the stewardship and effective management of funds which have been donated, bequeathed and given to the Aneurin Bevan Health Charity for charitable purposes by making and monitoring arrangements for the control and management of the Health Board’s Charitable Funds.

3. Delegated Powers and Authority

3.1. Authority

The Committee is authorised with the responsibility for

- Overseeing the day-to-day management of the investments of the charitable funds in accordance with the investment strategy set

down from time to time by the trustee and the requirements of the ULHB's Standing Financial Instructions;

- Scrutinising requests for use of the charitable funds to ensure that any such use is in accordance with the aims and purpose of any charitable fund or donation and are clinically and ethically appropriate. Committee members will bear in mind due diligence to Charity Commission and ULHB guidance regarding the ethical use of funds and acceptance of donations;
- The appointment of an investment manager (where appropriate) to advise it on investment matters and may delegate day-to-day management of some or all of the investments to that investment manager. In exercising this power the Committee must ensure that:
 - The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it;
 - There are in place adequate internal controls and procedures which will ensure that the power is being exercised properly and prudently;
 - The performance of the person or persons exercising the delegated power is regularly reviewed;
 - Where an investment manager is appointed, that the person is regulated under the Financial Services Act 1986;
 - Acquisitions or disposal of a material nature must always have written authority of the Committee or the Chair of the Committee in conjunction with the Director of Finance and Performance;
 - Ensuring that the banking arrangements for the charitable funds should be kept entirely distinct from the Health Board's NHS funds;
 - Ensuring that arrangements are in place to maintain current account balances at minimum operational levels consistent with meeting expenditure obligations, the balance of funds being invested in interest bearing deposit accounts;
 - Ensuring that the amount to be invested or redeemed from the sale of investments shall have regard to the requirements for immediate and future expenditure commitments;
 - Ensuring the operation of an investment pool when this is considered appropriate to the charity in accordance with charity law and the directions and guidance of the Charity Commission. The Committee shall propose the basis to the LHB Board for applying accrued income to individual funds in line with charity law and Charity Commissioner guidance;
 - Regularly reviewing investments to see if other opportunities or investment services offer a better return.

The Committee may seek relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee);

and

- any other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

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

The Committee may act on any particular matter or issue upon which the Board or the Accountable Officer may seek advice.

3.2. Sub-Committees

The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to perform specific aspects of Committee business.

4. Function and Work Programme

4.1. Delegated Powers and Duties of Director of Finance & Performance

The Director of Finance (as Financial Trustee) has prime responsibility for the Health Board's Charitable Funds as defined in the Health Boards Standing Financial Instructions. The specific powers, duties and responsibilities are:

- The administration of all existing charitable funds;
- To identify any new charity that may be created (of which the Health Board is trustee) and to deal with any legal steps that may be required to formalise the trusts of any such charity;
- To provide guidelines with respect to donations, legacies and bequests, fundraising and trading income;
- The responsibility for the management of investment of funds held on trust;
- To ensure appropriate banking services are available;
- To prepare reports to the LHB Board including the Annual Account.

4.2. Effective Assurance

The Committee's programme of work will be designed to provide assurance that:

- Within the budget, priorities and spending criteria determined by the Health Board as trustee and consistent with the requirements of the Charities Act 1993, Charities Act 2006 (or any modification of these acts) to apply the charitable funds in accordance with their respective governing documents.
- To ensure that the Health Board policies and procedures for charitable funds investments are followed.
- To make decisions involving the sound investment of charitable funds in a way that both preserves their value and produces a proper return consistent with prudent investment and ensuring compliance with:
 - Trustee Act 2000;
 - The Charities Act 1993;
 - The Charities Act 2006;
 - Terms of the fund's governing documents.
- To receive at least twice a year reports for ratification from the Director of Finance and investment decisions and action taken through delegated powers upon the advice of the Health Board's investment adviser.
- To oversee and monitor the functions performed by the Director of Finance as defined in Standing Financial Instructions.
- To monitor the progress of Charitable Appeal Funds where these are in place and considered to be material.
- To monitor and review the Health Board's scheme of delegation for Charitable Funds expenditure and to set and reflect in Financial Procedures the approved delegated limits for expenditure from Charitable Funds.

4.3. Access

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

5. Membership

5.1. Members

The Committee shall comprise:

- | | |
|-------------|---------------------------------|
| Chair: | Independent member of the Board |
| Vice Chair: | Independent member of the Board |

Other Members: Independent Member

Two (2) Executive Directors:

Chief Executive

Director of Finance and Procurement (as Financial Trustee)

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

5.2. Attendees

Other officers of the Health Board will attend:

- Other Executive Directors will attend as required by the Committee

Others by invitation

The Committee Chair may invite any other Health Board officials and / or any others from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter. These may include:

- ~ Director of Corporate Governance
- ~ Assistant Director of Finance – Financial Systems & Services
- ~ Head of Financial Services & Accounting
- ~ Charitable Funds Manager
- ~ Health Board's Investment Advisor

5.3. Member Appointments

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

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 their period of appointment a member may resign or be removed by the Board.

6. Support

6.1. Secretariat

Secretariat arrangements will be determined and arranged by the Director of Corporate Governance.

6.2. Advice and Member Support

The Director of Corporate Governance, on behalf of the Committee Chair, shall:

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

7. Committee Meetings

7.1. Quorum

At least three of the selected members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair, one other should be an Independent Member and one must be the Chief Executive or the Director of Finance

7.2. Frequency of Meetings

Meetings will be held **Quarterly** and otherwise as the Chair of the Committee deems necessary – consistent with the Health Boards plan of Board business.

7.3. Withdrawal of individuals in attendance

The Chairman may ask any or all of those who normally attend but who are not members of the Committee to withdraw to facilitate open and frank discussion of particular matters (an In Committee meeting).

7.4. Record of the Committee Meeting

A record of the meeting will be presented as notes and action points.

7.5. Public Meetings

The Committee will not routinely meet in public.

8. Relationship and Accountabilities with the Board and its Committees

The Committee is directly accountable to the Board, as Corporate Trustee, 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 and where appropriate its committees and groups, through the:

- ~ Joint planning and co-ordination of Board and Committee business and
- ~ Sharing of information

In doing so, it will contribute 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 Health Board's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

9. Reporting and Assurance Arrangements

The Committee Chair shall:

- Report formally, regularly and on a timely basis to the Board (as Trustees) on the Committee's activities.
- Bring to the Board and the Accountable Officer's specific attention any significant matters under consideration by the Committee;
- Ensure appropriate escalation arrangements are in place to alert the Health Board Chair and Chief Executive (as Accountable Officer) of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

The Director of Corporate Governance, on behalf of the Board, shall oversee a process of annual self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Audit Committee Handbook.

10. 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 following areas:

- Quorum

11. Review

These Terms of Reference shall be reviewed annually by the Committee with reference to the Board.



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Terms of Reference & Operating Arrangements

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Document Title:	Audit, Risk & Assurance Committee Terms of Reference – 2026/27
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1. INTRODUCTION

- 1.1 Section 2 of Aneurin Bevan University Health Board's Standing Orders (referred to in this document as 'ABUHB or the 'Health Board') Standing Orders provides that "*The Board may and, where directed by the Welsh Government must, appoint Committees of the THB 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*".
- 1.2 The Board has established a committee to be known as the **Audit, Risk and Assurance Committee** (referred to throughout this document as 'the Committee'). The Committee has been established in order to enable the scrutiny and review of matters related to audit, financial accounting, assurance and risk management, to a level of depth and detail not possible in Board meetings.
- 1.3 The detailed Terms of Reference and operating arrangements approved by the Board for this Committee are detailed below.

2. PURPOSE

- 2.1 The purpose of the Committee is to support the Board and Accounting Officer by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report by:
 - independently monitoring, reviewing and reporting to the Board on the processes of governance, risk management and internal control in accordance with the standards of good governance determined for the NHS in Wales;
 - advising the Board and the Accountable Officer on where, and how, its system of assurance may be strengthened and developed further;
 - Maintaining an appropriate financial focus demonstrated through robust financial reporting and maintenance of sound systems of internal control; and

- Working with the other committees of the Board to provide assurance that governance and risk management arrangements are adequate and part of an embedded Board Assurance Framework that is 'fit for purpose'.

3. DELEGATED POWERS AND AUTHORITY

3.1 The Audit, Risk and Assurance Committee will advise the Board and Accountable Officer on:

- the design, operation and effectiveness of strategic processes for risk management, internal control and corporate governance across the whole of the organisations activities;
- the Annual Accountability Report, which includes the Annual Governance Statement;
- the 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, and management's letter of representation to the external auditors;
- the planned activity and results of internal and external audit;
- adequacy of management response to issues identified by audit activity, including external audit's management letter;
- assurances relating to the management of risk and corporate governance requirements for the organisation;
- systems for financial reporting to the Board (including those of budgetary control);
- proposals for tendering for the purchase of audit and non-audit services from contractors who provide audit services; and
- anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.

The Audit, Risk and Assurance Committee will also periodically review its own effectiveness and report the results of that review to the Board.

3.2 The Committee's workplan will include:

- a report summarising any significant changes to the organisation's strategic risks and a copy of the strategic/corporate Risk Register;
- a progress report from the Head of Internal Audit summarising:
 - ✓ work performed (and a comparison with work planned);
 - ✓ key issues emerging from the work of internal audit;
 - ✓ management response to audit recommendations;
 - ✓ changes to the agreed internal audit plan; and
 - ✓ any resourcing issues affecting the delivery of the objectives of internal audit;
- a progress report (written/verbal) from the External Audit representative summarising work done and emerging findings (this may include, where relevant to the organisation, aspects of the wider work carried out by the Wales Audit Office, for example, Value for Money reports and good practice findings);
- management assurance reports;
- reports (where appropriate) on action taken within the Board's Scheme of Delegation as regards:
 - use of single tender waivers;
 - extensions of contracts;
 - writing off of losses; or
 - the making of special payments;
- A report summarising progress in the implementation of audit recommendations, together with a copy of the Audit Recommendations Tracker;

and when appropriate the Committee will be provided with:

- proposals for the terms of reference of internal audit / the internal audit charter;
- the internal audit strategy;
- the Head of Internal Audit's Annual Opinion and Report;

- quality assurance reports on the internal audit function;
 - the draft accounts of the organisation;
 - the draft Annual Accountability Report which includes the Annual Governance Statement;
 - a report on any changes to accounting policies;
 - external Audit's management letter;
 - a report on any proposals to tender for audit functions;
 - a report on co-operation between internal and external audit;
 - the organisation's Risk Management strategy;
 - periodic reporting on Post Payment Verification Audits, and arrangements for managing declarations of interest and gifts and hospitality; and
 - annual review of the Board's Standing Orders and Standing Financial Instructions, monitoring compliance and reporting any proposed changes to the Board for consideration and approval.
- 3.3 In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these. 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.
- 3.4 The Committee's programme of work will also 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 Accountable Officer through the Committee;
 - there is an effective counter fraud service that meets the standards set for the provision of counter fraud in the NHS in

Wales and provides appropriate assurance to the Board and the Accountable Officer through the Committee;

- there is an effective clinical audit and quality improvement function that meets the standards set for the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer through the Experience, Quality & Safety Committee;
- there are effective arrangements in place to secure active, ongoing assurance from management with regard to their responsibilities and accountabilities, whether directly to the Board and the Accountable Officer 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 the health board'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; and
- the results of audit and assurance work specific to the health boards, and the implications of the findings of wider audit and assurance activity relevant to the HB's operations, are appropriately considered and acted upon to secure the ongoing development and improvement of the organisations governance arrangements.

Authority

3.5 The 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 health board relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and

- any other committee, subcommittee or group set up by the Board to assist it in the delivery of its functions.
- 3.6 The 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.

Access

- 3.7 The Head of Internal Audit and the Engagement Partner/Audit Manager of External Audit shall have unrestricted and confidential access to the Chair of the Audit, Risk & Assurance Committee.
- 3.8 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.
- 3.9 The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

- 3.10 The Committee may, subject to the approval of the LHB Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

4. MEMBERSHIP

Members

- 4.1 Membership will comprise a minimum of four (4) members, comprising:

Chair	Independent Member of the Board
Vice Chair	Independent Member of the Board
Members	Independent Member of the Board x 2

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

Attendees

4.2 In attendance: The following members of the Executive Team will be regular attendees:

- The Accountable Officer
- Director of Finance, Procurement and VBHC
- Director of Corporate Governance

Other attendees will be:

- Head of Internal Audit
- Local Counter Fraud Specialist
- Representative of the Auditor General/External Audit

4.3 By invitation: The Committee Chair may extend invitations to attend committee meetings to the following:

- other Executive Directors; and
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

4.4 The secretariat for the Committee will be provided by the Office of the Director of Corporate Governance.

Member Appointments

4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of ABUHB - 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.

4.6 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.

4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of ABUHB.

Support to Committee Members

- 4.8 The Director of Corporate Governance, on behalf of the Committee Chair, shall:
- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
 - ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least three members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.
- 5.2 Where members notify the Committee Chair or Committee Secretariat that they are unable to attend a meeting, and there is a danger that the Committee will not be quorate, the Chair can invite another independent member to become a temporary member of the Committee.

Frequency of Meetings

- 5.3 The Chair of the Committee, in agreement with Committee Members, shall determine the timing and frequency of meetings. However, meetings shall be held as a minimum on a **Bi-Monthly basis** (six times per year) and in line with the health board's annual plan of Board Business. However, additional meetings will be called, in agreement with the Chair of the Committee, if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

- 5.4 Section 3.1 of ABUHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
- hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
 - issue an annual programme of meetings (including timings and venues) and its annual programme of business;
 - publish agendas and papers on the Health Board's website in advance of meetings;

- ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read; and
- through ABUHB’s website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g. interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and Welsh Language Standards 2018.

Withdrawal of individuals in attendance

- 5.5 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 Director of Corporate Governance where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee 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) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 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 audit and assurance. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.2 The Committee, through its Chair and members, shall work closely with the Board’s other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business;

- sharing of appropriate information; and
- appropriate escalation of concerns.

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.

- 6.3 The Committee shall embed the health board's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

7.1 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 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 Chair of ABUHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the health board.

7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g. Annual General Meeting, 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.

7.3 The Director of Corporate Governance, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of further committees established.

7.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in ABUHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum
- Issue of Committee papers

The Board and Board Committee Handbook provides detailed guidance on the conduct of the Committees business.

9. CHAIR'S ACTION ON URGENT MATTERS

- 9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two 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.
- 9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

- 10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair will report any changes to the Board for ratification.



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Aneurin Bevan
University Health Board

Mental Health and Learning Disabilities Committee Terms of Reference

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Date: May 2026

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Review date:	May 2027

1. Introduction

1.1 The Health Board's 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".

1.2 In line with Standing Orders (and the Board's Scheme of Delegation), the Board shall nominate annually a Committee to be known as the **Mental Health and Learning Disabilities Committee**. This Committee will focus on all aspects of the Health Board's activities to contribute to the agreement of a strategic direction for mental health, learning disabilities (all ages) and child and adolescent mental health services (CAMHS) in the areas of Gwent.

1.3 It will monitor the effectiveness and efficiency of service delivery for mental health, learning disabilities and CAMHS services and identify areas for improvement; and will also monitor the appropriate delivery of the functions of Hospital Managers in response to Chapter 11 of the Mental Health Act 1983 (co-ordinated on behalf of the Committee by the Mental Health Act Managers Group).

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

2. Purpose of the Committee

The purpose of the Mental Health and Learning Disabilities Committee, "the Committee" is to:

- **Advise** the Board to assist it in discharging its functions and meeting its responsibilities with regard to mental health, learning disabilities and CAMHS issues and especially the Health Board's compliance with the Mental Health Act 1983, Mental Capacity Act 2005, Equality Act 2010 (where relevant) and associated legislative and statutory frameworks.
- **Hold to account and provide assurance** to the Board that in relation to the health board's arrangements for responding to the above legislation that this is being undertaken appropriately in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales. In undertaking this work the Committee will have close liaison with other committees of the Board, especially the Patient Quality, Safety and Outcomes Committee.

- **Hold to account and provide assurance** to the Board that the National Dementia Standards are being implemented within the health board.

3. Delegated Powers and Authority

3.1 Committee will, in respect of its provision of advice and assurance to the Board:

- (a) Advise on the development and delivery of high quality and safe mental health and learning disabilities services, consistent with the Board's overall strategic direction and any requirements and standards set for NHS bodies in Wales;
- (b) consider the implications for mental health and learning disabilities care, this will include the implications for the Mental Capacity Act and Dementia Standards, arising from the development of the Board's corporate strategies and plans or those of its stakeholders and partners, including those arising from any Joint (sub) Committees of the Board and statutory partnerships;

3.2 The Committee will, in respect of its assurance role, seek assurances that governance arrangements (including risk management and integration of the Equality Act and Accessibility Standards) are appropriately designed and operating effectively to ensure the provision of high quality, safe and accessible mental and learning disabilities health care and services across the whole of the Board's activities including those services provided for the Board by third sector providers and service provision made by the independent sector.

3.3 To achieve this, the Committee will continually monitor, and seek assurance that the Health Board is complying with legislation to ensure that in relation to all aspects of mental health and learning disabilities provision:

- (a) there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;
- (b) that the Health Board, at all levels (strategic, directorate/division/clinical) has a citizen centred approach, putting patients, patient safety, well-being and safeguarding above all other considerations;

- (c) that the care planned or provided across the breadth of the organisation's functions (including directorate/division/ clinical and partnership teams and those provided by the independent or third sector) are consistently applied, based on sound evidence, are clinically effective and meet agreed standards and legal frameworks;
- (d) that the Health Board, at all levels (directorate/division/clinical/partnership teams) has the right systems and processes in place to deliver, from a patients perspective - efficient, effective, timely and safe services;
- (e) there is an ethos of continual quality improvement and regular methods of updating the workforce in the skills needed to demonstrate quality improvement throughout the organisation;
- (f) there is good team working, collaboration and partnership working to provide the best possible outcomes for its citizens;
- (g) risks are actively identified and robustly managed at all levels of the organisation and that key risks are escalated appropriately to the Committee and included on a Committee risk register;
- (h) decisions are based upon valid, accurate, complete and timely data and information;
- (i) there is continuous improvement in the standard of quality and safety of mental health and learning disabilities care across the whole organisation and that these are continually monitored;
- (j) all reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the quality and safety of mental health and learning disabilities care provided;
- (k) Sources of internal assurance are reliable, e.g., internal audit and clinical audit teams have the capacity and capability to deliver and support mental health and learning disabilities services;
- (l) Recommendations made by internal and external reviewers are considered and acted upon on a timely basis; and
- (m) Lessons are learned from patient safety incidents, complaints, concerns and claims and that these, together with good practice are shared across and out with the organisation; the impact of learning should be measured.

- 3.4 The Committee will advise the Board of key indicators of mental health and learning disabilities provision against which the Board's performance will be regularly assessed and reported on through Annual Reports.

Authority

- 3.5 The 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 Board and primary care practitioners relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:
- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
 - other Committee or Group set up by the Board to assist it in the delivery of its functions.
- 3.6 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of representatives from external agencies with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

Access

- 3.7 The Chair of the Mental Health and Learning Disabilities Committee shall have reasonable access to Executive Directors and all other relevant staff, any other Committees, and Groups deemed appropriate by the Committee, and to primary care practitioners.

Sub Groups

- 3.8 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to perform specific aspects of Committee business.

In this respect a **Power of Discharge Sub-Committee** will be created. The Health Board, as Hospital Managers, may arrange for their functions under the Mental Health Act to be performed on a day-to-day basis by an Officer or Lay Member on their behalf. These individuals appointed by the Health Board will be known as Associate Hospital Managers and will form the membership of the Power of Discharge Sub-Committee.

The Sub-Committee will report routinely to the Committee for assurance and developmental purposes.

4. Membership

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4.1. Members

The Committee shall comprise a minimum of four (4) members:

Chair	Independent member of the Board
Vice Chair	Independent member of the Board
Members	At least 2 other independent members of the Board.

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

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4.2. Attendees

In attendance

Chief Operating Officer
Executive Director of Nursing or Nominated Representative
Medical Director or Nominated Representative
Director of Public Health or Nominated Representative
Divisional Director, Mental Health and Learning Disabilities
Divisional Nurse, Mental Health and Learning Disabilities
General Manager, Mental Health and Learning Disabilities
Clinical Director, CAMHS
General Manager, Families and Therapies Division
Divisional Director, Families and Therapies Division
Head of Nursing Person Centred Care

Others by invitation

The Committee Chair may invite any other Health Board officials and / or any others from within or outside the organisation to attend all or

part of a meeting to assist it with its discussions on any particular matter.

4.3. Member Appointments

The membership of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair and Director of Corporate Governance (Board Secretary), 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 to hold office for a period of one year at a time, up to a maximum of their term of office.

During their period of appointment a member may resign or be removed by the Board.

5. Support

5.1. Secretariat

Secretariat arrangements will be determined and arranged by the Director of Corporate Governance.

5.2. Advice and Member Support

The Director of Corporate Governance, on behalf of the Committee Chair, shall:

- Arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
- Ensure the provision of a programme of development for the committee itself and committee members.

6. Committee Meetings

6.1. Quorum

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

6.2. Frequency of Meetings

Meetings will be held quarterly per annum and otherwise as the Chair of the Committee deems necessary consistent with the Health Boards plan of Board business.

6.3. In Committee and withdrawal of individuals in attendance

The Committee Chair may ask any or all of those who normally attend but who are not members of the Committee to withdraw to receive information which may include matters of a sensitive and/or confidential nature.

6.4. Record of the Committee Meeting

A record of the meeting will be presented as notes and action points.

6.5. Public Meetings

The Committee will be open to the public.

7. Relationship and Accountabilities with the Board and its Committees

6.1 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 the organisation.

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

6.2 The Committee will work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business;
- sharing of appropriate information; and
- applicable escalation of concerns.

in doing so, this contributes 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.

6.3 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

8. Reporting and Assurance Arrangements

The Committee Chair shall:

- Report formally, regularly and on a timely basis to the Board and the Accountable Officer on the Committee's activities. This includes verbal updates on activity and the submission of committee minutes and written reports throughout the year;
- Bring to the Board and the Accountable Officer's specific attention any significant matters under consideration by the Committee;
- Ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive (and Accountable Officer) 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 and the Accountable Officer on its work in support of the Accountability Report and the Annual Governance Statement, specifically commenting on the adequacy of the assurance arrangements, 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 require the Committee Chair to report upon the Committee's activities at public meetings or to community partners and other stakeholders, where this is considered appropriate, e.g. where the Committee's assurance role relates to a joint or shared responsibility.

The Director of Corporate Governance, on behalf of the Board, shall oversee a process of annual self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established.

9. 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 following areas:

- Quorum

10. Review

These terms of reference shall be reviewed annually by the Committee with reference to the Board.



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Bwrdd Iechyd Prifysgol
Aneurin Bevan
University Health Board

Finance and Performance Committee

Terms of Reference – 2026/27

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Date: May 2026

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1. INTRODUCTION

- 1.1 Section 2 of the Standing Orders of the Aneurin Bevan University Health Board (referred to throughout this document as 'ABUHB, the Board' or the 'Health Board') provides that:

"The Board may and, where directed by the Welsh Government must, appoint Committees of the Health 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 its business extends equally to the work carried out on its behalf by committees".

- 1.2 In-line with Standing Orders and the Board's Scheme of Delegation and Reservation of Powers, the Health Board has established a committee to be known as the **Finance and Performance Committee** (referred to throughout this document as 'the Committee'). The Terms of Reference and operating arrangements set by the Board in respect of this committee are set out below.
- 1.3 The scope of the Committee extends to the full range of ABUHB responsibilities. This encompasses the delivery and performance management of all directly provided and commissioned services.

2. PURPOSE

- 2.1 The purpose of the Finance & Performance Committee will be to provide advice and assurance to the Board on the achievement of the Board's aims and objectives as set out in its Integrated Medium-Term Plan, in accordance with the standards of good governance determined for the NHS in Wales. In doing so, the Committee will seek assurance that there is ongoing development of an improving performance culture which continuously strives for excellence and focuses on improvement in all aspects of the health board's business, in line with the Board's Performance Management Framework. The Committee will seek assurance that arrangements for financial management and financial performance are sufficient, effective and robust.
- 2.2 **ADVICE**
The Committee will provide accurate, evidence based (where possible) and timely advice to the Board and its committees in respect of the ongoing development of an improving performance culture which continuously strives for excellence and focuses on improvement in all aspects of the health board's business, in line with the Board's Performance Management Framework.

2.3 **ASSURANCE**

In respect of the achievement of the Boards' strategic aims, objectives and priorities, the Committee will seek assurances:

- a. on timely and appropriate access to health care services to achieve the best health outcomes within agreed targets, for directly provided and commissioned services;
- b. that services are improving efficiency and productivity and financial plans are being delivered;
- c. risks are suitably identified, mitigated and residual risks controlled and corrective actions are taken as required to sustain or improve performance.

3. DELEGATED POWERS AND AUTHORITY

3.1 With regard to specific powers delegated to it by the Board, the Committee will play a key role in monitoring the achievement of the Board's strategic aims, objectives and priorities and will:

A. Seek assurance that arrangements for **financial management** and **financial performance** are sufficient, effective and robust, including:

- the allocation of revenue budgets, based on allocation of funding and other forecast income;
- the monitoring of financial performance against revenue budgets and statutory financial duties;
- the monitoring of performance against capital budgets;
- the monitoring of progress against savings plans, cost improvement programmes and implementation of the efficiency framework;
- the monitoring of budget expenditure variance and the corrective actions being taken to improve performance;
- the monitoring of activity and financial information for external contracts to ensure performance within specified contract terms, conditions and quality thresholds;
- the monitoring of arrangements to ensure efficiency, productivity and value for money, including delivery of the Health Board's Efficiency Framework; and
- the monitoring of delivery against the agreed Discretionary Capital Programme

B. Seek assurance that arrangements for the **performance management** and **accountability** of **directly provided** and **commissioned services** are sufficient, effective and robust, including:

- the implementation of the Board's Performance Management Framework, enabling appropriate action to be taken when performance against set targets deteriorates, and support and promote continuous improvement in service delivery;
- the monitoring of performance information against the Board's Priorities and Objectives and associated outcomes;
- the monitoring of performance information against National Outcome Frameworks, including the NHS Wales Outcomes Framework, the Public Health Outcomes Framework and the Social Services Outcomes Framework, developed in-line with the Wellbeing of Future Generations Act and the Social Services Wellbeing Act;
- the monitoring of performance information across directly provided services including scheduled care, urgent and emergency care, medicine, family and therapies, primary, community care and mental health services;
- the monitoring of performance information across commissioned services including Primary Care Contractors, complex care, specialist mental health and CAMHS services, Joint Commissioning Committee and NHS Wales Shared Services Partnership;
- the monitoring of poor performance through effective and comprehensive exception reporting, including trajectories for improved performance; and
- the review of performance through comparison to best practice and peers and identifying areas for improvement.

C. Seek assurance that arrangements for **information management** are sufficient, effective and robust, including:

- the monitoring of information related objectives and priorities as set out in the Board's IMTP and Annual Priorities;
- the monitoring of the implementation and application of information related legislation, policies and standards, including GDPR and Freedom of Information;
- the review of arrangements to protect the integrity of data and information to ensure valid, accurate, complete and timely data and information is available for use within the organisation;
- the reporting of data breaches, incidents and complaints, ensuring lessons are learned;
- the recommendations arising from national and local audits and self-assessments, including assessment against the Caldicott Standards; and

- the monitoring of arrangements to support the continued development of business intelligence and capacity.

D. Seek assurance that arrangements for the **performance management of digital and information management and technology (IM&T) systems** are sufficient, effective and robust, including:

- the monitoring of digital related objectives and priorities as set out in the Board's IMTP and Annual Priorities; and
- the monitoring of the annual business plan for IM&T.

E. Seek assurance that arrangements for the **performance management of capital, estates and support services related standards and systems** are sufficient, effective and robust, including:

- the monitoring of capital and estates related objectives and priorities as set out in the Board's IMTP and Annual Priorities;
- the monitoring of compliance with Health Technical Memorandums;
- the monitoring of progress in delivery Board-approved capital business cases and programmes of work.

3.2 The Committee will consider and recommend to the Board for approval those policies reserved for the Board and delegated to this Committee for review, in-line with the Board's Policy Management Framework and Scheme of Delegation and Reservation of Powers.

3.3 The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Corporate Risk Register.

Authority

3.4 The 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 Health Board relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate.

The Committee may seek any relevant information from any:

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

3.5 The 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 (subject to the Board's procurement, budgetary and any other applicable standing requirements).

Access

- 3.6 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Committee.
- 3.7 The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

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

Committee Programme of Work

- 3.9 Each year the Board will determine the Committee's priorities for its annual programme of work, based on the Board's Assurance Framework and Corporate Risk Register. This approach will ensure that the Committee's focus is directed to the areas of greatest assurance needs. This will therefore mean that these Terms of Reference are provided as a framework for the Committee's annual programme of work and is not an exhaustive list for full coverage. This approach recognises that the Committee's programme of work will be dynamic and flexible to meet the needs of the Board throughout the year.

4. MEMBERSHIP

Members

- 4.1 Membership will comprise:

Chair Independent member of the Board

Vice Chair Independent member of the Board

Members 2 x Independent member of the Board

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

Attendees

4.2 In attendance: The following Executive Directors of the Board will be regular attendees:

- Director of Finance, Procurement and VBHC
- Director of Strategy, Planning and Partnerships
- Director of Digital
- Chief Operating Officer

4.3 By invitation:

The Committee Chair extends an invitation to the ABUHB Chair and Chief Executive to attend committee meetings.

The Committee Chair will extend invitations to attend committee meetings, dependent upon the nature of business, to the following:

- other Executive Directors not listed above;
- other Senior Managers and
- other officials from within or outside the organisation to attend all or part of a meeting to assist it with its discussions on any particular matter.

Secretariat

4.4 The Office of the Director of Corporate Governance will provide secretariat services to the Committee.

Member Appointments

4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the Chair of ABUHB - 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.

4.6 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.

4.7 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Chair of ABUHB.

Support to Committee Members

4.8 The Director of Corporate Governance, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and

- ensure the provision of a programme of development for committee members as part of the Board's overall Development Programme.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least **three** members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.
- 5.2 Where members are unable to attend a meeting and there is a likelihood that the Committee will not be quorate, the Chair can invite another independent member of the board to become a temporary member of the Committee.

Frequency of Meetings

- 5.3 The Chair of the Committee shall determine the timing and frequency of meetings, which shall be held no less than **bi-monthly** and in line with the Health Board's annual plan of Board Business.
- 5.4 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.

Openness and Transparency

- 5.5 Section 3.1 of ABUHB Standings Orders confirms the Board's commitment to openness and transparency in the conduct of all its business and extends equally to the work carried out on its behalf by Committees. The Board requires, wherever possible, meetings to be held in public. The Committee will:
 - hold meetings in public, other than where a matter is required to be discussed in private (see point 5.6);
 - issue an annual programme of meetings (including timings and venues) and its annual programme of business;
 - publish agendas and papers on the Health Board's website in advance of meetings;
 - ensure the provision of agendas and minutes in English and Welsh and upon request in accessible formats, such as Braille, large print, and easy read; and
 - through ABUHB's website, promote information on how attendees can notify the Health Board of any access needs sufficiently in advance of a proposed meeting, e.g., interpretation or translation arrangements, in accordance with legislative requirements such as the Equality Act 2010 and

Withdrawal of individuals in attendance

- 5.6 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 Director of Corporate Governance where appropriate) shall schedule these issues accordingly and require that any observers withdraw from the meeting. In doing so, the Committee 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) Public Bodies (Admission to Meetings) Act 1960 (c.67).

In these circumstances, when the Committee is not meeting in public session it shall operate in private session, formally reporting any decisions taken to the next meeting of the Committee in public session.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions (as set out within these terms of reference), the Board retains overall responsibility and accountability for all matters relating to performance and resources.

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

- 6.2 The Committee will work closely with the Board's other committees, joint and sub committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business;
 - sharing of appropriate information; and
 - applicable escalation of concerns.

in doing so, this contributes 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.

- 6.3 The Committee shall embed the Health Board's agreed Values and Behaviours, as set out in the Board's Values and Behaviours Framework, through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 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 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 Chair of ABUHB, Chief Executive or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 7.2 The Board may also require the Committee Chair to report upon the Committee's activities at public meetings, e.g., Annual General Meeting, 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.
- 7.3 The Director of Corporate Governance shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of further committees established.
- 7.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in ABUHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum
 - Issue of Committee papers

9. CHAIR'S ACTION ON URGENT MATTERS

- 9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two 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.
- 9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

10. REVIEW

- 10.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair will report any changes to the Board for ratification.
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