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**Unconfirmed Minutes of the Public Health Wales
Audit and Corporate Governance Committee Meeting
16 March 2023 at 09:00 via Microsoft Teams**

Present		
Nick Elliott	(NE)	Committee Chair and Non-Executive Director
Mohammed Mehmet	(MM)	Non-Executive Director (Local Authority) and Chair of People and Organisational Development Committee
In Attendance:		
Liz Blayney	(LB)	Acting Board Secretary and Head of Board Business Unit
Paul Dalton	(PD)	Head of Internal Audit, Audit and Assurance Services, NHS Wales Shared Services Partnership
Mark Dickinson	(MD)	NHS Wales Collaborative For item 3.1 only.
Karen Evans	(KE)	NHS Wales Collaborative For item 3.1 only.
Angela Fisher	(AF)	Deputy Director of Finance
Huw George	(HG)	Deputy Chief Executive, Executive Director of Operations and Finance
Mike Jones	(MJ)	Audit Wales for item 5.1
Lucy Jugessur	(LJ)	Financial Audit Manager, Audit and Assurance Services, NHS Wales Shared Services Partnership
Jane Matthews	(JM)	Head of Financial Reporting and Control
Reanne Reffell	(RR)	Acting Board Governance Manager
Stuart Silcox	(SS)	Assistant Director of Integrated Governance on behalf of RBW
Verity Winn	(VW)	Audit Wales
Apologies:		
Rhiannon Beaumont-Wood	(RBW)	Executive Director of Quality, Nursing and Allied Health Professionals
Tracey Cooper	(TC)	Chief Executive
Jan Williams	(JW)	Chair

Kate Young	(KY)	Non-Executive Director (Third Sector)
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Secretariat

Andrew Morton	(RR)	Board Support Officer
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The meeting commenced at 09:02

ACGC 1/2023.03.16 Welcome and Apologies for Absence

NE opened the meeting and welcomed all present.

The Committee **noted** the apologies received.

The Committee **noted** that the meeting was being recorded to support with accuracy of the minutes, and that this recording would be deleted once the minutes had been agreed at the next meeting in May 2023.

ACGC 2/2023.03.16 Declarations of Interest

There were no declarations of interest in addition to those already declared on the Declarations of Interest Register.

ACGC 3/2023.03.16 Hosted Bodies Annual Assurance

ACGC 3.1/2023.03.16 NHS Wales Collaborative Annual Assurance Statement

The Committee **considered** the NHS Wales Collaborative Annual Statement.

HG introduced the item and welcomed MD and KE to the Committee from the Collaborative. The assurance statement was provided to the Committee annually to provide assurance that the NHS Collaborative, who were hosted by Public Health Wales, had complied with the requirements of the hosting agreement, including compliance with Public Health Wales’s standing orders and financial instructions, policies and procedures.

MD provided an overview of the report, noting that Public Health Wales had hosted the NHS Wales Collaborative since 2015. In summarising the report, MD highlighted the work of the Collaborative over the previous 12 months, and confirmed (in section 10) compliance within the requirements of the hosting agreement.

The Committee asked for clarification on the declared underspend on non-core services. KE provided an explanation for the underspend, noting that some funding was no longer required as equipment had been purchased and paid for elsewhere, and that funding from implementation groups had been returned as the groups implementation phases progressed. KE explained that there had been a conscious decision not to spend money that would not be good value for money, and confirmed that that the monies had been returned to Welsh Government in line with process. KE indicated that the arrangements with the NHS Executive provide opportunity for a more coordinated approach across the organisations.

The Committee asked for clarification on the term used in the statement that “the Collaborative complied *in general* with the terms”. KE confirmed that the Collaborative had **fully** complied with the terms of the hosting agreement.

With the correction to the statement recorded above, the Committee thanked MD and KE for report and:

- **Took assurance** that the NHS Wales Collaborative had **complied** with standing orders and financial instructions, policies and procedures;
- **Noted** from 1 April 2023 the NHS Wales Collaborative would form part of the NHS Executive. The Governance arrangements for oversight and accountability would form part of the NHS Executive governance. A revised hosting agreement had been agreed between the Public Health Wales Board and Welsh Government to clarify hosting responsibilities.

ACGC 4/2023.03.16

Governance and Accountability

ACGC 4.1/2023.03.16

Governance Updates

LB provided an update on a number of governance reports, noting that these had been combined to a single report following feedback from the Committee to streamline reporting.

LB presented the following to the Committee:

- Declarations of Interest Registers, providing assurance of compliance with the Standards of Behaviour Policy;
 - Welsh Health Circular Update detailing a summary of Public Health Wales’ compliance with the WHCs issued;
- Bi-Annual Update on Corporate Policies, providing a summary of the current status of policies within the remit of the committee, and the progress and prioritisation of reviewing out of date policies. The Committee asked whether expired interest remained on the register. LB explained that that declarations remained on the Register for one year following the end of the interest, or from when an individual left the organisation; Annual Corporate Code of Practice Statement, providing a self-assessment of Public Health Wales compliance with the code for 2022/23.

The Committee:

- Took **assurance** on the implementation of the Standards of Behaviour Policy, and noted that the updated Declarations of Interest Register would be published following the meeting;
- Took **assurance** on the management of the process for ensuring the Organisation’s compliance with Welsh Health Circulars;
- Took **assurance** on the prioritisation and progress being made to review Corporate policies, procedures and other written control documents within the remit of the Committee;
- Took **assurance** on Public Health Wales’ compliance with Corporate Governance in Central Governance Departments: Code of Practice 2017.

ACGC 4.2/2023.03.16	Policies for Approval
<p>AF presented the Counter Fraud, Bribery and Corruption Policy to the Committee for approval.</p> <p>The Committee:</p> <ul style="list-style-type: none"> • Noted that the Leadership Team approved the Counter Fraud, Bribery and Corruption Response Plan and Procedure, and endorsed the policy for approval by the Committee; • Approved the Counter Fraud, Bribery and Corruption Policy. <p>SS presented the All Wales Policy on Insurance, NHS Indemnity and Related Risk Management, for approval.</p> <p>The Committee:</p> <ul style="list-style-type: none"> • Noted that the Policy was endorsed by the Leadership Team and • Adopted the All Wales Policy on Insurance, NHS Indemnity and Related Risk Management <p>SS Presented the Damage to Personal Property Policy to the Committee for approval.</p> <p>The Committee:</p> <ul style="list-style-type: none"> • Noted that the Leadership Team approved the Damage to Personal Property Procedure and endorsed the Damage to Personal Property Policy to the Committee and • Approved the Damage to Personal Property Policy 	
ACGC 4.3/2023.03.16	Minutes and Action Log of the meeting on 19 January 2023 and Matters Arising
<p>The Committee considered the Minutes and Action Log of the meeting held on 19 January 2023.</p> <p>LB confirmed that KY had reviewed the minutes of the January meeting and had given her approval that they were an accurate record of the meeting electronically.</p> <p>The Committee:</p> <ul style="list-style-type: none"> • Approved the minutes of the meeting on 19 January 2023 as an accurate record; • Approved the closure of the two completed actions on the Action Log. 	
ACGC 4.4/2023.03.16	Strategic Risk Register 6: (Cyber Security)
<p>SS introduced Strategic Risk 6 (Cyber Security) and reminded the Committee of the ongoing refresh of the Organisation’s Strategic Risks which would be presented to Board for consideration in March.</p>	

HG provided an overview of the risk and the actions in place. HG reminded the Committee of the agreement at Board in January, following a recommendation from the Committee, to increase the likelihood score to 5. He noted the typographical error within the inherent risk score which should read 20

The Committee discussed the importance of the Cyber Security Mandatory Training module and reflected on whether the interval should be changed to an annual requirement given the heightened risk posed to the Organisation of cyber-attacks. It was agreed that the Information Governance Group would consider this and highlight their findings to the People and Organisational Development Committee for consideration as part of the wider discussion on Statutory and Mandatory training.

Action: HG/SS/MM

With the correction to the Inherent Risk score, the Committee:

- **Considered** the Strategic and Corporate Risk Register's relevant to the Committee's remit - Strategic Risk Register 6, noting that there were no Corporate Risks within the Committee's remit;
- **Took** assurance that the Organisation's Strategic and Corporate risks were being managed appropriately.

ACGC 5/2023.03.16

Internal, External and Clinical Audit

ACGC 5.1/2023.03.16

**External Audit Progress Report and
External Audit Final Report**

VW presented the Audit Wales Progress Report and the Outline Work Plan for 2023-24 to the Committee. She referenced the letter from the Auditor General regarding the Audit of Accounts which had also been attached to the report.

MJ updated the Committee of the changes to the auditing timescales for the Accounts for all NHS bodies in Wales. Changes to the ISO 315 standard would incur additional scrutiny, which would lead to an increased time frame to undertake the Audit, and a proportionate increase in chargeable fee. MJ assured the Committee that the fee charged would only be the cost of undertaking the Audit within the Organisation.

NE and HG expressed disappointment that the audit process was delayed and described the impact on the organisation and its staff. Colleagues from Audit Wales were asked to consider what actions they could take to mitigate or reduce the impact for PHW and its staff.

The Committee discussed:

- Concern regarding the impact on NHS organisations with the shift in the timescales for the Audit of the Accounts;

- The timescales for the presentation of the Structured Assessment, noting the draft was currently with Public Health Wales to comment and consider the management responses prior to finalisation;
- The work currently underway by Audit Wales in two areas: Screening Recovery and Workforce Planning. The Committee noted the overlaps with the subject matter discussed in these reports, and asked for Audit Wales to ensure any linkages were joined up for consistency.

The Committee **considered** and **noted** the Audit Wales Progress Report; the Outline Workplan for 2023-24, and the letters from the Auditor General in regards to the audit of accounts.

ACGC 5.2/2023.03.16

Internal Audit Progress Report and Internal Audit Report

PD presented the Internal Audit Progress Report. The Committee considered the report, which detailed that ongoing work had progressed to plan. This was confirmed by the performance metric table indicating green for each report. The Committee noted that the Health and Safety Final Internal Audit Report had received a Reasonable Assurance, and that the Welsh Risk Pool Internal Audit Final Report had received a Substantial Assurance.

The Committee considered the proposed Internal Audit Work Plan for 2023/24, noting that Internal Audit would be flexible to the needs and changing risks and priorities of the Organisation in year.

As Chair of the People and Organisational Development Committee, MM highlighted recent discussion on the implementation of the Welsh Language Standards, and the potential failure to meet standard 17, answering reception telephone calls and replying in Welsh as required. It was felt that the Organisation may benefit from an audit across the whole of the Organisation. It was agreed that the matter be taken out of Committee and LB agreed to meet with NL and PD, and a response brought back to the Committee for consideration.

Action: LB/NL/PD/NE

The Committee asked PD to convey the results of current work on performance metrics to the Committee at future meeting.

Action: PD

The Committee:

- Took **assurance** on the Internal Audit Progress Report;
- **Noted** the Performance Metric table shown in Appendix B;
- Noted the assurance ratings to the final Internal Audit reports into Health and Safety (Reasonable Assurance) and Welsh Risk Pool (Substantial Assurance);
- **Approved** the work plan 2023/24 and the Charter.

ACGC 5.3/2023.03.16

Audit Action Tracker

LB presented the Audit Action Tracker, which included all recommendations from both Internal and External Audits. She confirmed the oversight and management of this Tracker was the role of the Business Executive Team who received quarterly updates on progress, and approved the closure of completed actions.

LB confirmed that a summary of changes to the Trackers that had been approved by BET had been included in the cover report for reference.

The Committee:

- **Considered** the progress updates and proposed amendments to the Audit Action Log, and took **assurance** on the progress with the implementation of actions from Audit activity;
- **Noted** the amendments to the Audit Action Log, approved by the Business Executive Team on 07 March 2023 (Appendix 1a) (summarised in Section 3.1 of this report);
- **Noted** the completion of the actions detailed in Appendix 1b (summarised in Section 3.2), approved by the Business Executive Team on 07 March 2023.

ACGC 6/2023.03.16

For Information

ACGC 6.1/2023.03.16

Procurement Report

The Committee:

- **Noted** the recommendations included within the report and
- Received **assurance** that procurement activity was undertaken in line with the requirements of the Standing Financial Instructions (SFIs).

ACGC 6.2/2023.03.16

Losses and Special Payments

The Committee:

- **Noted** and took **assurance** that all losses and special payments had been made in accordance with the requirements of the Standing Financial Instructions (SFIs)

ACGC 6.3/2023.03.16

Managing Risk

The Committee:

- **Noted** that the Strategic and Corporate Risk Register's in full had been provided and took **assurance** that the Organisation's Strategic and Corporate Risks were being managed appropriately.

ACGC 6.4/2023.03.16

Information Governance Quarterly Performance Report (Q3)

The Committee:

- **Noted** and took **assurance** on the Quarter 3 Information Governance Performance Report.

The Committee noted that staffing levels were constantly under review to ensure the Organisation was able to meet its requirement to reply to FoI requests.

ACGC 7/2023.03.16	Closing Administration
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The next meeting would be held on Wednesday 10 May 2023 at 10:00

The Committee **noted** that all Committee papers would be published, with the **exception** of:

- Procurement Report
- Losses and Special Payments Report
- Reports relating to Cyber Security.

The Committee was asked to e-mail feedback on the meeting to Liz Blayney.

NE thanked everyone for their contributions and closed the meeting.

The Meeting concluded at 10:07